WIDEPOINT CORP
Form 10-Q
August 14, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2018

or

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

For the transition period from __________________ to __________________

Commission File Number: 001-33035

WidePoint Corporation
(Exact name of Registrant as specified in its charter)

Delaware	**52-2040275**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. employer identification no.)*

7926 Jones Branch Drive, Suite 520, McLean, Virginia	**22102**
(Address of principal executive offices)	*(Zip Code)*

(703) 349-2577
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes þ No ¨

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

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

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company þ
(Do not check if a smaller reporting company)	Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes ¨ No ¨

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

As of August 14, 2018, there were 84,062,446 shares of the registrant's Common Stock issued and 83,081,597 shares outstanding.

WIDEPOINT CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

WIDEPOINT CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	JUNE 30, 2018 (Unaudited)	DECEMBER 31, 2017
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$5,363,830	$ 5,272,457
Accounts receivable, net of allowance for doubtful accounts of $97,745 and $107,618 in 2018 and 2017, respectively	6,660,434	8,131,025
Unbilled accounts receivable	7,871,908	8,131,448
Other current assets	795,374	767,944
Total current assets	20,691,546	22,302,874
NONCURRENT ASSETS		
Property and equipment, net	1,129,318	1,318,420
Intangibles, net	3,395,084	3,671,506
Goodwill	18,555,578	18,555,578
Other long-term assets	146,727	44,553
Total assets	$43,918,253	$ 45,892,931
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Line of credit advance	$155,094	$ -
Accounts payable	6,089,583	7,266,212
Accrued expenses	9,315,474	9,796,350
Deferred revenue	2,244,145	2,348,578
Current portion of long-term debt	96,762	101,591
Current portion of other term obligations	98,279	203,271

Total current liabilities	17,999,337	19,716,002
NONCURRENT LIABILITIES		
Long-term debt, net of current portion	185,047	232,109
Other term obligations, net of current portion	65,697	78,336
Deferred revenue	691,899	264,189
Deferred tax liability	393,610	392,229
Total liabilities	19,335,590	20,682,865
STOCKHOLDERS' EQUITY		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; 2,045,714 shares issued and none outstanding	-	-
Common stock, $0.001 par value; 110,000,000 shares authorized; 84,062,446 and 83,031,595 shares issued; 83,081,595 and 83,031,595 shares outstanding, respectively	83,082	83,032
Additional paid-in capital	94,542,525	94,200,237
Accumulated other comprehensive loss	(157,858)	(122,461)
Accumulated deficit	(69,885,086)	(68,950,742)
Total stockholders' equity	24,582,663	25,210,066
Total liabilities and stockholders' equity	$43,918,253	$ 45,892,931

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

WIDEPOINT CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	2018	2017
	(Unaudited)			
REVENUES	$17,544,338	$18,880,506	$37,623,957	$37,492,745
COST OF REVENUES (including amortization and depreciation of $258,186, $294,803, $554,165, and $576,627, respectively)	13,997,185	15,589,330	30,524,797	30,771,965
GROSS PROFIT	3,547,153	3,291,176	7,099,160	6,720,780
OPERATING EXPENSES				
Sales and marketing	444,945	628,319	979,582	1,177,178
General and administrative expenses (including share-based compensation of $195,934, $134,062, $320,338 and $219,079, respectively)	3,427,301	3,789,980	6,780,642	7,622,220
Product development	-	56,426	-	207,799
Depreciation and amortization	110,463	71,189	207,849	142,939
Total operating expenses	3,982,709	4,545,914	7,968,073	9,150,136
LOSS FROM OPERATIONS	(435,556)	(1,254,738)	(868,913)	(2,429,356)
OTHER (EXPENSE) INCOME				
Interest income	2,077	2,566	5,403	9,593
Interest expense	(23,937)	(12,849)	(49,887)	(22,417)
Other income (expense)	3	(875)	1	3,299
Total other expense	(21,857)	(11,158)	(44,483)	(9,525)
LOSS BEFORE INCOME TAX PROVISION	(457,413)	(1,265,896)	(913,396)	(2,438,881)
INCOME TAX PROVISION	14,758	34,279	20,948	15,511
NET LOSS	$(472,171)	$(1,300,175)	$(934,344)	$(2,454,392)
BASIC LOSS PER SHARE	$(0.01)	$(0.02)	$(0.01)	$(0.03)
BASIC WEIGHTED-AVERAGE SHARES OUTSTANDING	83,081,597	82,845,449	83,061,707	82,843,631
DILUTED LOSS PER SHARE	$(0.01)	$(0.02)	$(0.01)	$(0.03)
DILUTED WEIGHTED-AVERAGE SHARES OUTSTANDING	83,081,597	82,845,449	83,061,707	82,843,631

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

WIDEPOINT CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	**2018**	2017
	(Unaudited)			
NET LOSS	$(472,171)	$(1,300,175)	$(934,344)	$(2,454,392)
Other comprehensive income:				
Foreign currency translation adjustments, net of tax	(38,335)	75,024	(35,397)	128,032
Other comprehensive (loss) income	(38,335)	75,024	(35,397)	128,032
COMPREHENSIVE LOSS	$(510,506)	$(1,225,151)	$(969,741)	$(2,326,360)

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

WIDEPOINT CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	SIX MONTHS ENDED JUNE 30,	
	2018	2017
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$(934,344)	$(2,454,392)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Deferred income tax benefit	-	(5,951)
Depreciation expense	275,375	183,983
Provision for doubtful accounts	(5,766)	31,187
Amortization of intangibles	486,639	535,789
Amortization of deferred financing costs	14,804	1,667
Share-based compensation expense	320,338	219,079
Gain on sale of assets held for sale	-	(66,683)
Loss on disposal of fixed assets	-	172,563
Changes in assets and liabilities:		
Accounts receivable and unbilled receivables	1,689,709	(1,187,693)
Inventories	(11,254)	(18,808)
Prepaid expenses and other current assets	(88,328)	(217,217)
Other assets	(109,990)	(23,122)
Accounts payable and accrued expenses	(1,637,123)	(484,282)
Income tax (payable) receivable	2,523	72,534
Deferred revenue and other liabilities	347,456	19,423
Net cash provided by (used in) operating activities	350,039	(3,221,923)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(93,983)	(479,796)
Software development costs	(151,559)	(214,873)
Proceeds from sale of assets held for sale	-	236,451
Proceeds from the sale of property and equipment	-	52,693
Net cash used in investing activities	(245,542)	(405,525)
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances on bank line of credit	11,598,706	3,270,490
Repayments of bank line of credit advances	(11,443,612)	(3,270,490)
Principal repayments of long-term debt	-	(82,440)
Principal repayments under capital lease obligations	(50,944)	(20,345)
Contingent consideration payment	(100,000)	-)
Restricted stock award tax liability payment	-	(57,345)

Proceeds from exercise of stock options	22,000	17,100
Net cash provided by (used in) financing activities	26,150	(143,030)
Net effect of exchange rate on cash and equivalents	(39,274)	119,343
NET INCREASE (DECREASE) IN CASH	91,373	(3,651,135)
CASH, beginning of period	5,272,457	9,123,498
CASH, end of period	$5,363,830	$5,472,363

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

WIDEPOINT CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	SIX MONTHS ENDED JUNE 30,	
	2018	2017
	(Unaudited)	
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	$ 34,909	$ 18,681
Cash paid for income taxes	$ 14,613	$ 764
Cash received from income tax refund	$ -	$ 2,674
NONCASH INVESTING AND FINANCING ACTIVITIES		
Fair value of contingent consideration paid in connection with software asset purchase (Note 3)	$ -	$ 50,000
Acquisition of assets under capital lease obligation (Notes 7 and 9)	$ -	$ 93,301

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

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WIDEPOINT CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Organization and Nature of Operations

Organization

WidePoint Corporation ("WidePoint" or the "Company") was incorporated in Delaware on May 30, 1997 and conducts operations through its wholly-owned operating subsidiaries throughout the continental United States, Ireland, the Netherlands and the United Kingdom. The Company's principal executive and administrative headquarters is located in McLean, Virginia.

Nature of Operations

The Company is a leading provider of trusted mobility management (TM2) solutions to the government and commercial sectors. The Company's TM2 solutions are internally hosted and are accessible on-demand through a secure portal that provides its customers with a set of streamlined mobile communications management, identity management, and consulting solutions. The Company's TM2 platform is a state-of-the-art integrated workflow solution that meets Federal Information Security Management Act requirements for data security and other recognized industry compliance certifications related to system processing controls and privacy which enables its customers to focus its valuable resources on managing, analyzing and protecting access to and use of their valuable communication assets. Additionally, the Company's TM2 platform received an Authorization to Operate by the U.S. Department of Homeland Security.

The Company derives a significant amount of its revenues from contracts funded by federal government agencies for which WidePoint's subsidiaries act in the capacity as the prime contractor, or as a subcontractor. The Company believes that contracts with federal government agencies, will be the primary source of revenues for the foreseeable future. External factors outside of the Company's control such as delays and/or a changes in government administrations, budgets and other political matters that may impact the timing and commencement of such work and could result in variations in operating results and directly affect the Company's financial performance. Successful contract performance and variation in the volume of activity as well as in the number of contracts commenced or completed during any quarter may cause significant variations in operating results from quarter to quarter.

A significant portion of the Company’s expenses, such as personnel and facilities costs, are fixed in the short term and may be not be easily modified to manage through changes in the Company’s market place that may create pressure on pricing and/or costs to deliver its services.

The Company has periodic capital expense requirements to maintain and upgrade its internal technology infrastructure tied to its hosted solutions and other such costs may be significant when incurred in any given quarter.

2. Basis of Presentation and Accounting Policies

Basis of Presentation

The unaudited condensed consolidated financial statements as of June 30, 2018 and for each of the three and six month periods ended June 30, 2018 and 2017, respectively, included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Pursuant to such regulations, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) have been condensed or omitted. It is the opinion of management that all adjustments (which include normal recurring adjustments) necessary for a fair statement of financial results are reflected in the financial statements for the interim periods presented. The condensed consolidated balance sheet as of December 31, 2017 was derived from the audited condensed consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. The results of operations for the three and six month periods ended June 30, 2018 are not indicative of the operating results for the full year.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries and acquired entities since their respective dates of acquisition. All significant inter-company amounts were eliminated in consolidation.

Foreign Currency

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars based upon exchange rates prevailing at the end of each reporting period. The resulting translation adjustments, along with any related tax effects, are included in accumulated other comprehensive (loss) income, a component of stockholders' equity. Translation adjustments are reclassified to earnings upon the sale or substantial liquidation of investments in foreign operations. Revenues and expenses are translated at the average month-end exchange rates during the year. Gains and losses related to transactions in a currency other than the functional currency, including operations outside the U.S. where the functional currency is the U.S. dollar, are reported net in the Company's condensed consolidated statements of operations, depending on the nature of the activity.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The more significant areas requiring use of estimates and judgment relate to revenue recognition, accounts receivable valuation reserves, ability to realize intangible assets and goodwill, ability to realize deferred income tax assets, fair value of certain financial instruments and the evaluation of contingencies and litigation. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. There were no significant changes in accounting estimates used by management during the quarter.

Significant Accounting Policies

There have been no significant changes in the Company's significant accounting policies during the first six months of 2018 from those disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 21, 2018, except as further described below under Recently Adopted Accounting Standards.

Segment Reporting

Our TM2 solution offerings comprise an overall single business from which the Company earns revenues and incurs costs. The Company’s TM2 solution offerings are centrally managed and reported on that basis to its Chief Operating Decision Maker who evaluates its business as a single segment. See Note 14 for detailed information regarding the composition of revenues.

Accounting Standards Update

Recently Adopted Accounting Standards

Accounting Standards Codification 606 “Revenue from Contracts with Customers”. In May 2014, ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” was issued. This ASU requires the use of a five-step methodology to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the ASU requires enhanced disclosure regarding revenue recognition.

The standard permits the use of either the retrospective or cumulative effect transition method (modified retrospective method). The Company adopted the ASU on a modified retrospective transition method on January 1, 2018 and will apply the guidance to the most current period presented in the financial statements issued subsequent to the adoption date. The Company did not record a cumulative adjustment to retained earnings as of January 1, 2018 since the Company was recognizing revenue consistent with the provisions of ASC 606 and any adjustment would have been deemed immaterial. In preparation for adoption of the standard, the Company has implemented internal controls to enable the preparation of financial information and have reached conclusions on key accounting assessments related to the standard, including that accounting for variable consideration is immaterial.

The Company adopted the standard through the application of the portfolio approach and selected a sample of customer contracts to assess under the guidance of the new standard that are characteristically representative of each revenue stream. The Company has completed its review of the sample contracts, and the Company does not anticipate a significant change to the pattern or timing of revenue recognition as a result of adopting the new standard. The Company revised its revenue recognition policy as follows to incorporate the requirements of the new standard.

Revenue from Contracts with Customers

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company enters into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities.

Nature of Products and Services

The Company’s TM2 solution consists of three broad services as described below:

§ Telecom Lifecycle Services. The Company delivers managed services under firm fixed price contracts that include multiple performance obligations. Revenue for managed services are billed on a monthly basis to the end customer by multiplying the contractual fixed price times the base output (e.g. number of units managed, percentage of supplier spend and/or savings, units delivered, certificates issued and/or billable hours). Revenue is accrued based on what the Company expects will be ultimately invoiced. Differences between accrued revenues and actual billed revenues are adjusted in the period that billings are prepared and such differences have not historically been material. Revenue on contingent-fee arrangements are recognized upon customer acceptance of proposed billing. Managed services are not interdependent and there are no undelivered performance obligations in these arrangements.

§ Identity Management. The Company issues identity credentialing software certificates to individuals and devices using its own Public Key Infrastructure (PKI) enabled environment. The Company assists large enterprises with their own certificate programs by PKI-enabling an enterprises environment which allows an enterprise to issue individual certificates to its employees and contractors in accordance with similar PKI issuance policies and procedures. Certificates issued have a fixed life and cannot be modified or reissued. There are nominal post contract services to maintain issued public and private certificate key pairs issued to individuals and devices. Revenue is recognized from the sales of credentials to an individual or as an enterprise solution upon issuance; provided there are no other additional performance obligations. Revenue from this service does not require significant accounting estimates. Cost of Revenues includes general infrastructure support costs to maintain the continued issuance of credentials.

§ Telecom Bill Presentation and Analytics. The Company offers a proprietary online bill consolidation, bill presentment and data intelligence software solution under a perpetual and Software-as-a-Service license model. Revenue from software licenses that are sold as a perpetual license and do not involve the significant production, modification or customization of the software are recognized when the software is delivered. Where an arrangement to deliver software involves significant production, modification or customization, the software revenue is not recognized until such time as the software has been accepted by the customer. Revenue from software licenses which are sold as term licenses, which do not involve the significant production, modification or customization of the software are recognized evenly over the license term once the software has been delivered. Where an arrangement to deliver software involves significant production, modification or customization, software sold as a term license is recognized ratably over the license term from the date the software is accepted by the customer. Implementation fees are recognized over the term of the license agreement once the software has been delivered. Maintenance services, if contracted, are recognized ratably over the term of the maintenance agreement, generally twelve months. Revenue from this service does not require significant accounting estimates.

Significant Judgments

The Company’s contracts with customers often include promises to transfer multiple products and services to a customer under a fixed rate or fixed fee arrangement. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Components of our managed service solution are generally distinct performance obligations that are not interdependent and can be completed within a month. The Company’s products are generally sold with a right of return and the Company may provide other event driven credits or disincentives for not meeting performance obligations which are accounted for as variable consideration when estimating the amount of revenue to recognize. Returns and credits are estimated at contract inception and updated at the end of each reporting period as additional information becomes available and only to the extent that it is probable that a significant reversal of any incremental revenue will not occur.

Contract Balances

Timing of revenue recognition may differ from the timing of invoicing to customers. Most customer contracts are billed in arrears as the information required to create an invoice is generally not available until the following month after services were delivered. As a result, the Company may have both accounts receivables (invoiced sales) and unbilled receivables (sales yet to be invoiced). The Company records an unbilled receivable when revenue is recognized prior to invoicing. The Company may be required under contractual terms to bill for services in advance and in that case the Company will invoice and deferred revenue when revenue is received prior to revenue being earned.

The allowance for doubtful accounts reflects the Company’s best estimate of probable losses inherent in uncollected accounts receivable. Customer accounts receivable balances that remain uncollected for more than 45 days are reviewed for collectability and are considered past due after 90 days unless different contractual repayment terms were extended under a contract with a customer. The Company determines its allowance for doubtful accounts after considering factors that could affect collectability of past due accounts receivable and such factors regularly include the customers’ financial condition and credit worthiness, recent payment history, type of customer and the length of time accounts receivable are past due. Upon specific review and its determination that a bad debt reserve may be required, the Company will reserve such amount if it views the account as potentially uncollectable. Customer accounts receivable balances that remain uncollected for more than 120 days and/or that have not been settled in accordance with contractual repayment terms and for which no firm payment commitments exist are placed with a third party collection agency and a reserve is established for the entire uncollected balance. The Company writes off accounts receivable after 180 days or earlier when they become uncollectible. Payments subsequently received on such receivables are credited to the allowance for doubtful accounts. If the accounts receivable has been written off and no allowance for doubtful accounts exist subsequent payments received are credited to bad debt expense as a recovery.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 90 days. Government receivables are billed under a single consolidated monthly invoice and are billed approximately thirty (30) to sixty (60) days in arrears from the date of service and payment is generally due within thirty (30) days of the invoice date. Government accounts receivable payments could be delayed due to administrative processing delays by the government agency, continuing budget resolutions that may delay availability of contract funding, and/or administrative only invoice correction requests by contracting officers that may delay payment processing by our government customer. Commercial accounts receivables are billed based on the underlying contract terms and conditions which generally have repayment terms that range from thirty (30) to ninety (90) days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers.

Costs to Obtain a Contract with a Customer

The Company does not recognize assets from the costs to obtain a contract with a customer and generally expenses these costs as incurred. The Company primarily uses internal labor to manage and oversee the customer acquisition process and to finalize contract terms and conditions and commence customer start-up activities, if any. Internal labor costs would be incurred regardless of the outcome of a contract with a customer and as such those costs are not considered incremental to the cost to obtain a contract with a customer. The Company does not typically incur significant incremental costs to obtain a contract with a customer after such contract has been awarded. Incremental costs to obtain a contract with a customer may include payment of commissions to certain internal and/or external sales agents upon collection of invoiced sales from the customer. The Company does not typically prepay sales commissions in advance of being paid for services delivered.

Accounting Standards under Evaluation

In February 2016, the FASB issued new accounting guidance on leases. The guidance, effective January 1, 2019, with early adoption permitted, requires virtually all leases to be recognized on the Company's condensed consolidated balance sheets. The Company will adopt the standard effective January 1, 2019. The new guidance currently requires a modified retrospective transition approach, which would cause us to record existing operating leases on the condensed consolidated balance sheets upon adoption and in the comparative period. In January 2018, the FASB released an exposure draft that, if issued in its current form, would provide the Company with the option to adopt the provisions of the new guidance prospectively, without adjusting the comparative periods presented. The Company is currently reviewing its property and equipment leases and evaluating and interpreting the requirements under the guidance, including the available accounting policy elections, in order to determine the impacts on the consolidated financial position, results of operations and cash flows upon adoption.

In January 2017, ASU No. 2017-04, "Simplifying the Test for Goodwill Impairment" was issued. Under the amendments in this ASU, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss should not exceed the total amount of goodwill allocated to that reporting unit. The ASU also eliminated the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. An entity should apply this ASU on a prospective basis and for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. The Company is continuing to evaluate the effect this guidance will have on the consolidated financial statements and related disclosures.

3. Contingent Consideration

On April 30, 2017, the Company entered into an Asset Purchase Agreement with Probaris Technologies, Inc. (“Seller”) and paid approximately $304,300 to purchase certain commercial identity and authentication software assets (the “Software Assets”). The Company principally purchased the Software Assets to ensure that a key component in the delivery of the Company’s identify management solution offering was neither acquired by a competitor nor no longer made available to license. Also, under the terms of the Asset Purchase Agreement, the Company agreed to pay contingent consideration of $100,000 to the Seller if the Seller’s sole government customer renews its license agreement in 2018. During the three month period ended June 30, 2018, the Company settled its contingent consideration and paid $100,000 to the Seller upon renewal of the customer’s annual contract in April 2018.

4. Accounts Receivable and Significant Concentrations

A significant portion of the Company’s revenue arrangements consist of firm fixed price contracts with agencies of the U.S. federal government and several large multinational publicly traded and private corporations. Accounts receivable consist of the following by customer type in the table below as of the periods presented:

	JUNE 30, 2018 (Unaudited)	DECEMBER 31, 2017
Government	$4,363,451	$ 6,055,397
Commercial	2,394,728	2,183,246
Gross accounts receivable	6,758,179	8,238,643
Less: allowances for doubtful accounts	97,745	107,618
Accounts receivable, net	$6,660,434	$ 8,131,025

For the three and six month periods ended June 30, 2018, the Company did not recognize any material provisions for bad debt or write-offs of existing provisions for bad debt. For the six month period ended June 30, 2017, the Company recorded a provision for bad debt of approximately $31,200 related to a billing dispute with a commercial customer. For the six month period ended June 30, 2017, the Company wrote-off a previously reserved uncollectible customer account of approximately $274,500.

The Company has not historically maintained a bad debt reserve for its government customers as it has not experienced material or recurring bad debt charges and the nature and size of the contracts has not necessitated the Company’s establishment of such a bad debt reserve.

Significant Concentrations

The following table presents customers that represent ten (10) percent or more of consolidated accounts receivable in the current and/or comparative period:

	JUNE 30, 2018	DECEMBER 31, 2017

Customer Name	As a % of Receivables	As a % of Receivables
	(Unaudited)	
U.S. Customs Border Patrol	6%	12%
U.S. Immigration and Customs Enforcement	17%	13%
U.S. Federal Air Marshall Service	11%	10%

The following table presents customers that represent ten (10) percent or more of consolidated revenues in the current and/or comparative period:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	2018	2017
Customer Name	As a % of Revenues	As a % of Revenues	As a % of Revenues	As a % of Revenues
	(Unaudited)			
U.S. Immigration and Customs Enforcement	19%	17%	18%	16%
U.S. Customs Border Patrol	11%	–	–	12%

5. Unbilled Accounts Receivable

Unbilled accounts receivable represent revenues earned in connection with products and/or services delivered for which we are unable to issue a formal billing to the customer at the balance sheet due to either timing of invoice processing or delays due to fixed contractual billing schedules. A significant portion of our unbilled accounts receivable consist of carrier services and hardware and software products delivered but not invoiced at the end of the reporting period.

The following table presents customers that represent ten (10) percent or more of consolidated unbilled accounts receivable in the current and/or comparative period:

Customer Name	JUNE 30, 2018 As a % of Receivables (Unaudited)	DECEMBER 31, 2017 As a % of Receivables
U.S. Department of Homeland Security Headquarters	12%	11%
U.S. Immigration and Customs Enforcement	27%	27%
U.S. Customs Border Patrol	17%	—
U.S. Transportation Safety Administration	12%	12%

6. Other Current Assets and Accrued Expenses

Other current assets consisted of the following as of the periods presented below:

	JUNE 30, 2018 (Unaudited)	DECEMBER 31, 2017
Inventories	$168,187	$ 157,058
Prepaid rent, insurance and other assets	627,187	610,886
Total other current assets	$795,374	$ 767,944

Accrued expenses consisted of the following as of the periods presented below:

	JUNE 30, 2018 (Unaudited)	DECEMBER 31, 2017
Carrier service costs	$7,305,010	$ 7,339,150
Salaries and payroll taxes	1,246,767	1,259,331
Inventory purchases, consultants and other costs	743,464	762,770
Severance costs	10,673	328,109
U.S. income tax payable	11,350	8,850

Foreign income tax (receivable)	(1,790)	(1,860)
Contingent consideration (Note 3)	-	100,000
Total accrued expenses	$9,315,474	$ 9,796,350

7. Property and Equipment

Major classes of property and equipment consisted of the following as of the periods presented below:

	JUNE 30, 2018 (Unaudited)	DECEMBER 31, 2017
Computer hardware and software	$2,007,789	$ 1,943,180
Furniture and fixtures	304,371	296,316
Leasehold improvements	255,222	260,748
Automobiles	183,772	188,238
Gross property and equipment	2,751,154	2,688,482
Less: accumulated depreciation and amortization	1,621,836	1,370,062
Property and equipment, net	$1,129,318	$ 1,318,420

During the six month periods ended June 30, 2018 there were other disposals of fully depreciated owned property and equipment with related cost and accumulated depreciation of approximately $129,600.

During the three and six month periods ended June 30, 2017, the Company relocated from the Lewis Center Facility to a larger facility in Columbus and abandoned undepreciated building and leasehold improvements with a gross cost and accumulated depreciation of approximately $282,200 and $105,500, respectively. The Company recorded within general and administrative expenses a loss on disposal of approximately $176,600 as a result of the move.

There were no changes in the estimated useful lives used to depreciate property and equipment during the three and six month periods ended June 30, 2018 and 2017.

Assets under capital lease included in the table above consisted of the following as of the periods presented below:

	JUNE 30,	DECEMBER 31,
	2018	2017
	(Unaudited)	
Automobiles	$98,508	$ 100,882
Computer hardware and software	290,223	290,223
Gross leased property and equipment	$388,731	$ 391,105
Less: accumulated amortization	80,436	20,890
Capital lease assets, net	$308,295	$ 370,215

During the six month period ended June 30, 2018, the Company did not enter into any capital lease arrangements and there were no material sales or disposals of assets under capital leases. During the six month period ended June 30, 2017, the Company acquired two automobiles under capital lease arrangements and recognized a gross asset of $93,301. For the six month period ended June 30, 2017, the Company disposed of two leased automobiles with a net book value of $47,800 and received gross proceeds of approximately $51,800. The Company recognized a net gain on disposal of approximately $4,100.

Property and equipment depreciation expense (including amortization of capital leases) was approximately as follows for the periods presented below:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	2018	2017
	(Unaudited)			
Property and equipment depreciation expense	$144,300	$100,200	$ 275,400	$ 184,000
Capital lease amortization (included in property and equipment depreciation expense)	$30,471	$7,800	$ 60,818	$ 7,800

8. Goodwill and Intangible Assets

The Company has recorded goodwill of $18,555,578 as of June 30, 2018. There were no changes in the carrying amount of goodwill during the three and six month periods ended June 30, 2018. There were indicators of impairment during the three and six month periods ended June 30, 2018.

The Company has recorded net intangible assets of $3,395,084, consisting of purchased intangibles and internally developed software used to deliver managed service solutions offered by the Company. For the three and six month periods ended June 30, 2018, the Company capitalized internally developed software costs of approximately $80,800 and $151,600, respectively, related to costs associated with our next generation TDI Optimiser™ application. There were no disposals of intangible assets during the three months period ended June 30, 2018. For the six month period ended June 30, 2018 there were disposals of fully amortized intangible assets of approximately $1,930,000. There were no material disposals of intangible assets during the three and six month periods ended June 30, 2017.

The aggregate amortization expense recorded for the three month periods ended June 30, 2018 and 2017 were approximately $186,800 and $266,000, respectively. The aggregate amortization expense recorded for the six month periods ended June 30, 2018 and 2017 were approximately $486,600 and $535,800, respectively. The total weighted remaining average life of all purchased intangible assets and internally developed software costs was approximately 6.0 years and 2.0 years, respectively, at June 30, 2018.

9. Line of Credit and Long-Term Debt

Commercial Loan Agreement Facility

On June 15, 2017, the Company entered into a Loan and Security Agreement with Access National Bank (the “Loan Agreement”). The Loan Agreement provides for a $5.0 million working capital revolving line of credit. Effective April 30, 2018, the Company entered into a second modification agreement (“Modification Agreement”) with Access National Bank to amend the existing Loan Agreement. The Modification Agreement extended the maturity date of the facility through April 30, 2019 and added an additional financial covenant requiring the Company to maintain consolidated minimum adjusted earnings before interest taxes, depreciation and amortization (EBITDA) (as defined in the Modification Agreement) of at least two times interest expense to be measured as of the last day of each quarterly period.

The Loan Agreement requires that the Company meet the following financial covenants on a quarterly basis: (i) maintain a minimum adjusted tangible net worth of at least $2.0 million, (ii) maintain minimum consolidated adjusted EBITDA of at least two times interest expense and (iii) maintain a current ratio of 1.10:1.

The available amount under the working capital line of credit is subject to a borrowing base, which is equal to the lesser of (i) $5.0 million or (ii) 70% of the net unpaid balance of the Company’s eligible accounts receivable. The interest rate for the working capital line of credit is the Wall Street Journal prime rate plus 1.0%. The facility is secured by a first lien security interest on all of the Company’s personal property, including its accounts receivable, general intangibles, inventory and equipment maintained in the United States. As of June 30, 2018, the Company was eligible to borrow up to $3.6 million under the borrowing base formula.

Long-Term Debt and Other Term Obligations

Long-term debt consisted of the following:

	JUNE 30, 2018			DECEMBER 31, 2017		
	Current Portion	**Non-Current Portion**	**Total**	Current Portion	Non-Current Portion	Total
	(Unaudited)			(Unaudited)		
Capital Lease Obligations (1)	$96,762	$ 185,047	$281,809	$101,591	$ 232,109	$333,700
Total Long-Term Debt	$96,762	$ 185,047	$281,809	$101,591	$ 232,109	$333,700
Deferred Rent Liability (2)	63,651	65,697	129,348	70,021	78,336	148,357
Short term installment borrowings (3)	34,628	-	34,628	133,250	-	133,250
Total Other Term Obligations	$98,279	$ 65,697	$163,976	$203,271	$ 78,336	$281,607

Total Long-Term Debt and Other Term Obligations	$195,041	$ 250,744	$304,862	$ 310,445

(1) As more fully described in Note 5, the Company entered into capital leases to acquire computer hardware and software for its customer facing infrastructure and two automobiles that expire between 2020 and 2021.

(2) The Company has two long term building lease obligations that contain fixed rent escalations and rent abatements. The Company has recognized a deferred rent liability related to the difference between actual cash rent paid and rent recognized for financial reporting purposes.

(3) The Company annually finances the cost of its commercial liability insurance premiums for a period of less than 12 months.

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Capital Lease Obligations

Minimum lease payments required under capital leases range from $695 to $8,900, respectively, and these leases expire in March 2020. The following sets forth the Company’s future minimum payment obligations under these capital lease agreements for fiscal years ending June 30:

2018	$122,272
2019	122,272
2020	65,943
Total principal and interest payments	310,487
Less: portion representing interest	28,678
Present value of minimum lease payments under capital lease agreements	281,809
Less: current portion	96,762
Capital lease obligations, net of current portion	$185,047

10. Income Taxes

The Company files U.S. federal income tax returns with the Internal Revenue Service (“IRS”) as well as income tax returns in various states and certain foreign countries. The Company may be subject to examination by the IRS or various state taxing jurisdictions for tax years 2003 and forward. The Company may be subject to examination by various foreign countries for tax years 2014 forward. As of June 30, 2018, the Company was not under examination by the IRS, any state or foreign tax jurisdiction. The Company did not have any unrecognized tax benefits at either June 30, 2018 or December 31, 2017. In the future if applicable, any interest and penalties related to uncertain tax positions will be recognized in income tax expense.

As of June 30, 2018, the Company had approximately $36.7 million in net operating loss (NOL) carry forwards available to offset future taxable income for federal income tax purposes, net of the potential Section 382 limitations. These federal NOL carry forwards expire between 2020 and 2037. Included in the recorded deferred tax asset, the Company had a benefit of approximately $44.0 million available to offset future taxable income for state income tax purposes. These state NOL carry forwards expire between 2024 and 2036. Because of the change of ownership provisions of the Tax Reform Act of 1986, use of a portion of our domestic NOL may be limited in future periods. Further, a portion of the carryforwards may expire before being applied to reduce future income tax liabilities.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. Under existing income tax accounting standards such objective evidence is more heavily weighted in comparison to other subjective evidence such as our projections for future growth, tax planning and other tax strategies. A significant piece of objective negative evidence considered in management's evaluation of the realizability of its deferred tax assets was the existence of cumulative losses over the latest three-year period. Management forecast future taxable income, but concluded that there may not be enough of a recovery before the end of the fiscal year to overcome the negative objective evidence of three years of cumulative losses. On the basis of this evaluation, management recorded a valuation allowance against all deferred tax assets. If management's assumptions change and we determine we will be able to realize these deferred tax assets, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets will be accounted for as a reduction of income tax expense.

11. Stockholders' Equity

Preferred Stock

There were no issuances of preferred stock during the six month periods ended June 30, 2018 and 2017.

Common Stock

The Company is authorized to issue 110,000,000 shares of common stock, $.001 par value per share. As of June 30, 2018, there were 84,062,446 shares issued (including 980,851 restricted stock awards issued but not vested) and 83,081,595 shares of common stock outstanding. There were no shares of common stock issued as a result of the vesting of restricted stock awards (RSA) or stock option exercises during the three month period ended June 30, 2018. The Company issued 102,525 shares of common stock, as a result of the vesting of a portion of RSAs during the three month period ended June 30, 2017. See Note 12 for additional information regarding RSA activity.

There were no shares of common stock issued as a result of stock option exercises during the three month periods ended June 30, 2018 and 2017. Shares of common stock issued as a result of stock option exercises and realized gross proceeds during the six month period ended June 30, 2018 were 50,000 and $22,000, respectively. Shares of common stock issued as a result of stock option exercises and realized gross proceeds during the six month period ended June 30, 2017 were 30,000 and $17,100, respectively, from the exercise of such stock options. See Note 12 for additional information regarding the stock incentive plans.

12. Stock Award Programs

The Company's stock incentive plan is administered by the Compensation Committee and authorizes the grant or award of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, dividend equivalent rights, performance unit awards and phantom shares. The Company issues new shares of common stock upon the issuance of restricted stock or exercise of stock options. Any shares associated with unvested restricted stock and non-qualified stock options forfeited are added back to the number of shares that underlie stock options to be granted under the stock incentive plan. The Company has issued restricted stock awards and non-qualified stock option awards as described below.

Valuation of Stock Awards

The Company estimates the fair value of nonqualified stock awards using a Black-Scholes Option Pricing model ("Black-Scholes model"). The fair value of each stock award is estimated on the date of grant using a Black-Scholes option pricing model ("Black-Scholes model"), which requires an assumption of dividend yield, risk free interest rates, volatility, forfeiture rates and expected option life. The risk-free interest rates are based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. Expected volatilities are based on the historical volatility of our common stock over the expected option term. The expected term of options granted is based on analyses of historical employee termination rates and option exercises. There were no non-qualified stock option awards granted during the six month period ended June 30, 2018.

The Company records the fair value of all restricted stock awards based on the grant date fair value and amortizes stock compensation on a straight-line basis over the vesting period. Restricted stock award shares are issued when granted and included in the total number of common shares issued but not included in total common shares outstanding until the vesting requirements have been met. As of June 30, 2018, there were 980,851 shares of restricted stock included in shares issued and none included in shares outstanding as the vesting requirements have not been met.

Restricted Stock Award Activity

A summary of RSA activity as of June 30, 2018 and 2017, and changes during the six month periods ended June 30, 2018 and 2017 are set forth below:

NON-VESTED AWARDS	2018 (Unaudited)	2017
Non-vested awards outstanding, January 1,	-	250,000
Granted (+)	**980,851** (1)	300,000 (2)
Cancelled (-)	-	150,000 (2)
Vested (-)	-	275,000 (3)
Non-vested awards outstanding, June 30,	980,851	125,000
Weighted-average remaining contractual life (in years)	1.1	0.4
Unamortized RSA compensation expense	$356,082	$8,300
Aggregate intrinsic value of RSAs non-vested, June 30	$539,468	$57,500
Aggregate intrinsic value of RSAs vested, June 30	$-	$177,750

(1) During the six month period ended June 30, 2018, the Company granted 980,851 RSAs, of which i) 300,000 of RSAs were awarded as part of additional compensation plan to align key employees with the Company's long term financial goals, and ii) 680,851 were awarded to members of the Company's board of directors as part of their annual board retainer fee.

(2) During the six month period ended June 30, 2017, the Company granted 300,000 RSAs to its former Chief Executive Officer that had a grant date fair value of approximately $246,000. The vesting of these RSAs were tied to attainment of certain financial goals as outlined by the Company's Compensation Committee of the Board of Directors. On June 30, 2017, in connection with resignation of our former Chief Executive Officer, the Board of Directors accelerated vesting of 150,000 RSAs and cancelled the remaining unvested RSAs.

(3) During the six month period ended June 30, 2017, 125,000 RSAs vested upon expiration of the employment agreement between Steve L. Komar and the Company. On January 3, 2017, the Company issued 84,188 shares of the Company's common stock. Mr. Komar received less than 125,000 shares vested because he elected to have 40,812 of such shares withheld in satisfaction of the corresponding tax liability of approximately $46,000. The Company's payment of this tax liability was recorded as a cash flow from financing activity on the Condensed Consolidated Statements of Cash Flows.

Non-Qualified Stock Option Award Activity

A summary of stock option activity as of June 30, 2018 and 2017, and changes during the six month periods ended June 30, 2018 and 2017 are set forth below:

	2018			2017		
NON-VESTED AWARDS	Shares		Weighted Average Grant Date Fair Value	Shares		Weighted Average Grant Date Fair Value
	(Unaudited)					
Non-vested balances, January 1,	2,685,004		$ 0.35	920,000		$ 0.59
Granted (+)	-	(1)	-	850,000	(2)	$ 0.47
Cancelled (-)	-	(3)	-	600,000	(3)	$ 0.54
Vested/Excercised (-)	50,000		$ 0.40	110,000		$ 0.69
Non-vested balances, June 30,	2,635,004		$ 0.35	1,060,000		$ 0.54

	2018			2017		
OUTSTANDING AND EXERCISABLE AWARDS	Shares		Weighted Average Exercise Price	Shares		Weighted Average Exercise Price
	(Unaudited)					
Awards outstanding, January 1,	4,173,334		$ 0.60	2,090,668		$ 0.86
Granted (+)	-	(1)	-	850,000	(2)	$ 0.71
Cancelled (-)	60,000	(3)	$ 1.48	1,023,334	(3)	$ 0.91
Exercised (-)	50,000	(4)	$ 0.44	30,000	(4)	$ 0.57
Awards outstanding, June 30,	4,063,334		$ 0.00	1,887,334		$ 0.76
Awards vested and expected to vest, June 30,	3,481,526		$ 0.58	1,763,594		$ 0.77
Awards outstanding and exercisable,						

June 30,	1,428,330	$ 0.58	887,334	$ 0.75

(1) During the six month period ended June 30, 2018, there were no grants of non-qualified stock options.

(2) During the six month period ended and 2017, there were NQSO grants of 850,000, as further described below:

- *Director Grants*. During the six month period ended June 30, 2017, the Board of Directors granted each of the five (5) existing non-employee directors as of June 23, 2017, a grant of 50,000 non-qualified stock options that were valued the award using a Black-Scholes Option Pricing model that assumed a 6-month vesting period, 7-year option term, a risk free rate of 2.0%, volatility of 69.6%, no assumed dividend yield, and a forfeiture rate estimate of 4.2%.

- *Non-Director Grants.* During the six month period ended June 30, 2017, the Company granted 600,000 non-qualified stock options to its former Chief Executive Officer and valued the award using a Black-Scholes Option Pricing model that assumed a 3-year vesting period, 7-year option term, a risk free rate of 2.1%, volatility of 68.2%, no assumed dividend yield, and a forfeiture rate estimate of 4.6%.

(3) During the six month period ended June 30, 2018, there were 60,000 non-qualified stock options that expired unexercised at the end of the option term. During the six month period ended June 30, 2017, there were 600,000 non-qualified stock options that were unvested and cancelled due to the resignation of the Company's former Chief Executive Officer on June 30, 2017.

(4) The total intrinsic value of stock options exercised during the six months ended June 30, 2018 and 2017 was approximately $5,500 and $9,000, respectively.

The weighted-average remaining contractual life of the non-qualified stock options outstanding, exercisable, and vested and expected to vest as of June 30, 2018 were 3.61 years, 3.61 years and 3.43 years, respectively.

The aggregate intrinsic value associated with options outstanding, vested and expected to vest, and exercisable as of June 30, 2018 was approximately $95,850, $84,500 and $38,100, respectively. Aggregate intrinsic value represents total pretax intrinsic value (the difference between WidePoint's closing stock price on June 30, 2018 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2018. The intrinsic value will change based on the fair market value of WidePoint's stock.

Share-Based Compensation Expense

Share-based compensation (including restricted stock awards) represents both stock options based expense and stock grant expense. The following table sets forth the composition of stock compensation expense included in general and administrative expense for the periods then ended:

	THREE MONTHS ENDED		**SIX MONTHS ENDED**	
	JUNE 30,		**JUNE 30,**	
	2018	2017	**2018**	2017
	(Unaudited)			
Restricted stock compensation expense	$118,034	$129,267	$167,918	$151,321
Non-qualified option stock compensation expense	77,900	4,795	152,420	67,758
Total share-based compensation before taxes	$195,934	$134,062	$320,338	$219,079

At June 30, 2018, the Company had approximately $823,200 of total unamortized share-based compensation expense, net of estimated forfeitures, related to stock option plans that will be recognized over the weighted average remaining period of 2.10 years.

13. Loss Per Common Share (EPS)

The computations of basic and diluted loss per share were as follows for the periods presented below:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2018 (Unaudited)	2017	**2018**	2017
Basic Loss Per Share Computation:				
Net loss	$(472,171)	$(1,300,175)	$(934,344)	$(2,454,392)
Weighted average number of common shares	83,081,597	82,845,449	83,061,707	82,843,631
Basic Loss Per Share	$(0.01)	$(0.02)	$(0.01)	$(0.03)
Diluted Loss Per Share Computation:				
Net loss	$(472,171)	$(1,300,175)	$(934,344)	$(2,454,392)
Weighted average number of common shares	83,081,597	82,845,449	83,061,707	82,843,631
Incremental shares from assumed conversions of stock options	-	-	-	-
Adjusted weighted average number of common shares	83,081,597	82,845,449	83,061,707	82,843,631
Diluted Loss Per Share	$(0.01)	$(0.02)	$(0.01)	$(0.03)

The dilutive effect of unexercised stock options and restricted stock awards excludes 5,044,185 and 2,012,334 of options from the computation of loss per share for the three and six month periods ended June 30, 2018 and 2017, respectively, because inclusion of the options would have been anti-dilutive.

14. Revenue from Contracts with Customers

The following table was prepared to provide additional information about the composition of revenues from contracts with customers for the periods presented:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	**2018**	2017
	(Unaudited)			
Carrier Services	$11,282,881	$10,910,179	$23,095,025	$20,945,940
Managed Services:				
Managed Service Fees	4,988,899	5,181,579	9,884,162	10,053,817
Billable Service Fees	526,061	1,051,404	1,129,892	2,089,631
Reselling and Other Services	746,497	1,737,344	3,514,878	4,403,357
	$17,544,338	$18,880,506	$37,623,957	$37,492,745

The Company recognized revenues from contracts with customers for the following customer types as set forth below:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2018	2017	**2018**	2017
	(Unaudited)			
U.S. Federal Government	$13,574,338	$14,975,815	$27,848,384	$28,719,163
U.S. State and Local Governments	94,396	108,885	218,503	158,312
Foreign Governments	79,295	50,910	106,366	96,452
Commercial Enterprises	3,796,309	3,744,895	9,450,704	8,518,818
	$17,544,338	$18,880,506	$37,623,957	$37,492,745

The Company recognized revenues from contracts with customers in the following geographic regions:

THREE MONTHS ENDED		SIX MONTHS ENDED	

	JUNE 30, 2018 (Unaudited)	2017	JUNE 30, **2018**	2017
North America	$16,297,433	$17,759,180	$35,041,083	$35,322,276
Europe	1,246,905	1,121,326	2,582,874	2,170,469
	$17,544,338	$18,880,506	$37,623,957	$37,492,745

15. Commitments and Contingencies

Operating Lease Commitments

In January 2018, the Company entered into a fourth modification (“Modification”) of its Fairfax, VA office lease. The Modification included: i) ten (10) year lease extension through March 31, 2029, ii) leasehold improvement allowances of up to $535,000 between 2018 and 2021 and iii) an early termination provision in March 2023 with payment of an early termination fee consisting of the landlord's unamortized costs of tenant improvements, real estate brokerage commissions, plus six months base rent.

Except as described above, there were no other significant leases amendments or modifications of existing leases during the six month period ended June 30, 2018.

Employment Agreements

The Company has employment agreements with certain senior executives that set forth compensation levels and provide for severance payments in certain instances.

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

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements concerning our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition that are subject to risks and uncertainties. All statements other than statements of historical fact included in this Form 10-Q are forward-looking statements. You can identify these statements by words such as “aim,” “anticipate,” “assume,” “believe,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “may,” “objective,” “p “positioned,” “predict,” “should,” “target,” “will,” “would” and other similar expressions that are predictions of or indicate futu events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management's beliefs and assumptions. These statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- Our ability to achieve profitability and positive cash flows;
- Our ability to raise additional capital on favorable terms or at all;
- Our ability to gain market acceptance for our products;
- Our ability to win new contracts and renewals of existing contracts;
- Our ability to compete with companies that have greater resources than us;
- Our ability to penetrate the commercial sector to expand our business;
- Our ability to successfully implement our strategic plan;
- Our ability to continue to deliver contracted services and products to our existing customers;
- Our ability to sell higher margin services;
- Our ability to borrow funds against our credit facility;
- Our ability to retain key personnel; and
- The risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 21, 2018.

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to put undue reliance on forward-looking statements.

Business Overview

We are a leading provider of trusted mobility solutions (TM2) to the government and commercial sectors. We offer our TM2 solutions through a flexible managed services model which includes both a scalable and comprehensive set of functional capabilities that can be used by any customer to meet most of the common functional, technical and security requirements for mobility management. Our TM2 solutions were designed and implemented with flexibility in mind such that it can accommodate a large variety of customer requirements through simple configuration settings rather than through costly software development. The flexibility of our TM2 solutions enables our customers to be able to quickly expand their mobility capabilities and contract for their mobility management requirements. Our TM2 solutions are hosted and accessible on-demand through a secure proprietary portal that provides our customers with the ability to manage, analyze and protect their valuable communications assets, and deploy federal government compliant identity management solutions that provide secured virtual and physical access to restricted environments.

Revenue Mix

Our revenue mix fluctuates due to customer driven factors including: i) timing of technology and accessory refresh requirements from our customers; ii) onboarding of new customers that require carrier services; iii) subsequent decreases in carrier services as we optimize their data and voice usage; iv) delays in delivering products or services; and v) changes in control or leadership of our customers that lengthens our sales cycle, changes in laws or funding, among other circumstances that may unexpectedly change the revenue earned and/or duration of our services. As a result our revenue will vary by quarter.

For additional information related to our business operations see the description of our business set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 21, 2018.

Strategic Focus and Goals

Our primary strategic focus and goals are centered on developing a steady pipeline of profitable federal and commercial enterprise TM2 sales opportunities to fuel future revenue growth. Our ability to develop a steady pipeline of enterprise level sales opportunities in our industry is heavily dependent upon the relationships we build with key decision makers. We are using a variety of business development strategies to grow our sales pipeline and reach key decision makers such as warm referrals from our customers and business partners, teaming with large system integrators on large enterprise opportunities and seeking out preferred provider status with our customers and partners that can offer our solution to their customer and supplier base. Our ability to successfully close a large enterprise sales opportunity is often heavily influenced by the strength of our relationship with decision makers and others that can influence key decision makers, our ability to ease concerns regarding the perceived switching costs and effort required to replace the incumbent service providers solution, our prospects internal political environment, and potentially our small size despite our strong past performance with large enterprise TM2 solutions.

A secondary strategic focus is centered on our ability to automate and scale our solution to deliver better economies of scale. We are actively evaluating additional workflow automation processes to speed up our service delivery and enable us to better scale our solution delivery without adding a significant amount of additional labor with each new business opportunity. Additionally, acquisitions of competitors, suppliers and/or software assets, coupled with our longer term initiatives to further consolidate, streamline, and focus enhancing core TM2 driven solutions may allow us to further differentiate our capabilities to our customers. We are looking for acquisition targets that will provide vertical integration of our solutions and capabilities, and horizontal integration of our customer base.

The execution of our strategy could require a significant amount of time, expertise and expense by key subject matter experts within our organization. There is also no guarantee that we will be able to successfully execute our strategy or return to profitability in a timely fashion or at all. There may also be a requirement to raise additional capital to fund our strategic plans, which may be on unfavorable terms to us. However, management firmly believes that a focused execution of our short and longer term strategies will put us on the path towards returning to generating positive earnings and cash flow, while also allowing the Company to build critical mass in the future with a more sustainable and improved competitive market position.

Results of Operations

Three Months Ended June 30, 2018 as Compared to Three Months Ended June 30, 2017

Revenues. Revenues for the three month period ended June 30, 2018 were approximately $17.5 million, a decrease of approximately $1.3 million (or 7%), as compared to approximately $18.9 million in 2017. Our mix of revenues for the periods presented is set forth below:

	THREE MONTHS ENDED JUNE 30,		Dollar Variance
	2018	2017	
	(Unaudited)		
Carrier Services	$11,282,881	$10,910,179	$372,702
Managed Services:			
Managed Service Fees	4,988,899	5,181,579	(192,680)
Billable Service Fees	526,061	1,051,404	(525,343)
Reselling and Other Services	746,497	1,737,344	(990,847)
	$17,544,338	$18,880,506	$(1,336,168)

Carrier services increased due to additional task orders issued under our U.S. Department of Homeland Security (“DHS”) blanket purchase agreement (“BPA”) for carrier services as compared to the same period last year.

Managed services revenue decreased primarily due to lower sales of accessories to our federal customers, lower billable hourly services due to completion of commercial and federal customer projects that concluded in the fourth quarter of 2017; and to a lesser extent customer attrition as a result of a long-time customer being acquired by another company. We do not expect our commercial project based billable hours to recover as those customers are no longer outsourcing for those projects.

Cost of Revenues. Cost of revenues for the three month period ended June 30, 2018 was approximately $14.0 million (or 80% of revenues), as compared to approximately $15.6 million (or 83% of revenues) in 2017. The dollar and percentage decreases were driven by a decline in large reselling transactions as compared to last year.

Gross Profit. Gross profit for the three month period ended June 30, 2018 was approximately $3.5 million (or 20% of revenues), as compared to approximately $3.3 million (or 17% of revenues) in 2017. The increase in gross profit was largely related to labor savings realized as a result of restructuring actions taken during fiscal 2017. Our gross profit is driven by the types of services we deliver and as a result our gross profit will vary from quarter to quarter.

Sales and Marketing. Sales and marketing expense for the three month period ended June 30, 2018 was approximately $0.4 million (or 3% of revenues), as compared to approximately $0.6 million (or 3% of revenues) in 2017. The decrease in sales and marketing expense is due to actions taken during the second quarter of 2017 to streamline our business development and marketing activities and related costs. We are focused on expanding our full set of products and services to our existing customers, actively pursuing customer and partner referrals and teaming with larger companies to provide them with additional depth and expertise to bid on larger opportunities. We are also leveraging the sales and marketing resources of our larger partners to jointly market our solutions within their enterprise solution offerings.

General and Administrative. General and administrative expenses for the three month period ended June 30, 2018 were approximately $3.4 million (or 19% of revenues), as compared to approximately $3.8 million (or 20% of revenues) in 2017. Included in general and administrative expense for the three month period ended June 30, 2017 were non-recurring charges of approximately $0.6 million which included $0.4 million in severance paid to our former Chief Executive Officer and a $0.2 million non-recurring loss on disposal of certain leasehold improvements that occurred when we moved our Lewis Center facility to Columbus. Excluding these non-recurring prior year charges our general and administrative expenses increased approximately $0.2 million related to higher rent and facility costs for our Columbus location, higher labor costs to ramp up for federal contracts being implemented and an increase in our annual board of director retainer fees.

Product Development. The Company incurred product development activities related to its next generation TDI Optimiser™ application during the three months ended June 30, 2018 and 2017. The Company capitalized product development costs of approximately $80,800 and $201,100 (or 1% of revenues) during the three month periods ended

June 30, 2018 and 2017, respectively. The Company has a mature set of products and services that do not include significant ongoing development activities and as such there could be periods of time where our level of internal and external spending on product development may not be significant. We expect to conclude significant development activities of our TDI Optimiser™ application during the third quarter of 2018.

Depreciation and Amortization. Depreciation and amortization expense for the three month period ended June 30, 2018 was approximately $110,500 as compared to approximately $71,200 in 2017. The increase in depreciation and amortization reflects significant increases in our depreciable asset base related to capital leases of approximately $360,000 recognized during the last quarter of fiscal 2017.

Interest Income. Interest income for the three month period ended June 30, 2018 was approximately $2,100, as compared to approximately $2,600 in 2017. The decrease was due to lower amounts of cash and cash equivalents being held in interest bearing accounts and the length of time those deposits were earning interest throughout the quarter compared to 2017.

Interest Expense. Interest expense for the three months ended June 30, 2018 was approximately $24,000 as compared to approximately $12,800 in 2017. The increase in interest expense was due to higher debt related to capital leases and line of credit advances and the length of time such advances were outstanding.

Other Income (Expense). Other expense did not include any significant items.

Income Taxes. Income tax expense for the three month period ended June 30, 2018 was approximately $14,800, as compared to $34,300 in 2017. The decrease in income tax expense for the three month period ended June 30, 2018 is due to lower taxable foreign earnings in the Republic of Ireland.

Net Loss. As a result of the cumulative factors annotated above, the net loss for the three month period ended June 30, 2018 was approximately $472,141, as compared to approximately $1.3 million in the same period last year.

Six Months Ended June 30, 2018 as Compared to Six Months Ended June 30, 2017

Revenues. Revenues for the six month period ended June 30, 2018 were approximately $37.6 million, an increase of approximately $0.1 million, as compared to approximately $37.5 million in 2017. Our mix of revenues for the periods presented is set forth below:

	SIX MONTHS ENDED JUNE 30,		Dollar
	2018 (Unaudited)	2017	Variance
Carrier Services	$23,095,025	$20,945,940	$2,149,085
Managed Services:			
Managed Service Fees	9,884,162	10,053,817	(169,655)
Billable Service Fees	1,129,892	2,089,631	(959,739)
Reselling and Other Services	3,514,878	4,403,357	(888,479)
	$37,623,957	$37,492,745	$131,212

Cost of Revenues. Cost of revenues for the six month period ended June 30, 2018 was approximately $30.5 million (or 81% of revenues), as compared to approximately $30.8 million (or 82% of revenues) in 2017. The dollar decrease was due to lower reselling services purchases as compared to the same period last year.

Gross Profit. Gross profit for the six month period ended June 30, 2018 was approximately $7.1 million (or 19% of revenues), as compared to approximately $6.7 million (or 18% of revenues) in 2017. The increase in gross profit was largely related to labor savings realized as a result of restructuring actions taken during fiscal 2017.

Sales and Marketing. Sales and marketing expense for the six month period ended June 30, 2018 was approximately $1.0 million (or 3% of revenues), as compared to approximately $1.2 million (or 3% of revenues) in 2017. The dollar decrease in sales and marketing expense is partially due to actions taken during the second quarter of 2017 to streamline our direct salesforce, channel partner and lead generation costs. Our sales and marketing costs may fluctuate depending on the effort and subject matter expertise required to respond to a request for proposal for services from a prospective customer.

General and Administrative. General and administrative expenses for the six month period ended June 30, 2018 were approximately $6.8 million (or 18% of revenues), as compared to approximately $7.6 million (or 20% of revenues) in 2017. Included in general and administrative expense for the six month period ended June 30, 2017 were non-recurring charges of approximately $0.6 million which included $0.4 million in severance paid to our former Chief Executive Officer and a $0.2 million non-recurring loss on disposal of certain leasehold improvements that occurred when we moved our Lewis Center facility to Columbus. Excluding these non-recurring prior year charges our general and administrative expense decreased approximately $0.2 million reflecting cost savings from fiscal 2017 management level restructuring activities that reduced our administrative labor costs partially offset by higher rent for our Columbus location, additional labor support to ramp up for federal contracts being implemented and higher annual board retainer fees. We may consider taking additional actions to further reduce our general and administrative costs, including automation of routine processes, in order to bring our costs more in line with our revenue streams.

Product Development. Product development costs for the six month period ended June 30, 2018 were approximately $151,700, which was capitalized. Product development costs for the six month period ended June 30, 2017 was approximately $422,700, of which we capitalized approximately $214,900 in costs associated with our next generation TDI Optimiser™ application. We expect to conclude significant development activities of our TDI Optimiser™ application during the third quarter of 2018.

Depreciation and Amortization. Depreciation and amortization expense for the six month period ended June 30, 2018 was approximately $207,800 as compared to approximately $142,900 in 2017. There was an increase in our depreciable asset base during the fourth quarter of 2017 when we entered into a large hardware and software capital lease to efficiently expand the capacity of our TM2 platform infrastructure. We may enter into another hardware and software capital lease to update and expand our identity management infrastructure in the future.

Interest Income. Interest income for the six month period ended June 30, 2018 was approximately $5,400, as compared to approximately $9,600 in 2017. Our investable cash balances were lower as compared to last year.

Interest Expense. Interest expense for the six month period ended June 30, 2018 was approximately $49,900 as compared to approximately $22,400 in 2017. The increase in interest expense was due to higher debt related to capital leases and line of credit advances and the length of time such advances were outstanding and the interest rate paid. Our line of credit advances were higher than last year due to the way in which our current bank processes line advances. We are working with our bank to adjust this process.

Other Income (Expense). Other income (expense) did not include any significant items.

Income Taxes. Income tax expense for the six month period ended June 30, 2018 was approximately $20,900 as compared to approximately $15,511 in 2017. The increase in income tax expense reflects higher taxable foreign earnings in the Republic of Ireland as compared to the same period last year.

Net Loss. As a result of the cumulative factors annotated above, the net loss for the six month period ended June 30, 2018 was approximately $896,800 as compared to approximately $2.5 million in the same period last year. The most significant reason for the improvement in our net losses over last year was due to cost savings initiatives executed during the second half of fiscal 2017.

Liquidity and Capital Resources

We have, since inception, financed operations and capital expenditures through the sale of stock, seller notes in connection with acquisitions, convertible notes, convertible exchangeable debentures, senior secured loans and the proceeds from the exercise of the warrants related to a convertible exchangeable debenture. Our immediate sources of liquidity include cash and cash equivalents, accounts receivable, unbilled receivables and access to a working capital credit facility with Access National Bank for up to $5.0 million.

At June 30, 2018, our net working capital was approximately $2.7 million as compared to $2.5 million at December 31, 2017. The increase in net working capital was primarily due to improved cash collections during the first quarter of 2018. We must successfully execute our strategic goals and tactically execute our cost savings and new revenue initiatives as described above in order to generate positive cash flows, improve our liquidity position and meet our minimum operating requirements. We will continue to identify additional opportunities for cost savings that can further reduce our fixed operating costs and/or provide us better flexibility to match our cost structure with our revenue streams. We may need to raise additional capital to fund major growth initiatives and/or acquisitions and there can be no assurance that additional capital will be available on acceptable terms or at all.

Cash Flows from Operating Activities

Cash provided by operating activities provides an indication of our ability to generate sufficient cash flow from our recurring business activities. Our single largest cash operating expenses is the cost of labor and company sponsored healthcare benefit programs. Our second largest cash operating expense is our facility costs and related technology communication costs to support delivery of our services to our customers. We lease most of our facilities under non-cancellable long term contracts that may limit our ability to reduce fixed infrastructure costs in the short term. Any changes to our fixed labor and/or infrastructure costs may require a significant amount of time to take effect depending on the nature of the change made and cash payments to terminate any agreements that have not yet expired. We experience temporary collection timing differences from time to time due to customer invoice processing delays that are often beyond our control.

For the six months ended June 30, 2018, net cash provided by operations was approximately $350,000 driven by improved collections of accounts receivable. We may periodically experience delays in collecting our government contract billings due to complicated government invoice submission requirements and/or contract funding modifications.

For the six months ended June 30, 2017, net cash used in operations was approximately $3.2 million driven by current year operating losses and temporary collection timing differences as a result of complicated invoice submission requirements for certain government customers.

Cash Flows from Investing Activities

Cash used in investing activities provides an indication of our long term infrastructure investments. We maintain our own technology infrastructure and may need to make additional purchases of computer hardware, software and other fixed infrastructure assets to ensure our environment is properly maintained and can support our customer obligations. We typically fund purchases of long term infrastructure assets with available cash or capital lease financing agreements.

For the six months ended June 30, 2018, cash provided by financing activities was approximately $26,100 and primarily reflects net line of credit advances and payment of contingent consideration of $100,000 related to our intellectual property acquisition of Probaris ID™.

For the six months ended June 30, 2017, cash used in investing activities was approximately $0.4 million and consisted of the purchase of software assets from Probaris Technologies, Inc., computer hardware and software purchases and capitalized internally developed software costs related to our TDI Optimiser™ solutions, partially offset by proceeds receive from the disposal of leased automobiles and proceeds from the sale of real estate assets held for sale.

Cash Flows from Financing Activities

Cash used in financing activities provides an indication of our debt financing and proceeds from capital raise transactions and stock option exercises.

For the six months ended June 30, 2018, cash provided by financing activities was approximately $126,100 and primarily reflects net line of credit advances.

For the six months ended June 30, 2017, cash used in financing activities was approximately $0.1 million and reflects scheduled term debt repayments of approximately $115,200, restricted stock award tax liability payment of approximately $57,300, partially offset by proceeds of approximately $17,100 from the exercise of stock options. The Company was advanced and repaid approximately $3.3 million in line of credit advances.

Net Effect of Exchange Rate on Cash and Equivalents

For the six months ended June 30, 2018, the gradual depreciation of the Euro relative to the US dollar decreased the translated value of our foreign cash balances by approximately $39,300 as compared to last year. For the six months ended June 30, 2017, the net effect of exchange rate changes increased the translated value of our foreign cash balances by approximately $119,300 due to appreciation of the Euro relative to the US dollar.

Off-Balance Sheet Arrangements

The Company has no existing off-balance sheet arrangements as defined under SEC regulations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in the Company’s exposure to market risk from the information disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures Under the supervision and with the participation of our management, including our interim chief executive officer and chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report on Form 10-Q to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including our chief executive officer and interim chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

There were no changes in the Company’s internal controls over financial reporting during the three month period ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

The Company is not currently involved in any material legal proceeding.

ITEM 1A RISK FACTORS

Our risk factors have not changed materially from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3 DEFAUTLT UPON SENIOR SECURITIES

None

ITEM 4 MINE SAFETY DISCLOSURES

None

ITEM 5 OTHER INFORMATION

None

ITEM 6. EXHIBITS

EXHIBIT NO.	DESCRIPTION
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
101.	Interactive Data Files
101.INS+	XBRL Instance Document
101.SCH+	XBRL Taxonomy Extension Schema Document
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+	XBRL Taxonomy Definition Linkbase Document
101.LAB+	XBRL Taxonomy Extension Label Linkbase Document
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		WIDEPOINT CORPORATION
Date:	August 14, 2018	/s/ JIN H. KANG Jin H. Kang President and Chief Executive Officer
Date:	August 14, 2018	/s/ KITO A. MUSSA Kito A. Mussa Chief Financial Officer