

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

OR

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

For the transition period from
Commission file number: 0-04041

ALLIED MOTION TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

84-0518115
(I.R.S. Employer
Identification No.)

23 Inverness Way East, Suite 150
Englewood, Colorado
(Address of principal executive offices)

80112
(Zip Code)

Registrant's telephone number, including area code: **(303) 799-8520**

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, no par value Nasdaq Capital Market

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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.

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

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

The aggregate market value of voting stock held by non-affiliates of the Registrant, computed by reference to the average bid and asked prices of such stock as of the last business day of the Registrant's most recently completed second fiscal quarter was approximately \$34,000,000.

Number of shares of the only class of Common Stock outstanding: **6,538,437 as of March 8, 2007**

DOCUMENTS INCORPORATED BY REFERENCE

Notice and Proxy for 2007 Annual Meeting of Shareholders

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All statements contained herein that are not statements of historical fact constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance, or achievements, and may contain the word “believe,” “anticipate,” “expect,” “project,” “intend,” “will continue,” “will likely result,” “should” or words or phrases of similar meaning. Forward-looking statements involve known and unknown risks and uncertainties that may cause actual results of the Company to differ materially from the forward-looking statements. The risks and uncertainties include international, national and local general business and economic conditions in the Company’s motion markets, introduction of new technologies, products and competitors, the ability to protect the Company’s intellectual property, the ability of the Company to sustain, manage or forecast its growth and product acceptance, success of new corporation strategies and implementation of defined critical issues designed for growth and improvement in profits, the continued success of the Company’s customers to allow the Company to realize revenues from its order backlog and to support the Company’s expected delivery schedules, the continued viability of the Company’s customers and their ability to adapt to changing technology and product demand, the ability of the Company to meet the technical specifications of its customers, the continued availability of parts and components, increased competition and changes in competitor responses to the Company’s products and services, changes in government regulations, availability of financing, the ability of the Company’s lenders and financial institutions to provide additional funds if needed for operations or for making future acquisitions or the ability of the Company to obtain alternate financing if present sources of financing are terminated, the ability to attract and retain qualified personnel who can design new applications and products for the motion industry, the ability of the Company to identify and consummate favorable acquisitions to support external growth and new technology, the ability of the Company to establish low cost region manufacturing and component sourcing capabilities, and the ability of the Company to control costs for the purpose of improving profitability. The Company’s ability to compete in this market depends upon its capacity to anticipate the need for new products, and to continue to design and market those products to meet customers’ needs in a competitive world. Actual results, events and performance may differ materially. Readers are cautioned not to place undue reliance on these forward-looking statements as a prediction of actual results. The Company has no obligation or intent to release publicly any revisions to any forward looking statements, whether as a result of new information, future events, or otherwise.

New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company’s expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis; however, the Company makes no assurance that expectations, beliefs or projections will be achieved.

PART I

Item 1. Business.

Allied Motion Technologies Inc. (Allied Motion or the Company) was organized under the laws of Colorado in 1962 and operates primarily in the United States and Europe. Allied Motion utilizes its underlying core “Electromagnetic Motion Technology/Know How” to provide compact, high performance products as solutions to a variety of motion applications. The Company is engaged in the business of designing, manufacturing and selling motor, servo motion and optical encoder products.

Examples of the end products using Allied Motion’s technology include HVAC and various actuation systems such as RV slide outs, truck tarp roll-out and lift devices for trucks, buses and off-road vehicles; anti-lock brake, fuel cell and LPG fuel pump applications for the specialty automotive market; wheel chairs, professional patient rehab equipment, MRI scanners, diagnostic equipment, portable medical dosage pumps and surgical hand tools in the healthcare and medical market; high definition printers;

tunable lasers and spectrum analyzers for the fiber optic industry; processing equipment for the semiconductor industry; commercial grade floor cleaners, polishers and material handling devices for factories and commercial buildings; arc-welders and cable pullers in the construction and repair and maintenance markets; and missile/munitions control systems for the military.

Allied Motion is organized into five subsidiaries: Emoteq Corporation (Emoteq—Tulsa, OK), Computer Optical Products, Inc. (COPI—Chatsworth, CA), Motor Products Corporation (Motor Products—Owosso, MI), Stature Electric, Inc. (Stature—Watertown, NY) and Precision Motor Technology B.V. (Premotec—Dordrecht, The Netherlands).

Emoteq designs, manufactures and markets direct current brushless motors, related components, and drive and control electronics as well as a family of static frequency converters for military and aerospace applications and has extensive experience in power electronics design and software development required for the application of specialized drive electronics technology. Markets served include semiconductor manufacturing, industrial automation, medical equipment, and military and aerospace. Emoteq also manufactures precision direct current fractional horsepower motors and certain motor components and spare parts and replacement equipment for general-purpose instrumentation products. Industrial equipment and military products are the major application for the motors.

COPI manufactures optical encoders. They are used to measure rotational and linear movements of parts in diverse applications such as printers, sorting machinery, machine tools, robots, medical equipment, tunable lasers and spectrum analyzers. The primary markets for the optical encoders are in the industrial, computer peripheral manufacturing, medical and telecommunications sectors. COPI also designs, manufactures and markets fiber optic-based encoders with special characteristics, such as immunity to radio frequency interference and high temperature tolerance, suited for industrial, aerospace and military environments. Applications include airborne navigational systems, anti-lock braking transducers, missile flight surface controls and high temperature process control equipment.

Motor Products has been a motor producer for more than sixty years and is a vertically integrated manufacturer of customized, highly engineered sub-fractional horsepower permanent magnet DC and brushless DC motors serving a wide range of original equipment applications. The motors are used in HVAC and actuation systems in a variety of markets including trucks, buses, RV's, off-road vehicles, health, fitness, medical and industrial equipment.

Stature Electric manufactures fractional and integral horsepower motors, gear motors, and motor part sets. Stature's component products are sold throughout North America and in Europe, primarily to original equipment manufacturers (OEM'S) that use them in their end products. Stature Electric excels at engineering, designing, packaging and applying integrated gearing and motor solutions for the commercial and industrial equipment, healthcare, recreation and non-automotive transportation markets.

Premotec has been manufacturing small precision electric motors for more than thirty years which utilize four different motor technologies: Brushless DC, Coreless DC, Iron Core DC, and Permanent Magnet Stepper and Synchronous motors, and also offers a range of reduction gearboxes tailored to a number of these motors. The products are manufactured at Premotec's facility in The Netherlands and at contract manufacturing facilities in Eastern Europe and China. Premotec's products are sold to OEM customers in Europe, the United States and Korea and through distributors to smaller OEM's in almost all countries of the European Union. The products are used in a wide variety of industrial, professional and medical applications, such as fuel injection systems, bar code readers, laser scanning equipment, HVAC actuators, dialysis equipment, industrial ink jet printers, waste water treatment, cash dispensers, dosing systems for the pharmaceutical industry, textile manufacturing, document handling equipment and studio television cameras.

Fiscal Year End Change

The Company changed its fiscal year end from June 30 to December 31 effective December 31, 2002; therefore, the Company reported a six-month transition period ending December 31, 2002. The following table describes the periods presented in this Form 10-K.

Period:	Referred to as:
Audited results from January 1, 2006 through December 31, 2006	Year 2006
Audited results from January 1, 2005 through December 31, 2005	Year 2005
Audited results from January 1, 2004 through December 31, 2004	Year 2004
Audited results from January 1, 2003 through December 31, 2003	Year 2003
Audited results from July 1, 2002 through December 31, 2002	Transition Period
Unaudited results from July 1, 2001 through December 31, 2001	Six Month Comparative Period
Audited results from July 1, 2001 through June 30, 2002	Fiscal Year 2002

Product Distribution

The Company maintains a direct sales force. In addition to its own marketing and sales force, the Company has independent sales representatives, agents and distributors to sell its various product lines in certain markets.

Competition

The Company faces competition in all of its markets, although the number of competitors varies depending upon the product. The Company believes there are numerous competitors in the motion control market. Competition involves primarily product performance and price, although service and warranty are also important.

Financial Information about Operating Segments

The information required by this item is set forth in Note 8 of the Notes to Consolidated Financial Statements contained herein.

Availability of Raw Materials

All parts and materials used by the Company are in adequate supply. No significant parts or materials are acquired from a single source or for which an alternate source is not also available.

Patents, Trademarks, Licenses, Franchises and Concessions

The Company holds several patents and trademarks regarding components used by the various subsidiaries and has several patents pending on new products recently developed, which are considered to be of major significance.

Seasonality of the Business

The Company's business is not of a seasonal nature; however, revenues may be influenced by customers' fiscal year ends and holiday seasons.

Working Capital Items

The Company currently maintains inventory levels adequate for its short-term needs based upon present levels of production. The Company considers the component parts of its different product lines to be readily available and current suppliers to be reliable and capable of satisfying anticipated needs.

Sales to Large Customers

During years 2006, 2005 and 2004, no single customer accounted for more than 10% of total revenues.

Sales Backlog

The Company's backlog at December 31, 2006 consisted of sales orders totaling approximately \$28,200,000 while backlog at December 31, 2005 was \$25,200,000. In our commercial motors markets, the Company continues to serve customers requesting shipments on a "pull system" whereby the Company agrees to maintain available inventory that the customer "pulls" or takes delivery as they need the products. At the time the customer pulls the product, the Company records the sale. There can be no assurance that the Company's backlog will be converted into revenue.

Government Sales

Approximately \$256,000 of the Company's backlog as of December 31, 2006 consisted of contracts directly with the United States Government compared to \$325,000 in 2005. The Company's contracts with the government contain a provision generally found in government contracts that permits the government to terminate the contract at its option. When the termination is attributable to no fault of the Company, the government would, in general, have to pay the Company certain allowable costs up to the time of termination, but there is no compensation for loss of profits.

Engineering and Development Activities

The Company's expenditures on engineering and development for the years ended December 31, 2006, 2005 and 2004 were \$3,823,000, \$3,526,000 and \$2,896,000, respectively. Of these expenditures, no material amounts were charged directly to customers.

Environmental Issues

No significant pollution or other types of hazardous emission result from the Company's operations and it is not anticipated that the Company's operations will be materially affected by Federal, State or local provisions concerning environmental controls. However, there can be no assurance that any future regulations will not affect the Company's operations.

Foreign Operations

The information required by this item is set forth in Note 8 of the Notes to Consolidated Financial Statements contained herein.

Employees

At December 31, 2006 the Company had approximately 517 full-time employees.

Available Information

The Company maintains a website at www.alliedmotion.com. The Company makes available, free of charge on or through its website, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as soon as reasonably practicable after it electronically files or furnishes such materials to the SEC.

The Company has adopted a Code of Ethics for its chief executive officer, president and senior financial officers regarding their obligations in the conduct of Company affairs. The Company has also adopted a Code of Ethics and Business Conduct that is applicable to all directors, officers and employees. The Codes are available on the Company's website. The Company intends to disclose on its website any

amendment to, or waiver of, the Codes that would otherwise be required to be disclosed under the rules of the SEC and the Nasdaq Capital Market. A copy of both Codes is also available in print to any stockholder upon written request addressed to Allied Motion Technologies Inc., 23 Inverness Way East, Suite 150, Englewood, CO 80112-5711, Attention: Secretary.

Item 1A. Risk Factors.

In addition to the other information contained or incorporated by reference in this document, readers should carefully consider the following risk factors. Any of these risks or the occurrence of any one or more of the uncertainties described below could have a material adverse effect on the Company's financial condition and the performance of its business. The Company refers to itself as "we" or "our" in the following risk factors.

Our operating results could fluctuate significantly.

Our quarterly and annual operating results are affected by a wide variety of factors that could materially adversely affect revenues and profitability, including:

- the timing of customer orders and the deferral or cancellation of orders previously received;
- the level of orders received which can be shipped in a quarter;
- fulfilling backlog on a timely basis;
- competitive pressures on selling prices;
- changes in the mix of products sold;
- the timing of investments in engineering and development;
- development of and response to new technologies; and
- delays in new product qualifications.

As a result of the foregoing and other factors, we have and may continue to experience material fluctuations in future operating results on a quarterly or annual basis which could materially and adversely affect our business, financial condition, operating results and stock price.

Our operating results depend in part on our ability to contain or reduce costs.

Our efforts to maintain and improve profitability depend in part on our ability to reduce the costs of materials, components, supplies and labor, including establishing production capabilities at our low cost region subcontractors. While the failure of any single cost containment effort by itself would most likely not significantly impact our results, we cannot give any assurances that we will be successful in implementing cost reductions and maintaining a competitive cost structure.

There is substantial price competition in our industry, and our success and profitability will depend on our ability to maintain a competitive cost and price structure.

There is substantial price competition in our industry, and our success and profitability will depend on our ability to maintain a competitive cost and price structure. We may have to reduce prices in the future to remain competitive. Also, our future profitability will depend in part upon our ability to continue to improve our manufacturing efficiencies and maintain a cost structure that will enable us to offer competitive prices. Our inability to maintain a competitive cost structure could have a material adverse effect on our business, financial condition and results of operations.

Our profits may decline if the price of raw materials continues to rise and we cannot recover the increases from our customers.

We use various raw materials, such as copper, steel and zinc, in our manufacturing operations. The prices of these raw materials have been subject to volatility. As a result of price increases, we have implemented price surcharges to our customers; however we may be unable to collect surcharges without suffering reductions in unit volume, revenue and operating income. There can be no assurance that we will be able to fully recover the price increases through surcharges in a timely manner.

We may explore additional acquisitions that complement, enhance or expand our business. We may not be able to complete these transactions, and, if completed, we may experience operational and financial risks in connection with our acquisitions that may materially adversely affect our business, financial condition and operating results.

Our future growth may be a function, in part, of acquisitions. We may have difficulty finding these opportunities, or if we do identify these opportunities, we may not be able to complete the transactions for reasons including a failure to secure financing.

To the extent that we are able to complete the transactions, we will face the operational and financial risks commonly encountered with this type of a strategy. These risks include the challenge of integrating acquired businesses while managing the ongoing operations of each business, the challenge of combining the business cultures of each company, and the need to retain key personnel of our existing business and the acquired business. The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the acquired business and our existing business. Members of our senior management may be required to devote considerable amounts of time to the integration process, which will decrease the time they will have to manage our businesses, service existing customers, attract new customers and develop new products. If our senior management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, our business could be adversely affected.

We have existing debt and refinancing risks that could affect our cost of operations.

We have both fixed and variable rate indebtedness and may incur indebtedness in the future, including borrowings under our existing or new credit facilities, to finance possible acquisitions and for general corporate purposes. As a result, we are and expect to be subject to risks normally associated with debt financing including:

- that interest rates may rise;
- that our cash flow will be insufficient to make required payments of principal and interest;
- that any default on our debt could result in acceleration of those obligations;
- that we may be unable to refinance or repay the debt as it becomes due; and
- that any refinancing will not be on terms as favorable as those of the existing debt.

The following factors could affect our ability to obtain additional financing on favorable terms, or at all:

- our results of operations;
- our ratio of debt to equity;
- our financial condition;
- our business prospects;
- changes in interest rates;

-
- general economic conditions and conditions in our industry; and
 - the perception in the capital markets of our business.

In addition, certain covenants relating to our existing indebtedness impose certain limitations on additional indebtedness. If we are unable to obtain sufficient capital in the future, we may have to curtail our capital expenditures and other expenses. Any such actions could have a material adverse effect on our business, financial condition, results of operations and liquidity.

We may not be able to obtain the capital we need to maintain or grow our business.

Our ability to execute our long-term strategy may depend to a significant degree on our ability to obtain new long-term debt and equity capital. We have no commitments for additional borrowings, other than our existing credit facilities, or for sales of equity. We may be unable to obtain future additional financing on terms acceptable to us, or at all. If we fail to comply with certain covenants relating to our indebtedness, we may need to refinance our indebtedness to repay it. We also may need to refinance our indebtedness at maturity. We may not be able to obtain additional capital on favorable terms to refinance our indebtedness.

The market price of our common stock has been and is likely to continue to be volatile, which may make it difficult for shareholders to resell common stock when they want to and at prices they find attractive.

Our common stock has been and is likely to be highly volatile and there has been limited trading volume in the stock. The volatility could affect our stock irrespective of, or disproportionately to, the operating performance of our Company. The fluctuations and limited trading volume may materially adversely affect the market price of our stock and the ability to sell the stock. Most of our outstanding shares are available for resale in the public market without restriction. The sale of a large number of shares could adversely affect the share price.

We are dependent on our key personnel.

We are dependent upon the continued contributions of our senior corporate management, particularly Richard Smith, chief executive officer and chief financial officer, Richard Warzala, president and chief operating officer, and certain other key employees of Allied Motion for our future success. If Mr. Smith, Mr. Warzala or other key employees no longer serve in their positions at Allied Motion, our business, as well as the market price of our common stock, could be substantially adversely affected. We cannot assure you that we will be able to retain the services of Mr. Smith or Mr. Warzala or any other members of our senior management or key employees.

Our future success depends in part on the continued service of our engineering and technical personnel and our ability to identify, hire and retain personnel.

There is continued competition for qualified personnel in our markets. We may not be able to continue to attract and retain engineers or other qualified personnel necessary for the development and growth of our business or to replace personnel who may leave our employ in the future. The failure to retain and recruit key technical personnel could cause additional expense, potentially reduce the efficiency of our operations and could harm our business.

We could incur substantial costs under environmental laws.

Our operations are subject to laws and regulations relating to the protection of the environment, including those governing the discharge of pollutants into the air or water, the management and disposal of hazardous substances or wastes and the cleanup of contaminated sites. Some of our operations require

environmental permits and controls to prevent and reduce air and water pollution, and these permits are subject to modification, renewal and revocation by issuing authorities. We could incur substantial costs, including cleanup costs, fines and civil or criminal sanctions and third-party claims for property damage and personal injury as a result of violations of or liabilities under environmental laws or non-compliance with environmental permits.

We have pension plan and post-retirement obligations covering some of our domestic employees which could reduce cash flow and negatively impact financial condition.

Our pension plan has a projected benefit obligation in excess of the fair value of plan assets. Our pension plan assets consist primarily of equity and fixed income securities. If the performance of investments in the plan does not meet the Company's assumptions, the excess obligation may increase and the Company may have to record additional costs and/or contribute additional funds to the pension plan. An increase in pension expenses and contributions could decrease the Company's cash available to pay its outstanding obligations and its net income.

Our post-retirement plan is unfunded. We record expense as employees render the services necessary to earn the benefits. The expenses are based on estimates including health care cost increases, retirement and mortality. Actual results may vary materially from estimates which could result in an increase to our expense and decrease in net income.

We have a significant amount of goodwill recorded and an impairment writedown would result in lower net income and a reduction in net worth.

Under accounting standards adopted in 2002, we are not required or allowed to amortize the goodwill reflected on our balance sheet. We are required to evaluate goodwill at least annually to determine if there has been an impairment in the value of such goodwill. If we determine that the goodwill is impaired, we would be required to writedown a portion or all of the goodwill which would reduce net income in the period of any writedown.

Anti-takeover provisions in our corporate documents may discourage or prevent a takeover, even if the change of control would be beneficial to shareholders.

Provisions in our articles of incorporation and our by-laws may have the effect of delaying or preventing an acquisition or merger in which we are acquired or a transaction that changes our board of directors. These provisions:

- authorize the board to issue preferred stock without shareholder approval;
- prohibit cumulative voting in the election of directors;
- limit the persons who may call special meetings of shareholders;
- establish advance notice requirements for nominations for the election of directors or for proposing matters that can be acted on by shareholders at shareholder meetings; and
- require that, in a vote to approve an acquisition or merger in which the Company is acquired or a transaction that changes the board of directors, the affirmative vote of the holders of two-thirds of the Company's outstanding shares is required, unless the transaction is approved by at least two-thirds of the continuing directors, in which event the provisions require that the affirmative vote of a majority of the holders of the Company's outstanding shares is required.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

We believe that effective internal controls are necessary to provide reliable financial reports and to assist in the effective prevention of fraud. If we are unable to detect or correct any issues in the design or operating effectiveness of internal controls over financial reporting or fail to prevent fraud, current and potential customers and shareholders could lose confidence in our financial reporting, which could harm our business and the trading price of our stock.

Item 2. Properties.

As of December 31, 2006, the Company occupies facilities as follows:

Description / Use	Location	Approximate Square Footage	Owned Or Leased
Corporate headquarters	Englewood, Colorado	3,000	Leased
Office and manufacturing facility	Chatsworth, California	8,500	Leased
Office and manufacturing facility	Tulsa, Oklahoma	25,000	Leased
Office and manufacturing facility	Dordrecht, The Netherlands	36,000	Leased
Office and manufacturing facility	Owosso, Michigan	85,000	Owned
Office and manufacturing facility	Watertown, New York	107,000	Owned

The Company's management believes the above-described facilities are adequate to meet the Company's current and foreseeable needs. All facilities described above are operating at less than full capacity.

Item 3. Legal Proceedings.

The Company is involved in certain actions that have arisen out of the ordinary course of business. Management believes that resolution of the actions will not have a significant adverse affect on the Company's consolidated financial position or results of operations.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Allied Motion's common stock is traded on the Nasdaq Capital Market System and trades under the symbol AMOT. The number of holders of record as reported by the Company's transfer agent of the Company's common stock as of the close of business on March 13, 2007 was 577. The Company did not pay or declare any dividends during years 2006 and 2005 and the Company's long-term financing agreement prohibits the Company from doing so without prior approval.

The following table sets forth, for the periods indicated, the high and low prices of the Company's common stock on the Nasdaq Capital Market System, as reported by Nasdaq.

	Price Range	
	High	Low
YEAR ENDED DECEMBER 31, 2005		
First Quarter	\$ 8.90	\$ 6.66
Second Quarter	7.62	3.65
Third Quarter	4.73	3.82
Fourth Quarter	4.50	3.36
YEAR ENDED DECEMBER 31, 2006		
First Quarter	\$ 4.50	\$ 3.60
Second Quarter	5.99	3.42
Third Quarter	5.49	4.49
Fourth Quarter	7.00	4.53

Equity Compensation Plan Information

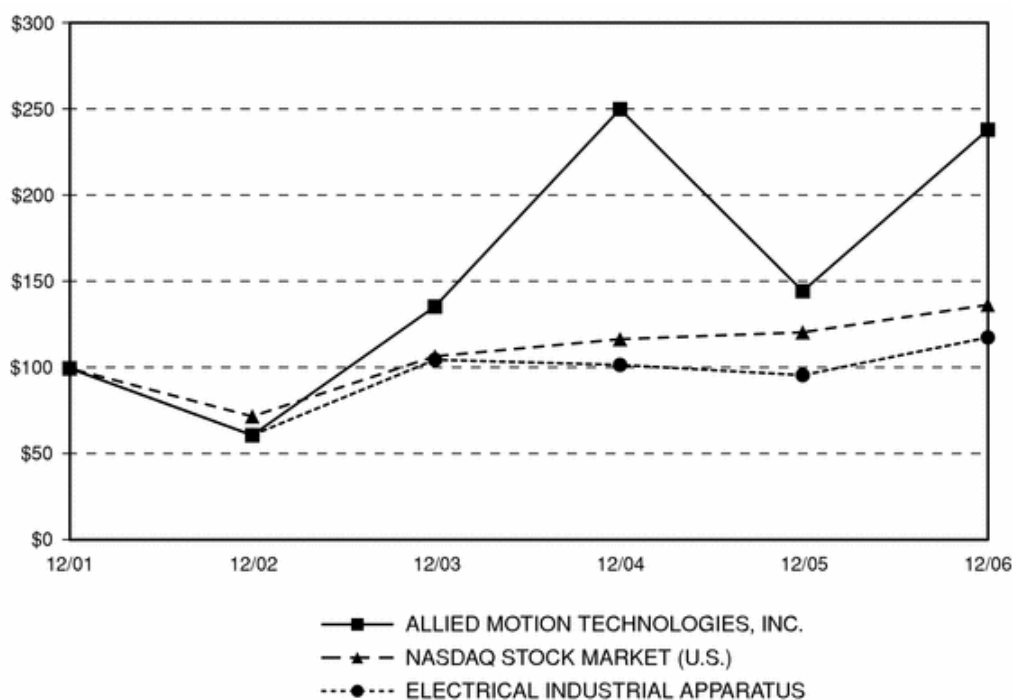
The following table shows the equity compensation plan information of the Company at December 31, 2006.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,245,150	\$ 3.68	108,768

The following performance graph reflects change in the Company's cumulative total stockholder return on Common Stock as compared with the cumulative total return of the NASDAQ Stock Market Index and the NASDAQ Electrical and Industrial Apparatus Index for the period of five years ended December 31, 2006.

COMPARISON OF 5 YEAR CUMULATIVE RETURN*

AMONG ALLIED MOTION TECHNOLOGIES, INC., THE NASDAQ STOCK MARKET (U.S.) INDEX AND ELECTRICAL INDUSTRIAL APPARATUS



* \$100 invested on 12/31/01 in stock or index-including reinvestment of dividends. Fiscal year ending December 31.

	12/01	12/02	12/03	12/04	12/05	12/06
ALLIED MOTION TECHNOLOGIES, INC.	100	61	136	251	145	239
NASDAQ STOCK MARKET (U.S.)	100	72	107	117	121	137
ELECTRICAL INDUSTRIAL APPARATUS	100	61	105	102	96	118

Item 6. Selected Financial Data.

The following tables summarize data from the Company's financial statements for the fiscal years 2002 through 2006 and the Transition and Comparative Periods and notes thereto; the Company's complete annual financial statements and notes thereto for the current fiscal year appear in Item 8 herein. See Management's Discussion and Analysis of Financial Condition and Results of Operation for discussion of non-recurring items that affect the comparability of results between periods.

	For the year ended December 31,			
	2006	2005	2004	2003
	In thousands (except per share data)			
Statements of Operations Data:				
Revenues from continuing operations	\$ 82,768	\$ 74,302	\$ 62,738	\$ 39,434
Net income	\$ 1,931	\$ 923	\$ 2,250	\$ 948
Diluted income per share from continuing operations	\$.28	\$.13	\$.36	\$ 0.19

	For the Six Month Transition Period ended December 31, 2002	For the Six Month Comparative Period ended December 31, 2001
		In thousands (except per share data)
Statements of Operations Data:		
Revenues from continuing operations	\$ 17,191	\$ 7,868
Income from continuing operations	\$ 45	\$ 60
Operating (loss) from discontinued operations	(736)	(223)
Gain on sale of power and process business, net of income taxes	1,019	—
Net income (loss)	\$ 328	\$ (163)
Diluted income per share from continuing operations	\$ 0.01	\$ 0.01
	For the fiscal years ended June 30, 2002 2001	
	In thousands (except per share data)	
Statements of Operations Data:		

Revenues from continuing operations	\$ 15,723	\$ 21,188
(Loss) income from continuing operations	\$ (45)	\$ 2,024
Operating (loss) from discontinued operations	(221)	(28)
Net (loss) income	\$ (266)	\$ 1,996
Diluted (loss) income per share from continuing operations	\$ (0.01)	\$ 0.42

	December 31,				
	2006	2005	2004	2003	2002
Balance Sheet Data:					
Total assets	\$ 53,624	\$ 53,337	\$ 54,820	\$ 27,497	\$ 28,348
Total current and long-term debt	\$ 9,829	\$ 12,081	\$ 14,407	\$ 2,312	\$ 4,133

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Allied Motion designs, manufactures and sells motion products to a broad spectrum of customers throughout the world primarily for the commercial motor, industrial motion control, and aerospace and defense markets. The Company's products are used in demanding applications in medical equipment, HVAC systems for trucks, busses and off-road vehicles, the specialty automotive market, industrial automation, pumps, health-fitness, defense, aerospace, semiconductor manufacturing, fiber optic-based telecommunications, printing, and graphic imaging market sectors, to name a few.

Today, five companies form the core of Allied Motion. The companies, Emoteq, Computer Optical Products, Motor Products, Stature Electric and Premotec offer a wide range of standard motors, encoders and drives for original equipment manufacturers (OEM) and end user applications. A particular strength of each company is its ability to design and manufacture custom motion control solutions to meet the needs of its customers.

The Company has made considerable progress in implementing its new corporate strategy, the driving force of which is "Applied Motion Technology/Know How". The Company's commitment to Allied's Systematic Tools, or AST for short, is driving continuous improvement in quality, delivery, cost and growth. AST utilizes a tool kit to effect desired changes through well defined processes such as Strategy Deployment, Target Marketing, Value Stream Mapping, Material Planning, Standard Work and Single Minute Exchange of Dies.

One of the Company's major challenges is to maintain and improve price competitiveness. The Company's customers are continually being challenged by their markets and competitors to be price competitive and they are requiring their suppliers to deliver the highest quality product at the lowest price possible. Currently, the Company is producing some of its motor sub-assemblies and finished products at a sub-contract manufacturing facility in China. The Company will continue to look for opportunities where production in low cost regions for certain projects are anticipated to result in increased profits.

The Company's products contain certain metals, and the Company has been experiencing significant fluctuations in the costs of these metals, particularly copper, steel and zinc, which are both key materials in our products. The Company has reacted by aggressively sourcing material at lower cost from Asian markets, combining the sourcing of metals to benefit from volume purchasing and by passing on surcharges to our customers.

The Company has an aggressive motor development plan for five new standalone products and two new product lines that leverage the combined technology base of the Allied Motion companies. The Company continues to focus on new product designs that design-out cost, provide higher performance and meet the needs of our served markets. Early in 2006, the Company announced several new motor designs targeted at various markets. Each of these motors are targeted at precision motor applications. It normally takes twelve months to get new products designed into new customer applications. All product development efforts are focused on adding value for our customers in our served market segments.

Management believes the strategy we have developed for the Company will accomplish our long term goals of increasing shareholder value through the continued strengthening of the foundation necessary to achieve growth in sales and profitability.

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Operating Results

Year 2006 compared to 2005

	For the year ended December 31,		Increase (decrease)	
	2006	2005	\$	%
	(in thousands)			
Revenues	\$ 82,768	\$ 74,302	\$ 8,466	11%
Cost of products sold	63,207	58,118	5,089	9%
Gross margin	19,561	16,184	3,377	21%
Gross margin percentage	24%	22%	—	—
Operating costs and expenses:				
Selling	3,227	3,265	(38)	(1)%
General and administrative	7,782	5,952	1,830	31%
Engineering and development	3,823	3,526	297	8%
Amortization of intangible assets	1,012	1,010	2	0%
Total operating costs and expenses	15,844	13,753	2,091	15%
Operating income	3,717	2,431	1,286	53%
Other (expense) income, net:				
Interest expense	(983)	(1,075)	(92)	(9)%
Other income, net	166	125	(41)	(33)%

Total other (expense) income, net	(817)	(950)	(133)	(14)%
Income before income taxes	2,900	1,481	1,419	96%
Provision for income taxes	969	558	411	74%
Net income	\$ 1,931	\$ 923	\$ 1,008	109%

NET INCOME The Company achieved net income of \$1,931,000 or \$.28 per diluted share for 2006 compared to \$923,000 or \$.13 per diluted share for 2005.

EBITDA EBITDA was \$7,166,000 for 2006 compared to \$5,785,000 for 2005. EBITDA is a non-GAAP measurement that consists of income before interest expense, provision for income taxes and depreciation and amortization. See information included in "Non - GAAP Measures" below for a reconciliation of net income to EBITDA.

REVENUES Revenues were \$82,768,000 in 2006 compared to \$74,302,000 in 2005. This 11% increase is primarily attributable to increased sales in medical, industrial tool and electronics markets and in automotive liquid propane fuel pump applications partially offset by decreases in motors used in HVAC and actuation systems for vehicle markets.

GROSS MARGINS Gross margin as a percentage of revenues increased to 24% for 2006 from 22% for 2005. This improvement reflects the increase in sales of the Company's industrial and electronics markets which provide a higher gross margin from their sales, the cost reductions realized from products being produced at the Company's contract manufacturing facility in China, and the continuous improvement in efficiencies and productivity from implementation of the Company's AST tools.

SELLING EXPENSES Selling expenses were \$3,227,000 and \$3,265,000 in 2006 and 2005, respectively. Selling expense as a percentage of revenues decreased to 3.9% in 2006 compared to 4.4% last year. The decrease in selling expenses relates to a decrease in sales upon which commissions are paid and personnel changes.

GENERAL AND ADMINISTRATIVE EXPENSES General and administrative expenses were \$7,782,000 in 2006 compared to \$5,952,000 in 2005. Of this 31% increase, 14% related to employee

performance bonuses, 5% related to salaries and employee benefit expenses and 4% related to audit and professional fees.

ENGINEERING AND DEVELOPMENT EXPENSES Engineering and development expenses were \$3,823,000 and \$3,526,000 for 2006 and 2005, respectively. The Company continues to focus resources on new product designs and new customer applications to meet the needs of its served markets.

AMORTIZATION OF INTANGIBLE ASSETS Amortization of intangible assets was \$1,012,000 in 2006 and \$1,010,000 in 2005.

INTEREST EXPENSE Interest expense for 2006 was \$983,000 and for 2005 was \$1,075,000. The decrease in interest is directly attributed to the decrease in outstanding debt obligations partially offset by higher interest rates.

INCOME TAXES The provision for income taxes was \$969,000 for year 2006 compared to \$558,000 for 2005. The effective rate differs from the statutory amounts primarily due to the impact of differences in state and foreign tax rates. The effective income tax rate as a percentage of income before income taxes was 33% in 2006 and 38% in 2005. The difference in the effective tax rates between periods was primarily due to a greater portion of income derived from a foreign jurisdiction with a lower tax rate and a reduction in the foreign jurisdiction enacted tax rates.

Operating Results

Year 2005 compared to 2004

	For the year ended December 31,		Increase (decrease)	
	2005	2004	\$	%
	(in thousands)			
Revenues	\$ 74,302	\$ 62,738	\$ 11,564	18%
Cost of products sold	58,118	46,280	11,838	26%
Gross margin	16,184	16,458	(274)	(0)%
Gross margin percentage	22%	26%	—	—
Operating costs and expenses:				
Selling	3,265	2,557	708	28%
General and administrative	5,952	6,226	(274)	(4)%
Engineering and development	3,526	2,896	630	22%
Amortization of intangible assets	1,010	647	363	56%
Restructuring charges	—	10	(10)	(100)%
Total operating costs and expenses	13,753	12,336	1,417	11%
Operating income	2,431	4,122	(1,691)	(41)%
Other (expense) income, net:				
Interest expense	(1,075)	(696)	379	55%
Other income (expense), net	125	(17)	(142)	(835)%
Total other (expense) income, net	(950)	(713)	237	33%
Income before income taxes	1,481	3,409	(1,928)	(57)%
Provision for income taxes	558	1,159	(601)	(52)%
Net income	\$ 923	\$ 2,250	\$ (1,327)	(59)%

NET INCOME The Company achieved net income of \$923,000 or \$.13 per diluted share for 2005 compared to \$2,250,000 or \$.36 per diluted share for 2004. Included in net income are results related to Stature Electric and Premotec from the dates of acquisition on May 10, 2004 and August 23, 2004, respectively. Results for both are included for all of 2005.

EBITDA was \$5,785,000 for 2005 compared to \$6,400,000 for 2004. EBITDA is a non-GAAP measurement that consists of income before interest expense, provision for income taxes and depreciation and amortization. See information included in "Non - GAAP Measures" below for a reconciliation of net income to EBITDA.

REVENUES Revenues were \$74,302,000 in 2005 compared to \$62,738,000 in 2004 or a 18% increase. The incremental revenues achieved by the companies acquired in 2004 increased revenues by 25% which were partially offset by a decrease in revenues from existing businesses of 7%. On a proforma basis, sales from Premotec and Stature increased 8% and consolidated sales decreased 2%. The decrease in existing business is primarily due to revenues related to certain projects last year that were not repeated this year, primarily in the Aerospace/ Defense and Electronics markets and changes in customer buying patterns.

GROSS MARGINS Gross margin as a percentage of revenues was 22% for 2005 and 26% for 2004. The decrease is due to a change in sales mix (significant drop in sales of our higher margin business partially offset by increased sales of lower margin business), the weighting of the lower margins of the acquired businesses, additional costs incurred to set up low cost manufacturing capability in China and the negative impact of the upward trend in the cost of purchased metal. The Company has proactively responded to the increased metal costs by aggressively sourcing materials from Asian markets, by combining the sourcing of metals for its various manufacturing operations to benefit from volume purchasing and by passing surcharges to its customers. The Company anticipates gross margins will improve company wide as we continue to improve manufacturing efficiencies through the implementation of lean manufacturing, by increasing offshore sourcing of materials and from continued cost reduction efforts to reduce overhead costs and expenses. We also anticipate that we will start realizing improved margins from products manufactured in our low cost manufacturing facilities in 2006.

SELLING EXPENSES Selling expenses were \$3,265,000 and \$2,557,000 in 2005 and 2004, respectively. Of this 28% increase, selling expenses from existing businesses decreased 3% and incremental expenses from Stature and Premotec contributed 31% of this increase. The decrease in selling expense from existing businesses is due to cost reduction efforts and recruiting expenses incurred in 2004 that did not repeat in 2005.

GENERAL AND ADMINISTRATIVE EXPENSES General and administrative expenses were \$5,952,000 in 2005 compared to \$6,226,000 in 2004 or a decrease of 4%. Of the 4% decrease, 14% was attributed to a decrease in incentive bonus expense and 4% was attributed to a decrease from cost reduction efforts in existing businesses offset by a 14% increase from the impact of acquiring Stature and Premotec.

ENGINEERING AND DEVELOPMENT EXPENSES Engineering and development expenses were \$3,526,000 and \$2,896,000 for 2005 and 2004, respectively. Of the 22% increase in engineering and development expenses, 20% was due to the acquisitions of Stature and Premotec and 2% was due to additional expenditures associated with new product development.

AMORTIZATION OF INTANGIBLE ASSETS Amortization of intangible assets was \$1,010,000 in 2005 and \$647,000 in 2004. This increase was due to the amortization costs related to the amortizable intangible assets acquired in the Stature and Premotec acquisitions during 2004.

RESTRUCTURING CHARGE Restructuring charges were zero and \$10,000 in 2005 and 2004, respectively. The charges in 2004 relate primarily to severance costs arising from workforce reductions from consolidation of the Company's manufacturing facilities.

INTEREST EXPENSE Interest expense for 2005 was \$1,075,000 and for 2004 was \$696,000. The increase in interest was directly attributed to the increased outstanding balance on the borrowings related to the financing of the acquisitions of Stature and Premotec.

INCOME TAXES The provision for income taxes was \$558,000 for year 2005 compared to \$1,159,000 for 2004. The effective income tax rate as a percentage of income before income taxes from continuing operations was 38% in 2005 and 34% in 2004. The difference in the effective tax rate between periods was primarily due to resolution of certain income tax related issues offset by less of an effect of reduction in enacted tax rates in a foreign jurisdiction.

Non-GAAP Measures

EBITDA is provided for information purposes only and is not a measure of financial performance under generally accepted accounting principles. The Company believes EBITDA is often a useful measure of a Company's operating performance and is a significant basis used by the Company's management to measure the operating performance of the Company's business because EBITDA excludes charges for depreciation, amortization and interest expense that have resulted from our debt financings, as well as our provision for income tax expense. Accordingly, the Company believes that EBITDA provides helpful information about the operating performance of its business, apart from the expenses associated with its physical assets or capital structure. EBITDA is frequently used as one of the bases for comparing businesses in the Company's industry. EBITDA does not represent and should not be considered as an alternative to net income, operating income, net cash provided by operating activities or any other measure for determining operating performance or liquidity that is calculated in accordance with generally accepted accounting principles.

The Company's calculation of EBITDA for year ended December 31, 2006 and 2005 is as follows (in thousands):

	For the year ended December 31,	
	2006	2005
Net income	\$1,931	\$ 923
Interest expense	983	1,075
Provision for income tax	969	558
Depreciation and amortization	3,283	3,229
Income before interest expense, provision for income taxes and depreciation and amortization (EBITDA)	<u>\$7,166</u>	<u>\$ 5,785</u>

Liquidity and Capital Resources

The Company's liquidity position as measured by cash and cash equivalents increased \$45,000 during 2006 to a balance of \$669,000 at December 31, 2006. The increase compares to a \$168,000 increase in the same period last year. During 2006, operations provided \$3,634,000 in cash. Cash provided by operations included net income of \$1,931,000 plus non-cash charges for depreciation and amortization of \$3,283,000, provisions for doubtful accounts, obsolete inventory and deferred income taxes totaling \$1,290,000 and other non-cash charges of \$240,000. Cash provided by operating activities included

increases in trade receivables and inventories of \$203,000 and \$1,849,000, respectively. These increases are primarily due to increased business levels. Cash used in operations also included decreases in accounts payable and in accrued liabilities and other of \$878,000 and \$147,000, respectively.

Net cash used in investing activities was \$1,422,000 and \$2,371,000 for 2006 and 2005, respectively. The Company paid zero and \$275,000, in years 2006 and 2005, respectively, related to the acquisition of Stature. Purchases of property and equipment were \$1,422,000 and \$2,096,000 during the years 2006 and 2005, respectively.

Net cash used in financing activities was \$2,174,000 compared to \$1,132,000 for the years 2006 and 2005, respectively. Net repayments on lines-of-credit for the year 2006 were \$88,000 compared to net borrowings for the year 2005 of \$441,000. The Company repaid \$2,198,000 and \$2,236,000 on term loans

for the years 2006 and 2005, respectively. The Company repaid \$201,000 and \$197,000 on capital leases in 2006 and 2005, respectively. Proceeds received from capital leases were \$52,000 and \$50,000 for 2006 and 2005, respectively. Cash was also provided from stock transactions under various employee benefit stock plans of \$261,000 and \$655,000, respectively for 2006 and 2005, and repayment on a loan to the Company's Employee Stock Ownership plan of \$155,000 in 2005.

At December 31, 2006, the Company had \$9,698,000 of debt obligations representing borrowings on line-of-credit and term loans.

Under the domestic revolving line-of-credit agreement (Agreement), the Company has available the lesser of (a) \$10,500,000 or (b) the sum of 85% of eligible trade accounts receivable (excluding Premotec) and 50% of eligible inventory, as defined in the Agreement. Under the Agreement, the Company utilizes lock-box arrangements whereby remittances from customers reduce the outstanding debt, and therefore the line-of-credit balance has been classified as a current liability. As of December 31, 2006, the amount available under the domestic line-of-credit was \$3,747,000.

Under the foreign line-of-credit agreement (Foreign Agreement), the Company has available the lesser of (a) EUR 1.25 million (\$1.65 million as of December 31, 2006), or (b) 85% of eligible trade accounts receivable of Premotec as defined in the Foreign Agreement. Borrowings under the line-of-credit bear interest at a rate equal to the bank's base rate plus 1.75%, with a minimum of 4.75% (6.00% at December 31, 2006). Under the Foreign Agreement, remittances from customers reduce the outstanding debt, therefore the balance has been classified as a current liability. As of December 31, 2006, the amount available under the foreign line-of-credit was \$1,305,000.

The Company has a bank overdraft facility payable to a foreign bank with no monthly repayments required, interest due at the bank's base rate plus 2%, with a minimum of 5.25% (6.25% as of December 31, 2006), due on demand, secured by Premotec's inventory. As of December, 2006, the amount available under the overdraft facility was \$264,000. Effective February 1, 2007, the Company terminated the foreign line-of-credit agreement and increased the amount available under its foreign bank overdraft facility to EUR 750,000 (\$990,000 at December 31, 2006 exchange rate). Borrowings under the new line-of-credit bear interest at a rate equal to the bank's base rate plus 1.5%, with a minimum of 4.75%.

The Company also has various term loans obtained in connection with its acquisitions. All borrowings are collateralized by substantially all assets of the Company.

The loan agreements prohibit the Company from paying dividends and require that the Company maintain compliance with certain covenants related to tangible net worth and profitability. As of December 31, 2006, the Company was in compliance with such covenants. As of December 31, 2006, the amount available under the lines-of-credit and overdraft facility was \$5,316,000.

The Company's working capital, capital expenditure and debt service requirements are expected to be funded from cash provided by operations and amounts available under the line-of-credit facilities. The Company's domestic line-of-credit expires in May 2007. The Company is currently in discussions with lenders regarding its global debt financing needs. The Company believes it will be successful in obtaining debt financing facilities and that such debt financing facilities and the Company's capital currently available is sufficient to meet its currently anticipated needs for at least the next twelve months. If additional capital is needed in the future, the Company would pursue additional capital via debt or equity financings. A key component of the Company's liquidity relates to the availability of amounts under its lines-of-credit. Any lack of availability of these facilities could have a material adverse impact on the Company's liquidity position. There can be no assurances that such financing will be available to the Company on acceptable terms, or at all.

Price Levels and the Impact of Inflation

Prices of the Company's products have not increased significantly as a result of inflation during the past several years, primarily due to competition. The effect of inflation on the Company's costs of production has been minimized through production efficiencies, lower costs of materials and surcharges passed on to customers. The Company anticipates that these factors will continue to minimize the effects of any foreseeable inflation and other price pressures from the industries in which it operates. As the Company's manufacturing activities mainly utilize semi-skilled labor, which is relatively plentiful in the areas surrounding the Company's production facilities, the Company does not anticipate substantial inflation-related increases in the wages of the majority of its employees.

Critical Accounting Policies

The Company has prepared its financial statements in conformity with accounting principles generally accepted in the United States, and these statements necessarily include some amounts that are based on informed judgments and estimates of management. The Company's significant accounting policies are discussed in Note 1 to the consolidated financial statements. The policies are reviewed on a regular basis. The Company's critical accounting policies are subject to judgments and uncertainties which affect the application of such policies. The Company uses historical experience and all available information to make these judgments and estimates. As discussed below the Company's financial position or results of operations may be materially different when reported under different conditions or when using different assumptions in the application of such policies. In the event estimates or assumptions prove to be different from actual amounts, adjustments are made in subsequent periods to reflect more current information. The Company's critical accounting policies include:

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The allowance is based on historical experience and judgments based on current economic and customer specific factors. Significant judgments are made by management in connection with establishing the Company's customers' ability to pay at the time of shipment. Despite this assessment, from time to time, the Company's customers are unable to meet their payment obligations. The Company continues to monitor customers' credit worthiness, and use judgment in establishing the estimated amounts of customer receivables which may not be collected. A significant change in the liquidity or financial position of the Company's customers could have a material adverse impact on the collectibility of accounts receivable and future operating results.

Inventory is valued at the lower of cost or market. The Company monitors and forecasts expected inventory needs based on historical usage and sales forecasts. Inventory is written down or written off when it becomes obsolete or when it is deemed excess. These determinations involve the exercise of significant judgment by management. If actual market conditions are significantly different from those projected by management the recorded reserve may be adjusted, and such adjustments may have a significant impact on the Company's results of operations. Demand for the Company's products can fluctuate significantly, and in the past the Company has recorded substantial charges for inventory obsolescence and excess inventories.

The Company records deferred tax assets and liabilities for the estimated future tax effects of temporary differences between the tax basis of assets and liabilities and amounts recorded in the consolidated financial statements, and for operating loss and tax credit carryforwards. Realization of the recorded deferred tax assets is dependent upon the Company generating sufficient taxable income in the appropriate tax jurisdiction in future years to obtain benefit from the reversal of net deductible temporary differences and from tax credit and operating loss carryforwards. A valuation allowance is provided to the extent that management deems it more likely than not that a portion of the net deferred tax assets will not

be realized. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are changed.

The Company reviews the carrying values of its long-lived assets, including goodwill and identifiable intangibles, in accordance with SFAS No. 144. SFAS No. 144 provides a fair value test to evaluate goodwill and long-lived asset impairment. As part of the review, the Company estimates future cash flows. Depending upon future assessments of fair value and estimated future cash flows, there could be impairment recorded related to goodwill and other long-lived assets.

The Company provides pension and postretirement benefits for certain domestic retirees and records the cost of the obligations based on estimates. The net periodic costs are recognized as employees render the services necessary to earn the benefits. Several assumptions are used to calculate the expense and liability related to the plans including the discount rate, the expected rate of return on plan assets, the future rate of compensation increases and health care cost increases. The discount rate is selected based on a bond pricing model that relates to the projected future cash flows of benefit obligations. Actuarial assumptions used are based on demographic factors such as retirement and mortality. Actual results could vary materially from the Company's actuarial assumptions, which may have an impact on the amount of reported expense or liability for pension or postretirement benefits.

Recent Accounting Pronouncements

In December 2004, the Financial Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123R"), which is a revision of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* ("SFAS 123") and supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends Statement of Financial Accounting Standards No. 95, *Statement of Cash Flows*. SFAS 123R requires measurement of all employee stock-based compensation awards using a fair-value method and the recording of such expense in the consolidated financial statements. The Company selected the Black-Scholes option-pricing model as the most appropriate fair-value method for stock option awards and will recognize compensation cost on a straight-line basis over the awards' vesting periods. The Company adopted SFAS 123R on January 1, 2006. See note 5 for further detail.

In November 2004, the FASB issued Statement of Financial Accounting Standards No. 151, *Inventory Costs* ("SFAS 151"), which amends the guidance in Accounting Research Bulletin No. 43, Chapter 4, *Inventory Pricing*. This statement requires abnormal amounts of idle facility expense, freight, handling costs and wasted material to be excluded from inventory costing and instead included as period expenses. In addition, this standard requires the allocation of fixed production overhead to be based on normal capacity of the production facilities. The Company adopted the standard on January 1, 2006 and it did not have an impact on our consolidated financial statements.

In July 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." The Interpretation requires that realization of an uncertain income tax position must be "more likely than not" (i.e., greater than 50% likelihood of receiving a benefit) before it can be recognized in the financial statements. Further, the Interpretation prescribes the benefit to be recorded in the financial statements as the amount most likely to be realized assuming a review by tax authorities having all relevant information and applying current conventions. The Interpretation also clarifies the financial statement classification of tax-related penalties and interest and sets forth new disclosures regarding unrecognized tax benefits. The Interpretation is effective in the first quarter 2007 for Allied Motion and the Company plans to adopt the Interpretation when required. The Interpretation is currently being evaluated by Allied Motion for its full impact. At this time, the Company believes it has properly and adequately provided for all income tax positions and therefore expects minimal impact from adopting the Interpretation.

In September 2006, the FASB issued SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements No. 87, 88, 106, and 132(R) (SFAS 158). This statement requires recognition of the overfunded or underfunded status of defined benefit pension and other postretirement plans as an asset or liability in the statement of financial position and changes in that funded status to be recognized in comprehensive income in the year in which the changes occur. The recognition provisions of SFAS 158 are effective for years ending after December 15, 2006. See note 7—Pension and Postretirement Welfare Plans for the effect of the adoption of SFAS No. 158. SFAS No. 158 also prescribes the measurement date of a plan to be the date of its year-end balance sheet effective for years ending after December 15, 2008. The Company will not be effected by adopting the latter component of the Standard.

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). SAB 108 was issued in order to eliminate the diversity in practice surrounding how public

companies quantify financial statement misstatements. SAB 108 requires that registrants quantify errors using both a balance sheet and income statement approach and evaluate whether either approach results in a misstated amount that, when all relevant quantitative and qualitative factors are considered, is material. The Company implemented SAB 108 January, 1 2006 and it did not have an impact on our consolidated financial statements.

In September 2006, the Financial Accounting Standards Board issued FASB No. 157, "Fair Value Measurements." FAS 157 is definitional and disclosure oriented and addresses how companies should approach measuring fair value when required by GAAP; it does not create or modify any current GAAP requirements to apply fair value accounting. The Standard provides a single definition for fair value that is to be applied consistently for all accounting applications, and also generally describes and prioritizes according to reliability the methods and inputs used in valuations. FAS 157 prescribes various disclosures about financial statement categories and amounts which are measured at fair value, if such disclosures are not already specified elsewhere in GAAP. The new measurement and disclosure requirements of FAS 157 are effective for Allied Motion in the first quarter 2008. The Company expects no significant impact from adopting the Standard.

Contractual Commitments

For more information on the Company's contractual obligations on operating leases and contractual commitments, see Notes 3 and 6 to the consolidated financial statements. At December 31, 2006, the Company's commitments under these obligations were as follows (in thousands):

Year ending December 31,	Operating Leases	Capital Leases(1)	Line-of- Credit	Term Loans(2)	Interest on Debt Obligations(3)	Total
2007	\$ 620	\$ 115	\$ 4,925	\$ 4,034	\$ 626	\$ 10,320
2008	623	24	—	422	46	1,115
2009	522	—	—	317	12	851
2010	418	—	—	—	—	418
2011	382	—	—	—	—	382
Thereafter	408	—	—	—	—	408
	<u>\$ 2,973</u>	<u>\$ 139</u>	<u>\$ 4,925</u>	<u>\$ 4,773</u>	<u>\$ 684</u>	<u>\$ 13,494</u>

- (1) The capital lease commitments include amounts representing interest.
- (2) Maturities for the term loans are discussed more thoroughly in Note 3.
- (3) The interest rates used are the rates in effect at December 31, 2006.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Market risk represents the risk of loss that may impact the financial position, results of operations or cash flows of the Company due to adverse changes in financial and commodity market prices and rates. The Company is exposed to market risk in the areas of changes in interest rates and changes in foreign currency exchange rates as measured against the United States dollar. These exposures are directly related to its normal operating and funding activities.

Interest Rate Risk

The interest payable on the Company's domestic and foreign lines-of-credit and its foreign term loan are variable based on the prime rate and Euribor, and are effected by changes in market interest rates. The Company does not believe that reasonably possible near-term changes in interest rates will result in a material effect on future earnings, fair values or cash flows of the Company. A change in the interest rate of 1% on the Company's variable rate debt would have the impact of changing interest expense by approximately \$81,000 annually.

Foreign Currency Risk

On August 23, 2004, the Company completed the acquisition of Premotec, located in The Netherlands. Sales from this operation are denominated in Euros, thereby creating exposures to changes in exchange rates. The changes in the Euro/U.S. exchange rate may positively or negatively affect the Company's sales, gross margins, net income and retained earnings. The Company does not believe that reasonably possible near-term changes in exchange rates will result in a material effect on future earnings, fair values or cash flows of the Company.

Item 8. Financial Statements and Supplementary Data.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Allied Motion Technologies Inc.
Denver, Colorado

We have audited the accompanying consolidated balance sheet of Allied Motion Technologies Inc. and subsidiaries (the "Company") as of December 31, 2006, and the related consolidated statements of operations, stockholders' investment and comprehensive income, and cash flows for the year ended December 31, 2006. In connection with our audit of the consolidated financial statements, we have also audited the consolidated financial statement Schedule II—Valuation and Qualifying Accounts for the year ended December 31, 2006. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audit.

We conducted our audit 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. The Company is not required to have, nor were we engaged to perform, an audit of its 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 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, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2006 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Allied Motion Technologies Inc. and subsidiaries as of December 31, 2006 and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 1 to the Consolidated Financial Statements, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123(R), "Share-Based Payment", as of January 1, 2006, and SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—An Amendment of FASB Statement No. 87, 88, 106 and 132(R)", as of December 31, 2006.

Ehrhardt Keefe Steiner & Hottman PC
March 17, 2007

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of
Allied Motion Technologies Inc.:

We have audited the accompanying consolidated balance sheet of Allied Motion Technologies Inc. and subsidiaries as of December 31, 2005, and the related consolidated statements of operations, stockholders' investment and comprehensive income, and cash flows for the years ended December 31, 2005 and 2004. In connection with our audits of the consolidated financial statements, we have also audited the consolidated financial statement Schedule II—Valuation and Qualifying Accounts for the years ended December 31, 2005 and 2004. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the auditing 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. An audit 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, as well as 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 financial position of Allied Motion Technologies Inc. and subsidiaries as of December 31, 2005, and the results of their operations and their cash flows for the years ended December 31, 2005 and 2004, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

KPMG LLP

Denver, Colorado
March 20, 2006

ALLIED MOTION TECHNOLOGIES INC. CONSOLIDATED BALANCE SHEETS (In thousands, except per share data)

	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 669	\$ 624
Trade receivables, net of allowance for doubtful accounts of \$293 and \$281 at December 31, 2006 and 2005, respectively	10,225	10,087
Inventories, net	10,807	9,185
Deferred income taxes	778	402
Prepaid expenses and other	619	577
Total Current Assets	<u>23,098</u>	<u>20,875</u>
Property, plant and equipment, net	12,173	12,939
Deferred income taxes	25	582
Goodwill and intangible assets, net	18,328	18,941
Total Assets	<u>\$ 53,624</u>	<u>\$ 53,337</u>
Liabilities and Stockholders' Investment		
Current Liabilities:		

Current maturities of capital lease obligations	\$ 107	\$ 180
Debt obligations	8,959	7,155
Accounts payable	4,826	5,543
Accrued liabilities and other	4,226	3,877
Income taxes payable	1,179	664
Total Current Liabilities	19,297	17,419
Long-term capital lease obligations, net of current portion	24	92
Debt obligations, net of current portion	739	4,654
Deferred income taxes	2,330	1,862
Pension and post-retirement obligations	1,712	3,503
Total Liabilities	24,102	27,530
Commitments and Contingencies		
Stockholders' Investment:		
Preferred stock, par value \$1.00 per share, authorized 5,000 shares; no shares issued or outstanding	—	—
Common stock, no par value, authorized 50,000 shares; 6,533 and 6,369 shares issued and outstanding at December 31, 2006 and 2005, respectively	15,469	14,991
Retained earnings	12,901	10,970
Other comprehensive income (loss)	1,152	(154)
Total Stockholders' Investment	29,522	25,807
Total Liabilities and Stockholders' Investment	\$ 53,624	\$ 53,337

See accompanying notes to consolidated financial statements.

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ALLIED MOTION TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Revenues	\$ 82,768	\$ 74,302	\$ 62,738
Cost of products sold	63,207	58,118	46,280
Gross margin	19,561	16,184	16,458
Operating costs and expenses:			
Selling	3,227	3,265	2,557
General and administrative	7,782	5,952	6,226
Engineering and development	3,823	3,526	2,896
Amortization of intangible assets	1,012	1,010	647
Restructuring charges	—	—	10
Total operating costs and expenses	15,844	13,753	12,336
Operating income	3,717	2,431	4,122
Other income (expense), net:			
Interest expense	(983)	(1,075)	(696)
Other income (expense), net	166	125	(17)
Total other expense, net	(817)	(950)	(713)
Income before income taxes	2,900	1,481	3,409
Provision for income taxes	969	558	1,159
Net income	\$ 1,931	\$ 923	\$ 2,250
Basic net income per share:			
Net income per share	\$.30	\$.15	\$.40
Basic weighted average common shares	6,460	6,245	5,581
Diluted net income per share:			
Net income per share	\$.28	\$.13	\$.36
Diluted weighted average common shares	6,870	6,869	6,185

See accompanying notes to consolidated financial statements.

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**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' INVESTMENT AND
COMPREHENSIVE INCOME**

(In thousands)

	Common Stock		Other	Retained Earnings	Other Comprehensive Income Adjustments	Comprehensive Income
	Shares	Amount				
Balances, December 31, 2003	5,021	8,383	(200)	7,797	79	
Stock transactions under employee benefit stock plans	52	156	45			
Issuance of restricted stock	198	1,000				
Stock compensation expense		13				
Stock issued for acquisition of Owosso Corporation	536	2,421				
Stock issued for acquisition of Premotec	263	1,471				
Stock warrants issued for acquisition of Owosso Corporation		725				
Foreign currency translation adjustment					220	\$ 220
Net income				2,250		2,250
Comprehensive income						\$ 2,470
Balances, December 31, 2004	6,070	14,169	(155)	10,047	299	
Stock transactions under employee benefit stock plans and option exercises	259	780				
Payment on loan to Employee Stock Ownership Plan			155			
Issuance of restricted stock	40	155	(155)			
Stock compensation expense		6	36			
Additional minimum pension liability, net of tax					(122)	\$ (122)
Foreign currency translation adjustment					(331)	(331)
Net income				923		923
Comprehensive income						\$ 470
Balances, December 31, 2005	6,369	\$ 15,110	\$ (119)	\$ 10,970	\$ (154)	
Stock transactions under employee benefit stock plans and option exercises	125	371				
Issuance of restricted stock	39	159	(159)			
Restricted stock forfeitures		(8)	8			
Stock compensation expense		14	93			
Eliminate additional minimum pension liability, net of tax					122	
Amount recognized to initially apply SFAS No. 158, net of tax					824	\$ 946
Foreign currency translation adjustment					360	360
Net income				1,931		1,931
Comprehensive income						\$ 3,237
Balances, December 31, 2006	6,533	15,646	(177)	12,901	1,152	

See accompanying notes to consolidated financial statements.

**ALLIED MOTION TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)**

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Cash Flows From Operating Activities:			
Net income	\$ 1,931	\$ 923	\$ 2,250
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	3,283	3,229	2,328
Provision for doubtful accounts	250	146	52
Provision for obsolete inventory	449	586	136
Deferred income tax provision	591	(130)	901
Loss on disposition of assets	24	84	164
Other	216	170	5
Changes in assets and liabilities, net of effects from acquisitions and dispositions:			
Increase in trade receivables	(203)	(1,065)	(618)
Increase in inventories, net	(1,849)	(644)	(2,050)
(Increase) decrease in prepaid expenses and other	(33)	(69)	637
(Decrease) increase in accounts payable	(878)	1,051	(203)
Decrease in accrued liabilities and other	(147)	(610)	(329)
Net cash provided by operating activities	3,634	3,671	3,273
Cash Flows From Investing Activities:			
Purchase of property and equipment	(1,422)	(2,096)	(953)
Proceeds from sale of Power and Process Business	—	—	50
Net cash paid for acquisition of Owosso Corporation	—	(275)	(13,563)
Net cash paid for acquisition of Premotec	—	—	(3,253)
Net cash used in investing activities	(1,422)	(2,371)	(17,719)
Cash Flows From Financing Activities:			
Borrowings (repayments) on lines-of-credit, net	(88)	441	3,736
Borrowings on term loans	—	—	10,314
Repayments on term loans	(2,198)	(2,236)	(2,132)
Proceeds from capital leases	52	50	—
Repayments of capital lease obligations	(201)	(197)	(149)
Issuance of restricted stock	—	—	1,000
Repayment on loan to Employee Stock Ownership Plan	—	155	45
Stock transactions under employee benefit stock plans	261	655	123
Net cash (used in) provided by financing activities	(2,174)	(1,132)	12,937
Effect of foreign exchange rate changes on cash	7	—	5
Net increase (decrease) in cash and cash equivalents	45	168	(1,504)
Cash and cash equivalents at beginning of period	624	456	1,960
Cash and cash equivalents at end of period	\$ 669	\$ 624	\$ 456
Supplemental disclosure of cash flow information:			
Net cash paid (received) during the period for:			
Interest	\$ 990	\$ 1,085	\$ 687

Income taxes	346	384	57
Acquisitions	—	—	16,816
Noncash Investing and Financing Activities:			
Capital lease obligations	58	67	74

See accompanying notes to consolidated financial statements.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Allied Motion Technologies Inc. (Allied Motion or the Company) is engaged in the business of designing, manufacturing and selling motion control products to a broad spectrum of customers throughout the world primarily for the commercial motor, industrial motion control, and aerospace and defense markets.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company accounts and transactions are eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents include instruments which are readily convertible into cash (original maturities of three months or less) and which are not subject to significant risk of changes in interest rates. Cash flows from foreign currency transactions are translated using an average rate.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable; however, changes in circumstances relating to accounts receivable may result in a requirement for additional allowances in the future.

Inventories

Inventories include costs of materials, direct labor and manufacturing overhead, and are stated at the lower of cost (first-in, first-out basis) or market, as follows (in thousands):

	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Parts and raw materials	\$ 8,864	\$ 7,739
Work-in-process	1,745	1,418
Finished goods	1,854	1,710
	12,463	10,867
Less reserves	(1,656)	(1,682)
	<u>\$ 10,807</u>	<u>\$ 9,185</u>

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Property, Plant and Equipment

Property, plant and equipment is classified as follows (in thousands):

	<u>Useful lives</u>	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Land		\$ 332	\$ 332
Building and improvements	5-39 years	4,585	4,537
Machinery, equipment, tools and dies	2-8 years	16,525	15,271
Furniture, fixtures and other	3-10 years	878	764
		22,320	20,904
Less accumulated depreciation		(10,147)	(7,965)
		<u>\$ 12,173</u>	<u>\$ 12,939</u>

Depreciation expense is provided using the straight-line method over the estimated useful lives of the assets. Amortization of building improvements and leased equipment is provided using the straight-line method over the life of the lease term or the life of the assets, whichever is shorter. Maintenance and

repair costs are charged to operations as incurred. Major additions and improvements are capitalized. The cost and related accumulated depreciation of retired or sold property are removed from the accounts and the resulting gain or loss, if any, is reflected in earnings.

Depreciation expense was approximately \$2,271,000, \$2,219,000 and \$1,681,000, in 2006, 2005 and 2004, respectively.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net tangible and intangible assets acquired in a business combination. Goodwill is required to be tested for impairment annually, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. The Company completed its annual analysis of the fair value of its goodwill at October 31, 2006 and determined there was no indicated impairment of its goodwill. There can be no assurance that future goodwill impairments will not occur.

Intangible Assets

Intangible assets, other than goodwill, are recorded at cost and are amortized over their estimated useful lives using the straight-line method.

Impairment of Long-Lived Assets

The Company reviews the carrying values of its long-lived assets whenever events or changes in circumstances indicate that such carrying values may not be recoverable. Under SFAS No. 144, long-lived assets must be carried at historical cost if the projected cash flows from their use will recover their carrying amounts on an undiscounted basis and without considering interest. However, if projected cash flows are less than their carrying value, the long-lived assets must be reduced to their estimated fair value. Considerable judgment is required to project such cash flows and, if required, estimate the fair value of the impaired long-lived asset. No impairments of long-lived assets were recorded in 2006, 2005 or 2004.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Warranty

The Company offers warranty coverage for its products for periods ranging from 12 to 18 months after shipment, with the majority of its products for 12 months. The Company estimates the costs of repairing products under warranty based on the historical average cost of the repairs. The assumptions used to estimate warranty accruals are reevaluated periodically in light of actual experience and, when appropriate, the accruals are adjusted. Estimated warranty costs are recorded at the time of sale of the related product, and are considered a cost of sale. Accrued warranty costs were \$276,000 and \$307,000 as of December 31, 2006 and 2005, respectively.

Changes in the Company's reserve for product warranty claims during 2006 and 2005, were as follows (in thousands):

	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Warranty reserve at beginning of the year	\$ 307	\$ 375
Warranty expenditures	(115)	(171)
Provision	79	113
Effect of foreign currency translation	5	(10)
Warranty reserve at end of year	<u>\$ 276</u>	<u>\$ 307</u>

Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Compensation and fringe benefits	\$3,221	\$ 2,494
Litigation and legal fees (Note 6)	92	145
Warranty reserve	276	307
Other accrued expenses	637	931
	<u>\$4,226</u>	<u>\$ 3,877</u>

Foreign Currency Translation

In accordance with SFAS No. 52, "Foreign Currency Translation," the assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars using end of period exchange rates. Revenue and expense transactions use an average rate prevailing during the month of transaction. The resulting comprehensive income is recorded in the other comprehensive income translation adjustment component of stockholders' investment in the accompanying consolidated balance sheets. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

Engineering and Development Costs

Engineering and development costs are expensed as incurred.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue Recognition

The Company recognizes revenue when products are shipped or delivered (shipping terms may be either FOB shipping point or destination) and title has passed to the customer, persuasive evidence of an arrangement exists, the selling price is fixed or determinable, and collectibility is reasonably assured.

Basic and Diluted Income per Share from Continuing Operations

Basic income per share is computed by dividing net income or loss by the weighted average number of shares of common stock outstanding. Diluted income per share is determined by dividing the net income or loss by the sum of (1) the weighted average number of common shares outstanding and (2) if not anti-dilutive, the effect of stock awards determined utilizing the treasury stock method. Outstanding options totaling 498,000, 624,000, and 604,000 had a dilutive effect for years 2006, 2005 and 2004, respectively. Stock options to purchase 213,000, 241,000 and 130,000 shares of common stock, were excluded from the calculation of diluted income per share for years 2006, 2005 and 2004, respectively, since the results would have been anti-dilutive.

Comprehensive Income

Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by and distributions to stockholders.

The components of accumulated other comprehensive income (loss) as of December 31, 2006 and 2005 are as follows (in thousands):

	<u>2006</u>	<u>2005</u>
Foreign currency translation adjustment	\$ 328	\$ (32)
Amount recognized to initially apply SFAS 158, net of tax	824	—
Additional minimum pension liability, net of tax	—	(122)
Comprehensive income (loss)	<u>\$ 1,152</u>	<u>\$ (154)</u>

Stock-Based Compensation

Effective January 1, 2006, the Company implemented FASB Statement No. 123R (Statement 123R) Accounting for Share-Based Payment, an amendment of FASB Statement No. 123, adopting the modified prospective method of implementation. Statement 123R requires recognition of the grant-date fair value of stock options and other equity-based compensation issued to employees in the income statement. The cost of share based payments, using the fair value of the options at the grant date assuming the Black-Scholes option-pricing model, is recognized on a straight-line basis over the vesting period.

Prior to January 1, 2006, the Company accounted for its employee stock compensation plans as prescribed under Accounting Principles Boards Opinion No. 25, Accounting for Stock Issued to Employees (APB Opinion 25) as permitted under FASB Statement No. 123 (Statement 123) Accounting for Stock-Based Compensation. As a result, compensation expense related to stock options was measured based on the intrinsic value of the stock option at the date of grant. All options granted had an exercise price equal to the market value of the underlying common stock on the date of grant and therefore no stock-based compensation cost was reflected in net income.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Had compensation cost for the Company's stock-based compensation plan been determined using the fair value of the options at the grant date, assuming the Black-Scholes option-pricing model, the Company's net income and income per share would have been reduced to the pro forma amounts indicated below for the years ended December 31, 2005 and 2004 (in thousands):

	<u>For the year ended December 31, 2005</u>	<u>For the year ended December 31, 2004</u>
Net income:		
Reported net income	\$ 923	\$ 2,250
Stock-based compensation expense, net of taxes	<u>\$ (130)</u>	<u>\$ (1,231)</u>
Pro forma net income	<u>\$ 793</u>	<u>\$ 1,019</u>
Basic net income per share:		
Reported basic net income per share	\$ 0.15	\$ 0.40
Pro forma basic net income per share	\$ 0.13	\$ 0.18
Diluted net income per share:		
Reported diluted net income per share	\$ 0.13	\$ 0.36
Pro forma diluted net income per share	\$ 0.12	\$ 0.16

Prior to January 1, 2006, cumulative compensation cost recognized was adjusted for forfeitures by a reduction of adjusted compensation expense in the period of forfeiture.

There were no options granted during 2006 and 2005. For SFAS No. 123 purposes, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	<u>For the year ended December 31, 2004</u>
Risk-free interest rate	3.7%
Expected dividend yield	0.0%

Expected life
Expected volatility

5 years
91.1%

The weighted average fair value of options granted, assuming the Black-Scholes option-pricing model, during 2004 was \$3.81. The total fair value of options granted was \$1,290,000. These amounts are being amortized over the vesting periods of the options for purposes of this disclosure. All options granted in 2004 were fully vested December 31, 2004.

The weighted average fair value of shares issued pursuant to the Employee Stock Purchase Plan is included in stock-based compensation expense. For SFAS No. 123 purposes, the per share fair value of the shares, calculated as the difference between the stock price at the date of issuance and the employee purchase price, issued during 2005 and 2004 was \$.66 and \$2.45, respectively.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different than those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in

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ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options.

Fair Values of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, trade receivables, accounts payable and accrued liabilities approximate fair value because of the immediate or short-term maturities of these financial instruments. The carrying amount of the lines-of-credit and variable term loans approximate their fair value because the underlying instrument is a variable rate note that reprices frequently. The carrying amount of the term loan approximates its fair value because the fixed interest rate is a current market interest rate.

Income Taxes

The current provision for income taxes represents actual or estimated amounts payable or refundable on tax return filings each year. Deferred tax assets and liabilities are recorded for the estimated future tax effects of temporary differences between the tax base of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, and for operating loss and tax credit carryforwards. A valuation allowance may be provided to the extent management deems it is more likely than not that deferred tax assets will not be realized. The change in deferred tax assets and liabilities for the period measures the deferred tax provision or benefit for the period. Effects of changes in enacted tax laws on deferred tax assets and liabilities are reflected as adjustments to the tax provision or benefit in the period of enactment. The ultimate realization of net deferred tax assets is dependent upon the generation of future taxable income, in the appropriate taxing jurisdictions, during the periods in which temporary differences become deductible. Management believes that it is more likely than not that the Company will realize the benefits of these temporary differences and operating loss and tax credit carryforwards, net of valuation allowances.

Concentration of Credit Risk

Trade receivables subject the Company to the potential for credit risk. To reduce this risk, the Company performs evaluations of its customers' financial condition and creditworthiness at the time of sale, and updates those evaluations when necessary. No single customer makes up more than 10% of trade receivables.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities as well as disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. GOODWILL AND INTANGIBLE ASSETS

Included in goodwill and intangible assets in the Company's consolidated balance sheets are the following intangible assets (in thousands):

	December 31, 2006	December 31, 2005	Estimated Life
Goodwill	\$ 13,059	\$ 12,818	
Amortizable intangible assets:			
Customer lists	4,473	4,371	8 years
Trade names	1,340	1,340	10 years

Designs and technologies	2,597	2,494	8 years
Accumulated amortization	(3,141)	(2,082)	
Total net intangible assets	<u>5,269</u>	<u>6,123</u>	
Total goodwill and net intangible assets	<u>\$ 18,328</u>	<u>\$ 18,941</u>	

The change in the carrying amount of goodwill for 2006 is as follows (in thousands):

	December 31, 2006	December 31, 2005
Balance at beginning of period	\$ 12,818	\$ 13,246
Effect of foreign currency translation	241	(326)
Other	—	(102)
Balance at end of period	<u>\$ 13,059</u>	<u>\$ 12,818</u>

Total amortization expense for intangible assets for the years 2006, 2005, and 2004 was \$1,012,000, \$1,010,000 and \$647,000 respectively. Estimated amortization expense for intangible assets is \$1,024,000 for each of the years ending December 31, 2007 through 2009, \$923,000 for 2010 and \$783,000 for 2011.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. DEBT OBLIGATIONS

Debt obligations consisted of the following (in thousands):

	December 31, 2006	December 31, 2005
Domestic revolving line-of-credit(A)	\$ 4,925	\$ 4,434
Foreign revolving line-of-credit(B)	—	547
Term loan payable to bank in monthly installments of \$90 plus interest at 8.68%, due in May 2007, secured by machinery and equipment	451	1,535
Term loan payable to bank in monthly installments of \$59 plus interest at the bank's prime rate plus 0.75% (9.0% as of December 31, 2006), plus balloon payment of \$2,863, due in May 2007, secured by buildings, machinery and equipment	3,160	3,872
Term loan payable to bank in quarterly installments of EUR 80 (\$106 at December 31, 2006 exchange rate) plus interest at 6.12% until February, 2007, then at EURIBOR plus 2.5% with a minimum of 4.75%, due in July 2009, secured by Allied Motion Technologies, B.V. shares	1,162	1,421
Total	9,698	11,809
Less current maturities	(8,959)	(7,155)
Long-term debt obligations	<u>\$ 739</u>	<u>\$ 4,654</u>

(A) Under the domestic revolving line-of-credit agreement (Agreement), the Company has available the lesser of (a) \$10,500,000 or (b) the sum of 85% of eligible trade accounts receivable (excluding Premotec) and 50% of eligible inventory, as defined in the Agreement. Under the Agreement, the Company utilizes lock-box arrangements whereby remittances from customers reduce the outstanding debt, and therefore the line-of-credit balance has been classified as a current liability. As of December 31, 2006, the amount available under the domestic line-of-credit was \$3,747,000. The line-of-credit expires in May 2007. The Company is in discussions with lenders regarding its global debt financing needs.

(B) Under the foreign line-of-credit agreement (Foreign Agreement), the Company has available the lesser of (a) EUR 1.25 million (\$1.65 million as of December 31, 2006), or (b) 85% of eligible trade accounts receivable of Premotec as defined in the Foreign Agreement. Borrowings under the line-of-credit bear interest at a rate equal to the bank's base rate plus 1.75%, with a minimum of 4.75% (6.00% at December 31, 2006). Under the Foreign Agreement, remittances from customers reduce the outstanding debt, therefore the balance has been classified as a current liability. As of December 31, 2006, the amount available under the foreign line-of-credit was \$1,305,000.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has a bank overdraft facility payable to a foreign bank with no monthly repayments required, interest due at the bank's base rate plus 2%, with a minimum of 5.25% (6.25% as of December 31, 2006), due on demand, secured by Premotec's inventory. As of December, 2006, the amount available under the overdraft facility was \$264,000. Effective February 1, 2007, the Company terminated the foreign line-of-credit agreement and increased the amount

available under its foreign bank overdraft facility to EUR 750,000 (\$990,000 at December 31, 2006 exchange rate). Borrowings under the new line-of-credit bear interest at a rate equal to the bank's base rate plus 1.5%, with a minimum of 4.75%.

Future maturities of debt obligations are as follows as of December 31, 2006:

2007	\$8,959
2008	422
2009	317
	<u>\$9,698</u>

4. INCOME TAXES

The provision for income taxes is based on income before income taxes from continuing operations as follows (in thousands):

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Domestic	\$ 1,030	\$ 782	\$ 3,151
Foreign	1,870	699	258
Income before income taxes	<u>\$ 2,900</u>	<u>\$ 1,481</u>	<u>\$ 3,409</u>

Components of the total provision for income taxes are as follows (in thousands):

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Current provision:			
Domestic	\$ 143	\$ 73	\$ 131
Foreign	662	323	127
Total current provision	805	396	258
Deferred provision (benefit):			
Domestic	351	274	1,063
Foreign	(187)	(112)	(162)
Total deferred provision	164	162	901
Provision for income taxes	<u>\$ 969</u>	<u>\$ 558</u>	<u>\$ 1,159</u>

ALLIED MOTION TECHNOLOGIES INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The provision for income taxes differs from the amount determined by applying the federal statutory rate as follows (in thousands):

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Tax provision, computed at statutory rate	\$986	\$504	\$ 1,159
State tax, net of federal impact	112	62	150
Nondeductible expenses	33	28	30
Permanent tax deductions	(28)	(24)	(109)
Adjustments to prior year accruals(1)	26	52	—
Effect of foreign tax rate differences	(82)	(17)	1
Effect of changes in enacted tax law	(78)	(18)	(124)
Expiration of tax credits	97	—	59
Change in valuation allowance	(97)	(37)	—
Other	—	8	(7)
Provision for income taxes	<u>\$969</u>	<u>\$558</u>	<u>\$ 1,159</u>

(1) Adjustments relate to the resolution of certain prior year income tax related matters.

The tax effects of significant temporary differences and credit and operating loss carryforwards that give rise to the net deferred tax assets are as follows (in thousands):

	December 31, 2006	December 31, 2005
Deferred tax assets:		
Allowances and other	\$ 419	\$ 658
Tax credit carryforwards	136	233
Net operating loss carryforwards	466	408
Total deferred tax assets	1,021	1,299
Valuation allowance	(218)	(315)
Net deferred tax assets	<u>803</u>	<u>984</u>
Deferred tax liabilities:		
Property, plant and equipment	(1,123)	(1,081)
Goodwill and intangibles	(831)	(781)
Other	(376)	—

Total deferred tax liabilities	(2,330)	(1,862)
Net deferred tax liabilities	<u>\$ (1,527)</u>	<u>\$ (878)</u>

The net deferred tax liabilities are classified as follows in the accompanying consolidated balance sheets (in thousands):

	December 31, 2006	December 31, 2005
Current deferred tax assets	\$ 778	\$ 402
Non-current deferred tax assets	25	582
Non-current deferred tax liabilities	(2,330)	(1,862)
Net deferred tax liabilities	<u>\$ (1,527)</u>	<u>\$ (878)</u>

**ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company has domestic tax credit carryforwards of \$136,000 expiring in 2007 and a domestic net operating loss carryforward of \$1,295,000 expiring in 2023 through 2025.

Realization of the Company's deferred tax assets is dependent upon the Company generating sufficient taxable income in the appropriate tax jurisdictions in future years to obtain benefit from the reversal of net deductible temporary differences and from utilization of net operating losses and tax credit carryforwards. The Company has recorded a valuation allowance due to the uncertainty related to the realization of certain deferred tax assets existing at December 31, 2006. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are changed. Management believes that it is more likely than not that the Company will realize the benefits of its deferred tax assets, net of valuation allowances as of December 31, 2006.

5. STOCK-BASED COMPENSATION PLANS

Allied Motion Stock Incentive Plan

The Company's Stock Incentive Plan provides for the granting of stock awards, including stock options, stock appreciation rights and restricted stock, to employees and non-employee directors of the Company.

As of December 31, 2006, the Company had 108,768 shares of Common Stock available for grant under the Year 2000 Plan.

Stock Options

Option activity during years 2004, 2005 and 2006 was as follows:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance, December 31, 2003	1,323,430	3.00	
Granted	404,600		
Forfeited	(11,000)		
Exercised	(29,160)		\$ 92,000
Balance, December 31, 2004	1,687,870	3.48	
Granted	—		
Forfeited	(38,317)		
Exercised	(200,903)		\$ 477,000
Balance, December 31, 2005	1,448,650	3.62	
Granted	—		
Forfeited	(44,000)		
Exercised	(159,500)		\$ 338,000
Balance, December 31, 2006	<u>1,245,150</u>	3.68	<u>\$ 3,937,000</u>

Under the terms of the plan, options may not be granted at less than 85% of fair value. All options granted to date have been granted at fair value as of the date of grant. The aggregate intrinsic value is calculated based on the difference of the fair value of the stock and the option exercise price at the date of the grant. Options granted through December 31, 2003 generally become exercisable evenly over

**ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

three years starting one year from the date of grant and expire seven years from the date of grant. Options granted in 2004 became exercisable on December 31, 2004. As of December 31, 2006, all outstanding options are exercisable. Cash received from the exercise of share options for the years ended

December 31, 2006, 2005 and 2004 was \$185,000, \$433,000 and \$48,000, respectively.

Exercise prices for options outstanding at December 31, 2006 are as follows:

	Range of Exercise Prices			Total
	\$1.77 - \$2.90	\$3.20 - \$4.83	\$5.46 - \$6.72	\$1.77 - \$6.72
Options Outstanding:				
Number of options	559,000	472,900	213,250	1,245,150
Weighted average exercise price	\$ 2.35	\$ 4.16	\$ 6.10	\$ 3.68
Weighted average remaining contractual life	2.8 years	4.1 years	3.5 years	3.4 years

Restricted Stock

During 2006 and 2005, 42,000 and 47,000 shares of nonvested restricted stock were awarded with a value of \$3.80 and \$3.91 per share, respectively. The value at the date of grant is amortized to compensation expense over the related three year vesting period. Shares of restricted stock are forfeited if an employee leaves the Company before the vesting date. Shares that are forfeited become available for future grant under the Company's Year 2000 Stock Incentive Plan.

Nonvested restricted stock activity during years 2005 and 2006 was as follows:

	Number of Nonvested Restricted Shares
Balance, December 31, 2004	—
Granted	47,000
Forfeited	(3,000)
Balance, December 31, 2005	44,000
Granted	42,000
Forfeited	(2,000)
Vested	(14,009)
Balance, December 31, 2006	<u>69,991</u>

Share-Based Compensation Expense

Stock Options

During the year ended December 31, 2006, the Company recognized \$14,000 in compensation expense related to outstanding stock options. As discussed in Note 1, prior to January 1, 2006, no stock-based compensation cost was reflected in net income. Total unrecognized compensation cost related to unvested stock options awards as of December 31, 2006, is zero.

Restricted Stock

During 2006 and 2005, compensation expense net of forfeitures, of \$93,000 and \$36,000 was recorded, respectively. As of December 31, 2006, there was \$194,000 of total unrecognized compensation expense

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

related to restricted stock awards which is expected to be recognized over a weighted average period of 1.9 years.

Allied Motion Employee Stock Ownership Plan

The Company sponsors an Employee Stock Ownership Plan (ESOP) that covers all U.S. employees who work over 1,000 hours per year. The terms of the ESOP require the Company to make an annual contribution equal to the greater of i) the Board established percentage of pretax income before the contribution (5% in 2006, 2005 and 2004) or ii) the annual interest payable on any loan outstanding to the Company. Company contributions to the Plan were \$153,000, \$78,000 and \$181,000 accrued for 2006, 2005 and 2004, respectively. Contributions were used to acquire newly issued shares of the Company and/or repay the loan as discussed below. During 2006 and 2005, contributions were used to acquire 18,000 and 2,000 shares, respectively.

During 2003, the Company loaned \$200,000 to the ESOP so that the ESOP could acquire 130,719 newly issued shares of the Company's common stock. The shares issued to the ESOP were pledged as collateral for the debt. During years when there is an outstanding loan, Company contribution amounts are used in the following year to repay the loan. During 2005 and 2004, accrued contributions used to repay the loan balance were \$155,000 and \$45,000, respectively. During 2005, the loan balance was repaid in full. As the debt was repaid, shares were released from collateral and allocated to active employees, based on the proportion of debt service paid in the year compared to the total debt service estimated for the current and future years.

Allied Motion Employee Stock Purchase Plan

Until December 31, 2005, the Employee Stock Purchase Plan (ESPP) provided for the issuance of shares of capital stock through payroll deductions. Employees who chose to participate in the ESPP received an option to purchase capital stock at a discount equal to the lower of 85 percent of the fair market value of the capital stock on the first or last day of an offering period. Employees purchased 58,000 and 29,000 shares under the ESPP during 2005 and 2004, respectively. The ESPP terminated on December 31, 2005.

Allied Motion Employee Stock Repurchase Program

Until December 31, 2005, the Company offered a stock repurchase program whereby up to \$125,000 per year could be used to repurchase shares of common stock from employees at fair value. The Company repurchased 2,000 and 6,000 shares during 2005 and 2004, respectively. This program ended December 31, 2005.

6. COMMITMENTS AND CONTINGENCIES

Operating Leases

At December 31, 2006, the Company maintains leases for certain facilities and equipment. The Company has entered into facility agreements, some of which contain provisions for future rent increases. The total amount of rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid is credited or charged to "Deferred rent obligation," which is included in "Accrued liabilities"

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

and other" in the accompanying Balance Sheet. Minimum future rental commitments under all non-cancelable operating leases are as follows (in thousands):

Year ending December 31,	Total
2007	\$ 620
2008	623
2009	522
2010	418
2011	382
Thereafter	408
	<u>\$2,973</u>

Rental expense was \$693,000, \$715,000, and \$551,000 in Years 2006, 2005 and 2004, respectively.

Capital Leases

The Company leases certain machinery and equipment under agreements that are classified as capital leases. The cost of equipment under capital leases included in the accompanying consolidated balance sheets as property, plant and equipment was \$583,000 and \$680,000 at December 31, 2006 and 2005, respectively. Accumulated amortization of the leased equipment at December 31, 2006 and December 31, 2005 was \$289,000 and \$229,000, respectively. Amortization of assets under capital leases is included in depreciation expense.

The future minimum lease payments required under the capital leases and the present value of the net minimum lease payments as of December 31, 2006, are as follows (in thousands):

Year ending December 31,	
2007	\$ 115
2008	24
Total minimum lease payments	139
Less: amount representing interest and other	(8)
Present value of net minimum lease payments	131
Less: Current maturities of capital lease obligations	(107)
Long-term capital lease obligations	<u>\$ 24</u>

Severance Benefit Agreements

The Company has entered into annually renewable severance benefit agreements with six key employees which, among other things, provide inducement to the employees to continue to work for the Company during and after any period of a potential change in control of the Company. The agreements provide the employees with specified benefits upon the subsequent severance of employment in the event of change in control of the Company and are effective for 24 months thereafter. The amount of severance payments that could be required to be paid under these contracts, if such events occur, totaled approximately \$2,714,000 and \$3,298,000, respectively as of December 31, 2006 and 2005. In addition, severance benefits include, for some employees, a gross-up payment for excise taxes.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Litigation

The Company is involved in certain actions that have arisen out of the ordinary course of business. Management believes that resolution of the actions will not have a significant adverse affect on the Company's consolidated financial position or results of operations.

7. PENSION AND POSTRETIREMENT WELFARE PLANS

Pension Plan

Motor Products has a defined benefit pension plan covering substantially all of its hourly union employees hired prior to April 10, 2002. The benefits are based on years of service, the employee's compensation during the last three years of employment, and accumulated employee contributions.

The following tables provide a reconciliation of the change in benefit obligation, the change in plan assets and the net amount recognized in the Consolidated Balance Sheet at December 31, 2006 and December 31, 2005 (in thousands):

	December 31, 2006	December 31, 2005
Change in projected benefit obligation:		
Projected benefit obligation at beginning of period	\$ 4,096	\$ 3,882
Service cost	128	113
Employee contributions	13	14
Interest cost	222	214
Actuarial (gain) loss	(205)	74
Benefits paid	(189)	(201)
Projected benefit obligation at end of period	<u>\$ 4,065</u>	<u>\$ 4,096</u>
Change in plan assets:		
Fair value of plan assets at beginning of period	\$ 3,219	\$ 3,238
Actual return on plan assets	395	168
Employee contributions	13	14
Employer contributions	130	—
Benefits and expenses paid	(189)	(201)
Fair value of plan assets at end of period	<u>\$ 3,568</u>	<u>\$ 3,219</u>
Excess of projected benefit obligation over fair value of plan assets		
	<u>\$ 497</u>	<u>\$ 877</u>
Unrecognized gain (loss)	57	(263)
Accrued pension cost	<u>\$ 554</u>	<u>\$ 614</u>
Additional minimum liability	—	191
Amount recognized to initially apply SFAS No. 158	(57)	—
Accrued pension cost at end of period	<u>\$ 497</u>	<u>\$ 805</u>

The accumulated benefit obligation for the pension plan was \$3,976,000 at December 31, 2006 and \$4,024,000 at December 31, 2005.

ALLIED MOTION TECHNOLOGIES INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Components of net periodic pension expense included in the consolidated statements of operations for years 2006, 2005 and 2004 are as follows (in thousands):

	For the year ended December 31, 2006	For the year ended December 31, 2005	For the year ended December 31, 2004
Service cost	\$ 128	\$ 113	\$ 90
Interest cost on projected benefit obligation	222	214	197
Expected return on assets	(280)	(282)	(273)
Net periodic pension expense	<u>\$ 70</u>	<u>\$ 45</u>	<u>\$ 14</u>

The weighted average assumptions used to determine benefit obligations were as follows:

	December 31, 2006	December 31, 2005
Discount rate	6.00%	5.50%
Rate of compensation increases	5.00%	5.00%

The weighted average assumptions used to determine net periodic benefit cost are as follows:

	For the year ended December 31, 2006	For the year ended December 31, 2005
Discount rate	6.00%	5.50%
Expected long-term rate of return on plan assets	9.00%	9.00%
Rate of compensation increases	5.00%	5.00%

The Company expects to contribute approximately \$87,732 to the pension plan during 2007.

The pension plan assets allocation at December 31, 2006 and 2005 were as follows:

	December 31, 2006	December 31, 2005
Cash equivalents	5%	4%
Equity securities	70%	71%
Fixed income securities	25%	25%
Total	<u>100%</u>	<u>100%</u>

The pension assets are managed by an outside investment manager. The Company's investment policy with respect to pension assets is to make investments solely in the interest of the participants and beneficiaries of the plans and for the exclusive purpose of providing benefits accrued and defraying the reasonable expenses of administration. The Company strives to maintain investment diversification to assist in minimizing the risk of large losses.

Postretirement Welfare Plan

Motor Products provides postretirement medical insurance and life insurance benefits to current and former employees hired before January 1, 1994 who retire from Motor Products. Employees who retire

ALLIED MOTION TECHNOLOGIES INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

after January 1, 2005 must have twenty or more years of continuous service in order to be eligible for retiree medical benefits. Partial contributions from retirees are required for the medical insurance benefits. The Company's portion of the medical insurance premiums are funded from the general assets of the Company. The Company recognizes the expected cost of providing such post-retirement benefits during employees' active service periods.

The following tables provide a reconciliation of the change in the accumulated postretirement benefit obligation and the net amount recognized in the Consolidated Balance Sheet at December 31, 2006 and December 31, 2005 (in thousands):

	December 31, 2006	December 31, 2005
Change in postretirement benefit obligation:		
Accumulated postretirement benefit obligation at beginning of period	\$ 2,515	\$ 2,338
Service cost	26	45
Interest cost	68	131
Actuarial (gain) loss	(1,330)	123
Benefits paid, net of participant contributions	(64)	(122)
Accumulated postretirement benefit obligation at end of period	<u>\$ 1,215</u>	<u>\$ 2,515</u>
Accrued postretirement benefit cost at the beginning of period	\$ 2,698	\$ 2,502
Net periodic postretirement cost	(3)	300
Employer contributions	(64)	(122)
Other	(185)	18
Accrued postretirement benefit cost	\$ 2,446	\$ 2,698
Amount recognized to initially apply SFAS No. 158	(1,231)	—
Accrued postretirement benefit cost at end of period	<u>\$ 1,215</u>	<u>\$ 2,698</u>

Net periodic postretirement benefit costs included in the consolidated statements of operations for years 2006, 2005 and 2004, and are as follows (in thousands):

	For the year ended December 31,		
	2006	2005	2004
Service cost	\$ 26	\$ 68	\$ 46
Interest cost	68	191	146
Amortization of prior service cost	(12)	—	—
Amortization of loss (gain)	(85)	41	—
Total	<u>\$ (3)</u>	<u>\$ 300</u>	<u>\$ 192</u>

During 2006, certain assumptions, relating to the Company's obligation for contributing a portion of retiree medical premiums, were updated to more closely reflect the Company's contractual obligation. This resulted in a cumulative reduction to previously recognized net periodic postretirement benefit costs of \$115,000, net of tax. The cumulative reduction is reflected in the consolidated statement of operations for 2006, but is not included in the net periodic postretirement benefit cost for 2006 as presented in the table above. The reduction resulted primarily from a change in the accumulated postretirement benefit obligation cost at December 31, 2005, which is reflected in the above tables.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For measurement purposes, future increases in the per capita cost of covered health care benefits are assumed. The Company's current contractual obligation requires a per capita fixed Company contribution amount through August 2007. As of December 31, 2006, the Company assumed an increase in its contribution of 5% applied once every three years beginning in 2007 to reflect expected bargaining agreements. Postretirement medical liabilities can be extremely sensitive to changes in the assumed rate of future medical increases, and, therefore the healthcare cost trend rate assumption has a significant effect on the amounts reported.

The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 6.00% and 5.50% as of December 31, 2006 and 2005, respectively. The weighted average discount rate used to determine the net periodic postretirement benefit cost was 5.50% for 2006 and 5.75% for 2005.

The Company expects to contribute approximately \$60,000 to the postretirement welfare plan during 2007.

8. SEGMENT INFORMATION

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" requires disclosure of operating segments, which as defined, are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company operates in one segment for the manufacture and marketing of motion control products for original equipment manufacturers and end user applications. In accordance with SFAS No. 131, the Company's chief operating decision maker has been identified as the Office of the President and Chief Operating Officer, which reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. SFAS No. 131, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under SFAS No. 131 due to their similar customer base and similarities in: economic characteristics; nature of products and services; and procurement, manufacturing and distribution processes. Since the Company operates in one segment, all financial information required by SFAS No. 131 can be found in the accompanying consolidated financial statements and within this note.

The Company's wholly owned foreign subsidiary, Premotec, located in Dordrecht, The Netherlands and is included in the accompanying consolidated financial statements. Financial information related to the foreign subsidiary is summarized below (in thousands):

	<u>For the year ended and as of December 31,</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
Revenues derived from foreign subsidiaries	\$ 18,685	\$ 13,790	\$ 5,018
Identifiable assets	9,300	7,981	8,927

Sales to customers outside of the United States were \$26,405,000 \$20,096,000, and \$13,737,000, in years 2006, 2005 and 2004.

During Years 2006 and 2005, no single customer accounted for more than 10% of total revenues.

ALLIED MOTION TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. DEFERRED COMPENSATION PLAN

The Company has a Deferred Compensation Plan effective January 1, 2006. The Plan provides eligible key employees with the opportunity to defer the receipt of base compensation, bonuses, or a combination thereof. The Plan also allows designated participants to receive an allocation of any performance based contributions or discretionary amounts contributed by the Company. The Company has designated various investment funds in which stated portions of each participant's account shall be hypothetically invested. The investment performance of these funds are allocated to the participants' funds on a monthly basis. The deferred compensation plan is unfunded, therefore benefits are paid from the general assets of the Company. During and for the year ended December 31, 2006, the Company invested in the chosen investment funds in the amounts directed by the participants. The discretionary contribution expense related to the plan for the year ended December 31, 2006 was \$24,500. The Company's board of directors approved a performance contribution for 2006 based on the Company achieving a net profit target. The performance criteria was not met for 2006, and accordingly, no performance contributions expense has been recorded.

10. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Selected quarterly financial data for each of the four quarters in years 2006, 2005 and 2004 is as follows (in thousands, except per share data):

<u>Year 2006</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Revenues	\$ 21,199	\$ 22,155	\$ 20,308	\$ 19,106
Gross margin	4,740	5,262	5,064	4,495
Net income	348	578	617	388
Basic income per share	.05	.09	.10	.06
Diluted income per share	.05	.08	.09	.06
<u>Year 2005</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Revenues	\$ 18,455	\$ 18,913	\$ 18,043	\$ 18,891
Gross margin	4,088	4,224	4,198	3,674

Net income	168	368	383	4
Basic income per share	.03	.06	.06	.00
Diluted income per share	.02	.05	.06	.00

<u>Year 2004</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Revenues	\$ 11,248	\$ 15,104	\$ 18,042	\$ 18,344
Gross margin	3,047	4,064	4,563	4,784
Net income	427	608	612	603
Basic income per share	.09	.11	.10	.10
Diluted income per share	.08	.10	.09	.09

Item 9A. Controls and Procedures.

The Company's controls and procedures include those designed to ensure that material information is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure. As of December 31, 2006 the Company's chief executive officer and chief financial officer evaluated the effectiveness of the Company's disclosure controls and procedures designed to ensure that information is recorded, processed, summarized and reported in a timely manner as required by Exchange Act reports such as this Form 10-K and concluded that they are effective.

There has not been any change in the Company's internal controls over financial reporting during the quarter ended December 31, 2006 that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The Company's definitive proxy statement which will be filed with the SEC pursuant to Registration 14A within 120 days of the end of the Company's fiscal year is incorporated herein by reference.

Item 11. Executive Compensation.

The Company's definitive proxy statement which will be filed with the SEC pursuant to Registration 14A within 120 days of the end of the Company's fiscal year is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The Company's definitive proxy statement which will be filed with the SEC pursuant to Registration 14A within 120 days of the end of the Company's fiscal year is incorporated herein by reference. Also incorporated by reference is the information in the table under the heading "Equity Compensation Plan" included in Item 5 of the Form 10-K.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The Company's definitive proxy statement which will be filed with the SEC pursuant to Registration 14A within 120 days of the end of the Company's fiscal year is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

The Company's definitive proxy statement which will be filed with the SEC pursuant to Registration 14A within 120 days of the end of the Company's fiscal year is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

a) The following documents are filed as part of this Report:

1. Financial Statements

- a) Consolidated Balance Sheets as of December 31, 2006 and December 31, 2005.

- b) Consolidated Statements of Operations for the years ended December 31, 2006, 2005 and 2004.
c) Consolidated Statements of Stockholders' Investment and Comprehensive Income for the years 2006, 2005 and 2004.
d) Consolidated Statements of Cash Flows for the years 2006, 2005 and 2004.
e) Notes to Consolidated Financial Statements.
f) Report of Independent Registered Public Accounting Firm.

2. Financial Statement Schedules

- II. Valuation and Qualifying Accounts.

3. Exhibits

<u>Exhibit No.</u>	<u>Subject</u>
3.1	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K files May 3, 2006.)
3.2	Amended and restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed May 3, 2006.)
10.0*	The Amended 1991 Incentive and Nonstatutory Stock Option Plan dated August 1, 1998. (Incorporated by reference to Exhibit 10.19 to the Company's Form 10-K for the fiscal year ended June 30, 1998.)
10.1*	Year 2000 Stock Incentive Plan. (Incorporated by reference to Exhibit A to the Company's Proxy Statement dated September 21, 2000.)
10.2	Stock Purchase Agreement among Motor Products—Owosso Corporation, Motor Products—Ohio Corporation, Owosso Corporation and Hathaway Motion Control Corporation. (Incorporated by reference to Exhibit 10.21 to the Company's Form 10-K for the fiscal year ended June 30, 2002.)
10.3	Agreement and Plan of Merger, dated as of February 10, 2004, by and among Allied Motion Technologies Inc., AMOT Inc. and Owosso Corporation. (Incorporated by reference to the Company's Form S-4/A as filed on March 26, 2004.)
10.4	Share Purchase Agreement dated July 23, 2004 by and among Premotec Holding B.V., Premotec Beheer B.V., Allied Motion Technologies Netherlands BV, and Allied Motion Technologies Inc. (Incorporated by reference to Exhibit 2 to the Company's Form 8-K dated August 23, 2004.)
10.5*	Amendment No. 1 to the Year 2000 Stock Incentive Plan. (Incorporated by reference to Exhibit B to the Company's Proxy Statement dated September 30, 2002.)
10.6*	Employment Agreement between Allied Motion Technologies Inc. and Richard D. Smith, effective August 1, 2003. (Incorporated by reference to Exhibit 10.11 to the Company's Form 10-K for the year ended December 31, 2003.)
10.7*	Change of Control Agreement between Allied Motion Technologies Inc. and Richard D. Smith, effective July 24, 2003. (Incorporated by reference to Exhibit 10.12 to the Company's Form 10-K for the year ended December 31, 2003.)
10.8*	Employment Agreement between Allied Motion Technologies Inc. and Richard S. Warzala, effective March 1, 2003. (Incorporated by reference to Exhibit 10.13 to the Company's Form 10-K for the year ended December 31, 2003.)

10.9*	Change of Control Agreement between Hathaway Corporation and Richard S. Warzala, effective May 1, 2002. (Incorporated by reference to Exhibit 10.14 to the Company's Form 10-K for the year ended December 31, 2003.)
10.10*	Amendment No. 2 to the Year 2000 Stock Incentive Plan. (Incorporated by reference to Exhibit B to the Company's Proxy Statement dated March 29, 2004.)
10.11	Revolving Credit and Security Agreement dated May 7, 2004 between Allied Motion Technologies Inc. and certain subsidiaries of Allied Motion Technologies, PNC Bank, National Association and Silicon Valley Bank. (Incorporated by reference to Exhibit 99.1 to the Company's Form 8-K dated February 8, 2005.)
10.12	Term Loan and Security Agreement dated May 7, 2004 between Allied Motion Technologies Inc. and certain subsidiaries of Allied Motion Technologies and PNC Bank, National Association. (Incorporated by reference to Exhibit 99.2 to the Company's Form 8-K dated February 8, 2005.)
10.13	Term Loan and Security Agreement dated May 7, 2004 between Allied Motion Technologies Inc. and certain subsidiaries of Allied Motion Technologies and Silicon Valley Bank. (Incorporated by reference to Exhibit 99.3 to the Company's Form 8-K dated February 8, 2005.)
10.14	First Amendment to Revolving Credit and Security Agreement, Term Loan and Security Agreements, and Related Documents dated as of August 23, 2004. (Incorporated by reference to Exhibit 99.4 to the Company's Form 8-K dated February 8, 2005.)
10.15	Second Amendment to Revolving Credit and Security Agreement, Term Loan and Security Agreements, and Related Documents dated as of November 15, 2004. (Incorporated by reference to Exhibit 99.5 to the Company's Form 8-K dated February 8, 2005.)
10.16	Third Amendment to Revolving Credit and Security Agreement, Term Loan and Security Agreements, and Related Documents dated as of July 11, 2005. (Incorporated by reference to Exhibit 10.16 to the Company's Form 10-K for the year ended December 31, 2005.)
10.17	Fourth Amendment to Revolving Credit and Security Agreement, Term Loan and Security Agreements, and Related Documents dated as of November 1, 2005. (Incorporated by reference to Exhibit 10.17 to the Company's Form 10-K for the year ended December 31, 2005.)
10.18*	Deferred Compensation Plan effective January, 1 2006 (filed herewith).
10.19*	First Amendment to the Allied Motion Technologies Inc. Deferred Compensation Plan adopted August 2, 2006 (filed herewith).
14.1	Code of Ethics for chief executive officer, president and senior financial officers adopted October 23, 2003. (Incorporated by reference to Exhibit 14.1 to the Company's Form 10-K for the year ended December 31, 2003.)
21	List of Subsidiaries (filed herewith)

- 23.1 Consent of Ehrhardt Keefe Steiner & Hottman PC (filed herewith).
 23.2 Consent of KPMG LLP (filed herewith)
 31 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a—14(a) or 15d—14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
 32 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

* Denotes management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ALLIED MOTION TECHNOLOGIES INC.

By /s/ RICHARD D. SMITH
 Richard D. Smith
Chief Executive Officer,
Chief Financial Officer and Director

Date: March 15, 2007

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 registrant in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ RICHARD D. SMITH</u> Richard D. Smith	Chief Executive Officer, Chief Financial Officer and Director	March 15, 2007
<u>/s/ RICHARD S. WARZALA</u> Richard S. Warzala	President, Chief Operating Officer and Director	March 15, 2007
<u>/s/ DELWIN D. HOCK</u> Delwin D. Hock	Chairman of the Board of Directors	March 15, 2007
<u>/s/ EUGENE E. PRINCE</u> Eugene E. Prince	Director	March 15, 2007
<u>/s/ GEORGE J. PILMANIS</u> George J. Pilmanis	Director	March 15, 2007
<u>/s/ GRAYDON D. HUBBARD</u> Graydon D. Hubbard	Director	March 15, 2007
<u>/s/ MICHEL M. ROBERT</u> Michel M. Robert	Director	March 15, 2007

ALLIED MOTION TECHNOLOGIES INC.
 SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
 (In thousands)

	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Deductions from Reserves</u>	<u>Other</u>	<u>Balance at End of Period</u>
Year Ended December 31, 2006:					
Reserve for bad debts	\$ 281	\$ 250	\$ (243)	\$ 5	\$ 293
Reserve for excess or obsolete inventories	\$ 1,682	\$ 449	\$ (501)	\$ 26	\$ 1,656
Valuation allowance for deferred tax assets	\$ 315	\$ —	\$ (97)	\$ —	\$ 218

Year Ended December 31, 2005:

Reserve for bad debts	\$ 235	\$ 146	\$ (92)	\$ (8)	\$ 281
Reserve for excess or obsolete inventories	\$ 1,496	\$ 586	\$ (348)	\$ (52)	\$ 1,682
Valuation allowance for deferred tax assets	\$ 352	\$ —	\$ (37)	\$ —	\$ 315

Year Ended December 31, 2004:

Reserve for bad debts	\$ 106	\$ 61	\$ (32)	\$ 100	\$ 235
Reserve for excess or obsolete inventories	\$ 805	\$ 136	\$ (242)	\$ 797	\$ 1,496
Valuation allowance for deferred tax assets	\$ 352	\$ 59	\$ (59)	\$ —	\$ 352

DEFERRED COMPENSATION PLAN

Allied Motion Technologies Inc., a Colorado corporation (the “Company”) hereby establishes the Allied Motion Technologies Inc. Deferred Compensation Plan (the “Plan”), effective as of January 1, 2006.

The purposes of the Plan are (1) to provide eligible key employees with the opportunity to defer the receipt of certain compensation otherwise payable to them, and (2) to permit such eligible key employees to participate in the success of the Company by providing them with the opportunity to earn additional, performance based compensation.

1. Definitions.

The following definitions shall apply for the purposes of the Plan:

1.01 “Account” means the bookkeeping account established for each Participant under this Plan, as further described in Section 7.

1.02 “Appropriate Form” means a written or electronic election or other form prescribed by the Board for use in connection with this Plan. The Board may modify, update or replace any Appropriate Form, on a prospective basis, at any time, and the new or modified form shall take effect with respect to each Participant as soon as it is furnished to such Participant.

1.03 “Beneficiary” means a person or trust entitled to receive payment under this Plan on account of the death of a Participant.

1.04 “Board” or “Board of Directors” means the Board of Directors of the Company or, where applicable, any Committee of the Board to which authority with respect to any matter relating to this Plan is delegated.

1.05 “Bonus” means any bonus payable to a Participant by the Company under the Employee Incentive Bonus Plan, or any other bonus plan for the benefit of the Participants that is approved by the Board.

1.06 A “Change of Control”, for purposes of the Plan, shall be defined in the manner set forth in Section 409A of the Code and the Treasury Regulations thereunder.

1.07 “Code” means the Internal Revenue Code of 1986, as amended.

1.08 “Deferral” means a portion of a Participant’s Salary or Bonus which is deferred pursuant to Section 3.02 and credited to the Participant’s Account in accordance with Section 3.03.

1.09 “Deferral Election” means each Participant’s written election to defer the receipt of Salary or Bonus in accordance with Section 3.02.

1.10 “Disabled” means suffering from any mental or physical condition, other than use of alcohol or illegal use of drugs or narcotics, which renders a Participant unable to perform substantially all of the duties and services for the Company required of the Participant in a satisfactory manner for 120 consecutive days, or 180 days during any 12-month period.

1.11 “Discretionary Contribution” means an unfunded contribution for the benefit of a Participant, as described in Section 6.

1.12 “Effective Date of the Plan” means January 1, 2006.

1.13 “Investment Funds” means those mutual funds, available through Fidelity Investments, that are designated by the Board from time to time as the investments available to measure adjustments to Accounts, as provided in Section 7.03.

1.14 “Net Profit” means the after tax net income of the Company for a Year, as stated in the Company’s certified financial statements.

1.15 “Net Profit Target” means a threshold amount of Net Profit for a Year, designated by the Board as a Performance Criterion pursuant to Section 4.01.

1.16 “Participant” means an executive employee of the Company who is designated by the Board as a participant in the Plan.

1.17 “Performance Contribution” means an unfunded contribution for the benefit of a Participant, as described in Section 4.

1.18 “Performance Contribution Term” with respect to any Participant means the period beginning on the Effective Date and ending on the earlier of:

- (a) December 31, 2020; or
- (b) December 31st of the third calendar year which begins after the date of such Participant’s Separation from Service; or
- (c) The date on which such Participant
 - (i) is terminated for “Cause”, within the meaning of such Participant’s Employment Agreement with the Company, or

(ii) the date on which the Participant directly or indirectly: (A) (whether as director, officer, consultant, principal, employee, agent or otherwise) engages in or contributes Participant's knowledge and abilities to any business or entity in competition with the Company; or (B) attempts in any manner to solicit from any customer of the Company business of the type performed by the Company or persuade any customer of the Company to cease doing business or reduce the amount of business that such customer has customarily done with the Company.

1.19 "Performance Criteria" means such Net Profit Targets or other organizational criteria, the satisfaction of which is a condition to the Participants' earning Performance Contributions.

1.20 "Plan" means the Plan set forth herein, as it may be amended from time to time in accordance with Section 11.01.

1.21 "Retirement" or "Retire" means any termination of employment with the Company on or after the Effective Date of the Plan.

1.22 "Salary" means the base salary payable to each Participant by the Company.

1.23 "Separation from Service" means, with respect to a Participant, such Participant's death, retirement or other termination of employment with the Company. For purposes of the Plan, such term will be interpreted and applied in a manner consistent with Section 409A of the Code and the Treasury regulations thereunder.

1.24 "Term" means the period of time during which the Plan is in effect, beginning on the Effective Date of the Plan and ending on the effective date of the Plan's termination pursuant to Section 11.01 or 11.02.

1.25 "Year" means each calendar year during the Term of this Plan

2. **Participation.**

2.01 **Commencement.** An employee of the Company will become a Participant in the Plan upon being so designated by the Board, effective as of such date as the Board shall designate (which may be prior to the date of such designation). As of the Effective Date of the Plan, the only two Participants are Richard D. Smith and Richard S. Warzala.

2.02 **Termination of Participation.** Once designated as a Participant, an individual will continue as a Participant until all benefits to which he is entitled under the Plan have been distributed to him.

3. **Deferrals.**

3.01 **Deferral of Salary or Bonus.**

(a) Each Participant may elect to defer receipt of up to 100 percent of the Salary and any Bonus otherwise payable to such Participant for a given Year.

(b) A Participant may defer an item of compensation only to the extent that the Participant is entitled to receive such item of compensation. Upon electing such a Deferral, the Participant will have no further right to such deferred compensation other than as provided under the Plan.

3.02 **Deferral Election.**

(a) To elect to defer Salary or a Bonus, each Participant shall file a Deferral Election, on the Appropriate Form, with the Secretary of the Company in accordance with this Section 3.02.

(b) Except as provided in subsection (e), an election to defer Salary for a Year shall be filed by December 31 of the Year preceding the Year in which the election is to take effect. The election shall be effective with respect to Salary payable for all payroll periods ending in the Year in which it is effective.

(c) Except as provided in subsection (e), an election to defer a Bonus shall be filed before the beginning of the Year during which the performance, on which the Bonus will be based, is measured; provided, however, that if the Board determines that such Bonus constitutes "performance based compensation", within the meaning of Section 409A(4)(B)(iii) of the Code and the Treasury Regulations thereunder, and

that the other applicable requirements of such Regulations are met with respect to such Bonus, such election to defer may be made up until six months before the end of the Year during which the applicable Performance criteria are measured.

(d) A Deferral Election that is made prior to the due date for its filing, as herein provided, may be rescinded, and a new election made, before such due date. If not rescinded, an election to defer shall become irrevocable at the expiration of the time for its filing, except as provided in Section 3.05 (unforeseen emergency).

(e) For the Year in which an employee first becomes a Participant, such Participant may file a Deferral Election with respect to Salary or Bonus paid for services performed after the date such Deferral Election is filed, at any time thirty (30) days after such employee first becomes a Participant.

3.03 Credit to Account. The Company shall credit any Deferral to a "Deferral Sub-Account" of each Participant's Account, as described in Section 7.01, as of the date it would have otherwise been paid to each Participant.

3.04 Vesting. A Participant's interest in his Deferral Sub-Account shall be fully vested at all times.

3.05 Unforeseen Emergency. Upon payment to a Participant pursuant to Section 8.05 on account of an unforeseeable emergency, any Deferral Election such Participant has in effect for the Year of the payment shall automatically terminate.

4. Performance Contributions.

4.01 Basis of Performance Contributions; Performance Criteria.

(a) For each Year during the Performance Contribution Term, the Company will credit Performance Contributions to the Accounts of Participants for a Year if the

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Company achieves the Performance Criteria for such Year, and the other terms of conditions of this Plan are satisfied.

(b) For the first Year of the Plan, the Performance Criteria shall be:

(i) A Net Profit Target, which shall be a threshold amount of Net Profit, equal to a stated return on investment ("ROI"), determined in the manner stated in Schedule 1 hereto; and

(ii) A stated percentage of the excess of (A) the Company's Net Profit for the Year, over (B) the Net Profit Target for such Year, determined in the manner stated in Schedule 1.

(c) For each succeeding Year during the Term, the Board shall designate the applicable Performance Criteria for the Year on or before the ninetieth (90th) day of such Year, or as soon thereafter as is practicable.

4.02 Credit to Account. The Company shall credit any Performance Contributions to a "Performance Contribution Sub-Account" of each Participant's Account, as described in Section 7.01, as of the date on which the amount of such Performance Contribution is determined by the Board.

4.03 Vesting.

(a) A Participant's interest in a Performance Contribution made on his behalf for a Year shall become fully vested if he

(i) is employed by the Company on December 31 of such Year, or

(ii) Retires, dies or becomes Disabled during such Year.

(b) If a Participant Retires, dies or become Disabled during the Year, the Performance Contribution shall nevertheless be computed with respect to the entire Year, and the Participant shall be entitled to receive the entire Performance Contribution for such Year.

5. Benefits Upon a Change of Control.

5.01 Calculation of Change of Control Benefit.

(a) In the event of a Change of Control with respect to the Company which occurs during the Performance Contribution Term, a special benefit will be paid, at the time hereafter provided, to all Participants. Such benefit will be equal to the sum of the following:

(i) An amount equal to a *pro rata* portion of the Performance Contribution that would have been paid to such Participant for the Year in which

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the Change of Control occurs, based on the number of days in such Year which precede the Change of Control; plus

- (ii) An amount determined by multiplying
 - (A) the average of the Performance Contributions for the benefit of such Participant for the preceding three (3) years, or the number of years since the Effective Date of the Plan, if less, by
 - (B) the lesser of (I) three (3), or (II) the number of Years, or fractions thereof, remaining after the date of the Change of Control until December 31, 2020.
- (b) For purposes of computing the portion of special benefit described in clause (i), above:
 - (A) Performance Criteria shall be measured for the period ending on the last day of the month preceding the month that includes the effective date of the Change of Control; and
 - (B) Extraordinary costs arising out of the transactions that constitute the Change of Control shall be disregarded.

5.02 Payment of Change of Control Benefit. The Change of Control Benefit shall be determined by the Board prior to the effective date of the Change of Control, and paid to each Participant on the date of the Change of Control, or as soon thereafter as is reasonably practicable, but in any case within the time prescribed in Section 8.

6. Discretionary Contributions.

6.01 Designation of Eligible Participants and Other Matters.

(a) The Board may, from time to time, allocate additional Discretionary Contributions to one or more Participants, in such amount(s) as the Board shall designate.

(b) No later than the date on which the Board designates the Participant(s) who shall receive such Discretionary Contributions, and the amount thereof, it shall also designate when and how such amounts shall be distributed to the eligible Participants, from among the options stated in Section 8.02.

6.02 Credit to Account. The Company shall credit any Discretionary Contributions to a “Discretionary Contribution Sub-Account” in each Participant’s Account as of the date on which the Board makes the designations described in Section 6.01.

6.03 Vesting. A Participant’s interest in his Discretionary Sub-Account shall be fully vested at all times.

7. Participants’ Accounts.

7.01 Establishment of Accounts and Sub-Accounts.

(a) The Company shall establish an Account for each Participant on the Company’s books to which deferrals and contributions under this Plan shall be credited.

(b) Deferrals pursuant to Section 3, and any adjustments thereto pursuant to Section 7.03, shall be credited to a Deferral Sub-Account within the Account of the Participant who makes such Deferral. Performance Contributions on behalf of a Participant pursuant to Section 4, and any adjustments thereto pursuant to Section 7.03, shall be credited to a Performance Contribution Sub-Account within the Account of such Participant. Discretionary Contributions on behalf of a Participant pursuant to Section 6 and any adjustments thereto pursuant to Section 7.03, shall be credited to a Discretionary Contribution Sub-Account within the Account of such Participant.

7.02 Performance Contributions Subject to Forfeiture.

(a) Until and except to the extent that Performance Contributions become vested in accordance with Section 4.03, the interest of each Participant in his Performance Contribution Sub-Account is contingent only and is subject to forfeiture as provided in Section 4.03.

7.03 Imputed Investment Experience.

(a) Each Participant may designate one or more Investment Funds in which stated portions of such Participant’s Account shall hypothetically be invested, by completing the Appropriate Form and following such procedures as the Board shall designate. Each Participant may allocate his Account or any Sub-Account among different Investment Funds in increments of 10%. Furthermore, each Participant may

change his designation of Investment Funds once every month. The Investment Funds so designated are referred to herein as the "Designated Investment Funds".

(b) Each month during the period of a Participant's participation in the Plan, the Company shall adjust the balance credited to each Participant's Account to reflect the investment performance of the Designated Investment Funds.

7.04 Accounting.

(a) The Company shall, on a periodic basis, deliver to each Participant a written report of the adjusted value of the Participant's Account. The report shall separately show all Deferrals and other contributions with respect to the Account, all

investment returns with respect to each portion of the Account for which the Participant has made an investment designation, and any payments to the Participant.

(b) If the Company has engaged a trustee, custodian, or brokerage firm to hold securities and other property acquired with respect to the Account, an accounting or report by such trustee, custodian, or brokerage firm shall be deemed to be the Company's report for purposes of this Plan, except to the extent the Company may inform the Participants otherwise.

8. Distributions.

8.01 Default Rule. Except as provided in Section 8.04, a Participant's Discretionary Sub-Account and, unless the Participant elects otherwise in accordance with Section 8.02, a Participant's Deferral Sub-Account and Performance Contribution Sub-Account shall be distributed in a lump sum within thirty (30) days after the earliest of the following dates:

- (a) The end of the Performance Contribution Term; or
- (b) The effective date of a Change of Control.

8.02 Election of Time and Form of Payment.

(a) Each Participant may elect to have payment of his Deferral Sub-Account or Performance Contribution Sub-Account made to him in one of the methods described in this Section 8.02 instead of in the method described in Section 8.01, subject to the requirements stated in subsection (b) and in Section 8.03.

- (b) To be effective with respect to any contribution or Deferrals with respect to any Year:
 - (i) An election with respect to a Deferral must be made before the expiration of the time for filing the Participant's Deferral Election, as provided in Section 3.02.
 - (ii) An election with respect to a Performance Contribution must be made at least six months before the end of the Year during which the applicable Performance Criteria are measured.
- (c) The optional methods are as follows:
 - (i) Monthly installments over a period of three (3) years, beginning on such date as is designated in the Participant's election, subject to the provisions of Section 8.03.

8.03 Changes to Payment Method. A Participant's election to revoke the default payment method of Section 8.01 and to elect another payment method under Section 8.02, or to change the payment method elected under Section 8.02, shall be subject to the following restrictions:

- (a) The election to revoke or change shall not take effect until twelve (12) months after the date it is made.
- (b) Except in the case of an election under Section 8.05 (unforeseeable emergency), the election to revoke or change may not provide for payment sooner than five (5) years from the date payment would otherwise have been made or begun.
- (c) An election to revoke or change with respect to payments scheduled to be made or begin at a time specified by each Participant may not be made less than 12 months before the time originally specified for payment to be made or begin.

(d) For the purposes of this Section 8.03, a series of installment payments shall be considered a single payment.

8.04 Payment on Death.

(a) Upon a Participant's death before the termination of his employment with the Company, the Company shall pay the balance of the Account to each Participant's Beneficiary or estate, within thirty (30) days after the date of his death.

(b) Upon a Participant's death after the termination of his employment with the Company, the Company shall pay any balance of the Account to such Participant's Beneficiary or estate, as provided in subsection (c), in the method in effect under Section 8.01 or 8.02, as applicable.

(c) Each Participant may designate one or more primary and contingent Beneficiaries to receive any amounts payable under this Plan on his death. The designation of Beneficiary shall be in writing, shall be made on the Appropriate Form, shall not be effective unless filed with the Secretary of the Company before the Participant's death, and may be changed or revoked at any time without notice to any beneficiary by the Participant's filing of a subsequent designation with the Secretary of the Company. If a Participant designates more than one Beneficiary, each shall share equally unless such Participant specifies a different allocation or preference. If any Participant fails to designate a Beneficiary, or should no designated Beneficiary survive him or be in existence after the Participant's death, payment shall be made to such Participant's estate.

(d) If a Beneficiary (who is a natural person) entitled to payment should die after a Participant's death but before receiving payment of the entire amount payable to him, the balance of any amounts payable shall be paid when due to the surviving Beneficiary or Beneficiaries designated by such Participant in accordance with such Participant's designation. If there should be no designated Beneficiaries surviving or in existence on the date of such Beneficiary's death, the balance of such payments shall be paid when due to the executor or administrator of the last Beneficiary to die.

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8.05 Unforeseeable Emergency.

(a) A Participant or his Beneficiary may, in the case of an unforeseeable emergency (as defined in subsection (b)), elect and shall be entitled to payment of an amount credited to such Participant's Account subject to the following conditions:

(b) The amount payable shall not exceed the amount reasonably necessary to satisfy the emergency need (which may include amounts necessary to pay any Federal, State, or local income taxes or penalties reasonably anticipated to result from the payment), taking into account the termination of any Deferral Elections pursuant to Section 3.05.

(c) The Company shall not pay any amount on account of an unforeseeable emergency to the extent the emergency is or may be relieved through reimbursement or compensation from insurance or otherwise; or by liquidation of each Participant's or the beneficiary's assets, to the extent the liquidation of such assets would not cause severe financial hardship; or by cessation of Deferrals under this Plan.

(d) For purposes of this Plan, "unforeseeable emergency" means a severe financial hardship of each Participant or his beneficiary resulting from an illness or accident of each Participant or beneficiary or each Participant or beneficiary's spouse or dependent (as defined in section 152(a) of the Code); loss of each Participant's or beneficiary's property due to casualty; or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of each Participant or beneficiary. The Company shall, in its discretion, determine whether each Participant or beneficiary is faced with an unforeseeable emergency permitting a distribution under this Section 8.05. In doing so, the Company shall refer to the definition of "unforeseeable emergency" set forth in Treasury Regulations under Section 409A of the Code, and shall base its determination on such definition and the relevant facts and circumstances of each case.

8.06 Taxes. Payments under this Plan shall be subject to any applicable tax withholding as required under Federal, State, and local law.

9. Source of Payments

9.01 Unsecured Creditor. Nothing contained in this Plan shall create a trust or create a fiduciary relationship of any kind between the Company and each Participant. To the extent that any person acquires a right to receive payments from the Company under this Plan, such right shall be no greater than the right of any unsecured general creditor of the Company.

9.02 Unfunded. The Company and each Participant acknowledge it is their intent and they agree that for purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended, and for purposes of the Code, and for all other purposes, this Plan constitutes an unfunded arrangement maintained for the purpose of providing deferred compensation for an individual who is a member of a select group of management or highly compensated employees.

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10. Prohibition Against Assignment.

10.01 No Assignment. Except to the extent required by law, the right of each Participant or any beneficiary to payment of each Participant's interest in his Account shall not be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment, or garnishment by creditors of each Participant or beneficiary.

11. Amendment and Termination.

11.01 Action by Company. The Company may amend or terminate this Plan at any time by resolution of the Board of Directors, but no such amendment or termination shall adversely affect each Participant's rights with respect to the amounts previously credited to his Account.

11.02 Liquidation. This Plan shall terminate automatically upon the liquidation or dissolution of the Company. Subject to Section 10.03, payment of each Participant's Account shall be made to him or, if each Participant is deceased, his beneficiary, in a lump sum as soon as practicable following such liquidation or dissolution.

11.03 Conformance to Section 409A. Notwithstanding any contrary provision of this Section 11 or Section 8:

(a) If the termination of a Participant's employment with the Company does not qualify as a separation from service, as that term is used under Section 409A of the Code, and such Participant is not disabled, as that term is defined under Section 409A of the Code, then payment under Section 8.01 or 8.02 shall not be made or begin before the relevant time has elapsed after each Participant's separation from service with the Company.

(b) The time or schedule of any payment under this Plan may not be accelerated except as otherwise provided in this Plan and then only to the extent such acceleration would not cause this Plan to fail to meet the requirements of section 409A of the Internal Revenue Code.

11.04 Intent To Defer Tax The Company and each Participant intend that this Plan meet the requirements of Section 409A of the Code for the deferral (until payment) of the income taxation of the compensation deferrable under this Plan, and this Plan shall be construed accordingly. To the extent this Plan is more restrictive than necessary to meet the requirements of Section 409A of the Code, the Company reserves the right to amend this Plan, provided such amendment would not cause the Plan to fail to meet those requirements.

12. Miscellaneous.

12.01 No Contract of Employment. Nothing contained in this Plan shall be deemed to create a contract of continuing employment between the Company and each Participant.

12.02 Administration. The Board shall administer this Plan in accordance with the Plan's terms and shall have full power and authority necessary or appropriate for carrying out

its duties. The Board shall have the full power to establish any rules and procedures it finds appropriate for the administration of this Plan. The Board may correct any defect or reconcile any inconsistency in the Plan to the extent the Board finds it necessary to carry out the purposes of the Plan. The Board shall have full power and authority to interpret the Plan and to decide all matters arising in connection with the administration of the Plan. In exercising its power and authority, the Board shall have complete discretion and its determinations shall be final.

12.03 Participant Responsible for Investment Designations. Neither the Company nor the Board shall have any duty to question any investment designations of a Participant or to make recommendations to any Participant with respect to investment designations. Neither the Company nor the Board shall be liable for any reduction in the amount credited to a Participant's Account that is the result of each Participant's investment designations or a failure of each Participant to make or change an investment designation.

Notwithstanding any other provision of this Plan, a Participant's investment designation shall not be given effect if the Board in its discretion determines that such an investment would be unlawful or impracticable if actually made by the Company.

12.04 Investment Designations upon Death, Incapacity, or Disability. The provisions of this Section 12.04 shall apply notwithstanding any contrary provisions of the Plan.

(a) Upon a Participant's death, such Participant's Beneficiary or Beneficiaries to the extent of their interests, or, if each Participant fails to designate a Beneficiary or no Beneficiary survives him, the executor or administrator of each Participant's estate, shall succeed to each Participant's right to make investment designations with respect to the Account, and all references to each Participant in Section 7.03 and Section 12.03 shall be interpreted as references to the Beneficiary, Beneficiaries, executor, or administrator, as appropriate.

(b) If, in the Board's opinion, each Participant or a Beneficiary entitled to make investment designations under this Plan is under a legal disability or incapacitated in any way so as to be unable to manage his financial affairs, and if the Board determines that a legal representative of each Participant or his beneficiary is authorized to make such designations on behalf of each Participant or his Beneficiary, then such legal representative shall be considered the each Participant or beneficiary for all purposes of Section 7.03 and Section 12.03.

(c) If, in the situation described in paragraph (b) (involving each Participant's legal disability or incapacity), the Board determines that no legal representative is authorized to make such designations on behalf of each Participant or his beneficiary, then neither the Board nor the Company shall be under any obligation to take any action with respect to the investment designations in effect with respect to the Account. However, in such a situation, the Board may, from time to time, in its discretion, make investment designations on each Participant's behalf, but only from among Investment Funds substantially all of the assets of which are certificates of deposit or interest bearing accounts in banks, savings banks, or savings and loan

associations; obligations of the United States government and obligations guaranteed as to principal and interest by the United States government; obligations of a state, a territory, or a possession of the United States, or of any political subdivision of any of the foregoing, or of the District of Columbia, and cash deposit accounts. Neither the Board, the Company, nor any trustee shall be liable to each Participant, his beneficiary, or his estate for taking no action with respect to investment designations in effect with respect to the Account or for taking the action described in the preceding sentence.

12.05 Waivers. No provision of this Plan may be modified, waived, or discharged except by an instrument in writing executed by each Participant and an authorized officer of the Company. A waiver by either party of any breach of, or compliance with, any condition or provision of this Plan shall not be deemed a waiver of similar or dissimilar provisions or conditions at the same or any prior or subsequent time. No agreements or representations, oral or otherwise, with respect to the subject matter of this Plan have been made by either party that are not expressly set forth in this Plan.

12.06 Construction. The validity, interpretation, construction, and performance of this Plan shall be governed by the internal laws of the State of Colorado, without regard to the principles of conflicts of law.

12.07 Enforceability. The invalidity or unenforceability of any provision of this Plan shall not affect the validity of any other provision of this Plan, which shall remain in full force and effect.

12.08 Successors. This Plan shall be binding on and inure to the benefit of the Company, its successors and assigns, each Participant, and each Participant's heirs, executors, administrators, and legal representatives.

Schedule 1 **Determination of Performance Criteria**

For 2006, the Performance Contribution will be based on a Net Profit Target equivalent to an 8% return on investment, with the investment used for such determination being shareholders' equity at the beginning of the year adjusted for the issuance of any Company stock during the year.

If the Company's net profit for 2006 exceeds this Net Profit Target amount, 25% of the excess shall be allocated evenly to Richard D. Smith and Richard S. Warzala.

**FIRST AMENDMENT
TO THE
ALLIED MOTION TECHNOLOGIES INC. DEFERRED COMPENSATION PLAN**

WHEREAS, Allied Motion Technologies Inc. (the "Company") has reserved the right to amend the Allied Motion Technologies Inc. Deferred Compensation Plan (the "Plan") at any time by action of its Board of Directors; and

WHEREAS, this amendment has been authorized by the Board of Directors of the Company;

NOW, THEREFORE, the Company hereby amends the Plan as follows, effective as of the dates specified herein:

I. Effective as of the Effective Date of the Plan, Section 1.13 of the Plan is hereby amended to read as follows:

1.13 "Investment Funds" means those mutual funds that are designated by the Board from time to time as the investments available to measure adjustments to Accounts, as provided in Section 7.03.

II. Effective as of August 2, 2006, a new Section 1.13A is added to the Plan, as follows:

1.13A The Company shall be considered to be "Insolvent" for purposes of the Plan if (i) the Company is unable to pay its debts as they become due, or (ii) the Company is subject to a pending proceeding as a debtor under the United States Bankruptcy Code.

III. Effective as of August 2, 2006, a new Section 9.03 is added to the Plan, as follows

9.03 Company Obligation to Establish Trust.

(a) Notwithstanding the foregoing provisions of this Section 9, upon the occurrence of any event described in subsection (b), the Company shall, as soon as practicable, but in any case within sixty (60) days after notice of such event is delivered to the Company by any Participant as provided herein:

(i) establish an irrevocable "rabbi trust", within the meaning of IRS Revenue Procedure 92-64, or any comparable provision of law then in effect,

under this Plan, which trust shall include a separate account for each Participant; and

(ii) contribute to such trust such principal amount, in cash, as shall be sufficient to fully fund all benefits of all Participants under the Plan which have theretofore accrued.

Thereafter, each Year the Company shall (A) contribute to such trust such additional amount as shall be required such that, after such contribution, the assets in the trust shall be sufficient to fully fund all benefits under the Plan which have theretofore accrued, and (B) cause the trustee to deliver periodic reports to all Participants (not less frequently than annually) with respect to the assets, gains and losses of the Participant's account under the trust.

(b) The events referred to in subsection (a) are as follows:

(i) A "Change of Control" with respect to the Company;

(ii) The Company's becoming Insolvent; or

(iii) Any Participant's delivery of a written notice to the Company requesting that the Company establish a rabbi trust as provided herein.

IV. Effective as of August 2, 2006, a new Section 12.08 is added to the Plan, as follows:

12.08 Notices. All notices and other communications required or permitted to be given under the Plan shall be in writing and shall be deemed to have been duly given if (a) delivered personally, (b) sent by next-day or overnight mail or delivery, or (c) sent by fax, as follows:

(a) If to the Company to:

Allied Motion Technologies Inc.
Suite 150
23 Inverness Way East
Englewood, CO 80112
Fax: (303) 799-8521
Attention: Secretary

(b) If to any Participant, to the address or fax number of such Participant most recently provided to the Company by the Participant.

IN WITNESS WHEREOF, the Company has caused this First Amendment to be executed this 2nd day of August, 2006.

ALLIED MOTION TECHNOLOGIES INC.

By: /s/ Susan M. Chiaromonte
Secretary and Treasurer

LIST OF SUBSIDIARIES

Computer Optical Products, Inc., COPI, a Colorado Corporation

Emoteq Corporation, a Colorado Corporation

Motor Products Corporation, a Delaware Corporation

Stature Electric, Inc., a Pennsylvania Corporation

Precision Motor Technology B.V., Premotec, incorporated in The Netherlands

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Allied Motion Technologies Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 33-44997, 333-21337, 333-55344 and 333-122281) on Form S-8 and in the registration statement (No.333-119090) on Form S-3 of Allied Motion Technologies Inc. of our report dated March 19, 2007 , with respect to the consolidated balance sheets of Allied Motion Technologies Inc. and subsidiaries as of December 31, 2006 and the related consolidated statements of operations, stockholders' investment and comprehensive income and cash flows for the year then ended and the related financial statement schedule, which report appears in the December 31, 2006 annual report on Form 10-K of Allied Motion Technologies Inc.

Ehrhardt Keefe Steiner & Hottman PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of
Allied Motion Technologies Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 33-44997, 333-21337, 333-55344, and 333-122281) on Form S-8 and in the registration statement (No. 333-119090) on Form S-3 of Allied Motion Technologies Inc. of our report dated March 20, 2006, with respect to the consolidated balance sheets of Allied Motion Technologies Inc. and subsidiaries as of December 31, 2005, and the related consolidated statements of operations, stockholders' investment and comprehensive income and cash flows for the years ended December 31, 2005 and 2004, and the related financial statement schedule, which report appears in the December 31, 2006 annual report on Form 10-K of Allied Motion Technologies Inc.

KPMG LLP

Denver, Colorado
March 20, 2007

CERTIFICATION

I, Richard D. Smith, certify that:

1. I have reviewed this annual report on Form 10-K of Allied Motion Technologies Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am 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) Omitted;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. 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 registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 15, 2007

/s/ Richard D. Smith

Richard D. Smith
Chief Executive Officer,
Chief Financial Officer and Director

Certification of Periodic Financial Reports
Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Allied Motion Technologies Inc. (the "Company") certifies to his knowledge that:

- (1) The Annual Report on Form 10-K of the Company for the year ended December 31, 2004 fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in that Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 15, 2007

/s/ Richard D. Smith
Richard D. Smith
Chief Executive Officer,
Chief Financial Officer and Director
