

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

**FORM 10-Q**

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

For the Quarterly Period Ended  
**March 31, 2006**

Commission File Number  
**0-17187**

**LOGIC Devices Incorporated**  
(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**94-2893789**  
(I.R.S. Employer  
Identification Number)

**395 West Java Drive, Sunnyvale, California 94089**  
(Address of principal executive offices)  
(Zip Code)

**(408) 542-5400**  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. 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 whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).  
Yes  No

Indicate the number of shares outstanding of the issuer's classes of common stock, as of the latest practicable date. On April 21, 2006, 6,753,188 shares of Common Stock, without par value, were issued and outstanding.

# LOGIC Devices Incorporated

## INDEX

	<u>Page Number</u>
Part I. Financial Information	
Item 1. Financial Statements	
Condensed Balance Sheets as of March 31, 2006 and September 30, 2005	3
Condensed Statements of Operations for the quarters ended March 31, 2006 and 2005	4
Condensed Statements of Operations for the six months ended March 31, 2006 and 2005	5
Condensed Statements of Cash Flows for the six months ended March 31, 2006 and 2005	6
Notes to Condensed Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	9
Item 3. Quantitative and Qualitative Disclosures about Market Risk	11
Item 4. Controls and Procedures	12
Part II. Other Information	12
Item 1. Legal Proceedings	12
Item 4. Submission of Matters to a Vote of Security Holders	12
Item 6. Exhibits	13
Signatures	14

## Part I – Financial Information

### Item 1. Financial Statements

#### Condensed Balance Sheets

	March 31, 2006 (unaudited)	September 30, 2005
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,688,100	\$ 1,292,900
Accounts receivable, net of no allowance for doubtful accounts	642,900	734,900
Inventories	5,040,900	5,626,400
Prepaid expenses and other current assets	279,400	210,700
Total current assets	7,651,300	7,864,900
Property and equipment, net	1,128,700	1,163,400
Other assets, net	610,200	519,100
	\$ 9,390,200	\$ 9,547,400
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 31,300	\$ 207,000
Accrued payroll and vacation	70,700	61,500
Accrued commissions	-	7,100
Other accrued expenses	12,000	-
Total current liabilities	114,000	275,600
Deferred rent	26,700	33,800
Total liabilities	140,700	309,400
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 1,000,000 shares authorized; 5,000 designated as Series A; 0 shares issued and outstanding	-	-
Common stock, no par value; 10,000,000 shares authorized 6,753,188 shares issued and outstanding	18,447,500	18,447,500
Additional paid-in capital	114,000	100,000
Accumulated deficit	(9,312,000)	(9,309,500)
Total shareholders' equity	9,249,500	9,238,000
	\$ 9,390,200	\$ 9,547,400

*See accompanying Notes to Condensed Financial Statements.*

## Condensed Statements of Operations

(unaudited)

	For the quarter ended:	
	March 31, 2006	March 31, 2005
Net revenues	\$ 1,048,100	\$ 831,000
Cost of revenues	<u>475,000</u>	<u>362,800</u>
Gross margin	<u>573,100</u>	<u>468,200</u>
Operating expenses:		
Research and development	213,400	187,900
Selling, general, and administrative	<u>377,400</u>	<u>356,900</u>
Total operating expenses	<u>590,800</u>	<u>544,800</u>
Loss from operations	(17,700)	(76,600)
Other income, net	<u>6,300</u>	<u>5,000</u>
Loss before provision for income taxes	(11,400)	(71,600)
Provision for income taxes	<u>-</u>	<u>-</u>
Net loss	<u>\$ (11,400)</u>	<u>\$ (71,600)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Basic and diluted weighted average common shares outstanding	<u>6,753,188</u>	<u>6,749,855</u>

*See accompanying Notes to Condensed Financial Statements.*

## Condensed Statements of Operations

(unaudited)

	For the six months ended:	
	March 31, 2006	March 31, 2005
Net revenues	\$ 2,148,100	\$ 1,831,900
Cost of revenues	<u>1,129,500</u>	<u>1,081,100</u>
Gross margin	<u>1,019,400</u>	<u>750,800</u>
Operating expenses:		
Research and development	352,900	396,800
Selling, general, and administrative	<u>681,100</u>	<u>683,000</u>
Total operating expenses	<u>1,034,000</u>	<u>1,079,800</u>
Loss from operations	(14,600)	(329,000)
Other income, net	<u>12,900</u>	<u>9,700</u>
Loss before provision for income taxes	(1,700)	(319,300)
Provision for income taxes	<u>800</u>	<u>800</u>
Net loss	<u>\$ (2,500)</u>	<u>\$ (320,100)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.05)</u>
Basic and diluted weighted average common share outstanding	<u>6,753,188</u>	<u>6,746,521</u>

*See accompanying Notes to Condensed Financial Statements.*

## Condensed Statements of Cash Flows

(unaudited)

	For the six months ended:	
	March 31, 2006	March 31, 2005
Cash flows from operating activities:		
Net loss	\$ (2,500)	\$ (320,100)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	126,300	127,300
Inventory reserve	250,000	-
Loss on disposal of capital equipment	3,500	-
Deferred rent	(7,100)	(3,300)
Stock-based compensation	14,000	-
Change in operating assets and liabilities:		
Accounts receivable	92,000	16,700
Inventories	335,500	388,900
Prepaid expenses and other current assets	(68,700)	(101,900)
Accounts payable	(175,700)	(70,800)
Accrued payroll and vacation	9,200	(5,400)
Accrued commissions	(7,100)	(2,600)
Other accrued expenses	12,000	15,400
Net cash provided by operating activities	581,400	44,200
Cash flows from investing activities:		
Capital expenditures	(95,100)	(357,100)
Other assets	(91,100)	(103,200)
Net cash used in investing activities	(186,200)	(460,300)
Cash flows from financing activities:		
Proceeds from exercise of common stock options	-	11,000
Net cash provided by financing activities:	-	11,000
Net increase (decrease) in cash and cash equivalents	395,200	(405,100)
Cash and cash equivalents, beginning of period	1,292,900	1,788,900
Cash and cash equivalents, end of period	\$ 1,688,100	\$ 1,383,800

*See accompanying Notes to Condensed Financial Statements.*

**LOGIC Devices Incorporated**  
**Notes to Condensed Financial Statements**

(unaudited)

**1. Basis of Presentation**

The accompanying unaudited interim financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the financial position, results of operations, and cash flows of the Company for the periods indicated.

The accompanying unaudited interim financial statements have been prepared in accordance with the instructions for Form 10-Q, and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, and cash flows for the Company, in conformity with accounting principles generally accepted in the United States of America. The Company has filed audited financial statements that include all information and footnotes necessary for such a presentation of the financial position, results of operations, and cash flows for the fiscal years ended September 30, 2005 and 2004, with the Securities and Exchange Commission. It is suggested that the accompanying unaudited interim financial statements be read in conjunction with the aforementioned audited financial statements. In the opinion of management, the unaudited interim financial statements reflect all adjustments (consisting of normal and recurring accruals) necessary to make the results of operations for the interim periods a fair statement of such operations. The results of operations for the interim period ended March 31, 2006 are not necessarily indicative of the results to be expected for the full fiscal year to end September 30, 2006.

**2. Inventories**

A summary of inventories follows:

	<i>March 31, 2006</i>	<i>September 30, 2005</i>
Raw materials	\$ 621,600	\$ 776,400
Work-in-process	2,228,100	2,192,100
Finished goods	2,191,200	2,657,900
	\$ 5,040,900	\$ 5,626,400

**3. Shareholders' Equity**

The Company issues common stock options to its employees, certain consultants, and certain of its board members. During fiscal 2006, the Company adopted Financial Accounting Standards Board ("FASB") Statement No. 123 (revised 2004) ("FAS 123 (R)"), *Share-Based Payments*. FAS 123 (R) requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments, such as stock options granted to employees. The Company elected to apply FAS 123 (R) on a modified prospective method. Under this method, the Company is required to record compensation expense for newly granted options and (as previous awards continue to vest) for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Additionally, the financial statements for the prior interim periods and fiscal year do not reflect any adjusted amounts.

Prior to the adoption of FAS 123 (R), the Company accounted for stock options under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations. In accordance with FASB Statement No. 148, *Accounting for Stock-Based Compensation – Transition and Disclosure, an Amendment of FASB Statement No. 123*, the following table illustrates the effect on net loss and net loss per common share had the Company applied the fair value recognition provisions of Statement No. 123, *Accounting for Stock-Based Compensation*, to stock-based compensation as of March 31, 2005:

	<i>Quarter Ended</i>	<i>Six Months Ended</i>
Net loss, as reported	\$ (71,600)	\$ (320,100)
SFAS No. 123 expense	24,100	24,100
Pro forma net loss	<u>\$ (95,700)</u>	<u>\$ (344,200)</u>
Basic and diluted net loss per share, as reported	<u>\$ (0.01)</u>	<u>\$ (0.05)</u>
Basic and diluted net loss per share, pro forma	<u>\$ (0.01)</u>	<u>\$ (0.05)</u>

#### 4. Loss Per Share

Basic loss per share is calculated by dividing net loss by the weighted average common shares outstanding during the period. Diluted loss per share reflects the net incremental shares that would be issued if dilutive outstanding stock options were exercised, using the treasury stock method. In the case of a net loss, no incremental shares would be issued because they are antidilutive. Stock options with exercise prices above the average market price during the period are also antidilutive.

No stock options were included in the computation of diluted loss per share for the quarter and six months ended March 31, 2006 and 2005 because the Company incurred a net loss.

#### 5. Income Taxes

Future tax benefits are subject to a valuation allowance when management is unable to conclude that its deferred income tax assets will more likely than not be realized from the results of operations. The ultimate realization of deferred income tax assets is dependent upon generation of future taxable income during the periods in which those temporary differences become deductible. Management considers projected future taxable income and tax planning strategies in making this assessment. Based on historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets become deductible, management believes it more likely than not that the Company will not realize benefits of these deductible differences as of March 31, 2006. Management has, therefore, established a valuation allowance against its net deferred tax assets as of March 31, 2006.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Reported financial results may not be indicative of the financial results of future periods. All non-historical information contained in the following discussion constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as “anticipates, appears, expects, intends, hopes, plans, believes, seeks, estimates, may, will,” and variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve a number of risks and uncertainties, including but not limited to operating results, new product introductions and sales, competitive conditions, customer demand, capital expenditures and resources, manufacturing capacity utilization, and intellectual property claims and defense. Factors that could cause actual results to differ materially are included in, but not limited to, those identified in "Item 1A – Risk Factors" in the Annual Report on Form 10-K for the Company's fiscal year ended September 30, 2005 and in any Quarterly Report on Form 10-Q for a prior quarter in the Company's fiscal year ending September 30, 2006 and in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such Annual Report on Form 10-K and in this Quarterly Report on Form 10-Q. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may reflect events or circumstances after the date of this report.

### Liquidity and Capital Resources

#### *Cash Flows*

Although the Company had a net loss of \$2,500 for the six months ended March 31, 2006, it produced net cash of \$581,400 from operations during the period. The Company used \$175,700 to reduce accounts payable, while it generated \$335,500 from the reduction of its inventories. The Company used \$91,100 for capitalized software development costs. The Company also received a property tax refund of \$45,000 during the six months ended March 31, 2006.

While the Company had a net loss of \$320,100 for the six months ended March 31, 2005, it produced net cash of \$44,200 from operations during this period. The Company used \$172,700 to increase prepaid expenses and reduce accounts payable, and it generated \$388,900 from the reduction of inventories. The Company used \$460,300 on capital expenditures, mainly for the production of its new products, including \$305,200 on the purchase of engineering design software. The Company used \$103,200 for capitalized software development costs. The Company received \$11,000 from the exercise of common stock options by a director.

#### *Working Capital*

Historically, due to order scheduling by our customers, up to 80% of the Company's quarterly revenues are often shipped in the last month of the fiscal quarter, so a large portion of the shipments included in quarter-end accounts receivable are not yet due per the Company's net 30-day terms. As a result, quarter-end accounts receivable balances are often at their highest point for the respective period.

Our investment in inventories has been significant and will continue to be significant in the future. However, during the past few years, we have been able to reduce our levels of inventories as we shift from more competitive second source products to proprietary sole source products. We seek to further streamline our inventories as we continue to shift to sole source proprietary products. Although high levels of inventory impact liquidity, the Company believes these costs are a less costly alternative to owning a wafer fabrication facility.

During fiscal 2005, the Company reduced its inventory by 11%, or \$810,700, and during the six months ended March 31, 2006, the Company reduced its inventory by an additional 6%, or \$335,500. The Company expects to continue its efforts to reduce inventory during fiscal 2006 and in future periods. The Company establishes reserves through periodic reviews of inventory on-hand, including lower-of-cost-or-market and excess analyses. For example, if a product type has unit costs higher than the average selling price or has more on-hand than it has sold or expects to sell, the Company provides a reserve. The Company believes its current reserve (approximately 28% of total gross inventories) provides a reasonable estimate of the recoverability of inventories. The Company also takes physical inventory write-downs for obsolete and slow-moving items when deemed necessary.

#### *Expected Future Operating and Capital Needs*

The Company will continue to evaluate future debt and equity financing opportunities; however, it feels the cost reductions implemented in the past few years have resulted in sufficient cash flow generated from operations to provide an adequate base of liquidity to fund future operating and capital needs. The Company's belief is based on the fact that, as of April 21, 2006, it held approximately \$1.7 million in cash and cash equivalents. The Company believes it can cover its cash operating expenses using future revenues, while saving current cash reserves for future capital expenditures, such as mask tooling for new products. At current resource levels, the Company does not anticipate being able to take advantage of all the new product development opportunities it has identified. However, as it considers product development critical to its future success, the Company anticipates its research and development expenditures will continue to be a significant portion of its operating expenses.

#### *New Accounting Pronouncements*

In June 2005, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 154, *Accounting Changes and Error Corrections*, a replacement of APB Opinion No. 20, *Accounting Changes*, and SFAS No. 3, *Reporting Accounting Changes in Interim Financial Statements*, (SFAS 154). SFAS 154 changes the requirements for the accounting for and reporting of a change in accounting principle. Previously, most voluntary changes in accounting principles required recognition of a cumulative effect adjustment within net income of the period of the change. SFAS 154 requires retrospective application to prior periods' financial statements, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 is effective for accounting changes made in fiscal years beginning after December 15, 2005; however, it does not change the transition provisions of any existing accounting pronouncements. We do not believe adoption of SFAS 154 will have a material effect on our financial position, results of operations, or cash flows.

## Results of Operations

### *Revenues*

The Company's net revenues for the quarter and six-month period ended March 31, 2006 increased by \$217,100 or 26% and 316,200 or 17%, respectively, compared to the same periods of fiscal 2005. This increase is due to certain customers returning to their past order quantity rates after a slowdown in fiscal 2005. Due to shortages of finished goods inventory, the Company was unable to ship approximately \$330,000 of its revenue backlog as of March 31, 2006. There were no shortages in the same period of fiscal 2005.

### *Expenses*

The cost of revenues for the quarter and six-month period ended March 31, 2006 increased by \$112,200 or 31% and \$48,400 or 4%, respectively, compared to the same periods of fiscal 2005. This quarterly and six-month increase was the result of the increase in revenues. The cost of revenues did not increase as much as the revenues in the six-month period because 22% of the fiscal 2006 period's revenues were from items previously written-down to zero, compared to only 13% in the same period of fiscal 2005, which was partially offset by an increase to the inventory reserve of \$250,000 for slow-moving and potentially excess items.

Research and development (R&D) expenditures for the quarter ended March 31, 2006 increased by \$25,500 or 14% compared to the same quarter of fiscal 2005. This increase is mainly the result of expensing software development costs that were capitalized in fiscal 2005. R&D expenditures for the six months ended March 31, 2006 decreased by \$43,900 or 11% compared to the same period of fiscal 2005. The decrease is mainly due to a reduction in staffing. New product development remains the primary focus for the Company.

Selling, general, and administrative (SG&A) expenditures for the quarter ended March 31, 2006 increased by \$20,500 or 6% compared to the same quarter of fiscal 2005. This increase resulted from an increase in legal fees, the recording of stock-based compensation, and increases in outside consulting. However, for the six months ended March 31, 2006, SG&A expenditures decreased by \$1,900 or 0.3% compared to the same period of fiscal 2005 due to general cost cutting efforts.

As a result of the increase in the gross margin, the Company's loss from operations for the quarter and six-month period decreased \$58,900 or 77% and \$314,400 or 96% compared to the same periods of fiscal 2005.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company conducts all of its transactions, including those with foreign suppliers and customers, in U.S. dollars. It is therefore not directly subject to the risks of foreign currency fluctuations and does not hedge or otherwise deal in currency instruments in an attempt to minimize such risks. Demand from foreign customers and the ability or willingness of foreign suppliers to perform their obligations to the Company may be affected by the relative change in value of such customer or supplier's domestic currency to the value of the U.S. dollar. Furthermore, changes in the relative value of the U.S. dollar may change the price of the Company's prices relative to the prices of its foreign competitors. The Company also does not hold any market risk sensitive instruments that are not considered cash under accounting principles generally accepted in the United States of America.

Item 4. Controls and Procedures

Based upon an evaluation as of March 31, 2006, the Company's President and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's quarter ended March 31, 2006 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Part II – OTHER INFORMATION**

Item 1. Legal Proceedings

From time to time, the Company receives demands from various parties asserting patent claims. These demands are often not based on any specific knowledge of the Company's products or operations. Because of the uncertainties inherent in litigation, the outcome of any such claim, including simply the cost of a successful defense against such a claim, could have a material adverse impact on the Company.

In June 2005, the Company was contacted by Scanner Technologies Corporation (Scanner), the owner of certain patents. Scanner accused the Company of infringing certain of their patents. Scanner has not filed suit, but has urged the Company to enter into a licensing agreement in order to avoid litigation. The Company understands a similar demand has been made upon other manufacturers of integrated circuits. Should Scanner file suit, the Company would vigorously defend itself in this matter. However, because of the inherent uncertainties of litigation, the outcome of this action could be unfavorable, in which event, the Company might be required to pay damages and other expenses, which could have a material adverse effect on the Company's financial position and results of operations. In addition, the Company could be required to alter certain of its production processes or products as a result of this matter.

Item 1A. Risk Factors

There are no material changes to the risk factors disclosed in the Form 10-K filed for the fiscal year ended September 30, 2005.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

At 11:00 a.m. on March 9, 2006, the Company held its Annual Meeting of Shareholders at its headquarters, located at 395 West Java Drive, Sunnyvale, California 94089. There were 6,356,842 shares present or represented by proxy at the meeting, representing a quorum. The one item of business to be voted on during the meeting was the election of five directors.

Shareholders are permitted to vote cumulatively in the election of directors, which allows each shareholder to cast a number of votes equal to the number of directors to be elected multiplied by the number of shares owned, and to distribute such votes among the candidates in such proportion as such shareholder may determine. In order to vote cumulatively, a shareholder must give notice of this intention by proxy or at the meeting. The votes for each nominee, listed alphabetically, are as set forth in the following table:

	<u>FOR</u>	<u>WITHHELD</u>
Brian P. Cardozo	6,258,324	98,518
Howard L. Farkas	6,256,924	99,918
Albert Morrison Jr.	5,477,210	879,632
Steven R. Settles	6,260,524	96,318
William J. Volz	6,259,624	91,018

As a result of the vote, all nominees were elected as directors at the meeting.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The Index to Exhibits appears as Page 15 of this report.

## SIGNATURES

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

LOGIC Devices Incorporated  
(Registrant)

Date: April 21, 2006

By: /s/ William J. Volz  
William J. Volz  
President and Principal Executive Officer

Date: April 21, 2006

By: /s/ Kimiko Milheim  
Kimiko Milheim  
Chief Financial Officer and Principal Financial  
and Accounting Officer

## INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Articles of Incorporation, as amended in 1988. [3.1] (1)
3.2	Bylaws, as amended in 1988. [3.1] (1)
10.1	Real Estate lease regarding Registrant's Sunnyvale, California facilities. [10.2] (2)
10.2	LOGIC Devices Incorporated 1996 Stock Incentive Plan. [99.1] (3)
10.3	Amended and Restated LOGIC Devices Incorporated 1998 Director Stock Incentive Plan, as amended. [10.3] (4)
10.4	Rights Agreement, dated April 30, 1997. [1] (5)
10.5	Registration Rights Agreement dated October 3, 1998 between William J. Volz, BRT Partnership, and Registrant. [10.19] (6)
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
32.1	Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
<hr/>	
[ ]	Exhibits so marked have been previously filed with the Securities and Exchange Commission (SEC) as exhibits to the filings shown below under the exhibit numbers indicated following the respective document description and are incorporated herein by reference.
(1)	Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2004, as filed with the SEC on January 26, 2005.
(2)	Annual Report on Form 10-K for the fiscal year ended September 29, 2002, as filed with the SEC on December 10, 2002.
(3)	Registration Statement on Form S-8, as filed with the SEC on August 17, 1997 [Registration No. 333-32819].
(4)	Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004, as filed with the SEC on May 12, 2004.
(5)	Registration Statement on Form 8-A, as filed with the SEC on May 5, 1997 [Registration No. 000-17187].
(6)	Annual Report on Form 10-K for the transition period from January 1, 1998 to September 30, 1998, as filed with the SEC on January 13, 1999.

## Certification

I, William J. Volz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange 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 is made known to us by others, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that 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: April 21, 2006

/s/ William J. Volz

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William J. Volz

President and Principal Executive Officer

## Certification

I, Kimiko Milheim, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange 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 is made known to us by others, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that 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: April 21, 2006

/s/ Kimiko Milheim  
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Kimiko Milheim  
Chief Financial Officer

**Certifications of  
Principal Executive Officer and Chief Financial Officer  
Pursuant to 18 U.S.C. Section 350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

We, William J. Volz, President and Principal Executive Officer, and Kimiko Milheim, Chief Financial Officer, of LOGIC Devices Incorporated (the Company), do hereby certify in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on our knowledge:

1. the Quarterly Report on Form 10-Q of the Company, to which this certification is attached as an exhibit (the Report), 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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 21, 2006

/s/ William J. Volz

William J. Volz  
President and Principal Executive Officer

Date: April 21, 2006

/s/ Kimiko Milheim

Kimiko Milheim  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to LOGIC Devices Incorporated and will be retained by LOGIC Devices Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.