

# **ENVIRONMENTAL TECTONICS CORPORATION**

Quarterly Report For the thirteen weeks ended May 29, 2015

County Line Industrial Park
125 James Way
Southampton, Pennsylvania 18966
(Address of issuer's principal executive office)

Telephone: (215) 355-9100 Website: <a href="https://www.etcusa.com">www.etcusa.com</a>

# **Investor Relations Contact:**

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Item numbers above refer to the OTC Pink Basic Disclosure Guidelines created by the OTC Markets Group. The OTC Pink Basic Disclosure Guidelines are available on the Internet at <a href="http://www.otcmarkets.com/marketplaces/otc-pink">http://www.otcmarkets.com/marketplaces/otc-pink</a>.

When used in this Quarterly Report, except where the context otherwise requires, the terms "we", "us", "our", "ETC", and the "Company" refer to Environmental Tectonics Corporation and its subsidiaries.

# **Item 3. Security Information**

Trading symbol: ETCC CUSIP: 294092

Title of class of securities outstanding: Common Stock Preferred Stock, Series E

Par value: \$0.05 \$0.05

Total shares authorized: 50,000,000 as of May 29, 2015

Total shares outstanding: 9,185,161 as of May 29, 2015

12,127 as of May 29, 2015

# Transfer Agent:

American Stock Transfer & Trust Company, LLC 6201 15th Avenue Brooklyn, NY 11219 Toll Free: (800) 937-5449

Telephone: (718) 921-8124 Website: www.amstock.com

List any restrictions on the transfer of security: N/A

Describe any trading suspension: N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past twelve months:

We have never paid any cash dividends on our Common Stock and do not anticipate that any cash dividends will be declared or paid on our Common Stock in the foreseeable future.

Dividends on the Company's Preferred Stock, as declared, are accrued according to the terms of the Preferred Stock and when paid, are paid in cash. The Preferred Stock is currently entitled to receive cumulative dividends at the rate of four percent (4%) per year in preference to the holders of the Company's Common Stock with respect to dividends. Series E Preferred Stock dividends accrued as of May 29, 2015, which totaled \$1.1 million, remained unpaid as of July 13, 2015, the date of issuance of our consolidated financial statements, per the restrictions stipulated in the October 11, 2013 amendment to the September 28, 2012 Loan Agreement.

# **Item 4. Issuance History**

A. The nature of each offering of Common Stock in the last two fiscal years:

| Date          | Shareholder       | Shares | Transaction                               | Value       |
|---------------|-------------------|--------|---|-------------|
| July 23, 2013 | Scott, Winston E. | 2,500  | Director remuneration at \$2.00 per share | \$<br>5,000 |
| July 23, 2013 | Lenfest, H.F.     | 2,500  | Director remuneration at \$2.00 per share | \$<br>5,000 |

B. Any jurisdictions where the offering was registered or qualified: N/A

C. The number of shares sold: N/A

D. The price at which the shares were offered, and the amount actually paid to the issuer: N/A

E. The trading status of the shares: N/A

F. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act: N/A

# **Environmental Tectonics Corporation Consolidated Statements of Income and Comprehensive Income**

(unaudited)

|  | Thirteen weeks ended |             |    |             |  |  |
|--|----------------------|-------------|----|-------------|--|--|
| (in thousands, except per share information)                                   | M                    | ay 29, 2015 | M  | ay 30, 2014 |  |  |
| Net sales  | \$                   | 9,539       | \$ | 10,685      |  |  |
| Cost of goods sold   |                      | 6,489       |    | 7,863       |  |  |
| Gross profit   |                      | 3,050       |    | 2,822       |  |  |
| Operating expenses   |                      | 3,198       |    | 2,932       |  |  |
| Operating loss   |                      | (148)       |    | (110)       |  |  |
| Other expenses:  |                      |             |    |             |  |  |
| Interest expense, net  |                      | 220         |    | 149         |  |  |
| Other expense, net   |                      | 31          |    | 67          |  |  |
| Other expenses total   |                      | 251         |    | 216         |  |  |
| Loss before income taxes   |                      | (399)       |    | (326)       |  |  |
| Income tax benefit   |                      | (160)       |    | (132)       |  |  |
| Net loss   |                      | (239)       |    | (194)       |  |  |
| Income attributable to non-controlling interest                                |                      | (1)         |    | (3)         |  |  |
| Net loss attributable to Environmental Tectonics Corporation                   |                      | (240)       |    | (197)       |  |  |
| Foreign currency translation adjustment and unrealized loss on cash flow hedge |                      | (32)        |    | (3)         |  |  |
| Comprehensive loss   | \$                   | (272)       | \$ | (200)       |  |  |
| Preferred Stock dividends  |                      | (121)       |    | (121)       |  |  |
| Loss attributable to common and participating shareholders                     | \$                   | (361)       | \$ | (318)       |  |  |
| Per share information:   |                      |             |    |             |  |  |
| Basic earnings (loss) per common and participating share:                      |                      |             |    |             |  |  |
| Distributed earnings per share:  |                      |             |    |             |  |  |
| Common   | \$                   | _           | \$ | _           |  |  |
| Preferred  | \$                   | 0.02        | \$ | 0.02        |  |  |
| Undistributed loss per share:  |                      |             |    |             |  |  |
| Common   | \$                   | (0.02)      | \$ | (0.02)      |  |  |
| Preferred  | \$                   | (0.02)      | \$ | (0.02)      |  |  |
| Diluted loss per share   | \$                   | (0.02)      | \$ | (0.02)      |  |  |
| D. 1   |                      |             |    |             |  |  |
| Basic weighted average common and participating shares:                        |                      | 0.105       |    | 0.105       |  |  |
| Common weighted average number of shares                                       |                      | 9,185       |    | 9,185       |  |  |
| Participating preferred shares   |                      | 6,063       |    | 6,063       |  |  |
| Total basic weighted average common and participating shares                   |                      | 15,248      |    | 15,248      |  |  |
| Diluted weighted average shares:   |                      | 15010       |    | 15.040      |  |  |
| Basic weighted average common and participating shares                         |                      | 15,248      |    | 15,248      |  |  |
| Dilutive effect of stock warrants and options                                  |                      | 15 219      |    | 263         |  |  |
| Total diluted weighted average shares  |                      | 15,318      |    | 15,511      |  |  |

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

# **Environmental Tectonics Corporation Consolidated Balance Sheets**

| ASSETS   Current assets:   Cash and cash equivalents   S 245   C 2.516   C      | _(in thousands, except share information)  |    | May 29,<br>2015 |    | February 27,<br>2015     |
|---|--|----|-----------------|----|--------------------------|
| Current assets:         \$ 245 \$ 6.1.           Restricted cash         2,516 \$ 2,516           Accounts receivable, net         9,973 \$ 5,81.           Costs and estimated earnings in excess of billings on uncompleted long-term contracts         19,287 \$ 17,099.           Inventiories, net         1,441 \$ 12,299.           Prepaid expenses and other current assets         801 \$ 800           Total current assets         881 \$ 23,235.           Property, plant, and equipment, at cost, net         144,34 \$ 12,299.           Deferred tax assets, non-current, net         143 \$ 12,209.           Deferred tax assets, non-current, net         4,955 \$ 4,955.           Other assets         37 \$ 4           Total assets         37 \$ 4           Total assets         \$ 12,679 \$ \$ 14,055.           Current portion of long-terme debt obligations         \$ 12,679 \$ 14,055.           Current portion of long-terme debt obligations         \$ 12,679 \$ 14,055.           Accounts payable, trade         2,799 \$ 2,600.           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         8,177 \$ 3,01.           Accrued taxes         42 \$ 177.           Accrued taxes         42 \$ 2.56.           Total current liabilities         2,34 \$ 2.56.           Total current liabilities, current   | ASSETS   |    | (unaudited)     |    |                          |
| Cash and cash equivalents   |  |    |                 |    |                          |
| Restricted cash         2.516         2.516           Accounts receivable, net         .9973         5.81           Costs and estimated earnings in excess of billings on uncompleted long-term contracts         19.287         17.69           Inventories, net         3.747         3.61           Deferred tax assets, current         1,441         1,29           Property, plant, and equipment, at cost, net         14,134         14,17           Capitalized software development costs, net         134         12,27           Deferred tax assets, non-current, net         49.55         49.55           Other assets         3.7         4.95           Total assets         5.7,360         \$ 51,56           LIABILITIES AND SHAREHOLDERS' EQUITY           Current portion of long-term debt obligations         \$ 12,679         \$ 14,05           Accounts payable, trade         2.799         \$ 2,00           Accounts payable, trade         2.799         \$ 2,00           Current portion of long-term debt obligations         \$ 12,679         \$ 1,00           Accounts payable, trade         2.799         \$ 2,00           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         \$ 1,72         1,00   |  | \$ | 245             | \$ | 611                      |
| Accounts receivable, net  |  | Ψ  |                 | Ψ  |                          |
| Costs and estimated earnings in excess of billings on uncompleted long-term contracts         19,287         3,747         3,611         2,747         3,611         1,441         1,299         1,441         1,299         1,491         1,499         1,491         1,299         1,491         1,499         1,499         1,499         1,499         1,499         1,499         1,499         1,499         1,499         1,413         1,413         1,417         1,417         1,413         1,417         1,417         1,413         1,417         1,417         1,413         1,417         1,417         1,417         1,413         1,417         1,417         1,417         1,417         1,417         1,417         1,417         1,417         1,417         1,417         1,415  |  |    | ,               |    | ,                        |
| Newtories, net   3,747   3,611   2,129   2,235   3,2      |  |    |                 |    | ,                        |
| Deferred tax assets, current         1,41         1,29           Prepaid expenses and other current assets         891         809           Total current assets         38,100         32,35           Property, plant, and equipment, at cost, net         14,134         14,174           Capitalized software development costs, net         14,55         4,955           Deferred tax assets, non-current, net         14,95         4,955           Deferred tax assets, non-current, net         14,95         4,955           Deferred tax assets, non-current, net         1,455         4,955           Deferred tax assets, non-current, net         4,955         4,955           Other assets         5,736         5,756           Total assets         5,736         5,756           Current portion of long-term debt obligations         12,679         2,005           Accounts payable, trade         2,799         2,005           Accound taxes         1,215         1,017           Account deposits         1,215         1,017           Accound interest and dividends         1,155         1,04           Other accrued liabilities, current         2,241         1,7           Credit facility payable to bank         7,819         5,56   |  |    | ,               |    | ,                        |
| Prepaid expenses and other current assets         891         80           Total current assets         38,100         32,355           Property, plant, and equipment, at cost, net         114,134         14,176           Capitalized software development costs, net         134         122           Deferred tax assets, non-current, net         4,955         4,955           Other assets         5,7,360         \$ 51,650           ILABILITIES AND SHAREHOLDERS' EQUITY           Current portion of long-term debt obligations         \$ 12,679         \$ 14,055           Accounts payable, trade         2,799         2,600           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         8,177         3,01-2           Customer deposits         1,724         1,073           Accrued taxes         42         1,724           Accrued taxes         42         1,724           Accrued interest and dividends         1,155         1,944           Other accrued liabilities, current         2,545         2,365           Total current labilities         5         7,819         6,566           Total port-term debt obligations, less current portion:         1,272         1,212         2,235           Commitments and contingencies   |  |    |                 |    | ,                        |
| Total current assets  |  |    |                 |    |                          |
| Property, plant, and equipment, at cost, net  |  |    |                 |    |                          |
| Capitalized software development costs, net         134         122           Deferred tax assets, non-current, net         4,955         4,955           Other assets         37         4           Total assets         57,360         \$ 57,560         \$ 51,656           LIABILITIES AND SHAREHOLDERS' EQUITY           Current liabilities:         Total portion of long-term debt obligations         \$ 12,679         \$ 14,055           Accounts payable, trade         2,799         2,600           Accounts payable, trade         2,799         2,600           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         1,724         1,072           Accrued taxes         42         1,772           Accrued interest and dividends         1,155         1,04           Other accrued liabilities, current         2,545         2,365           Total current liabilities         2,545         2,365           Total current liabilities, current portion         7,819         6,566           Total long-term debt obligations, less current portion         7,819         6,566           Total liabilities         37,444         31,392           Commitments and contingencies (Note 5)         37,444         31,392           Comm   | Total current assets   |    | 38,100          |    | 32,334                   |
| Deferred tax assets, non-current, net Other assets         4,955 (bler assets)  | Property, plant, and equipment, at cost, net   |    | 14,134          |    | 14,174                   |
| Other assets         37         44           Total assets         57,360         \$ 51,656           LIABILITIES AND SHAREHOLDERS' EQUITY           Current liabilities:         12,679         \$ 14,055           Current portion of long-term debt obligations         \$ 12,679         \$ 14,055           Accounts payable, trade         2,799         2,600           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         1,724         1,072           Accrued taxes         42         1,77           Accrued interest and dividends         1,155         1,044           Other accrued liabilities, current         2,545         2,366           Total current liabilities         2,9121         24,322           Long-term debt obligations, less current portion:         -         -           Credit facility payable to bank         7,819         6,566           Total long-term debt obligations, less current portion         7,819         6,566           Other accrued liabilities, non-current         504         507           Commitments and contingencies (Note 5)         37,444         31,397           Commitments and contingencies (Note 5)         12,127         12,127           Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,18  |  |    | 134             |    | 125                      |
| Total assets  | Deferred tax assets, non-current, net  |    | 4,955           |    | 4,953                    |
| Current portion of long-term debt obligations   \$ 12,679   \$ 14,055     Accounts payable, trade   2,799   2,605     Accounts payable, trade   2,799   2,605     Billings in excess of costs and estimated earnings on uncompleted long-term contracts   8,177   3,014     Customer deposits   1,724   1,075     Accrued taxes   42   1775     Accrued interest and dividends   1,155   1,044     Other accrued liabilities, current   2,545   2,365     Total current liabilities   29,121   24,325     Current gebt obligations, less current portion:     Credit facility payable to bank   -     Term loan   7,819   6,566     Total long-term debt obligations, less current portion   7,819   6,566     Other accrued liabilities   37,444   31,395     Other accrued liabilities   37,444   31,395     Commitments and contingencies (Note 5)     Shareholders' equity:     Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015   12,127   12,127     Common Stock, \$0.05 par value, \$0,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015   459   459     Additional paid-in capital   9,440   9,500     Accumulated deficit   (1,598)   (1,558)     Accumulated deficit   (1,598)   (1,558)     Accumulated other comprehensive loss   (558)   (522)     Total shareholders' equity before non-controlling interest   19,870   20,200     Total shareholders' equity before non-controlling interest   20,200   20,200   20 | Other assets   |    | 37              |    | 44                       |
| Current liabilities:         12,679 \$ 14,057           Current portion of long-term debt obligations         \$ 12,679 \$ 2,607           Accounts payable, trade         2,799 2,607           Billings in excess of costs and estimated earnings on uncompleted long-term contracts         8,177 3,014           Customer deposits         1,724 1,077           Accrued taxes         42 1,175           Accrued interest and dividends         1,155 1,044           Other accrued liabilities, current         2,545 2,365           Total current liabilities         29,121 2,432           Long-term debt obligations, less current portion:         -           Credit facility payable to bank         7,819 6,566           Term loan         7,819 6,566           Other accrued liabilities, non-current         504 50           Other accrued liabilities         37,444 31,397           Commitments and contingencies (Note 5)         50           Shareholders' equity:         2           Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015 12,127         12,127           Common Stock, \$0.05 par value, \$0,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015 459         459         459           Additional paid-in capit  | Total assets   | \$ | 57,360          | \$ | 51,650                   |
| Customer deposits         1,724         1,073           Accrued taxes         42         173           Accrued interest and dividends         1,155         1,044           Other accrued liabilities, current         2,545         2,366           Total current liabilities         29,121         24,323           Long-term debt obligations, less current portion:         -         -           Credit facility payable to bank         -         7,819         6,569           Total long-term debt obligations, less current portion         7,819         6,569           Other accrued liabilities, non-current         504         503           Total liabilities         37,444         31,399           Commitments and contingencies (Note 5)         37,444         31,399           Shareholders' equity:         Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015         12,127         12,127           Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015         459         455           Additional paid-in capital         9,440         9,506           Accumulated deficit         (1,598)         (1,358)           Accumulated other compre   | Current liabilities: Current portion of long-term debt obligations Accounts payable, trade | \$ | 2,799           | \$ | 14,052<br>2,605<br>3,014 |
| Accrued taxes         42         173           Accrued interest and dividends         1,155         1,04           Other accrued liabilities, current         2,545         2,365           Total current liabilities         29,121         24,323           Long-term debt obligations, less current portion:         -         -           Credit facility payable to bank         -         -           Term loan         7,819         6,569           Total long-term debt obligations, less current portion         7,819         6,569           Other accrued liabilities, non-current         504         503           Total liabilities         37,444         31,397           Commitments and contingencies (Note 5)         -         -           Shareholders' equity:         -         -           Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares         -         -           authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015         12,127         12,127           Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015         459         459           Additional paid-in capital         9,40         9,50           Accumulated deficit         (1,598) <td></td> <td></td> <td>,</td> <td></td> <td>,</td>   |  |    | ,               |    | ,                        |
| Accrued interest and dividends         1,155         1,040           Other accrued liabilities, current         2,545         2,362           Total current liabilities         29,121         24,322           Long-term debt obligations, less current portion:         Total current liabilities         7,819         6,566           Term loan         7,819         6,566         6,566           Total long-term debt obligations, less current portion         7,819         6,566           Other accrued liabilities, non-current         504         503           Commitments and contingencies (Note 5)         37,444         31,397           Commitments and contingencies (Note 5)         504         503           Shareholders' equity:         Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015         12,127         12,127           Common Stock, \$0.05 par value, \$0,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015         459         459           Additional paid-in capital         9,440         9,500           Accumulated deficit         (1,598)         (1,358)           Accumulated other comprehensive loss         (558)         (526           Total shareholders' equity before non-controlling   |  |    | ,               |    |                          |
| Other accrued liabilities, current         2,545         2,365           Total current liabilities         29,121         24,323           Long-term debt obligations, less current portion:         Credit facility payable to bank         7,819         6,569           Total long-term debt obligations, less current portion         7,819         6,569           Other accrued liabilities, non-current         504         503           Total liabilities         37,444         31,397           Commitments and contingencies (Note 5)         504         503           Shareholders' equity:         Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015         12,127         12,127           Common Stock, \$0.05 par value, \$0,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015         459         459           Additional paid-in capital         9,440         9,500           Accumulated deficit         (1,598)         (1,358)           Accumulated other comprehensive loss         (558)         (526           Total shareholders' equity before non-controlling interest         46         44           Total shareholders' equity before non-controlling interest         46         44 <tr< td=""><td></td><td></td><td></td><td></td><td></td></tr<>  |  |    |                 |    |                          |
| Commitments and contingencies (Note 5)   Shareholders' equity:   Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015   Accumulated deficit (1,598)   Accumulated other comprehensive loss (1,358)   Accumulated other comprehensive loss (1,358)   Accumulated other comprehensive loss (1,358)   Accumulative sequity before non-controlling interest (19,255)   Accumulative equity (19,265)   Accumulated other comprehensive loss (19,265)   Accumulated shareholders' equity (19,265)   Accumulated other comprehensive loss (19,265)   Accumulated Accum     |  |    | ,               |    | ,                        |
| Long-term debt obligations, less current portion:   Credit facility payable to bank   |  |    |                 |    |                          |
| Credit facility payable to bank         -           Term loan         7,819         6,569           Total long-term debt obligations, less current portion         7,819         6,569           Other accrued liabilities, non-current         504         502           Total liabilities         37,444         31,397           Commitments and contingencies (Note 5)         -         -           Shareholders' equity:         -         -           Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015         12,127         12,127           Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015         459         459           Additional paid-in capital         9,440         9,500           Accumulated deficit         (1,598)         (1,558)           Accumulated other comprehensive loss         (558)         (526)           Total shareholders' equity before non-controlling interest         46         48           Non-controlling interest         46         48           Total shareholders' equity         20,205  | Total current natifices  |    | 27,121          |    | 24,323                   |
| Total long-term debt obligations, less current portion 7,819 6,569  Other accrued liabilities, non-current 504 505  Total liabilities 37,444 31,397  Commitments and contingencies (Note 5)  Shareholders' equity:  Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015 12,127 12,127  Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015 459  Additional paid-in capital 9,440 9,500  Accumulated deficit (1,598) (1,358  Accumulated other comprehensive loss (558) (526  Total shareholders' equity before non-controlling interest 19,870 20,208  Non-controlling interest 46 445  Total shareholders' equity 19,916 20,255  | Credit facility payable to bank  |    | 7.010           |    | -                        |
| Other accrued liabilities, non-current504503Total liabilities37,44431,397Commitments and contingencies (Note 5)Shareholders' equity:Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares<br>authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 201512,12712,127Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and<br>outstanding as of May 29, 2015 and February 27, 2015459459Additional paid-in capital9,4409,500Accumulated deficit(1,598)(1,358)Accumulated other comprehensive loss(558)(520Total shareholders' equity before non-controlling interest19,87020,200Non-controlling interest4645Total shareholders' equity19,91620,255  |  |    |                 |    |                          |
| Total liabilities 37,444 31,397  Commitments and contingencies (Note 5)  Shareholders' equity:  Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015 12,127 12,127  Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015 459 459 Additional paid-in capital 9,440 9,500 Accumulated deficit (1,598) (1,358) Accumulated other comprehensive loss (558) (526)  Total shareholders' equity before non-controlling interest 19,870 20,208 Non-controlling interest 46 42  Total shareholders' equity   | Total long-term debt obligations, less current portion                                     |    | 7,819           |    | 0,309                    |
| Commitments and contingencies (Note 5)  Shareholders' equity:  Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015  Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015  Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss  Total shareholders' equity before non-controlling interest Non-controlling interest  Total shareholders' equity  19,916  20,255   | Other accrued liabilities, non-current   |    | 504             |    | 503                      |
| Shareholders' equity:  Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015 12,127 12,127 Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015 459 459 Additional paid-in capital 9,440 9,500 Accumulated deficit (1,598) (1,358 Accumulated other comprehensive loss (558) (526 Total shareholders' equity before non-controlling interest 19,870 20,208 Non-controlling interest 46 46 49 Total shareholders' equity  | Total liabilities  |    | 37,444          |    | 31,397                   |
| Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015 12,127 Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015 459 Additional paid-in capital 9,440 9,500 Accumulated deficit (1,598) (1,358 Accumulated other comprehensive loss (558) (526 Total shareholders' equity before non-controlling interest 19,870 20,208 Non-controlling interest 46 45 Total shareholders' equity   | Commitments and contingencies (Note 5)   |    |                 |    |                          |
| authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015       12,127       12,127         Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,185,161 shares issued and outstanding as of May 29, 2015 and February 27, 2015       459       459         Additional paid-in capital       9,440       9,500         Accumulated deficit       (1,598)       (1,358)         Accumulated other comprehensive loss       (558)       (526)         Total shareholders' equity before non-controlling interest       19,870       20,208         Non-controlling interest       46       45         Total shareholders' equity       19,916       20,253  |  |    |                 |    |                          |
| outstanding as of May 29, 2015 and February 27, 2015       459       459         Additional paid-in capital       9,440       9,500         Accumulated deficit       (1,598)       (1,358)         Accumulated other comprehensive loss       (558)       (526)         Total shareholders' equity before non-controlling interest       19,870       20,208         Non-controlling interest       46       45         Total shareholders' equity       19,916       20,253   | authorized; 12,127 shares outstanding as of May 29, 2015 and February 27, 2015             |    | 12,127          |    | 12,127                   |
| Additional paid-in capital9,4409,500Accumulated deficit(1,598)(1,358)Accumulated other comprehensive loss(558)(526)Total shareholders' equity before non-controlling interest19,87020,208Non-controlling interest4645Total shareholders' equity19,91620,253   |  |    | 459             |    | 459                      |
| Accumulated deficit(1,598)(1,358)Accumulated other comprehensive loss(558)(526)Total shareholders' equity before non-controlling interest19,87020,208Non-controlling interest4645Total shareholders' equity19,91620,253   |  |    |                 |    |                          |
| Accumulated other comprehensive loss(558)(526)Total shareholders' equity before non-controlling interest19,87020,208Non-controlling interest4645Total shareholders' equity19,91620,253  |  |    | ,               |    |                          |
| Total shareholders' equity before non-controlling interest 19,870 20,208 Non-controlling interest 46 45  Total shareholders' equity 19,916 20,253   |  |    |                 |    |                          |
| Non-controlling interest 46 45 Total shareholders' equity 19,916 20,253   |  |    |                 |    |                          |
| Total shareholders' equity 19,916 20,253  |  |    |                 |    |                          |
|   |  |    |                 |    |                          |
| Total liabilities and shareholders' equity \$ 57,360 \$ 51,650  | Total liabilities and shareholders' equity   | Ф  | 57,360          | Ф  | 51,650                   |

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

# **Environmental Tectonics Corporation Consolidated Statements of Cash Flows**

(unaudited)

|  |          | Thirteen w | eeks en  | ded         |
|--|----------|------------|----------|-------------|
| (in thousands)   | May      | 29, 2015   |          | 30, 2014    |
| Cash flows from operating activities:  |          |            |          |             |
| Net loss   | \$       | (239)      | \$       | (194        |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities:                  |          |            |          |             |
| Depreciation and amortization  |          | 402        |          | 476         |
| Deferred tax assets  |          | (145)      |          | (133        |
| Decrease in allowance for doubtful accounts and inventory obsolescence                                       |          | (11)       |          | (2          |
| Accretion of loan origination deferred charge and deferred financing costs                                   |          | 11         |          | 9           |
| Stock compensation expense   |          | 55         |          | 9           |
| Changes in operating assets and liabilities:   |          |            |          |             |
| Accounts receivable  |          | (4,146)    |          | 3,122       |
| Costs and estimated earnings in excess of billings on uncompleted long-term contracts                        |          | (1,589)    |          | 2,651       |
| Inventories  |          | (141)      |          | (115        |
| Prepaid expenses and other assets  |          | (86)       |          | (38         |
| Accounts payable, trade  |          | 194        |          | 263         |
| Billings in excess of costs and estimated earnings on uncompleted long-term contracts                        |          | 5,163      |          | 32          |
| Customer deposits  |          | 651        |          | (784        |
| Accrued taxes  |          | (133)      |          | (58         |
| Accrued interest and dividends   |          | (10)       |          | `           |
| Other accrued liabilities  |          | 182        |          | (11<br>(118 |
| Net cash provided by operating activities  |          | 158        |          | 5,109       |
| Cash flows from investing activities:  |          |            |          |             |
| Acquisition of property, plant, and equipment  |          | (338)      |          | (346        |
| Capitalized software development costs   |          | (33)       |          | (6          |
| Net cash used in investing activities  |          | (371)      |          | (352        |
| Cash flows from financing activities:  |          |            |          |             |
| Repayments under lines of credit   |          | (123)      |          | (4,336      |
| Decrease in restricted cash  |          | -          |          | 306         |
| Payments on the Term Loan and of other debt obligations  |          | -          |          | (750        |
| Net cash used in financing activities  |          | (123)      |          | (4,780      |
| Effect of exchange rate changes on cash  |          | (30)       |          | (3          |
| Net decrease in cash and cash equivalents  |          | (366)      |          | (26         |
| Cash and cash equivalents at beginning of period   |          | 611        |          | 935         |
| Cash and cash equivalents at end of period   | \$       | 245        | \$       | 909         |
| Cash and cash equivalents at the or period   | Ψ        | 243        | Ψ        | 707         |
| Supplemental schedule of cash flow information:  | _        |            | _        |             |
| Interest paid  | \$       | 221        | \$       | 179         |
| Income taxes paid  | \$       | -          | \$       | 3           |
| Supplemental information on non-cash operating and investing activities:                                     |          |            |          |             |
|  | Φ.       | 121        | ď        | 121         |
| Preferred Stock dividends accrued during each respective fiscal period<br>Unrealized loss on cash flow hedge | \$<br>\$ | 121<br>(2) | \$<br>\$ | 121         |

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

# **Environmental Tectonics Corporation Notes to the Consolidated Financial Statements**

(unaudited) (Dollars in thousands, except per share information)

# **Item 6. Description of Business Operations**

ETC was incorporated in 1969 in Pennsylvania. For over four decades, we have provided our customers with products, service, and support. Innovation, continuous technological improvement and enhancement, and product quality are core values that are critical to our success. We are a significant supplier and innovator in the following product areas: (i) software driven products and services used to create and monitor the physiological effects of flight, including high performance jet tactical flight simulation, upset recovery and spatial disorientation, and both suborbital and orbital commercial human spaceflight; collectively, Aircrew Training Systems ("ATS"); (ii) altitude (hypobaric) chambers; (iii) hyperbaric chambers for multiple persons (multiplace chambers); (iv) Advanced Disaster Management Simulators ("ADMS"); (v) steam and gas (ethylene oxide) sterilizers; (vi) environmental testing and simulation devices; and (vii) hyperbaric (100% oxygen) chambers for one person (monoplace chambers). We operate in two primary business segments, Aerospace Solutions ("Aerospace") and Commercial/Industrial Systems ("CIS").

Aerospace encompasses the design, manufacture, and sale of: (i) Aircrew Training Systems; (ii) altitude (hypobaric) chambers; (iii) hyperbaric chambers for multiple persons (multiplace chambers); and (iv) ADMS, as well as integrated logistics support ("ILS") for customers who purchase these products or similar products manufactured by other parties. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs. Sales of our Aerospace products are made principally to U.S. and foreign government agencies and to civil aviation organizations. We offer integrated Aircrew Training Systems to commercial, governmental, and military defense agencies, and training devices, including altitude (hypobaric) and multiplace chambers ("Chambers"), to governmental and military defense agencies and civil aviation organizations both in the United States and internationally. We sell our ADMS line of products to state and local governments, fire and emergency training schools, and airports. We also provide integrated logistics support for customers who purchase these products or similar products manufactured by other parties.

CIS encompasses the design, manufacture, and sale of: (i) steam and gas (ethylene oxide) sterilizers; (ii) environmental testing and simulation devices; and (iii) hyperbaric (100% oxygen) chambers for one person (monoplace chambers), as well as parts and service support for customers who purchase these products or similar products manufactured by other parties. Sales of our CIS products are made principally to the healthcare, pharmaceutical, and automotive industries. We sell our sterilizers to pharmaceutical and medical device manufacturers. We sell our environmental testing and simulation devices primarily to commercial automobile and heating, ventilation, and air conditioning ("HVAC") manufacturers. We sell our hyperbaric products (primarily "monoplace" chambers) to hospitals and wound care clinics. We also provide upgrade, maintenance, and repair services for our products and similar products manufactured by other parties.

The Company's fiscal year is the fifty-two week or fifty-three week annual accounting period ending the last Friday in February. References to the 2016 first quarter are references to the thirteen week period ended May 29, 2015. References to the 2015 first quarter are references to the thirteen week period ended May 30, 2014. References to fiscal 2016 are references to the fifty-two week period ending February 26, 2016. References to fiscal 2015 are references to the fifty-two week period ended February 27, 2015. Certain amounts from prior consolidated financial statements have been reclassified to conform to the presentation in fiscal 2016.

### **Note 1. Summary of Significant Accounting Policies**

# Basis of Presentation

The accompanying interim consolidated financial statements include the accounts of ETC, our 95%-owned subsidiary in Warsaw, Poland, ETC-PZL Aerospace Industries Sp. z o.o. ("ETC-PZL"), and our 99%-owned subsidiary, Environmental Tectonics Corporation (Europe) Limited ("ETC-Europe"). The Company's corporate headquarters and main production plant ("ETC-SH") are located in Southampton, Pennsylvania, USA. ETC-PZL manufactures certain simulators and provides software to support products manufactured domestically within our Aerospace segment. ETC-Europe functions as a sales office in the United Kingdom. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying interim consolidated financial statements have been prepared by ETC, without audit, in conformity with accounting principles generally accepted in the United States of America, consistently applied, and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature.

# **Environmental Tectonics Corporation Notes to the Consolidated Financial Statements, continued**

(Dollars in thousands, except per share information)

In accordance with industry practices, costs and estimated earnings in excess of billings on uncompleted long-term contracts are classified as current even though a portion of these amounts may not be realized within one year.

Certain information in footnote disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America has been condensed or omitted and the financial results for the periods presented may not be indicative of the full year's results; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in the Company's Annual Report for fiscal 2015.

# Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies during fiscal 2016 as compared to what was previously disclosed in the Company's Annual Report for fiscal 2015.

## Note 2. Earnings per Share

The Company utilizes the two-class method for computing and presenting earnings per share. The Company currently has one class of Common Stock (the "Common Stock") and one class of cumulative convertible participating Preferred Stock, Series E (the "Preferred Stock"). Under its terms, the Preferred Stock is entitled to participate in any cash dividends on a one-for-one basis for the equivalent converted common shares if the Preferred Stock were to be converted by the holder by the dividend record date; therefore, the Preferred Stock is considered a participating security requiring the two-class method for the computation and presentation of net income per share – basic.

The two-class computation method for each period segregates basic earnings per common and participating share into two categories: distributed earnings per share (i.e., the Preferred Stock stated dividend) and undistributed earnings per share, which allocates earnings after subtracting the Preferred Stock dividend to the total of weighted average common shares outstanding plus equivalent converted common shares related to the Preferred Stock. Basic earnings per common and participating share excludes the effect of Common Stock equivalents, and is computed using the two-class computation method.

Diluted earnings per share reflects the potential dilution that could result if securities or other contracts to issue Common Stock were exercised or converted into Common Stock. Diluted earnings per share continues to be computed using the if-converted method. Diluted earnings per share assumes the exercise of stock options and warrants using the treasury stock method. If the effect of the conversion of any financial instruments would be anti-dilutive, it is excluded from the diluted earnings per share calculation.

As of both May 29, 2015 and May 30, 2014, there was \$12,127 of cumulative convertible participating Series E Preferred Stock convertible at an exercise price of \$2.00 per share, equating to 6,063,321 shares of Common Stock, issued in July 2009.

On February 20, 2009, in connection with the issuance of a \$2,000 promissory note, the Company issued 200,000 warrants to purchase 143,885 shares of the Company's Common Stock at \$1.39 per share. Additionally, on July 2, 2009, in consideration of an increase of the guarantee on the line of credit with PNC Bank, National Association ("PNC Bank"), the Company issued 500,000 warrants to purchase 450,450 shares of the Company's Common Stock at \$1.11 per share. On January 4, 2011, the Company entered into amendments to these warrants to remove a provision in each of the warrants that provided anti-dilution protection in the event the Company issued securities at a price below the exercise price set forth in the warrants.

As of May 29, 2015 and May 30, 2014, there were outstanding options to purchase the Company's Common Stock totaling 642,813 and 377,406 shares at an average price of \$1.25 and \$3.26 per share, respectively. Due to the conversion price of the Common Stock options, 192,906 shares were excluded from the calculation of diluted earnings per share as of May 30, 2014 because the effect of their conversion would be antidulutive. No such exclusion was necessary as of May 29, 2015 with regards to Common Stock options; however, all 143,885 shares of the Company's Common Stock pertaining to the 200,000 warrants issued on February 20, 2009 were excluded from the calculation of diluted earnings per share as of May 29, 2015 because the effect of their conversion would be antidulutive.

# Note 3. Long-Term Obligations and Related Equity Arrangements

On July 9, 2015, the Company entered into an amendment to the September 28, 2012 Loan Agreement that provided for, among other things, the following:

(i) The Company's existing Line of Credit with PNC Bank was extended from October 31, 2015 to June 10, 2016.

#### **Environmental Tectonics Corporation**

# Notes to the Consolidated Financial Statements, continued

(Dollars in thousands, except per share information)

- (ii) The Company must have maintained a minimum Consolidated Tangible Net Worth of \$19,000 for the 2016 first quarter. Going forward, ETC must maintain at all times a minimum Consolidated Tangible Net Worth of \$18,500; further, commencing with the fiscal quarter ending May 27, 2016, ETC must maintain as of the end of each fiscal quarter, an Operating Leverage Ratio not greater than 3.00 to 1 and a Fixed Charge Coverage Ratio of at least 1.00 to 1. This ratio will increase to 1.10 to 1 on August 26, 2016, and will remain at that level at all times thereafter.
- (iii) No monthly principal payments shall be due and payable on the existing Term Loan from September 29, 2014 through May 27, 2016. Monthly principal payments will commence on May 28, 2016, and continue for each succeeding month thereafter. Interest shall still be payable on a monthly basis, regardless of whether or not any principal payment is due. Any outstanding principal and accrued interest shall be due and payable in full on September 28, 2017, which is the current maturity date.

# Summary of Long-Term Debt Obligations

Long-term debt obligations consist of the following:

|  | May 29,<br>2015 |            | February 27,<br>2015 |
|--|-----------------|------------|----------------------|
|  | (1              | unaudited) |                      |
| Credit facility payable to bank                        | \$              | 12,034     | \$<br>12,602         |
| Term Loan  |                 | 7,819      | 7,819                |
| Borrowed under ETC-PZL Line of Credit                  |                 | 455        | -                    |
| Borrowed under Ex-Im Line of Credit                    |                 | 190        | 200                  |
| Total long-term debt obligations                       |                 | 20,498     | 20,621               |
| Less: current portion of long-term debt obligations    |                 | (12,679)   | (14,052)             |
| Total long-term debt obligations, less current portion | \$              | 7,819      | \$<br>6,569          |

### **Note 4. Income Taxes**

Effective tax rates were 40.1% and 40.5% for the 2016 first quarter and the 2015 first quarter, respectively. An income tax benefit of \$160 and \$132 was recorded in the 2016 first quarter and the 2015 first quarter, respectively.

Generally, accounting standards require companies to provide for income taxes each quarter based on their estimate of the effective tax rate for the full year. The authoritative guidance for accounting for income taxes allows use of the discrete method when, in certain situations, the actual interim period effective tax rate may be used if it provides a better estimate of income tax expense.

As of May 29, 2015, the Company had approximately \$17,377 of federal net loss carryforwards available to offset future income tax liabilities, which begin to expire in 2025. In addition, the Company has the ability to offset deferred tax assets against deferred tax liabilities created for such items as depreciation and amortization.

# Note 5. Commitments and Contingencies

Certain claims, suits, and complaints arising in the ordinary course of business have been filed or are pending against us. We believe, after consultation with legal counsel handling these specific matters, all such matters are reserved for or adequately covered by insurance or, if not so covered, are without merit or are of such kind, or involve such amounts, as would not be expected to have a significant effect on our financial position or results of operations if determined adversely against us.

## Note 6. Subsequent Events

The Company has evaluated subsequent events through July 13, 2015, the date of issuance of its consolidated financial statements, and determined that the following items were the only material subsequent events requiring adjustment to, or disclosure in, the accompanying interim consolidated financial statements.

On July 1, 2015, James D. Cashel returned to the Company as Vice President, General Counsel, and Chief Compliance Officer. Mr. Cashel had previously served as ETC's Vice President and General Counsel from 2008 to 2013.

On July 9, 2015, the Company entered into an amendment to the September 28, 2012 Loan Agreement that provided for, among other things, (i) the extension of the expiry date on the Company's Line of Credit with PNC Bank from October 31, 2015 to June 10, 2016, (ii) short-term relief on certain financial covenants, and (iii) an extension of the temporary cessation on monthly principal payments related to the existing Term Loan. See Note 3 – Long-Term Obligations and Related Equity Arrangements for additional details.

# Management's Discussion and Analysis

## **Forward-looking Statements**

Discussions of some of the matters contained in this Quarterly Report to Shareholders include forward-looking statements that may involve risks and uncertainties. Some of these discussions are contained under the caption "Management's Discussion and Analysis". We have based these forward-looking statements on our current expectations and projections about future events or future financial performance, which include implementing our business strategy, developing and introducing new technologies, obtaining, maintaining and expanding market acceptance of the technologies we offer, and competition in our markets. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about ETC and its subsidiaries that may cause actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

These forward-looking statements include statements with respect to the Company's vision, mission, strategies, goals, beliefs, plans, objectives, expectations, anticipations, estimates, intentions, financial condition, results of operations, future performance, and business of the Company, including, but not limited to, (i) projections of revenues, costs of materials, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, capital structure, other financial items, and the effects of foreign currency fluctuations, (ii) statements of our plans and objectives of the Company or its management or the Company's Board of Directors (the "Board of Directors"), including the introduction of new products, or estimates or predictions of actions of customers, suppliers, competitors, or regulatory authorities, (iii) statements of future economic performance, (iv) statements of assumptions and other statements about the Company or its business, (v) statements made about the possible outcomes of litigation involving the Company, (vi) statements regarding the Company's ability to obtain financing to support its operations and other expenses, and (vii) statements preceded by, followed by, or, that include, terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "future", "predict", "potential", "intend", or "continue", and similar expressions. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors. Some of these risks and uncertainties, in whole or in part, are beyond the Company's control.

# **Results of Operations**

## Thirteen weeks ended May 29, 2015 compared to thirteen weeks ended May 30, 2014

Due to the nature of our business, we have historically experienced significant variability in our quarterly revenues, earnings, and other operating results, and our performance may fluctuate significantly in the future.

# Summary Table of Results (unaudited)

|  |           | Thirteen we  | eks end | ed         |               |              |
|--|-----------|--------------|---------|------------|---------------|--------------|
| (in thousands, except per share information)     |           | May 29, 2015 |         | y 30, 2014 | Variance (\$) | Variance (%) |
| Net sales  | \$        | 9,539        | \$      | 10,685     | \$<br>(1,146) | (10.7)       |
| Cost of goods sold                               |           | 6,489        |         | 7,863      | (1,374)       | (17.5)       |
| Gross profit                                     |           | 3,050        |         | 2,822      | 228           | 8.1          |
| Gross profit margin %                            |           | 32.0%        |         | 26.4%      | 5.6%          | 21.2%        |
| Operating expenses                               |           | 3,198        |         | 2,932      | 266           | 9.1          |
| Operating loss                                   |           | (148)        |         | (110)      | (38)          | (34.5)       |
| Operating margin %                               |           | (1.6%)       |         | (1.0%)     | (0.6%)        | (60.0%)      |
| Interest expense, net                            |           | 220          |         | 149        | 71            | 47.7         |
| Other expense, net                               |           | 31           |         | 67         | (36)          | (53.7)       |
| Loss before income taxes                         |           | (399)        |         | (326)      | (73)          | (22.4)       |
| Pre-tax margin %                                 |           | (4.2%)       |         | (3.1%)     | (1.1%)        | (35.5%)      |
| Income tax benefit                               |           | (160)        |         | (132)      | (28)          | 21.2         |
| Income attributable to non-controlling interest  |           | (1)          |         | (3)        | 2             | (66.7)       |
| Net loss attributable to ETC                     | \$        | (240)        | \$      | (197)      | \$<br>(43)    | (21.8)       |
| Per share information:                           |           |              |         |            |               |              |
| Basic earnings (loss) per common and participati | ng share: |              |         |            |               |              |
| Distributed earnings per share:                  | _         |              |         |            |               |              |
| Common   | \$        | -            | \$      | -          | \$<br>-       |              |
| Preferred  | \$        | 0.02         | \$      | 0.02       | \$<br>-       | 0.0          |
| Undistributed loss per share:                    |           |              |         |            |               |              |
| Common   | \$        | (0.02)       | \$      | (0.02)     | \$<br>-       | 0.0          |
| Preferred  | \$        | (0.02)       | \$      | (0.02)     | \$<br>-       | 0.0          |
| Diluted loss per share                           | \$        | (0.02)       | \$      | (0.02)     | \$<br>-       | 0.0          |

# **Environmental Tectonics Corporation Management's Discussion and Analysis, continued**

# Sales Backlog

The 2016 first quarter results of operations only include a small percentage of the recently awarded International contracts totaling \$45.4 million as our sales backlog as of May 29, 2015, for work to be performed and revenue to be recognized under written agreements after such date, was \$66.2 million compared to \$32.5 million as of February 28, 2015.

#### Net Loss Attributable to ETC

Net loss attributable to ETC was \$240 thousand in the 2016 first quarter compared to \$197 thousand during the 2015 first quarter, both of which equated to \$0.02 diluted loss per share. The \$43 thousand variance reflects a decrease in income before income taxes of \$73 thousand due to a \$266 thousand increase in operating expenses and a \$71 thousand increase in interest expense, offset in part, by a \$228 thousand increase in gross profit that was achieved despite a 10.7% decrease in net sales and a \$36 thousand decrease in other expense. The \$73 thousand decrease in income before income taxes was offset, in part, by a \$28 thousand increase in the income tax benefit recorded in the 2016 first quarter compared to the 2015 first quarter and a \$2 thousand decrease in income attributable to non-controlling interest.

#### Net Sales

Net sales in the 2016 first quarter were \$9.5 million, a decrease of \$1.2 million, or 10.7%, compared to 2015 first quarter net sales of \$10.7 million. The reduction reflects decreased Sterilizers and Environmental sales to Domestic customers, offset in part, by increased ATS sales to International customers. Given the current progress made on U.S. Government contracts in the Company's sales backlog, coupled with significant fiscal 2015 International bookings and the recent award of multiple International contracts totaling \$45.4 million, the Company anticipates that although sales to the U.S. Government will remain steady, the concentration of sales to the U.S. Government will continue to lessen in fiscal 2016.

# Gross Profit

Gross profit for the 2016 first quarter was \$3.0 million compared to \$2.8 million in the 2015 first quarter, an increase of \$0.2 million, or 8.1%. The increase in gross profit was achieved despite a 10.7% decrease in net sales due primarily to the combination of a reduction in the amount of additional work required on several contracts and a higher concentration of net sales from more off-the-shelf type products. Gross profit margin as a percentage of net sales increased to 32.0% for the 2016 first quarter compared to 26.4% for the 2015 first quarter.

# **Operating Expenses**

Operating expenses, including sales and marketing, general and administrative, and research and development, for the 2016 first quarter were \$3.2 million, an increase of \$0.3 million, or 9.1%, compared to \$2.9 million for the 2015 first quarter. The increase is due primarily to an increase in commissions expense directly related to a higher concentration of ATS sales to International customers.

# Interest Expense, Net

Interest expense, net, for the 2016 first quarter was \$220 thousand compared to \$149 thousand in the 2015 first quarter, an increase of \$71 thousand, or 47.7%, due to the combination of a higher level of bank borrowing and an increased interest rate.

# Cash Flows from Operating, Investing, and Financing Activities

During the 2016 first quarter, as a result of an increase in billings in excess of costs and estimated earnings on uncompleted long-term percentage of completion ("POC") contracts, offset in part, by an increase in accounts receivable and costs and estimated earnings in excess of billings on uncompleted long-term POC contracts, the Company generated \$0.2 million of cash from operating activities compared to \$5.1 million of cash used in operating activities during the 2015 first quarter. Under POC revenue recognition, these accounts represent the timing differences of spending on production activities versus the billing and collecting of customer payments.

Cash used for investing activities primarily relates to funds used for capital expenditures of equipment and software development. The Company's investing activities used \$0.4 million in both the 2016 first quarter and the 2015 first quarter.

The Company's financing activities used \$0.1 million of cash in the 2016 first quarter on repayments under the Company's various lines of credit. In the 2015 first quarter, the Company's financing activities used \$4.8 million of cash, which primarily reflected repayments under the Company's various lines of credit and payments on the Term Loan, and was offset, in part, by a decrease in restricted cash.

# **Item 7. Description of Facilities**

We are an ISO 9001 certified manufacturer. We are also ISO 13485 certified for our medical devices. We operate in five major locations consisting of manufacturing facilities, product development, and administration. A summary of square footage and use is presented below:

|                           | Approximate   |  | Owned/   |                  |
|---------------------------|---------------|--|----------|------------------|
| Location                  | Square Footag | e Function   | Leased   | Segment          |
| Southampton, Pennsylvania | 83,80         | Manufacturing (36,000 sq. ft), NASTAR<br>Center (22,100 sq. ft.), and Corporate<br>Headquarters (25,700 sq. ft.) | Owned    | Aerospace<br>CIS |
| Southampton, Pennsylvania | 2,30          | O Service and spare parts warehouse  | Leased   | CIS              |
| Orlando, Florida          | 8,70          | O Product development and administration   | Leased   | Aerospace        |
| Warsaw, Poland            | 28,00         | Manufacturing, product development, an administration  | d Leased | Aerospace        |
| Ankara, Turkey            | 5,70          | O Software development   | Leased   | Aerospace<br>CIS |
|                           | Total 128,50  | 00   |          |                  |

The Southampton owned property is encumbered by an Open-End Mortgage and Security Agreement with PNC Bank, which secures the Term Loan. We consider our machinery and plant to be in satisfactory operating condition, and adequate given our expected operations. Significant increases in the level of operations beyond what we expect in the current fiscal year might require us to obtain additional facilities and equipment.

The NASTAR Center, which is included in the Company's Southampton, Pennsylvania owned property, includes the following aerospace training and research equipment:

- ATFS-400-25 PHOENIX High Performance Human Centrifuge;
- GYROLAB GL-2000 Advanced Spatial Disorientation Trainer;
- Altitude (Hypobaric) Chamber;
- Ejection Seat Simulator; and
- Night Vision Training System and Night Vision Goggle Training System.

Item 8. Officers, Directors, and Control Persons

|                                   | Name / Address **  | Title  | Ownership<br>Percentage |
|-----------------------------------|--|--|-------------------------|
| Directors and Executive Officers: | H.F. Lenfest<br>c/o The Lenfest Group<br>Five Tower Bridge-Suite 460<br>300 Barr Harbor Drive<br>West Conshohocken, PA 19428 | Chairman of the Board of Directors                               | 56.0%                   |
|                                   | George K. Anderson, M.D.   | Vice Chairman of the Board of Directors                          | *                       |
|                                   | Linda J. Brent, Ed.D.  | Director   | *                       |
|                                   | Roger Colley   | Director   | *                       |
|                                   | Michael D. Malone  | Director   | *                       |
|                                   | Winston E. Scott   | Director   | *                       |
|                                   | Robert L. Laurent, Jr.   | Chief Executive Officer, President, and Director                 | *                       |
|                                   | Mark Prudenti  | Chief Financial Officer  | *                       |
|                                   | James D. Cashel  | Vice President, General Counsel, and<br>Chief Compliance Officer | *                       |
|                                   | Thomas G. Loughlin   | Chief Operating Officer  | *                       |
|                                   | William F. Mitchell, Jr.   | Vice President, Contracts/Purchasing                             | *                       |
| Control Persons:                  | William F. Mitchell, Sr.<br>2355 Fairway Road<br>Huntingdon Valley, PA 19006   |  | 14.5%                   |
|                                   | T. Todd Martin, III 50 Midtown Park East   |  | 11.3%                   |
|                                   | Mobile, AL 36606  3K Limited Partnership   |  | 7.1%                    |
|                                   | •  |  |                         |
|                                   | Pete L. Stephens   |  | 6.8%                    |

<sup>\*</sup> less than 1%

Information is accurate as of July 13, 2015. None of the foregoing persons in the last five years has had a legal/disciplinary issue. On July 1, 2015, James D. Cashel returned to the Company as Vice President, General Counsel, and Chief Compliance Officer. Mr. Cashel had previously served as ETC's Vice President and General Counsel from 2008 to 2013.

# **Item 9. Third Party Providers**

| Legal | Counsel: |
|-------|----------|
| Legui | Counsei. |

Stradley Ronon Stevens & Young, LLP 2005 Market Street Philadelphia, PA 19103 (215) 564-8120

# Independent Auditor:

McGladrey LLP 751 Arbor Way Blue Bell, PA 19422 (215) 641-8600

<sup>\*\*</sup> address listed for all persons beneficially owning more than ten percent (10%)

# Item 10. Management's Certification

# I, Mark Prudenti certify that:

- 1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;
- Based on my knowledge, this disclosure statement 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 disclosure statement; and
- Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Mark Prudenti Chief Financial Officer Date: July 13, 2015

# I, Robert L. Laurent, Jr. certify that:

- 1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;
- Based on my knowledge, this disclosure statement 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 disclosure statement; and
- 3 Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Robert L. Laurent, Jr.

Chief Executive Officer and President

Rout I Sout J.

Date: July 13, 2015

