

# **QUARTERLY REPORT** for the thirteen weeks ended May 26, 2017

# **ENVIRONMENTAL TECTONICS CORPORATION**

Quarterly Report For the thirteen weeks ended May 26, 2017

County Line Industrial Park 125 James Way <u>Southampton, Pennsylvania 18966</u> (Address of Issuer's Principal Executive Office)

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Investor Relations Contact:

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## **Table of Contents**

Inside Cover
Inside Cover
1
1
2
5
· · · · ·

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 <u>http://www.otcmarkets.com/marketplaces/otc-pink</u>.

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**

CUSIP:	294092	
Title of class of securities outstanding: Par value: Total shares authorized: Total shares outstanding:	Common Stock \$0.05 50,000,000 as of May 26, 2017 9,428,071 as of May 26, 2017	Preferred Stock, Series E \$0.05 25,000 as of May 26, 2017 12,127 as of May 26, 2017

ETCC

#### 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.astfinancial.com

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

Trading symbol:

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 26, 2017, which totaled \$2,065 thousand, remained unpaid as of July 10, 2017, the date of issuance of the accompanying interim consolidated financial statements, per the restrictions stipulated in the October 11, 2013 amendment to the September 28, 2012 Loan Agreement with PNC Bank, National Association ("PNC Bank").

## Item 4. Issuance History

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

Date	Shareholder	Shares	Transaction	Value
March 20, 2017	Robert L. Laurent, Jr.	71,828	Common Stock award at \$0.67 per share	\$ 48,125
March 20, 2017	Mark Prudenti	41,791	Common Stock award at \$0.67 per share	\$ 28,000
March 20, 2017	James D. Cashel	57,463	Common Stock award at \$0.67 per share	\$ 38,500
March 20, 2017	Thomas G. Loughlin	36,567	Common Stock award at \$0.67 per share	\$ 24,500
March 20, 2017	Alper Kus	35,261	Common Stock award at \$0.67 per share	\$ 23,625

- Any jurisdictions where the offering was registered or qualified: N/A Β.
- 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
- Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been F 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: All 242,910 shares noted in Item 4A contain a restrictive legend.

## Environmental Tectonics Corporation Consolidated Statements of Operations and Comprehensive Income (Loss) (unaudited)

		Thirteen w	eeks e	ended
(in thousands, except per share information)	Ma	ay 26, 2017	Μ	ay 27, 2016
Net sales	\$	11,489	\$	10,723
Cost of goods sold		7,888		7,783
Gross profit		3,601		2,940
Operating expenses		3,285		2,935
Operating income		316		5
Other (income) expenses:				
Interest expense, net		197		238
Other (income) expense, net		(21)		222
Other expenses, net total		176		460
Income (loss) before income taxes		140		(455)
Income tax provision		18		24
Net income (loss)		122		(479)
(Income) loss attributable to non-controlling interest		(1)		1
Net income (loss) attributable to Environmental Tectonics Corporation		121		(478)
Foreign currency translation adjustment and unrealized gain on cash flow hedge		(111)		(52)
Comprehensive income (loss)	\$	10	\$	(530)
Preferred Stock dividends		(121)		(121)
Income (loss) attributable to common and participating shareholders	\$	-	\$	(599)
Per share information:				
Basic earnings (loss) per common and participating share:				
Distributed earnings per share:				
Common	\$	-	\$	-
Preferred	\$	0.02	\$	0.02
Undistributed earnings (loss) per share:				
Common	\$	-	\$	(0.04)
Preferred	\$	-	\$	(0.04)
Diluted earnings (loss) per share	\$	-	\$	(0.04)
Basic weighted average common and participating shares: Common weighted average number of shares		9,364		9,185
Participating preferred shares		9,364 6,063		9,185 6,063
Total basic weighted average common and participating shares		15,427		15,248
Diluted weighted average shares:		15 407		15 349
Basic weighted average common and participating shares Dilutive effect of stock warrants and options		15,427		15,248
Total diluted weighted average shares		15,427		15,248
rotar unuted weighted average shares		13,427		13,248

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

# Environmental Tectonics Corporation Consolidated Balance Sheets

(in thousands, except share information)		May 26, 2017		February 24, 2017
ASSETS		(unaudited)		
Current assets:				
Cash and cash equivalents	\$	309	\$	445
Restricted cash	Ψ	5,956	Ψ	5,956
Accounts receivable, net		8,198		7,053
Costs and estimated earnings in excess of billings on uncompleted long-term contracts		16,780		12,931
Inventories, net		3,040		2,842
Prepaid expenses and other current assets		2,272		2,071
Total current assets		36,555		31,298
Property, plant, and equipment, at cost, net		13,019		13,094
Capitalized software development costs, net		126		146
Total assets	\$	49,700	\$	44,538
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Current portion of long-term debt obligations, net of debt issuance costs	\$	144	\$	362
Accounts payable, trade	Ψ	4,536	Ψ	2,709
Billings in excess of costs and estimated earnings on uncompleted long-term contracts		10,232		9,663
Customer deposits		1,452		1,101
Accrued taxes		453		154
Accrued interest and dividends		2,130		1,995
Other accrued liabilities, current		2,379		2.072
Total current liabilities		21,326		18,056
Long-term debt obligations, net of debt issuance costs, less current portion:				
Credit facility payable to bank, net of debt issuance costs		19,365		17,554
Total long-term debt obligations, net of debt issuance costs, less current portion		19,365		17,554
Deferred tax liabilities, non-current, net		283		297
Other accrued liabilities, non-current		671		655
Total liabilities		41,645		36,562
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 26, 2017 and February 24, 2017 Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,428,071 and 9,185,161		12,127		12,127
shares issued and outstanding as of May 26, 2017 and February 24, 2017, respectively		471		459
Additional paid-in capital		8,854		8,798
Accumulated deficit		(12,943)		(13,064)
Accumulated other comprehensive loss		(12,943)		(13,004)
Total shareholders' equity before non-controlling interest		7,955		7,877
Non-controlling interest		100		99
Total shareholders' equity		8,055		7,976
		0,055		1,270

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

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

(unaudited)

Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:   308   335     Depreciation and amortization   308   335     Deferred income taxes   (14)   (0)     Increase (decrease) in allowance for doubtful accounts and inventory obsolescence   5   (35     Accretion of loan origination deferred charge and deferred financing costs   9   9     Stock compensation expense   26   31     Issuance of Common Stock   163   -     Costs and estimated armings in excess of billings on uncompleted long-term contracts   (3,849)   (559)     Inventories   (225)   (105   Accounts precivable   (225)   (105     Accounts receivable   (225)   (105   Accounts payable, trade   1,827   2,147     Billings in excess of costs and estimated earnings on uncompleted long-term contracts   569   3,467   Customer deposits   351   219     Accrued taxes   299   (207   Accrued taxes   323   150     Met acsh (used in) provided by operating activities:   323   150   16     Cash flows from investing activities:   28   (14   0   0   16 <th></th> <th></th> <th>Thirteen w</th> <th>eeks ei</th> <th>nded</th>			Thirteen w	eeks ei	nded
Net income (loss)   \$   122   \$   (479     Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:   308   335     Defered income taxes   (14)   (9)     Increase (decrease) in allowance for doubtful accounts and inventory obsolescence   5   (35     Accertein of loan origination deferred charge and deferred financing costs   9   9     Stock compensation expense   26   31     Issuance of Common Stock   163   -     Changes in operating assets and liabilities:	(in thousands)	May	y 26, 2017	Ma	y 27, 2016
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:   308   335     Depreciation and amortization   308   335     Deferred income taxes   (14)   (9)     Increase (decrease) in allowance for doubtful accounts and inventory obsolescence   5   (35     Accretion of loan origination deferred charge and deferred financing costs   9   9     Stock compensation deprese   26   31     Issuance of Common Stock   163   -     Changes in operating assets and liabilities:   -   -     Accounts receivable   (1.145)   (5.462     Costs and estimated earnings in excess of billings on uncompleted long-term contracts   (3.849)   (559     Inventories   560   3.467   (2.25)   (105     Accrued taxes   (203)   710   1.827   2.147     Billings in excess of costs and estimated earnings on uncompleted long-term contracts   569   3.467     Customer deposits   351   219   4   4   0ther accrued taxes   205   (14)   0ther accrued taxes   333   150     Vet cash lows from investing activities:   223   1216   2					
Depreciation and amortization   308   335     Deferred income taxes   (14)   (6)     Increase (decrease) in allowance for doubtful accounts and inventory obsolescence   5   (35     Accretion of loan origination deferred charge and deferred financing costs   9   9     Stock compensation expense   26   31     Issuance of Common Stock   163   -     Charges in operating assets and liabilities:   (1,145)   (5,462)     Accounts receivable   (1,145)   (5,462)     Cots and estimated earnings in excess of billings on uncompleted long-term contracts   (3,349)   (59)     Inventories   (203)   (710)   Prepaid expenses and other assets   (203)   (710)     Accounts payable, trade   1,827   2,147   Billings in excess of costs and estimated earnings on uncompleted long-term contracts   569   3,467     Customer deposits   299   (207)   Accrued taxes   299   (207)     Accured taxes   1,420   214   41   44   41   41   41   41   41   41   41   41   41   41   41   41   41   41   41 <td>Net income (loss)</td> <td>\$</td> <td>122</td> <td>\$</td> <td>(479</td>	Net income (loss)	\$	122	\$	(479
Deferred income taxes (14) (9)   Increase (decrease) in allowance for doubtful accounts and inventory obsolescence 5 (35)   Accretion of loan origination deferred charge and deferred financing costs 9 9   Stock compensation expense 26 31   Issuance of Common Stock 163 -   Charges in operating assets and liabilities: (1,145) (5,462)   Costs and estimated earnings in excess of billings on uncompleted long-term contracts (3,849) (559)   Inventories (203) 710   Prepaid expenses and other assets (223) (210)   Accrued interst and dividends 1,827 2,147   Billings in excess of costs and estimated earnings on uncompleted long-term contracts 569 3,467   Customer deposits 351 219   Accrued taxes 299 (207)   Accrued interst and dividends 14 44   Other accrued liabilities 323 150   Net cash (used in) provided by operating activities (205) (166)   Cash flows from investing activities: (213) (148)   Acquisition of property, plant, and equipment (205) (166)   Cash flows from financing activities (213) (181)   Cash flows from financing activi					
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Accretion of loan origination deferred charge and deferred financing costs   9   9   9     Stock compensation expense   26   31     Issuance of Common Stock   163   -     Changes in operating assets and liabilities:   (1,145)   (5,462)     Accounts receivable   (1,145)   (5,462)     Costs and estimated earnings in excess of billings on uncompleted long-term contracts   (3,849)   (559)     Inventories   (203)   7100     Prepaid expenses and other assets   (225)   (105)     Accounts payable, trade   1,827   2,147     Billings in excess of costs and estimated earnings on uncompleted long-term contracts   569   3,467     Customer deposits   351   219   200     Accrued taxes   299   (207)   2016     Net cash (used in) provided by operating activities   323   150     Net cash (used in) provided by operating activities   (1,420)   216     Cash flows from investing activities   (205)   (169)     Acquisition of property, plant, and equipment   (205)   (169)     Cash flows from financing activities   (213)   (181)	Deferred income taxes		(14)		(9
Accretion of loan origination deferred charge and deferred financing costs 9 9   Stock compensation expense 26 31   Issuance of Common Stock 163 -   Changes in operating assets and liabilities:  163 -   Accounts receivable (1,145) (5,462) 710   Prepaid expenses and other assets (203) 710   Prepaid expenses and other assets (225) (105)   Accounts payable, trade 1,827 2,147   Billings in excess of costs and estimated earnings on uncompleted long-term contracts 569 3,467   Customer deposits 351 219   Accruced taxes 299 (207)   Accruced individends 14 4   Other accruced liabilities 323 150   Net cash (used in) provided by operating activities (205) (169)   Cash flows from investing activities (205) (160)   Cash flows from financing activities (213) (181)   Cash now form investing activities (213) (181)   Cash flows from financing activities (213) (181)   Cash flows from financing activities 1,608 (1,421)   Derivating activities 1,608 (214)   Borrowings	Increase (decrease) in allowance for doubtful accounts and inventory obsolescence		5		(35
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Changes in operating assets and liabilities:   (1,145)   (5,462)     Accounts receivable   (1,145)   (5,462)     Costs and estimated earnings in excess of billings on uncompleted long-term contracts   (203)   710     Prepaid expenses and other assets   (225)   (105     Accounts payable, trade   1,827   2,147     Billings in excess of costs and estimated earnings on uncompleted long-term contracts   569   3,467     Customer deposits   351   219   (207     Accrued interest and dividends   14   4     Other accrued liabilities   323   150     Net cash (used in) provided by operating activities   (1,120)   216     Cash flows from investing activities:   (205)   (169)     Capitalized software development costs   (8)   (12     Cash lows from financing activities:   (8)   (12     Borrowings (repayments) under lines of credit   1,608   (1,481     Decrease in restricted cash   -   1,228     Net decrease in cash and cash equivalents   (136)   (213)     Cash flows from financing activities:   1,608   (213)     Borrowings (repayments) under lines			163		-
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		\$	121	\$	121
	Unrealized gain on cash flow hedge		-		

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, services, 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 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) ATS products; (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 ATS products 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 governmental organizations both in the United States and internationally, original equipment manufacturers in the global special fire truck market (including Aircraft Rescue and Firefighting vehicles), fire and emergency training schools, universities, and airports. We also provide ILS 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 medical device and pharmaceutical manufacturers. We sell our environmental testing and simulation devices primarily to commercial automotive and heating, ventilation, and air conditioning ("HVAC") manufacturers. We sell our 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 2018 first quarter are references to the thirteen week period ended May 26, 2017. References to the 2017 first quarter are references to the thirteen week period ended May 27, 2016. References to fiscal 2018 are references to the fifty-two week period ending February 23, 2018. References to fiscal 2017 are references to the fifty-two week period ended February 24, 2017. Certain amounts from prior consolidated financial statements have been reclassified to conform to the presentation in fiscal 2018.

## 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, which we are winding down, functioned 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 to Shareholders for fiscal 2017.

## Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies during fiscal 2018 as compared to what was previously disclosed in the Company's Annual Report to Shareholders for fiscal 2017.

## 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 currently outstanding, 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 26, 2017 and May 27, 2016, 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 28, 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. As of February 28, 2016, these warrants have expired. Additionally, on July 2, 2009, in consideration of an increase of the guarantee on the 2007 PNC Credit Facility, the Company issued 500,000 warrants to purchase 450,450 shares of the Company's Common Stock at \$1.11 per share. As of July 2, 2016, these warrants have expired.

As of May 26, 2017 and May 27, 2016, there were outstanding options to purchase the Company's Common Stock totaling 511,500 and 579,189 shares at an average price of \$1.24 and \$1.25 per share, respectively. Due to the conversion price of Common Stock options, all 511,500 and 579,189 shares were excluded from the calculation of diluted earnings per share as of May 26, 2017 and May 27, 2016, respectively, because the effect of their conversion would be anti-dilutive; further, all 450,450 shares of the Company's Common Stock pertaining to the 500,000 warrants issued on July 2, 2009, which represented all outstanding warrants as of May 27, 2016, were excluded from the calculation of diluted earnings per share as of May 27, 2016 because the effect of their conversion would also be anti-dilutive. Due to the expiration of all warrants during fiscal 2017, all shares pertaining to warrants were excluded from the calculation of diluted earnings per share as of May 26, 2017.

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

(Dollars in thousands, except per share information)

## Note 3. Long-Term Obligations

On June 10, 2016, the Company received a waiver as of the fiscal quarter ended February 26, 2016 for failing to exceed the permitted minimum Consolidated Tangible Net Worth. The waiver also provides that ETC must maintain at all times a minimum Consolidated Tangible Net Worth of \$7,500; further, commencing with the fiscal quarter ending May 26, 2017, ETC is to maintain as of the end of each fiscal quarter a Fixed Charge Coverage Ratio of at least 1.00 to 1. This ratio will increase to 1.10 to 1 on August 25, 2017, and will remain at that level at all times thereafter. The waiver extended the maturity date of the PNC Line of Credit to August 10, 2016, during which time the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that provided for, among other things, the following:

- (i) The PNC Line of Credit and the Term Loan were consolidated into a \$21,000 Revolving Line of Credit (the "Revolving Line of Credit"). Amounts may be borrowed, repaid, and re-borrowed under the Revolving Line of Credit from time to time until December 31, 2017.
- (ii) The existing Committed Line of Credit (the "Committed Line of Credit") is capped at \$8,600, an amount equivalent to the total outstanding standby letters of credit under which the Committed Line of Credit covered as of May 27, 2016. Total outstanding standby letters of credit covered by the Committed Line of Credit decreased to approximately \$5,155 as of July 10, 2017, the date of issuance of our consolidated financial statements.
- (iii) A new \$1,000 FX Equivalent Line of Credit (the "FX Equivalent Line of Credit") for potential future foreign exchange obligations.
- (iv) The Revolving Line of Credit, the Committed Line of Credit, and the FX Equivalent Line of Credit (collectively, the "2016 PNC Credit Facilities") had an original maturity date of December 31, 2017, which on May 26, 2017 was subsequently extended to June 30, 2018.
- (v) The interest rate on the 2016 PNC Credit Facilities will be based on the PNC Daily LIBOR Rate (1.0603% as of June 2, 2017, the date of our most current Revolving Line of Credit statement) plus a margin of 3.00%.
- (vi) The 2016 PNC Credit Facilities are collateralized by a combination of the Company's pledged restricted cash (\$5,956 as of May 26, 2017), substantially all of the Company's additional assets, and the pledged cash collateral of H.F. Lenfest, a major shareholder and member of the Company's Board of Directors (the "Board of Directors").

## Summary of Long-Term Debt Obligations

Long-term debt obligations consist of the following:

	May 26, 2017		Februa	ary 24, 2017
	(una	audited)		
Credit facility payable to bank	\$	19,380	\$	17,578
Borrowed under the ETC-PZL Line of Credit		144		362
Total long-term debt obligations		19,524		17,940
Less: debt issuance costs		(15)		(24)
Total long-term debt obligations, net of debt issuance costs		19,509		17,916
Less: current portion		(144)		(362)
Total long-term debt obligations, net of debt issuance				
costs, less current portion	\$	19,365	\$	17,554

## Note 4. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes as well as the valuation of net operating loss carryforwards. Valuation allowances are reviewed each fiscal period to determine whether there is sufficient positive or negative evidence to support a change in judgment about the potential realization of the related deferred tax asset. Deferred tax liabilities and assets are offset and presented as a single non-current liability.

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.

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

(Dollars in thousands, except per share information)

An income tax provision of \$18, primarily related to an increase in unrecognized tax benefits, was recorded in the 2018 first quarter compared to an income tax provision of \$24 recorded in the 2017 first quarter. Effective tax rates were 12.9% and -5.3% for the 2018 first quarter and the 2017 first quarter, respectively. As of May 26, 2017, the Company had approximately \$25,823 of federal net loss carryforwards available to offset future income tax liabilities, which begin to expire in 2025. The unrecognized tax benefits, which are recorded on the Company's balance sheet within other accrued liabilities, are primarily associated with U.S. federal tax issues such as the amount of research and development tax credits claimed and taxation of foreign earnings. Also included in these amounts are accruals for domestic state tax issues such as the allocation of income among various state tax jurisdictions.

## 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 10, 2017, the date of issuance of the accompanying interim consolidated financial statements, and determined that there were no material subsequent events requiring adjustment to, or disclosure in, the accompanying interim consolidated financial statements for the thirteen weeks ended May 26, 2017.

## **Management's Discussion and Analysis**

## **Forward-looking Statements**

Discussions of some of the matters contained in this Quarterly Report 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.

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 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, words 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 26, 2017 compared to thirteen weeks ended May 27, 2016

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.

(unaudited)						
		Thirteen w				
(in thousands, except per share information)	May	26, 2017	N	lay 27, 2016	Variance (\$)	Variance (%
Net sales	\$	11,489	\$	10,723	\$ 766	7.1
Cost of goods sold		7,888		7,783	105	1.3
Gross profit		3,601		2,940	661	22.5
Gross profit margin %		31.3%		27.4%	3.9%	14.2%
Operating expenses		3,285		2,935	350	11.9
Operating income		316		5	311	6220.0
Operating margin %		2.8%		0.0%	2.8%	
Interest expense, net		197		238	(41)	(17.2)
Other (income) expense, net		(21)		222	(243)	
Income (loss) before income taxes		140		(455)	595	
Pre-tax margin %		1.2%		(4.2%)	5.4%	
Income tax provision		18		24	(6)	(25.0)
(Income) loss attributable to non-controlling interest		(1)		1	(2)	
Net income (loss) attributable to ETC	\$	121	\$	(478)	\$ 599	
Per share information:						
Basic earnings (loss) per common and participating	g share:					
Distributed earnings per share:						
Common	\$	-	\$	-	\$ -	
Preferred	\$	0.02	\$	0.02	\$ -	0.0
Undistributed earnings (loss) per share:						
Common	\$	-	\$	(0.04)	\$ 0.04	
Preferred	\$	-	\$	(0.04)	\$ 0.04	
Diluted earnings (loss) per share	\$	-	\$	(0.04)	\$ 0.04	

Summary Table of Results

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

## Net Income (Loss) Attributable to ETC

Net income attributable to ETC was \$0.1 million, or \$0.00 diluted earnings per share, in the 2018 first quarter, compared to a net loss attributable to ETC of \$0.5 million during the 2017 first quarter, equating to \$0.04 diluted loss per share. The \$0.6 million variance is due to the combined effect of a \$0.7 million increase in gross profit, a \$0.2 million favorable variance in other (income) expense, net, and a \$41 thousand decrease in interest expense, offset, in part, by a \$0.4 million increase in operating expenses.

## Net Sales

Net sales in the 2018 first quarter were \$11.5 million, an increase of \$0.8 million, or 7.1%, compared to 2017 first quarter net sales of \$10.7 million. The increase reflects higher sales of Environmental Testing and Simulation Systems within our CIS segment and higher sales related to ATS products within our Aerospace segment to Domestic customers, offset, in part, by a decrease in sales related to ATS products within our Aerospace segment to International customers and an overall decrease in sales of monoplace chambers within the Hyperbaric Chambers business unit of our CIS segment.

## Gross Profit

Gross profit for the 2018 first quarter was \$3.6 million compared to \$2.9 million in the 2017 first quarter, an increase of \$0.7 million, or 22.5%. The increase in gross profit was due to both higher net sales and a higher blended gross profit margin as a percentage of net sales, which increased to 31.3% for the 2018 first quarter compared to 27.4% for the 2017 first quarter. The increase in gross profit margin as a percentage of net sales was due to the combination of a reduction in the amount of additional work required on three contracts and a higher concentration of net sales from more off-the-shelf type products requiring less initial design and engineering work.

## **Operating Expenses**

Operating expenses, including sales and marketing, general and administrative, and research and development, for the 2018 first quarter were \$3.3 million, an increase of \$0.4 million, or 11.9%, compared to \$2.9 million for the 2017 first quarter. The most significant component of which was the non-cash expense associated with the issuance of Common Stock awards.

## Other (Income) Expense, Net

Other income, net for the 2018 first quarter was \$21 thousand compared to \$0.2 million of other expense, net in the 2017 first quarter, a variance of \$0.2 million due to the combination of a net realized foreign currency exchange gain in the 2018 first quarter compared to a net realized foreign currency exchange loss in the 2017 first quarter and a decrease in letter of credit fees.

## **Cash Flows from Operating, Investing, and Financing Activities**

During the 2018 first quarter, as a result of an increase in costs and estimated earnings in excess of billings on uncompleted long-term contracts and an increase in accounts receivable, offset, in part by an increase in billings in excess of costs and estimated earnings on uncompleted long-term contracts and an increase in accounts payable, the Company used \$1.4 million of cash for operating activities compared to \$0.2 million of cash provided by operating activities during the 2017 first quarter. Under percentage-of-completion ("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 \$0.2 million in both the 2018 first quarter and the 2017 first quarter.

The Company's financing activities provided \$1.6 million of cash in the 2018 first quarter from borrowings under the Company's various lines of credit. In the 2017 first quarter, the Company's financing activities used \$0.3 million of cash on repayments under the Company's various lines of credit, 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 four major locations consisting of manufacturing facilities, product development, and administration. A summary of square footage and use is presented below:

-	Approximate		Owned/	
Location	Square Footage	Function	Leased	Segment
Southampton, Pennsylvania	83,800	Manufacturing (36,000 sq. ft), NASTAR Center (22,100 sq. ft.), and Corporate Headquarters (25,700 sq. ft.)	Owned	Aerospace CIS
Orlando, Florida	8,700	Product development and administration	Leased	Aerospace
Warsaw, Poland	28,000	Manufacturing, product development, and administration	Leased	Aerospace
Ankara, Turkey	5,700	Software development	Leased	Aerospace CIS
Tot	tal 126,200			

The Southampton owned property is encumbered by an Open-End Mortgage and Security Agreement with PNC Bank, which secures the 2016 PNC Credit Facilities. 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.

Our National Aerospace Training and Research Center (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 Percentage
Directors and Executive Officers:	George K. Anderson, M.D.	Chairman of the Board of Directors	*
	Michael D. Malone	Vice Chairman of the Board of Directors	*
	Linda J. Brent, Ed.D.	Director	*
	Roger Colley	Director	*
	Robert L. Laurent, Jr.	Chief Executive Officer, President, and Director	1.0%
	H.F. Lenfest	Director	*** 53.5%
	c/o The Lenfest Group		
	Five Tower Bridge-Suite 460		
	300 Barr Harbor Drive		
	West Conshohocken, PA 19428		
	Winston E. Scott	Director	*
	Mark Prudenti	Chief Financial Officer and Treasurer	*
	James D. Cashel	Vice President, General Counsel,	*
		Corporate Secretary, and	
		Chief Compliance Officer	
	Thomas G. Loughlin	Chief Operating Officer	*
Control Persons:	William F. Mitchell, Sr.		14.2%
	2355 Fairway Road		
	Huntingdon Valley, PA 19006		
	T. Todd Martin, III		11.0%
	50 Midtown Park East		
	Mobile, AL 36606		
	3K Limited Partnership		6.9%
	Estate of Pete L. Stephens		6.3%

\* less than 1%

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

\*\*\* the denominator for this ownership percentage calculation includes all participating preferred shares

Information is accurate as of July 10, 2017, the date of issuance of the accompanying interim consolidated financial statements, based on information available to the Company. None of the foregoing Directors and Executive Officers in the last five years has had a legal/disciplinary issue.

## **Item 9. Third Party Providers**

### Legal Counsel:

Stradley Ronon Stevens & Young, LLP 2005 Market Street Philadelphia, PA 19103 (215) 564-8120 *Independent Auditor:* RSM US LLP 751 Arbor Way Blue Bell, PA 19422 (215) 641-8600 I, Mark Prudenti certify that:

- 1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;
- 2 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.

Mark Prudenti Chief Financial Officer and Treasurer Date: July 10, 2017

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

- 1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;
- 2 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.

Rout I. Sound J.

Robert L. Laurent, Jr. Chief Executive Officer and President Date: July 10, 2017

ETC GLOBAL HEADQUARTERS

125 James Way Southampton, PA 18966 www.etcusa.com

INVESTOR CONTACT **Mark Prudenti | Chief Financial Officer** +1.215.355.9100 x1531 mprudenti@etcusa.com