

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 10-K**

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- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended February 24, 2012
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 1-10655

**ENVIRONMENTAL TECTONICS CORPORATION**

(Exact name of Registrant as specified in its Charter)

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State or other jurisdiction of incorporation or organization: Pennsylvania  
I.R.S. Employer Identification No.: 23-1714256  
Address of principal executive offices: 125 James Way, County Line Industrial Park, Southampton, PA 18966  
Registrant's telephone number, including area code: (215) 355-9100  
Securities registered pursuant to Section 12(b) of the Act: None

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Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.05 per share

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer       Accelerated Filer       Non-accelerated Filer       Smaller reporting company   
(Do not check if a smaller reporting company)

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

As of August 26, 2011, the aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant was approximately \$12,596,000 based upon the closing sale price of the registrant's Common Stock on the OTCQB Market Tier of \$2.25 on such date. (The information provided is not an admission that any person whose holdings are excluded from the figure is not an affiliate or that any person whose holdings are included is an affiliate and any such admission is hereby disclaimed. The information provided is solely for record keeping purposes of the Securities and Exchange Commission.)

As of July 10, 2012, there were 9,142,296 shares of the registrant's Common Stock issued and outstanding.

**Documents incorporated by reference:**

PARTS I and II - Portions of the Registrant's Annual Report to Shareholders for the fiscal year covered by this Form 10-K (the "Annual Report to Shareholders"), which portions are included as an exhibit to this Form 10-K.

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**ENVIRONMENTAL TECTONICS CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED**  
**FEBRUARY 24, 2012**

**TABLE OF CONTENTS**

<a href="#"><u>PART I</u></a>	2
<a href="#"><u>Item 1. Business</u></a>	2
<a href="#"><u>Item 1A. Risk Factors</u></a>	10
<a href="#"><u>Item 1B. Unresolved Staff Comments</u></a>	15
<a href="#"><u>Item 2. Properties</u></a>	15
<a href="#"><u>Item 3. Legal Proceedings</u></a>	16
<a href="#"><u>Item 4. Mine Safety Disclosures</u></a>	16
<a href="#"><u>PART II</u></a>	17
<a href="#"><u>Item 5. Market for the Registrant’s Common Stock and Related Security Holder Matters and Issuer Purchases of Equity Securities</u></a>	17
<a href="#"><u>Item 6. Selected Financial Data</u></a>	17
<a href="#"><u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u></a>	17
<a href="#"><u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk.</u></a>	17
<a href="#"><u>Item 8. Financial Statements and Supplementary Data</u></a>	17
<a href="#"><u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.</u></a>	17
<a href="#"><u>Item 9A. Controls and Procedures</u></a>	17
<a href="#"><u>Item 9B. Other Information</u></a>	19
<a href="#"><u>PART III</u></a>	20
<a href="#"><u>Item 10. Directors and Executive Officers of the Registrant</u></a>	20
<a href="#"><u>Item 11. Director and Executive Compensation</u></a>	22
<a href="#"><u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters</u></a>	29
<a href="#"><u>Item 13. Certain Relationships and Related Transactions and Director Independence</u></a>	30
<a href="#"><u>Item 14. Principal Accountant Fees and Services</u></a>	33
<a href="#"><u>PART IV</u></a>	34
<a href="#"><u>Item 15. Exhibits and Financial Statement Schedules.</u></a>	34
<a href="#"><u>SIGNATURES</u></a>	1
<a href="#"><u>EXHIBIT INDEX</u></a>	1
<a href="#"><u>EXHIBIT 13</u></a>	1
Management’s Discussion and Analysis of Financial Condition and Results of Operations	2
Report of Independent Registered Public Accounting Firm – McGladrey LLP	14
Report of Independent Registered Public Accounting Firm – Friedman LLP	15
Consolidated Balance Sheets	16
Consolidated Statements of Income and Comprehensive Income	17
Consolidated Statement of Changes in Shareholders’ Equity	18
Consolidated Statements of Cash Flows	19
Notes to the Consolidated Financial Statements	20
<a href="#"><u>EXHIBIT 21</u></a>	41
<a href="#"><u>EXHIBIT 23.1</u></a>	42
<a href="#"><u>EXHIBIT 23.2</u></a>	43
<a href="#"><u>EXHIBIT 31.1</u></a>	44
<a href="#"><u>EXHIBIT 31.2</u></a>	45
<a href="#"><u>EXHIBIT 32</u></a>	46

When used in this Annual Report on Form 10-K, except where the context otherwise requires, the terms “we”, “us”, “our”, “ETC” and the “Company” refer to Environmental Tectonics Corporation and its subsidiaries.

## **FORWARD-LOOKING STATEMENTS**

Discussions of some of the matters contained in this Annual Report on Form 10-K for ETC may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, and, as such, may involve risks and uncertainties. Some of these discussions are contained under the captions “Item 1. Business” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.” 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 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. Factors that might cause or contribute to such a material difference include, but are not limited to, those discussed in this Annual Report on Form 10-K under the caption “Item 1A. Risk Factors.” Shareholders are urged to review these risks carefully prior to making an investment in the Company’s Common Stock.

The Company cautions that the foregoing list of factors that could affect forward-looking statements by ETC is not exclusive. Except as required by federal securities law, the Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company.

References to fiscal 2011 or the 2011 fiscal year are references to the fifty-two week period ended February 25, 2011. References to fiscal 2012 or the 2012 fiscal year are references to the fifty-two week period ended February 24, 2012. References to fiscal 2013 or the 2013 fiscal year are references to the fifty-two week period ending February 22, 2013.

## **PART I**

### **Item 1. Business**

ETC was incorporated in 1969 in Pennsylvania. For over forty-three years, 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: (1) 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; (2) altitude (hypobaric) chambers; (3) the Advanced Disaster Management Simulator (“ADMS”); (4) steam and gas sterilizers; (5) testing and simulation devices for the automotive industry; and (6) hyperbaric (100% oxygen) chambers.

For fiscal 2012, we have changed our reporting segments to Aerospace Solutions (“Aerospace”) and Commercial/Industrial Systems (“CIS”) from Training Services Group (“TSG”) and Control Systems Group (“CSG”). We believe that this change more closely describes our markets, and aligns our products with how ETC manages its business and approaches these markets. The most significant change is that our altitude chamber business has moved from CSG into Aerospace because these chambers are primarily used to provide hypoxia training and are marketed along with our other Aerospace products. What is left in the former CSG is marketed to commercial and industrial customers; thus, a name change for the segment to CIS. Fiscal 2011 segment financial information has been restated to reflect this change in segments.

As indicated, we operate in two business segments – Aerospace and CIS.

Aerospace encompasses the design, manufacture, and sale of (1) 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”), (2) altitude (hypobaric) chambers, and (3) ADMS, as well as integrated logistics support for customers who purchase these products.

These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs.

Specific products within Aerospace include:

- GYROLAB GL-6000 Gryphon Disorientation Research Device;
- GYROLAB GL-4000;
- GYROLAB GL-1500;
- GYRO IPT III Integrated Physiological Trainer;
- G-LAB;
- ATFS-400-31 PHOENIX High Performance Human Centrifuge;
- ATFS-400-25 PHOENIX High Performance Human Centrifuge;
- FALCON Altitude Chamber;
- GYROFLIGHT;
- GAT II Fixed-Wing;
- GAT II Helo;
- ZERO-ZERO Ejection Seat Simulator; and
- ADMS family of products (ADMS-COMMAND, ADMS-CONTROL, etc.).

Specific services within Aerospace include:

- Pilot selection;
- Night vision and night vision goggle training;
- Water survival training;
- Aeromedical training;
- Tactical flight training;
- Basic pilot training;
- Advanced pilot training;
- Upset recovery and spatial disorientation training;
- Suborbital and orbital commercial human spaceflight training;
- Emergency management simulation training; and
- Integrated logistics support.

CIS operations encompass the design, manufacture, and sale of core technologies including:

- Steam and gas (ethylene oxide) sterilizers;
- Environmental testing and simulation devices for the automotive industry;
- Hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers); and
- Parts and service support.

Net sales, net income, total assets, and other financial information regarding our segments may be found in Note 10 – Business Segment Information of the Notes to the Consolidated Financial Statements in the Annual Report to Shareholders attached hereto as Exhibit 13 and incorporated herein by reference.

## **Product Development**

Technological improvement and enhancement is an integral part of our business and philosophy. New ideas and products come from customer feedback based on the markets in which they operate, and from all levels of our design and engineering staff. Throughout the Company, product development emphasizes additional functionality and fidelity, enhancing control systems and software graphics, and exploring commercial possibilities. Our recent product development efforts are as follows:

*Aerospace Segment*

GYROLAB GL-6000 Gryphon Disorientation Research Device

During fiscal 2012, we shipped the last major subassembly of the GYROLAB GL-6000 Gryphon Disorientation Research Device (“GL-6000”) to Wright Paterson Air Force Base. The cockpit capsule with its rotating gimbals and linear sleds represent the last and most important parts of the GL-6000 operation. The GL-6000 is an advanced training and research device that was competitively awarded by the U.S. Navy to ETC. The GL-6000 was sold by the ATS business unit of ETC. The U.S. Navy will use this device to support clinical and operational research and mishap investigation.

The GL-6000 is a flexible, multifunctional system with advanced motion capabilities. It replicates the extreme motions found in current and future generation aircraft to which pilots are un-accustomed. We believe that current training devices cannot replicate the motions and its associative physiologic stressors created by the latest generation of aircraft, which can induce Spatial Disorientation (SD), loss of Situational Awareness (SA), and/or create an Upset Recovery situation. The GL-6000 has the capability to authentically replicate these novel motion environments to provide effective and transferable human factors training to pilots. ETC’s GL-6000 features sustained-G capability and six distinct degrees of freedom (motions). The unique motion capability of the GL-6000, its wide field-of-view real-world visuals, and its reconfigurable cabin support operational and clinical research into complex human factors issues for aircraft, land vehicles, and water vehicles. The Advanced Medical Monitoring and Data Acquisition (DAQ) System of the GL-6000 creates a platform to support cutting edge clinical research into vestibular functioning, human interpretation of orientation percepts, attention management, decision making and skill selection in a dynamic environment.

Tactical Flight Combat and G-force / Disorientation Trainers

Initially, the Company’s high-G (the physiological impact of gravity on humans) aircrew training centrifuges were developed for the aeromedical community to provide G-training such as G-loss of consciousness (“G-LOC”) for high performance jet pilots; however, we believed that we could incorporate tactical flight simulation into a high-G ground simulator. By 2004 the engineering tools and technology had evolved sufficiently to allow us to begin this integration in earnest. The result of this evolution is our Authentic Tactical Fighting System (“ATFS”), the first fully “flyable” centrifuge-based tactical maneuvering ground based simulator. Our ATFS technology allows fighter pilots to practice tactical air combat maneuvers such as dodging enemy missiles, ground fire and aircraft obstacles while experiencing the real life environment of a high G-force fighter aircraft. These flight trainers provide a low cost and extremely less risky alternative to actual air flight. Development of this technology is a core objective of ETC. Additionally we are now migrating elements of this technology to other products, especially the GYROLAB GL-4000, our four axes motion platform simulator.

With respect to our altitude chamber business, we were awarded a \$37.5 million contract during fiscal 2011 by the U.S. Air Force to provide a suite of four altitude chambers to the 711th Human Performance Wing at Wright Patterson Air Force Base in Dayton, Ohio. These chambers will support research activities to investigate and develop solutions for current and future Department of Defense aviation and space operations. The cutting edge research capabilities of these altitude chambers will allow investigation of physiological issues associated with exposure to medium and high altitudes in extreme environments as well as equipment development, qualification, and human rating.

Upset Recovery Training (URT)

Loss of control in flight is a major cause factor in loss of life and hull damage in aircraft accidents. Modern day commercial aviation currently has no requirement for training of pilots to deal with these situations, commonly referred to as “upsets.” Twenty years ago, about 80% of civilian pilots were from a military training background and had training in extreme conditions; today this percentage is down to about 20%. Realistic training for responding to and recovering from upsets, or URT, requires more than a non-centrifuge-based simulator because non-centrifuge-based simulators do not reproduce the physiological stresses and disorientation that a pilot experiences during an actual upset. We believe our GYROLAB simulator series is an answer to providing pilots with the dynamic environment necessary for effective training.

ETC’s GYROLABs have been utilized in numerous research studies, including in conjunction with research funded by the Federal Aviation Administration (FAA) and the National Aeronautics and Space Administration (NASA). These studies are focused on comparing the benefits of various types of URT. The Company anticipates that this simulator and the ATFS-400’s will have significant application in the training of commercial airline pilots.

Advanced Disaster Management Simulators (“ADMS”)

Our simulation business, primarily based in Orlando, Florida, continues to develop and refine software-driven disaster scenario products. ETC-PZL Aerospace Industries SP. Z 0.0 (“ETC-PZL”), our 95%-owned subsidiary in Warsaw, Poland, provides software support on the ADMS software platform, while engineers in our Orlando office expand our library of visual environments and incidents, incorporating additional functionality and applications. We now offer training in aircraft accidents, hazardous material incidents, train and tunnel incidents, major traffic accidents, structural fires in high-rise, commercial, industrial, and apartment buildings, large wildfires, terrorist attacks, bomb threats and explosions, and school shootings, among others.

During fiscal 2012 we completed performance on a contract from the U.S. Air Force, Air Education and Training Command, to implement ADMS into the fire officer training program at the Louis F. Garland Department of Defense Fire Training Academy located at the 312th Training Squadron at Goodfellow Air Force Base (AFB), San Angelo, Texas. ETC teamed with the Adayana Government Group (“Adayana”), who provided project management and associated consulting services. The ADMS simulator included a virtual replica of the Norma Brown AFB, staffed vehicles, and a variety of scenarios including aircraft incidents and structural fires. The Norma Brown AFB is a tabletop model of a fictitious air force base that has been used by the Fire Academy for three decades to provide incident command training. ADMS brought Norma Brown AFB to life by creating a complete environment with dynamic, interactive scenarios. Fire officers are to be trained using ADMS to invoke higher-order thinking and to enhance decision making, problem solving, and communications in their roles as incident commanders according to the National Incident Management System. The capstone training exercise using ADMS includes formal evaluations as part of the curriculum. The first simulator has three Commander Positions for the Incident Commander, Operations Chief, and Safety Officer, and an Exercise Control Station for the Instructor/Facilitator. The complete system is portable and is used in-residence and deployed with Mobile Training Teams for on-site training. Adayana provided analysis and developed design documentation in conjunction with ETC, who developed the Incident Management Simulator that is part of the customized solutions. Both companies assisted in the integration and testing, delivery, and training of the Academy personnel.

In fiscal 2012, we experienced continued interest for our ADMS product at the state community college level. Additional scenarios were delivered under a prior year contract for multiple ADMS-COMMAND units to a national training institute in the Middle East. This simulator included several team training systems, customized scenarios, regionalized environments, and models of appropriate vehicles, equipment, responders, and citizens. The system was delivered in Arabic with specific evaluation, scoring, and record keeping components to train and assess individuals and teams according to the country’s national standards. A two-year service, support, and scenario expansion package was also included. The ADMS-COMMAND systems will be used to train emergency responders in command and control. Trainees will exercise in dynamic scenarios in realistic virtual environments. Fires, hazardous material releases, and victims’ health status react dynamically to mitigation efforts, offering real-world incident conditions and realistic experiences for trainees.

### *CIS Segment*

#### Sterilization Systems Business Unit

Our industrial sterilizers, which can utilize either steam or ethylene oxide gas (EtO) as the sterilizing agent, are sold to the life sciences research, medical device, and pharmaceutical sectors. Sterilizers are designed for general processing of medical equipment, cages, racks, carts, linens, gowns, and other miscellaneous items. When products cannot withstand the high temperature or high humidity conditions of steam sterilization, chemical sterilization using EtO is an available option.

During fiscal 2012, we experienced record orders of \$11.9 million for our large EtO sterilization systems. These orders call for industrial EtO Systems, sophisticated material handling systems, emissions control systems, and validation consulting work. Each of these sterilization systems included ETC’s PRO-GENESIS Advantage control system.

Conversely, our steam product line continued to suffer from the significant reduction in U.S. Government grant awards for facility expansions and modernizations in colleges and universities, a primary customer base for our steam sterilization products.

#### Environmental Testing and Simulation Systems Business Unit

Our Environmental Testing and Simulation Systems Business Unit designs and manufactures environmental simulation systems for the Automotive and HVAC Industries. Applications include automotive engine development, automotive air conditioning systems, fuels, lubricants, and various other automotive test and research applications.

During fiscal 2012, this business unit continued its rebound as the automotive industry recovered. Contracts amounting to \$2.4 million were awarded in fiscal 2012, which followed \$1.7 million in fiscal 2011. This follows a period in which the business unit suffered from the downturn in the domestic automotive market.

#### Biomedical Systems Business Unit

Hyperbaric oxygen therapy (HBOT) is the medical use of 100% oxygen at a level higher than atmospheric pressure. Among other uses, HBOT is used to treat decompression sickness and carbon monoxide poisoning, and to enhance certain wound healing. A monoplace chamber provides a cylindrical environment for one person to receive HBOT.

The Company’s BARA-MED® Select monoplace hyperbaric chamber has been a valuable addition to ETC’s monoplace line. The BARA-MED® Select includes undercarriage gurney storage for optimized space usage and features a fourth-generation, automated, computerized operating system for control and recordkeeping, a passive pressure relief mattress, an adjustable height gurney, and computerized treatment protocols.

With respect to Electronic Medical Records (EMR), our O.S.C.A.R.™ (Operating System for Control and Recordkeeping), a computer-based pressure vessel control device designed for a monoplace hyperbaric chambers, provides comprehensive EMR of the HBOT each patient receives. The Company has obtained FDA 510-K clearance to market O.S.C.A.R.™ as a standalone computer hyperbaric oxygen control system. The innovation behind O.S.C.A.R.™ is a proprietary software system that allows hyperbaric technicians to program, manage, and reproduce the HBOT protocol time after time with the same accuracy of the first treatment. This proprietary software is also included in each of our BARA-MED® computerized monoplace chambers.

In fiscal 2012, we continue to focus on expanding our international sales activity, and during this fiscal year we sold chambers in Japan, Kazakhstan, and India. Japan is our second largest market for hyperbaric chambers.

### **Subsidiaries**

We presently have two operating subsidiaries. ETC-PZL, our 95%-owned subsidiary in Warsaw, Poland, manufactures simulators and provides software to support our domestic products. Environmental Tectonics Corporation (Europe) Limited (“ETC-Europe”), our 99%-owned subsidiary, functions as a sales office in the United Kingdom.

### **Marketing**

We utilize both employees and independent representatives to market our products and services. At February 24, 2012, approximately thirty-seven (37) employees were committed to sales and marketing functions. We have branch offices in England, Egypt, Turkey, United Arab Emirates, India, China, Thailand, Malaysia, and Japan. Internationally, we have relationships with numerous independent sales representatives and distributors.

### **Research and Development**

Our research and development costs, which relate primarily to the development, design, and testing of products, are expensed as incurred. We enter into research grants with various government entities, both in the United States and internationally. During fiscal 2012 and fiscal 2011, the Company was involved with seven (7) such grants. Payments received under these grants are recorded as a reduction of research and development costs. Such payments totaled \$2.0 million in fiscal 2012 and \$3.0 million in fiscal 2011. Research and development expenses, which totaled \$3.4 million in fiscal 2012 and \$4.7 million in fiscal 2011, include spending for potential new products and technologies and work performed under government grant program, both in the United States and internationally. This spending, net of grant payments from the United States, and the governments of Poland and Turkey, was \$1.4 million in fiscal 2012 compared to \$1.7 million in fiscal 2011.

### **Suppliers**

The components and parts used in the manufacture and assembly of our products and systems are purchased from equipment manufacturers, electronics supply firms, and others. Generally, we have historically had little difficulty in obtaining supplies. Furthermore, most of the raw materials, parts, components, and other supplies that we use to manufacture our products can be obtained at competitive prices from alternate sources should existing sources of supplies become unavailable; however, on any given job, the late delivery of a component or part can create delays in the delivery of a product. For certain components on certain contracts, such as very large electric motors for the ATFS-400’s and acrylic tubes for hyperbaric chambers, there are a limited number of suppliers, although we are not solely dependent upon a single supplier. We maintain designs, drawings, molds, tools, safety stock, alternate vendors, and other techniques to eliminate or mitigate the effects of the loss of a single source vendor.

In recent years, to support our backlog, we have formed Team ETC, a vendor teaming arrangement that includes approximately thirty of our most valuable vendors. Formation of Team ETC expands our design and manufacturing capabilities to support large, multi-year contracts.

### **Intellectual Property**

We own or have rights to certain intellectual property used in our business (i.e., patents or patent applications, trade secrets, copyrights, trademarks, and trade names). While we consider patents, trademarks, and copyrights to be valuable assets, we do not believe that our competitive position is dependent solely on patent, trademark, or copyright protection, or that any business segment or our operations as a whole is dependent on any individual patent, trademark, or copyright. We believe that it is unlikely that we could lose any intellectual property rights that are material to our business.

### **Customers**

Throughout most of our history, in any given fiscal year, a substantial portion of our revenues reflect significant contracts with a small number of customers. These customers tend to vary from year to year. Although many of these accounts are longtime customers, who over time tend to order additional or replacement products, upgrades, or devices, we do not depend upon repeat orders from these same customers. We sell our ATS and altitude chamber products primarily to U.S. and foreign governmental agencies. Our ADMS products are sold domestically primarily to municipalities and quasi-governmental agencies and internationally to training schools and academies. In our CIS segment, most of our sterilizer sales are to domestic industrial customers, while our environmental testing and simulation systems and hyperbaric chamber sales include sales to both domestic and international commercial and industrial customers.



[Table of Contents](#)

In fiscal 2012, sales to three customers totaled \$37.8 million, and represented 57.0% of net sales. In fiscal 2011, sales to the same three customers totaled \$38.1 million, or 68.8%, of net sales. For fiscal 2012, International sales totaling at least \$0.5 million per country, listed in order of magnitude, were made to customers in South Korea, Saudi Arabia, Japan, Spain, Poland, Malaysia, Kazakhstan, and China. Additionally, two customers represented a total of \$47.2 million, or 63.4%, of ETC's total backlog of \$74.5 million as of February 24, 2012. Comparable figures at February 25, 2011 were the same two customers representing \$80.2 million or 72.5% of a total backlog of \$110.6 million. See also under the caption "Item 1A. Risk Factors" the risk factors entitled "During the current and prior fiscal years, our core business, ATS, was awarded three large multi-year contracts from the U.S. Department of Defense, and a large multi-year contract with a major international defense agency. Contracts such as these are infrequent and inconsistent" and "Our sources of revenues are not consistent; they tend to be concentrated within a few contracts with a few customers and in a particular mix. It cannot be assumed that any of these contracts, customers, or mix will recur in future years." We do not have any relationship with these customers other than as customers.

### Foreign and Domestic Operations and Export Sales

The following schedule presents sales information by geographic area (amounts in thousands, except percentages):

Geographic area	Fiscal year ended February 24, 2012		Fiscal year ended February 25, 2011	
	Sales	%	Sales	%
Domestic	\$ 16,635	25.1%	\$ 12,181	22.0%
U.S. Government	27,181	41.0	23,271	41.9
International	22,478	33.9	19,999	36.1
<b>Total</b>	<b>\$ 66,294</b>	<b>100.0%</b>	<b>\$ 55,451</b>	<b>100.0%</b>

We do not believe that the distribution of our sales between Domestic, U.S. Government, and International sales for any particular period is necessarily indicative of the distribution expected for any future period.

We derive a large portion of our sales from long-term contracts requiring more than one year to complete. We account for sales under long-term contracts on the percentage of completion ("POC") basis. Contracts under POC accounted for \$51.0 million (77.0%) and \$45.8 million (82.6%) of our total revenues during fiscal 2012 and fiscal 2011, respectively.

Our U.S. Government contracts contain standard terms permitting termination either for the convenience of the U.S. Government or for default. In the event of termination for convenience, we are entitled to receive reimbursement on the basis of work completed (cost incurred plus a reasonable profit). We have historically recorded the amounts that we anticipate to be recovered from termination claims in income as soon as it is deemed probable that the claim will result in additional contract revenue and can be reliably estimated rather than at the time of final settlement. All costs applicable to a termination claim are charged as an offsetting expense concurrently with the recognition of income from the claim. The Company had no claim receivables at either February 24, 2012 or February 25, 2011.

### Product Warranties and Service

We provide warranties against defects in materials and workmanship in our products. Warranty periods for our products generally range from 90 days to two years. We maintain a general provision for estimated expenses of providing service under these warranties. Non-warranty service is billed to the customer as performed. The assumptions we use to estimate warranty accruals are evaluated periodically in light of actual experience and management's estimates of future claims, and, when appropriate, the accruals are adjusted. Our determination of the appropriate level of warranty accrual is subjective and based on estimates, and actual experience may be different than our accruals.

### Manufacturing Facilities

Our primary manufacturing is located on a five-acre site owned by the Company in Southampton, Pennsylvania, a northern suburb of Philadelphia. We have approximately 64,000 square feet devoted to manufacturing, assembly, and testing. We are an ISO 9001 certified manufacturer. We are also ISO 13485 certified for our medical devices. We have instituted the Lean Manufacturing process with the intent of streamlining project execution and reducing costs, and we intend to continue to optimize the process in the foreseeable future.

## Sales Backlog

Below is a breakdown of the Company's February 24, 2012 sales backlog (amounts in thousands, except percentages):

Geographic area	Business segment		Total	%
	Aerospace	CIS		
Domestic	\$ 389	\$ 12,102	\$ 12,491	16.8%
U.S. Government	39,501	-	39,501	53.0
International	21,354	1,167	22,521	30.2
<b>Total</b>	<b>\$ 61,244</b>	<b>\$ 13,269</b>	<b>\$ 74,513</b>	<b>100.0%</b>
<b>% of Total</b>	<b>82.2%</b>	<b>17.8%</b>	<b>100.0%</b>	

Our sales backlog at February 24, 2012, for work to be performed and revenue to be recognized under written agreements after such date was \$74.5 million. Of the February 24, 2012 sales backlog, two product lines, ATS and sterilizers, represented at least 10% of the total backlog. ATS backlog was \$50.3 million, or 67.5%, of the total backlog, while sterilizers' backlog was \$9.6 million, or 12.9% of the total backlog. ETC-PZL backlog totaled \$8.6 million, or 11.5% of the total backlog as of February 24, 2012. Additionally, two customers represented a total of \$47.2 million, or 63.4%, of ETC's total backlog at February 24, 2012.

We expect to complete approximately 72% of the February 24, 2012 sales backlog by February 22, 2013, the last day of fiscal 2013. Of the February 25, 2011 sales backlog, we completed approximately 49% by February 24, 2012.

During fiscal 2012, the mix in fiscal year-end backlog began to shift away from U.S. Government contracts, as progress was made against the contracts which the Company has with the U.S. Government. At February 24, 2012, U.S. Government contracts constituted 52.8% of the total backlog compared with February 25, 2011, when U.S. Government contracts constituted 59.6% of the total backlog. It is also important to note that almost the entire U.S. Government backlog at February 24, 2012 and February 25, 2011 reflected contracts awarded under funding allocated under the Base Realignment and Closure Act ("BRAC Act"). It should not be assumed that significant U.S. Government contracts of this magnitude would necessarily be awarded in the near future.

## Competition

Competition in our diverse product groups reflects our product applications (military versus commercial), market (defense purchases, capital goods for testing, and production, etc.), customer (governmental versus commercial), and geographic area (domestic versus international). Our business strategy in recent years has been to seek niche markets in which there is limited competition; however, in some areas of our business, we compete with well-established firms, some of which have substantially larger financial and personnel resources than we have.

Some competing firms have technical expertise and production capabilities in one or more of the areas involved in the design and production of physiological flight training equipment, environmental systems, and other specially designed products, and compete with us for this business. Awards for any particular project are determined by various factors, including the technological requirements of the project, financial capability, reliability, product performance, past performance, and price. Competition for our aeromedical products has increased in recent years.

We face competition in the sale of the larger, custom-designed industrial sterilizers both from other manufacturers and from our customers' in-house production capabilities. Most of our competition for environmental products comes from small manufacturers, while the hyperbaric monoplace line has two major competitors.

We believe that we are a significant participant in the markets in which we compete, such as ATS and disaster management simulation software, where we believe that we have a technical advantage.

## Compliance with Environmental Laws

We did not incur during fiscal 2012, nor do we anticipate incurring during fiscal 2013, any material capital expenditures to maintain compliance with federal, state, or local statutes, rules, and regulations concerning the discharge of materials into the environment, nor do we anticipate that compliance with these provisions will have a material adverse effect on our earnings or competitive position. We believe that we are currently in compliance with federal, state, and local statutes, rules, and regulations concerning the discharge of materials into the environment.

Governmental policy makers, industry representatives, and scientists continue to discuss global climate change and potential legislation to reduce greenhouse gases. Due to the high level of uncertainty regarding the character and timing of any legislation or regulations that may be adopted, management is unable to evaluate the potential economic impact of any such measures at this time. Additional regulation in this area could result in incurring additional capital spending and higher operating expenses.

## **Compliance with Export Controls**

Depending on the product or service, customer, location, and the application or use, some of our aeromedical products and services require an export approval from the U.S. Departments of Commerce or State. Certain international letters of credit for contracts that include controlled equipment may also include the requirement for us to obtain export approvals before applying for payments. We have an Export License Compliance Program, which covers all key aspects of the International Traffic in Arms Regulations (“ITAR”). The U.S. Directorate of Defense Trade Controls is charged with controlling the export and temporary import of defense articles and defense services covered by the ITAR. Although most export approvals are readily obtainable in a reasonable timeframe, depending on the equipment and customer, some of our international contracts for aeromedical equipment include the issuance of an export approval as a force majeure event so that the Company can avoid any contract penalties or liquidated damages.

## **Employees**

As of February 24, 2012, we had 336 full-time employees (compared to 321 full-time employees as of February 25, 2011), of which 5 were employed in executive positions, 158 were engineers, engineering designers, or draftspersons, 71 were administrative (sales, sales support, accounting, or general administrative) or clerical personnel, and 102 were engaged principally in production, operations, or field support. A total of 168 employees were stationed in our Southampton, Pennsylvania corporate headquarters.

## **Available Information**

Our Internet address is [www.etcusa.com](http://www.etcusa.com). The content on our website is available for informational purposes only. You should not rely upon such content for investment purposes and such content is not incorporated by reference into this Form 10-K.

We make available free of charge, on our Internet website under the heading “Investor Relations,” this Annual Report on Form 10-K, our Proxy Statement, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. We also make available on or through our website copies of our key corporate governance documents, including our Charters for the Audit Committee, Compensation Committee, and the Nominating and Governance Committee of the Board of Directors, and our Codes of Ethics and Conduct. Shareholders may request free copies of these documents from our Investor Relations Department by writing to Environmental Tectonics Corporation, Investor Relations, 125 James Way, Southampton, PA 19866, by calling (215) 355-9100, or by sending an email request to Robert L. Laurent, Jr., Chief Financial Officer, at [rlaurent@etcusa.com](mailto:rlaurent@etcusa.com).

**Item 1A. Risk Factors**

**RISK FACTORS**

Our business is subject to numerous risks and uncertainties that could cause our actual operating results to be materially different from those expressed or implied in any of our public announcements or filings, including this Annual Report on Form 10-K for the fiscal year ended February 24, 2012. These risks and uncertainties include the following items, which do not represent a comprehensive list of all the risks and uncertainties associated with our business.

***Our Common Stock is currently quoted on the Over-the-Counter – OTCQB Market Tier which may limit purchase and sale of our Common Stock.***

Our Common Stock is quoted over-the-counter on the OTCQB Market Tier (“OTCQB”). Certain investors, for example institutional investors, have policies and regulations that may not allow investment in our Common Stock because it is quoted on the OTCQB. This may limit trading volume and affect the price of our Common Stock.

In general, the market price of securities of thinly traded public companies has historically faced significant volatility. Our Common Stock does not experience a significant average daily trading volume. Accordingly, if one shareholder either elects to purchase or sell a block of our Common Stock, it may have a significant effect on the current trading price. In addition, the stock market in recent years has experienced significant price and volume fluctuations that often have been unrelated or disproportionate to the operating performance of particular companies. Factors that have influenced the trading prices for our Common Stock include, but are not limited to, the following:

- actual or anticipated operating results;
- market conditions in the industries in which we compete;
- announcements by competitors;
- results of litigation;
- regulatory actions; and
- general economic conditions.

Any of the above factors would likely affect the market price of our Common Stock.

***During the current and prior fiscal years, our core business, ATS, was awarded three large multi-year contracts from the U.S. Department of Defense, and a large multi-year contract with a major international defense agency. Contracts such as these are infrequent and inconsistent.***

As of February 24, 2012, \$39.0 million of our backlog was for three contracts awarded under BRAC Act funds, which have a specific focus, purpose, and funding allocation. Although possible, it should not be assumed that additional awards will be obtained under the BRAC Act, nor that additional funding under the BRAC Act will be available. Additionally, \$9.8 million of our backlog represented one large international contract. Given the current political and economic environment, and the extremely competitive nature of U.S. and international defense contracts, there is no assurance that we will be successful in obtaining additional major contracts, which would result in a negative impact on our financial performance.

We have spent significant funds over the prior years to develop advanced technologies to support the defense simulator industry and our cost of software, plant assets, and operating expenses is relatively high in comparison to our revenue base. Also, the cost of preparing these complicated proposals is significant. Depending on the size and nature of the technical proposal, preparation costs (including pre-engineering costs) can be in the hundreds of thousands of dollars; consequently, our financial performance is highly dependent upon obtaining these contracts.

***There is a risk of an unfavorable outcome in litigation and resulting negative financial impact on our cash flow and operating results.***

Our business, which involves primarily large long-term contracts for the manufacture of unique equipment, is subject to risks related to litigation. It is not possible to predict the outcome of pending or future litigation, and, as with any litigation, it is possible that some of the actions could be decided unfavorably and could have a material adverse effect on the results of the Company’s operations, cash flows, or financial condition.

***Our sources of revenues are not consistent; they tend to be concentrated within a few contracts with a few customers and in a particular mix. It cannot be assumed that any of these contracts, customers, or mix will recur in future years.***

In any given fiscal year, a substantial portion of our revenues is typically derived from a small number of contracts and customers. In fiscal 2012, sales to three customers totaling \$37.8 million represented 57.0% of net sales; in fiscal 2011, sales to three customers totaling \$38.1 million represented 68.8% of net sales. Additionally, two customers represented a total of \$47.2 million, or 63.4%, of ETC's total backlog of \$74.5 million at February 24, 2012. Comparable figures at February 25, 2011 were two customers representing a total of \$80.2 million, or 72.5%, of ETC's total backlog of \$110.6 million.

During fiscal 2012, the mix in fiscal year-end backlog began to shift away from U.S. Government contracts, as progress is made against our U.S. Government contracts. At February 24, 2012, U.S. Government contracts constituted 52.8% of the total backlog compared with February 25, 2011, when U.S. Government contracts constituted 59.6% of the total backlog. It is also important to note that almost the entire U.S. Government backlog at February 24, 2012 and February 25, 2011 reflected contracts awarded under funding related to the BRAC Act. It should not be assumed that significant U.S. Government contracts of this magnitude would necessarily be awarded in the near future.

***Our debt is concentrated and under guarantee arrangements with H. F. Lenfest.***

In addition to cash flow from operations, a significant portion of our cash needs are supplied under bank agreements guaranteed personally by H.F. Lenfest, a major shareholder and member of our Board of Directors. Mr. Lenfest, who is eighty-two (82) years of age, has provided funding in multiple arrangements and at multiple times since 2003. Should these personal guarantees no longer be available, this event might cause a disruption of available funds under our various financing arrangements.

Additionally, we have a significant number of guarantees by Mr. Lenfest, who has a substantial investment in the Company's Preferred Stock. We may not generate sufficient cash flow from operations, or have future additional sources of cash available to us to service our required payments.

Our ability to make debt payments depends on our future performance, which, to a certain extent, is subject to general economic, financial, competitive, and other factors, many of which are beyond our control. Based upon our current level of operations, anticipated growth, and cash on hand, we believe future availability under the PNC Bank line of credit will be adequate to meet our future obligations through at least September 2013; however, given that our bank debt is personally guaranteed by Mr. Lenfest and that all of our arrangements and agreements are with him as an individual, there can be no assurance that, should our business not generate sufficient cash flow from operations to enable us to pay our debts or to make necessary capital expenditures, we will be successful in negotiating new financial arrangements with Mr. Lenfest or any other party, or that any refinancing of debt would be available and on commercially reasonable terms.

See the "Liquidity and Capital Resources" section of the Annual Report to Shareholders attached hereto as Exhibit 13 and incorporated herein by reference.

***We need to attain validation from the U.S. defense agencies of our Authentic Tactical Fighting Systems (ATFS) technology.***

A challenge for our ATFS technology has been marketing this technology to the world's defense agencies. This is a new technology that is contrary to the conventional training belief that tactical flight and combat skills can only be learned by flying an actual aircraft. Although we believe that we are making significant progress toward convincing decision-makers that flight training (with the actual physiological effects of flight) can be provided in a ground-based simulator, at this point we cannot be certain that we will be able to overcome conventional thinking on training, nor achieve an acceptable level of validation with respect to the applicability and efficacy of our ATFS technology.

***Our operations involve rapidly evolving products and technological change.***

The pace of technological change impacts products in our Aerospace segment. Rapidly changing technology requires us to design, develop, manufacture, assemble, test, market, and support new products and enhancements on a timely and cost-effective basis. Technology development is only partially funded through enhancements included in customer orders. We cannot guarantee that we will continue to maintain comparable levels of research and development, nor that this development will be customer-funded in the same ratio going forward. Reinvestment of operating funds and profits in an amount greater than currently earned may be required. Even so, we cannot be assured that we will successfully identify new opportunities and continue to have the financial resources required to develop new products profitably. At the same time, products and technologies developed by others may render our products and systems obsolete or non-competitive.

***Long term contracts under percentage of completion (“POC”) accounting comprise a significant portion of our fiscal 2012 revenues and our backlog at February 24, 2012. Delays in the delivery of our products may prevent us from invoicing our costs and estimated earnings on uncompleted contracts.***

At February 24, 2012, contracts accounted for under POC accounting comprised \$65.0 million, or 87.3%, of our total backlog. Additionally, contracts under POC revenue recognition method generated \$51.0 million or 77.0% of our total revenues. In accordance with accounting principles generally accepted in the United States of America pertaining to long-term contracts under the POC accounting method, we record, due to timing differences, an asset for our costs and estimated earnings that exceed the amount we are able to bill our customers on uncompleted contracts. At February 24, 2012, this asset totaled \$18.8 million. Although a significant portion of these costs are related to U.S. Government contracts, which have progress billing terms, under progress billing procedures, we can recover only a portion of these costs before completion of the contract. Additionally, we cannot bill additional amounts unless and until we make satisfactory progress in the production, delivery, and integration of our products. Typically, there will be a time lag ranging from six to twenty-four months between performance and associated costs for these types of projects, and billing and collection of all contract payments. Our failure to either execute on schedule or meet milestones by delivering and integrating our products in a timely manner may impact our ability to collect final payments on these contracts, which could severely impact our cash flow.

For an explanation of POC accounting, see the section “Critical Accounting Policies” in Management’s Discussion and Analysis of Financial Condition and Results of Operations and Note 2 – Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements in the Annual Report to Shareholders attached hereto as Exhibit 13 and incorporated herein by reference.

***In the event we suffer production delays, we may be required to pay certain customers substantial liquidated damages and other penalties.***

The variety and complexity of our high technology product lines requires us to deal with a multitude of suppliers and subcontractors. Some of the parts we purchase are highly specialized. Planning production, optimizing inventory levels, and meeting delivery schedules all require high coordination, and at times, may have conflicting goals. Most of our large ATS and software products must be custom designed and manufactured, which is not only complicated and expensive, but can also require long periods of time to accomplish. Slight errors in design, planning, and managing production, inventory levels, delivery schedules, or manufacturing can result in unsatisfactory products that may not be correctable. If we are unable to meet our delivery schedules, we may be subject to penalties or liquidated damages, which may have an adverse impact on our business. Management uses its best judgment to estimate the cost to perform the work and the price we will eventually be paid on our long-term contracts. While we believe the cost and price estimates incorporated in the financial statements are appropriate, future events could result in either favorable or unfavorable adjustments to those estimates.

***Our fixed-price and cost-reimbursement contracts may commit us to unfavorable terms.***

Historically, we have provided our products and services primarily through fixed-price contracts. Under a fixed-price contract, we agree to perform the scope of work required by the contract for a predetermined contract price. Although a fixed-price contract generally permits us to retain profits if the total actual contract costs are less than the estimated contract costs, we bear the risk that increased or unexpected costs may reduce our profit or cause us to sustain contract losses; therefore, unless there are customer-requested changes in scope or other changes in specifications that are reimbursable, we fully absorb cost overruns on fixed-price contracts, which reduces our profit margin on the contract. These cost overruns may result in us recognizing a loss on a contract. A further risk associated with fixed-price contracts is the difficulty of estimating sales and costs that are related to performance in accordance with contract specifications. Our failure to anticipate technical problems, estimate costs accurately, or control costs during performance of a fixed-price contract may reduce our profitability and may cause us to incur a loss on the project.

In connection with certain commercial contracts, we have been required to obtain bonds, letters of credit, or similar credit enhancements. We cannot guarantee that we will be successful in obtaining these types of instruments or that these types of instruments, if available, will be affordable in the future.

Under the terms of our commercial contracts, we typically must satisfy strict performance obligations and project milestones, which we may not be able to satisfy. If we fail to meet these performance obligations and milestones, the other party may terminate the contract and, under certain circumstances, recover liquidated damages or other penalties from us that could have a negative effect on our business, financial condition, or results of operations.

***As a U.S. Government contractor, we are subject to a number of procurement rules and regulations.***

Government contractors must also comply with specific procurement regulations and other requirements. These regulations and requirements, although customary in government contracts, increase our performance and compliance costs. In addition, current U.S. Government budgetary constraints could lead to changes in the procurement environment. If such changes occur, our costs of complying with procurement requirements could increase and reduce our margins.

Depending on the product, customer, location, and the application or use, some of our ATS products require an export approval from the U.S. Commerce or State Department. Certain international letters of credit for contracts that include controlled equipment may also include the requirement for us to obtain export approvals before applying for payments. We have an Export License Compliance Program that covers all key aspects of the ITAR. Although most export approvals are readily obtainable in a reasonable timeframe, depending on the equipment and customer, some of our international contracts that include equipment require the issuance of an export approval as a force majeure event so that the Company can avoid any contract penalties or liquidated damages.

Failure to comply with these regulations and requirements could result in reductions of the value of contracts, contract modifications, or termination, and the assessment of penalties and fines, which could negatively impact our results of operations and financial condition. The termination of a government contract or relationship could also, under certain circumstances, result in our suspension or debarment from future government contracting for a period of time, and this could have a negative impact on our reputation and ability to procure other government contracts in the future.

***Our business could be adversely affected by a negative audit by the U.S. Government.***

As a government contractor, we are subject to routine audits and investigations by U.S. Government agencies such as the Defense Contract Audit Agency (DCAA). These agencies review a contractor's performance under its contracts, cost structure, and compliance with applicable laws, regulations, and standards. The DCAA also reviews the contractor's adequacy of and compliance with its internal control systems and policies, including the contractor's purchasing, property, estimating, compensation, and management information systems. Any costs found to be improperly allocated to a specific contract will not be reimbursed or must be refunded if already reimbursed. If an audit contains a significant adverse finding, we could be subject to penalties and fines and contract termination, which could negatively impact our results of operations and financial condition. The termination of a government contract or relationship could also, under certain circumstances, result in our suspension or debarment from future government contracting for a period of time, and this could have a negative impact on our reputation and ability to procure other government contracts in the future. Presently, the Company is not aware of any circumstances that could result in a significant adverse finding by the DCAA.

***Our contracts that are funded by the U.S. Government or foreign governments are subject to a competitive bidding process that may affect our ability to win contract awards or renewals in the future.***

Government supply contracts are generally awarded to us through a competitive bidding process in which we may be competing with many other qualified bidders. Upon expiration, government supply contracts may be subject, once again, to the competitive bidding process. We cannot guarantee that we will be successful in winning contract awards or renewals in the future. Our failure to renew or replace government contracts when they expire could have a material adverse effect on our business, financial condition, or results of operations. Our business, financial condition, and results of operations could be materially and adversely affected to the extent that government agencies believe our competitors offer a more attractive combination of technical merit, personnel qualifications, financial capability, experience, and price. In addition, new government contract awards are also subject to protest by competitors at the time of award that can result in the re-opening of the competitive bidding process, the evaluation process, or the award of the contract. Other characteristics of the government contract market that may affect our operating results include the complexity of designs, and the difficulty of forecasting costs and schedules when bidding on developmental and highly sophisticated technical work. Our earnings may vary materially on some contracts depending upon the types of government long-term contracts undertaken, the costs incurred in their performance, and the achievement of other performance objectives.

***Our international business is subject to geo-political and economic factors, regulatory requirements, and other risks.***

Our international business exposes us to geo-political and economic factors, regulatory requirements, and other risks associated with doing business in foreign countries. These risks differ from, and in most cases, are greater than those associated with our domestic business. In addition, our exposure to such risks may increase if our international business continues to grow as we anticipate. An example is the recent political turmoil in numerous countries in the Middle East region, which has historically been a strong market for ETC's ATS business unit.

Our international business is sensitive to changes in the priorities and budgets of international customers, which may be driven by changes in threat environments and potentially volatile worldwide economic conditions, regional, and local economic and political factors, as well as U.S. foreign policy. Our international sales are subject to U.S. laws, regulations, and policies, which include the Foreign Corrupt Practices Act, the ITAR, and other export laws and regulations. They are also subject to local government laws, regulations, and procurement policies and practices that may differ from U.S. Government regulations, including regulations relating to import-export control, investments, exchange controls, and repatriation of earnings, as well as to varying currency (which we mitigate by denominating our contracts in U.S. dollars when possible), geo-political, and economic risks. Our international contracts may include requirements on specific in-country purchases, manufacturing agreements, or financial support obligations, known as offsets, and may provide for penalties if we fail to meet such requirements. We also are exposed to risks associated with using foreign representatives and consultants for international sales and operations, and teaming with international subcontractors, partners, and suppliers in connection with international programs. As a result of these factors, we could experience award and funding delays on international programs and could incur losses on such programs that could negatively impact our results of operations and financial condition.

***Legislative actions resulting in higher compliance costs are likely to adversely affect our future consolidated results of operations, financial position and cash flows.***

Compliance with laws, regulations, and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”), Sarbanes-Oxley Act of 2002, and new regulations enacted by the Securities and Exchange Commission (the “SEC”) are resulting in increased compliance costs. We, like all other public companies, are incurring expenses and allocating additional human resources to ensure compliance with Section 404 of the Sarbanes-Oxley Act of 2002. We are a smaller reporting company, and have completed the process of documenting our systems of internal control and have evaluated our systems of internal control. Beginning with the fiscal year ended February 23, 2007, we have been required to assess continuously our compliance with Section 404 of the Sarbanes-Oxley Act of 2002. We expect to continue to devote the necessary resources, including internal and external resources, to support our assessment. In addition, the SEC is expected to implement a number of new rules in fiscal 2013 and beyond to implement the Dodd-Frank Act. Compliance with these evolving standards will result in increased general and administrative expenses and may cause a diversion of human resources from revenue-generating activities to compliance activities.

***Our quarterly operating results may vary significantly from quarter to quarter.***

Our revenues and earnings tend to fluctuate from quarter to quarter based on factors that include the following:

- the number, size, and scope of our projects;
- the mix of contracts (POC versus other);
- our ability to finance our operations;
- the number of bid and proposal efforts undertaken;
- delays in sales bookings or production;
- the level of employee productivity;
- the adequacy of our provisions for receivable, inventory, and other losses;
- the accuracy of our estimate of resources required to complete ongoing projects; and
- general economic conditions.

Demand for our products and services in each of the markets we serve can vary significantly from quarter to quarter due to revisions in customer budgets, schedules, or other factors beyond our control. Due to all of the foregoing factors, our results of operations may fall below the expectations of our investors in a particular period.

***Our directors own a significant amount of our Common Stock which permits them to exert significant influence over the direction of our business and affairs.***

As of June 15, 2012, our directors own and could vote an aggregate of approximately 74.8% of our outstanding Common Stock on a fully converted basis; moreover, one director, H.F. Lenfest, owns approximately 66.8% of our outstanding Common Stock on a fully converted basis. Accordingly, our directors, if they elect to act, are able to exert significant control over the direction of our business and affairs.

***We depend on the recruitment and retention of qualified personnel, and our failure to attract and retain such personnel could seriously harm our business.***

Due to the specialized nature of our business, our future performance is highly dependent upon the continued services of our key engineering personnel and executive officers, the development of additional management personnel, and the hiring of new qualified engineering, manufacturing, marketing, sales, and management personnel for our operations. Competition for qualified personnel is intense, and we may not be successful in attracting or retaining qualified personnel. The loss of key employees, our inability to attract new qualified employees or adequately train employees, or the delay in hiring key personnel, could seriously harm our business, results of operations, or financial condition.



***The Independent Internal Investigation by the Audit Committee of our Board of Directors with respect to potential non-compliant accounting practices at a foreign subsidiary has caused us to incur substantial costs and divert management resources, and could have a material adverse effect on our business, financial condition, and results of operations.***

In December 2011, we learned of potential non-compliant accounting practices at a foreign subsidiary, relating to the manner in which internal personnel costs were allocated to certain contracts. The Audit Committee of our Board of Directors initiated an independent internal investigation to determine the extent and materiality of the potential non-compliance with respect to the Company's financial reporting for fiscal 2012, and the investigation has now been completed.

Based on the information obtained during the course of the investigation, including a forensic audit of selected electronically stored information, and interviews with certain employees and management of the foreign subsidiary, the Audit Committee's independent counsel did not find a sufficient basis from which to conclude that the reallocation of personnel costs was due to an illegitimate purpose or motive. However, it was noted that reallocations of time entries among contracts had occurred and that the subsidiary did not have a uniform centralized system for recording personnel time and retaining source data, thereby creating a situation where there was insufficient maintenance of records that reflect the transactions in reasonable detail so as to permit the timely preparation of financial statements in accordance with generally accepted accounting principles. In addition, the corporate governance structure of the foreign subsidiary, which vested significant control of the subsidiary in the subsidiary's management board, did not allow for prompt and effective intervention by the Company or its Board and significantly complicated the investigation.

We have incurred substantial costs and diverted management resources in connection with the independent internal investigation, and the investigation itself caused us to fail to file a timely Annual Report on Form 10-K with the SEC. In addition, the remediation of the material weakness (set forth below in Item 9A. Controls and Procedures) will require us to incur additional costs and to divert management resources in the upcoming fiscal quarters, which may have a negative impact on our business.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We operate in five major locations consisting of manufacturing facilities, product development, and administration. A summary of square footage and use is presented below:

<u>Location</u>	<u>Approximate Square Footage</u>	<u>Function</u>	<u>Owned/ Leased</u>	<u>Segment</u>
Southampton, Pennsylvania	92,000	Manufacturing (64,000 sq. ft.), NASTAR Center (22,000 sq. ft.), and Corporate Headquarters (6,000 sq. ft.)	Owned	Aerospace CIS
Southampton, Pennsylvania	15,000	Service and spare parts warehouse	Leased	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
<b>Total</b>	<b>149,400</b>			

The Southampton owned property is encumbered by an Amended and Restated Open-End Mortgage and Security Agreement with H.F. Lenfest ("Lenfest"), which secures obligations that the Company may have to Lenfest pursuant to a 2009 Secured Promissory Note, and any future obligations that we may have to Lenfest with respect to Lenfest's guarantee of all of ETC's obligations to PNC Bank, National Association pursuant to the Company's revolving line of credit. A copy of this Amended and Restated Open-End Mortgage and Security Agreement was filed as Exhibit 10.1 to ETC's Form 8-K dated April 27, 2009. 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.

[Table of Contents](#)

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-1500 Advanced Spatial Disorientation Trainer;
- Altitude (Hypobaric) Chamber;
- Ejection Seat Trainer; and
- Night Vision and Night Vision Goggle Training System.

**Item 3. Legal Proceedings**

There are no material pending legal proceedings to which ETC or any of its subsidiaries is a party or of which any of their property is the subject.

**Other Matters**

Certain other 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.

**Item 4. Mine Safety Disclosures**

Not applicable.

## **PART II**

### **Item 5. Market for the Registrant’s Common Stock and Related Security Holder Matters and Issuer Purchases of Equity Securities**

Our Common Stock is currently traded over-the-counter on the OTCQB Market Tier under the symbol ETCC. Our Common Stock moved from the OTC Bulletin Board to the OTCQB Market Tier on February 23, 2011. The table set forth below shows the high and low bid information on these markets for the past two years. These quotations reflect inter-dealer prices, without retail mark-up, mark-down, or commission, and may not represent actual transactions. According to our stock transfer records, we had 274 shareholders of record of our Common Stock as of July 10, 2012, and as of such date there were 9,142,296 common shares issued and outstanding.

	<b>Bid Prices</b>	
	<b>High</b>	<b>Low</b>
<b><u>Fiscal 2012</u></b>		
First Quarter	\$ 3.00	\$ 1.75
Second Quarter	2.89	1.80
Third Quarter	2.49	1.90
Fourth Quarter	2.33	1.37
<b><u>Fiscal 2011</u></b>		
First Quarter	\$ 3.40	\$ 2.25
Second Quarter	3.25	2.50
Third Quarter	3.49	2.90
Fourth Quarter	3.26	2.60

On July 10, 2012, the closing price of our Common Stock was \$1.61. We have never paid any cash dividends on our Common Stock and do not anticipate that any cash dividends on our Common Stock will be declared or paid in the foreseeable future.

### **Item 6. Selected Financial Data**

Not applicable.

### **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

See information appearing under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Annual Report to Shareholders attached hereto as Exhibit 13 and incorporated herein by reference.

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

Not applicable.

### **Item 8. Financial Statements and Supplementary Data**

See the information appearing under the headings “Consolidated Financial Statements” and “Notes to the Consolidated Financial Statements” in the Annual Report to Shareholders attached hereto as Exhibit 13 and incorporated herein by reference.

### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

### **Item 9A. Controls and Procedures**

#### *(a) Disclosure Controls and Procedures*

As of the end of the period covered by this report, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in the reports we file under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. A control system cannot provide absolute assurances, however, that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Based on that evaluation, our Chief Executive Officer and the Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report due to the material weakness described below with respect to the Company’s foreign subsidiary.

(b) *Management Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of February 24, 2012. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

Based on our assessment using the COSO criteria, our management concluded that our internal control over financial reporting was not effective as of February 24, 2012 due to the material weakness described below.

This report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. As a smaller reporting company, management’s report was not subject to attestation by our independent registered public accounting firm pursuant to the rules of the SEC that permit the Company to provide only management’s report in this report on Form 10-K.

(c) *Material Weakness in Internal Control Over Financial Reporting*

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of interim or annual financial statements will not be prevented or detected on a timely basis by the company’s internal controls.

In December 2011, we learned of potential non-compliant accounting practices at a foreign subsidiary, relating to the manner in which internal personnel costs were allocated to certain contracts. The Audit Committee of our Board of Directors initiated an independent internal investigation to determine the extent and materiality of the potential non-compliance with respect to the Company’s financial reporting for fiscal 2012, and the investigation has now been completed.

Based on the information obtained during the course of the investigation, including a forensic audit of selected electronically stored information, and interviews with certain employees and management of the foreign subsidiary, the Audit Committee’s independent counsel did not find a sufficient basis from which to conclude that the reallocation of personnel costs was due to an illegitimate purpose or motive. However, it was noted that reallocations of time entries among contracts had occurred and that the subsidiary did not have a uniform centralized system for recording personnel time and retaining source data, thereby creating a situation where there was insufficient maintenance of records that reflect the transactions in reasonable detail so as to permit the timely preparation of financial statements in accordance with generally accepted accounting principles. In addition, the corporate governance structure, which vested significant control of the subsidiary in the subsidiary’s management board, did not allow for prompt and effective intervention by the Company or its Board and significantly complicated the investigation. Taken together, these constitute a material weakness in our internal control over financial reporting.

(d) *Remediation Efforts*

ETC's remediation efforts, as outlined below, are designed to address the material weakness identified by management and to strengthen the Company's internal control over financial reporting; specifically, the Company plans to implement the following remediation steps to address the material weaknesses described above and to improve its internal control over financial reporting:

- A uniform centralized system for recording personnel time will be implemented at the foreign subsidiary, and employees will be trained with respect to the system's functionality.
- The prompt reorganization of the management composition of the foreign subsidiary so as to assist in the acculturation of the subsidiary into the Company's organizational culture.
- The Company will issue a series of policies and procedures applicable to the foreign subsidiary, including but not limited to record retention, so as to improve the governance over the subsidiary.
- On a quarterly basis, Company management will perform a detailed review of the recording of employee time, and the allocation of these personnel costs to the foreign subsidiary's contracts.

(e) *Changes in Internal Control Over Financial Reporting*

There was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during our fourth quarter ended February 24, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors and Executive Officers of the Registrant**

The following table sets forth certain information with respect to our Directors and Executive Officers:

<u>Name</u>	<u>Age</u>	<u>Served as Director or Officer Since</u> <sup>1</sup>	<u>Current Positions and Offices</u>
William F. Mitchell <sup>2</sup>	70	1969	Chairman of the Board of Directors, President, Chief Executive Officer, and Director
George K. Anderson, M.D. <sup>3</sup>	66	2003	Director
Linda J. Brent, Ed.D. <sup>4</sup>	57	2010	Director
Roger Colley <sup>5</sup>	74	2011	Director
H. F. Lenfest <sup>6</sup>	82	2003	Director
George A. Sawyer <sup>7</sup>	81	2009	Director
Winston E. Scott <sup>8</sup>	61	2010	Director
Robert L. Laurent, Jr. <sup>9</sup>	57	2011	Chief Financial Officer
James D. Cashel <sup>10</sup>	50	2008	General Counsel and Corporate Secretary

<sup>1</sup> Directors are elected for one-year terms.

<sup>2</sup> Mr. Mitchell has been our Chairman of the Board of Directors, President, and Chief Executive Officer since 1969, except for the period from January 24, 1986 through January 24, 1987, when he was engaged principally in soliciting sales for our products in the overseas markets. Mr. Mitchell received a Bachelor of Science degree in physics from Drexel University and has completed graduate work in mechanical and electrical engineering. He is a member of the ASME and Drexel University engineering advisory boards. Additionally, he is a member of the Society of Automotive/Aerospace Engineering, the International Society of Pharmaceutical Engineering, the Undersea and Hyperbaric Medical Society, the Aerospace Medical Association, the American Society of Mechanical Engineering, and the Institute of Environmental Sciences.

<sup>3</sup> Dr. Anderson is an experienced physician executive. Since 2005, Dr. Anderson has served as Executive Director of the Association of Military Surgeons of the United States (AMSUS). AMSUS, the nonprofit Society of the Federal Health agencies, operates from a headquarters located in Bethesda, Maryland. Previously, he served in the Air Force as a flight surgeon, aerospace medicine staff officer, and commander of several medical organizations in Korea, Germany, and United States. He retired from active duty in the grade of Major General. Following his thirty years of military service, he transitioned to executive positions in the private sector. He served as Chief Executive Officer of the Koop Foundation from 1997 to 1998 and as Chief Executive Officer at Oceania, Inc., a medical software company, from 1999 to 2001 and an independent medical technology consultant.

<sup>4</sup> Dr. Brent currently serves as the Chief Executive Officer and Senior Managing Associate for the ASTA Group, LLC, a business development, communications, and consulting firm, and has served since 2007. Additionally, she provides support to the National Training and Simulation Association for strategic planning. Her former positions include serving as Vice President, Business Development of TYBRIN Corporation, with L-3 Communications as Corporate Director of Homeland Security, Director of Advanced Programs for the Link Simulation and Training Division, and as the Director of Operations for Link's Orlando location. Dr. Brent also spent ten years at Lockheed Martin Corporation in various capacities. She holds Bachelors and Masters Degrees and a Doctorate in Education.

<sup>5</sup> Roger Colley is a retired corporate business executive. A graduate from the Wharton School of the University of Pennsylvania, he is a retired Certified Public Accountant and a member of the American Institute of Certified Public Accountants. Mr. Colley served as President of Betz Laboratories, Inc. and Envirogen, Inc., two public companies known as the technical leaders in their respective fields. Mr. Colley also provided guidance to a number of start-up enterprises in a variety of markets, and devoted fifteen years as a Trustee of The Children's Hospital of Philadelphia.

<sup>6</sup> Mr. Lenfest practiced law with Davis Polk & Wardwell before joining Triangle Publications, Inc., in Philadelphia as Associate Counsel in 1965. In 1970, Mr. Lenfest was placed in charge of Triangle's Communications Division, serving as Editorial Director and Publisher of Seventeen Magazine and President of the CATV Operations. In 1974, Mr. Lenfest, with the support of two investors, formed Lenfest Communications, Inc., which purchased Suburban Cable TV Company and Lebanon Valley Cable TV Company from Triangle with a total of 7,600 subscribers. In January 2000, Mr. Lenfest sold his cable television operations, which by then served 1.2 million subscribers, to Comcast Corporation. Mr. Lenfest is the owner of various other businesses and is active in many philanthropic activities including Chairman of the Boards of the Curtis Institute, the Lenfest Foundation, the American Revolution Center, and the James Madison Council of the Library of Congress. Mr. Lenfest is also a Trustee of Columbia University and a former Chair of the Board of the Philadelphia Museum of Art. Since 1989, Mr. Lenfest has served on the Board of Directors for TelVue Corporation, a broadcast technology company. Mr. Lenfest is a graduate of Washington and Lee University and Columbia Law School.

<sup>7</sup> Mr. Sawyer is a founding partner of J.F. Lehman & Company and currently serves as Executive Advisor. J.F. Lehman & Company is a private equity investment firm that focuses exclusively on acquiring middle market companies in the defense, aerospace and maritime industries and the technologies that originate from them. From 1993 to 1995, he served as President and Chief Executive Officer of Sperry Marine, Inc. Prior thereto, Mr. Sawyer held a number of prominent positions in private industry and in the United States government, including serving as President of John J. McMullen Associates, President and Chief Operating Officer of TRE Corporation, Executive Vice President and Director of General Dynamics Corporation, Vice President of International Operations for Bechtel Corporation and Assistant Secretary of the Navy for Shipbuilding and Logistics. He graduated Phi Beta Kappa from Yale University and completed graduate studies in nuclear engineering at the Knolls Atomic Power Laboratories. He is also the co-inventor of the Consolidated Nuclear Steam Generator II and served in the US Navy for ten years as a nuclear submariner. Mr. Sawyer currently serves on the Boards of U.S. Joiner Holding Company, CHI Systems, Inc. and Water Generating Systems, LLC and two non-profit entities (*i.e.*, Lets Go, LLC and the Alexandria Hospital Foundation). Mr. Sawyer has also served as a Director of Atlantic Marine Holding Company, Black Light Power Inc. and the Webb Institute.

<sup>8</sup> Mr. Scott is a retired U. S. Navy Captain and former NASA Astronaut and since 2008 has served as Dean of the College of Aeronautics of the Florida Institute of Technology. His professional experience includes significant industry and academic positions as well as a 27-year career in the U. S. Navy. During his Navy career, Mr. Scott accumulated more than 5,000 hours of flight time in 20 different military and civilian aircraft and more than 200 shipboard landings. Mr. Scott was selected by NASA for their Astronaut program in March 1992. He served on two space shuttle missions, logging more than 24 days in space including three spacewalks totaling over 19 hours. Mr. Scott's civilian experience includes serving as the Vice President for Student Affairs for Florida State University, an Associate Dean and Adjunct Instructor position at FSU College of Engineering, Executive Director of the Florida Space Authority, and as Vice President and Deputy General Manager of the engineering and science contract group for Jacobs Engineering in Houston, Texas. Mr. Scott holds a B.A. in Music from Florida State University, a M.S. in aeronautical engineering from the U.S. Naval Postgraduate School, and honorary doctorates from Florida Atlantic University and Michigan State University. Mr. Scott belongs to the American Institute of Aeronautics & Astronautics, Aircraft Owners and Pilots Association, Experimental Aircraft Association, and Bronze Eagles Association of Texas. Since 2003, Mr. Scott has served as a director of Gulf Power Company, a subsidiary of The Southern Company, a public company which is traded on NYSE. Mr. Scott also serves as a Director for a non-profit entity (the Astronaut Memorial Fund).

<sup>9</sup> Mr. Laurent joined the Company in March 2011, and was named Chief Financial Officer in July 2011. From 1987 to 2008, Mr. Laurent was with Fedders Corporation where he served as Executive Vice President and Chief Financial Officer from 1987 to 1998 and from 2004 to 2008. From 1998 to 2004, Mr. Laurent served as Executive Vice President – Acquisitions and Alliances. Mr. Laurent was a private consultant from 2008 through 2010. Mr. Laurent received a B.S. in accounting from Villanova University.

<sup>10</sup> Mr. Cashel joined the Company in 2008 as General Counsel and was appointed Corporate Secretary in July 2009. From 1996 through 2008, Mr. Cashel was in private law practice. Prior to joining the Company, Mr. Cashel was a partner for several years in a large general practice law firm in Philadelphia, Pennsylvania. Mr. Cashel, who is also a registered patent attorney, received a Bachelor of Science degree in Chemical Engineering from Drexel University in 1987, and from 1987 through 1994 he was employed in various engineering positions.

## **Information Concerning the Board of Directors, Board Committees and Corporate Governance**

Our Board of Directors consists of seven members, one of whom (Mr. Mitchell) is also a member of management. Each Board member brings a diverse combination of background, education and interests to the Board's oversight responsibility. In evaluating a nominee for Board membership, the Nominating and Governance Committee considers a number of factors including education and background, relevant experience, industry affiliations, personal interests, and diversity.

We have structured our Board to address the diverse nature of our businesses and each director brings particular knowledge and experience that enhances the Board as a whole. The following provides information about each director's specific experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director of the Company. Mr. Mitchell has been instrumental in introducing new technologies since the Company's inception and brings to the Board detailed knowledge of the technology of each of our businesses. Dr. Anderson, a former flight crew member with the U.S. Air Force, is a medical doctor with extensive experience in hyperbaric medicine and the aeromedical impact of flight. He is a key supporter of our Authentic Tactical Fighter Systems and a subject matter expert for our hyperbaric monoplace business. Dr. Brent, because of her prior experience in the defense sector, is knowledgeable of the simulation sector and an asset to the Board and the Company as it seeks to expand the market for its Advanced Disaster Management Simulator ("ADMS") product. Mr. Colley is a retired certified public accountant who also was the President of two public companies known as the technical leaders in their respective fields. He brings to the Board knowledge of the financial aspects affecting the management of a company like ETC. Mr. Lenfest, an attorney, spent 25 years managing and growing a company, is an investor with a long term horizon, and brings to the Board his understanding and appreciation of the longer development and marketing cycle required to introduce new technologies to an industry. Mr. Sawyer spent numerous years on both sides of procurement with the U.S. Navy and offers the Board valuable insight to proposal review and the management of complex government contracts. Mr. Scott, a pilot and former astronaut, assists the Company and the Board with respect to strategic planning for its NASTAR Center.

### *Audit Committee of the Board of Directors*

The Audit Committee is a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) under the Securities Exchange Act of 1934, as amended. During fiscal 2012, Stephen F. Ryan served as the Audit Committee Chairman prior to his resignation from the Board of Directors in July 2011; thereafter, Roger Colley served as the Audit Committee Chairman (following his appointment to the Board of Directors in August 2011). Both Messrs. Ryan and Colley have been designated as the Audit Committee Financial Expert as defined by Item 407(d) (5) of Regulation S-K of the Securities and Exchange Commission during their respective terms. The other two members of the Audit Committee, currently and at all times during the fiscal year ended February 24, 2012, are Dr. Linda J. Brent and George A. Sawyer.

### *Section 16(a) Beneficial Ownership Reporting Compliance*

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Officers, directors and greater than ten percent shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. The rules of the SEC regarding the filing of Section 16(a) reports require that we disclose "late filings" of Section 16(a) reports.

Based solely on our review of the copies of such forms which we received, or written representations from reporting persons that no Section 16(a) reports were required for those persons, there were no instances of late filings during fiscal year 2012.

### **Code of Ethics**

Our Chief Executive Officer and our senior financial officers are required to comply with the Code of Ethics adopted by the Company. The Code of Ethics sets forth policies covering a range of subjects and requires adherence to laws and regulations applicable to our business. The Code of Ethics is available on our website at [www.etcusa.com](http://www.etcusa.com) under the "Investors-Corporate Governance-Governance Documents" caption. We will post to our website any amendments to the Code of Ethics, or waiver from the provisions thereof for our Chief Executive Officer and our senior financial officers under the same caption.

## **Item 11. Director and Executive Compensation**

### **Objectives and Philosophy of Executive Compensation**

ETC's executive compensation program is administered by the Compensation Committee of the Board of Directors. The Compensation Committee is currently composed of George A. Sawyer who serves as the Committee Chairman, Dr. George K. Anderson, and Roger Colley, each of whom is independent pursuant to the Company's standards for director independence.

The Board of Directors adopted and approved a Compensation Committee Charter which sets forth the principles and policies followed by the Compensation Committee in connection with executive compensation. A copy of ETC's Compensation Committee Charter is available at the Investor Relations section of ETC's corporate website (<http://www.etcusa.com/corp/etccomp.pdf>).



Stated broadly, we seek to provide competitive compensation for our executive officers that attracts and retains qualified executives, rewards individual and company achievement, and aligns the financial interest of our executives with those of our shareholders. We use a combination of base salary, annual cash incentives, long-term equity incentives, perquisites, and benefits programs to achieve these objectives. We emphasize performance-based incentive compensation programs for our executives because we believe that these types of programs reward our executives when our financial and operational goals are achieved.

### **Compensation Philosophy and Objectives**

The primary focus of our executive compensation program is to improve our performance in the short and long term. The executive compensation program is structured to link executive compensation to the overall performance of ETC to more closely align the interests of the executive management team with the interests of ETC's shareholders. We seek to maximize the possibilities for enhancing shareholder value by closely aligning compensation for ETC's executive officers with the overall financial viability of ETC (including but not limited to profitability, cash flow, earnings before interest, taxes, depreciation, and amortization ("EBITDA"), and future technology development). It is considered essential to the success of ETC that its compensation policies enable ETC to attract, retain, and satisfactorily reward executive officers who are contributing to the long-term growth and success of ETC.

### **Primary Components of Executive Compensation**

The primary components of ETC's executive compensation program consist of base salary, annual cash bonus incentive opportunities, and long-term incentive opportunities in the form of options to acquire Common Stock.

#### **Base Salary**

We set base salaries for our executive officers based upon their respective positions and corresponding responsibilities and authorities. Executive salaries are reviewed on an annual basis consistent with our fiscal reporting period. We compare our base salaries to market benchmarks for each particular position.

The Compensation Committee specifically evaluates on an annual basis the CEO's performance in relation to the individual goals and performance criteria in place for the period and in relation to overall Company performance. Based on this review, they establish an appropriate base compensation level for the next fiscal year. They also review and approve the CEO's recommendations for executive officer compensation.

#### **Short-term Incentive Compensation**

We use short-term incentives to focus executive officers on our quarterly and annual performance plan and to reward them for achieving pre-established performance goals and strategic objectives. These short-term incentives, along with the long-term incentives, put a significant portion of each executive officer's pay at risk, so that these incentives are only earned when we achieve key performance goals and strategic objectives.

During fiscal 2012, our CEO participated in a short term incentive compensation plan. Each of our other named executive officers participated in a short term incentive compensation plan for the period from March 1, 2011 through February 29, 2012. Each executive was given a set of individual and common goals that applied for the specific period. These goals included financial objectives tied into our annual budget, individual goals related to operating or financing objectives, and goals related to personal development. Depending on their performance under the plan, each executive could earn an annual compensation payment up to a total of 75% of base salary for our CEO and up to 50% of base salary for the other named executive officers.

Incentive payments related to performance in fiscal 2012 under the various short term incentive plans totaled \$165,000 for our CEO, \$51,360 for our Chief Financial Officer ("CFO"), and \$76,399 for our General Counsel and Corporate Secretary. Certain of these payments (\$165,000 for our CEO, \$24,360 for our CFO, and \$76,399 for our General Counsel and Corporate Secretary) were made subsequent to the end of fiscal 2012. Our short-term incentive compensation plans are re-evaluated on a fiscal year basis for both the CEO and the other named executive officers.

#### **Long-Term Incentive Compensation**

We provide equity-based, long-term incentives to our executive officers as part of their competitive pay package because we believe that they align the interests of the officers directly with the interests of our shareholders. We also believe that long-term incentive compensation is an important retention tool. In fiscal 2012, only our CFO was granted stock options pursuant to the Company's Employee, Director and Consultant Stock Plan.

## **Executive Benefits and Perquisites**

As salaried employees, our executive officers participate in all our standard Company benefit programs. Our health and welfare plans include medical, dental, life, short-term disability, and other coverages. The health and related benefits provided to executive officers are offered through broad based plans applicable to all regular full-time ETC employees. Our executive officers are also eligible to participate in the ETC Retirement Savings Plan, a qualified 401(k) plan that provides all of the executive officers with the opportunity to contribute compensation, up to the limits imposed by the Internal Revenue Code, on a pre-tax or after-tax basis. We match 100% of the first 4% of salary contributed, and this match vests in equal shares over a period of the five subsequent years. This Retirement Savings Plan is the same plan offered to all regular full-time ETC employees.

## **Employment Agreements with Executive Officers**

As of February 24, 2012, we have entered into employment agreements with certain of the named executive officers listed in the Summary Compensation Table.

### *Chief Executive Officer Employment Agreement*

On July 24, 2006, ETC entered into an employment agreement with William F. Mitchell (the “CEO Agreement”) pursuant to which Mr. Mitchell is employed as the President and Chief Executive Officer. Mr. Mitchell also serves as the Chairman of the Board of ETC. Under the CEO Agreement, Mr. Mitchell is entitled to receive a base salary (currently \$330,000), which is subject to increase annually based on a review of his performance by ETC’s Compensation Committee. Mr. Mitchell is also entitled to receive a bonus based on a formula and targets set forth in the CEO Agreement.

The term of the CEO Agreement was originally three years, and it has been extended for another three years (through July 24, 2012). Absent a termination for cause, if ETC does not renew the CEO Agreement for any additional three-year periods, Mr. Mitchell is entitled to terminate the CEO Agreement and receive certain benefits under the terms of the CEO Agreement including, without limitation, three years of base salary, bonuses and participation in various benefit plans. The CEO Agreement also provides Mr. Mitchell with three years of base salary, bonuses, and participation in various benefit plans of ETC if his employment is terminated due to a disability, by ETC without cause, or if Mr. Mitchell terminates his employment with ETC for good reason, including a change in control of ETC (other than a change of control in connection with an acquisition by Lenfest), each as defined in the CEO Agreement.

### *General Counsel and Corporate Secretary Employment Agreement*

ETC has also entered into employment agreements (the “Employment Agreement”) with James D. Cashel, our General Counsel and Corporate Secretary (the “Executive”). Under the Employment Agreement, the Executive receives a base salary which is subject to increase annually based on a review of performance. Additionally, the Executive is entitled to a bonus based on specific annual objectives tailored to his individual areas of responsibility. Mr. Cashel’s Employment Agreement is effective through November 1, 2013. Absent a termination for cause, if ETC does not renew Mr. Cashel’s Employment Agreement for an additional two-year period, he is entitled to terminate his Employment Agreement and to receive certain benefits including, without limitation, two years of base salary, bonuses and participation in various benefit plans. Mr. Cashel’s Employment Agreement also provides him with two years of base salary, bonuses, and participation in various benefit plans of ETC if his employment is terminated due to a disability, by ETC without cause, or if he terminates his employment with ETC for good reason as defined in the Employment Agreement.

**Summary Compensation Table**

The following Summary Compensation Table sets forth the compensation of our Named Executive Officers for fiscal 2012 and fiscal 2011.

Name and Principal Position	Fiscal Year	Salary	Bonus	Stock Awards	Option Awards <sup>9</sup> (\$)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
William F. Mitchell <sup>1</sup> , Chairman of the Board, President, Chief Executive Officer, and Director	2012	330,000	-	-	-	165,000	-	81,515 <sup>2</sup>	\$ 576,515
	2011	330,000	-	-	-	247,500	-	73,127 <sup>3</sup>	\$ 650,627
Robert L. Laurent, Jr. <sup>4</sup> , Chief Financial Officer	2012	108,327	-	-	8,933 <sup>5</sup>	51,360	-	3,122 <sup>6</sup>	\$ 171,742
	2011	-	-	-	-	-	-	-	-
James D. Cashel <sup>7</sup> , General Counsel, Corporate Secretary	2012	159,342	-	-	-	76,399	-	6,689 <sup>8</sup>	\$ 242,430
	2011	158,000	-	-	-	119,445	-	6,634 <sup>8</sup>	\$ 284,079

<sup>1</sup> ETC is party to an employment agreement with Mr. Mitchell, pursuant to which Mr. Mitchell serves as President and Chief Executive Officer. The terms and conditions of Mr. Mitchell's employment agreement are summarized above under "Employment Agreement with Executive Officers – Chief Executive Officer Employment Agreement."

<sup>2</sup> Consists of \$60,012 paid to Mr. Mitchell in connection with ETC's use of Mr. Mitchell's properties, \$1,920 in automobile allowance payments for Mr. Mitchell's company car, \$3,155 for reimbursement of a life insurance premium, and \$16,428 in contributions on behalf of Mr. Mitchell pursuant to ETC's Retirement Savings Plan.

<sup>3</sup> Consists of \$60,012 paid to Mr. Mitchell in connection with ETC's use of Mr. Mitchell's properties, \$3,315 in automobile allowance payments for Mr. Mitchell's company car, and \$9,800 in contributions on behalf of Mr. Mitchell pursuant to ETC's Retirement Savings Plan.

<sup>4</sup> Mr. Laurent joined the Company in March 2011, and was named Chief Financial Officer in July 2011.

<sup>5</sup> On September 12, 2011, Mr. Laurent was awarded stock options for 10,000 shares of the Company's Common Stock pursuant to the Company's 2009 Employee, Director and Consultant Stock Plan. These options are exercisable as follows: 3,334 as of September 12, 2012, 3,333 as of September 12, 2013, and 3,333 as of September 12, 2014.

<sup>6</sup> Consists of ETC's contribution on behalf of Mr. Laurent pursuant to ETC's Retirement Savings Plan.

<sup>7</sup> ETC is party to an employment agreement with Mr. Cashel, pursuant to which Mr. Cashel serves as General Counsel and Corporate Secretary. The terms and conditions of Mr. Cashel's employment agreement are summarized above under "Employment Agreement with Executive Officers – General Counsel and Corporate Secretary Employment Agreement."

<sup>8</sup> Consists of ETC's contribution on behalf of Mr. Cashel pursuant to ETC's Retirement Savings Plan.

<sup>9</sup> The Company determines the grant date fair-value of stock-based compensation using the Black-Scholes valuation model prescribed under the applicable accounting guidance (FASB ASC 718). For the amounts in column (f), the Company used the following assumptions: expected volatility of 36.6%; risk-free interest rate of 0.35%; and an expected life of ten years.

**Outstanding Equity Awards at Fiscal Year-end**

This table summarizes the equity awards held by our Named Executive Officers as of February 24, 2012.

<b>Name</b>	<b>Number of Securities Underlying Unexercised Options Exercisable (#)</b>	<b>Number of Securities Underlying Unexercised Options Unexercisable (#)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>
(a)	(b)	(c)	(e)	(f)
William F. Mitchell, Chairman of the Board, President, Chief Executive Officer, and Director	22,000	11,000 <sup>1</sup>	\$ 2.64 \$ 2.64	12/17/2019 12/17/2019
Robert L. Laurent, Jr., Chief Financial Officer	-	10,000 <sup>2</sup>	\$ 2.00	9/12/2021
James D. Cashel, General Counsel, Corporate Secretary	10,333	5,167 <sup>3</sup>	\$ 2.64 \$ 2.64	12/17/2019 12/17/2019

<sup>1</sup> These options vest as follows: 11,000 vest on 12/17/2012.

<sup>2</sup> These options vest as follows: 3,334 vest on 9/12/2012, 3,333 vest on 9/12/2013, and 3,333 vest on 9/12/2014.

<sup>3</sup> These options vest as follows: 5,167 vest on 12/17/2012.

**Summary of Employee Benefit Plans**

**Employee, Director and Consultant Stock Plan:**

In July 2009, the Company adopted the 2009 Employee, Director and Consultant Stock Plan. This Plan authorizes the Board of Directors (or a committee appointed under the Board) to grant option awards for the purchase of Common Stock or Common Stock awards of up to 1,000,000 shares of Common Stock to employees, officers, directors, consultants and advisors of the Company and its subsidiaries. The Plan allows for the establishment of an exercise price at the time each option is granted. The exercise price shall not be less than the fair market value (or in the case of a ten percent owner, 110%) of a share of the Company's Common Stock on the date of grant of such option. The plan also allows the Board or its appointed committee to establish the exercise period(s) of any option awards. Granted options have a maximum term of 10 years. This Plan was approved by the shareholders on July 2, 2009. As of February 24, 2012, there were 877,000 shares available to be granted under this Plan.

**Non-employee Director Stock Plan:**

In September 2005, the Company adopted a stock option plan which allows for the granting to non-employee members of the Company's Board of Directors of options to purchase up to 600,000 shares of Common Stock. The Plan provides that the option exercise price shall not be less than 100% of the current market price of the stock on the date of the grant. The amount of each individual award and the vesting period are determined by the Board of Directors or its appointed committee. Granted options have a maximum term of 10 years. The Plan shall remain in effect until terminated by the Board of Directors. At February 24, 2012, there were 520,000 shares available to be granted under this Plan.

## Employee Stock Purchase Plan

We have an Employee Stock Purchase Plan, which was adopted by the Board of Directors on November 3, 1987. All employees meeting service requirements, except officers, directors, and 10% shareholders, are eligible to voluntarily purchase Common Stock through payroll deductions up to 10% of salary. We make a matching contribution equal to 20% of the employee's contribution. We originally reserved 270,000 shares for issuance under this plan, of which 174,375 shares are still remaining.

### Equity Compensation Plan Information

The following table provides certain summary information as of February 24, 2012 concerning our compensation plans under which shares of our Common Stock may be issued.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (\$)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans [excluding securities reflected in column (a)] (#)</b>
	(a)	(b)	(c)
Equity compensation plans approved by Security holders	864,856	\$2.20	1,397,000
Equity compensation plans not approved by security holders	-	N/A	174,375 <sup>1</sup>
<b>Total</b>	<b>864,856</b>	<b>\$2.20</b>	<b>1,571,375</b>

<sup>1</sup> Represents shares of Common Stock available under the Employee Stock Purchase Plan.

**Director Compensation**

Currently our directors who do not serve as officers are paid a fee of \$5,000 (either in cash or equivalent value of Common Stock of the Company) per calendar quarter for attending annually four Board of Directors meetings, four Audit Committee meetings, and two each of Nominating/Governance and Compensation Committee meetings. For additional Board meetings, directors receive \$1,000 per meeting. For additional committee meetings, directors receive either \$1,500 for each in-person meeting or \$250 for each teleconference meeting. Additionally, non-employee directors may be awarded options to purchase Common Stock of the Company. However, in fiscal year 2012, no option awards were granted.

**Fiscal 2012 Director Compensation Table**

The following table sets forth the compensation paid by the Company to each of its non-employee Directors for fiscal 2012.

<b>Name</b>	<b>Fees Earned and Paid in Cash (\$)</b>	<b>Fees Earned and Paid in Stock <sup>1</sup> (\$)</b>	<b>Option Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Nonqualified Deferred Compensation Earnings (\$)</b>	<b>All Other Compensation <sup>9</sup> (\$)</b>	<b>Total (\$)</b>
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
George K. Anderson, M.D. <sup>2</sup>	24,500					2,602	\$ 27,102
Linda J. Brent, Ed.D. <sup>3</sup>	23,750					1,046	\$ 24,796
Roger Colley <sup>4</sup>	12,750					1,015	\$ 13,765
H. F. Lenfest <sup>5</sup>		20,000					\$ 20,000
George A. Sawyer <sup>6</sup>	2,250	23,000				2,501	\$ 27,751
Winston E. Scott <sup>7</sup>	16,500	5,000					\$ 21,500
Stephen F. Ryan <sup>8</sup>	5,000					706	\$ 5,706

<sup>1</sup> ETC used the closing price of its Common Stock on the date of grant as reported over-the-counter on the OTCQB Market Tier to compute the grant date fair value of these awards in accordance with FASB ASC 718.

<sup>2</sup> Dr. Anderson held options to purchase an aggregate of 60,000 shares of our Common Stock as of February 24, 2012.

<sup>3</sup> Dr. Brent did not hold any options to purchase shares of our Common Stock as of February 24, 2012.

<sup>4</sup> Mr. Colley did not hold any options to purchase shares of our Common Stock as of February 24, 2012.

<sup>5</sup> Mr. Lenfest did not hold any options to purchase shares of our Common Stock as of February 24, 2012.

<sup>6</sup> Mr. Sawyer held options to purchase an aggregate of 10,000 shares of our Common Stock as of February 24, 2012.

<sup>7</sup> Mr. Scott did not hold any options to purchase shares of our Common Stock as of February 24, 2012.

<sup>8</sup> Mr. Ryan, who resigned from the Company's Board of Directors in July 2011, held options to purchase an aggregate of 10,000 shares of our Common Stock as of February 24, 2012.

<sup>9</sup> Other compensation represents expense reimbursements.

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

The following table sets forth, as of June 15, 2012, the number of shares and percentage of our Common Stock owned beneficially by each Director, each nominee for Director and each executive officer named in the Summary Compensation Table, and each person beneficially owning, to our knowledge, more than 5% of our outstanding Common Stock <sup>1</sup>. The table also sets forth the holdings of all directors and executive officers as a group.

	Number of shares	Percentage
William F. Mitchell <sup>2</sup> c/o Environmental Tectonics Corporation 125 James Way Southampton, PA 18966	1,316,924 <sup>3</sup>	14.4%
George K. Anderson, M.D. <sup>4</sup> 8 Little Harbor Way Annapolis, MD 21403	57,917 <sup>5</sup>	*
H.F. Lenfest <sup>4</sup> c/o The Lenfest Group Fire Tower Bridge-Suite 460 300 Barr Harbor Drive West Conshohocken, PA 19428	13,902,838 <sup>6</sup>	66.8%
Roger Colley <sup>4</sup> c/o Environmental Tectonics Corporation 125 James Way Southampton, PA 18966	-	*
George A. Sawyer <sup>4</sup> 404 North Union Street Alexandria, VA 22314	29,218 <sup>7</sup>	*
Winston E. Scott <sup>4</sup> c/o Environmental Tectonics Corporation 125 James Way Southampton, PA 18966	3,724	*
Linda J. Brent, Ed.D. <sup>4</sup> c/o The Asta Group 2011 Crystal Drive, Suite 400 Arlington, VA 22202	1,619	*
T. Todd Martin, III 50 Midtown Park East Mobile, AL 36606	999,592 <sup>8</sup>	10.9%
Pete L. Stephens 22 Tribblestone Lane Hilton Head Island, SC 29928	653,723	7.2%
Robert L. Laurent, Jr. <sup>9</sup> c/o Environmental Tectonics Corporation 125 James Way Southampton, PA 18966	-	*
James D. Cashel <sup>10</sup> c/o Environmental Tectonics Corporation 125 James Way Southampton, PA 18966	10,333 <sup>11</sup>	*
All Directors, Nominees for Director, and Executive Officers as a group (9 persons)	15,322,573 <sup>12</sup>	74.8%
* less than 1%		

[Table of Contents](#)

<sup>1</sup> Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Unless otherwise noted, we believe that all persons named in the table have sole voting and investment power with respect to all shares of our Common Stock beneficially owned by them. The “Percent of Common Stock” is based on a denominator for the applicable Beneficial Owner equal to the sum of: (i) 9,134,403 shares of Common Stock outstanding, (ii) the shares of Common Stock, which may be acquired by such Beneficial Owner upon the exercise of options owned by such Beneficial Owner that are presently exercisable or exercisable within sixty days of June 15, 2012, and (iii) the shares of Common Stock beneficially owned by Lenfest set forth in footnote 6 below.

<sup>2</sup> Chairman of the Board, President, Chief Executive Officer, and Director of the Company.

<sup>3</sup> Includes 45,200 shares of Common Stock held by Mr. Mitchell’s wife. Also includes 22,000 shares of Common Stock, which may be acquired upon the exercise of options that are presently exercisable.

<sup>4</sup> Director of the Company.

<sup>5</sup> Includes 56,667 shares of Common Stock, which may be acquired upon the exercise of options that are presently exercisable.

<sup>6</sup> Includes 10,870,321 shares of Common Stock issuable upon conversion of 21,741 shares of Series E Preferred Stock, 225,091 shares of Common Stock issuable upon conversion of 386 shares of Series D Preferred Stock, and 593,935 shares of Common Stock issuable upon conversion of 700,000 Common Stock warrants that are presently exercisable. Mr. Lenfest can currently vote his Preferred Stock on an as-converted basis.

<sup>7</sup> Includes 6,667 shares of Common Stock, which may be acquired upon the exercise of options that are presently exercisable.

<sup>8</sup> Includes 938,692 shares of Common Stock owned by Advanced Technology Asset Management, LLC, a limited liability company of which T. Todd Martin, III is manager. Also includes 26,900 shares owned by Allied Williams Co, Inc., a corporation of which Mr. Martin is an officer and director, 17,000 shares owned by Equity Management, LLC, a limited liability company of which Mr. Martin is manager, 7,000 shares owned by trusts of which Mr. Martin is trustee, and 10,000 shares owned by Perdido Investors, LLC, of which Mr. Martin is the manager.

<sup>9</sup> Chief Financial Officer of the Company.

<sup>10</sup> General Counsel and Corporate Secretary of the Company.

<sup>11</sup> Includes 10,333 shares of Common Stock, which may be acquired upon the exercise of options that are presently exercisable.

<sup>12</sup> Includes 85,334 shares of Common Stock, which may be acquired by members of the Board of Directors upon the exercise of options that are presently exercisable. Additionally, includes 10,870,321 shares of Common Stock issuable upon conversion of 21,741 shares of Series E Preferred Stock, 225,091 shares of Common Stock issuable upon conversion of 386 shares of Series D Preferred Stock, and 593,935 shares of Common Stock issuable upon the exercise of 700,000 Common Stock warrants, all held by Mr. Lenfest. Also includes 10,333 shares of Common Stock, which may be acquired by Mr. Cashel upon the exercise of options that are presently exercisable.

For information regarding our equity compensation plans, please see the “Summary of Employee Benefit Plans” and “Equity Compensation Plan Information” sections set forth in Item 11 of this Annual Report on Form 10-K.

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

#### **Transactions with H.F. Lenfest**

Effective April 24, 2009, we entered into a transaction (the “Lenfest Financing Transaction”) with H.F. Lenfest, a major shareholder and member of our Board of Directors (“Lenfest”) that provided for, among other things, the following: (i) the exchange of the Subordinated Note (as defined below) held by Lenfest, together with all accrued interest and warrants issuable under the Subordinated Note, and all Series B Preferred Stock and Series C Preferred Stock held by Lenfest, together with all accrued dividends thereon, for a new class of preferred stock, Series E Preferred Stock, of the Company, the terms of which are described below; and (ii) the guarantee by Lenfest of all of ETC’s obligations to PNC Bank in connection with an increase of the existing \$15,000,000 revolving line of credit with PNC Bank (the “2007 PNC Credit Facility”) to \$20,000,000, and in connection with this guarantee, the pledge by Lenfest to PNC Bank of \$10,000,000 in marketable securities.

In connection with the Lenfest Financing Transaction, the Company established a credit facility in the maximum amount of \$7,500,000 with Lenfest (the “Lenfest Credit Facility”). The Lenfest Credit Facility has expired and the Company has no future obligations to Lenfest under it. However, at the time when the Lenfest Credit Facility was established, in April 2009, ETC issued to Lenfest a warrant (the “\$2 Million Loan Warrant”) to purchase 143,885 shares of ETC Common Stock, at an exercise price per share equal to \$1.39, which was equal to the average price of ETC Common Stock for the 120 trading days immediately preceding the date of this warrant. This warrant is still outstanding and expires on April 24, 2016.



#### *Exchange of Existing Instruments for Series E Preferred Stock*

As part of the Lenfest Financing Transaction, the Subordinated Note in the original principal amount of \$10,000,000 issued by ETC to Lenfest on February 18, 2003, together with all accrued interest and warrants issuable pursuant to the terms of the Subordinated Note, and all Series B Preferred Stock and Series C Preferred Stock of the Company held by Lenfest, together with all accrued dividends thereon, were exchanged (the “Series E Exchange”) for shares of a newly-created class of Series E Convertible Preferred Stock of the Company (the “Series E Preferred Stock”).

The Series E Preferred Stock provides for a dividend equal to 10% per annum. The dividend is payable on the liquidation of ETC, on the conversion of the Series E Preferred Stock or following declaration by the Board of Directors of ETC. Upon liquidation, dissolution or winding up of ETC, the Series E Preferred Stock will have the right to receive the original investment amount plus accrued dividends. To the extent of any remaining funds or assets, the Series E Preferred Stock will participate on an as-converted basis in additional distributions. The Series E Preferred Stock will rank *pari passu* (i.e., equally and without preference) with the Series D Preferred Stock (the Series D Preferred Stock is discussed below). The Series E Preferred Stock votes with the ETC Common Stock on an as converted basis on all matters that require the vote of ETC’s shareholders.

The Series E Preferred Stock is convertible, at Lenfest’s request, into shares of ETC Common Stock at a conversion price equal to \$2.00 per common share.

The Series E Preferred Stock contains anti-dilution protection for issuances of ETC’s Common Stock or securities convertible into ETC’s Common Stock at prices below the conversion price of the Series E Preferred Stock.

ETC has granted Lenfest demand and “piggy back” registration rights pursuant to a Registration Rights Agreement with respect to the shares of Common Stock issuable upon conversion of the Series E Preferred Stock.

The Series E Preferred Stock is classified in the Company’s balance sheet as permanent equity.

#### *Repurchase and Retirement of Series E Preferred Stock*

On March 10, 2010, August 12, 2010, and February 9, 2011, ETC entered into three separate agreements with Lenfest to repurchase and retire a total of 2,000 shares of Series E Preferred Stock owned by Lenfest. In the three agreements, the repurchases were made at the stated price of \$1,000 per share. These repurchases were disclosed in our Current Reports on Form 8-K, filed with the SEC on March 10, 2010, August 12, 2010, and February 9, 2011.

#### *Series D Preferred Stock*

ETC has also created a class of Series D Preferred Stock. The Series D Preferred Stock was issued for the payment to Lenfest of the origination fee and interest as described below. The Series D Preferred Stock provides for a dividend equal to 10% per annum. The dividend will be paid on the liquidation of ETC, on the conversion of the Series D Preferred Stock or following declaration by the Board of Directors of ETC. Upon liquidation, dissolution or winding up of ETC, the Series D Preferred Stock will have the right to receive the original investment amount plus accrued dividends. To the extent of any remaining funds or assets, the Series D Preferred Stock will participate on an as-converted basis in additional distributions. The Series D Preferred Stock ranks *pari passu* (i.e., equally and without preference) with the Series E Preferred Stock. The Series D Preferred Stock votes with the ETC Common Stock on an as converted basis on all matters that require the vote of ETC’s shareholders.

The Series D Preferred Stock is convertible, at Lenfest’s request, into ETC common shares at a conversion price equal to the fair market value of ETC’s Common Stock on the date of issuance of the shares of Series D Preferred Stock.

The Series D Preferred Stock contains anti-dilution protection for issuances of ETC’s Common Stock or securities convertible into ETC’s Common Stock at prices below the conversion price of the Series D Preferred Stock.

ETC has granted Lenfest demand and “piggy back” registration rights pursuant to a Registration Rights Agreement with respect to the shares of Common Stock issuable upon conversion of the Series D Preferred Stock.

The Series D Preferred Stock is classified in the Company’s balance sheet as permanent equity.

#### *Increased PNC Bank Credit Facility and Issuance of New Guarantee*

On April 24, 2009, PNC Bank agreed to increase the amount of financing available under the 2007 PNC Credit Facility from \$15,000,000 to \$20,000,000 subject to the condition that Lenfest continues to personally guaranty all of ETC’s obligations to PNC Bank (the “Lenfest Guaranty”) and that Lenfest pledges \$10,000,000 in marketable securities as collateral security for his guaranty (the “Lenfest Pledge”).

## [Table of Contents](#)

The terms of PNC Bank's agreement to increase the amount of financing under the 2007 PNC Credit Facility are set forth in a letter agreement, dated April 24, 2009, between ETC and PNC Bank (the "PNC Letter Agreement"). Subsequent to the execution of the PNC Letter Agreement, ETC and PNC Bank entered into the Amended and Restated Credit Agreement (the "Amended and Restated PNC Credit Agreement") and the Second Amended and Restated Reimbursement Agreement for Letters of Credit (the "Amended and Restated Reimbursement Agreement") in the forms attached to the PNC Letter Agreement. The promissory note executed by ETC in favor of PNC Bank in connection with the 2007 PNC Credit Facility was cancelled and replaced with the Amended and Restated Promissory Note in the principal amount of \$20,000,000 in the form attached to the PNC Letter Agreement (the "Amended and Restated PNC Note"). Lenfest executed and delivered to PNC Bank the following agreements, the forms of which are attached to the PNC Letter Agreement: (i) an Amended and Restated Guaranty Agreement, which would replace the Restated Guaranty executed by Lenfest in connection with the 2007 PNC Credit Facility (the "Amended and Restated Guaranty"), (ii) a Pledge Agreement, pursuant to which Lenfest shall make the Lenfest Pledge, and (iii) a Notification and Control Agreement. These agreements, together with the Amended and Restated PNC Credit Agreement, the Amended and Restated Reimbursement Agreement and the Amended and Restated PNC Note are collectively referred to herein as the "2009 PNC Financing Documents".

Borrowings under the Amended and Restated PNC Credit Agreement are available for working capital or other general business purposes and for issuances of letters of credit. Borrowings made under the Amended and Restated PNC Credit Agreement will bear interest at the London Interbank Offered Rate (as described in the Amended and Restated PNC Note) plus 2.50%. Additionally, ETC will be obligated to pay a fee of 0.125% per annum for unused available funds.

The Amended and Restated PNC Credit Agreement contains affirmative and negative covenants that are customary for transactions of this type, including limitations with respect to indebtedness, liens, investments, distributions, dispositions of assets, change of business and transactions with affiliates.

The Amended and Restated Reimbursement Agreement governs letters of credit issued pursuant to the Amended and Restated PNC Credit Agreement.

All of ETC's indebtedness to Lenfest shall be subordinated to the indebtedness under the 2009 PNC Financing Documents pursuant to the terms of the Second Amended and Restated Subordination and Intercreditor Agreement, dated April 24, 2009, by and among the Company, Lenfest and PNC Bank.

### *First and Second Amendments to Amended and Restated PNC Credit Agreement*

On October 1, 2009, the Amended and Restated PNC Credit Agreement was amended to extend the maturity date to June 30, 2011. Additionally, the affirmative covenants were adjusted. The Consolidated Tangible Net Worth covenant was modified to reflect the impact on the Company's balance sheet of the Lenfest Financing Transaction. Effective with each fiscal quarter ending after October 1, 2009, the Company must maintain a minimum Consolidated Tangible Net Worth of at least \$10,000,000. The Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) covenant was changed to a minimum of \$1,200,000 for the fiscal quarter ended August 28, 2009, and \$1,000,000 for the fiscal quarter ended November 27, 2009. Beginning with the first fiscal quarter ending after December 1, 2009, and for each fiscal quarter ending thereafter, the Company must maintain a minimum aggregate EBITDA of \$4,000,000 for the fiscal quarter then ending and the three preceding fiscal quarters. At all times prior to February 24, 2012, the Company has operated in compliance with the above-referenced affirmative covenants.

On August 18, 2010, ETC and PNC Bank executed a Second Amendment to the Amended and Restated PNC Credit Agreement, which extended the Expiration Date from June 30, 2011 to June 30, 2013.

When the 2009 PNC Financing Documents were entered into, and ETC paid to Lenfest an origination fee equal to 1% of the Lenfest Pledge and has since paid annual interest equal to 2% of the Lenfest Pledge, each payable in shares of Series D Preferred Stock. In consideration of Lenfest entering into the Amended and Restated Guaranty, ETC issued to Lenfest warrants to purchase shares of ETC Common Stock equal to 10% of the amount of the \$5,000,000 increase in funding available under the Amended and Restated PNC Credit Agreement (the "\$5 Million Warrant"). The warrants are exercisable for seven years following issuance at an exercise price per share equal to \$1.11, which was equal to the average price of ETC Common Stock for the 120 trading days immediately preceding the date of this warrant.

### *Amendments to \$2 Million Loan Warrant and the \$5 Million Warrant*

On January 4, 2011, the Company entered into amendments to each of the warrants issued to Lenfest (i.e., the \$2 Million Loan Warrant and the \$5 Million Warrant) pursuant to which Lenfest agreed to remove a provision in each of the warrants which provided anti-dilution protection in the event the Company issued securities at a price below the exercise price set forth in the warrants. These amendments were disclosed in our Current Report on Form 8-K, filed with the SEC on January 7, 2011.

## **Other Related Party Transactions**

ETC purchases industrial products from Industrial Instruments and Supplies, Inc. ("Industrial Instruments"), which is owned by Christine and Charles Walter, the daughter and son-in-law of William F. Mitchell, ETC's President and Chief Executive Officer. During fiscal 2012 and fiscal 2011, the Company purchased \$634,000 and \$492,000, respectively, from Industrial Instruments. As of February 24, 2012, ETC owed \$89,000 to Industrial Instruments. ETC also rents office space to Industrial Instruments at ETC's corporate headquarters. During both fiscal 2012 and fiscal 2011, Industrial Instruments paid to ETC rent in the amounts of \$8,000.

ETC purchases travel accommodations from Jet Set Travels, a company that employs Kathleen Mahon, the daughter of Mr. Mitchell. During fiscal 2012 and fiscal 2011, ETC purchased travel through Jet Set Travels totaling \$421,000 and \$293,000, respectively, and Ms. Mahon received approximately \$22,000 in fiscal 2012 and \$10,000 in fiscal 2011 from her employer in commissions on account of such purchases. Ms. Mahon is also engaged by ETC as a consultant to review expense reports submitted by Company employees. During both fiscal 2012 and fiscal 2011, Ms. Mahon received \$20,000 in consideration of such services.



[Table of Contents](#)

ETC employs William F. Mitchell, Jr., the son of Mr. Mitchell, as its Vice President, Contracts/Purchasing, and David Mitchell, the son of Mr. Mitchell, as its Business Unit Manager of the Sterilization Systems Group. In fiscal 2012, Mr. William F. Mitchell, Jr. received \$175,000 and Mr. David Mitchell received \$211,000 in compensation from ETC. In fiscal 2011, Mr. William F. Mitchell, Jr. received \$167,000 and Mr. David Mitchell received \$179,000 in compensation from ETC.

ETC uses two properties owned by Mr. Mitchell. During both fiscal 2012 and fiscal 2011, ETC paid \$60,012 to Mr. Mitchell in connection with ETC's use of these properties.

#### Review, Approval, or Ratification of Transactions with Related Parties

We have not adopted any formal policies or procedures for the review, approval, or ratification of certain related-party transactions; however, such transactions, if and when they are proposed or have occurred, have traditionally been, and will continue to be, reviewed by our Audit Committee on a case-by-case basis. The Audit Committee may consider any relevant factors when reviewing the appropriateness of a related-party transaction, including, but not limited to, the following: (i) the importance of the transaction to ETC; (ii) the amount involved in the proposed transaction; (iii) the specific interest of the director or executive officer (or immediate family members of same) in the proposed transaction; and (iv) the overall fairness of the terms of the transaction to ETC.

#### Director Independence

Our stock is quoted over-the-counter on the OTCQB Market Tier, which does not have director independence requirements. The Company, however, according to the Company's Bylaws and its Audit Committee Charter, requires that a minimum of three Directors qualify as "independent directors," which is defined generally as a person other than an officer or employee of a company or its subsidiaries or any other individual having a relationship, which, in the opinion of the Company's Board of Directors, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a Director. In determining director independence, the Board considers any transactions and relationships between each director or any member of his or her immediate family and the Company, its subsidiaries, and its officers and employees. The purpose of this review is to determine whether any such relationship or transaction was inconsistent with a determination that the director is independent. During fiscal 2012, Messrs. Colley, Ryan, Sawyer, and Scott, and Dr. Anderson and Dr. Brent were our independent Directors. Independent Directors constitute a majority of our Board of Directors.

#### Item 14. Principal Accountant Fees and Services

Under the Company's Bylaws and the Charter of the Audit Committee of the Board of Directors, authority to select the Company's independent registered public accounting firm rests with the Audit Committee of the Board of Directors. Such selection is made through the formal act of the Audit Committee.

#### Principal Accountant for Fiscal 2012

McGladrey LLP was the Company's independent registered public accounting firm for fiscal 2012.

#### Accounting Fees

The following table presents fees for professional audit services rendered by the Company's independent registered public accounting firm, McGladrey LLP (for fiscal year 2012) and Friedman LLP (for fiscal year 2011), for professional services rendered. The fees include charges for quarterly financial statement reviews and the annual audit, employee benefit plans, and tax services for fiscal 2012 and fiscal 2011.

	<b>Fiscal 2012</b>	<b>Fiscal 2011</b>
Audit fees	\$ 263,592	\$ 252,533
Audit related fees <sup>1</sup>	15,000	35,863
Audit and audit related fees	278,592	288,396
Tax fees <sup>2</sup>	49,300	44,316
<b>Total fees</b>	<b>\$ 327,892</b>	<b>\$ 332,712</b>

<sup>1</sup> Audit related fees consist of fees related to review of employee benefit plan audits.

<sup>2</sup> Tax fees consist of tax compliance services and other consultations on miscellaneous tax matters.

All services rendered for the Company by McGladrey LLP in fiscal year 2012 were permissible under applicable laws and regulations, and were pre-approved by the Audit Committee. The Audit Committee's Pre-Approval Policy provides for the pre-approval of audit and non-audit services performed by the Company's independent registered public accounting firm. Under the policy, the Audit Committee may pre-approve specific services, including fee levels, by the independent registered public accounting firm in a designated category (audit, audit-related, tax services, and all other services). The Audit Committee may delegate this authority in writing to one or more of its members, provided that the member or members to whom such authority is delegated must report their decisions to the Audit Committee at its next scheduled meeting.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a)(1) and (a)(2) Consolidated Financial Statements:

The financial statements listed in the following table, which are included in our Annual Report to Shareholders, are incorporated herein by reference to the portions of this Annual Report on Form 10-K filed as Exhibit 13 hereto.

Consolidated Balance Sheets	16
Consolidated Statements of Income and Comprehensive Income	17
Consolidated Statement of Changes in Shareholders' Equity	18
Consolidated Statements of Cash Flows	19
Notes to the Consolidated Financial Statements	20

All schedules have been omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements, including the notes thereto.

(a)(3) Exhibits:

<u>Number</u>	<u>Item</u>
3.1(i)(1)	Registrant's Articles of Incorporation, as amended, were filed as Exhibit 3.1. to Registrant's Form 10-K for the year ended February 28, 1997 and are incorporated herein by reference.
3.1(i)(2)	Statement with respect to shares of Series D Convertible Preferred Stock, was filed on April 27, 2009 as Exhibit 10.1 to Registrant's Form 8-K and is incorporated herein by reference.
3.1(ii)	Registrant's amended and restated By-Laws were filed as Exhibit 3.1 to Registrant's Form 8-K dated May 1, 2012, and are incorporated herein by reference.
3.1(i)(3)	Statement with respect to shares of Series E Convertible Preferred Stock was filed on July 6, 2009 as Exhibit 3.1 to Registrant's Form 8-K and is incorporated herein by reference.
3.1(i)(4)	Amendment to Articles of Incorporation of the Company was filed on July 6, 2009 as Exhibit 3.2 to Registrant's Form 8-K and is incorporated herein by reference.
4.1	Secured Promissory Note by the Registrant in favor of H.F. Lenfest, dated as of February 20, 2009, was filed on February 26, 2009 as Exhibit 10.2 to Form 8-K and is incorporated herein by reference.
4.2	Common Stock Warrant issued by the Registrant in favor of H.F. Lenfest, dated as of February 20, 2009, was filed on February 26, 2009 as Exhibit 10.3 to Form 8-K and is incorporated herein by reference.
4.3	Amended and Restated Warrant, dated as of April 24, 2009, between Registrant and Lenfest, was filed on April 27, 2009 as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.1	Registrant's Employee Stock Purchase Plan was filed on July 6, 1988 as Exhibit A to the Prospectus included in Registrant's Registration Statement (File No. 33-42219) on Form S-8 and is incorporated herein by reference. *
10.2	Registrant's Stock Award Plan adopted April 7, 1993, was filed as Exhibit 10(ix) to the Registrant's Form 10-K for the fiscal year ended February 25, 1994 and is incorporated herein by reference. *
10.3	2005 Non-employee Director Stock Option Plan, incorporated by reference to Annex A of Registrant's Definitive Proxy Statement on Schedule 14A filed on August 16, 2005 and is incorporated herein by reference. *
10.4	Registrant's 2009 Employee, Director and Consultant Stock Plan was filed on September 4, 2009 on Form S-8 and is incorporated herein by reference. *
10.5	Employment Agreement, dated as of July 24, 2006, between Registrant and William F. Mitchell, was filed on July 24, 2006 as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.6	Security Agreement by the Registrant in favor of H.F. Lenfest, dated as of February 18, 2009, was filed on February 26, 2009 as Exhibit 10.2 to Form 8-K and is incorporated herein by reference.
10.7	Secured Credit Facility and Warrant Purchase Agreement, dated April 24, 2009, between Registrant and H.F. Lenfest, was filed on November 24, 2010 as Exhibit 10.1 to Form 8-K/A and is incorporated herein by reference.

Table of Contents

<u>Number</u>	<u>Item</u>
10.8	Letter Agreement, dated April 24, 2009, between Registrant and PNC Bank, with the Amended and Restated PNC Credit Agreement, the Amended and Restated PNC Note, the Amended and Restated Guaranty Agreement, the Pledge Agreement and the Notification and Control Agreement (each as defined in such letter agreement) attached thereto as exhibits, was filed on April 27, 2009 as Exhibit 10.3 to Form 8-K and is incorporated herein by reference.
10.9	Second Amended and Restated Subordination and Intercreditor Agreement, dated April 24, 2009, among PNC Bank, Lenfest and Registrant, was filed on April 27, 2009 as Exhibit 10.4 to Form 8-K and is incorporated herein by reference.
10.10	Amended and Restated Open-End Mortgage and Security Agreement, dated as of April 24, 2009, by Registrant in favor of Lenfest was filed on May 12, 2009 as Exhibit 10.32 to Form 10-K and is incorporated herein by reference.
10.11	Letter Agreement by and between the Registrant and H.F. Lenfest was filed on July 6, 2009 as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.12	First Amendment to 2009 PNC Credit Facility, between Registrant and PNC Bank, dated October 1, 2009, was filed on October 7, 2009 as Exhibit 1.1 to Form 10-K and is incorporated herein by reference.
10.13	Letter Agreement between the Registrant and PNC Bank, dated as of November 16, 2009 was filed on November 20, 2009 as Exhibit 1.1 to Form 8-K and is incorporated herein by reference.
10.14	Reimbursement Agreement between the Registrant and PNC Bank, dated as of November 16, 2009 was filed on November 20, 2009 as Exhibit 1.2 to Form 8-K and is incorporated herein by reference.
10.15	Pledge Agreement between the Registrant and PNC Bank, dated as of November 16, 2009 was filed on November 20, 2009 as Exhibit 1.3 to Form 8-K and is incorporated herein by reference.
10.16	Amendment to Subordination Agreement between the Registrant, H.F. Lenfest and PNC Bank, dated as of November 16, 2009, was filed on November 20, 2009 as Exhibit 1.4 to Form 8-K and is incorporated herein by reference.
10.17	Stock Repurchase Agreement between the Registrant and H.F. Lenfest, dated March 10, 2010, was filed on March 16, 2010, as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.18	Amendment to Loan Documents dated as of May 7, 2010, between the Registrant, H.F. Lenfest and PNC Bank, National Association was filed on June 1, 2010 as Exhibit 1.1 to Form 8-K and is incorporated herein by reference.
10.19	Amendment to Loan Documents dated as of June 2, 2010 between the Registrant and PNC Bank, National Association was filed on July 12, 2010 as Exhibit 10.2 to Form 10-Q and is incorporated herein by reference.
10.20	Stock Repurchase Agreement between the Registrant and H.F. Lenfest, dated August 10, 2010, was filed on August 12, 2010, as Exhibit 9.01 to Form 8-K and is incorporated herein by reference.
10.21	Amendment to Loan Documents dated as of August 18, 2010 between the Registrant and PNC Bank, National Association was filed on August 20, 2010 as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.22	Amendment to Common Stock Warrant issued to H.F. Lenfest on April 23, 2009, executed January 4, 2011, between the Registrant and H.F. Lenfest, was filed on January 7, 2011 as Exhibit 10.1 to Form 8-K and is incorporated herein by reference.
10.23	Amendment to Stock Purchase Warrant issued to H.F. Lenfest on July 2, 2009, executed January 4, 2011, between the Registrant and H.F. Lenfest, was filed on January 7, 2011 as Exhibit 10.2 to Form 8-K and is incorporated herein by reference.
10.24	Stock Repurchase Agreement between the Registrant and H.F. Lenfest, dated February 9, 2011, was filed on February 11, 2011, as Exhibit 9.01 to Form 8-K and is incorporated herein by reference.
13	Portions of Registrant's 2012 Annual Report to Shareholders, which are incorporated herein by reference into this Form 10-K. Any information incorporated by reference in Items 1, 1A, 2, 3, 5, 7, 8, and 9A of this Form 10-K from the Annual Report to Shareholders is filed with the SEC. The balance of the information in the Annual Report to Shareholders will be furnished to the SEC in accordance with Item 601(b) (13) of Regulation S-K.
21	Subsidiaries of the Registrant (Filed herewith).
23.1	Consent of McGladrey LLP dated August 2, 2012 (Filed herewith).
23.2	Consent of Friedman LLP dated August 2, 2012 (Filed herewith).
31.1	Certification dated August 2, 2012 pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 made by William F. Mitchell, Chief Executive Officer. (Filed herewith)

[Table of Contents](#)

<u>Number</u>	<u>Item</u>
31.2	Certification dated August 2, 2012 pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 made by Robert L. Laurent, Jr., Chief Financial Officer. (Filed herewith)
32	Certification dated August 2, 2012 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 made by William F. Mitchell, Chief Executive Officer, and Robert L. Laurent, Jr., Chief Financial Officer. (Filed herewith)
101.INS**	XBRL Instance (Furnished herewith)
101.SCH**	XBRL Taxonomy Extension Schema (Furnished herewith)
101.CAL**	XBRL Taxonomy Extension Calculation (Furnished herewith)
101.LAB**	XBRL Taxonomy Extension Labels (Furnished herewith)
101.PRE**	XBRL Taxonomy Extension Presentation (Furnished herewith)
101.DEF**	XBRL Taxonomy Extension Definition (Furnished herewith)

\* Represents a management contract or a compensatory plan or arrangement.

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on August 2, 2012.

**ENVIRONMENTAL TECTONICS  
CORPORATION**

By /s/ William F. Mitchell  
William F. Mitchell,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the registrant and in the capacities and on the dates indicated have signed this report below.

<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Date</u></b>
<u>/s/ William F. Mitchell</u> William F. Mitchell	Chairman of the Board, President, Chief Executive Officer, and Director (Principal Executive Officer)	August 2, 2012
<u>/s/ Robert L. Laurent, Jr.</u> Robert L. Laurent, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)	August 2, 2012
<u>/s/ George K. Anderson</u> George K. Anderson, M.D.	Director	August 2, 2012
<u>/s/ Linda J. Brent</u> Linda J. Brent, Ed.D.	Director	August 2, 2012
<u>/s/ Roger Colley</u> Roger Colley	Director	August 2, 2012
<u>/s/ H.F. Lenfest</u> H.F. Lenfest	Director	August 2, 2012
<u>/s/ George A. Sawyer</u> George A. Sawyer	Director	August 2, 2012
<u>/s/ Winston E. Scott</u> Winston E. Scott	Director	August 2, 2012



**EXHIBIT INDEX**

**Exhibit**

<b><u>No.</u></b>	<b><u>Item</u></b>
<a href="#">13</a>	Portions of Registrant’s 2012 Annual Report to Shareholders, which are incorporated by reference into this Form 10-K.
<a href="#">21</a>	Subsidiaries of the Registrant (Filed herewith).
<a href="#">23.1</a>	Consent of McGladrey LLP dated August 2, 2012 (Filed herewith).
<a href="#">23.2</a>	Consent of Friedman LLP dated August 2, 2012 (Filed herewith).
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**	XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections

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**EXHIBIT 13**

**PORTIONS OF  
ENVIRONMENTAL TECTONICS CORPORATION  
2012 ANNUAL REPORT TO SHAREHOLDERS**

**FINANCIAL REVIEW  
(in thousands, except per share information)**

	<b>Fiscal year ended</b>	
	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Net sales	\$ 66,294	\$ 55,451
Gross profit	23,531	21,790
Operating income	8,137	8,290
Net income attributable to Environmental Tectonics Corporation	4,873	14,534
Per share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	\$ -	\$ -
Preferred	\$ 0.20	\$ 0.20
Undistributed earnings per share:		
Common	\$ 0.13	\$ 0.60
Preferred	\$ 0.13	\$ 0.60
Diluted earnings per share	\$ 0.13	\$ 0.59
Working capital	\$ 27,786	\$ 11,063
Total long-term debt obligations, less current portion	16,716	3,084
Total assets	67,786	50,791
Total shareholders' equity	30,825	28,129
Weighted average common and participating shares:		
Basic	20,209	20,531
Diluted	20,497	20,898

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 paid in cash. All Preferred Stock dividends accruing through February 24, 2012 were paid in April 2012.

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

### FORWARD-LOOKING STATEMENTS

Discussions of some of the matters contained in this Annual Report to Shareholders may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, and, as such, may involve risks and uncertainties. Some of these discussions are contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." 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 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. Factors that might cause or contribute to such a material difference include, but are not limited to, those discussed in the Company's Annual Report on Form 10-K under the caption "Item 1A. Risk Factors." Shareholders are urged to review these risks carefully prior to making an investment in the Company's Common Stock.

The Company cautions that the foregoing list of factors that could affect forward-looking statements by ETC is not exclusive. Except as required by federal securities law, the Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company.

References to fiscal 2011 or the 2011 fiscal year are references to the fifty-two week period ended February 25, 2011. References to fiscal 2012 or the 2012 fiscal year are references to the fifty-two week period ended February 24, 2012. References to fiscal 2013 or the 2013 fiscal year are references to the fifty-two week period ending February 22, 2013.

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

### **Overview**

ETC was incorporated in 1969 in Pennsylvania. For over forty-three years, 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: (1) 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; (2) altitude (hypobaric) chambers; (3) the Advanced Disaster Management Simulator ("ADMS"); (4) steam and gas sterilizers; (5) testing and simulation devices for the automotive industry; and (6) hyperbaric (100% oxygen) chambers.

For fiscal 2012, we have changed our reporting segments to Aerospace Solutions ("Aerospace") and Commercial/Industrial Systems ("CIS") from Training Services Group ("TSG") and Control Systems Group ("CSG"). We believe that this change more closely describes our markets, and aligns our products with how ETC manages its business and approaches these markets. The most significant change is that our altitude chamber business has moved from CSG into Aerospace because these chambers are primarily used to provide hypoxia training and are marketed along with our other Aerospace products. What is left in the former CSG is marketed to commercial and industrial customers; thus, a name change for the segment to CIS. Fiscal 2011 segment financial information has been restated to reflect this change in segments.

As indicated, we operate in two business segments – Aerospace and CIS.

Aerospace encompasses the design, manufacture, and sale of (1) 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”), (2) altitude (hypobaric) chambers, and (3) ADMS, as well as integrated logistics support for customers who purchase these products. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs.

Specific products within Aerospace include:

- GYROLAB GL-6000 Gryphon Disorientation Research Device;
- GYROLAB GL-4000;
- GYROLAB GL-1500;
- GYRO IPT III Integrated Physiological Trainer;
- G-LAB;
- ATFS-400-31 PHOENIX High Performance Human Centrifuge;
- ATFS-400-25 PHOENIX High Performance Human Centrifuge;
- FALCON Altitude Chamber;
- GYROFLIGHT;
- GAT II Fixed-Wing;
- GAT II Helo;
- ZERO-ZERO Ejection Seat Simulator; and
- ADMS family of products (ADMS-COMMAND, ADMS-CONTROL, etc.).

Specific services within Aerospace include:

- Pilot selection;
- Night vision and night vision goggle training;
- Water survival training;
- Aeromedical training;
- Tactical flight training;
- Basic pilot training;
- Advanced pilot training;
- Upset recovery and spatial disorientation training;
- Suborbital and orbital commercial human spaceflight training;
- Emergency management simulation training; and
- Integrated logistics support.

CIS operations encompass the design, manufacture, and sale of core technologies including:

- Steam and gas (ethylene oxide) sterilizers;
- Environmental testing and simulation devices for the automotive industry;
- Hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers); and
- Parts and service support.

Net sales, net income, total assets, and other financial information regarding our segments may be found in Note 10 – Business Segment Information of the Notes to the Consolidated Financial Statements.

We presently have two operating subsidiaries. ETC-PZL, our 95%-owned subsidiary in Warsaw, Poland, manufactures simulators and provides software to support our domestic products. Environmental Tectonics Corporation (Europe) Limited (“ETC-Europe”), our 99%-owned subsidiary, functions as a sales office in the United Kingdom.

We utilize both employees and independent representatives to market our products and services. We have branch offices in England, Egypt, Turkey, United Arab Emirates, India, China, Thailand, Malaysia, and Japan. Internationally, we have relationships with numerous independent sales representatives and distributors.

We sell integrated training services and products. Some of our products are customized, using our proprietary software based on specifications provided by our customers. Some of our products take more than one year to manufacture and deliver to the customer.

In the Aerospace segment, we offer integrated aircrew training services to commercial, governmental, and military defense agencies, and training devices to governmental and military defense agencies both in the United States and internationally. We sell our disaster management simulation training and products to fire and emergency training schools, and state and local governments.

In the CIS segment, we sell our sterilizers to pharmaceutical and medical device manufacturers. We sell our environmental testing systems primarily to commercial automobile manufacturers and heating, ventilation and air conditioning (HVAC) manufacturers. We sell our hyperbaric products to hospitals and clinics (primarily “monoplace” chambers) and to the military (primarily “multiplace” chambers). We also provide upgrade, maintenance, and repair services for our products and for products manufactured by other parties.

### **Significant Impacts and Transactions during Fiscal 2012**

The following items had a material impact on our financial performance, cash flow, and financial position for the fiscal year ended February 24, 2012:

#### Increased production under U.S. Government contracts

The Base Realignment and Closure Act (“BRAC Act”) passed in 2005 by Congress mandated base closures and consolidations through all the U.S. defense services. In the past few years, as a direct result of the BRAC Act, we were awarded three major contracts within our ATS business unit. Our fiscal 2012 opening backlog of firm orders in the amount of \$110.6 million included approximately \$64.2 million for three contracts awarded under the BRAC Act. As a result of engineering and production activity on these contracts, sales to the U.S. Government increased by \$4.0 million in our Aerospace segment during the current fiscal year versus the prior year. The Company’s backlog at February 24, 2012 was \$74.5 million, of which \$39.0 million related to BRAC Act contracts. Given the current domestic economic conditions and political environment, it should not be assumed that any additional contracts will be awarded to us.

#### Market recovery in our CIS segment

Our CIS segment products are sold primarily to domestic commercial accounts. The business units within the CIS segment have experienced an upturn in orders during fiscal 2012. Sales of our ethylene oxide gas (EtO) sterilizers were strong as our Sterilization Systems business unit received record orders of \$11.9 million during fiscal 2012 compared to \$8.6 million during fiscal 2011. Our Environmental Testing and Simulation business unit received \$2.4 million in orders for domestic and international automotive testing units during fiscal 2012 compared to \$1.8 million during fiscal 2011. Additionally, sales for our monoplace hyperbaric chamber line increased, reflecting pent up demand for capital expansion in hospitals and wound care centers.

#### Impact of income taxes

In fiscal 2012, the Company recorded an income tax provision of \$2.6 million. In fiscal 2011, an income tax benefit of \$7.7 million was reflected in our Consolidated Statement of Income and Comprehensive Income. 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 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. Valuation allowances had been recorded against a significant portion of the deferred tax asset in prior periods due to an uncertainty of sustaining an appropriate level of profitability in future periods. As a result of our increase in booked contracts and our positive operating results, we reduced this reserve by \$7.7 million, leaving a balance of \$0.7 million, during fiscal 2011. This amount was further reduced to \$0.4 million as of February 24, 2012.

#### Continued expanded use of our NASTAR Center

Our National Aerospace Training and Research (“NASTAR”) Center is an integrated aircrew training center offering a complete range of aviation training and research support for military jet pilots, civil aviation, and space travel and tourism. The NASTAR Center houses state of the art equipment including an ATFS-400-25 PHOENIX High Performance Human Centrifuge, a GYROLAB GL-1500 Advanced Spatial Disorientation Trainer, an Altitude (Hypobaric) Chamber, an Ejection Seat Trainer, and a Night Vision and Night Vision Goggle Training System. These products represent approximately four decades of pioneering development and training solutions for the most rigorous stresses encountered during high performance aircraft flight, including the effects of altitude exposure, high G-force exposure, spatial disorientation, and escape from a disabled aircraft.

During the past two fiscal years, we have been successful in utilizing the NASTAR Center for research, space training, and as a showroom to market our ATFS technology. We feel that demonstrating tactical flight simulation in our NASTAR Center was instrumental in our ATS business unit's ability to obtain significant orders. Going forward, we hope the ATFS technology will gain acceptance as a suitable and cost-effective way to provide tactical fighter training for the U.S. Air Force, the U.S. Navy, and foreign military organizations.

We also hope to expand research aimed at examining the effectiveness of using centrifuge based simulation for upset recovery training ("URT"). Loss of Control In-flight ("LOC-I") is a major factor in loss of life and hull damage in aircraft accidents. Modern day commercial aviation currently has no requirement for training of pilots to deal with these situations, commonly referred to as "upsets." Realistic training for responding to and recovering from upsets, or URT, requires more than a non-centrifuged based simulator because non-centrifuge based simulators do not reproduce the physiological stresses and disorientation that a pilot experiences during an actual upset. We believe our GYROLAB simulator series is an answer to providing pilots with the dynamic environment necessary for effective training. ETC's GYROLAB GL-4000 has been used in numerous research studies, including in conjunction with studies by the Federal Aviation Administration (FAA) and the National Aeronautics and Space Administration (NASA). These studies are focused on comparing the benefits of various types of URT. The Company anticipates that this simulator will have significant application in the training of commercial airline pilots.

#### Increased selling and marketing expenses

Our selling and marketing expenses increased 18.4% in fiscal 2012 versus fiscal 2011, reflecting additional sales employees. Although the volume of U.S. Government work, as well as sales to domestic and international customers have increased significantly, we are cautious in our ability to maintain market share and a presence in our various industries.

#### Continued investments to enhance and market worldwide our ATFS and other technologies

During the past two fiscal years, we have spent \$3.0 million (including \$2.1 million in fiscal 2012) in capital improvements and software development. This is in addition to several full time employees and consultants whose main responsibilities are to support the ATFS initiative. Most of this spending has been related to enhancement and promotion of our ATS products and related training, and includes both engineering costs to improve the technical abilities of our ATFS line of products and consulting arrangements to assist in the validation effort associated with URT. Going forward, we expect to continue to invest in new capabilities of our ATFS line of products.

#### Cash impact of the payment of Preferred Stock dividends and repurchase of Preferred Stock

The Preferred Stock held by Mr. Lenfest carries a 10% coupon. Total Preferred Stock dividends paid in fiscal 2012 and fiscal 2011 approximated \$2.2 million and \$2.3 million, respectively. All Preferred Stock dividends accruing through February 24, 2012 were paid in April 2012.

## Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our assumptions and judgments about future events and related estimates, and how they can impact our financial statements. A critical accounting estimate is one that requires our most difficult, subjective, or complex estimates and assessments, and is fundamental to our results of operations. We identified our most critical accounting estimates (not in any specific order) to be:

- estimating budget costs for large, multi-year contracts that involve significant engineering and software development;
- percentage-of-completion accounting for long-term, construction-type contracts;
- legal reserves and contingencies;
- valuations of long-lived assets, including equipment housed within our NASTAR Center and intangible assets such as capitalized software;
- forecasting our effective income tax rate, including our future ability to value and utilize tax credits and to realize the deferred tax assets, and providing for uncertain tax positions; and
- inventory valuation and reserves.

We base our estimates on historical experience, and on various other assumptions we believe to be reasonable according to the current facts and circumstances; the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We believe the following are the critical accounting policies used in the preparation of our consolidated financial statements, as well as the significant estimates and judgments affecting the application of these policies. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included in this report.

We have discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the disclosure presented below.

### Revenue Recognition

We recognize revenue, which is recorded net of any applicable sales tax, using three methods:

On long-term contracts, with a contract value over \$250,000 and a minimum completion period of six months, the percentage-of-completion (“POC”) method is applied based on costs incurred from inception to date as a percentage of estimated total costs required to fulfill the contract. This percentage is then multiplied by the total estimated contract value to determine the cumulative amount of revenue to be recognized, from which previously recognized revenue would be subtracted to determine revenue to be recognized in any given accounting period. Revenue recognized on uncompleted long-term contracts in excess of amounts billed to customers is reflected as an asset on the balance sheet under the caption “Costs and estimated earnings in excess of billings on uncompleted long-term contracts”. Amounts billed to customers (i.e. milestone payments) in excess of revenue recognized on uncompleted long-term contracts are reflected as a liability on the balance sheet under the caption “Billings in excess of costs and estimated earnings on uncompleted long-term contracts”. At any time during performance if it is estimated that a contract at completion will result in a loss, the entire amount of the estimated loss is accrued. The effect of revisions in cost and profit estimates for long-term contracts is reflected in the accounting period in which we learn the facts that require us to revise our cost and profit estimates. Contract progress billings are based upon contract provisions for customer advance payments, contract costs incurred, and completion of specified contract milestones. Costs related to post shipment obligations, including field installation, warranty, and any additional contracted items are included in the estimated total costs required to fulfill the contract. Contracts may provide for customer retainage of a portion of amounts billed until contract completion. Retainage is generally due within one year of completion of the contract. Revenue recognition under the percentage of completion method involves significant estimates, both at inception and throughout the performance period. Some of our long-term contracts contain provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a claim under these provisions. Management uses its best judgment to estimate not only the cost to perform the work, but also the price we will eventually be paid on such contracts.

For contracts under \$250,000, or contracts to be completed in less than six months, and where there are no post-shipment services included in the contract (such as installation and customer acceptance), the completed contract method is applied and revenue is recognized on the date that the finished product is shipped to the customer. Estimated warranty costs for these contracts are accrued and this accrual is adjusted periodically based on actual warranty expenses and the amount and type of products shipped. Revenue derived from the sale of parts and services is also recognized on the date that the part is shipped to the customer, or when the service is completed.

Revenue for service contracts is recognized ratably over the life of the contract with related material costs expensed as incurred. There are no post contract expenses associated with these types of contracts.

In accordance with accounting principles generally accepted in the United States of America, recognizing revenue on contract claims and disputes related to customer caused delays, errors in specifications and designs, and other unanticipated causes, for amounts in excess of contract value, is appropriate if it is probable that the claim will result in an increase in the contract value and if the Company can reliably estimate the amount of potential additional contract revenue (claim revenue); however, revenue recorded on a contract claim cannot exceed the incurred contract costs related to that claim. Claims are subject to negotiation, arbitration and audit by the customer or governmental agency. The Company had no claim receivables at either February 24, 2012 or February 25, 2011.

#### Inventory

We periodically evaluate our inventory, which affects gross margin, to ensure that it is carried at the lower of cost or net realizable value. Cost includes appropriate overhead. Overhead allocated to inventory cost includes only costs directly related to our manufacturing activities. These include general supervision, utilities, supplies, etc., and depreciation and software amortization expense. Where necessary, provision is made for obsolete, slow-moving, or damaged inventory. This provision represents the difference between the cost of the inventory and its estimated market value, based on the future demand of our products. To the extent that future events affect the salability of inventory, these provisions could vary significantly.

#### 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 loss carry forwards. 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 reliability of the related deferred tax asset.



## Results of Operations

We have historically experienced significant variability in our quarterly revenue, earnings, and other operating results, and our performance may fluctuate significantly in the future.

### Fiscal 2012 versus Fiscal 2011

	<b>Summary Table of Results</b>			
	<b>(in thousands, except per share information)</b>			
	<b>Fiscal year ended</b>		<b>Variance</b>	<b>Variance</b>
<b>February 24, 2012</b>	<b>February 25, 2011</b>	<b>\$</b>		
Net sales:				
Domestic sales	\$ 16,635	\$ 12,181	\$ 4,454	36.6
U.S. Government sales	27,181	23,271	3,910	16.8
International sales	22,478	19,999	2,479	12.4
Net sales total	66,294	55,451	10,843	19.6
Gross profit	23,531	21,790	1,741	8.0
Selling and marketing expenses	5,481	4,630	851	18.4
General and administrative expenses	8,513	7,208	1,305	18.1
Research and development expenses	1,400	1,662	(262)	(15.8)
Operating income	8,137	8,290	(153)	(1.8)
Interest expense, net	734	824	(90)	(10.9)
Other (income) expense, net	(85)	589	(674)	(114.4)
Income before income taxes	7,488	6,877	611	8.9
Income tax provision (benefit)	2,620	(7,665)	10,285	(134.2)
Net income	4,868	14,542	(9,674)	(66.5)
Expense (income) attributable to non-controlling interest	5	(8)	13	(162.5)
<b>Net income attributable to ETC</b>	<b>\$ 4,873</b>	<b>\$ 14,534</b>	<b>\$ (9,661)</b>	<b>(66.5)</b>
Per share information:				
Basic earnings per common and participating share:				
Distributed earnings per share:				
Common	\$ -	\$ -	\$ -	
Preferred	\$ 0.20	\$ 0.20	\$ -	
Undistributed earnings per share:				
Common	\$ 0.13	\$ 0.60	\$ (0.47)	
Preferred	\$ 0.13	\$ 0.60	\$ (0.47)	
<b>Diluted earnings per share</b>	<b>\$ 0.13</b>	<b>\$ 0.59</b>	<b>\$ (0.46)</b>	

### Net income attributable to ETC

Net income attributable to ETC was \$4.9 million, or \$0.13 per diluted share, in fiscal 2012 versus \$14.5 million, or \$0.59 per diluted share, in fiscal 2011; a decrease in net income of \$9.6 million, or 66.5%. Operating income in fiscal 2012 was \$8.1 million versus \$8.3 million in fiscal 2011, a decrease of \$0.2 million, or 1.8%. The major factors contributing to the unfavorable performance in operating income were an 18.4% increase in selling and marketing expenses and an 18.1% increase in general administrative expenses, offset in part, by a 19.6% increase in sales, which resulted in a corresponding increase in gross profit of 7.9%.

Net income attributable to ETC was also affected by a provision for income taxes of \$2.6 million in fiscal 2012, compared to a benefit from a credit for income taxes of \$7.7 million in fiscal 2011, reflecting reductions in the Company's deferred tax asset reserve related to the expected realization of its federal net operating loss carryforwards.

### Net sales

The following schedule presents the Company's net sales (in thousands) by segment, business unit, and geographic area:

	Fiscal year ended							
	February 24, 2012				February 25, 2011			
	Domestic	U.S. Gov't	International	Total	Domestic	U.S. Gov't	International	Total
<b>Aerospace Solutions</b>								
ATS	\$ 592	\$ 17,805	\$ 13,894	\$ 32,291	\$ 224	\$ 19,912	\$ 13,682	\$ 33,818
Chambers	-	9,376	1,633	11,009	-	3,359	3,628	6,987
Simulation	2,032	-	1,184	3,216	953	-	961	1,914
ETC-PZL and other	199	-	2,186	2,385	311	-	724	1,035
Subtotal	2,823	27,181	18,897	48,901	1,488	23,271	18,995	43,754
<b>Commercial/Industrial Systems</b>								
Sterilizers	6,996	-	57	7,053	7,010	-	-	7,010
Environmental	1,740	-	646	2,386	649	-	-	649
Hyperbaric	2,487	-	2,744	5,231	1,094	-	797	1,891
Service and spares	2,589	-	134	2,723	1,940	-	207	2,147
Subtotal	13,812	-	3,581	17,393	10,693	-	1,004	11,697
<b>Net sales total</b>	<b>\$ 16,635</b>	<b>\$ 27,181</b>	<b>\$ 22,478</b>	<b>\$ 66,294</b>	<b>\$ 12,181</b>	<b>\$ 23,271</b>	<b>\$ 19,999</b>	<b>\$ 55,451</b>

Net sales for fiscal 2012 were \$66.3 million, an increase of \$10.8 million, or 19.6%, over fiscal 2011. The increase reflects increased sales to Domestic customers, to the U.S. Government, and to International customers.

In fiscal 2012, two customers (one U.S. defense agency and one international customer), each in the Aerospace segment, represented 10% or more of total sales. In fiscal 2011, two customers, each in the Aerospace segment, each represented 10% or more of total sales. Within the Company's February 24, 2012 sales backlog of \$74.5 million for work to be performed and revenue to be recognized under written agreements after such date, two contracts (one with a U.S. defense agency and one with an international customer), each representing at least 10% of the total backlog, together constituted \$47.2 million or 63.4% of the total sales backlog. ATS backlog totaled \$50.3 million, or 67.5% of the total backlog, while sterilizer products represented \$9.6 million, or 12.9% of the total backlog. ETC-PZL backlog totaled \$8.6 million, or 11.5% of the total backlog as of February 24, 2012.

We have historically experienced significant variability in our sales performance. This reflects the existing sales backlog, product mix, nature of contracts (size and performance time), manufacturing cycle, installation time, customer acceptance, and certain factors not in our control such as customer delays and the time required to obtain U.S. Government export approvals. A small number of contract sales may account for a substantial percentage of our revenue in any period.

### Domestic sales

Domestic sales in fiscal 2012 were \$16.6 million, an increase of \$4.5 million, or 36.6%, over fiscal 2011, and represented 25.1% of net sales, compared to 22.0% in fiscal 2011. The increase in Domestic sales is primarily a result of a \$1.4 million, or 127.3%, increase in the sale of hyperbaric chambers, which reflects a rebound in capital spending, a \$1.1 million, or 168.1%, increase in the sale of environmental products as global automobile manufacturing rebounds, and a \$1.0 million, or 113.2%, increase in the sale of simulation products, as well as smaller increases in other categories.

### U.S. Government sales

U.S. Government sales in fiscal 2012 were \$27.2 million, an increase of \$3.9 million, or 16.8%, over fiscal 2011, which reflect sales related to a suite of altitude chambers. U.S. Government sales represented 41.0% of total sales in fiscal 2012 compared with 41.9% in fiscal 2011. Given the existing progress made on U.S. Government sales contracts in the Company's backlog, the Company anticipates the concentration of sales with the U.S. Government will begin to lessen in fiscal 2013.

### International sales

International sales in fiscal 2012, including those of the Company's foreign subsidiaries, were \$22.5 million, an increase of \$2.5 million, or 12.4%, over fiscal 2011, due primarily to a \$1.9 million, or 244.3%, increase in the sale of hyperbaric equipment, and a \$1.5 million increase in sales of ETC-PZL. Increases were also experienced in the international sale of environmental equipment and simulation systems, offset, in part, by a reduction in sales of altitude chambers. In aggregate, International sales represented 33.9% of the Company's net sales, down from 36.1% in fiscal 2011. International sales totaling at least \$500,000 per country, listed in order of magnitude, were made to customers in South Korea, Saudi Arabia, Japan, Spain, Poland, Malaysia, Kazakhstan, and China. Fluctuations in sales to international countries from year to year primarily reflect percentage of completion revenue recognition on the level and stage of development and production on multi-year long-term contracts.

### Segment sales

Aerospace segment sales were \$48.9 million in fiscal 2012, an increase of \$5.1 million, or 11.8%, over sales of \$43.8 million in fiscal 2011. Sales of these products accounted for 73.8% of our sales versus 78.9% in fiscal 2011. Sales in our CIS segment increased \$5.7 million, or 48.7%, and constituted 26.2% of our net sales compared to 21.1% in fiscal 2011.

Given the Company's backlog at February 24, 2012, it is anticipated that our Aerospace segment will remain stable, and with some level of rebounding in capital projects in the economy, sales of our sterilizers, environmental testing and simulation systems, and hyperbaric chambers within our CIS segment are expected to remain strong. Given the product mix in the Company's opening backlog, we would expect much of the Company's financial performance in fiscal 2013 to be generated by the Aerospace segment.

### Gross profit

Gross profit for fiscal 2012 increased by \$1.7 million, or 8.0%, over fiscal 2011. This improvement reflects the increase in sales and resulting gross profit. Gross profit margin as a percent of net sales dropped to 35.5% in fiscal 2012 from 39.3% in fiscal 2011 due primarily to costs related to a U.S. government contract and to product mix.

### Selling and marketing expenses

Selling and marketing expenses for fiscal 2012 of \$5.5 million increased by \$0.9 million, or 18.4%, over fiscal 2011, due primarily to the employment of additional sales people and their related travel expenses. As a percentage of net sales, selling and marketing expenses were 8.3% in both fiscal 2012 and fiscal 2011.

### General and administrative expenses

General and administrative expenses for fiscal 2012 of \$8.5 million increased by \$1.3 million, or 18.1%, over fiscal 2011. The increase is primarily the result of an increase in salaries, European operations, consulting expenses, and expenses relating to the independent internal investigation by the Audit Committee of our Board of Directors. As a percentage of net sales, general and administrative expenses decreased to 12.8% in fiscal 2012 compared to 13.0% in fiscal 2011.

### Research and development expenses

Research and development expenses include spending for potential new products and technologies, and internationally, work performed under government grant programs. This spending, net of grant payments from the Polish and Turkish governments, totaled \$1.4 million for fiscal 2012 compared to \$1.7 million in fiscal 2011, a decrease of \$0.3 million, or 15.8%. The decrease was a result of more research and development employees being assigned to specific contracts; thus, expenses related to these employees were included in cost of sales in fiscal 2012. Most of the Company's research efforts, which were and continue to be a significant cost of its business, are included in cost of sales for applied research for specific contracts, as well as research for feasibility and technology updates. As a percentage of sales, research and development expenses were 2.1% in fiscal 2012, compared to 3.0% in fiscal 2011.

### Operating income

Operating income decreased \$0.2 million, or 1.8%, to \$8.1 million for fiscal 2012 compared to \$8.3 million in fiscal 2011. The higher level of gross profit from increased net sales was more than offset by an 18.4% increase in selling and marketing expenses and an 18.1% increase in general administrative expenses.

On a segment basis, Aerospace had operating income of \$7.2 million for fiscal 2012, a \$1.8 million, or 20.4%, reduction from operating income of \$9.0 million in fiscal 2011. CIS had operating income of \$4.1 million for fiscal 2012, an increase of \$1.9 million, or 90.0%, over fiscal 2011. These segment operating results were offset, in part, by unallocated corporate expenses.

Given the positive operating performance in fiscal 2012, the level and mix of the Company's backlog at February 24, 2012, open proposals and proposals under preparation, which include quotations for some significant potential international contract awards, and the Company's continuing positive feedback from potential customers for its ATFS technology, it is anticipated that the Company will produce income from operations in fiscal 2013.

### Interest expense, net

Interest expense, net for fiscal 2012 was \$0.7 million compared to \$0.8 million in fiscal 2011, a decrease of \$0.1 million, or 10.9%. The decline primarily reflects lower borrowing at ETC-PZL, which was partially offset by increased interest on higher borrowing domestically.

### Other (income) expense, net

Other income, net for fiscal 2012 was \$0.1 million compared to other expense, net of \$0.6 million in fiscal 2011, a decrease of \$0.7 million. Other (income) expense, net consists primarily of bank and letter of credit fees, as well as foreign currency exchange gains and losses.

### Income taxes

As of February 24, 2012, the Company reviewed the components of its deferred tax assets and determined, based upon all available information, that its current and expected future operating income will more likely than not result in the realization of its deferred tax assets relating to its federal net operating loss carryforwards. The Company has a net deferred tax asset related primarily to its federal net operating loss carryforwards of \$8.4 million. Income tax provisions of \$2.6 million were recorded in fiscal 2012. This follows a \$7.7 million benefit recorded in fiscal 2011, which significantly reduced the valuation allowance against the Company's deferred tax asset. Due to the utilization of federal net operating loss carry forwards available, and valuation allowances on the deferred tax asset in the 2011 first three quarters, the Company did not record an income tax provision on income in the 2011 first three quarters.

As of February 24, 2012, the Company had approximately \$23.2 million of federal net loss carry forwards 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.

## **Liquidity and Capital Resources**

As a result of an elevated level of production to satisfy the requirements of long-term contracts in the Company's backlog of \$110.6 million entering fiscal 2012, the Company borrowed under its line of credit to fund operating activities during fiscal 2012. As of February 24, 2012, the Company's availability under the PNC Credit Agreement was \$2.5 million. This reflected cash borrowing under the PNC Credit Agreement of \$16.7 million and outstanding letters of credit of approximately \$0.8 million. Working capital was \$27.8 million and \$11.1 million at February 24, 2012 and February 25, 2011, respectively. The increase in working capital was primarily the result of the Company borrowing against its long-term line of credit to finance increasing costs in excess of billings on uncompleted long-term contracts, which will reduce upon the achievement of certain milestones.

On April 24, 2009, we entered into a transaction with H. F. Lenfest, a member of our Board of Directors and a significant shareholder, that provided for, among other things, the following: (i) the exchange of a Subordinated Note held by Lenfest, together with all accrued interest and warrants issuable under the Subordinated Note, and all Series B Preferred Stock and Series C Preferred Stock held by Lenfest, together with all accrued dividends thereon, for a new class of Preferred Stock, Series E Preferred Stock, of the Company; and (ii) an increase of the existing \$15.0 million revolving line of credit with PNC Bank to \$20.0 million. Having adequate cash from operations and additional availability under credit lines allowed us to effectively and efficiently execute on our contracts. Additionally, we expect to be adequately cash funded throughout fiscal 2013.

### Cash flows from operating activities

Cash provided by operations is driven by income from the sale of our products, which depends on the timing of receipts, offset in part by payments in the ordinary course of business.

During fiscal 2012, as a result of elevated production levels, the Company utilized \$6.6 million of cash in operating activities compared to cash provided by operating activities of \$13.5 million in fiscal 2011. Cash was used primarily for the increase in costs and estimated earnings in excess of billings on uncompleted long-term POC contracts. Under POC revenue recognition, this account represents the timing differences of spending on production activities versus collecting on long-term contracts. Increased accounts receivable and decreased billing in excess of costs and estimated earnings on uncompleted long-term contracts also utilized cash during the period.

### Cash flows from investing activities

Cash used for investing activities primarily relates to funds used for capital expenditures in property and equipment and software development. The Company's investing activities used \$2.1 million during fiscal 2012 and consisted primarily of costs for the acquisition of computer equipment and the manufacturing of demonstration simulators for our NASTAR Center, coupled with software enhancements for our ATFS technology and hyperbaric products. This is an increase over cash used in investing activities of \$0.9 million in fiscal 2011.

### Cash flows from financing activities

The Company's financing activities provided \$10.9 million of cash during fiscal 2012 as compared to \$13.6 million used in fiscal 2011. Cash provided by financing activities in fiscal 2012 primarily reflected the borrowings under the Company's PNC Bank line of credit to fund the higher level of activity that was offset, in part, by the payment of Preferred Stock dividends.

### **Outlook**

We expect to use our cash, cash equivalents, and credit facilities for working capital and general corporate purposes, products, product rights, technologies, property, plant and equipment, the payment of contractual and other legal obligations, including scheduled interest payments on credit facilities and dividends on Preferred Stock, the potential acquisition of businesses, and/or the purchase, redemption, or retirement of our credit facilities and Preferred Stock. We expect that net sales of our currently marketed products, combined with availability under our lines of credit, should continue to provide us sufficient funds for fiscal 2013. At this time, however, we cannot accurately predict the effect of certain developments on our anticipated results in fiscal 2014 and beyond because of factors such as the degree of market acceptance, the impact of competition, the effectiveness of our sales and marketing efforts, and the outcome of our efforts to develop our products.

Through the current term of the PNC Bank line of credit we expect to maintain, per our bank covenant requirement, a minimum aggregate EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) of \$4.0 million (calculated as the total of the fiscal quarter then ending and the three immediately preceding fiscal quarters).

### **Off-Balance Sheet Arrangements**

There were no off-balance sheet arrangements during the fiscal years ended February 24, 2012 or February 25, 2011 that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to our investors.

## Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 amends the FASB Accounting Standards Codification (Codification) to allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders’ equity. The amendments to the Codification in the ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

In December 2011, the FASB issued ASU No. 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. Among the new provisions in ASU 2011-05 was a requirement for entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented (for both interim and annual financial statements); accordingly, this requirement is indefinitely deferred by ASU 2011-12 and will be further deliberated by the FASB at a future date.

The Company adopted this guidance during the thirteen-week period ended February 24, 2012, and chose to present other comprehensive income within the accompanying Consolidated Statements of Income and Comprehensive Income. The effect of this amended guidance, which is not deemed to be material, has been retrospectively applied to all periods presented.

**Report of Independent Registered Public Accounting Firm – McGladrey LLP**

Board of Directors and Shareholders  
Environmental Tectonics Corporation

We have audited the accompanying consolidated balance sheet of Environmental Tectonics Corporation and Subsidiaries (the “Company”) as of February 24, 2012 and the related consolidated statements of income and comprehensive income, changes in shareholders’ equity, and cash flow for the year ended February 24, 2012. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Environmental Tectonics Corporation and Subsidiaries as of February 24, 2012, and the results of their operations and their cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

/s/ McGladrey LLP  
Blue Bell, Pennsylvania  
August 2, 2012

**Report of Independent Registered Public Accounting Firm – Friedman LLP**

Board of Directors and Shareholders  
Environmental Tectonics Corporation

We have audited the accompanying consolidated balance sheet of Environmental Tectonics Corporation and Subsidiaries (the “Company”) as of February 25, 2011 and the related consolidated statements of income and comprehensive income, changes in shareholders’ equity, and cash flows for the fifty-two week period ended February 25, 2011. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Environmental Tectonics Corporation and Subsidiaries as of February 25, 2011, and the consolidated results of their operations and their cash flows for the fifty-two weeks ended February 25, 2011 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company has restated its consolidated financial statement for the year ended February 25, 2011.

/s/ Friedman LLP

East Hanover, New Jersey

May 26, 2011, except for Note 1, as to which the date is August 2, 2012



**Environmental Tectonics Corporation**  
**Consolidated Balance Sheets**  
(in thousands, except share information)

	<u>February 24, 2012</u>	<u>February 25, 2011</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 3,425	\$ 1,423
Restricted cash	6,000	5,607
Accounts receivable, net	10,695	4,727
Costs and estimated earnings in excess of billings on uncompleted long-term contracts	18,766	10,371
Inventories, net	4,145	4,015
Deferred tax assets, current	4,170	3,807
Prepaid expenses and other current assets	830	691
Total current assets	<u>48,031</u>	<u>30,641</u>
Property, plant, and equipment, net	14,860	13,359
Capitalized software development costs, net	666	802
Deferred tax assets, non-current, net	4,190	5,919
Other assets	39	70
<b>Total assets</b>	<b><u>\$ 67,786</u></b>	<b><u>\$ 50,791</u></b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt obligations	\$ 8	\$ 219
Accounts payable, trade	5,639	4,308
Billings in excess of costs and estimated earnings on uncompleted long-term contracts	6,519	7,534
Customer deposits	3,425	3,907
Accrued income taxes	148	28
Accrued interest and dividends	941	725
Other accrued liabilities	3,565	2,857
Total current liabilities	<u>20,245</u>	<u>19,578</u>
Long-term debt obligations, less current portion:		
Credit facility payable to bank	16,716	3,041
Other long-term debt obligations	-	43
Total long-term debt obligations, less current portion	<u>16,716</u>	<u>3,084</u>
Total liabilities	<u>36,961</u>	<u>22,662</u>
Commitments and contingencies		
Shareholders' equity:		
Cumulative convertible participating Preferred Stock, Series D, \$0.05 par value, 11,000 shares authorized; 386 shares outstanding at February 24, 2012 and February 25, 2011	386	386
Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 21,741 shares outstanding at February 24, 2012 and February 25, 2011	21,741	21,741
Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,134,403 and 9,104,601 shares issued and outstanding at February 24, 2012 and February 25, 2011, respectively	456	455
Additional paid-in capital	9,892	11,932
Accumulated other comprehensive loss	(505)	(372)
Accumulated deficit	(1,186)	(6,059)
Total shareholders' equity before non-controlling interest	<u>30,784</u>	<u>28,083</u>
Non-controlling interest	41	46
Total shareholders' equity	<u>30,825</u>	<u>28,129</u>
<b>Total liabilities and shareholders' equity</b>	<b><u>\$ 67,786</u></b>	<b><u>\$ 50,791</u></b>

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

**Environmental Tectonics Corporation**  
**Consolidated Statements of Income and Comprehensive Income**  
(in thousands, except per share information)

	Fiscal year ended	
	February 24, 2012	February 25, 2011
Net sales	\$ 66,294	\$ 55,451
Cost of goods sold	42,763	33,661
Gross profit	<u>23,531</u>	<u>21,790</u>
Operating expenses:		
Selling and marketing	5,481	4,630
General and administrative	8,513	7,208
Research and development	1,400	1,662
	<u>15,394</u>	<u>13,500</u>
Operating income	<u>8,137</u>	<u>8,290</u>
Other expenses:		
Interest expense, net	734	824
Other (income) expense, net	(85)	589
	<u>649</u>	<u>1,413</u>
Income before income taxes	7,488	6,877
Income tax provision (benefit)	<u>2,620</u>	<u>(7,665)</u>
Net income	4,868	14,542
Expense (income) attributable to non-controlling interest	5	(8)
<b>Net income attributable to Environmental Tectonics Corporation</b>	<b><u>\$ 4,873</u></b>	<b><u>\$ 14,534</u></b>
Foreign currency translation adjustment	(133)	59
Comprehensive income	<u>\$ 4,740</u>	<u>\$ 14,593</u>
Preferred Stock dividend	(2,208)	(2,278)
Income attributable to common and participating shareholders	<u>\$ 2,665</u>	<u>\$ 12,256</u>
Per share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	\$ -	\$ -
Preferred	\$ 0.20	\$ 0.20
Undistributed earnings per share:		
Common	\$ 0.13	\$ 0.60
Preferred	\$ 0.13	\$ 0.60
<b>Diluted earnings per share</b>	<b><u>\$ 0.13</u></b>	<b><u>\$ 0.59</u></b>
Basic weighted average common and participating shares:		
Common weighted average number of shares	9,114	9,091
Participating preferred shares	11,095	11,440
Total basic weighted average common and participating shares	<u>20,209</u>	<u>20,531</u>
Diluted weighted average shares:		
Basic weighted average common and participating shares	20,209	20,531
Dilutive effect of stock warrants and options	288	367
Total diluted weighted average shares	<u>20,497</u>	<u>20,898</u>

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



**Environmental Tectonics Corporation**  
**Consolidated Statement of Changes in Shareholders' Equity**  
For the fiscal years ended February 24, 2012 and February 25, 2011  
(in thousands, except share information)

	<u>Preferred Stock</u>	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Accumulated Deficit</u>	<u>Total Shareholders' Equity</u>
		<u>Shares</u>	<u>Amount</u>				
Balance, February 26, 2010	\$ 23,896	9,083,573	\$ 454	\$ 14,050	\$ (431)	\$ (20,593)	\$ 17,414
Less: Prior year non-controlling interest	-	-	-	-	-	-	(38)
Net income attributable to Environmental Tectonics Corporation	-	-	-	-	-	14,534	14,534
Foreign currency translation adjustment	-	-	-	-	59	-	59
Issuance of Series D Preferred Stock	231	-	-	-	-	-	231
Preferred Stock dividends	-	-	-	(2,278)	-	-	(2,278)
Stock compensation expense	-	-	-	98	-	-	98
Issuance of stock under employee stock purchase plan and Board of Director's compensation	-	21,028	1	62	-	-	63
Repurchase of Series E Preferred Stock	(2,000)	-	-	-	-	-	(2,000)
Balance before non-controlling interest, February 25, 2011	22,127	9,104,601	455	11,932	(372)	(6,059)	28,083
Non-controlling interest	-	-	-	-	-	-	46
<b>Balance, February 25, 2011</b>	<b>22,127</b>	<b>9,104,601</b>	<b>455</b>	<b>11,932</b>	<b>(372)</b>	<b>(6,059)</b>	<b>28,129</b>
Less: Prior year non-controlling interest	-	-	-	-	-	-	(46)
Net income attributable to Environmental Tectonics Corporation	-	-	-	-	-	4,873	4,873
Foreign currency translation adjustment	-	-	-	-	(133)	-	(133)
Preferred Stock dividends	-	-	-	(2,208)	-	-	(2,208)
Stock compensation expense	-	-	-	101	-	-	101
Issuance of stock under employee stock purchase plan and Board of Director's compensation	-	29,802	1	67	-	-	68
Balance before non-controlling interest, February 24, 2012	22,127	9,134,403	456	9,892	(505)	(1,186)	30,784
Non-controlling interest	-	-	-	-	-	-	41

<b>Balance, February</b>								
<b>24, 2012</b>	<b>\$</b>	<b>22,127</b>	<b>9,134,403</b>	<b>456</b>	<b>9,892</b>	<b>(505)</b>	<b>(1,186)</b>	<b>30,825</b>

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

**Environmental Tectonics Corporation**  
**Consolidated Statements of Cash Flows**  
(in thousands)

	Fiscal year ended	
	February 24, 2012	February 25, 2011
<b>Cash flows from operating activities:</b>		
Net income	\$ 4,868	\$ 14,542
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,760	1,354
Deferred tax assets	1,638	-
Decrease in valuation allowance for deferred tax assets	(272)	(5,532)
Decrease in allowances for accounts receivable and inventories, net	(126)	(1,078)
Accretion of debt discount	156	220
Stock compensation expense	101	98
Changes in operating assets and liabilities:		
Accounts receivable	(5,969)	12,646
Costs and estimated earnings in excess of billings on uncompleted long-term contracts	(8,395)	(6,795)
Inventories	(983)	2,160
Prepaid expenses and other assets	(265)	(2,367)
Accounts payable, trade	1,332	2,525
Billings in excess of costs and estimated earnings on uncompleted long-term contracts	(1,015)	(6,410)
Customer deposits	(482)	2,108
Accrued income taxes	120	-
Accrued interest and dividends	216	-
Other accrued liabilities	707	(8)
<b>Net cash (used in) provided by operating activities</b>	<b>(6,609)</b>	<b>13,463</b>
<b>Cash flows from investing activities:</b>		
Acquisition of property, plant, and equipment	(1,914)	(451)
Capitalized software development costs	(230)	(414)
<b>Net cash used in investing activities</b>	<b>(2,144)</b>	<b>(865)</b>
<b>Cash flows from financing activities:</b>		
Borrowings (repayments) under line of credit	13,675	(6,767)
Payment of Preferred Stock dividends	(2,208)	(2,278)
Increase in restricted cash	(393)	(2,856)
Payments of other debt obligations	(254)	(35)
Issuance of Common Stock	68	63
Repurchase of Preferred Stock, Series E	-	(2,000)
Issuance of Preferred Stock, Series D	-	231
<b>Net cash provided by (used in) financing activities</b>	<b>10,888</b>	<b>(13,642)</b>
Effect of exchange rate changes on cash	(133)	59
Net increase (decrease) in cash	2,002	(985)
Cash at beginning of period	1,423	2,408
<b>Cash at end of period</b>	<b>\$ 3,425</b>	<b>\$ 1,423</b>
<b>Supplemental schedule of cash flow information:</b>		
Interest paid	\$ 427	\$ 376
Income taxes paid	\$ 737	\$ 256
<b>Supplemental information on non-cash operating and investing activities:</b>		
Accrued dividends on Preferred Stock	\$ 552	\$ 569

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

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements**  
**(Dollars in thousands, except per share information)**

***Description of Business***

ETC was incorporated in 1969 in Pennsylvania. For over forty-three years, 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: (1) 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; (2) altitude (hypobaric) chambers; (3) the Advanced Disaster Management Simulator (“ADMS”); (4) steam and gas sterilizers; (5) testing and simulation devices for the automotive industry; and (6) hyperbaric (100% oxygen) chambers.

For fiscal 2012, we have changed our reporting segments to Aerospace Solutions (“Aerospace”) and Commercial/Industrial Systems (“CIS”) from Training Services Group (“TSG”) and Control Systems Group (“CSG”). We believe that this change more closely describes our markets, and aligns our products with how ETC manages its business and approaches these markets. The most significant change is that our altitude chamber business has moved from CSG into Aerospace because these chambers are primarily used to provide hypoxia training and are marketed along with our other Aerospace products. What is left in the former CSG is marketed to commercial and industrial customers; thus, a name change for the segment to CIS. Fiscal 2011 segment financial information has been restated to reflect this change in segments.

As indicated, we operate in two business segments – Aerospace and CIS.

Aerospace encompasses the design, manufacture, and sale of (1) 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, (2) altitude (hypobaric) chambers; and (3) ADMS, as well as integrated logistics support for customers who purchase these products. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs.

Specific products within Aerospace include:

- GYROLAB GL-6000 Gryphon Disorientation Research Device;
- GYROLAB GL-4000;
- GYROLAB GL-1500;
- GYRO IPT III Integrated Physiological Trainer;
- G-LAB;
- ATFS-400-31 PHOENIX High Performance Human Centrifuge;
- ATFS-400-25 PHOENIX High Performance Human Centrifuge;
- FALCON Altitude Chamber;
- GYROFLIGHT;
- GAT II Fixed-Wing;
- GAT II Helo;
- ZERO-ZERO Ejection Seat Simulator; and
- ADMS family of products (ADMS-COMMAND, ADMS-CONTROL, etc.).

Specific services within Aerospace include:

- Pilot selection;
- Night vision and night vision goggle training;
- Water survival training;
- Aeromedical training;
- Tactical flight training;
- Basic pilot training;
- Advanced pilot training;
- Upset recovery and spatial disorientation training;
- Suborbital and orbital commercial human spaceflight training;
- Emergency management simulation training; and
- Integrated logistics support.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

CIS operations encompass the design, manufacture, and sale of core technologies including:

- Steam and gas (ethylene oxide) sterilizers;
- Environmental testing and simulation devices for the automotive industry;
- Hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers); and
- Parts and service support.

Net sales, net income, total assets, and other financial information regarding our segments may be found in Note 10 – Business Segment Information.

The Company’s fiscal year is the 52- or 53-week annual accounting period ending the last Friday in February. Both fiscal 2012 and fiscal 2011 are 52-week periods. Certain amounts from prior consolidated financial statements have been reclassified to conform to the presentation in fiscal 2012.

**Sales Backlog**

Below is a breakdown of the Company’s February 24, 2012 sales backlog (amounts in thousands, except percentages):

<b>Geographic area</b>	<b>Business segment</b>		<b>Total</b>	<b>%</b>
	<b>Aerospace</b>	<b>CIS</b>		
Domestic	\$ 389	\$ 12,102	\$ 12,491	16.8%
U.S. Government	39,501	-	39,501	53.0
International	21,354	1,167	22,521	30.2
<b>Total</b>	<b>\$ 61,244</b>	<b>\$ 13,269</b>	<b>\$ 74,513</b>	<b>100.0%</b>
<b>% of Total</b>	<b>82.2%</b>	<b>17.8%</b>	<b>100.0%</b>	

Our sales backlog at February 24, 2012, for work to be performed and revenue to be recognized under written agreements after such dates was \$74,513. Of the February 24, 2012 sales backlog, two product lines (ATS and sterilizers) represented at least 10% of the total backlog (ATS backlog was \$50,270, or 67.5%, of the total backlog; sterilizers backlog was \$9,595, or 12.9%, of the total backlog). ETC-PZL backlog totaled \$8,570, or 11.5% of the total backlog as of February 24, 2012. Of the February 24, 2012 sales backlog, \$9,747 represents one international contract for multiple Aerospace products. Approximately 98.2% of the U.S. Government backlog relates to three contracts.

**1. Restatement of Previously Filed Financial Statement**

This Annual Report to Shareholders includes a restatement of earnings per share for the fiscal year ended February 25, 2011 to correct errors relating to the calculation and presentation of the Company's earnings per share in accordance with accounting principles generally accepted in the United States of America; specifically, the Company incorrectly reflected the undistributed earnings per share for common and preferred shareholders as being additive, when in fact they should be equal (See Note 2 — Summary of Significant Accounting Policies, Earning per Share).

**2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The consolidated financial statements include the accounts of ETC, our 95%-owned subsidiary, ETC-PZL Aerospace Industries SP. Z 0.0, (“ETC-PZL”), and our 99%-owned subsidiary, Environmental Tectonics Corporation (Europe) Limited (“ETC Europe”). “ETC SH” refers to the Company’s corporate headquarters and main production plant located in Southampton, Pennsylvania, USA. All significant intercompany accounts and transactions have been eliminated in consolidation.



**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

*Use of Estimates*

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are made for revenue recognition under the percentage of completion method, claims receivable, inventories, and income taxes.

*Fair Value of Financial Instruments*

The carrying amounts of cash, accounts receivable, accounts payable, and bank debt approximate fair value because of the short maturity associated with each of these instruments.

*Revenue Recognition*

Revenue, which is recorded net of any applicable sales tax, is recognized using three methods:

On long-term contracts, with a contract value over \$250 and a minimum completion period of six months, the percentage-of-completion ("POC") method is applied based on costs incurred from inception to date as a percentage of estimated total costs required to fulfill the contract. This percentage is then multiplied by the total estimated contract value to determine the cumulative amount of revenue to be recognized, from which previously recognized revenue would be subtracted to determine revenue to be recognized in any given accounting period. Revenue recognized on uncompleted long-term contracts in excess of amounts billed to customers is reflected as an asset on the balance sheet under the caption "Costs and estimated earnings in excess of billings on uncompleted long-term contracts". Amounts billed to customers (i.e. milestone payments) in excess of revenue recognized on uncompleted long-term contracts are reflected as a liability on the balance sheet under the caption "Billings in excess of costs and estimated earnings on uncompleted long-term contracts". At any time during performance if it is estimated that a contract at completion will result in a loss, the entire amount of the estimated loss is accrued. The effect of revisions in cost and profit estimates for long-term contracts is reflected in the accounting period in which we learn the facts that require us to revise our cost and profit estimates. Contract progress billings are based upon contract provisions for customer advance payments, contract costs incurred, and completion of specified contract milestones. Costs related to post shipment obligations, including field installation, warranty, and any additional contracted items are included in the estimated total costs required to fulfill the contract. Contracts may provide for customer retainage of a portion of amounts billed until contract completion. Retainage is generally due within one year of completion of the contract. Revenue recognition under the percentage of completion method involves significant estimates, both at inception and throughout the performance period. Some of our long-term contracts contain provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a claim under these provisions. Management uses its best judgment to estimate not only the cost to perform the work, but also the price we will eventually be paid on such contracts.

For contracts under \$250, or contracts to be completed in less than six months, and where there are no post-shipment services included in the contract (such as installation and customer acceptance), the completed contract method is applied and revenue is recognized on the date that the finished product is shipped to the customer. Estimated warranty costs for these contracts are accrued and this accrual is adjusted periodically based on actual warranty expenses and the amount and type of products shipped. Revenue derived from the sale of parts and services is also recognized on the date that the part is shipped to the customer, or when the service is completed.

Revenue for service contracts is recognized ratably over the life of the contract with related material costs expensed as incurred. There are no post contract expenses associated with these types of contracts.

In accordance with accounting principles generally accepted in the United States of America, recognizing revenue on contract claims and disputes related to customer caused delays, errors in specifications and designs, and other unanticipated causes, for amounts in excess of contract value, is appropriate if it is probable that the claim will result in an increase in the contract value and if the Company can reliably estimate the amount of potential additional contract revenue (claim revenue); however, revenue recorded on a contract claim cannot exceed the incurred contract costs related to that claim. Claims are subject to negotiation, arbitration and audit by the customer or governmental agency. The Company had no claim receivables at either February 24, 2012 or February 25, 2011.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

***Cash and Cash Equivalents***

Cash includes short-term deposits at market interest rates with original maturities of three months or less. The Company maintains cash balances at several financial institutions located in the Northeast United States and at some locations internationally. Accounts in each domestic institution are insured by the Federal Deposit Insurance Corporation up to \$250. During each fiscal year, the Company periodically has cash and cash equivalents in excess of insured amounts.

***Restricted Cash***

Restricted cash was \$6,000 as of February 24, 2012 compared to \$5,607 as of February 25, 2011. Restricted cash is comprised primarily of collateral for a committed line of credit in the amount of \$5,422 with PNC Bank (the "Dedicated Line of Credit"), which the Company uses to satisfy performance bond and repayment guarantee requirements for an international contract. Use of this Dedicated Line of Credit is restricted to funding contract performance and repayment guarantee requirements under this specific contract. As security for this Dedicated Line of Credit, the Company has deposited \$5,422 in a certificate of deposit with PNC Bank. ETC is obligated to pay a fee, due quarterly, of 3% per year for the Dedicated Line of Credit.

***Accounts Receivable and Concentration of Credit Risk***

The Company performs ongoing credit evaluations of its customers and adjusts credit limits based on payment history and the customer's current creditworthiness. Accounts receivable are deemed past due if payment is not received by the payment due date. Overdue payments are subject to interest penalty of the delinquent amount at the rate of 1.5% per month. The Company continuously monitors collections and payments from its customers, and maintains a provision for estimated credit losses based on historical experience and any specific customer collection issues that are identified. While credit losses have historically been within the Company's expectations and the provisions established, we cannot guarantee that the Company will continue to experience the same credit loss rates. Additionally, as a result of the concentration of international receivables, the Company cannot predict the effect, if any, that geopolitical disputes and financial constraints will have on the ultimate collection of its international receivables. Amounts due under contracts related to agencies of a foreign government totaled \$460 or 4.3%, of the total accounts receivable, net as of February 24, 2012. The majority of these receivables have been collected subsequent to fiscal year end. See Note 3 – Accounts Receivable for additional disclosures related to our accounts receivable.

***Inventories***

Inventories are valued at the lower of cost or market. Cost is determined principally by the first-in, first-out method ("FIFO method"). The costs of finished goods and work-in-process inventories include material, direct engineering, manufacturing labor, and overhead components. Overheads allocated to inventory cost are only those directly related to our manufacturing activities. Where necessary, provision is made for obsolete, slow-moving, or damaged inventory. This provision represents the difference between the cost of the inventory and its estimated market value.

In accordance with accounting principles generally accepted in the United States of America, the Company may capitalize certain costs of simulation equipment into property, plant, and equipment. This equipment may be used to provide training or as a demonstration device to market the technology, and may be sold as a product if appropriate. During fiscal 2012, \$980 of engineering costs associated with the ATFS-400-25 PHOENIX High Performance Human Centrifuge, was transferred from inventory into property, plant, and equipment and is currently being depreciated. No such transfers occurred during fiscal 2011.

***Property, Plant, and Equipment***

Property, plant, and equipment are stated at cost, and are depreciated over their estimated useful lives using the straight-line method for financial reporting purposes. Buildings and building additions are depreciated over 40 years; machinery and equipment, 3 to 20 years; office furniture and equipment, 10 years; and building improvements, 5 to 10 years. The Company manufactures certain equipment that is used primarily for both research and demonstration purposes to support its sales effort and is not listed for sale, although sales of such demonstration equipment are not precluded. The gross value of demonstration equipment was \$12,605 at February 24, 2012. Upon sale of such demonstration devices, their costs, net of accumulated depreciation, are transferred to cost of sales. Upon sale or retirement of property, plant, and equipment, the costs and related accumulated depreciation are eliminated from the accounts with any resulting gains or losses.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

***Capitalized Software Development Costs***

The Company capitalizes the qualifying costs of developing software contained in certain products. Capitalization of such costs commences when technological feasibility has been established in accordance with the FASB's guidance on accounting for the costs of computer software to be sold, leased, or otherwise marketed. Technological feasibility is defined as the point in time when the Company has completed all planning, designing, coding, and testing activities that are necessary to establish that a software product can be produced to meet its design specifications, including functions, features, and technical performance requirements. When the software is ready for commercial release, capitalization of development costs cease and amortization commences on a straight-line basis over a period ranging from 3 to 5 years, depending upon the life of the product. The establishment of technological feasibility and the ongoing assessment of the recoverability of these costs require considerable judgment by management with respect to certain external factors including, but not limited to, anticipated future gross product revenue, estimated economic product lives and changes in software and hardware technology. Software amortization totaled \$367 and \$303 in fiscal 2012 and fiscal 2011, respectively. Estimated software amortization, which is based on existing capitalized software, for each of the next five fiscal years is as follows: \$289 in fiscal 2013; \$186 in fiscal 2014; \$129 in fiscal 2015; \$52 in fiscal 2016, and \$10 in fiscal 2017 and beyond.

***Research and Development Costs***

Research and development costs, which relate primarily to the development, design, and testing of products, are expensed as incurred. The Company enters into research grants with various government entities, both in the United States and internationally. During fiscal 2012 and fiscal 2011, the Company was involved with seven (7) such grants. Payments received under these grants are recorded as a reduction of research and development costs. Such payments totaled \$1,976 in fiscal 2012 and \$3,033 in fiscal 2011. Research and development expenses, which totaled \$3,376 in fiscal 2012 and \$4,695 in fiscal 2011, include spending for potential new products and technologies and work performed under government grant program, both in the United States and internationally. This spending, net of grant payments from the United States, and the governments of Poland and Turkey, as detailed above, was \$1,400 for fiscal 2012 compared to \$1,662 in fiscal 2011.

***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 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.

Significant judgments and estimates are required in determining the provision for taxes, including judgments and estimates regarding the realization of deferred tax assets and the ultimate outcomes of tax-related contingencies. During the normal course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. A liability is recognized, including interest, or a tax asset is reduced, for the anticipated outcome of tax audits. These amounts are adjusted in light of changing facts and circumstances.

***Long-Lived Assets***

The Company reviews its property and equipment for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Recoverability is measured by a comparison of the carrying amount to the net undiscounted cash flows expected to be generated by the asset. An impairment loss would be recorded for the excess of net book value over the fair value of the asset impaired. The fair value is estimated based on expected undiscounted future cash flows. The results of impairment tests are subject to management's estimates and assumptions of projected cash flows and operating results. Actual results may differ. There were no impairment losses recorded in either fiscal 2012 or fiscal 2011.

***Share-Based Compensation***

Share-based compensation expense is measured at the stock option grant date, based on the fair value of the award, and is recorded primarily to general and administrative expense. The Company uses the Black-Scholes option-pricing model and the straight-line attribution approach to determine the fair value of share-based awards in accordance with ASC 718, *Compensation*. This option-pricing model requires the input of highly subjective assumptions, including the option's expected term, the price volatility of the underlying stock, risk-free rates of return, dividend yield, and expected forfeitures. The expected term of an award is no less than the award vesting period and is based on the Company's historical experience. The expected stock price volatility is based on the Company's historical stock prices. The risk-free interest rate is approximated using rates available on U.S. Treasury securities in effect at the time of grant with a remaining term similar to the award's expected life. The Company uses a dividend yield of zero in the Black-Scholes option valuation model as it does not anticipate paying cash dividends in the near future. The Company is required to estimate forfeitures at the time of grant, and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option forfeitures and record share-based compensation expense for only those awards that are expected to vest as the requisite service is rendered. The guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from these estimates. The Company typically issues new shares of Common Stock upon the exercise of stock options, as opposed to using treasury shares.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

***Advertising Costs***

The Company expenses advertising costs, which include trade shows, as incurred. Advertising expense was \$539 and \$569 in fiscal 2012 and fiscal 2011, respectively.

***Warranty Costs***

The Company provides warranties against defects in materials and workmanship in our products. Warranty periods for our products generally range from 90 days to two years. The Company maintains a general provision for estimated expenses of providing service under these warranties. Non-warranty service is billed to the customer as performed. The assumptions we use to estimate warranty accruals are evaluated periodically in light of actual experience and management's estimates of future claims, and, when appropriate, the accruals are adjusted. Our determination of the appropriate level of warranty accrual is subjective and based on estimates, and actual experience may be different than our accruals.

***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 two classes of cumulative participating Preferred Stock, Series D and 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.

At February 24, 2012 and February 25, 2011, there was \$22,127 of cumulative convertible participating Preferred Stock. These instruments were convertible at exercise prices of:

- Series D Preferred Stock of \$55 at \$0.94 per share, equating to 58,511 shares of Common Stock, issued in April 2009;
- Series D Preferred Stock of \$100 at \$1.11 per share, equating to 90,090 shares of Common Stock, issued in July 2009;
- Series D Preferred Stock of \$231 at \$3.02 per share, equating to 76,490 shares of Common Stock, issued in October 2010; and
- Series E Preferred Stock of \$21,741 at \$2.00 per share, equating to 10,870,321 shares of Common Stock, issued in July 2009.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

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 which provided anti-dilution protection in the event the Company issued securities at a price below the exercise price set forth in the warrants.

At February 24, 2012 and February 25, 2011, there were outstanding options to purchase the Company's Common Stock totaling 270,921 and 260,921 shares at an average price of \$4.35 and \$4.44 per share, respectively. Due to the conversion price of certain Common Stock options, 260,921 shares were excluded from the calculation of diluted earnings per share as of February 24, 2012 because the effect of their conversion would be antidilutive. There were no shares excluded from the calculation of diluted earnings per share as of February 25, 2011.

***Recent Accounting Pronouncements***

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 amends the FASB Accounting Standards Codification (Codification) to allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity. The amendments to the Codification in the ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

In December 2011, the FASB issued ASU No. 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. Among the new provisions in ASU 2011-05 was a requirement for entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented (for both interim and annual financial statements); accordingly, this requirement is indefinitely deferred by ASU 2011-12 and will be further deliberated by the FASB at a future date.

The Company adopted this guidance during the thirteen-week period ended February 24, 2012, and chose to present other comprehensive income within the accompanying Consolidated Statements of Income and Comprehensive Income. The effect of this amended guidance, which is not deemed to be material, has been retrospectively applied to all periods presented.

**3. Accounts Receivable**

The components of accounts receivable are as follows:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
U.S. Government	\$ 4,305	\$ 1,936
U.S. Commercial	2,994	1,295
International	3,797	1,895
	11,095	5,126
Less: allowance for doubtful accounts	(400)	(399)
	<b>\$ 10,695</b>	<b>\$ 4,727</b>

The increase in U.S. Government receivables is due primarily to two months of progress billings that were outstanding as of February 24, 2012, which have since been collected. The increase in U.S. Commercial receivables is due primarily to progress payments for sterilizers, which saw an increase in bookings during fiscal 2012. The increase in International receivables is due primarily to the final billing for a large multi-year contract for multiple Aerospace products, most of which has since been collected.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
(Dollars in thousands, except per share information)

**4. Costs and Estimated Earnings on Uncompleted Contracts**

The following is a summary of long-term contracts in progress at February 24, 2012 and February 25, 2011:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Cost incurred on uncompleted long-term contracts	\$ 80,543	\$ 46,335
Estimated earnings	48,748	31,650
	<u>129,291</u>	<u>77,985</u>
Less: billings to date	(117,044)	(75,148)
	<u><b>\$ 12,247</b></u>	<u><b>\$ 2,837</b></u>

Included in accompanying balance sheets under the following captions:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Costs and estimated earnings in excess of billings on uncompleted long-term contracts	\$ 18,766	\$ 10,371
Billings in excess of costs and estimated earnings on uncompleted long-term contracts	(6,519)	(7,534)
	<u><b>\$ 12,247</b></u>	<u><b>\$ 2,837</b></u>

Included in billings in excess of costs and estimated earnings on uncompleted long-term contracts is a provision for unexpected losses on contracts of \$200 in fiscal 2012 and fiscal 2011.

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.

**5. Inventories**

Inventories are valued at the lower of cost or market using the FIFO method and consist of the following:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Raw materials	\$ 42	\$ -
Work in process	4,103	3,919
Finished goods	-	96
	<u><b>\$ 4,145</b></u>	<u><b>\$ 4,015</b></u>

Inventory is presented net of an allowance for obsolescence of \$1,157 (raw material \$50 and work in process \$1,107), and \$1,283 (raw material \$133 and work in process \$1,150) at February 24, 2012 and February 25, 2011, respectively.

In accordance with accounting principles generally accepted in the United States of America, the Company may capitalize certain costs of simulation equipment into property, plant, and equipment. This equipment may be used to provide training or as a demonstration device to market the technology, and may be sold as a product if appropriate. During fiscal 2012, \$980 of engineering costs associated with the ATFS-400-25 PHOENIX High Performance Human Centrifuge, was transferred from inventory into property, plant, and equipment and is currently being depreciated.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

**6. Property, Plant, and Equipment**

The following is a summary of property, plant and equipment, at cost, and estimated useful lives at February 24, 2012 and February 25, 2011:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Land	\$ 100	\$ 100
Buildings and building additions	3,851	3,851
Machinery and equipment	11,484	10,719
Demonstration equipment	12,605	10,716
Office furniture and equipment	1,301	1,194
Building improvements	3,003	2,870
	<u>32,344</u>	<u>29,450</u>
Less: accumulated depreciation	(17,484)	(16,091)
Property, plant, and equipment, net	<u><b>\$ 14,860</b></u>	<u><b>\$ 13,359</b></u>

Depreciation expense for fiscal 2012 and fiscal 2011 was \$1,393 and \$1,051, respectively.

As of both February 24, 2012 and February 25, 2011, substantially all of the Company's long-lived assets were located in the United States of America.

**7. Long-Term Obligations and Credit Arrangements**

***Lenfest Financing Transaction***

Effective April 24, 2009, we entered into a transaction (the "Lenfest Financing Transaction") with H.F. Lenfest, a major shareholder and member of our Board of Directors ("Lenfest") that provided for, among other things, the following: (i) the exchange of the Subordinated Note (as defined below) held by Lenfest, together with all accrued interest and warrants issuable under the Subordinated Note, and all Series B Preferred Stock and Series C Preferred Stock held by Lenfest, together with all accrued dividends thereon, for a new class of Preferred Stock, Series E Preferred Stock, of the Company, the terms of which are described below; and (ii) the guarantee by Lenfest of all of ETC's obligations to PNC Bank in connection with an increase of the existing \$15,000,000 revolving line of credit with PNC Bank (the "2007 PNC Credit Facility") to \$20,000,000, and in connection with this guarantee, the pledge by Lenfest to PNC Bank of \$10,000,000 in marketable securities.

In connection with the Lenfest Financing Transaction, the Company established a credit facility in the maximum amount of \$7,500,000 with Lenfest (the "Lenfest Credit Facility"). The Lenfest Credit Facility has expired and the Company has no future obligations to Lenfest under it.

***Preferred Stock***

Presently, the Company has two classes of Cumulative Convertible Participating Preferred Stock: Series D (11,000 shares authorized) and Series E (25,000 shares authorized) (together, the "Preferred Stock"). The Preferred Stock was authorized by the Company's Board of Directors in April 2009 as part of the Lenfest Financing Transaction, and the Lenfest Financing Transaction was approved by the Company's shareholders in July 2009. The Preferred Stock has a par value of \$0.05 per share and a stated value of \$1,000 per share. The Preferred Stock is entitled to receive cumulative dividends at the rate of 10% per year in preference to the holders of the Company's Common Stock with respect to dividends. These dividends are payable only upon a liquidation event or when otherwise declared by the Board of Directors of the Company. The Company cannot declare or pay any dividends on its Common Stock until the dividends on the Preferred Stock have been paid. The Preferred Shareholders are entitled to receive any dividends paid with respect to the Common Stock on an "as-converted" basis. The Preferred Stock may be converted by the holder at any time and from time to time into the Company's Common Stock by dividing the stated value of the Preferred Stock by the conversion price established at the time of issuance (see Series D Preferred Stock and Series E Preferred Stock, below). Upon a liquidation event, the holders of the Preferred Stock would be entitled to participate in any proceeds in preference to any Common Shareholders. The Preferred Stock would also participate in any liquidation event with the Common Shareholders on an "as-converted" basis. The Preferred Stock conversion price is subject to adjustment for certain transactions including stock splits and issuance of equity securities below the conversion prices.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

The Company has reviewed the accounting principles generally accepted in the United States of America applicable to the Preferred Stock; specifically, the Company has reviewed both ASC 480 – Distinguishing Liabilities from Equity and ASC 815 – Derivatives and Hedging. Upon its review, the Company determined that the Preferred Stock is within the control of the Company and that the attributes of the Preferred Stock are more akin to equity than debt. The specific attributes considered by the Company include the designation of the instruments, the conversion of the instruments to the Company's Common Stock, the participation feature, the non-mandatory conversion, the voting rights, and the ability to appoint directors. Secondly, the Company determined that the Preferred Stock qualifies as permanent equity because the Preferred Stock is not mandatorily redeemable, and there is no obligation to either repurchase the instruments or issue a variable amount of common shares. Lastly, the Company determined that the conversion feature qualifies for the scope exception of ASC 815 – Derivatives and Hedging as it is clearly and closely related to the Preferred Stock instrument.

Issuances of the Preferred Stock are as follows:

***Series D Preferred Stock***

*Lenfest Credit Facility*

On April 24, 2009, the Company paid to Lenfest an origination fee of 1% of the committed amount of the Lenfest Credit Facility. The value of the origination fee was \$55. The origination fee was paid in 55 shares of Series D Preferred Stock, which have a conversion price of \$0.94 per share, equaling the closing price of the Company's Common Stock on that day and would convert into 58,511 shares of the Company's Common Stock.

*PNC Credit Facility*

In connection with the execution of the documents to increase the Company's existing \$15,000 revolving line of credit with PNC Bank to \$20,000, ETC paid to Lenfest an origination fee of 100 shares of Series D Preferred Stock, which is equal to one percent (1%) of the market value of the \$10,000 in marketable securities pledged by Lenfest to PNC Bank to secure ETC's obligations to PNC Bank. The 100 shares of Series D Preferred Stock have a stated value of \$1,000 per share, or \$100 in the aggregate. These shares of Series D Preferred Stock have a conversion price per share equal to \$1.11, equaling the average closing price of the Company's Common Stock during the 120 days preceding the issuance of such shares and would convert into 90,090 shares of the Company's Common Stock.

*Interest Payment*

On October 6, 2010, the Company issued to Lenfest 231 shares of Series D Preferred Stock with a stated value of \$1,000 per share in payment of \$231 of interest due under the Lenfest Pledge Agreement for the period July 2, 2009 through August 27, 2010. The 231 shares have a conversion price per share equal to \$3.02 equaling the average closing price of the Company's Common Stock during the 120 days preceding the issuance of such shares, and would convert into 76,490 shares of the Company's Common Stock. As of February 24, 2012, \$300 of interest has been accrued for the period August 28, 2010 through February 24, 2012.

*Preferred Stock Dividends*

As of February 24, 2012, the Series D Preferred Stock totaled \$386 and was convertible into 225,091 shares of the Company's Common Stock. All Series D Preferred Stock dividends accruing through February 24, 2012 were paid in April 2012.

***Series E Preferred Stock***

On July 2, 2009, the Company issued 23,741 shares of Series E Preferred Stock to Lenfest in connection with the Lenfest Financing Transaction. The shares of Series E Preferred Stock are convertible to Common Stock at a conversion price per share equal to \$2.00 and would convert into 11,870,391 shares of the Company's Common Stock.

On March 10, 2010, August 12, 2010, and February 9, 2011, ETC entered into three separate agreements with Lenfest to repurchase and retire a total of 2,000 shares of Series E Preferred Stock owned by Lenfest. In the three agreements, the repurchases were made at the stated price of \$1,000 per share for a total of \$2,000.



**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

As of February 24, 2012, the Series E Preferred Stock totaled \$21,741 and was convertible into 10,870,391 shares of the Company's Common Stock. All Series E Preferred Stock dividends accruing through February 24, 2012 were paid in April 2012.

***Common Stock Warrants***

On February 28, 2009, in connection with a \$2,000 loan made by Lenfest to the Company, the Company issued to Lenfest warrants to purchase 143,885 shares of ETC Common Stock, which shares were equal in value to 10% of the \$2,000 note. The warrants are exercisable for seven years following issuance at an exercise price of \$1.39 per share, which price equaled the average closing price of ETC Common Stock during the 120 days prior to the issuance of the warrant.

On July 2, 2009, in consideration of Lenfest's agreement to guarantee the \$5,000 increase to the Company's line of credit with PNC Bank, ETC issued to Lenfest warrants to purchase 450,450 shares of ETC Common Stock, which shares were equal in value to ten percent (10%) of the amount of the \$5,000 increase. The warrants are exercisable for seven years following issuance at an exercise price per share equal to \$1.11, equaling the average closing price of ETC Common Stock during the 120 days preceding the issuance of the warrant.

On January 4, 2011, the Company entered into amendments to each of these warrants issued to Lenfest pursuant to which Lenfest agreed to remove a provision in each of the warrants which provided anti-dilution protection in the event the Company issued securities at a price below the exercise price set forth in the warrants.

***Bank Credit and Facility***

*Increased PNC Bank Credit Facility and Issuance of New Guarantee*

The Company has a line of credit facility with PNC Bank ("PNC Credit Agreement") of \$20,000, which expires on June 30, 2013. The PNC Credit Agreement is subject to the condition that Lenfest continue to personally guarantee all of ETC's obligations to PNC Bank (the "Lenfest Guaranty") and that Lenfest pledge \$10,000 in marketable securities as collateral security for his guarantee (the "Lenfest Pledge").

In connection with the PNC Credit Agreement and the Lenfest Pledge, ETC paid to Lenfest an origination fee of 100 shares of Series D Convertible Preferred Stock of the Company (the "Series D Preferred Stock"), which is equal to one percent (1%) of the market value of the \$10,000 in marketable securities pledged by Lenfest to PNC Bank to secure ETC's obligations to PNC Bank. The 100 shares of Series D Preferred Stock have a stated value of \$1,000 per share, or \$100 in the aggregate. These shares of Series D Preferred Stock have a conversion price per share equal to \$1.11, equaling the average closing price of the Company's Common Stock during the 120 days preceding the issuance of such shares and would convert into 90,090 shares of the Company's Common Stock. Additionally, ETC will pay Lenfest annual interest equal to 2% of the amount of the Lenfest Pledge, payable in Series D Preferred Stock.

In consideration of Lenfest entering into the PNC Credit Agreement and Lenfest Pledge, ETC issued to Lenfest warrants to purchase shares of ETC Common Stock equal to 10% of the amount of a \$5,000 increase under the 2007 PNC Bank Credit Facility. The warrants are exercisable for seven years following issuance at an exercise price per share equal to \$1.11, which was equal to the average price of ETC Common Stock during the 120 days preceding the date of this warrant.

The Company recorded a loan origination deferred charge associated with these warrants of \$487 using the Black-Scholes options-pricing model with the following weighted average assumptions: expected volatility of 91.9%; risk-free interest rate of 0.49%; and an expected life of seven years. As of February 24, 2012, the unamortized balance of the deferred charge was \$136.

As of February 24, 2012, the Company's availability under the PNC Credit Agreement was \$2,502. This reflected cash borrowing under the PNC Credit Agreement of \$16,716 and outstanding letters of credit of approximately \$782. Amounts borrowed under the PNC Credit Agreement can be borrowed, repaid, and reborrowed from time-to-time until June 30, 2013, and bears interest at either the prime rate plus 0.50 percentage points or the London Interbank Offered Rate ("LIBOR") plus 2.50 percentage points. Additionally, ETC is obligated to pay a fee of 0.125% per year for unused but available funds under the line of credit.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

The PNC Credit Agreement has the following affirmative covenants: (i) a Consolidated Tangible Net Worth covenant, for which the Company must maintain a minimum Consolidated Tangible Net Worth of at least \$10,000 and (ii) an EBITDA covenant for which the Company must maintain a minimum cumulative aggregate Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) of \$4,000 for the fiscal quarter then ending and the three preceding fiscal quarters. The Company is in compliance with its covenants as of February 24, 2012.

Due to the Company’s accumulated deficit, all dividends accruing for the Series D and E Preferred Stock issuances have been recorded in the accompanying financial statements as a reduction in additional paid-in capital.

*Dedicated Line of Credit Agreement with PNC Bank*

The Company has a committed line of credit in the amount of \$5,422 with PNC Bank (the “Dedicated Line of Credit”). The Company uses the Dedicated Line of Credit to satisfy performance bond and repayment guarantee requirements for an international contract. Use of this Dedicated Line of Credit is restricted to funding contract performance and repayment guarantee requirements under this specific contract.

As security for the Dedicated Line of Credit, the Company has deposited \$5,422 in a certificate of deposit with PNC Bank. ETC is obligated to pay a fee of 3% per year for the Dedicated Line of Credit.

***ETC-PZL Project Financing***

In September 2009, ETC-PZL, located in Warsaw, Poland, entered into a project financing agreement with a Warsaw bank to fund a research and development contract with the Polish government. The amount of this facility was \$604, and it was being repaid in quarterly installments of approximately \$70, which commenced in September 2009. This facility expired in September 2011, at which time it was fully paid. Use of this line of credit was restricted to funding contract requirements under a specific research and development contract with the Polish government.

***Summary of Long-Term Debt Obligations***

Long-term obligations at February 24, 2012 and February 25, 2011 consist of the following:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Note payable to bank	\$ 16,716	\$ 3,041
ETC-PZL project financing	-	202
Equipment lease	8	49
Other long-term debt obligations	-	11
Total long-term debt obligations	16,724	3,303
Less: current portion of long-term debt obligations	(8)	(219)
<b>Total long-term debt obligations, less current portion</b>	<b>\$ 16,716</b>	<b>\$ 3,084</b>

The amounts of future long-term debt obligations maturing in each of the next five fiscal years are as follows:

<b><u>Fiscal Year</u></b>	<b><u>Amount</u></b>
2013	\$ 8
2014	16,716
<b>Total future long-term debt obligations</b>	<b>\$ 16,724</b>

**8. Leases**

***Operating Leases***

The Company leases certain premises and office equipment under operating leases, which expire over the next five years. Future minimum rental payments required under non-cancelable operating leases having a remaining term expiring after one fiscal year as of February 24, 2012 are \$378 in fiscal 2013; \$366 in fiscal 2014; \$297 in fiscal 2015; \$291 in fiscal 2016; and \$317 in fiscal 2017 and beyond. Total rental expense for all operating leases for the fiscal years ended February 24, 2012 and February 25, 2011 was \$338 and \$272, respectively.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

**9. 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 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.

As of February 24, 2012, the Company reviewed the components of its deferred tax assets and determined, based upon all available information, that its current and expected future operating income will more likely than not result in the realization of its deferred tax assets relating to its federal net operating loss carryforwards; all foreign net operating loss carryforwards available as of February 24, 2012 have been fully reserved. The Company has a net deferred tax asset related primarily to its federal net operating loss carryforwards of \$8,360. Income tax provisions of \$2,620 were recorded in fiscal 2012. This follows a \$7,665 benefit recorded in fiscal 2011, which significantly reduced the valuation allowance against the Company's deferred tax asset. Due to the utilization of federal net operating loss carry forwards available, and valuation allowances on the deferred tax asset in the first three quarters of fiscal 2011, the Company did not record an income tax provision on income in the first three quarters of fiscal 2011.

As of February 24, 2012, the Company had approximately \$23,196 of federal net loss carry forwards available to offset future income tax liabilities, which will 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.

The components of accrued income taxes are as follows:

	Fiscal year ended	
	February 24, 2012	February 25, 2011
Federal	\$ (33)	\$ 28
State	3	-
Foreign	178	-
<b>Total</b>	<b>\$ 148</b>	<b>\$ 28</b>

The components of income before income taxes are as follows:

	Fiscal year ended	
	February 24, 2012	February 25, 2011
Domestic	\$ 8,056	\$ 6,805
Foreign	(568)	72
<b>Total</b>	<b>\$ 7,488</b>	<b>\$ 6,877</b>

Income tax expense / (benefit) consist of the following:

	Fiscal year ended	
	February 24, 2012	February 25, 2011
<b>Current tax expense:</b>		
U.S. Federal	\$ 275	\$ 92
U.S. State	212	-
Foreign	767	53
<b>Total current</b>	<b>1,254</b>	<b>145</b>
<b>Deferred tax expense:</b>		
U.S. Federal	\$ 1,236	\$ (6,480)
U.S. State	712	(1,330)
Foreign	(582)	-
<b>Total deferred</b>	<b>1,366</b>	<b>(7,810)</b>
<b>Total income tax expense (benefit)</b>	<b>\$ 2,620</b>	<b>\$ (7,665)</b>

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

Net income tax payments were \$737 and \$256 in fiscal 2012 and fiscal 2011, respectively.

Effective tax rates were 35.0% and (111.5)% for fiscal 2012 and fiscal 2011, respectively. Our effective fiscal 2012 tax rate was higher than fiscal 2011 primarily due to the significant tax benefit recorded in fiscal 2011.

The following is a reconciliation of the U.S. federal statutory income tax rate of 34.0% to our effective income tax rate:

	<b>Fiscal year ended</b>	
	<b>February 24, 2012</b>	<b>February 25, 2011</b>
U.S. federal statutory income tax rate	34.0%	34.0%
State income tax, net of U.S. federal tax benefit	2.9	0.1
Research and development and other tax credits	(7.9)	-
Tax on foreign activities	5.0	(0.1)
Change in valuation allowance	0.2	(164.1)
Other, net	0.8	18.6
<b>Effective income tax rate</b>	<b>35.0%</b>	<b>(111.5)%</b>

We are currently under examination by the IRS for fiscal 2010; however, based on preliminary feedback, the only issue expected to be included on the audit report pertains to the research and development credit. The Company has fully reserved for the percentage of its research and development credits expected to be reduced as a result of the audit report.

The research and development legislation expired on December 31, 2011. Members of Congress have introduced bills that would extend the credit. If the research and development credit is not extended, there would be an unfavorable impact on our fiscal 2013 effective income tax rate. For fiscal 2012 and fiscal 2011, the research and development credit reduced our effective tax rate by 7.9% and 0.0%, respectively.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The Company is no longer subject to U.S. federal tax examinations by tax authorities for the fiscal years before 2009. ETC-PZL is no longer subject to tax examinations in Poland for tax periods prior to December 31, 2006; ETC-Europe is no longer subject to tax examinations in the United Kingdom for tax periods prior to fiscal 2010. We are, however, subject to examination in various other foreign and state jurisdictions for fiscal years 2002-2012. We believe appropriate provisions for all outstanding tax issues have been made for all jurisdictions and all open years.

Significant components of our net deferred tax assets are as follows:

	<b>February 24, 2012</b>	<b>February 25, 2011</b>
<b><u>Deferred tax assets:</u></b>		
Net operating loss and credits	\$ 10,010	\$ 12,533
Foreign	610	-
Vacation reserve	203	91
Inventory reserve	427	479
Receivable reserve	147	149
Warranty reserve	63	101
Compensation and other reserves	177	246
Other, net	251	65
	<u>11,888</u>	<u>13,664</u>
Valuation allowance	(406)	(678)
<b>Total deferred tax assets</b>	<b>11,482</b>	<b>12,986</b>
<b><u>Deferred tax liabilities:</u></b>		
Depreciation	2,708	2,897
Amortization of capitalized software	283	363
Foreign	131	125
Other, net	-	(125)
<b>Total deferred tax liabilities</b>	<b>3,122</b>	<b>3,260</b>
<b>Total net deferred tax assets</b>	<b>\$ 8,360</b>	<b>\$ 9,726</b>

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

We have not provided for U.S. deferred income taxes or foreign withholding tax on any undistributed earnings in our non-U.S. subsidiaries because there were no such earnings as of February 24, 2012. When our non-U.S. subsidiaries enter into a position of earnings and profit, we will provide for U.S. deferred income taxes and foreign withholding tax on any such undistributed earnings not considered permanently reinvested in our non-U.S. subsidiaries.

As of February 24, 2012, the amounts accrued for the payment of income tax-related interest and penalties included in the Consolidated Financial Statements were as follows: interest of \$27 and penalties of \$59. The interest and penalties recorded during fiscal 2012 primarily related to domestic state tax and foreign tax issues. There were no such amounts recorded as of February 25, 2011.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<b>Amount</b>
Unrecognized tax benefits – February 25, 2011	\$ -
Gross increases – tax positions in prior periods	1,320
Gross decreases – tax positions in prior periods	(678)
Gross increases – current-period tax positions	225
Gross decreases – current-period tax positions	(99)
Settlements	(100)
<b>Unrecognized tax benefits – February 24, 2012</b>	<b>\$ 668</b>

As of February 24, 2012, the total amount of unrecognized tax benefits was \$668, of which \$144 would affect the effective tax rate, if recognized. These amounts, 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.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

**10. Business Segment Information**

For fiscal 2012, we have changed our reporting segments to Aerospace Solutions (“Aerospace”) and Commercial/Industrial Systems (“CIS”) from Training Services Group (“TSG”) and Control Systems Group (“CSG”). We believe that this change more closely describes our markets, and aligns our products with how ETC manages its business and approaches these markets. The most significant change is that our altitude chamber business has moved from CSG into Aerospace, because these chambers are primarily used to provide hypoxia training and are marketed along with our other Aerospace products. What is left in the former CSG is marketed to commercial and industrial customers, thus a name change for the segment to CIS. Fiscal 2011 segment financial information has been restated to reflect this change in segments.

As indicated, we operate in two business segments – Aerospace and CIS.

Aerospace encompasses the design, manufacture, and sale of (1) 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, (2) altitude (hypobaric) chambers; and (3) ADMS, as well as integrated logistics support for customers who purchase these products. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs.

CIS operations encompass the design, manufacture, and sale of core technologies including (1) steam and gas (ethylene oxide) sterilizers; (2) environmental testing and simulation devices for the automotive industry; and (3) hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers), as well as parts and service support.

Segment operating income consists of net sales less applicable costs and expenses relating to these revenues. Unallocated expenses including general corporate expenses, letter of credit fees, and income taxes have been excluded from the determination of the total profit for segments. For presentation purposes, income, expenses, and assets not specifically identifiable to an individual business group or applicable to all groups and general corporate expenses, primarily central administrative office expenses, are reflected in the Corporate category. Property, plant, and equipment associated with the Company’s NASTAR Center are included in the Aerospace Solutions segment; the remaining property, plant, and equipment are not identified with specific business segments because most of these assets are used in each of the segments.

In fiscal 2012, International sales totaling at least \$500 per country, listed in order of magnitude, were made to customers in South Korea, Saudi Arabia, Japan, Spain, Poland, Malaysia, Kazakhstan, and Japan. In fiscal 2011, International sales totaling at least \$500,000 per country, listed in order of magnitude, were made to customers in South Korea, Saudi Arabia, Malaysia and Japan. Fluctuations in sales to international countries from year to year primarily reflect revenue recognition on the level and stage of development and production on multi-year long-term contracts.

In both fiscal 2012 and fiscal 2011, three customers, (two with U.S. defense agencies and one with an international customer), each in the Aerospace Solutions segment, represented 10.0% or more of total sales. In fiscal 2012, sales to these three customers totaling \$37,818 represented 57.0% of net sales; in fiscal 2011, sales to these same three customers totaling \$38,123 represented 68.8% of net sales.

Included in the segment information for the fiscal years ended February 24, 2012 and February 25, 2011 are export sales of \$22,478 and \$19,999, respectively. Sales to the U.S. Government and its agencies aggregated \$27,181 and \$23,271 for the fiscal years ended February 24, 2012 and February 25, 2011, respectively.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
(Dollars in thousands, except per share information)

The following segment information by quarter for fiscal 2012 reflects the accrual basis of accounting:

**Fiscal 2012**

<i><b>Aerospace Solutions</b></i>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>	<b>Total</b>
Net sales	\$ 12,092	\$ 12,469	\$ 12,860	\$ 11,480	\$ 48,901
Interest expense, net	111	163	145	122	541
Depreciation and amortization	263	322	339	252	1,176
Operating income (loss)	2,473	2,479	1,848	397	7,197
Income tax provision (benefit)	-	-	-	-	-
Identifiable assets	29,708	34,511	38,507	40,046	40,046
Expenditures for segment assets	299	519	324	528	1,670

**Commercial/Industrial Systems**

Net sales	\$ 4,182	\$ 3,382	\$ 4,399	\$ 5,430	\$ 17,393
Interest expense, net	39	44	50	60	193
Depreciation and amortization	89	84	110	232	515
Operating income (loss)	1,238	810	884	1,126	4,058
Income tax provision (benefit)	-	-	-	-	-
Identifiable assets	4,757	9,696	10,725	8,315	8,315
Expenditures for segment assets	92	89	61	62	304

**Corporate**

Net sales	\$ -	\$ -	\$ -	\$ -	\$ -
Interest expense, net	-	-	-	-	-
Depreciation and amortization	-	12	37	20	69
Operating income (loss)	(836)	(630)	(696)	(956)	(3,118)
Income tax provision (benefit)	992	952	996	(320)	2,620
Identifiable assets	25,106	19,975	18,113	19,425	19,425
Expenditures for segment assets	-	91	45	34	170

**Company Total**

Net sales	\$ 16,274	\$ 15,851	\$ 17,259	\$ 16,910	\$ 66,294
Interest expense, net	150	207	195	182	734
Depreciation and amortization	352	418	486	504	1,760
Operating income (loss)	2,875	2,659	2,036	567	8,137
Income tax provision (benefit)	992	952	996	(320)	2,620
Identifiable assets	59,571	64,182	67,345	67,786	67,786
Expenditures for segment assets	391	699	430	624	2,144

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
(Dollars in thousands, except per share information)

The following segment information by quarter for fiscal 2011 reflects the accrual basis of accounting:

**Fiscal 2011**

<b><u>Aerospace Solutions</u></b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>	<b>Total</b>
Net sales	\$ 8,895	\$ 11,198	\$ 12,975	\$ 10,686	\$ 43,754
Interest expense, net	167	160	165	158	650
Depreciation and amortization	241	326	306	182	1,055
Operating income (loss)	1,709	2,178	2,981	2,170	9,038
Income tax provision (benefit)	-	-	-	-	-
Identifiable assets	19,225	22,749	26,959	26,208	26,208
Expenditures for segment assets	376	198	315	(314)	575

**Commercial/Industrial Systems**

Net sales	\$ 3,226	\$ 2,046	\$ 3,173	\$ 3,252	\$ 11,697
Interest expense, net	61	29	40	44	174
Depreciation and amortization	105	55	76	63	299
Operating income (loss)	810	8	534	784	2,136
Income tax provision (benefit)	-	-	-	-	-
Identifiable assets	5,752	1,963	4,383	7,066	7,066
Expenditures for segment assets	81	119	147	(57)	290

**Corporate**

Net sales	\$ -	\$ -	\$ -	\$ -	\$ -
Interest expense, net	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-
Operating income (loss)	(278)	(275)	(903)	(1,428)	(2,884)
Income tax provision (benefit)	-	-	-	(7,665)	(7,665)
Identifiable assets	16,081	19,688	20,032	17,517	17,517
Expenditures for segment assets	122	62	44	(228)	-

**Company Total**

Net sales	\$ 12,121	\$ 13,244	\$ 16,148	\$ 13,938	\$ 55,451
Interest expense, net	228	189	205	202	824
Depreciation and amortization	346	381	382	245	1,354
Operating income (loss)	2,241	1,911	2,612	1,526	8,290
Income tax provision (benefit)	-	-	-	(7,665)	(7,665)
Identifiable assets	41,058	44,400	51,374	50,791	50,791
Expenditures for segment assets	579	379	506	(599)	865

**Reconciliation to consolidated  
net income attributable to  
Environmental Tectonics Corporation**

	<b>Fiscal year ended</b>	
	<b>February 24, 2012</b>	<b>February 25, 2011</b>
Operating income	\$ 8,137	\$ 8,290
Interest expense, net	(734)	(824)
Other income (expense), net	85	(589)
Income tax (provision) benefit	(2,620)	7,665
Expense (income) attributable to non-controlling interest	5	(8)
<b>Net income attributable to Environmental Tectonics Corporation</b>	<b>\$ 4,873</b>	<b>\$ 14,534</b>



**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
(Dollars in thousands, except per share information)

**11. Stock Option Plans**

The following is a summary of the status of the Company's Stock Option Plans:

	Fiscal year ended			
	February 24, 2012		February 25, 2011	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of year	260,921	\$ 4.44	269,185	\$ 4.53
Granted	10,000	\$ 2.00	-	\$ -
Exercised	-	\$ -	-	\$ -
Forfeited	-	\$ -	(8,264)	\$ 7.29
Outstanding at end of year	<u>270,921</u>	\$ 4.35	<u>260,921</u>	\$ 4.44
Options exercisable at year end	223,254		185,587	
Weighted average fair value of options granted during the year		\$ 0.89		\$ -

The following information applies to options outstanding at February 24, 2012:

Range of exercise prices	Options outstanding			Options exercisable	
	Number outstanding at February 24, 2012	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at February 24, 2012	Weighted average exercise price
Less than \$2.64	123,000	7.95	\$ 2.59	75,333	\$ 2.64
\$5.12	80,000	4.01	\$ 5.12	80,000	\$ 5.12
\$6.07 to \$7.24	67,921	3.58	\$ 6.65	67,921	\$ 6.65
<b>Total</b>	<b><u>270,921</u></b>			<b><u>223,254</u></b>	

The cost for stock option compensation was \$101 and \$98 in fiscal 2012 and fiscal 2011, respectively. At February 24, 2012, there were 67,921 options outstanding under the 1999 Incentive Stock Option Plan, which expired in August 2008.

At February 24, 2012, the Company had two stock-based compensation plans:

***Employee, Director and Consultant Stock Plan***

In July 2009, the Company adopted the 2009 Employee, Director and Consultant Stock Plan. This Plan authorizes the Board of Directors (or a committee appointed under the Board) to grant option awards for the purchase of Common Stock or Common Stock awards of up to 1,000,000 shares of Common Stock to employees, officers, directors, consultants, and advisors of the Company and its Subsidiaries. The plan allows for the establishment of an exercise price at the time each option is granted. The exercise price shall not be less than the fair market value (or in the case of a ten percent owner, 110%) of a share of the Company's Common Stock on the date of grant of such option. The plan also allows the Board or its appointed committee to establish the exercise period(s) of any option awards. Granted options have a maximum term of 10 years. This Plan was approved by the shareholders on July 2, 2009. As of February 24, 2012, there were 877,000 shares available to be granted under this Plan.

***Non-employee Director Stock Plan***

In September 2005, the Company adopted a stock option plan which allows for the granting to non-employee members of ETC's Board of Directors of options to purchase up to 600,000 shares of Common Stock. The plan provides that the exercise price shall not be less than 100% of the current market price of the stock on the date of the grant. The amount of each individual award and the vesting period are determined by the Board of Directors or its appointed committee. Granted options have a maximum term of 10 years. The Plan shall remain in effect until terminated by the Board of Directors. At February 24, 2012, there were 520,000 shares available to be granted under this Plan.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model. There were 10,000 shares of stock options granted in fiscal 2012; there were no grants in fiscal 2011.

**12. Other Related Party Transactions**

ETC purchases industrial products from Industrial Instruments and Supplies, Inc. ("Industrial Instruments"), which is owned by Christine and Charles Walter, the daughter and son-in-law of William F. Mitchell, ETC's President and Chief Executive Officer. During fiscal 2012 and fiscal 2011, the Company purchased \$634 and \$492, respectively, from Industrial Instruments. As of February 24, 2012, ETC owed \$89 to Industrial Instruments. ETC also rents office space to Industrial Instruments at ETC's corporate headquarters. During both fiscal 2012 and fiscal 2011, Industrial Instruments paid to ETC rent in the amounts of \$8.

ETC purchases travel accommodations from Jet Set Travels, a company that employs Kathleen Mahon, the daughter of Mr. Mitchell. During fiscal 2012 and fiscal 2011, ETC purchased travel through Jet Set Travels totaling \$421 and \$293, respectively, and Ms. Mahon received approximately \$22 in fiscal 2012 and \$10 in fiscal 2011 from her employer in commissions on account of such purchases. Ms. Mahon is also engaged by ETC as a consultant to review expense reports submitted by Company employees. During both fiscal 2012 and fiscal 2011, Ms. Mahon received \$20 in consideration of such services.

ETC employs William F. Mitchell, Jr., the son of Mr. Mitchell, as its Vice President, Contracts/Purchasing, and David Mitchell, the son of Mr. Mitchell, as its Business Unit Manager of the Sterilization Systems Group. In fiscal 2012, Mr. William F. Mitchell, Jr. received \$175 and Mr. David Mitchell received \$211 in compensation from ETC. In fiscal 2011, Mr. William F. Mitchell, Jr. received \$167 and Mr. David Mitchell received \$179 in compensation from ETC.

ETC uses two properties owned by Mr. Mitchell. During both fiscal 2012 and fiscal 2011, ETC paid \$60 to Mr. Mitchell in connection with ETC's use of these properties.

**13. Commitments and Contingencies**

There are no material pending legal proceedings to which ETC or any of its subsidiaries is a party or of which any of their property is the subject.

***Other Matters***

Certain other 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.

**Environmental Tectonics Corporation**  
**Notes to the Consolidated Financial Statements, continued**  
**(Dollars in thousands, except per share information)**

**14. Employee Benefit Plans**

The Company maintains a retirement savings 401(k) plan for eligible employees. The Company's contributes 100% to the plan based on the first 4% of the employees' qualifying contributions. The Company's contributions totaled \$422 and \$330 in fiscal 2012 and fiscal 2011, respectively.

The Company has an Employee Stock Purchase Plan, which was adopted by the Board of Directors on November 3, 1987. All employees meeting service requirements, except officers, directors and 10% shareholders, are eligible to voluntarily purchase Common Stock through payroll deductions up to 10% of salary. The Company makes a matching contribution of 20% of the employee's contribution. The Company originally reserved 270,000 shares for issuance under this plan, of which 174,375 shares are still remaining.

**15. Subsequent Events**

On June 8, 2012, the Company disclosed on Form 8-K that its Annual Report on Form 10-K for fiscal 2012 would be delayed, and that the Company would miss the extended deadline of June 8, 2012 to file this Form 10-K. As disclosed by the Company in its Form 12b-25 filed on May 24, 2012, the delay was related to an independent internal investigation of accounting practices at one of the Company's foreign subsidiaries that was being conducted by the Audit Committee of the Company's Board of Directors. The Company discussed with PNC Bank the delay in filing the Form 10-K for fiscal 2012 because the delay in filing would result in a breach of a covenant in the Company's line of credit with PNC Bank. The Company received a waiver through August 3, 2012, within which its Form 10-K has been filed.

**List of Subsidiaries**

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>% Ownership</u></b>
ETC-PZL Aerospace Industries SP. Z 0.0	Poland	95%
ETC (Europe) Limited	United Kingdom	99%

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements on Form S-8 (File No. 333-131322, effective January 27, 2006, File No. 333-65469, effective October 8, 1998 and File No. 333-161737, effective September 4, 2009) of Environmental Tectonics Corporation and Subsidiaries, of our report, dated August 2, 2012.

/s/ McGladrey LLP  
Blue Bell, Pennsylvania  
August 2, 2012

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File No. 333-131322, effective January 27, 2006, File No. 333-65469, effective October 8, 1998 and File No. 333-161737, effective September 4, 2009) of Environmental Tectonics Corporation and Subsidiaries, of our report, dated May 26, 2011, except for Note 1, as to which the date is August 2, 2012

/s/ Friedman LLP

East Hanover, New Jersey

August 2, 2012

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**CERTIFICATION PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, William F. Mitchell, certify that:

1. I have reviewed this Annual Report on Form 10-K of Environmental Tectonics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2012

By: /s/ William F. Mitchell

William F. Mitchell

President and Chief Executive Officer

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**CERTIFICATION PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

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

1. I have reviewed this Annual Report on Form 10-K of Environmental Tectonics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2012

By: /s/ Robert L. Laurent, Jr.

Robert L. Laurent, Jr.

Chief Financial Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Environmental Tectonics Corporation (the "Company") for the fiscal year ended February 24, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William F. Mitchell, Chief Executive Officer of the Company, and I, Robert L. Laurent, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 2, 2012

/s/ William F. Mitchell  
William F. Mitchell  
Chief Executive Officer

/s/ Robert L. Laurent, Jr.  
Robert L. Laurent, Jr.  
Chief Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed to be filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

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