

INTEST CORP
Form 10-Q
May 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended

March 31, 2006 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 0-22529

inTEST Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

22-2370659

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

7 Esterbrook Lane
Cherry Hill, New Jersey 08003

(Address of principal executive offices, including zip code)

(856) 424-6886

(Registrant's Telephone Number, including Area Code)

Indicate by check X 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

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One):
Large accelerated filer Accelerated filer Non-accelerated filer

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

Number of shares of Common Stock, \$.01 par value, outstanding as of the close of business on April 30, 2006:

9,219,249

inTEST CORPORATION

INDEX

PART I.		FINANCIAL INFORMATION	<u>Page</u>
Item 1.	Financial Statements (Unaudited)		
	Consolidated Balance Sheets as of March 31, 2006 and December 31, 2005		1
	Consolidated Statements of Operations for the three months ended March 31, 2006 and 2005		2
	Consolidated Statements of Comprehensive Earnings (Loss) for the three months ended March 31, 2006 and 2005		3
	Consolidated Statement of Stockholders' Equity for the three months ended March 31, 2006		4
	Consolidated Statements of Cash Flows for the three months ended March 31, 2006 and 2005		5
	Notes to Consolidated Financial Statements		6 - 14
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations		15 - 21
Item 3.	Quantitative and Qualitative Disclosures About Market Risk		21 - 22
Item 4.	Controls and Procedures		22

PART II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	23
Item 1A.	Risk Factors	23
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	23
Item 3.	Defaults Upon Senior Securities	23
Item 4.	Submission of Matters to a Vote of Securities Holders	23
Item 5.	Other Information	23
Item 6.	Exhibits	23
Signatures		24
Index to Exhibits		24

inTEST CORPORATION
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)
(Unaudited)

	Mar. 31, 2006	Dec. 31, 2005
	-----	-----
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 8,455	\$ 7,295
Trade accounts and notes receivable, net of allowance for doubtful accounts of \$187 and \$199, respectively	9,171	9,443
Inventories	6,288	6,235
Refundable domestic income taxes	24	24
Prepaid expenses and other current assets	<u>642</u>	<u>609</u>
Total current assets	<u>24,580</u>	<u>23,606</u>
Property and equipment:		
Machinery and equipment	7,460	7,641
Leasehold improvements	<u>3,214</u>	<u>3,214</u>
	10,674	10,855
Less: accumulated depreciation	<u>(6,974)</u>	<u>(6,904)</u>
Net property and equipment	<u>3,700</u>	<u>3,951</u>

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Other assets	627	594
Goodwill	2,445	2,403
Intangible assets, net	<u>310</u>	<u>315</u>
Total assets	<u>\$31,662</u>	<u>\$30,869</u>
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 2,781	\$ 2,527
Accrued wages and benefits	1,525	1,492
Accrued warranty	926	935
Accrued sales commissions	504	391
Accrued restructuring and other charges	185	205
Other accrued expenses	1,365	1,272
Domestic and foreign income taxes payable	193	447
Capital lease obligations	7	24
Deferred rent	<u>118</u>	<u>118</u>
Total current liabilities	<u>7,604</u>	<u>7,411</u>
Capital lease obligations, net of current portion	21	23
Deferred rent, net of current portion	<u>599</u>	<u>629</u>
Total liabilities	<u>8,224</u>	<u>8,063</u>
	=====	=====
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, \$0.01 par value; 20,000,000 shares authorized; 9,460,255 and 9,460,255 shares issued, respectively	95	95
Additional paid-in capital	24,200	25,099
Retained earnings	383	43
Accumulated other comprehensive income	379	237
Deferred stock compensation	-	(909)
Treasury stock, at cost; 262,014 and 284,577 shares, respectively	<u>(1,619)</u>	<u>(1,759)</u>
Total stockholders' equity	<u>23,438</u>	<u>22,806</u>
Total liabilities and stockholders' equity	<u>\$31,662</u>	<u>\$30,869</u>
	=====	=====

See accompanying Notes to Consolidated Financial Statements.

- 1 -

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended March 31,	
	2006	2005
	-----	-----
Net revenues	\$13,732	\$10,685
Cost of revenues	<u>7,898</u>	<u>7,548</u>
Gross margin	5,834	3,137

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	-----	-----
Operating expenses:		
Selling expense	2,129	2,073
Engineering and product development expense	1,289	1,404
General and administrative expense	2,101	2,005
Restructuring and other charges	-	100
	-----	-----
Total operating expenses	5,519	5,582
	-----	-----
Operating income (loss)	315	(2,445)
	-----	-----
Other income (expense):		
Interest income	57	23
Interest expense	(1)	(3)
Other	14	19
	-----	-----
Total other income	70	39
	-----	-----
Earnings (loss) before income taxes	385	(2,406)
Income tax expense	45	6
	-----	-----
Net earnings (loss)	\$ 340	\$(2,412)
	=====	=====
Net earnings (loss) per common share - basic	\$0.04	\$(0.28)
Net earnings (loss) per common share - diluted	\$0.04	\$(0.28)
Weighted average common shares outstanding - basic	8,991,483	8,722,205
Weighted average common and common share equivalents outstanding - diluted	9,067,697	8,722,205

See accompanying Notes to Consolidated Financial Statements.

- 2 -

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)

(In thousands)
(Unaudited)

	Three Months Ended March 31,	
	2006	2005
	-----	-----
Net earnings (loss)	\$340	\$(2,412)
Foreign currency translation adjustments	142	(296)

	-----	-----
Comprehensive earnings (loss)	\$482	\$ (2,708)
	=====	=====

See accompanying Notes to Consolidated Financial Statements.

- 3 -

inTEST CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(In thousands, except share data)
(Unaudited)

	Common Stock	Additional		Retained	Accumulated	Deferred	Treasury Stock	E
	Shares	Amount	Paid-In Capital	Earnings	Other Comprehensive Income	Stock Compensation	Stock	E
	-----	-----	-----	-----	-----	-----	-----	-----
Balance, January 1, 2006	9,460,255	\$ 95	\$25,099	\$ 43	\$ 237	\$ (909)	\$ (1,759)	
Reclassification of deferred stock compensation upon adoption of SFAS No. 123R	-	-	(909)	-	-	909	-	
Net earnings	-	-	-	340	-	-	-	
Other comprehensive income	-	-	-	-	142	-	-	
Amortization of deferred stock compensation	-	-	75	-	-	-	-	
Issuance of 22,563 shares of treasury stock to satisfy profit sharing liability	-	-	(65)	-	-	-	140	
	-----	-----	-----	-----	-----	-----	-----	
Balance, March 31, 2006	9,460,255	\$ 95	\$24,200	\$ 383	\$ 379	\$ -	\$ (1,619)	
	=====	=====	=====	=====	=====	=====	=====	

See accompanying Notes to Consolidated Financial Statements.

- 4 -

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

Three Months Ended
March 31,

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	----- 2006	2005 -----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings (loss)	\$ 340	\$ (2,412)
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	383	518
Foreign exchange loss	21	10
Deferred compensation relating to stock options	75	67
Expense relating to issuance of treasury stock to satisfy profit sharing liability	75	150
Loss on disposal of fixed assets	6	1
Changes in assets and liabilities:		
Trade accounts and notes receivable	336	(248)
Inventories	(36)	577
Prepaid expenses and other current assets	(32)	26
Other assets	(31)	23
Accounts payable	223	603
Accrued wages and benefits	28	(95)
Accrued warranty	(11)	(89)
Accrued sales commissions	108	(154)
Accrued restructuring and other charges	(22)	(193)
Other accrued expenses	91	200
Domestic and foreign income taxes payable	(260)	(63)
Deferred rent	(30)	(20)
	-----	-----
Net cash provided by (used in) operating activities	1,264	(1,099)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(118)	(1,097)
	-----	-----
Net cash used in investing activities	(118)	(1,097)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Deferred rent resulting from landlord provided tenant improvements	-	885
Repayment of capital lease obligations	(19)	(25)
	-----	-----
Net cash provided by (used in) financing activities	(19)	860
	-----	-----
Effects of exchange rates on cash	33	(67)
	-----	-----
Net cash provided by (used in) all activities	1,160	(1,403)
Cash and cash equivalents at beginning of period	7,295	7,686
	-----	-----
Cash and cash equivalents at end of period	\$ 8,455	\$ 6,283
	=====	=====
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Unvested restricted stock awards forfeited	\$ -	\$ 24
	=====	=====
Cash payments for:		
Domestic and foreign income taxes	\$ 304	\$ 56
Interest	1	3

See accompanying Notes to Consolidated Financial Statements.

- 5 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands, except for share and per share data)

(1) NATURE OF OPERATIONS

We are an independent designer, manufacturer and marketer of manipulator and docking hardware products, temperature management systems and tester interface products that are used by semiconductor manufacturers in conjunction with automatic test equipment ("ATE") in the testing of integrated circuits ("ICs" or "semiconductors").

The consolidated entity is comprised of inTEST Corporation (parent) and our wholly-owned subsidiaries. We manufacture our products in the U.S., Germany and Singapore. Marketing and support activities are conducted worldwide from our facilities in the U.S., the U.K., Germany, Japan and Singapore.

The semiconductor industry in which we operate is characterized by rapid technological change, competitive pricing pressures and cyclical market patterns. This industry is subject to significant economic downturns at various times. Our financial results are affected by a wide variety of factors, including, but not limited to, general economic conditions worldwide or in the markets in which we operate, economic conditions specific to the semiconductor industry, our ability to safeguard patents and intellectual property in a rapidly evolving market, downward pricing pressures from customers, and our reliance on a relatively few number of customers for a significant portion of our sales. In addition, we are exposed to the risk of obsolescence of our inventory depending on the mix of future business and technological changes within the industry. As a result of these or other factors, we may experience significant period-to-period fluctuations in future operating results.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

The accompanying unaudited consolidated financial statements include our accounts and those of our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated upon consolidation. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain of our accounts, including long-lived assets, goodwill, inventory, deferred income tax valuation allowances and product warranty reserves, are particularly affected by estimates.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the financial position, results of operations, and changes in cash flows for the interim periods presented. Certain footnote information has been condensed or omitted from these consolidated financial statements. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying footnotes included in our Annual Report on Form 10-K for the year ended December 31, 2005 (our "2005 Form 10-K").

Reclassification

Certain prior period amounts have been reclassified to be comparable with the current period's presentation.

Inventories

Inventory is valued at standard cost, which approximates actual cost computed on a first-in, first-out basis, not in excess of market value. Cash flows from the sale of inventory are recorded in operating cash flows. On a quarterly basis, we review our inventories and record excess and obsolete inventory charges based upon our established objective excess and obsolete inventory criteria. These criteria identify material that has not been used in a work order during the prior twelve months and the quantity of material on hand that is greater than the average annual usage

of that material over the prior three years. In certain cases, additional excess and obsolete inventory charges are recorded based upon current industry conditions, anticipated product life cycles, new product introductions and expected future use of the inventory. The charges for excess and obsolete inventory we record establish a new cost basis for the related inventory. We incurred excess and obsolete inventory charges of \$172 and \$213 for the three months ended March 31, 2006 and 2005, respectively.

- 6 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill and Intangibles

In accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, *Goodwill and Other Intangible Assets*, goodwill and other indefinite life intangible assets are no longer subject to amortization. Instead, they are subject to at least an annual assessment for impairment by applying a fair value based test.

Goodwill at both March 31, 2006 and December 31, 2005 relates to the manipulator/docking hardware segment. The following table sets forth changes in the amount of the carrying value of goodwill for the three months ended March 31, 2006:

	\$2,403
Balance - Beginning of period	
	<u>42</u>
Impact of foreign currency translation	
	<u>\$2,445</u>
Balance - End of period	

As of March 31, 2006 and December 31, 2005, definite life intangibles totaled \$310 and \$315, net of accumulated amortization of \$167 and \$152, respectively. The net book value of these intangibles reflects a \$7 increase related to currency during the first quarter of 2006. These definite life intangibles are the result of our acquisition of Intestlogic and are being amortized using the straight-line method over the remaining estimated useful life of approximately seven years. These definite life intangible assets are technology based, include patented technology and are allocated to the manipulator/docking hardware segment. Amortization expense for the three months ended March 31, 2006 and 2005 was \$12 and \$13, respectively. Estimated annual amortization expense for each of the next five years is \$49.

Revenue Recognition

We recognize revenue in accordance with Staff Accounting Bulletin No. 104 ("SAB 104"), *Revenue Recognition*. We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and collectibility is reasonably assured. Sales of our products are made through our sales employees, third-party sales representatives and distributors. There are no differences in revenue recognition policies based on the sales channel. We do not provide our

customers with rights of return or exchanges. Revenue is generally recognized upon product shipment. Our sales agreements do not typically contain any customer-specific acceptance criteria, other than that the product performs within the agreed upon specifications. We test all products manufactured as part of our quality assurance process to determine that they comply with specifications prior to shipment to a customer. To the extent that any sales agreements contain customer-specific acceptance criteria, revenue recognition is deferred until customer acceptance.

Product Warranties

We generally provide product warranties and record estimated warranty expense at the time of sale based upon historical claims experience. Warranty expense for the three months ended March 31, 2006 and 2005 was \$132 and \$126, respectively. Warranty expense is included in selling expense in the consolidated financial statements.

The following table sets forth the changes in the liability for product warranties for the three months ended March 31, 2006:

	\$935
Balance - Beginning of period	
	(141)
Payments made under product warranty	
	<u>132</u>
Accruals for product warranties issued	
	<u>\$926</u>
Balance - End of period	

Restructuring and Other Charges

We recognize a liability for restructuring costs at fair value only when the liability is incurred. The three main components of our restructuring plans are related to workforce reductions, the consolidation of excess facilities and asset impairments. Workforce-related charges are accrued when it is determined that a liability has been incurred, which is generally after individuals have been notified of their termination dates and expected severance benefits. Plans to consolidate excess facilities result in charges for lease termination fees and future commitments to pay lease charges, net of estimated future sub-lease

- 7 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

income. We recognize charges for consolidation of excess facilities when we have vacated the premises. Assets that may be impaired consist of property, plant and equipment. Asset impairment charges are based on an estimate of the amounts and timing of future cash flows related to the expected future remaining use and ultimate sale or disposal of the asset. These estimates are derived using the guidance of SFAS No. 146, *Accounting for Exit or Disposal Activities*, and SFAS No. 144, *Accounting for the Impairment of Disposal of Long Lived Assets*.

Income Taxes

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for operating loss and tax credit carryforwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets if it is more likely than not that such assets will not be realized.

For the quarter ended March 31, 2006, we recorded income tax expense of \$45 compared to income tax expense of \$6 for the same period in 2005. Our effective tax rate was 12% for the first quarter of 2006 compared to 0% for the same period in 2005. The increase in our effective tax rate during the first quarter of 2006 as compared to the same quarter in 2005 primarily reflects that a higher proportion of our taxable income for the first quarter of 2006 was generated by certain of our foreign operations where we do not have a history of operating losses and therefore do not have net operating loss carryforwards to offset income tax expense on those earnings. Due to our history of operating losses in other operations, we have recorded a full valuation allowance against all domestic and certain foreign deferred tax assets, including net operating loss carryforwards, where we believe it is more likely than not that we will not have sufficient taxable income to utilize these assets before they expire.

Net Earnings (Loss) Per Common Share

Net earnings (loss) per common share is computed in accordance with SFAS No. 128, *Earnings Per Share*. Basic earnings (loss) per common share is computed by dividing net earnings (loss) by the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per common share is computed by dividing net earnings (loss) by the weighted average number of common shares and common share equivalents outstanding during each period. Common share equivalents represent stock options and unvested shares of restricted stock and are calculated using the treasury stock method. Common share equivalents are excluded from the calculation if their effect is anti-dilutive.

The table below sets forth for the periods indicated a reconciliation of weighted average common shares outstanding - basic to weighted average common shares outstanding - diluted and the average number of potentially dilutive securities and their respective weighted average exercise prices that were excluded from the calculation of diluted earnings per share because their effect was anti-dilutive:

Three Months Ended	
<u>March 31,</u>	
<u>2006</u>	<u>2005</u>
8,991,483	8,722,205

Weighted average common shares outstanding -- basic

Potentially dilutive securities:

	76,214	-
Employee stock options and unvested shares of restricted stock	<u>9,067,697</u>	<u>8,722,205</u>
Weighted average common shares outstanding -- diluted		
	365,932	926,466
Average number of potentially dilutive securities excluded from calculation		
	\$2.92	\$2.92
Weighted average exercise price of excluded securities		

- 8 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Adopted Accounting Standards

On January 1, 2006, we adopted Financial Accounting Standards Board ("FASB") issued SFAS No. 151, *Inventory Costs -An Amendment of ARB No. 43, Chapter 4*, which clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). Under SFAS No. 151, such items are recognized as current-period charges. In addition, SFAS No. 151 requires that allocation of fixed production overheads to the costs of manufacturing be based on normal capacity of the production facilities. The adoption of this standard did not have a material impact on our consolidated financial position, results of operations or cash flows.

On January 1, 2006, we adopted SFAS No. 123 (revised 2004), *Share-Based Payment*, ("SFAS No. 123R") which amends SFAS No. 123 and supersedes Accounting Principles Board ("APB") Opinion No. 25. SFAS No. 123R requires employee share-based equity awards to be accounted for under the fair value method, and eliminates the ability to account for these instruments under the intrinsic value method prescribed by APB Opinion No. 25 and allowed under the original provisions of SFAS No. 123. SFAS No. 123R requires the use of an option pricing model for estimating fair value, which is then amortized to expense over the service periods. We adopted Statement No. 123R using the modified prospective method. Under this method, we are required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. The modified prospective approach does not allow for the restatement of prior period amounts. The adoption of this standard did not have a material impact on our consolidated financial position, results of operations or cash flows. See further disclosures related to our stock-based compensation plans in Note 7.

In November 2005, the FASB issued FASB Staff Position ("FSP") FAS No. 123R-3, *Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards*. ("FSP FAS 123R-3") FSP FAS 123R-3 provides a practical exception when a company transitions to the accounting requirements in SFAS No. 123R. SFAS No. 123R requires a company to calculate the pool of excess tax benefits available to absorb tax deficiencies recognized subsequent to adopting SFAS No. 123R (the "APIC Pool"), assuming the company had been following the recognition provisions prescribed by FAS 123. We have elected to use the guidance in FSP FAS 123R-3 to calculate our APIC Pool. FSP FAS 123R-3 is effective immediately. The adoption of the FSP did not have a material impact on our consolidated financial position, results of operations or cash flows.

(3) MAJOR CUSTOMERS

Texas Instruments Inc. accounted for 23% of our consolidated net revenues for the three months ended March 31, 2006. While all three of our operating segments sold products to this customer, these revenues were primarily generated by our manipulator/docking hardware segment. During the three months ended March 31, 2006 and 2005, no other customer accounted for 10% or more of our consolidated net revenues.

(4)

INVENTORIES

Inventories held at March 31, 2006 and December 31, 2005 were comprised of the following:

	Mar. 31,	Dec. 31,
	2006	2005
Raw materials	\$4,659	\$4,835
Work in process	547	418
Consigned inventory	246	205
Finished goods	<u>836</u>	<u>777</u>
	<u>\$6,288</u>	<u>\$6,235</u>

- 9 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(5)

LEASEHOLD IMPROVEMENTS AND DEFERRED RENT

In accordance with FASB Technical Bulletin No. 88-1, *Issues Relating to Accounting for Leases*, we record tenant improvements made to our leased facilities based on the amount of the total cost to construct the improvements regardless of whether a portion of that cost was paid through an allowance provided by the facility's landlord. The amount of the allowance, if any, is recorded as deferred rent. We amortize deferred rent on a straight-line basis over the lease term and record the amortization as a reduction of rent expense.

In addition, certain of our operating leases contain predetermined fixed escalations of minimum rentals during the original lease terms. For these leases, we recognize the related rental expense on a straight-line basis over the life of the lease and record the difference between the amounts charged to operations and amounts paid as accrued rent which is included in other accrued expenses on our balance sheet.

During 2005, we recorded \$854 of additions to our leasehold improvements which were paid for on our behalf by the landlord of our new facility in San Jose, California. We also recorded this amount as deferred rent. There have been no similar transactions during 2006. Amortization of deferred rent for the three months ended March 31, 2006 and 2005 was \$30 and \$20, respectively.

(6)

RESTRUCTURING AND OTHER COSTS

During the fourth quarter of 2004, we began the process of restructuring our operations with the goal of significantly reducing our fixed operating costs to position ourselves to more effectively meet the needs and expectations of the fluid ATE market. In mid-November 2004, we announced organization changes and cost structure adjustments (the "2004 Workforce Reduction"). In mid-March 2005, we announced our decision to close our U.K. manufacturing operation (the "UK Operation Closure"). In late July 2005, we made certain cost structure adjustments at our facility in San Jose, California (the "California Workforce Reduction"). The actions taken as a part of these restructuring plans are more fully described in Note 9 to our consolidated financial statements in our 2005 Form 10-K.

During the three months ended March 31, 2005, we recorded restructuring charges totaling \$100 for severance and related payments in connection with the UK Operation Closure. During the three months ended March 31, 2006, there were no additional restructuring charges recorded related to any of these actions.

The following table sets forth the changes in the liability for restructuring and other costs for the three months ended March 31, 2006:

	U.K. Operation Closure
	\$205
Balance - December 31, 2005	<u>(20)</u>
Severance and other cash payments)
	<u>\$185</u>
Balance - March 31, 2006	

(7) STOCK-BASED COMPENSATION

As of March 31, 2006, we have certain stock-based employee compensation plans that are described more fully in Note 13 to our consolidated financial statements in our 2005 Form 10-K. As previously mentioned, on January 1, 2006, we adopted SFAS No. 123R. The adoption of SFAS No. 123R did not have a material impact on our results of operations, financial condition or cash flows as we had no unvested stock options outstanding as of December 31, 2005. Our unvested restricted stock awards outstanding are accounted for based on their grant date fair value. We have

not granted any stock options during 2006. As of March 31, 2006, total compensation expense to be recognized in future periods was \$834. The weighted average period over which this expense is expected to be recognized is 2.8 years. All of this expense is related to nonvested shares of restricted stock.

- 10 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(7) STOCK-BASED COMPENSATION

(Continued)

Prior to the adoption of SFAS No. 123R, we used the intrinsic value method prescribed by APB 25 to account for stock options and provided proforma disclosures, as required under SFAS No. 123, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosures*. Under the intrinsic value method, no stock-based employee compensation cost was reflected in the statement of operations when options granted under our stock-based employee compensation plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

The following table illustrates the effect on net loss and net loss per share for the three months ended March 31, 2005 if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation:

	Three Months Ended <u>March</u> <u>31, 2005</u>
Net loss, as reported	\$(2,412)
Add: Stock-based employee compensation expense included in reported net loss, net of related tax effects (1)	67
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects (1)	<u>(447)</u>
Pro forma net loss	<u>\$(2,792)</u>
)

Net loss per share:

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Basic - as reported	\$(0.28)
	\$(0.32)
Basic - pro forma	
	\$(0.28)
Diluted - as reported	
	\$(0.32)
Diluted - pro forma	

(1) Due to the valuation allowance provided on our net deferred tax assets, we have not recorded any tax benefits attributable to stock compensation expense.

There were no options granted during the quarter ended March 31, 2005.

Restricted Stock Awards

We record compensation expense for restricted stock awards (nonvested shares) based on the quoted market price of our stock at the grant date and amortize the expense over the vesting period. During the three months ended March 31, 2006, we recorded compensation expense of \$75 related to nonvested shares. Of the compensation expense recognized, approximately \$4 was a component of cost of revenues, \$3 was a component of selling expense, \$4 was a component of engineering and product development expense and \$64 was a component of general and administrative expense. There was no compensation expense capitalized in 2006.

The following table summarizes the activity related to nonvested shares for the three months ended March 31, 2006:

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested shares outstanding, January 1, 2006	203,750	\$ 4.61
Granted	-	-
Exercised	-	-
Forfeited	<u>-</u>	-
Nonvested shares outstanding, March 31, 2006	<u>203,750</u>	4.61

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(7) STOCK-BASED COMPENSATION

(Continued)

On April 28, 2006, the Board of Directors, upon the recommendation of the Compensation Committee and a majority of the independent directors, approved the acceleration of the vesting of 7,500 nonvested shares of restricted stock previously granted to two of the directors. One of these directors will be terminating his service effective July 31, 2006 as he will not be standing for re-election at our next annual meeting of stockholders. The other director will be retiring effective November 1, 2006. The acceleration of vesting of these shares will be effective on the last day of service of each of these directors. We do not expect this action to have a material impact on our consolidated financial position, results of operations or cash flows.

Stock Options

On December 14, 2005, the Board of Directors approved the acceleration of the vesting of 42,200 outstanding options with exercise prices ranging from \$2.99 to \$6.75 per share. At the date of the acceleration of vesting, only 9,000 of these shares were in-the-money by \$0.38 per share or a total of \$3. These options had been issued to employees during 2001 and 2002 under the 1997 Stock Plan and would otherwise have vested during 2006 and 2007. No compensation expense was required to be recorded in our consolidated financial statements during 2005 related to this action. Upon adoption of SFAS No. 123R, on January 1, 2006, we would have recorded compensation expense of approximately \$106 during 2006 and 2007 related to these options had we not accelerated their vesting. Of the total options for which we accelerated the vesting, 12,000 are held by two of our executive officers. None of the other accelerated options are held by our executive officers or directors. As a result of this action, as of December 31, 2005, all of our outstanding options are now exercisable. The Board of Directors accelerated the vesting of these options due to their concern that future compensation expense to be recorded in our financial statements upon the vesting of these options would be significantly in excess of the monetary value that would be ultimately realized by the optionees upon exercise of the underlying stock options due to a number of factors, the most significant of which was the volatility of our common stock share price.

The following table summarizes the stock option activity for the three months ended March 31, 2006:

	Number of Shares	Weighted Average <u>Exercise</u> <u>Price</u>
Options outstanding, January 1, 2006 (629,600 exercisable)	629,600	\$ 3.87
Granted	-	-
Exercised	-	-

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Forfeited/Expired	<u>(8,750)</u>	3.52
)	
	<u>620,850</u>	3.87
Options outstanding, March 31, 2006 (620,850 exercisable)		

The following table summarizes information about stock options outstanding at March 31, 2006. All options outstanding at March 31, 2006 are exercisable:

Range of Exercise Prices	Number Outstanding and Exercisable at March 31, 2006	Weighted Average <u>Remaining</u> Life	Weighted Average Exercise <u>Price</u>	Aggregate Intrinsic <u>Value</u>
\$2.99 - \$3.35	390,000	6.51 years	\$3.12	\$220
\$3.61 - \$4.25	102,000	4.40 years	\$3.99	2
\$5.66 - \$6.75	<u>128,850</u>	3.36 years	\$6.07	—
	<u>620,850</u>		\$3.87	= <u>\$222</u>

The aggregate intrinsic value in the table above represents the total pretax intrinsic value, based on a closing price for our stock of \$3.68 at March 31, 2006, assuming all option holders exercised their stock options that were in-the-money as of that date. In general, it is our policy to issue new shares upon the exercise of stock options.

- 12 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(8)

EMPLOYEE BENEFIT PLANS

In addition to the employer matching for which employees of one of our subsidiaries, Temptronic Corporation ("Temptronic"), are eligible, upon the termination of the Temptronic Equity Participation Plan ("EPP"), we

acknowledged that it was our intention to contribute \$3,000 in the aggregate to the inTEST 401(k) Plan as a form of profit sharing (not to exceed \$300 per year) for the benefit of Temptronic employees. The amount of these contributions approximates the amount that we had been committed to contribute to the EPP as of its termination date. All such profit sharing contributions are at the discretion of management, and will be allocated to employees annually in essentially the same manner in which the shares held by the EPP had been allocated. The vesting provisions for these contributions will be the same as those of the inTEST 401(k) Plan. Accruals for profit sharing contributions totaling \$75 were made during the three months ended March 31, 2006 and 2005, respectively. We typically fund these obligations through the use of treasury shares during the quarter subsequent to the quarter in which we record the profit sharing liability. However, during the first quarter of 2005, we funded the obligations for both the third and fourth quarters of 2004.

(9) SEGMENT INFORMATION

We have three reportable segments: Manipulator/Docking Hardware Products, Temperature Management Systems and Tester Interface Products. The Manipulator and Docking Hardware segment includes the operations of our Cherry Hill, New Jersey manufacturing facility as well as the operations of four of our foreign subsidiaries: inTEST Limited (U.K.), inTEST Kabushiki Kaisha (Japan), inTEST PTE, Limited (Singapore) and Intestlogic GmbH (Germany). We closed our U.K. manufacturing operation during the quarter ended June 30, 2005. Sales of this segment consist primarily of manipulator and docking hardware products which we design, manufacture and market, as well as certain other related products which we design and market, but which are manufactured by third parties. The Temperature Management segment includes the operations of Temptronic in Sharon, Massachusetts as well as Temptronic GmbH (Germany). (This operation was formerly known as inTEST GmbH.) Sales of this segment consist primarily of temperature management systems which we design, manufacture and market under our Temptronic product line. In addition, this segment provides after sale service and support, which is paid for by its customers. The Tester Interface segment includes the operations of inTEST Silicon Valley Corporation. (This operation was formerly known as inTEST Sunnyvale Corp. In the first quarter of 2005, we renamed this operation in connection with its relocation from Sunnyvale, California to San Jose, California). Sales of this segment consist primarily of tester interface products which we design, manufacture and market under our TestDesign product line

We operate our business worldwide, and all three segments sell their products both domestically and internationally. All three segments sell to semiconductor manufacturers and ATE manufacturers.

Intercompany pricing between segments is either a multiple of cost for component parts or a percentage discount from list price for finished goods.

	Three Months Ended <u>March</u> <u>31,</u> <u>2006</u> <u>2005</u>	
Net revenues from unaffiliated customers		
	\$ 7,404	\$ 5,066
Manipulator/Docking Hardware	5,041	4,948
Temperature Management	1,895	1,156
Tester Interface		

	—(608	—(485
Intersegment sales))
	<u>\$13,732</u>	<u>\$10,685</u>

Intersegment sales:		
	\$ 2	\$ 3
Manipulator/Docking Hardware	385	430
Temperature Management	<u>221</u>	<u>52</u>
Tester Interface	<u>\$ 608</u>	<u>\$ 485</u>

- 13 -

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(9) SEGMENT INFORMATION

	Three Months Ended	<u>March</u>
	<u>31,</u>	<u>_____</u>
Earnings (loss) before income taxes:		
	\$ 496	\$(1,156)
Manipulator/Docking Hardware	111	103
Temperature Management	(194)	(1,211)
Tester Interface	<u>(28)</u>	<u>(142)</u>
Corporate	<u>\$ 385</u>	<u>\$(2,406)</u>
))

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Net earnings (loss):		
	\$ 441	\$(1,143)
Manipulator/Docking Hardware	98	84
Temperature Management	(171)	(1,211)
Tester Interface	<u>(28)</u>	<u>(142)</u>
Corporate))
	<u>\$ 340</u>	<u>\$(2,412)</u>
))
	Mar. 31,	Dec. 31,
	2006	2005
	<u>2006</u>	

Identifiable assets:		
	\$18,663	\$18,533
Manipulator/Docking Hardware	8,935	8,353
Temperature Management	<u>4,064</u>	<u>3,983</u>
Tester Interface	<u>\$31,662</u>	<u>\$30,869</u>

The following table provides information about our geographic areas of operation. Net revenues from unaffiliated customers are based on the location of the selling entity.

	Three Months	
	Ended	March
	31,	
	<u>2006</u>	<u>2005</u>
Net revenues from unaffiliated customers:		
U.S.	\$ 9,803	\$ 7,112
	1,556	1,798

Europe	<u>2,373</u>	<u>1,775</u>
Asia-Pacific	<u>\$13,732</u>	<u>\$10,685</u>
	Mar. 31,	Dec. 31,
	<u>2006</u>	2005
Long-lived assets:		
U.S.	\$3,400	\$3,629
Europe	251	266
	<u>49</u>	<u>56</u>
Asia-Pacific	<u>\$3,700</u>	<u>\$3,951</u>

- 14 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

As discussed more fully in our 2005 Form 10-K, our business and results of operations are substantially dependent upon the demand for ATE by semiconductor manufacturers and companies that specialize in the testing of ICs. Demand for ATE is driven by semiconductor manufacturers that are opening new, or expanding existing, semiconductor fabrication facilities or upgrading existing equipment, which in turn is dependent upon the current and anticipated market demand for semiconductors and products incorporating semiconductors. In the past, the semiconductor industry has been highly cyclical with recurring periods of oversupply, which often have a severe impact on the semiconductor industry's demand for ATE, including the products we manufacture. This can cause wide fluctuations in both our orders and net revenues and, depending on our ability to react quickly to these shifts in demand, can significantly impact our results of operations. These industry cycles are difficult to predict. Because the industry cycles are generally characterized by sequential quarterly growth or declines in orders and net revenues throughout the cycle, year over year comparisons of operating results may not always be as meaningful as comparisons of periods at similar points in either up or down cycles. In addition, during both downward and upward cycles in our industry, while the general trend over several quarters tends to be one of either growth or decline, in any given quarter, the trend in both our orders and net revenues can be erratic. This can occur, for example, when orders are pulled in, pushed out or canceled by one or more significant customers or when customer forecasts and general business conditions fluctuate during a quarter.

We believe that purchases of most of our products are typically made from semiconductor manufacturers' capital expenditure budgets. Certain portions of our business, however, are generally less dependent upon the capital expenditure budgets of the end users. For example, purchases of

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certain related ATE interface products, such as sockets and interface boards, which must be replaced periodically, are typically made from the end users' operating budgets. In addition, purchases of certain of our products, such as docking hardware, for the purpose of upgrading or improving the utilization, performance and efficiency of existing ATE, tend to be counter cyclical to sales of new ATE. Moreover, we believe a portion of our sales of temperature management systems results from the increasing need for temperature testing of circuit boards and specialized components that do not have the design or quantity to be tested in an electronic device handler. In addition, in recent quarters we have begun to market our temperature management systems in industries outside semiconductor test, such as the automotive, aerospace, medical and telecommunications industries. We believe that these industries usually are less cyclical than the ATE industry.

Net Revenues and Bookings

The following table sets forth, for the periods indicated, a breakdown of the net revenues from unaffiliated customers both by product segment and geographic area (based on the location of the selling entity).

	<u>Three Months Ended</u>		
	<u>Mar. 31,</u>	<u>Dec. 31,</u>	
	<u>2006</u>	<u>2005</u>	<u>2005</u>
Net revenues from unaffiliated customers	\$ 7,404	\$ 5,066	\$ 8,511
Manipulator/Docking Hardware	5,041	4,948	4,536
Temperature Management	1,895	1,156	1,558
Tester Interface	<u>(608)</u>	<u>(485)</u>	<u>(534)</u>
Intersegment sales))))))
	<u>\$13,732</u>	<u>\$10,685</u>	<u>\$14,071</u>
Intersegment sales	\$ 2	\$ 3	\$ 1
Manipulator/Docking Hardware	385	430	413
Temperature Management	<u>221</u>	<u>52</u>	<u>120</u>
Tester Interface	<u>\$ 608</u>	<u>\$ 485</u>	<u>\$ 534</u>
Net revenues from unaffiliated customers	\$ 9,803	\$ 7,112	\$ 9,223
U.S.			

Europe	1,556	1,798	1,496
	<u>2,373</u>	<u>1,775</u>	<u>3,352</u>
Asia-Pacific			
	<u>\$13,732</u>	<u>\$10,685</u>	<u>\$14,071</u>

- 15 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

Total consolidated net revenues increased \$3.0 million or 29% during the first quarter of 2006 as compared to the same period in 2005. During the first quarter of 2005, we were in a period of weakened demand that had begun late in the third quarter of 2004 for our manipulator/docking hardware and tester interface product segments. This decline in demand continued throughout the balance of 2004 and into the first quarter of 2005 and eventually affected our temperature management product segment as well.

For the first quarter of 2006 as compared to the same period in 2005, the percentage increase in the net revenues (net of intersegment sales) of our manipulator/docking hardware, temperature management and tester interface product segments were 46%, 3% and 52%, respectively. The smaller percentage increase in the sales of our temperature management segment reflects not only the delayed impact of the industry slowdown on this product segment, as previously mentioned, but also the fact that these products are used in less cyclical non-production environments, such as research and development laboratories, as well as in industries outside semiconductor test.

Total orders for the quarter ended March 31, 2006 were \$15.5 million compared to \$13.3 million for the quarter ended December 31, 2005 and \$11.4 million for the quarter ended March 31, 2005. While the trends in orders and net revenues improved during 2005 and the first quarter of 2006, demand has not yet returned to the level we experienced in the third quarter of 2004 which we now believe to be the peak of the last up cycle in the ATE industry.

Backlog

At March 31, 2006, our backlog of unfilled orders for all products was approximately \$7.8 million compared with approximately \$6.0 million at December 31, 2005 and \$6.5 million at March 31, 2005. Our backlog includes purchase orders which we have accepted, substantially all of which we expect to deliver in 2006. While backlog is calculated on the basis of firm purchase orders, a customer may cancel an order or accelerate or postpone currently scheduled delivery dates. Our backlog may be affected by the tendency of customers to rely on short lead times available from suppliers, including us, in periods of depressed demand. In periods of increased demand, there is a tendency towards longer lead times that has the effect of increasing backlog. As a result, our backlog at a particular date is not necessarily indicative of sales for any future period.

Cost Containment and Organizational Changes

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In response to the sudden downturn in the second half of 2004, we began the process of restructuring our operations with the goal of significantly reducing our fixed operating costs to position ourselves to more effectively meet the needs and expectations of the cyclical ATE market. In November 2004, we announced organizational changes and cost structure adjustments (the "2004 Workforce Reduction") that gave our divisional general managers increased responsibility for marketing, sales and service, thus allowing us to eliminate certain corresponding central corporate staff. In March 2005, we announced our intention to close our U.K. manufacturing operation (the "U.K. Operation Closure"). We completed the closure of this operation in June 2005. In late July 2005, we made certain cost structure adjustments at our facility in San Jose, California (the "California Workforce Reduction"). The specific actions taken related to these restructuring plans are more fully described in our 2005 Form 10-K.

During the three months ended March 31, 2005, we recorded restructuring charges totaling \$100 for severance and related payments in connection with the UK Operation Closure. During the three months ended March 31, 2006, there were no additional restructuring charges recorded related to any of these plans. As of March 31, 2006 accrued restructuring and other charges totaled \$185 and represented lease termination costs related to the UK Operation Closure. In accordance with SFAS No. 146, our accrual for lease termination costs includes an estimate of future rental income from a sub-lease arrangement. At March 31, 2006, we had not sub-leased this facility. If we are unable to sublet this facility as planned, we may incur additional costs related to this facility in future periods.

Both the 2004 Workforce Reduction and the California Workforce Reduction included headcount reductions and salary and benefit adjustments based upon our sales levels at the time of the restructuring. During 2005, we restored some of the salary reductions as sales levels increased in our temperature management segment and in our manipulator/docking hardware segment and we plan to restore an additional portion of the salary reductions during the second quarter of 2006 in our manipulator/docking hardware segment. In addition, if sales levels continue to increase as currently projected, we expect to restore some of the salaries in our tester interface segment in San Jose, CA during the third quarter of 2006, as well as restore the employer match contribution on employee deferrals in our domestic 401(k) Plan. The level of savings we will achieve in

- 16 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

future periods as a result of the actions taken related to these restructuring plans will vary if we determine to restore additional portions of the salary and benefits adjustments or if we determine that we need to increase staffing to meet increasing demand.

We believe these actions to reorganize and decentralize our operations will make us a more competitive company and position us to adapt more quickly to new market challenges and opportunities through continued research and development as well as strategic merger and acquisition activities. As part of our continuing focus to determine methods to increase our profitability worldwide while operating in the cyclical ATE markets, we intend to continue reviewing and evaluating actions that could better match our operating costs against our anticipated future revenue and product demand as we pursue additional growth opportunities.

Excess and Obsolete Inventory Charges

On a quarterly basis, we review our inventories and record charges for excess and obsolete inventory based upon our established objective excess and obsolete inventory criteria. These criteria identify material that has not been used in a work order during the prior twelve months and the quantity of material on hand that is greater than the average annual usage of that material over the prior three years. In certain cases, additional excess and obsolete inventory charges are recorded based upon current industry conditions, anticipated product life cycles, new product introductions and expected future use of the inventory. The excess and obsolete inventory charges we record establish a new cost basis for the related inventory. We incurred charges for excess and obsolete inventory of \$172,000 and \$213,000 for the three months ended March 31, 2006 and 2005, respectively. The level of these charges was based upon a variety of factors including changes in

demand for our products and new product designs. See, also, "Critical Accounting Policies," below.

Product Warranty Charges

We accrue product warranty charges quarterly, based upon our historical claims experience. In addition, from time to time, we accrue additional amounts based upon known product warranty issues, such as product retrofits. For the three months ended March 31, 2006 and 2005, our product warranty charges were \$132,000 and 126,000, or 1.0%, and 1.2% of net revenues, respectively. The level of our product warranty charges both in absolute dollars and as a percentage of net revenues is affected by a number of factors including the cyclicity of demand in the ATE industry, the prototype nature of much of our business, the complex nature of many of our products and, at our discretion, providing warranty repairs or replacements to customers after the contracted warranty period has expired in order to promote strong customer relations. See, also, "Critical Accounting Policies," below.

Product/Customer Mix

Our three product segments each have multiple products that we design, manufacture and sell to our customers. The gross margin on each product we offer is impacted by a number of factors including the amount of intellectual property (such as patents) utilized in the product, the number of units ordered by the customer at one time, or the amount of inTEST designed and fabricated material included in our product compared with the amount of third-party designed and fabricated material included in our product. The weight of each of these factors, as well as the current market conditions, determines the ultimate sales price we can obtain for our products and the resulting gross margin.

The mix of products we sell in any period is ultimately determined by our customers' needs. Therefore, the mix of products sold in any given period can change significantly from the prior period. As a result, our consolidated gross margin can be significantly impacted in any given period by a change in the mix of products sold in that period.

We sell our products to both semiconductor manufacturers (end user sales) and to ATE manufacturers (OEM sales) who ultimately resell our equipment with theirs to semiconductor manufacturers. The mix of customers during any given period will affect our gross margin due to differing sales discounts and commissions. For the three months ended March 31, 2006 and 2005, our OEM sales as a percentage of net revenues were 25% and 23%, respectively.

The impact of an increase in OEM sales as a percentage of net revenues is generally a reduction in our gross margin, as OEM sales historically have had a more significant discount than end user sales. Our current net operating margins on most OEM sales for these product segments, however, are only slightly less than margins on end user sales because of the payment of third party sales commissions on most end user sales. We also expect to continue to experience demands from our OEM customers' supply line management groups to reduce our sales prices to them. This continued price pressure may have the ultimate effect of reducing our gross and operating margins if we cannot further reduce our manufacturing and operating costs.

- 17 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

Risk Factors and Forward-Looking Statements

In addition to historical information, this discussion and analysis contains statements relating to possible future events and results that are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can often be identified by the use of forward-looking terminology such as "believes," "expects," "intends," "may," "will," "should" "or anticipates" or similar terminology. These statements involve risks and uncertainties and are based on various assumptions. Although we believe that our expectations are based on reasonable assumptions, investors and prospective investors are cautioned that such statements are only projections, and there cannot be any assurance that these events or results will occur.

Information about the primary risks and uncertainties that could cause our actual future results to differ materially from our historic results or the results described in the forward-looking statements made in this report or presented elsewhere by Management from time to time are included in Part I, Item 1A - "Risk Factors" of our Annual Report on Form 10-K for fiscal year ended December 31, 2005. Material changes to such "risk factors" may be reported in subsequent Quarterly Reports on Form 10-Q in Part II, Item 1A. There have been no such changes from the risk factors set forth in our Annual Report.

Results of Operations

All of our products are used by semiconductor manufacturers in conjunction with ATE in the testing of ICs. Consequently, the results of operations for each product segment are generally affected by the same factors. Separate discussions and analyses for each product segment would be repetitive and obscure any unique factors that affected the results of operations of our different product segments. The discussion and analysis that follows, therefore, is presented on a consolidated basis and includes discussion of factors unique to each product segment where significant to an understanding of that segment.

The following table sets forth for the periods indicated the principal items included in the Consolidated Statements of Operations as a percentage of total net revenues.

	<u>Percentage of Net</u>	
	<u>Revenues</u>	
	<u>Quarters Ended March</u>	
	<u>31,</u>	
	<u>2006</u>	<u>2005</u>
Net revenues	100.0%	100.0%
Cost of revenues	<u>57.5</u>	<u>70.6</u>
Gross margin	<u>42.5</u>	<u>29.4</u>
Selling expense	15.5	19.4
Engineering and product development expense	9.4	13.1
General and administrative expense	15.3	18.8
Restructuring and other charges	<u>-</u>	<u>0.9</u>
Operating income (loss)	2.3	(22.8)

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Other income	<u>0.5</u>	<u>0.4</u>
	2.8	(22.4)
Earnings (loss) before income taxes		
	<u>0.3</u>	<u>0.1</u>
Income tax expense		
	<u>2.5</u>	<u>(22.5)</u>
Net earnings (loss)		
	%	%

Quarter Ended March 31, 2006 Compared to Quarter Ended March 31, 2005

Net Revenues. Net revenues were \$13.7 million for the quarter ended March 31, 2006 compared to \$10.7 million for the same period in 2005, an increase of \$3.0 million or 29%. The percentage increase in the net revenues (net of intersegment sales) of our manipulator/docking hardware, temperature management and tester interface product segments were 46%, 3% and 52%, respectively, for the first quarter of 2006 as compared to the same period in 2005. As previously discussed, during the first quarter of 2005, the industry was still in a period of weaker demand which had resulted in significant declines in the net revenues of our manipulator/docking hardware and tester interface product segments. While this reduced level of demand eventually impacted our temperature management segment as well, the declines in the net revenues of this product segment during early 2005 were not as significant due to the fact that these products are used in less cyclical non-production environments, such as research and development laboratories, as well as in industries outside semiconductor test.

- 18 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

During the quarter ended March 31, 2006, our net revenues from customers in the U.S. and Asia increased 38% and 34%, respectively, while our net revenues from customers in Europe decreased 14% from the comparable prior quarter. The increases in net revenues from customers in the U.S. and Asia reflect the aforementioned higher level of demand in the first quarter of 2006 as compared to the same period in 2005. The decrease in net revenues from customers in Europe reflects both the aforementioned closure of our U.K. manufacturing operation as well as depreciation of the Euro against the U.S dollar since the end of the first quarter of 2005. When adjusted to eliminate the effect of the change in exchange rates and the revenues of our U.K. operation for 2005, the net revenues from our customers in Europe increased 29% which is similar to the trend experienced by both the U.S. and Asia and reflects higher levels of demand in the industry in the first quarter of 2006 as compared to the same quarter in 2005.

Gross Margin. Gross margin was 43% for the first quarter of 2006 as compared to 29% for the same period in 2005. The increase in gross margin was primarily the result of a decrease in our fixed operating costs both as a

percentage of net revenues and in absolute dollar terms. As a percentage of net revenues, our fixed operating costs decreased to 18% for the quarter ended March 31, 2006 from 26% for the same period in 2005. This decrease primarily reflects that these costs were more fully absorbed in 2006 due to the higher net revenue levels. In absolute dollar terms, our fixed operating costs decreased \$380,000 during the first quarter of 2006 as compared to the same period in 2005. This decrease primarily represents lower levels of salary expense and depreciation combined with higher utilization rates for our internal machine shop operations in Cherry Hill, New Jersey and San Jose, California. The reduction in salary expense primarily reflects the closure of our U.K. operation and the cost containment initiatives we put into place in the second half of 2005 in our tester interface segment. The reduction in depreciation reflects the lower asset base at March 31, 2006 as compared to March 31, 2005. To a lesser extent, there were also decreases in component material costs and direct labor. The decrease in our component material costs reflects changes in product and customer mix. The reduction in direct labor primarily reflects cost containment initiatives implemented in the second half of 2005.

Selling Expense. Selling expense was relatively unchanged at \$2.1 million for both the first quarter of 2006 and 2005. Increases in commissions and fees paid to third parties for installation of our products at customer sites, primarily in Asia, were substantially offset by decreases in advertising and other marketing costs.

Engineering and Product Development Expense. Engineering and product development expense was \$1.3 million for the first quarter of 2006 compared to \$1.4 million for the comparable prior period, a decrease of \$115,000 or 8%. We attribute the decrease primarily to the receipt of a \$233,000 reimbursement payment during the first quarter of 2006 for engineering services under a contract with one of the customers of our tester interface product segment. Expenditures for third-party consultants which we had used to assist in new product development efforts during the first quarter of 2005 at this same division also decreased. These decreases were partially offset by higher salary expense and increased spending on research and development materials. The increase in salary expense was primarily due to hiring additional staff at our tester interface and temperature management product segments. The increase in spending on materials was related to various new product development projects in our manipulator/docking hardware and temperature management product segments.

General and Administrative Expense. General and administrative expense was \$2.1 million for the first quarter of 2006 compared to \$2.0 million for the same period in 2005, an increase of \$96,000 or 5%. We attribute the increase primarily to higher levels of spending on third-party consultants who are assisting us in preparation for compliance with Section 404 of the Sarbanes-Oxley Act. To a lesser extent, legal fees related to patent filings increased during the first quarter of 2006 as compared to the same period in 2005. These increases were partially offset by a decrease in expenses relating to the relocation of our tester interface operation to its new facility, which was accomplished during the first quarter of 2005.

Restructuring and Other Charges. We incurred no restructuring and other charges during the first quarter of 2006, whereas we incurred restructuring and other charges of \$100,000 during the first quarter of 2005. The restructuring and other charges recorded during the first quarter of 2005 consisted of severance costs resulting from our decision to close our U.K. manufacturing operation.

Other Income. Other income was \$70,000 for the first quarter of 2006 compared to \$39,000 for the comparable period in 2005, an increase of \$31,000 or 80%. The increase in other income was primarily due to an increase in interest income as a result of both higher average cash balances as well as increases in the interest rates earned during the first quarter of 2006 as compared to the same quarter in 2005.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

Income Tax Expense (Benefit).

For the quarter ended March 31, 2006, we recorded income tax expense of \$45,000 compared to income tax expense of \$6,000 for the same period in 2005. Our effective tax rate was 12% for the first quarter of 2006 compared to 0% for the same period in 2005. The increase in our effective tax rate during the first quarter of 2006 as compared to the same quarter in 2005 primarily reflects that a higher proportion of our taxable income for the first quarter of 2006 was generated by certain of our foreign operations where we do not have a history of operating losses and therefore do not have net operating loss carryforwards to offset income tax expense on those earnings. Due to our history of operating losses in our other operations, we have recorded a full valuation allowance against all domestic and certain foreign deferred tax assets, including net operating loss carryforwards, where we believe it is more likely than not that we will not have sufficient taxable income to utilize these assets before they expire.

Liquidity and Capital Resources

Net cash provided by operations for the three months ended March 31, 2006 was \$1.3 million compared to net cash used in operations of \$1.1 million for the same period in 2005. The shift to cash provided by operations for the first three months of 2006 from cash used in operations for the same period in 2005 was primarily the result of our \$340,000 net earnings in the first three months of 2006 as compared to a net loss of \$2.4 million for the same period in 2005. During the three months ended March 31, 2006, depreciation and amortization expense was \$383,000 compared to \$518,000 for the same period in 2005. This reduction reflects the lower asset base as of March 31, 2006 as compared to March 31, 2005. Accounts receivable increased \$336,000 during the first quarter of 2006 due primarily to the timing of sales late in the quarter. Similarly, accounts payable increased \$223,000 over the amount at December 31, 2005 due primarily to the timing of purchases late in the first quarter. Domestic and foreign income taxes payable decreased \$260,000 compared to the amount at December 31, 2005 due to the payment of income taxes on earnings in 2005 by certain of our foreign operations.

Purchases of property and equipment were \$118,000 for the three months ended March 31, 2006. These purchases primarily consisted of computer hardware and software for our facilities in Cherry Hill, New Jersey and San Jose, California as well as purchases of demonstration equipment for our Temprotonic operation in Sharon, Massachusetts.

We have no significant commitments for capital expenditures for the balance of 2006, however, depending upon changes in market demand, we may make such purchases as we deem necessary and appropriate.

Net cash used in financing activities for the three months ended March 31, 2006 was \$19,000, which represents payments made under capital lease obligations.

We have a secured credit facility that provides for maximum borrowings of \$250,000. We have not utilized this facility to borrow any funds. Our usage consists of the issuance of letters of credit in the face amount of \$250,000. We pay a quarterly fee of 1.5% per annum on the total amount of the outstanding letters of credit. The terms of the loan agreement require that we maintain a minimum level of \$200,000 of domestic cash. This credit facility expires on September 30, 2006.

We believe that our existing cash balances plus the anticipated cash to be provided from operations will be sufficient to satisfy our cash requirements for the foreseeable future. As previously discussed, however, the semiconductor

industry is highly cyclical and we cannot predict future cycles with certainty. During the first quarter of 2005, we were in a period of significantly weakened demand that had begun in the latter part of 2004. Although we began to see increases in our orders and sales activity during the second quarter of 2005, and have continued to experience improved levels of orders and sales activity during the first quarter of 2006, we cannot be certain that this trend will continue or what the rate of increases or decreases in our quarterly net revenues and bookings will be in future periods. As a result, we may require additional debt or equity financing to meet working capital or capital expenditure needs in the future. We cannot be certain that, if needed, we would be able to raise such additional financing or upon what terms such financing would be available.

New or Recently Adopted Accounting Standards

See the Notes to the consolidated financial statements for information concerning the implementation and impact of new or recently adopted accounting standards.

- 20 -

inTEST CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Continued)

Critical Accounting Policies

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, long-lived assets, goodwill, identifiable intangibles, deferred income tax valuation allowances and product warranty reserves. We base our estimates on historical experience and on appropriate and customary assumptions that we believe to be reasonable under the 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. Some of these accounting estimates and assumptions are particularly sensitive because of their significance to our consolidated financial statements and because of the possibility that future events affecting them may differ markedly from what had been assumed when the financial statements were prepared. As of March 31, 2006, there have been no significant changes to the accounting policies that we have deemed critical. These policies are more fully described in our 2005 Report on Form 10-K.

International Operations

Net revenues generated by our foreign subsidiaries were 29% and 33% of consolidated net revenues for the three months ended March 31, 2006 and 2005, respectively. We anticipate that net revenues generated by our foreign subsidiaries will continue to account for a significant portion of consolidated net revenues in the foreseeable future. The net revenues generated by our foreign subsidiaries will continue to be subject to certain risks, including political and economic instability of foreign countries, the imposition of financial and operational controls or regulatory restrictions by foreign governments, the need to comply with a variety of U.S. and foreign export and import laws, weaknesses in the banking and equity markets of foreign countries, trade restrictions, changes in tariffs and taxes, longer payment cycles, fluctuations in foreign currency exchange rates, and the greater difficulty of administering business abroad. We cannot predict whether quotas, duties, taxes or other charges or restrictions will be implemented

by the U.S. or any other country upon the importation or exportation of our products in the future. Any of these factors or the adoption of restrictive policies could have a material adverse effect on our business, financial condition or results of operations.

Net revenues denominated in foreign currencies were 15% and 26% of consolidated net revenues for the three months ended March 31, 2006 and 2005, respectively. Although we seek to operate our business such that a significant portion of our product costs are denominated in the same currency as the associated sales, we may be adversely affected in the future due to our exposure to foreign operations. Moreover, net revenues denominated in currencies other than U.S. dollars expose us to currency fluctuations, which can adversely affect our results of operations.

Item 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

We are subject to the risk of changes in foreign currency exchange rates due to our global operations. We manufacture and sell our products primarily in North America, Europe and Asia. As a result, our financial results could be significantly affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets in which we manufacture and sell our products. Our operating results are primarily exposed to changes in exchange rates between the U.S. dollar and the Euro, the Singapore dollar and/or the Japanese Yen.

As currency exchange rates change, translation of the statements of operations of our international businesses into U.S. dollars affects year-over-year comparability of operating results. We do not hedge operating translation risks because cash flows from international operations are generally reinvested locally. Changes in foreign currency exchange rates are generally reported as a component of stockholders' equity as all of our foreign subsidiaries report in their local currencies. Total other comprehensive income (loss) was \$142,000 and (\$296,000) for the three months ended March 31, 2006 and 2005, respectively, due to cumulative translation adjustments.

As of March 31, 2006 and December 31, 2005, our net current assets (defined as current assets less current liabilities) subject to foreign currency translation risk were \$4.1 million and \$3.4 million, respectively. The potential decrease in net current assets from a hypothetical 10% adverse change in quoted foreign currency exchange rates would be \$407,000 and \$339,000,

- 21 -

inTEST CORPORATION

Item 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

respectively. The sensitivity analysis presented assumes a parallel shift in foreign currency exchange rates. Exchange rates rarely move in the same direction. This assumption may overstate the impact of changing exchange rates on individual assets and liabilities denominated in a foreign currency.

Interest Rate Risk

As of March 31, 2006, we had cash and cash equivalents of \$8.5 million. We generally place our investments in U.S. Treasury obligations or money market funds backed by such investments. We have not held and do not hold any derivatives related to our interest rate exposure. Due to the average maturity and conservative nature of our investment portfolio, a sudden change in interest rates would not have a material effect on the value of the portfolio. Management estimates that had the average yield of our investments decreased by 100 basis points, our interest income for the three months ended March 31, 2006 would have decreased by less than \$20,000. This estimate assumes that the decrease occurred on the first day of 2006 and reduced the yield of each investment by 100 basis points. The impact on our future interest income of future changes in investment yields will depend largely on the gross amount of our cash, cash equivalents and short-term investments.

Item 4. CONTROLS AND PROCEDURES

CEO and CFO Certifications

. Included with this Quarterly Report as Exhibits 31.1 and 31.2 are two certifications, one by each of our Chief Executive Officer and our Chief Financial Officer (the "Section 302 Certifications"). This Item 4 contains information concerning the evaluations of our disclosure controls and procedures that are referred to in the Section 302 Certifications. This information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics addressed therein.

Evaluation of Our Disclosure Controls and Procedures. The SEC requires that as of the end of the quarter covered by this Report, our CEO and CFO must evaluate the effectiveness of the design and operation of our disclosure controls and procedures and report on the effectiveness of the design and operation of our disclosure controls and procedures.

"Disclosure controls and procedures" mean the controls and other procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 (the "Exchange Act"), such as this Report, is recorded, processed, summarized and reported within the time periods specified in the rules and forms promulgated by the SEC. Disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Controls. Our management, including the CEO and CFO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, as opposed to absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within an entity have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a system of controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Accordingly, our management has designed the disclosure controls and procedures to provide reasonable assurance that the objectives of the control system were met.

CEO/CFO Conclusions about the Effectiveness of the Disclosure Controls and Procedures. As required by Rule 13a-15(b), inTEST management, including our CEO and CFO, conducted an evaluation as of the end of the period covered by this Report, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our CEO and CFO concluded that, as of the end of the period covered by this Report, our disclosure controls and procedures were effective at the reasonable assurance level.

- 22 -

inTEST CORPORATION

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time we may be a party to legal proceedings occurring in the ordinary course of business. We are not currently involved in any material legal proceedings.

Item 1A. Risk Factors

Information regarding the primary risks and uncertainties that could materially and adversely affect our future performance or could cause actual results to differ materially from those expressed or implied in our forward-looking statements, appears in Part I, Item 1A -- "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2005. There have been no material changes from the risk factors as disclosed in that report.

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

None

Item 3. Defaults Upon Senior Securities

None

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

None

Item 5. Other Information

None

Item 6. Exhibits

3.1* Articles of Incorporation: Previously filed by the Company as an Exhibit to the Company's Registration Statement on Form S-1, File No. 333-26457, and incorporated herein by reference.

3.2* By-Laws: Previously filed by the Company as an Exhibit to the Company's Registration Statement on Form S-1, File No. 333-26457, and incorporated

herein by reference.

10.1* Description of Incentive Component of Executive Officer Compensation for 2006: Previously filed as Item 1.01 of the Company's Form 8-K on March 21, 2006, and incorporated herein by reference.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates document previously filed.

- 23 -

Signatures

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

inTEST Corporation

Date: May 12, 2006

/s/ Robert E. Matthiessen
Robert E. Matthiessen
President and Chief Executive Officer

Date: May 12, 2006

/s/ Hugh T. Regan, Jr.
Hugh T. Regan, Jr.
Treasurer and Chief Financial Officer

Index to Exhibits

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