

ENVIRONMENTAL TECTONICS CORP
Form 10-Q
August 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended May 25, 2012

Commission file no: 1-10655

ENVIRONMENTAL TECTONICS CORPORATION

Pennsylvania
(State of incorporation)

23-1714256
(I.R.S. Employer Identification No.)

County Line Industrial Park
125 James Way
Southampton, Pennsylvania 18966
(Address of principal executive offices)

Registrant's telephone number: (215) 355-9100

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 Web site, 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 for such shorter period that the registrant was required to submit and post such files). Yes No

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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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting Company	<input checked="" type="checkbox"/>

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

As of August 14, 2012, there were 9,142,296 shares of the registrant's Common Stock issued and outstanding.

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

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

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

	Thirteen weeks ended	
	May 25, 2012	May 27, 2011
Net sales	\$16,070	\$16,274
Cost of goods sold	9,622	9,776
Gross profit	6,448	6,498
Operating expenses:		
Selling and marketing	1,340	1,291
General and administrative	1,883	2,087
Research and development	310	245
	3,533	3,623
Operating income	2,915	2,875
Other expenses:		
Interest expense, net	214	150
Other (income) expense, net	(3)	108
	211	258
Income before income taxes	2,704	2,617
Provision for income taxes	1,014	992
Net income	1,690	1,625
Expense (income) attributable to non-controlling interest	5	(16)
Net income attributable to Environmental Tectonics Corporation	\$1,695	\$1,609
Foreign currency translation adjustment	156	(217)
Comprehensive income	\$1,851	\$1,392
Preferred Stock dividend	(552)	(552)
Income attributable to common and participating shareholders	\$1,143	\$1,057
Per share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	\$-	\$-

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Preferred	\$0.05	\$0.05
Undistributed earnings per share:		
Common	\$0.06	\$0.05
Preferred	\$0.06	\$0.05
Diluted earnings per share		
	\$0.06	\$0.05
Basic weighted average common and participating shares:		
Common weighted average number of shares	9,136	9,105
Participating preferred shares	11,095	11,095
Total basic weighted average common and participating shares	20,231	20,200
Diluted weighted average shares:		
Basic weighted average common and participating shares	20,231	20,200
Dilutive effect of stock warrants and options	150	320
Total diluted weighted average shares	20,381	20,520

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

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

	May 25, 2012 (unaudited)	February 24, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$3,344	\$3,425
Restricted cash	6,158	6,000
Accounts receivable, net	6,124	10,695
Costs and estimated earnings in excess of billings on uncompleted long-term contracts	23,247	18,766
Inventories, net	5,517	4,145
Deferred tax assets, current	4,206	4,170
Prepaid expenses and other current assets	1,121	830
Total current assets	49,717	48,031
Property, plant, and equipment, net	14,967	14,860
Capitalized software development costs, net	609	666
Deferred tax assets, non-current, net	3,194	4,190
Other assets	14	39
Total assets	\$68,501	\$67,786
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt obligations	\$108	\$8
Accounts payable, trade	5,151	5,639
Billings in excess of costs and estimated earnings on uncompleted long-term contracts	3,399	6,519
Customer deposits	4,526	3,425
Accrued taxes	394	148
Accrued interest and dividends	997	941
Other accrued liabilities	3,630	3,565
Total current liabilities	18,205	20,245
Long-term debt obligations, less current portion:		
Credit facility payable to bank	18,141	16,716
Total long-term debt obligations, less current portion	18,141	16,716
Total liabilities	36,346	36,961
Commitments and contingencies		
Shareholders' equity:		
Cumulative convertible participating Preferred Stock, Series D, \$0.05 par value, 11,000 shares authorized; 386 shares outstanding at May 25, 2012 and February 24, 2012	386	386
Cumulative convertible participating Preferred Stock, Series E, \$0.05 par value, 25,000 shares authorized; 21,741 shares outstanding at May 25, 2012 and February 24, 2012	21,741	21,741

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Common Stock, \$0.05 par value, 50,000,000 shares authorized; 9,142,296 and 9,134,403 shares issued and outstanding at May 25, 2012 and February 24, 2012, respectively	457	456
Additional paid-in capital	9,884	9,892
Accumulated other comprehensive loss	(349)	(505)
Retained earnings (Accumulated deficit)	-	(1,186)
Total shareholders' equity before non-controlling interest	32,119	30,784
Non-controlling interest	36	41
Total shareholders' equity	32,155	30,825
Total liabilities and shareholders' equity	\$68,501	\$67,786

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

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

	Thirteen weeks ended	
	May 25, 2012	May 27, 2011
Cash flows from operating activities:		
Net income	\$1,690	\$1,625
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	453	352
Deferred tax assets	960	998
Increase in allowances for accounts receivable and inventories, net	39	16
Accretion of debt discount	25	54
Stock compensation expense	25	24
Changes in operating assets and liabilities:		
Accounts receivable	4,571	(360)
Costs and estimated earnings in excess of billings on uncompleted long-term contracts	(4,481)	(5,132)
Inventories	(1,411)	(808)
Prepaid expenses and other assets	(291)	(591)
Accounts payable, trade	(488)	868
Billings in excess of costs and estimated earnings on uncompleted long-term contracts	(3,120)	(1,680)
Customer deposits	1,101	(339)
Accrued taxes	246	-
Accrued interest and dividends	56	43
Other accrued liabilities	65	750
Net cash used in operating activities	(560)	(4,180)
Cash flows from investing activities:		
Acquisition of property, plant, and equipment	(481)	(293)
Capitalized software development costs	(22)	(98)
Net cash used in investing activities	(503)	(391)
Cash flows from financing activities:		
Borrowings under line of credit	1,425	4,818
Payment of Preferred Stock dividends	(552)	(552)
Increase in restricted cash	(158)	-
Borrowings from (payments of) other debt obligations	100	(21)
Issuance of Common Stock	11	-
Net cash provided by financing activities	826	4,245
Effect of exchange rate changes on cash	156	(217)
Net decrease in cash	(81)	(543)
Cash at beginning of period	3,425	1,423
Cash at end of period	\$3,344	\$880
Supplemental schedule of cash flow information:		
Interest paid	\$147	\$55

Income taxes paid	\$48	\$-
Supplemental information on non-cash operating and investing activities:		
Accrued dividends on Preferred Stock	\$552	\$552

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

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ENVIRONMENTAL TECTONICS CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Dollars in thousands, except per share information)

Description of Business

ETC is principally engaged in the design, manufacture, and sale of software driven products and services used to recreate and monitor the physiological effects of motion on humans, and the design, manufacture, and sale of equipment to control, modify, simulate, and measure environmental conditions. These products and services include (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) environmental testing and simulation devices; and (6) hyperbaric (100% oxygen) chambers. ETC focuses on software enhancements, product extensions, new product development, and new marketplace applications.

We operate in two primary business segments, Aerospace Solutions (“Aerospace”) and Commercial/Industrial Systems (“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. Sales of our Aerospace products are made principally to U.S. and foreign government agencies. 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; (3) hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers); and (4) parts and service support. Sales of our CIS products are made principally to the healthcare, pharmaceutical, and automotive industries.

The Company’s fiscal year is the 52- or 53-week annual accounting period ending the last Friday in February. Certain amounts from prior consolidated financial statements have been reclassified to conform to the presentation in fiscal 2013.

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying interim 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”). The Company’s corporate headquarters and main production plant are located in Southampton, Pennsylvania, USA. ETC-PZL manufactures simulators and provides software to support our domestic products. ETC-Europe functions as a sales office in the United Kingdom. All significant inter-company accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements have been prepared by ETC, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”), and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature.

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

Certain information in footnote disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America has been condensed or omitted pursuant to such rules and regulations and the financial results for the periods presented may not be indicative of the full year's results; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the 2012 fiscal year.

References to 2013 first quarter are references to the thirteen week period ended May 25, 2012. References to 2012 first quarter are references to the thirteen week period ended May 27, 2011. References to fiscal 2013 or the 2013 fiscal year are references to the fifty-two week period ending February 22, 2013. References to fiscal 2012 or the 2012 fiscal year are references to the fifty-two week period ended February 24, 2012.

Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies during fiscal 2013 as compared to what was previously disclosed in the Company's Annual Report on Form 10-K for the 2012 fiscal year.

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

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 ASU 2011-05 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.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment, which amends the guidance in ASC 350-302 on testing indefinite-lived intangible assets, other than goodwill, for impairment. Under ASU 2012-02, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before calculating the fair value of the asset. If the entity determines, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is not more likely than not (i.e., a likelihood of more than 50 percent) impaired, the entity would not need to calculate the fair value of the asset. ASU 2012-02 does not revise the requirement to test indefinite-lived intangible assets annually for impairment. In addition, ASU 2012-02 does not amend the requirement to test these assets for impairment between annual tests if there is a change in events or circumstances; however, it does revise the examples of events and circumstances that an entity should consider in interim periods. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012; early adoption is permitted. The effect of this amended guidance has been deemed immaterial since the Company does not have any indefinite-lived intangible assets.

2. Earnings per Share

The Company utilizes the two-class method for computing and presenting earnings per share. The Company currently has one class of common stock (the “Common Stock”) and 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.

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

At May 25, 2012 and February 24, 2012, 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.

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

At May 25, 2012 and May 27, 2011, there were outstanding options to purchase the Company's Common Stock totaling 270,921 and 260,921 shares at an average price of \$4.34 and \$4.44 per share, respectively. Due to the conversion price of the Common Stock options, all 270,921 shares were excluded from the calculation of diluted earnings per share as of May 25, 2012 because the effect of their conversion would be antidilutive; likewise, all 260,921 shares were also excluded from the calculation of diluted earnings per share as of May 27, 2011.

3. Accounts Receivable

The components of accounts receivable are as follows:

	May 25, 2012	February 24, 2012
	(unaudited)	
U.S. Government	\$ 2,709	\$ 4,305
U.S. Commercial	1,554	2,994
International	2,261	3,797
	6,524	11,095
Less: allowance for doubtful accounts	(400)	(400)
	\$ 6,124	\$ 10,695

4. Inventories

Inventories are valued at the lower of cost or market using the first in, first out (FIFO) method and consist of the following:

May 25, February
2012 24, 2012
(unaudited)

Raw materials	\$ 49	\$ 42
Work in process	5,468	4,103
Finished goods	-	-
	\$ 5,517	\$ 4,145

Inventory is presented net of an allowance for obsolescence of \$1,196 (raw material \$50 and work in process \$1,146), and \$1,157 (raw material \$50 and work in process \$1,107) at May 25, 2012 and February 24, 2012, respectively.

In accordance with United States generally accepted accounting principles, the Company may capitalize into property, plant, and equipment certain costs of simulation 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. Upon receipt of a contract or contracts for products which are based on this technology, such costs will be transferred initially into inventory and subsequently charged to the cost of sales for that particular contract as manufacturing costs.

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

5. Long-Term Obligations and Credit Arrangements

Lenfest Financing Transaction

On April 24, 2009, the Company 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, 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 revolving line of credit with PNC Bank (the “2007 PNC Credit Facility”) to \$20,000, and in connection with this guarantee, the pledge by Lenfest to PNC Bank of \$10,000 in marketable securities.

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. 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 Stock holders 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 stock holders. The Preferred Stock would also participate in any liquidation event with the Common Stock holders 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.

The Company has reviewed the generally accepted accounting principles 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.

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

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 May 25, 2012, \$350 of interest has been accrued for the period August 28, 2010 through May 25, 2012.

Preferred Stock Dividends

As of May 25, 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 May 25, 2012 were paid in August 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.

As of May 25, 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 May 25, 2012 were paid in August 2012.

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

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, 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 the 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

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 May 25, 2012, the unamortized balance of the deferred charge was \$110.

As of May 25, 2012, the Company's availability under the PNC Credit Agreement was \$1,077. This reflected cash borrowing under the PNC Credit Agreement of \$18,141 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.

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 May 25, 2012.

Due to the Company's accumulated deficit as of February 24, 2012, all dividends accruing through this date for the Series D and Series E Preferred Stock issuances have been recorded in the accompanying financial statements as a reduction in additional paid-in capital. The first \$509 of the \$552 in dividends accrued for during the 2013 first quarter have been recorded as a reduction to retained earnings.

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

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 Line of Credit Agreement

ETC-PZL has a line of credit in the amount of \$175 with a Warsaw bank to fund current activity. The line of credit will expire in July 2013. As of May 25, 2012, the Company’s availability under this line of credit was \$71. This reflected cash borrowing under this line of credit of \$104.

Summary of Long-Term Debt Obligations

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

	May 25, 2012 (unaudited)	February 24, 2012
Note payable to bank	\$ 18,141	\$ 16,716
ETC-PZL line of credit	104	-
Equipment lease	4	8
Total long-term debt obligations	18,249	16,724
Less: current portion of long-term debt obligations	(108)	(8)
Total long-term debt obligations, less current portion	\$ 18,141	\$ 16,716

6. Income Taxes

Effective tax rates were 37.5% and 37.9% for the 2013 first quarter and 2012 first quarter, respectively. Income tax provisions of \$1,014 and \$992 were recorded in the 2013 first quarter and the 2012 first quarter, respectively. At the end of each interim period, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year and the impact of discrete items, if any, and adjust the quarterly rate as necessary.

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

As of May 25, 2012, the Company had approximately \$20.5 million of federal net loss carryforwards available to offset future income tax liabilities, which begin to expire in 2025. In addition, the Company has the ability to offset deferred tax assets against deferred tax liabilities created for such items as depreciation and amortization.

7. Commitments and Contingencies

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

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

8. Segment Information (unaudited)

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.

The following unaudited segment information reflects the accrual basis of accounting.

Thirteen weeks ended May 25, 2012:	Aerospace	CIS	Corporate	Company Total
Net sales	\$10,479	\$5,591	\$-	\$16,070
Interest expense, net	140	74	-	214
Depreciation and amortization	298	142	13	453
Operating income (loss)	2,324	1,215	(624)	2,915
Provision for income taxes	-	-	1,014	1,014
Identifiable assets	40,984	8,667	18,850	68,501
Expenditures for segment assets	410	26	67	503

Thirteen weeks ended May 27, 2011:

Net sales	\$12,092	\$4,182	\$-	\$16,274
Interest expense, net	111	39	-	150
Depreciation and amortization	263	89	-	352
Operating income (loss)	2,473	1,238	(836)	2,875
Provision for income taxes	-	-	992	992
Identifiable assets	29,708	4,757	25,106	59,571
Expenditures for segment assets	299	92	-	391

Reconciliation to consolidated net income attributable to

Environmental Tectonics Corporation:	Thirteen weeks ended	
	May 25, 2012	May 27, 2011
Operating income	\$2,915	\$2,875
Interest expense, net	(214)	(150)
Other income (expense), net	3	(108)

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Provision for income taxes	(1,014)	(992)
Expense (income) attributable to non-controlling interest	5	(16)
Net income attributable to Environmental Tectonics Corporation	\$1,695	\$1,609

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

8. Segment Information (unaudited) (continued)

Approximately 60.1% of net sales in the 2013 first quarter, totaling \$9,657, were made to the U.S. Government under three contracts, to one Domestic commercial customer, and to one International customer. Approximately 68.9% of net sales in the 2012 first quarter, totaling \$11,220, were made to the U.S. Government under three contracts, one Domestic commercial customer, and to one International customer.

The segment information for the 2013 first quarter includes export sales of \$4,201, including sales to the Korean government of \$1,932. The segment information for the 2012 first quarter includes export sales of \$4,368, including sales to the Korean government of \$2,058.

As of both May 25, 2012 and May 27, 2011, substantially all of the Company's long-lived assets were located in the United States.

9. Subsequent Events

On June 8, 2012, the Company disclosed on a Current Report on Form 8-K that it would miss the extended deadline of June 8, 2012 to file its Annual Report on Form 10-K for the 2012 fiscal year, which was subsequently filed on August 2, 2012. As disclosed by the Company in its Form 12b-25 filed on May 24, 2012, the delay in filing its Annual Report on Form 10-K for the 2012 fiscal year 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 its Annual Report on Form 10-K for the 2012 fiscal year because the delay in filing would result in a breach of a covenant in the Company's line of credit, and the Company received from PNC Bank waivers through August 3, 2012, within which its Annual Report on Form 10-K for the 2012 fiscal year has been filed; consequently, the Company did not breach a covenant in its line of credit and remains in compliance with its bank covenants. The delay in filing the Annual Report on Form 10-K for the 2012 fiscal year contributed to the delay in filing the Form 10-Q for the 2013 first quarter, as disclosed by the Company in its Form 12b-25 filed on July 9, 2012.

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

FORWARD-LOOKING STATEMENTS

Discussions of some of the matters contained in this Quarterly Report on Form 10-Q for ETC may constitute forward-looking statements within the meaning of the Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and, as such, may involve risks and uncertainties. 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 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," "predict," "potential," "intend," or "continue," and similar expressions. These forward-looking statements involve risks and uncertainties which 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 our Annual Report on Form 10-K for the 2012 fiscal year, in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." 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 2013 first quarter are references to the thirteen week period ended May 25, 2012. References to 2012 first quarter are references to the thirteen week period ended May 27, 2011. References to fiscal 2013 or the 2013 fiscal year are references to the fifty-two week period ending February 22, 2013. References to fiscal 2012 or the 2012 fiscal year are references to the fifty-two week period ended February 24, 2012.

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) environmental testing and simulation devices; and (6) hyperbaric (100% oxygen) chambers.

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.

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; and (3) hyperbaric (100% oxygen) chambers for one person (monoplace chambers) and multiple persons (multiplace chambers), as well as parts and service support.

Net sales, operating income, identifiable assets, and other financial information regarding our segments may be found in Note 8 – Segment Information (unaudited) of the Notes to the Consolidated Financial Statements.

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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.

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. 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.

In December 2011, we learned of potential non-compliant accounting practices at one of these foreign subsidiaries, 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. Taken together, our Chief Executive Officer and Chief Financial Officer have concluded that these circumstances constitute a material weakness in our internal control over financial reporting (see Item 4. Controls and Procedures, below).

The following factors had an impact on our financial performance, cash flow, and financial position for the 2013 first quarter:

- Production under U.S. Government contracts

The Base Realignment and Closure (BRAC) Act passed by Congress in 2005 mandated base closures and consolidations through all the U.S. defense services. As a result of this Act, we were awarded three major contracts for pilot training simulators. Our fiscal 2013 opening backlog of firm orders included approximately \$39.0 million for three significant contracts including one from the U.S. Navy for a research disorientation device and two from the U.S. Air Force to provide a high performance human centrifuge and a suite of research altitude chambers. As a result of engineering and production activity on these three contracts beginning to wind down, sales to the U.S. Government decreased by \$1.2 million or 16.3% during the 2013 first quarter versus the 2012 first quarter. Although at the current time we still have a significant sales backlog with the U.S. Government for equipment being procured under the BRAC Act, given the current domestic economic conditions and political environment, it should not be assumed that any additional contracts will be awarded to us.

- Provisions for income taxes

During fiscal 2012, an income tax provision of \$2.6 million was recorded in our Consolidated Statement of Income and Comprehensive Income. This provision primarily reflected the realization of the Company's net loss carryforwards. During the 2013 first quarter, an income tax provision of \$1.0 million was recorded in our Consolidated Statement of Income and Comprehensive Income. As of May 25, 2012, the Company had approximately \$20.5 million of federal net loss carryforwards available to offset future income tax liabilities.

- The independent internal investigation by the Audit Committee of our Board of Directors

We have incurred substantial costs and diverted management resources in connection with the aforementioned independent internal investigation. In addition, the enhancements to be implemented to remediate the material weakness (see Item 4. Controls and Procedures, below) will require us to incur additional costs and to divert management resources in the upcoming fiscal quarters.

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Critical Accounting Policies

The discussion and analysis of the Company's financial condition and results of operation are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the Company's condensed financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those that reflect significant judgments and uncertainties, and potentially result in materially different results under different assumptions and conditions. For a detailed discussion on the application of these and other accounting policies, see Note 2 to the Consolidated Financial Statements, entitled Summary of Significant Accounting Policies, in the Company's Annual Report on Form 10-K for the 2012 fiscal year.

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Results of Operations

Thirteen weeks ended May 25, 2012 compared to thirteen weeks ended May 27, 2011

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

	Summary Table of Results (amounts in thousands) (unaudited)			
	Thirteen weeks ended		Variance	Variance
	May 25, 2012	May 27, 2011	\$	%
Net sales:				
Domestic	\$5,481	\$4,274	\$1,207	28.2
U.S. Government	6,388	7,632	(1,244)	(16.3)
International	4,201	4,368	(167)	(3.8)
Total net sales	16,070	16,274	(204)	(1.3)

Gross profit