

CYTRX CORP  
Form 10-Q/A  
November 14, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q/A  
(Amendment No. 1)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the quarterly period ended **June 30, 2007**

**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 0-15327  
CYTRX CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**58-1642740**  
(I.R.S. Employer Identification No.)

**11726 San Vicente Blvd.  
Suite 650  
Los Angeles, CA**  
(Address of principal executive  
offices)

**90049**  
(Zip Code)

**(310) 826-5648**

(Registrant's telephone number, including area code)

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Number of shares of CytRx Corporation Common Stock, \$.001 par value, issued and outstanding as of November 9, 2007:

90,221,370 exclusive of treasury shares.

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**EXPLANATORY NOTES**

CytRx Corporation ( CytRx, we, our, us and the Company ) is amending in certain respects our Quarterly Report Form 10-Q for the quarter ended June 30, 2007, which we sometimes refer to in this amendment as our original Form 10-Q. The purpose of this amendment is to restate our condensed consolidated financial statements for the quarter ended June 30, 2007 as described below. The restatement relates to our accounting for an equity transaction by our majority-owned subsidiary, RXi Pharmaceuticals Corporation ( RXi ), the accounting for tax withholding amounts related to common stock option exercises and the reclassification of certain general and administrative expenses as research and development expenses.

For the quarter ended June 30, 2007, we originally reported additional paid-in capital of \$2.3 million attributable to RXi's issuance to the University of Massachusetts Medical School, or UMMS, of approximately 462,000 shares of RXi common stock in payment for RXi's acquisition of four technology licenses and an invention disclosure agreement entered into with UMMS in January 2007 that should have been accounted for on our consolidated balance sheet as minority interest in RXi. This accounting correction resulted in a corresponding reduction of \$2.3 million in our additional paid-in capital and stockholders' equity as of June 30, 2007, as well as an increase in loss attributable to minority interests and a decrease in our consolidated net loss of \$176,000 for both the three-month and six-month periods ended June 30, 2007. Additionally, we originally reported \$227,000 in payroll taxes and other withholdings in connection with exercises of employee stock options as an offset to general and administrative expenses in our consolidated statements of operations for the three-month and six-month periods ended June 30, 2007. The \$227,000 is properly classified as a current liability as of June 30, 2007, which correction resulted in an increase in our consolidated net loss by the same amount for both the three-month and six-month periods ended June 30, 2007. The net effect of the correction of both of these items was a \$51,000 increase in our consolidated net loss for the three-month and six-month periods ended June 30, 2007. Our reported earnings per share for these periods were not affected by these corrections.

For the quarter ended June 30, 2007, our originally-reported general and administrative expenses included charges of approximately \$391,000 that we determined are properly classified as research and development expenses. The reclassification of these expenses will have no effect on our consolidated net loss for that period.

The following Items and Exhibits of our original Form 10-Q are amended by this amendment:

Part I Item 1. Financial Statements (unaudited)

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

Part I Item 4. Controls and Procedures

Part II Item 6. Exhibits

Exhibit 31.1 Certification of Chief Executive Officer

Exhibit 31.2 Certification of Chief Financial Officer

Exhibit 32.1 Certification of Chief Executive Officer

Exhibit 32.2 Certification of Chief Financial Officer

Except for the foregoing Items and Exhibits, this amendment does not modify any disclosures contained in our original Form 10-Q. Additionally, the text of this amendment, except for the restatement information, speaks as of the filing date of the original Form 10-Q and does not attempt to update the disclosures in our original Form 10-Q or to discuss any developments subsequent to the date of the original filing. In accordance with the rules and regulations of the Securities and Exchange Commission, the information contained in the original Form 10-Q and this amendment is subject to updated or supplemental information contained in reports filed by us with the Securities and Exchange Commission subsequent to the filing dates of the original Form 10-Q and this amendment.



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EXHIBIT 31.2

EXHIBIT 32.1

EXHIBIT 32.2

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CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2007 (Unaudited) (Restated)</b>	<b>December 31, 2006</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 69,697,571	\$ 30,381,393
Accounts receivable	1,500,000	105,930
Prepaid expense and other current assets	666,334	233,323
Total current assets	71,863,905	30,720,646
Equipment and furnishings, net	214,715	252,719
Molecular library, net	238,703	283,460
Goodwill	183,780	183,780
Deposits and prepaid insurance expense	172,418	195,835
Total assets	\$ 72,673,521	\$ 31,636,440
<b>LIABILITIES, MINORITY INTEREST AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,904,002	\$ 955,156
Accrued expenses and other current liabilities	2,960,002	2,722,478
Deferred revenue, current portion	7,329,548	6,733,350
Total current liabilities	12,193,552	10,410,984
Deferred revenue, non-current portion	11,662,413	16,075,117
Total liabilities	23,855,965	26,486,101
Commitment and Contingencies		
Minority interest in subsidiary	2,134,424	
Stockholders' equity:		
Preferred Stock, \$.01 par value, 5,000,000 shares authorized, including 5,000 shares of Series A Junior Participating Preferred Stock; no shares issued and outstanding		
Common stock, \$.001 par value, 125,000,000 shares authorized; 88,528,000 and 70,789,000 shares issued at June 30, 2007 and December 31, 2006, respectively	88,528	70,789
Additional paid-in capital	199,309,674	146,961,657
Treasury stock, at cost (633,816 shares held at June 30, 2007 and December 31, 2006, respectively)	(2,279,238)	(2,279,238)
Accumulated deficit	(150,435,832)	(139,602,869)

Total stockholders' equity	46,683,132	5,150,339
Total liabilities, minority interest and stockholders' equity	\$ 72,673,521	\$ 31,636,440

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

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**CYTRX CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Revenue:				
Service revenue	\$ 2,369,513	\$	\$ 3,816,506	\$ 60,830
Grant revenue			116,070	
Other revenue	1,000		1,000	
	2,370,513		3,933,576	60,830
Expenses:				
Research and development (includes non-cash expense as follows: \$175,000 and \$77,000 of employee stock-based compensation expense for the three months ended June 30, 2007 and 2006, respectively, \$212,000 and \$160,000 of employee stock-based compensation expense for the six months ended June 30, 2007 and 2006 respectively; \$339,000 and \$61,000 of non-employee stock-based compensation for the three months ended June 30, 2007 and 2006, respectively; \$1,315,000 and \$105,000 of non-employee stock-based compensation for the six months ended June 30, 2007 and 2006, respectively, and an aggregate 462,112 shares of RXi common stock valued at \$2,311,560 issued in exchange for licensing rights)	6,884,296	3,205,372	10,892,670	5,517,383
General and administrative (includes non-cash expense as follows: \$568,000 and \$274,000 of employee stock-based compensation for the three months ended June 30, 2007 and 2006, respectively, and \$679,000 and \$536,000 of employee stock-based compensation expense for the six months ended June 30, 2007 and 2006, respectively, and \$0 and \$58,000 of non-employee stock-based compensation for the three months ended June 30, 2007 and 2006, respectively, and \$0 and \$126,000 of non-employee stock-based compensation for the six months ended June 30, 2007 and 2006, respectively )	4,106,597	2,436,916	6,591,681	4,459,582



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	10,990,893	5,642,288	17,484,351	9,976,965
Loss before other income	(8,620,380)	(5,642,288)	(13,550,775)	(9,916,135)
Other income:				
Interest and dividend income	659,062	176,908	1,039,676	284,398
Other income	1,500,000		1,500,000	
Minority interest in losses of subsidiary	176,136		178,136	
Net loss applicable to common shareholders before deemed dividend	(6,285,182)	(5,465,380)	(10,832,963)	(9,631,737)
Deemed dividend for anti-dilution adjustment made to outstanding common stock warrants				(488,429)
Net loss applicable to common shareholders	\$ (6,285,182)	\$ (5,465,380)	\$ (10,832,963)	\$ (10,120,166)
Basic and diluted loss per common share	\$ (0.07)	\$ (0.08)	\$ (0.14)	\$ (0.15)
Weighted average shares outstanding	85,379,769	69,977,876	79,242,321	66,181,900

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

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**CYTRX CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>	
<b>Cash flows from operating activities:</b>		
Net loss	\$ (10,832,963)	\$ (9,631,737)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	121,067	138,941
Minority interest in losses of subsidiary	(178,136)	
Common stock, stock options and warrants issued for services	2,895,605	230,547
Expense related to employee and non-employee stock options	1,622,874	696,378
Net change in operating assets and liabilities	(4,431,803)	788,796
 Total adjustments	 29,607	 1,854,662
 Net cash used in operating activities	 (10,803,356)	 (7,777,075)
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(38,303)	(22,335)
 Net cash used in investing activities	 (38,303)	 (22,335)
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options and warrants	15,909,775	339,194
Net proceeds from issuances of common stock	34,248,062	12,404,360
 Net cash provided by financing activities	 50,157,837	 12,743,554
 Net increase in cash and cash equivalents	 39,316,178	 4,944,144
Cash and cash equivalents at beginning of period	30,381,393	8,299,390
 Cash and cash equivalents at end of period	 \$ 69,697,571	 \$ 13,243,534
<b>Supplemental disclosure of cash flow information:</b>		
Cash received during the period for interest received	\$ 1,039,676	\$ 248,398

**Non-Cash Financing Activities:**

In connection with the Company's adjustment to the terms of certain outstanding warrants on March 2, 2006, the Company recorded a deemed dividend of approximately \$488,000 in the six months ended June, 2006. The deemed dividend was recorded as a charge to retained earnings and a corresponding credit to additional paid-in capital.

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

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**CYTRX CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2007**  
**(Unaudited)**

**1. Description of Company and Basis of Presentation**

CytRx Corporation ( CytRx or the Company ) is a biopharmaceutical research and development company engaged in developing human therapeutic products based primarily upon our small molecule molecular chaperone amplification technology. The Company has completed a three-month Phase IIa clinical trial and six-month open-label trial extension of that trial, for its lead small molecule product candidate, arimoclomol, for the treatment of amyotrophic lateral sclerosis, which is commonly known as ALS or Lou Gehrig's disease. Arimoclomol has received Orphan Drug and Fast Track designation from the U.S. Food and Drug Administration, or FDA, and orphan medicinal product status from the European Commission for the treatment of ALS. The Company plans to initiate a Phase IIb efficacy trial of arimoclomol for this indication during the second half of 2007, subject to FDA clearance. Based on preliminary discussions with the FDA, CytRx is now considering a second efficacy clinical trial for ALS, possibly in parallel with the upcoming Phase IIb trial, to provide additional efficacy data to support a possible approval decision by the FDA. Additionally, recent preclinical animal studies indicated that arimoclomol accelerated the recovery of sensory and motor functions following a stroke, even when administered up to 48 hours after the stroke. Based upon these positive indications, the Company has announced plans to commence a Phase II clinical trial for arimoclomol in stroke recovery in the first half of 2008, subject to FDA clearance. The Company has also announced plans to commence a Phase II clinical trial with its next drug candidate, irovanadine, for diabetic foot ulcers in the first half of 2008, subject to FDA clearance. In addition, subsequent to period end, the Company opened a research and development facility in San Diego to provide it with a dedicated laboratory to accelerate its molecular chaperone drug development programs.

The Company also is engaged in developing therapeutic products based upon ribonucleic acid interference, or RNAi, which has the potential to effectively treat a broad array of diseases by interfering with the expression of targeted disease-associated genes. In order to fully realize the potential value of its RNAi technologies, in January 2007, the Company transferred to RXi Pharmaceuticals Corporation (RXi), its majority-owned subsidiary, substantially all of its RNAi-related technologies and assets in exchange for equity in RXi. These assets consisted primarily of the Company's licenses from University of Massachusetts Medical School, or UMMS, and the Carnegie Institution of Washington relating to fundamental RNAi technologies, as well as research and other equipment situated at the Company's Worcester, Massachusetts, laboratory. On April 30, 2007, the Company contributed to RXi \$15.0 million, net of expenses of approximately \$2.0 million reimbursed to it by RXi, to satisfy certain initial funding requirements under its agreements with UMMS. As a result of these transactions, CytRx owned as of June 30, 2007 approximately 86% of the outstanding capital stock of RXi. RXi is focused solely on developing and commercializing therapeutic products based upon RNAi technologies for the treatment of human diseases, with an initial focus on neurodegenerative diseases, cancer, type 2 diabetes and obesity. The Company has agreed to reduce its share of ownership of RXi to less than a majority of the outstanding voting power as soon as reasonably practicable. In order to do so, the Company has announced its intention to issue a dividend of a portion of its RXi shares to its stockholders. Any proposed dividend to its stockholders of RXi shares would be subject to approval of the CytRx board of directors and compliance with applicable Securities and Exchange Commission, or SEC, rules and the requirements of the Delaware General Corporation Law. Any such dividend may be taxable to CytRx, although any applicable taxes due may be off-set by the Company's net operating loss carryforwards; however there is no assurance that the Company's current net operating loss carryforwards will be sufficient to cover any such taxable event, and if they are not, then CytRx might be required to pay income tax.

To date, the Company has relied primarily upon sales of its equity securities and upon proceeds received upon the exercise of options and warrants and, to a much lesser extent, upon payments from its strategic partners and licensees, to generate funds needed to finance our business and operations. See Note 5 Liquidity and Capital Resources.

In August 2006, the Company received approximately \$24.3 million in proceeds from the privately-funded ALS Charitable Remainder Trust (ALSCRT) in exchange for the commitment to continue research and development of

arimoclomol and other potential treatments for ALS and a one percent royalty in the worldwide sales of arimoclomol. Under the arrangement, the Company retains the rights to any developments funded by the arrangement and the proceeds of the transaction are non-refundable. Further, the ALS Charitable Remainder Trust has no obligation to provide any further funding to the Company. Management has analyzed the transaction and concluded that due to the research and development components of the transaction that it is properly accounted for under SFAS No. 68, *Research and Development Arrangements* (SFAS No. 68). Accordingly, the Company has recorded the value

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received under the arrangement as deferred service revenue and will recognize service revenue using the proportional performance method of revenue recognition, meaning that service revenue is recognized as a percentage of actual research and development expense incurred for the research and development of arimoclomol or the development of other ALS treatments.

The accompanying condensed consolidated financial statements at June 30, 2007 and for the three and six-month periods ended June 30, 2007 and 2006 are unaudited, but include all adjustments, consisting of normal recurring entries, which the Company's management believes to be necessary for a fair presentation of the periods presented. Interim results are not necessarily indicative of results for a full year. Balance sheet amounts as of December 31, 2006 have been derived from our audited financial statements as of that date.

The financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. The financial statements should be read in conjunction with the Company's audited financial statements in its Form 10-K for the year ended December 31, 2006. The Company's operating results will fluctuate for the foreseeable future. Therefore, period-to-period comparisons should not be relied upon as predictive of the results in future periods.

The accompanying condensed consolidated financial statements have been restated to reflect corrections in our accounting for an equity transaction by RXi, the accounting for tax withholding amounts related to common stock option exercises and the classification of certain general and administrative expenses as research and development expenses. The consolidated balance sheet as of June 30, 2007 was restated to reflect an increase of \$2.3 million in minority interest in RXi (offset by approximately \$178,000 of losses attributable to that minority interest), and a corresponding reduction of \$2.3 million in additional paid-in capital and stockholders' equity, as well as a \$227,000 increase in current liabilities. The consolidated statements of operations were restated to reflect a \$51,000 increase in our consolidated net loss for the three-month and six-month periods ended June 30, 2007, in arriving at the net loss applicable to common stockholders of \$6,285,182 and \$10,832,963 for the those periods, respectively. The restated net loss applicable to common stockholders did not change the net loss per share of \$.07 and \$.14 for those periods, respectively. The consolidated statements of operations were also restated to reflect approximately \$391,000 of expenses that were reclassified from general and administrative expenses to research and development expenses for both the three-month and six-month periods ended June 30, 2007.

**2. Recent Accounting Pronouncements**

On July 13, 2006, the Financial Accounting Standards Board ( FASB ) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No. 109 ( FIN No. 48 ), to create a single model to address accounting for uncertainty in tax positions. FIN No. 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold in which a tax position be reached before financial statement recognition. FIN No. 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. The Company adopted FIN No. 48 as of January 1, 2007, as required. The adoption of FIN No. 48 did not have an impact on the Company's financial position and results of operations.

On September 15, 2006, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company does not expect SFAS No. 157 will have a significant impact on the Company's consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( SFAS No. 159 ). SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is

currently assessing the impact of SFAS No. 159 on the Company's consolidated financial statements.

In June 2007, the FASB ratified the consensus on Emerging Issues Task Force ( EITF ) Issue No. 06-11, *Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards* ( EITF 06-11 ). EITF 06-11 requires companies to recognize the income tax benefit realized from dividends or dividend equivalents that are charged to retained earnings and paid to employees for non-vested equity-classified employee share-based payment awards as an increase to additional paid-in capital. EITF 06-11 is effective for fiscal years beginning after September 15, 2007 (fiscal year 2008 for the Company). The adoption is not expected to have a material impact on the Company's consolidated financial statements.

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In June 2007, the FASB ratified the consensus reached on EITF Issue No. 07-3, *Accounting for Nonrefundable Advance Payments for Goods or Services Received for Use in Future Research and Development Activities* ( EITF 07-3 ), which requires that nonrefundable advance payments for goods or services that will be used or rendered for future research and development activities be deferred and amortized over the period that the goods are delivered or the related services are performed, subject to an assessment of recoverability. EITF 07-3 will be effective for fiscal years beginning after December 15, 2007, which will be the Company's fiscal year 2008. The Company does not expect that the adoption of EITF 07-3 will have an impact on the Company's consolidated financial statements.

**3. Basic and Diluted Loss Per Common Share**

Basic net loss per share is computed using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed using the weighted-average number of common shares and dilutive potential common shares outstanding during the period. Dilutive potential common shares primarily consist of employee stock options and warrants. Common share equivalents which potentially could dilute basic earnings per share in the future, and which were excluded from the computation of diluted loss per share, as the effect would be anti-dilutive, totaled approximately 20.4 million and 29.2 million shares at June 30, 2007 and 2006, respectively.

In connection with the Company's adjustment to the exercise terms of certain outstanding warrants to purchase common stock on March 2, 2006, the Company recorded deemed dividend of approximately \$488,000. The deemed dividend is reflected as an adjustment to net loss for the first quarter of 2006, to arrive at net loss applicable to common stockholders on the Condensed Consolidated Statement of Operations and for purposes of calculating basic and diluted loss per shares.

**4. Stock Based Compensation****CytRx Corporation**

As of June 30, 2007, an aggregate of 10,000,000 shares of common stock were reserved for issuance under the Company's 2000 Stock Option Incentive Plan, including approximately 6,294,000 shares subject to outstanding common stock options and approximately 1.9 million shares available for future grant. Additionally, the Company has one other active plan, the 1998 Long Term Incentive Plan, which includes approximately 86,000 shares subject to outstanding common stock options and approximately 30,000 shares are available for future grant. Options granted under these plans generally vest and become exercisable as to 33% of the option grants on each anniversary of the grant date until fully vested. The options will expire, unless previously exercised, not later than ten years from the grant date.

Prior to January 1, 2006, the Company accounted for its common stock based compensation plans under the recognition and measurement provisions of Accounting Principles Board No. 25, *Accounting for Stock Issued to Employees* ( APB 25 ), and related interpretations for all awards granted to employees. Under APB 25, when the exercise price of options granted to employees under these plans equals the market price of the common stock on the date of grant, no compensation expense is recorded. When the exercise price of options granted to employees under these plans is less than the market price of the common stock on the date of grant, compensation expense is recognized over the service period.

The Company's stock-based employee compensation plans are described in Note 13 to our financial statements contained in our Annual Report on Form 10-K filed for the year ended December 31, 2006. On January 1, 2006, the Company adopted SFAS 123(R), *Accounting for Stock-based Compensation (Revised 2004)* ( SFAS 123(R) ), which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees, non-employee directors, and consultants, including employee stock options. SFAS 123(R) supersedes the Company's previous accounting under APB 25 and SFAS 123, *Employee Stock-Based Compensation*, for periods beginning in fiscal 2006. In March 2005, the Securities and Exchange Commission issued SAB 107, *Share-Based Payment*, relating to SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

The Company adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of January 1, 2006. The Company's Statement of Operations as of and for the year ended December 31, 2006 reflects the impact of SFAS 123(R). In accordance with the modified prospective transition method, the Company's Statements of Operations for prior periods have not been restated to reflect, and do

not include, the impact of SFAS 123(R). Stock-based compensation expense recognized under SFAS 123(R) for the year ended December 31, 2006 was \$1.3 million.



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For stock options paid in consideration of services rendered by non-employees, the Company recognizes compensation expense in accordance with the requirements of SFAS No. 123(R) and Emerging Issues Task Force Issue No. 96-18 ( EITF 96-18 ), *Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*. Under SFAS No. 123(R), the compensation associated with stock options paid to non-employees is generally recognized in the period during which services are rendered by such non-employees. Since its adoption of SFAS 123(R) and EITF 96-18, there have been no changes to the Company's equity plans or modifications of its outstanding stock-based awards.

Non-employee option grants that do not vest immediately upon grant are recorded as an expense over the vesting period of the underlying common stock options, using the method prescribed by FASB Interpretation 28. At the end of each financial reporting period prior to vesting, the value of these options, as calculated using the Black-Scholes option pricing model, will be re-measured using the fair value of the Company's common stock and the non-cash compensation recognized during the period will be adjusted accordingly. Since the fair market value of options granted to non-employees is subject to change in the future, the amount of the future compensation expense is subject to adjustment until the common stock options are fully vested. The Company recognized approximately \$1,315,000 and \$105,000 of stock based compensation expense related to non-employee common stock options for the six-month periods ended June 30, 2007 and 2006, respectively. Included in the amount recognized in 2007 is an adjustment of approximately \$303,000 related to options granted to consultants in 2006.

During the first six months of 2007, the Company issued options to purchase 900,000 shares of its common stock. The fair value of the common stock options granted in the six month periods listed in the table below was estimated using the Black-Scholes option-pricing model, based on the following assumptions:

	<b>Six Months Ended</b>	
	<b>June 30, 2007</b>	<b>June 30, 2006</b>
Risk-free interest rate	4.43% - 4.78%	4.27% - 5.23%
Expected volatility	108.9%	117.0%
Expected lives (years)	6	6
Expected dividend yield	0.00%	0.00%

The Company's expected stock price volatility assumption is based upon the historical daily volatility of its publicly traded stock. For option grants issued during the six-month periods ended June 30, 2007 and 2006, the Company used a calculated volatility for each grant. The expected life assumptions were based upon the simplified method provided for under SAB 107, which averages the contractual term of the Company's options of ten years with the average vesting term of three years for an average of six years. The dividend yield assumption of zero is based upon the fact the Company has never paid cash dividends and presently has no intention of paying cash dividends. The risk-free interest rate used for each grant is equal to the U.S. Treasury rates in effect at the time of the grant for instruments with a similar expected life. Based on historical experience, for the six-month periods ended June 30, 2007 and 2006, the Company has estimated an annualized forfeiture rate of 15% and 10%, respectively, for options granted to its employees and 3% for each period for options granted to senior management and directors. The Company will record additional expense if the actual forfeitures are lower than estimated and will record a recovery of prior expense if the actual forfeiture rates are higher than estimated. Under provisions of SFAS 123(R), the Company recorded \$1,239,000 and \$696,000 of employee stock-based compensation for the six-month periods ended June 30, 2007 and 2006, respectively. No amounts relating to employee stock-based compensation have been capitalized. Compensation costs will be adjusted for future changes in estimated forfeitures.

At June 30, 2007, there remained approximately \$3.5 million of unrecognized compensation expense related to unvested stock options granted to employees, directors, scientific advisory board members and consultants, to be recognized as expense over a weighted-average period of 1.55 years. Presented below is the Company's stock option activity:

**Stock Options**  
**Six-Months Ended**

	<b>June 30, 2007</b>			<b>Weighted Average Exercise Price</b>
	<b>Number of Shares</b>	<b>Number of Shares</b>	<b>Total Number of Shares</b>	
	<b>(Employees)</b>	<b>(Non-Employees)</b>		
Outstanding at January 1, 2007	4,150,000	2,708,000	6,858,000	\$ 1.66
Granted	900,000		900,000	\$ 4.40
Exercised	(596,000)	(136,000)	(732,000)	\$ 1.91
Forfeited	(150,000)	(582,000)	(732,000)	\$ 1.73
Outstanding at June 30, 2007	4,304,000	1,990,000	6,294,000	\$ 2.02
Options exercisable at June 30, 2007	2,642,000	1,740,000	4,382,000	\$ 1.76

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A summary of the activity for non-vested common stock options as of June 30, 2007 is presented below:

	Number of Shares  (Employees)	Number of Shares  (Non-Employees)	Total Number of Shares	Weighted Average Grant Date Fair Value per Share
Non-vested at January 1, 2007	1,183,000	917,000	2,100,000	\$ 1.19
Granted	900,000		900,000	\$ 3.70
Forfeited	(150,000)	(582,000)	(732,000)	\$ 1.52
Vested	(272,000)	(104,000)	(376,000)	\$ 1.57
Non-vested at June 30, 2007	1,661,000	250,000	1,911,000	\$ 2.21

The following table summarizes significant ranges of outstanding common stock options under the two plans at June 30, 2007:

Range of Exercise Prices	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Options Exercisable	Weighted Average Contractual Life	Weighted Average Exercise Price
\$0.25 1.00	999,000	7.13	\$ 0.80	699,000	7.13	\$ 0.81
\$1.01 2.00	3,057,000	7.48	1.53	2,309,000	7.48	1.24
\$2.01 2.50	1,336,000	6.06	2.45	1,336,000	6.06	2.45
\$2.51 3.00	2,000	1.95	2.63	2,000	1.95	2.63
\$3.01 4.51	900,000	9.81	4.40	36,000	9.81	4.51
	6,294,000	7.45	\$ 2.02	4,382,000	6.75	\$ 1.76

The aggregate intrinsic value of outstanding options as of June 30, 2007 was \$8.8 million, of which \$6.0 million was related to exercisable options. The aggregate intrinsic value was calculated based on the positive difference between the closing fair market value of the Company's common stock on June 30, 2007 (\$3.12) and the exercise price of the underlying options. The intrinsic value of options exercised was \$847,000 for the six-month period ended June 30, 2007, and the intrinsic value of options that vested was approximately \$650,000 for the same period.

**RXi Pharmaceuticals**

RXi is a majority owned subsidiary of CytRx and has its own stock option plan, named the RXi Pharmaceuticals Corporation 2007 Incentive Plan. As of June 30, 2007, an aggregate of 1,902,000 shares of common stock were reserved for issuance under the RXi Pharmaceuticals Corporation 2007 Incentive Plan, including approximately 1,177,000 shares subject to outstanding common stock options granted under this plan and approximately 725,000 shares available for future grant. The administrator of the plan determines the times which an option may become exercisable. Vesting periods of options granted to date include vesting upon grant to vesting at the end of a five year period.

RXi which began its operations on January 8, 2006, adopted SFAS 123(R), Accounting for Stock-based Compensation (Revised 2004), which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and non-employee directors. In March 2005, the Securities and

Exchange Commission issued SAB 107, *Share-Based Payment*, relating to SFAS 123(R). RXi has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

For common stock options paid in consideration of services rendered by non-employees, RXi recognizes compensation expense in accordance with the requirements of SFAS No. 123(R) and Emerging Issues Task Force Issue No. 96-18, *Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*. Under SFAS No. 123(R), the compensation associated with common stock options paid to non-employees is generally recognized in the period during which services are rendered by such non-employees. There have been no changes to RXi's equity plans or modifications of its outstanding stock-based awards.

Non-employee option grants that do not vest immediately upon grant are recorded as an expense over the vesting period of the underlying common stock options, using the method prescribed by FASB Interpretation 28. At the end of each financial reporting period prior to vesting, the value of these options, as calculated using the Black-Scholes option pricing model, will be re-measured using the fair value of the Company's common stock and the non-cash compensation recognized during the period will be adjusted accordingly. Since the fair market value of options granted to non-employees is subject to change in the future, the amount of the future compensation expense is subject to adjustment until the common stock options are fully vested. The Company used an independent third-party valuation firm to estimate the fair market value of RXi and the fair market value of RXi options. Based on

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those estimates, RXi recognized approximately \$732,000 of stock based compensation expense related to non-employee stock options for the six-month period ended June 30, 2007.

During the first six months of 2007, the Company issued options to purchase 829,000 shares of its common stock. The fair value of the common stock options granted in the six month period listed in the table below was estimated using the Black-Scholes option-pricing model, based on the following assumptions:

	<b>Six-Months Ended June 30, 2007</b>
Risk-free interest rate	4.43% - 4.78%
Expected volatility	1.1% - 1.9%
Expected lives (years)	6
Expected dividend yield	0.00%

The fair value of RXi's common stock and RXi's expected common stock price volatility assumption is based upon an independent third-party valuation that determined the RXi corporate valuation and analyzed the volatility of a basket of comparable companies. The expected life assumptions were based upon the simplified method provided for under SAB 107, which averages the contractual term of RXi's options of ten years with the average vesting term of three years for an average of six years. The dividend yield assumption of zero is based upon the fact that RXi has never paid cash dividends and presently has no intention of paying cash dividends. The risk-free interest rate used for each grant was also based upon prevailing short-term interest rates. Based on CytRx's historical experience, for the six-month period ended June 30, 2007, RXi has estimated an annualized forfeiture rate of 15% for options granted to its employees, 8% for options granted to senior management and no forfeiture rate for the directors. RXi will record additional expense if the actual forfeitures are lower than estimated and will record a recovery of prior expense if the actual forfeiture rates are higher than estimated. Under provisions of SFAS 123(R), RXi recorded \$329,000 of employee stock-based compensation for the six-month period ended June 30, 2007. No amounts relating to employee stock-based compensation have been capitalized. As of June 30, 2007, there was \$2,700,000 of unrecognized compensation cost related to outstanding options that is expected to be recognized as a component of RXi's operating expenses through 2009. Compensation costs will be adjusted for future changes in estimated forfeitures.

At June 30, 2007, the unrecognized compensation expense related to unvested common stock options granted to employees, directors, scientific advisory board members and consultants is expected to be recognized as expense over a weighted-average period of 1.78 years. Presented below is RXi's common stock option activity:

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We currently hold one patent related to our online order entry system. We intend, if and when appropriate, to seek patent protection for any additional patentable technology. The ability to obtain patent protection involves complex legal and factual questions. Others may obtain patent protection for technologies that are important to our business, and as a result, our business may be adversely affected. In response to patents of others, we may need to license the right to use technology patented by others, or in the event that a license cannot be obtained, to design our systems around the patents of others.

**Environmental Regulation**

We are subject to various laws and governmental regulations concerning environmental matters and employee safety and health in the United States. We are also subject to regulation by the Occupational Safety and Health Administration concerning employee safety and health matters. Compliance with these federal, state and local laws and regulations related to protection of the environment and employee safety and health has had no material effect on our business. There were no material capital expenditures for environmental projects in fiscal year 2013 and there are

no material expenditures planned for such purposes in fiscal year 2014.

## Employees

As of March 31, 2013, we had 838 full-time equivalent employees. Of our full-time equivalent employees, 435 were engaged in customer and vendor service, marketing, sales and product management, 325 were engaged in fulfillment and distribution operations and 78 were engaged in administration and technology systems services. No employees are covered by collective bargaining agreements. We consider our employee relations to be excellent.

## Executive Officers

Executive officers are appointed annually by the Board of Directors and, subject to the terms of any applicable employment agreement, serve at the discretion of the Board of Directors. Information regarding our executive officers is as follows:

Name	Age	Position	
Robert B. Barnhill, Jr.	69	Chairman, President and Chief Executive Officer	Robert B. Barnhill, Jr. has served as president and chief executive officer since founding the current business in 1982. Mr. Barnhill has been a director of the Company since 1982, and has served, and continues to serve, as Chairman of the Board since November 1993.
Gerald T. Garland	62	Senior Vice President of the Product Lines of Business	Gerald T. Garland rejoined the Company in April 2003 and has served as senior vice president since April 2006. Mr. Garland has served as senior vice president of the installation, test and maintenance line of business since May 2005, as senior vice president of the mobile devices and accessories line of business since April 2004 and as senior vice president of the network infrastructure line of business since April 2003. In July 2011, Mr. Garland began serving as Senior Vice President of the Commercial Segment. Since April 2013, Mr. Garland has served as Senior Vice President of the Product Lines of Business. Between September 1999 and April 2003, Mr. Garland served as director of business development with American Express Business Services and chief financial officer of Mentor Technologies, Inc. Mr. Garland served as the Company's chief financial officer from September 1993 to September 1999.
Douglas A. Rein	53	Senior Vice President of Performance Systems and Operations	Douglas A. Rein joined the Company in July 1999 as senior vice president of performance systems and operations. Previously, he was director of operations for Compaq Computer Corporation and vice president, distribution and logistics operations for Intelligent Electronics.
Said Tofighi	58	Senior Vice President of Global Manufacturer Supply Chain and Ventev Innovations	Said Tofighi rejoined the Company in October 2000 as vice president of customer administration. In April 2005, Mr. Tofighi began serving as vice president of the customer supply chain unit and served in that capacity until May 2006, when he was appointed senior vice president, customer supply chain. In April 2007, Mr. Tofighi began serving as senior vice president of market development and sales. In July 2011, Mr. Tofighi began serving as Senior Vice President of the Retail Segment and Global Manufacturer Supply Chain. Since April 2013, Mr. Tofighi has served as Senior Vice

President of Global Manufacturer Supply Chain and Ventev® Innovations. Mr. Tofighi originally joined the Company in March 1993 and served in various leadership roles through July 1999. From July 1999 through October 2000, Mr. Tofighi worked outside the Company.

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Item 1A. Risk Factors.

We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. The following are certain risk factors that could adversely affect our business, financial position and results of operations. These risk factors and others described in this Annual Report on Form 10-K should be considered in connection with evaluating the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Additional risks and uncertainties that management is not aware of or focused on, or that management currently deems immaterial may also adversely affect our business, financial position and results of operations. If our business, financial position and results of operations are adversely affected by any of these or other adverse events, our stock price would also likely be adversely affected.

**RISKS RELATING TO OUR BUSINESS**

We face significant competition in the wireless communications distribution industry.

The wireless communications distribution industry is competitive and fragmented, and is comprised of several national distributors, as well as numerous regional distributors. In addition, many manufacturers sell and fulfill directly to customers. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessory market, and the risk of new competitors entering the market is high. Some of our current competitors have substantially greater capital resources and sales and distribution capabilities than we do. In response to competitive pressures from any of our current or future competitors, we may be required to lower selling prices in order to maintain or increase market share, and such measures could adversely affect our operating results.

We typically purchase and sell our products and services on the basis of individual sales or purchase orders, and even in those cases where we have standing agreements or arrangements with our customers and vendors, those agreements and arrangements typically contain no purchase or sale obligations and are otherwise terminable by either party upon several months or otherwise short notice.

Our sales to customers and our purchases from vendors are largely governed by individual sales or purchase orders, so there is no guarantee of future business. In some cases, we have formal agreements or arrangements with significant customers or vendors, but they are largely administrative in nature and are terminable by either party upon several months or otherwise short notice, and they typically contain no purchase or sale obligations. If our vendors or suppliers refuse to, or for any reason are unable to supply products to us, and if we are not able to procure those products from alternative sources, we may not be able to maintain appropriate inventory levels to meet customer demand and our financial position and results of operations would be adversely affected. Similarly, if customers decide to make purchases from other sources, experience significant changes in demand internally or from their own customer bases, become financially unstable, or are acquired by another company, our ability to generate revenues from these customers may be significantly affected, resulting in an adverse affect on our financial position and results of operations.



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The loss or any change in the business habits of key customers or vendors, including the recent loss of our AT&T third party logistics retail supply chain relationship, may have a material adverse affect on our financial position and results of operations.

Because our standing arrangements and agreements with our customers and vendors typically contain no purchase or sale obligations and are terminable by either party upon several months or otherwise relatively short notice, we are subject to significant risks associated with the loss or change at any time in the business habits and financial condition of key customers or vendors. In fiscal year 2013, sales to our largest customer relationship, AT&T Mobility, accounted for approximately 30% of total revenues. The transition of our 3PL retail store supply chain business with AT&T was completed in the fourth quarter of our fiscal 2013, and revenues from this business have therefore terminated.

In January 2011, we reported that AT&T was assessing cost reduction business model changes that could affect our supply chain relationship with them. In July 2011, AT&T agreed to purchase a larger portion of its device accessory purchases from us in exchange for a lower per unit cost. Accordingly, beginning in the third quarter of fiscal 2012, we experienced significant increases in shipments and revenues, with an accompanying decrease in associated gross profit percentage. In April 2012, AT&T informed us that they intended to begin to transition their 3PL retail store supply chain business from us in the second quarter of our fiscal 2013. As of our fiscal 2013 year end, this business was fully transitioned. The transition and termination of this relationship and loss of the associated revenues will most likely result in a reduction in our overall revenues in fiscal 2014. However, this business carried a lower margin than does our continuing non-AT&T business, and as a result the impact on gross profit, while still significant, is not expected to be as significant on a relative basis. Separately, we see potential to increase gross profit in our non-AT&T business. If we are successful in increasing gross profit in our non-AT&T business, and in controlling expenses, we believe that we will be able to offset at least some of the loss in profits from transition of the AT&T relationship. There can be no assurances, however, that we will be successful in these efforts or that our financial position and results of operations will not suffer.

Sales of products purchased from our largest vendor, Otter Products, LLC (Otter) generated approximately 9% of our total revenues in fiscal 2013. Much of this concentration, however, is attributable to our 3PL retail store supply chain business for AT&T, which as described above fully transitioned from TESSCO to a third party logistics provider as of yearend fiscal 2013. The terms of our current business relationship with Otter had been set to expire in March 2013 and as such, we engaged in discussions with them regarding revised terms of our relationship. Effective January 2013, Otter and TESSCO agreed on new terms for our business relationship, which continues for sales outside of the AT&T retail store supply chain relationship.

We have experienced the loss and changes in the business habits of significant customer and vendor relationships in the past and expect to do so in the future. It is the nature of the business. Over the past decade, however, we have generally been successful in replacing significant customer and vendor relationships when lost. However, the loss of customer relationships like AT&T, and the corresponding reduction in the volume of product sales identified to those relationships, can affect our negotiating ability with vendors supplying those products. This can affect our margins in sales of those products to other customers. If we are unable to replace those products at favorable pricing and terms, or if we are unable to offer those products to our customers at all, our competitiveness may suffer and result in reduced revenues and profits. There can be no assurance that we will be successful in replacing any of our current or future relationships if and when lost, or in the event of a substantial reduction in revenues from any such relationship.

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Our business depends on the continued tendency of wireless equipment manufacturers and network operators to outsource aspects of their business to us in the future.

We provide functions such as distribution, inventory management, fulfillment, customized packaging, e-commerce solutions, and other outsourced services for many wireless manufacturers and network operators. Certain wireless equipment manufacturers and network operators have elected, and others may elect, to undertake these services internally. Additionally, our customer service levels, industry consolidation, competition, deregulation, technological changes or other developments could reduce the degree to which members of the global wireless industry rely on outsourced logistic services such as the services we provide. Any significant change in the market for our outsourced services could have a material adverse effect on our business. Our outsourced services are generally provided under short-term contractual arrangements. The failure to obtain renewals or otherwise maintain these agreements on terms, including price, consistent with our current terms could have a material adverse effect on our business.

We require substantial capital to operate, and the inability to obtain financing on favorable terms will adversely impact our business, financial position and results of operations.

Our business requires substantial capital to operate and to finance accounts receivable and product inventory that are not financed by trade creditors. We have historically relied upon cash generated from operations, revolving credit facilities and trade credit from our vendors to satisfy our capital needs and finance growth. As the financial markets change and new regulations come into effect, the cost of acquiring financing and the methods of financing may change. Changes in our credit rating or other market factors may increase our interest expense or other costs of capital, or capital may not be available to us on competitive terms to fund our working capital needs. Our credit facilities and long-term debt arrangements are of specified terms and contain various financial and other covenants that may limit our ability to borrow or limit our flexibility in responding to business conditions. While we generally expect to either extend or replace our credit facilities at term expirations, there can be no assurances that we will be able to do so on favorable terms, or at all. The inability to maintain or when necessary obtain adequate sources of financing could have an adverse affect on our business. Our current revolving credit facility expires in May 2014. Some of our existing financing instruments involve variable rate debt, thus exposing us to risk of fluctuations in interest rates. Such fluctuations in interest rates could have an adverse affect on our business, financial position and results of operations. We may in the future use interest rate swaps in an effort to achieve a desired proportion of fixed and variable rate debt. We would utilize these derivative financial instruments to enhance our ability to manage risk, including interest rate exposures that exist as part of our ongoing business operations. However, our use of these instruments may not effectively limit or eliminate our exposure to a decline in operating results due to changes in interest rates.

Our ability to borrow funds under our credit agreement could be constrained by the level of eligible receivables and inventory.

Our borrowing availability under our existing revolving credit facility is limited to certain amounts of eligible accounts receivable and inventory. If the value of eligible accounts receivable and inventory were to decrease significantly, the amount available for borrowing under the facility could decrease. The fiscal year 2013 transition of our AT&T business has not had a significant impact on our overall inventory and accounts receivable balances, which are currently used in the calculation of the borrowing base under our existing revolving credit facility. As of the end of fiscal 2013, our asset balance continues to support the full amount available under our current facility and our earnings have kept us in compliance with all current debt covenants.

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The ongoing weakness in the global economic environment may have significant effects on our customers and suppliers that could result in material adverse effects on our business, operating results, and stock price.

Notwithstanding the slow economic recovery in the U.S., the ongoing weakness in the global economic environment – which has included, among other things, significant reductions in available capital and liquidity from banks and other providers of credit, substantial reductions and/or fluctuations in equity and currency values worldwide, significant decreases in consumer confidence and consumer and business spending, high rates of unemployment and concerns that the worldwide economy may continue to experience significant challenges – may materially adversely affect our customers’ access to capital or willingness to spend capital on our products, and/or their levels of cash liquidity with which to pay for our products. In addition, our suppliers’ access to capital and liquidity may continue to be affected, which may in turn adversely impact their ability to maintain inventories, production levels, and/or product quality, or cause them to raise prices or lower production levels, or result in their ceasing operation.

The potential effects of the weakness in the global economic environment are difficult to forecast and mitigate. As a consequence, our operating results for a particular period may be more difficult to predict. Any of the foregoing effects could have a material adverse effect on our results of operations and financial condition, and could adversely affect our stock price.

We may be unable to successfully execute our merchandising and marketing strategic initiatives.

We are focusing our sales and marketing efforts and initiatives to maximize sales. If we fail to successfully execute these initiatives, our business, financial position and results of operations could be adversely affected.

The telecommunications products marketplace is dynamic and challenging because of the continued introduction of new products and services.

We must constantly introduce new products, services and product features to meet competitive pressures. We may be unable to timely change our existing merchandise sales mix in order to meet these competitive pressures, which may result in increased inventory costs, inventory write-offs or loss of market share.

Additionally, our inventory may also lose value due to price changes made by our significant vendors, in cases where our arrangements with these vendors do not provide for inventory price protection, or in cases that the vendor is unable or unwilling to provide these protections.

Consolidation among wireless service carriers could result in the loss of significant customers.

The wireless service carrier industry has experienced significant consolidation in recent years. If any of our significant customers or partners are acquired or consolidate with other carriers, or are otherwise involved in any significant transaction that results in them ceasing to do business with us, or significantly reducing the level of business that they do with us, our revenues from those customers could be significantly affected, possibly resulting in an adverse affect on our financial position and results of operations.

The failure of our information systems or inability to upgrade them could have a material adverse effect on our business, financial position and results of operations.

We are highly dependent upon our internal computer and telecommunication systems to operate our business. There can be no assurance that our information systems will not fail or experience disruptions, that we will be able to attract and retain qualified personnel necessary for the operation of such systems, that we will be able to expand and improve our information systems, that we will be able to convert to new systems efficiently as necessary, or that we will be able to integrate new programs effectively with our existing programs. Any of such problems, or any significant damage or destruction of these systems, could have an adverse effect on our business, financial position and results of operations.

We depend heavily on e-commerce, and website security breaches or Internet disruptions could have a material adverse effect on our business, financial position and results of operations.

We rely on the Internet (including TESSCO.com®) for a significant percentage of our orders and information exchanges with our customers. The Internet and individual websites have experienced a number of disruptions and slowdowns, some of which were caused by organized attacks. In addition, some websites have experienced security breakdowns. There can be no assurances that our website will not experience any material breakdowns, disruptions or breaches in security. If we were to experience a security breakdown, disruption or breach that compromised sensitive information, this could harm our relationship with our customers or suppliers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our customers and suppliers from accessing information or placing orders. This could have an adverse effect on our business, financial position and results of operations.

The inability to hire or retain certain key professionals, management and staff could adversely affect our business, financial condition and results of operations.

The nature of our business includes (but is not limited to) a high volume of transactions, business complexity, wide geographical coverage, and broad scope of products, suppliers, and customers. In order to compete, we must attract, retain and motivate executives and other key employees, including those in managerial, technical, sales, marketing and support positions. Hiring and retaining qualified executives, information technology and business generation personnel are critical to our business. We rely heavily upon our senior management team. The loss of any of these individuals, particularly our President and the Chairman of our Board of Directors, Robert B. Barnhill, Jr., could have a material adverse effect on our business, financial position and results of operations. In the fall of 2012, our then Chief Financial Officer left the company. He has not yet been replaced and in the meantime his duties have been assumed by other officers. For example, Mr. Barnhill now performs the function of or similar to that of Principal Financial Officer, and Aric Spitulnik, our Controller, has assumed the role of Principal Accounting Officer. These additional responsibilities place additional demands on these individuals and as a result, they may be less effective in their overall performance.

To attract, retain and motivate qualified employees, we rely heavily on stock-based incentive awards such as Performance Stock Units (PSUs). If performance targets associated with these PSUs are not met, or the value of such stock awards does not appreciate as measured by the performance of the price of our common stock and/or if our other stock-based compensation otherwise ceases to be viewed as a valuable benefit, our ability to attract, retain and motivate our employees could be adversely impacted, which could negatively affect our business, financial position and results of operations and/or require us to increase the amount we spend on cash and other forms of compensation. Our ability to issue PSUs is also limited by the provisions of and our available shares under our current and/or future stock incentive plans, which may be subject to shareholder approval. As of the end of the year, there were 536,303 shares available for future awards under our incentive plans and we have no immediate plans to get shareholder

approval for an increase in such number.

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Also, in fiscal year 2012, in order to address possible concern regarding the number of equity awards that may be granted in a given year, the Board of Directors determined that it will not, absent stockholder approval indicating or permitting otherwise, make awards under the 1994 Plan over the following three fiscal year period (fiscal 2012, 2013 and 2014) for a number of shares in excess of an average annual rate over the three year period equal to 5.84% of the weighted average number of shares of our common stock projected to be outstanding during each fiscal year.

These items may limit our ability to grant certain performance based equity instruments and therefore may have an adverse effect on our continued ability to attract and retain, and motivate, our employees.

The damage or destruction of any of our principal distribution or administrative facilities could materially adversely impact our business, financial position and results of operations.

If any of our distribution centers in Hunt Valley, Maryland or Reno, Nevada, were to be significantly damaged or destroyed, we could suffer a loss of product inventory and our ability to conduct our business in the ordinary course could be materially and adversely affected. Similarly, if our office locations in Maryland, Nevada or Texas were to be significantly damaged or destroyed, our ability to conduct marketing, sales and other corporate activities in the ordinary course could be adversely affected.

We depend on third parties to manufacture products that we distribute and, accordingly, rely on their quality control procedures.

Product manufacturers typically provide limited warranties directly to the end consumer or to us, which we generally pass through to our customers. If a product we distribute for a manufacturer has quality or performance problems, our ability to provide products to our customers could be disrupted, which could adversely affect our operations.

We are subject to potential declines in inventory value.

We are subject to the risk that the value of our inventory will decline as a result of price reductions by vendors or technological obsolescence. It is the policy of many of our vendors to protect distributors from the loss in value of inventory due to technological change or the vendors' price reductions. Some vendors (including those who manufacture our proprietary products), however, may be unwilling or unable to pay us for price protection claims or products returned to them under purchase agreements. No assurance can be given that such practices to protect distributors will continue, that unforeseen new product developments will not adversely affect us, or that we will be able to successfully manage our existing and future inventories.

Our future operating results depend on our ability to purchase a sufficient amount of finished goods and bulk inventory to meet the demands of our customers.

Our ability to meet customers' demands depends, in part, on our ability to obtain timely and adequate delivery of inventory from our suppliers. We have experienced shortages in the past that have negatively impacted our operations. Although we work closely with our suppliers to avoid these types of shortages, there can be no assurances that we will not encounter these problems in the future. Furthermore, certain of our components are available only from a single source or limited sources. We may not be able to diversify sources in a timely manner. A reduction or interruption in supplies or a significant increase in the price of supplies could have a negative impact on our results of operations or financial condition.



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If our business does not perform well, or if we otherwise experience a decline in the fair values of a portion or all of our business, we may be required to recognize impairments of our intangible or other long-lived assets, which could adversely affect our results of operations or financial condition.

Goodwill and indefinite lived intangible assets are initially recorded at fair value and are not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators are present. In assessing the recoverability of goodwill and indefinite lived intangible assets, we make estimates and assumptions about sales, operating margin, growth rates and discount rates based on our budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors. Goodwill and indefinite lived asset valuations have been calculated using an income approach based on the present value of future cash flows of each reporting unit. We could be required to evaluate the recoverability of goodwill and indefinite lived assets prior to the annual assessment if we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of our business or sustained market capitalization declines. These types of events and the resulting analyses could result in goodwill and indefinite lived asset impairment charges in the future. Impairment charges could substantially affect our financial results in the periods of such charges. In addition, impairment charges would negatively impact our financial ratios and could limit our ability to obtain financing in the future. As of March 31, 2013, we had \$12.5 million of goodwill and indefinite lived intangible assets, which represented approximately 6.5% of total assets. All goodwill and intangible assets have been allocated to the Commercial segment.

Deferred income tax represents the tax effect of the differences between the book and tax bases of assets and liabilities. Deferred tax assets are assessed periodically by management to determine if they are realizable. Factors in management's determination include the performance of the business, projections of future taxable income, and the feasibility of ongoing tax planning strategies. If based on available information, it is more likely than not that the deferred income tax asset will not be realized then a valuation allowance must be established with a corresponding charge to net income. Such charges could have a material adverse effect on our results of operations or financial condition.

Our future results of operations may be impacted by the prolonged weakness in the current economic environment which may result in an impairment of any goodwill recorded and/or other long lived assets or the recording of a valuation allowance on our deferred tax assets, which could adversely affect our results of operations or financial condition.

We primarily rely on trademark filings and confidentiality agreements to protect our intellectual property rights.

In an effort to protect our intellectual property, including our product data, customer information and information technology systems, through trademark filings and nondisclosure, confidentiality and trade secret agreements, we typically require our employees, consultants and others having access to this information or our technology to execute confidentiality and non-disclosure agreements. These agreements, however, may not provide us with adequate protection against improper use or disclosure of confidential information, and these agreements may be breached. A breach of confidentiality could adversely affect our business. In addition, in some situations, these agreements may conflict with, or be subject to, the rights of third parties with whom our employees, consultants and others have previous employment or consulting relationships. Also, others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets. Adequate remedies may not exist in the event of unauthorized use or disclosure of our confidential information. The disclosure of our proprietary information or trade secrets could impair our competitive position and could have a material adverse affect on our business, financial condition and results of operations. Others may obtain patent protection for technologies that are important to our business, and as a result, our business, financial position and results of operations may be adversely



affected. In response to patents of others, we may need to license the rights to use the technology patented by others, or in the event that a license cannot be obtained, design our systems around the patents of others. There can be no assurances as to our ability to obtain any such licenses or to design around the patents of others, and our inability to do so could have an adverse affect on our business, financial position and results of operations.

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We offer credit to our customers and, therefore, are subject to significant credit risk.

We sell our products to a large and diverse customer base. We finance a significant portion of such sales through trade credit, typically by providing 30-day payment terms. As a result, our business could be adversely affected in the event of a deterioration of the financial condition of our customers, resulting in the customers' inability to repay us. This risk may increase if there is a general economic downturn affecting a large number of our customers and in the event our customers do not adequately manage their business or properly disclose their financial condition.

We intend to explore additional growth through acquisitions.

As part of our growth strategy, we may continue to pursue the acquisition of companies that either complement or expand our existing business. As a result, we regularly evaluate potential acquisition opportunities, which may be material in size and scope. In addition to those risks to which our business and the acquired businesses are generally subject to, the acquisition of these businesses gives rise to transactional and transitional risks, and the risk that the anticipated benefits will not be realized.

Risks associated with the foreign suppliers from whom our products are sourced could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers. Global sourcing of many of the products we sell is an important factor in our financial performance. Since the onset of the weakness in the global economic environment in 2008, certain of our suppliers, particularly those in the far east, have experienced financial difficulties and we believe it is possible that a limited number of suppliers may either cease operations or require increased prices in order to fulfill their obligations. Changes in our relationships with suppliers or increases in the costs of purchased raw materials, component parts or finished goods could result in delays, inefficiencies or our inability to market products. In addition, our profit margins would decrease if prices of purchased raw materials, component parts, or finished goods increase and we are unable to pass on those increases to our customers.

We rely on independent shipping companies to deliver inventory to us and to ship products to customers.

We rely on arrangements with independent shipping companies, for the delivery of our products from vendors and to customers. The failure or inability of these shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have a material adverse affect on our business. We may also be adversely affected by an increase in freight surcharges due to rising fuel costs and added security. This could adversely impact our selling, general and administrative expenses or lead to price increases to our customers which could decrease customer demand for our products.

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Changes in accounting rules could have a material adverse impact on our results of operations.

We prepare our financial statements in conformity with accounting principles generally accepted in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, the Public Company Accounting Oversight Board, the United States Securities and Exchange Commission (SEC), the American Institute of Certified Public Accountants and various other bodies formed to interpret and create appropriate accounting policies. A change in these policies or a new interpretation of an existing policy could have a significant effect on our reported results and may affect our reporting of transactions.

Changes in income tax and other regulatory legislation.

We operate in compliance with applicable laws and regulations and make plans for our structure and operations based upon existing laws and anticipated future changes in the law. When new legislation is enacted with minimal advance notice, or when new interpretations or applications of existing laws are made, we may need to implement changes in our policies or structure. We are susceptible to unanticipated changes in legislation, especially relating to income and other taxes, import/export laws, hazardous materials and other laws related to trade, accounting and business activities. Such changes in legislation may have a significant adverse effect on our business.

We may be subject to litigation.

We may be subject to legal claims or regulatory matters involving stockholder, consumer, antitrust, intellectual property and other issues. Litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or other adverse affects. Were an unfavorable ruling to occur, there exists the possibility of a material adverse impact on our business, financial position and results of operations for the period in which the ruling occurred or future periods.

We may incur product liability claims which could be costly and could harm our reputation.

The sale of our products involves risk of product liability claims against us. We have also been increasing the sales of TESSCO private labeled products and providing an increased level of support services, including product and network designs. We currently maintain product liability insurance, but our product liability insurance coverage is subject to various coverage exclusions and limits and may not be obtainable in the future on terms acceptable to us, or at all. We do not know whether claims against us with respect to our products and services, if any, would be successfully defended or whether our insurance would be sufficient to cover liabilities resulting from such claims. Any claims successfully brought against us could adversely affect our financial condition, and if substantial and relating to our products or industry generally, could affect our business as a whole.

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Our expanding offering of private labeled products may have a negative impact on our relationship with our manufacturer partners.

Our product offering includes a growing number of our own proprietary products, which represented approximately 8% of our sales in fiscal 2013. Our proprietary products often compete with other manufacturers' branded items that we offer. A manufacturer may choose to not sell its products to us, or may substantially increase the price of products to us, in response to the competition created by the sales of our proprietary branded products. Either could have a material adverse effect on our business and financial performance.

Claims that our products infringe the proprietary rights of others could harm our business and cause us to incur significant costs.

Our industry has increasingly been subject to patent and other intellectual property rights litigation, particularly from special purpose entities that seek to monetize their intellectual property rights by asserting claims against others. We expect this trend to continue and accelerate and expect that we may be required to defend against this type of litigation, not only asserted against our own intellectual property rights, but also against the intellectual property of products which we have purchased for resale.

## RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

A significant portion of our voting stock is controlled by our executive officers, directors and beneficial owners of 5% or more of our common stock.

Our executive officers, directors and beneficial owners of 5% or more of our common stock and their affiliates, in the aggregate, beneficially owned approximately 47% of our outstanding common stock as of March 31, 2013. Robert B. Barnhill, Jr., our chairman, president and chief executive officer beneficially owned approximately 23% of our outstanding common stock as of March 31, 2013. Should these shareholders decide to act together, they would have the ability to significantly influence all matters requiring shareholder approval, including the election of directors and any significant corporate transaction requiring shareholder approval.

Without approval of our Board of Directors, it may be difficult for a third party to acquire control of the Company. This could affect the price of our common stock.

Certain provisions of our certificate of incorporation and bylaws, certain arrangements to which we are party, and applicable provisions of the Delaware General Corporation Law (DGCL) may each make it more difficult for or may prevent a third party from acquiring control of us or changing our Board of Directors and management. These provisions include advance notice bylaws and limitations on the removal of directors other than for cause, and then only upon the affirmative vote of 75% of our outstanding common stock. We are also afforded the protections of Section 203 of the DGCL, which will prevent us from engaging in a business combination with a person who acquires at least 15% of our common stock for a period of three years from the date such person acquired such common stock, unless Board of Director or shareholder approval were obtained. Some believe that the provisions described above, as well as any resulting delay or prevention of a change of control transaction or changes in our Board of Directors or management, could deter potential acquirers or prevent the completion of a transaction in which our shareholders could receive a substantial premium over the then current market price for their shares. We, on the other hand, believe that these provisions serve to protect our shareholders against abusive takeover tactics, to preserve and maximize the value of the Company for all shareholders, and to better ensure that each shareholder will be treated fairly in the event of an unsolicited offer to acquire the Company.



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Potential uncertainty resulting from unsolicited acquisition proposals and related matters may adversely affect our business.

In the past we have received, and in the future we may receive, unsolicited proposals to acquire our company or our assets. For example, in September 2010, the Board of Directors received an unsolicited non-binding proposal from Discovery Group for the acquisition of all of our stock not then owned by Discovery Group. At the time, Discovery owned approximately 14% of the Company's then outstanding common stock. The review and consideration of acquisition proposals and related matters could require the expenditure of significant management time and personnel resources. Such proposals may also create uncertainty for our employees, customers and vendors. Any such uncertainty could make it more difficult for us to retain key employees and hire new talent, and could cause our customers and vendors to not enter into new arrangements with us or to terminate existing arrangements. Additionally, we and members of our board of directors could be subject to future lawsuits related to unsolicited proposals to acquire us. Any such future lawsuits could become time consuming and expensive.

Our quarterly operating results are subject to significant fluctuation.

Our operating results have fluctuated from quarter to quarter in the past, and we expect that they will continue to do so in the future. Our earnings may not continue to grow at rates similar to the growth rates achieved in recent years and may fall short of either a prior fiscal period or investors' expectations. Most of our operating expenses, such as compensation expenses, do not vary directly with the amount of sales and are difficult to adjust in the short term. As a result, if sales in a particular quarter are below expectations for that quarter, we may not proportionately reduce operating expenses for that quarter, and therefore such a sales shortfall would have a disproportionate effect on our net income for the quarter.

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Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters and primary distribution center, known as the Global Logistics Center (GLC), is located in a Company-owned 184,000 square-foot facility north of Baltimore, in Hunt Valley, Maryland. Our sales, marketing and administrative offices are located in leased office space near the GLC. On February 15, 2011, this lease was amended and now expires on December 31, 2017. Monthly rent payments range from \$153,300 to \$177,700 throughout the remaining lease term. In addition, we lease 66,000 square feet of office and warehouse space adjacent to the GLC in Hunt Valley, Maryland. On February 23, 2011, this lease was amended and now expires on July 31, 2014 and provides us with an ongoing annual option to terminate the lease. Monthly rent for the facility ranges from \$27,500 to \$33,000 throughout the lease term. Additional sales and marketing offices are located in leased office space in San Antonio, Texas. Our San Antonio office moved to a new location in January 2013. Monthly rent payments range from \$14,700 to \$16,900 and the lease expires October 31, 2018. West coast sales and fulfillment are facilitated by our Company-owned 115,000 square-foot Americas Sales & Logistics Center (ALC) located in Reno, Nevada. The ALC is used to configure and fulfill product and supply chain solutions, provide disaster backup for the GLC, and allow for future growth of staffing and increased fulfillment capabilities. While we anticipate the need for additional space, we believe our existing facilities are generally adequate for our current requirements and that suitable additional space will be available as needed to accommodate future expansion of our operations. The GLC is encumbered by a deed of trust as security for a term loan. See Note 7 to our Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K. Both of our business segments use all of our properties for either sales or fulfillment purposes.

Item 3. Legal Proceedings.

Lawsuits and claims are filed against us from time to time in the ordinary course of business. We do not believe that any lawsuits or claims currently pending against the Company, individually or in the aggregate, are material, or will have a material adverse affect on our financial condition or results of operations. In addition, from time to time, we are also subject to review from federal and state taxing authorities in order to validate the amounts of income, sales and/or use taxes which have been claimed and remitted. No federal, state and local income tax returns are currently under examination, except for a Texas income tax audit for the 2008 and 2009 tax years.

Item 4. Mine Safety Disclosures

Not applicable.

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## Part II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock has been publicly traded on the NASDAQ Global Select Market, since September 28, 1994, under the symbol "TESS." The quarterly range of prices per share during fiscal years 2012 and 2013 are as follows:

	High	Low	Dividends Declared
Fiscal Year 2012			
First Quarter	\$ 13.48	\$ 10.31	\$ 0.10
Second Quarter	16.35	10.79	0.15
Third Quarter	14.92	12.00	0.15
Fourth Quarter	26.53	13.55	0.15
Fiscal Year 2013			
First Quarter	\$ 26.46	\$ 17.80	\$ 0.18
Second Quarter	23.51	17.08	0.18
Third Quarter	23.25	18.53	0.93
Fourth Quarter	26.00	21.00	0.18

As of May 21, 2013, the number of shareholders of record of the Company was 116. We estimate that the number of beneficial owners as of that date was approximately 3,479.

On July 28, 2009, we announced that our Board of Directors determined to commence a dividend program and we have since declared dividends on a quarterly basis. Any future declaration of dividends and the establishment of any corresponding record and payment dates remains subject to further determination from time to time by the Board of Directors. Additional information with respect to the quarterly dividends declared in fiscal years 2013 and 2012 is contained in our Selected Financial Data. The declaration and payment of future dividends will depend on many factors, including, but not limited to, our earnings, financial condition, business development needs and regulatory considerations, and is at the discretion of our Board of Directors. Until December 30, 2011, our revolving credit facility limited the amount of cash dividends that we may pay to \$5.0 million annually. As of December 30, 2011, this amount was increased to \$6.25 million in any twelve month period. Additionally, on November 30, 2012 this agreement was further amended to allow for a special onetime dividend of \$0.75 per share of common stock, or \$6.04 million, paid on December 27, 2012.

During the first quarter of fiscal year 2004, our Board of Directors approved a stock buyback program. As of March 31, 2013, the Board of Directors has authorized the purchase of up to 3,593,350 shares of outstanding common stock under the stock buyback program. Shares may be purchased from time to time in the open market, by block purchase, or through negotiated transactions, or possibly other transactions managed by broker-dealers. No time limit has been set for completion or expiration of the program. Through the end of the fiscal year 2013, we had repurchased 3,505,187 shares through the program for approximately \$30.7 million, or an average price of \$8.76 per share. Of the total shares repurchased, 2,300 were repurchased in fiscal year 2011 at an average price of \$13.96 per share and no shares were repurchased in fiscal 2012 and 2013. An aggregate of 88,163 shares remain available for repurchase under this program. We also withhold shares from our employees and directors from time to time to facilitate employees'



minimum federal and state tax withholdings related to vested performance stock units, restricted stock and exercised stock options. For fiscal years 2013 and 2012 the total value of shares withheld for taxes were \$2,161,900 and \$1,197,900, respectively.

Our revolving credit facility and term loan with Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association) and SunTrust Bank limit to \$30.0 million the aggregate dollar value of shares that may be repurchased from May 31, 2007 forward. At March 31, 2013, we had the ability to repurchase approximately \$16.3 million in additional shares of our common stock without violating this covenant.

The information required by Item 201(d) of Regulation S-K, pursuant to paragraph (a) of Item 5 of Form 10-K, is incorporated by reference to the information set forth under the caption “Equity Compensation Plan Information” in the Company’s Proxy Statement for the 2013 Annual Meeting of Shareholders, which is anticipated to be filed pursuant to Regulation 14A no later than one hundred twenty (120) days following the end of the fiscal year reported on.

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## Stock Performance Graph

The graph set forth below shows the value of an investment of \$100 on March 30, 2008 in each of the Company's Common Stock, the Russell 2000 Index and a peer group for the period of March 30, 2008 to March 31, 2013. The graph assumes that all dividends, if any, were reinvested.

	3/30/2008	3/29/2009	3/28/2010	3/27/2011	4/1/2012	3/31/13
TESSCO Technologies Incorporated	\$ 100.00	\$ 52.60	\$ 158.44	\$ 122.09	\$ 274.79	\$ 249.84
Russell 2000	100.00	63.86	102.44	125.80	128.62	149.59
Old Peer Group 1	100.00	80.02	122.08	155.02	202.54	207.54
New Peer Group 2	100.00	81.88	121.25	155.61	208.98	218.39

1 – The old peer group consists of the following: Ingram Micro Inc., W.W. Grainger, Inc., Anixter International Inc., ScanSource, Inc., Brightpoint, Inc., Tech Data Corp and InfoSonics Corporation.

2 – The new peer group consists of the following: Ingram Micro Inc., W.W. Grainger, Inc., Anixter International Inc., ScanSource, Inc., and InfoSonics Corporation.

The peer group was selected based on a review of publicly available information about these companies and the Company's determination that they are engaged in business similar to that of the Company. Note two companies have been removed from our peer group: Brightpoint, Inc, as they have been acquired; and Tech Data Corp, as they are currently going through a restatement.

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## Item 6. Selected Financial Data.

	Fiscal Years Ended				
	March 31, 2013	April 1, 2012	March 27, 2011	March 28, 2010	March 29, 2009
<b>STATEMENT OF INCOME DATA</b>					
Revenues	\$752,565,000	\$733,389,900	\$605,219,200	\$522,031,500	\$483,007,200
Cost of goods sold	605,525,800	584,733,700	471,938,600	398,706,300	361,155,000
Gross profit	147,039,200	148,656,200	133,280,600	123,325,200	121,852,200
Selling, general and administrative expenses	117,820,600	121,652,400	117,305,100	108,269,000	110,656,400
Income from operations	29,218,600	27,003,800	15,975,500	15,056,200	11,195,800
Interest, net	224,200	292,900	420,600	318,300	664,300
Income before provision for income taxes	28,994,400	26,710,900	15,554,900	14,737,900	10,531,500
Provision for income taxes	11,200,500	10,274,000	5,536,700	5,599,100	4,203,500
Net income	\$17,793,900	\$16,436,900	\$10,018,200	\$9,138,800	\$6,328,000
Diluted earnings per share (1)(2)	\$2.15	\$2.03	\$1.27	\$1.19	\$0.82
Cash dividends declared per common share (1)	\$1.47	\$0.55	\$0.40	\$0.20	\$--
<b>Percentage of Revenues</b>					
Revenues	100.0	% 100.0	% 100.0	% 100.0	% 100.0
Cost of goods sold	80.5	79.7	78.0	76.4	74.8
Gross profit	19.5	20.3	22.0	23.6	25.2
Selling, general and administrative expenses	15.7	16.6	19.4	20.7	22.9
Income from operations	3.9	3.7	2.6	2.9	2.3
Interest, net	0.0	0.1	0.1	0.1	0.1
Income before provision for income taxes	3.9	3.6	2.6	2.8	2.2
Provision for income taxes	1.5	1.4	0.9	1.1	0.9
Net income	2.4	% 2.2	% 1.7	% 1.8	% 1.3
<b>SELECTED OPERATING DATA</b>					
Average non-consumer buyers per month	13,000	13,000	12,700	12,400	12,200
Average consumer buyers per month	120	500	700	800	1,500
Return on assets (3)	9.0	% 9.1	% 6.4	% 6.8	% 4.8
Return on equity (4)	18.1	% 19.1	% 13.5	% 14.1	% 10.5
<b>BALANCE SHEET DATA</b>					
Working capital	\$76,551,700	\$65,779,800	\$49,379,000	\$46,793,200	\$36,625,000
Total assets	194,300,000	202,497,700	158,701,800	151,346,700	118,652,600
Short-term debt	249,700	249,200	359,100	380,000	361,400
Long-term debt	2,458,300	2,708,000	2,959,100	3,328,000	3,481,700
Shareholders' equity	102,802,600	93,651,900	78,880,100	69,645,200	60,166,200

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- (1) All per share numbers prior to March 27, 2011 have been retroactively restated for all periods presented to reflect the May 26, 2010 stock dividend in order to effect a 3-for-2 stock split.
- (2) Diluted earnings per share prior to March 28, 2010 have been adjusted to show the effects of adoption of the FASB standard addressing accounting for participating securities under the two-class method. See Note 13 to the Consolidated Financial Statements included in Item 8 to this Annual Report on Form 10-K for the fiscal year ended March 31, 2013 for further discussion.
- (3) Net income divided by the average total assets.
- (4) Net income divided by the average total equity.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This Management's Discussion and Analysis of Results of Operations and Financial Condition (MD&A) should be read in conjunction with the other sections of this Annual Report on Form 10-K, including Part I, "Item 1: Business," Part II, "Item 6: Selected Financial Data," and Part II, "Item 8: Financial Statements and Supplementary Data." The various sections of this MD&A contain a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing, including Part I, "Item 1A: Risk Factors." Our actual results may differ materially from those described in any such forward-looking statement.

Business Overview and Environment

TESSCO Technologies Incorporated (TESSCO, we, or the Company) architects and delivers innovative product and value chain solutions to support wireless systems. Although we sell products to customers in over 100 countries, approximately 98% of our sales are to customers in the United States. We have operations and office facilities in Hunt Valley, Maryland, Reno, Nevada and San Antonio, Texas.

The Company evaluates its business and customer base in two segments – commercial and retail. The commercial segment includes: (1) public carriers, contractors, and program managers that are generally responsible for building and maintaining the infrastructure system and provide airtime service to individual subscribers; (2) private system operators and governments including commercial entities such as major utilities and transportation companies, federal agencies and state and local governments that run wireless networks for their own use; and (3) commercial dealers and resellers that sell, install and/or service cellular telephone, wireless networking, broadband and two-way radio communications equipment primarily for the enterprise market. The retail segment includes: (1) retailers, dealer agents and carriers; and (2) our Major 3PL Relationship (our largest customer, AT&T).

We offer a wide range of products that are classified into four business categories: base station infrastructure; network systems; installation, test and maintenance; and mobile devices and accessories. Base infrastructure products are used to build, repair and upgrade wireless telecommunications. Sales of traditional base station infrastructure products, such as base station radios, cable and transmission lines and antennas are in part dependent on capital spending in the wireless communications industry. Network systems products are used to build and upgrade computing and Internet networks. We have also been growing our offering of wireless broadband, network equipment, security and surveillance products, which are not as dependent on the overall capital spending of the industry. Installation, test and maintenance products are used to install, tune, and maintain wireless communications equipment. This category is made up of sophisticated analysis equipment and various frequency-, voltage- and power-measuring devices, replacement parts and components as well as an assortment of tools, hardware and supplies required by service technicians. Mobile devices and accessory products include cellular phone and data device accessories. Our customers generally have the ability to purchase any of our product categories, but base station infrastructure, network systems and installation, test and maintenance products are primarily sold into our commercial segment, while mobile device and accessories products are primarily sold into our retail segment.

Our largest customer relationship, AT&T, a Tier 1 cellular carrier purchasing phone accessories, accounted for approximately 30% of our total revenues during fiscal year 2013. In April 2012, we were notified by AT&T of their intention to transition their 3PL retail store supply chain business, which makes up the vast majority of the Company's AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. As this transition continued toward completion, revenues from this relationship for the fourth quarter declined significantly, although resulting in a lesser relative impact on overall profits. This reduction in revenue for the second half of fiscal 2013 was more than fully offset by an increase in the Company's non-AT&T revenues during the fiscal year. While we expect no revenue

in 2014 for the transitioned 3PL business, we do expect to continue to supply product to this customer's other programs and supply proprietary Ventev® products to AT&T retail stores. Due to the loss of this 3PL relationship, which generated \$213.5 million in revenues during fiscal 2013, we do expect to have a significant decline in overall revenues in fiscal 2014.

The wireless communications distribution industry is competitive and fragmented, and is comprised of several national distributors. In addition, many manufacturers sell direct. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessory market, and the risk of new competitors entering the market is high. Consolidation of larger wireless carriers has and will most likely continue to impact our current and potential customer base. In addition, the agreements or arrangements with our customers or vendors looking to us for product and supply chain solutions are typically of limited duration and are terminable by either party upon several months or otherwise short notice. Our ability to maintain these relationships is subject to competitive pressures and challenges. We believe, however, that our strength in service, the breadth and depth of our product offering, our information technology system, our large customer base and our purchasing relationships with approximately 375 manufacturers provide us with a significant competitive advantage over new entrants to the market. Results of Operations

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## Results of Operations

The following tables summarize the results of our operations for fiscal years 2013, 2012 and 2011:

(Dollars in thousands, except per share data)

	2013	2012	2012 to 2013		2011	2011 to 2012	
			\$ Change	% Change		\$ Change	% Change
Segment Revenues							
Commercial Segment:							
Public Carriers, Contractors & Program Managers	\$ 111,146	\$ 73,824	\$ 37,322	50.6 %	\$ 87,010	\$ (13,186 )	(15.2 %)
Private & Government System Operators	121,313	129,129	(7,816 )	(6.1 %)	108,520	20,609	19.0 %
Commercial Dealers & Resellers	138,737	125,431	13,306	10.6 %	117,213	8,218	7.0 %
Total Commercial Revenues	371,196	328,384	42,812	13.0 %	312,743	15,641	5.0 %
Retail Segment:							
Retailers, Independent Dealer Agents & Carriers	167,895	153,803	14,092	9.2 %	137,676	16,127	11.7 %
Major 3PL relationship	213,474	251,203	(37,729 )	(15.0 %)	154,800	96,403	62.3 %
Total Retail Revenues	381,369	405,006	(23,637 )	(5.8 %)	292,476	112,530	38.5 %
Total Revenues	\$ 752,565	\$ 733,390	\$ 19,175	2.6 %	\$ 605,219	\$ 128,171	21.2 %

(Dollars in thousands, except per share data)

	2013	2012	2012 to 2013		2011	2011 to 2012	
			\$ Change	% Change		\$ Change	% Change
Segment Gross Profit							
Commercial Segment:							
Public Carriers, Contractors & Program Managers	\$ 24,183	\$ 17,101	\$ 7,082	41.4 %	\$ 20,139	\$ (3,038 )	(15.1 %)

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Private & Government System Operators	33,596	35,860	(2,264 )	(6.3 %)	28,978	6,882	23.7 %
Commercial Dealers & Resellers	38,345	35,393	2,952	8.3 %	31,717	3,676	11.6 %
Total Commercial Gross Profit	96,124	88,354	7,770	8.8 %	80,834	7,520	9.3 %
Retail Segment:							
Retailers, Independent Dealer Agents & Carriers	35,903	33,421	2,482	7.4 %	29,947	3,474	11.6 %
Major 3PL relationship	15,012	26,881	(11,869 )	(44.2 %)	22,500	4,381	19.5 %
Total Retail Gross Profit	50,915	60,302	(9,387 )	(15.6 %)	52,447	7,855	15.0 %
Total Gross Profit	\$ 147,039	\$ 148,656	\$ (1,617 )	(1.1 %)	\$ 133,281	\$ 15,375	11.5 %
Selling, general and administrative expenses	117,821	121,652	(3,831 )	(3.1 %)	117,305	4,347	3.7 %
Income from operations	29,218	27,004	2,214	8.2 %	15,976	11,028	69.0 %
Interest, net	224	293	(69 )	(23.5 %)	421	(128 )	(30.4 %)
Income before provision for income taxes	28,994	26,711	2,283	8.5 %	15,555	11,156	71.7 %
Provision for income taxes	11,200	10,274	926	9.0 %	5,537	4,737	85.6 %
Net income	\$ 17,794	\$ 16,437	\$ 1,357	8.3 %	\$ 10,018	\$ 6,419	64.1 %
Diluted earnings per share	\$ 2.15	\$ 2.03	\$ 0.12	5.9 %	\$ 1.27	\$ 0.76	59.8 %

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Fiscal Year 2013 Compared to Fiscal Year 2012

**Revenues.** Revenues for fiscal year 2013 increased 2.6% as compared to fiscal year 2012, due to a 13.0% increase in commercial segment revenues partially offset by a 5.8% decrease in retail segment revenues. The increase in commercial segment revenues was due to a significant increase in our public carrier, contractor and program manager market, a smaller increase in our commercial dealers and resellers market, and was partially offset by a decline in sales to our private and government system operators market. The retail reduction in sales was a result of a 15.0% decrease in sales to our Major 3PL relationship, AT&T, partially offset by 9.2% sales growth in our retailers, independent dealer agents and carriers market. As noted above, in April 2012, we were notified by AT&T of their intention to transition their 3PL retail store supply chain business, which made up the vast majority of the Company's historical AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. This transition was completed by the close of our fiscal 2013.

**Gross Profit.** Gross profit decreased 1.1% in fiscal year 2013 compared to fiscal year 2012, due to a 15.6% decrease in our retail segment partially offset by an 8.8% increase in our commercial segment. Within the retail segment, our Major 3PL relationship market showed a decrease in sales, with a larger decrease of 44.2% in gross profit due to the transition of the AT&T third party logistics retail supply chain business. This decrease in gross profit was partially offset by a 7.4% increase in the retailers, independent dealer agents and carriers market. The increase in our commercial segment was driven by increases in our public carrier, contractor and program manager market and our commercial dealers and resellers, and was partially offset by a decline from our private and government system operators market. Overall gross profit margin decreased to 19.5%, compared to 20.3% in fiscal year 2012, primarily driven by the continued decline in AT&T gross margin. Excluding our Major 3PL relationship, gross profit margin decreased from 25.4% in fiscal year 2012 to 24.5% in fiscal year 2013, due in part to higher dollar, lower margin public carrier, contractor and program manager market sales. We account for inventory at the lower of cost or market, and as a result, write-offs/write-downs occur due to damage, deterioration, obsolescence, changes in prices and other causes.

Our ongoing ability to earn revenues and gross profits from customers and vendors looking to us for product and supply chain solutions is dependent upon a number of factors. The terms, and accordingly the factors, applicable to each relationship often differ. Among these factors are the strength of the customer's or vendor's business, the supply and demand for the product or service, including price stability, changing customer or vendor requirements, and our ability to support the customer or vendor and to continually demonstrate that we can improve the way they do business. In addition, the agreements or arrangements on which our customer and vendor relationships are based are typically of limited duration, typically do not include any obligation in respect of any specific product purchase or sale and are terminable by either party upon several months or otherwise short notice. Our customer relationships could also be affected by wireless carrier consolidation or the global financial crisis.

**Selling, General and Administrative Expenses.** Total selling, general and administrative expenses decreased by 3.1% during fiscal year 2013 as compared to fiscal year 2012. Total selling, general and administrative expenses as a percentage of revenues decreased from 16.6% in fiscal year 2012 to 15.7% in fiscal year 2013, due to a decrease in selling, general and administrative expenses, partially offset by the slight increase of revenues as discussed above.

The largest factors contributing to the overall decrease in total selling, general and administrative expenses were decreased AT&T market development expenses and decreased pay for performance bonus expense, partially offset by increased corporate support expenses.

Marketing expenses decreased by \$2.7 million, or 32.7%, in fiscal year 2013 as compared to fiscal year 2012, primarily related to a decrease in AT&T market development expenses, which are completely variable to sales units.



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Pay for performance bonus expense (including both cash and equity plans) decreased by \$5.1 million in fiscal year 2013 as compared to fiscal year 2012. Our bonus programs are all based on annual performance targets. The relationship between expected performance and actual performance led to lower bonus accruals in fiscal 2013 than in fiscal 2012.

As previously reported, effective November 27, 2012, David M. Young ceased to serve as TESSCO's Chief Financial Officer. In connection with his departure, Mr. Young was paid 1.65 times his base salary, or \$499,125, and the sum of \$102,424, as the prorated amount of any Value Share incentive compensation due for the current fiscal year. Additionally, in accordance with the terms of the applicable agreements, all of Mr. Young's earned but not yet vested PSU shares (30,563 shares) vested and were issued. The impact of these payouts and accelerated vesting, net of previously accrued bonus and PSU amortization that was reversed, was approximately \$550,000.

Corporate support expense increased approximately \$1.4 million, or 21.5%, in fiscal year 2013 as compared to the fiscal year 2012. This increase was primarily related to slightly higher bad debt expense in addition to higher new product development costs related to our proprietary power product line.

We continually evaluate the credit worthiness of our existing customer receivable portfolio and provide an appropriate reserve based on this evaluation. We also evaluate the credit worthiness of prospective and current customers and make decisions regarding extension of credit terms to such customers based on this evaluation. Accordingly, we recorded a provision for bad debts of \$1,197,300 and \$458,700 for fiscal year 2013 and fiscal year 2012, respectively. Bad debt expense during fiscal year 2012 was unusually low due to significant bad debt recoveries, with fiscal year 2013 being much more representative of our historical bad debt expense levels.

Interest, Net. Net interest expense decreased from \$292,900 in fiscal year 2012 to \$224,200 in fiscal year 2013, primarily due to decreased average borrowings on our revolving credit facility as well as the repayment in full of a loan from the Maryland Economic Development Corporation.

Income Taxes, Net Income and Diluted Earnings Per Share. The effective tax rates in fiscal year 2013 and 2012 were 38.6% and 38.5%, respectively. As a result of the factors discussed above, net income and diluted earnings per share for fiscal year 2013 increased 8.3% and 5.9%, respectively, compared with fiscal year 2012.

Commercial Segment. Revenues in our commercial segment totaled \$371.2 million in fiscal year 2013, compared to \$328.4 million in the prior year, a 13.0% increase. Gross profit totaled \$96.1 million, an 8.8% increase as compared to last year. Within this segment, the public carrier, contractor and program manager market grew revenues by 50.6% and gross profits by 41.4%. This growth was primarily driven by a need by our customers to increase bandwidth and upgrade their infrastructure to accommodate increasing wireless traffic. The need for increased bandwidth was echoed in our commercial dealers and resellers market, with revenue growth of 10.6% and gross profit growth of 8.3%. We continue to see strong opportunities for our proprietary and customized solutions in this market, as these customers continue to build and enhance their own private wireless applications. The private and government system operators market revenue declined 6.1% and gross profit declined by 6.3%, due to economic uncertainties as well as government spending cuts.

Our direct expenses in this segment totaled \$42.8 million, a 3.2% increase compared to the fiscal year 2012. Therefore, total segment net profit contribution (see Note 9 to the Consolidated Financial Statements) was \$53.3 million, a 13.7% increase over the prior year.

Retail Segment. Revenues in our retail segment totaled \$381.4 million in fiscal year 2013, representing a 5.8% decrease from the prior year. Gross profit totaled \$50.9 million, a 15.6% decrease. These decreases are due to the

transition of our Major 3PL relationship, AT&T, which showed a 15.0% revenue decrease and a 44.2% gross profit decrease. Revenues in our retailer, dealer agent and carrier market increased as compared to last year, up 9.2%, with a 7.4% increase in gross profit as a result of increased sales from independent agents and dealers.

Our direct expenses in this segment totaled \$27.7 million in fiscal year 2013, a 7.5% decrease over the prior year period, primarily due to decreased market development expenses for AT&T, which are completely variable to sales. Therefore, total segment net profit contribution was \$23.2 million for fiscal year 2013, a 23.5% decrease over the prior year period.

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Fiscal Year 2012 Compared to Fiscal Year 2011

**Revenues.** Revenues for fiscal year 2012 increased 21.2% as compared to fiscal year 2011, due to a 38.5% increase in retail segment revenues and a 5.0% increase in commercial segment revenues. The retail sales growth was largely a result of a 62.3% increase in sales to our Major 3PL relationship, AT&T, which had expanded their relationship with us during the third quarter of fiscal 2012, but also due to an 11.7% increase in sales to our retailers, independent dealer agents and carriers market. As noted above, in April 2012, we were notified by AT&T of their intention to transition their third party logistics retail store supply chain business, which makes up the vast majority of the Company's AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. The increase in commercial segment revenues was due to a significant increase in our private and government system operators market, a smaller increase in our commercial dealers and resellers market, and was partially offset by a decline in sales to our public carrier, contractor and program manager market. During fiscal year 2012, sales of our proprietary products increased 4.2%, as compared to the prior year. However, due to the significant increase in overall sales, and the fact that proprietary product sales represented only a small percentage of the increased AT&T sales on a dollar basis, proprietary product sales decreased to 8.6% of total sales compared to 10.0% of total sales in the prior year. Because our proprietary products generally carry higher gross margins than our other non-proprietary third party products, the increased sales of proprietary products on a dollar basis contributed to the margin growth we experienced during the year in sales to other than our Major 3PL relationship customer (see detailed explanation below).

**Gross Profit.** Gross profit increased 11.5% in fiscal year 2012 compared to fiscal year 2011, due to a 15.0% increase in our retail segment and 9.3% increase in our commercial segment. Within the retail segment, our Major 3PL relationship market showed a considerable increase in sales, but the impact on overall gross profit was lessened by the lower margins we experienced in sales to AT&T resulting from the business relationship expansion. The increase in our commercial segment gross profit was driven by increases in our private and government market and our commercial dealers and resellers, and was partially offset by a decline from our public carrier, contractor and program manager market. Overall gross profit margin decreased to 20.3%, compared to 22.0% in fiscal year 2011, driven by the expanded lower margin AT&T business. However, excluding our Major 3PL relationship market, gross profit margin increased from 24.6% in fiscal year 2011 to 25.3% in fiscal year 2012, due in part to pricing adjustments, product mix and lower excess and obsolete inventory writeoffs.

**Selling, General and Administrative Expenses.** Total selling, general and administrative expenses increased by 3.7% during fiscal year 2012 as compared to fiscal year 2011. Total selling, general and administrative expenses as a percentage of revenues decreased from 19.4% in fiscal year 2011 to 16.6% in fiscal year 2012, due to the increase of revenues as discussed above, offset by a less significant increase in selling, general and administrative expenses.

The largest factors contributing to the overall increase in total selling, general and administrative expenses were increased AT&T market development expenses and increased pay for performance bonus expense, partially offset by decreased compensation and benefits, freight out, and sales promotion expenses.

Marketing expenses increased by \$1.8 million, or 27.4%, in fiscal year 2012 as compared to fiscal year 2011, primarily related to an increase in AT&T market development expenses, which are completely variable to sales.

Pay for performance bonus expense (including both cash and equity plans) increased by \$8.9 million in fiscal year 2012 as compared to fiscal year 2011. Because our reward programs are performance based, our strong results during fiscal year 2012 resulted in increased bonus expense.

Compensation and benefits expense decreased approximately \$3.8 million in fiscal year 2012 compared to fiscal year 2011. This decrease was primarily related to position consolidations made during the fourth quarter of fiscal year

2011.

Freight expense decreased by approximately \$1.7 million, or 11.4%, in fiscal year 2012. This was a result of more efficient operational flow and fewer pounds shipped as compared to fiscal year 2011.

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Sales promotions declined by \$1.1 million, or 35.8%. This was primarily a result of decreased travel and trade shows expense.

We recorded a provision for bad debts of \$458,700 and \$1,050,500 for fiscal year 2012 and fiscal year 2011, respectively. During fiscal year 2012, we experienced lower bad debt expense in part due to recoveries of amounts previously reserved or written off as well as better collection experience.

Interest, Net. Net interest expense decreased from \$420,600 in fiscal year 2011 to \$292,900 in fiscal year 2012, primarily due to decreased average borrowings on our revolving credit facility as well as a lower variable rate on our term loan.

Income Taxes, Net Income and Diluted Earnings Per Share. The effective tax rates in fiscal year 2012 and 2011 were 38.5% and 35.6%, respectively. The lower than normal tax rate in fiscal year 2011 was primarily attributable to a one-time reduction in our uncertain tax position reserve as a result of a lapse in the applicable statute of limitations. Absent this one-time adjustment, the tax rate for fiscal year 2011 would have been 38.2%. As a result of the factors discussed above, net income and diluted earnings per share for fiscal year 2011 increased 64.1% and 59.8%, respectively, compared with fiscal year 2011.

Commercial Segment. Revenues in our commercial segment totaled \$328.4 million in fiscal year 2012, compared to \$312.7 million in the prior year, a 5.0% increase. Gross profit totaled \$88.4 million, a 9.3% increase as compared to last year. Within this segment, the commercial dealers and resellers market grew revenues by 7.0% and gross profits by 11.6%. The private system operator and government market grew revenues by 19.0% and gross profits by 23.7%. We continue to see strong opportunities for our proprietary and customized solutions in this market, as these customers continue to build and enhance their own private wireless applications. The public carrier, contractor and program manager market revenue declined 15.2% and gross profit declined by 15.1%, as carriers continued to delay significant network builds.

Our direct expenses in this segment totaled \$41.5 million, an 11.9% decline compared to the fiscal year 2011, due to a decrease in compensation and marketing expenses. Therefore, total segment net profit contribution (segment gross profit less segment direct expenses) was \$46.9 million, a 38.9% increase over the prior year.

Retail Segment. Revenues in our retail segment totaled \$405.0 million in fiscal year 2012, representing a 38.5% increase from the prior year. Gross profit totaled \$60.3 million, a 15.0% increase. These increases are primarily due to significantly higher sales to our Major 3PL relationship market (AT&T), which showed a 62.3% revenue increase and a 19.5% gross profit increase, both resulting from the previously discussed expansion of this relationship. Revenues in our retailer, dealer agent and carrier market also increased as compared to last year, up 11.7%, with a 11.6% increase in gross profit, a result of changes in product and customer mix, pricing adjustments and lower inventory write-offs.

Our direct expenses in this segment totaled \$30.0 million in fiscal year 2012, a 4.8% decrease over the prior year period, a result of lower compensation and freight costs, partially offset by increased market development expenses for AT&T, which are completely variable to sales. Therefore, total segment net profit contribution was \$30.3 million for fiscal year 2012, a 44.7% increase over the prior year period.

## Liquidity and Capital Resources

In summary, our cash flows were as follows:

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	2013	2012	2011
Cash flow provided by operating activities	\$ 3,352,400	\$ 21,745,500	\$ 12,038,100
Cash flow used in investing activities	(5,354,000 )	(6,513,700 )	(7,694,200 )
Cash flow used in financing activities	(11,742,000 )	(5,198,400 )	(3,824,400 )
Net (decrease) increase in cash and cash equivalents	\$ (13,743,600 )	\$ 10,033,400	\$ 519,500

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We generated \$3.4 million of net cash from operating activities in fiscal year 2013. Our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense) and a decrease in accounts receivable, partially offset by an increase in product inventory and decreases in trade accounts payable and accrued payroll, benefits and taxes. The decrease in accounts receivable is related to the AT&T transition. The increase in inventory is intended to improve service levels to support increased customer demand and improve availability. The decrease in trade accounts payable is related to the AT&T transition, causing lower AT&T inventory purchases and lower accruals related to AT&T market development funds, partially offset by higher non-AT&T inventory purchases. The decrease in accrued payroll, benefits and taxes was driven by higher bonus accruals in fiscal 2012 (and their subsequent payouts in fiscal 2013) compared to bonus accruals in fiscal 2013.

In fiscal year 2012, our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense), as well as an increase in trade accounts payable, partially offset by an increase in trade accounts receivables and product inventory. The increase in trade accounts payable was largely due to the timing and credit terms of inventory receipts, including those related to an expansion of our AT&T relationship during the third and fourth quarters of fiscal year 2012. The increase in trade accounts receivable was primarily due to the timing of sales and collections, as well as the fact that we have granted extended payment terms to certain large customers. The increased inventory levels were to support growing sales, including the significant increase in sales to AT&T during the third and fourth quarters of fiscal year 2012, and to improve our inventory availability for our other customers.

In fiscal year 2011, our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense), as well as an increase in trade accounts payable, partially offset by an increase in trade accounts receivables and a decrease in accrued payroll, benefits and taxes. The increase in trade accounts payable was largely due to the timing and credit terms of inventory receipts. The increase in trade accounts receivable was primarily due to the timing of sales and collections, as well as the fact that we have granted extended payment terms to certain large customers. The decrease in accrued payroll, benefits and taxes was primarily due to the decline in bonuses accrued for fiscal year 2011 as compared to 2010.

Capital expenditures of \$5.4 million in fiscal year 2013 were down from expenditures of \$6.5 million in fiscal year 2012. In fiscal year 2013, capital expenditures were largely comprised of \$1.6 million for leasehold improvement and \$1.0 million for furniture and fixtures expenditures, related to a build-out and reorganization of our administrative offices and \$2.2 million for investments in information technology. Fiscal year 2012 capital expenditures primarily consisted of \$2.3 million for leasehold improvement and \$1.4 million for furniture and fixtures expenditures, related to a build-out and reorganization of our administrative offices, and \$2.0 million for investments in information technology. Fiscal year 2011 capital expenditures of \$4.8 million primarily consisted of investments in information technology. A portion of the leasehold improvement expenditures for both 2012 and 2013 were reimbursed to us by our landlord during the respective fiscal year, pursuant to the applicable terms of our lease. We received payments of \$0.6 million, \$1.2 million, and \$0.9 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively, for tenant improvement. In addition to investments in capital expenditures, cash flows used in investing activities in fiscal year 2011 was also impacted by cash earn-out payments of \$2.9 million under our acquisition agreement with TerraWave Solutions, Ltd. and GigaWave Technologies, Ltd. These earn-out payments were based on the achievement of certain earnings thresholds during the four-year earn-out period under the acquisition agreement. On April 21, 2006, we acquired substantially all the non-cash net assets of TerraWave Solutions, Ltd. and its commonly owned affiliate, GigaWave Technologies, Ltd. for an initial cash payment of approximately \$3.9 million, and potential additional cash earn-out payment obligations accruing over a four-year period, contingent on the achievement by the TerraWave/GigaWave business unit post-acquisition of certain minimum earnings thresholds. The total purchase price of the acquisition, including all earn-out payments, was approximately \$13.1 million.

Cash flows used in financing activities were primarily related to cash dividends paid to shareholders and purchases of stock from employees and directors for minimum tax withholdings related to equity compensation, partially offset by the excess tax benefit from stock-based compensation and proceeds from issuance of stock. The significant increase in cash used in financing activities during fiscal 2013 was caused primarily by the payment of a special dividend of \$0.75 per share of common stock on December 27, 2012. During fiscal year 2011, we purchased 2,300 shares of our outstanding common stock pursuant to our stock buyback program, while none were purchased during fiscal year 2012 or 2013. From the beginning of our stock buyback program (the first quarter of fiscal year 2004), through the end of fiscal year 2011, a total of 3,505,187 shares have been purchased under this program for approximately \$30.7 million, or an average price of \$8.76 per share. The Board of Directors has authorized the purchase of up to 3,593,350 shares in the aggregate, and therefore, 88,163 shares remained available to be purchased as of the end of fiscal year 2013. We expect to fund future purchases, if any, from working capital and/or our revolving credit facility. No timetable has been set for the completion or expiration of this program. We also withhold shares from our employees and directors, at their request, equal to the minimum federal and state tax withholdings related to vested equity grants. For fiscal years 2013 and 2012 this totaled \$2,161,900 and \$1,197,900, respectively.

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We have a term loan in the original principal amount of \$4.5 million from Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association) and SunTrust Bank, that is payable in monthly installments of principal and interest with the balance due at maturity, which was modified as described below. The note bore interest at a floating rate of LIBOR plus 1.75% until June 30, 2011 whereupon the modified terms as described below took effect. The note is secured by a first position deed of trust encumbering the Company-owned real property in Hunt Valley, Maryland. The loan is subject to generally the same financial covenants as are applicable to our revolving credit facility, and had a balance of \$2.6 million as of March 31, 2013.

On May 20, 2011, but effective July 1, 2011, we entered into a loan modification agreement with Wells Fargo Bank, National Association, and SunTrust Bank to extend the maturity date of the term loan to July 1, 2016. The key provisions of the loan otherwise remained the same, except that commencing July 1, 2011, the interest rate changed to a floating rate of LIBOR plus 2.00%.

We are party to an unsecured revolving credit facility with SunTrust Bank and Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association), with interest payable monthly at the LIBOR rate plus an applicable margin. Borrowing availability under this facility is determined in accordance with a borrowing base, and the applicable credit agreement includes financial covenants, including a minimum tangible net worth, minimum cash flow coverage of debt service, and a maximum funded debt to EBITDA ratio. These financial covenants also apply to the separate but related term loan secured by our Hunt Valley, Maryland facility discussed below. The terms applicable to our revolving credit facility and term loan also limit our ability to engage in certain transactions or activities, including (but not limited to) investments and acquisitions, sales of assets, payment of dividends, issuance of additional debt and other matters. As of March 31, 2013 we had a zero balance outstanding on our \$35.0 million revolving credit facility; therefore, we had \$35.0 million available on our revolving line of credit facility, subject to the limitations imposed by the borrowing base and our continued compliance with the other applicable terms, including the covenants discussed above. On December 30, 2011, we entered into a Sixth Modification Agreement with SunTrust Bank and Wachovia Bank, National Association which provided for certain modifications to the provisions applicable to the credit facility, including extending the term from May 30, 2012 to May 31, 2013. This term was further extended to May 31, 2014 by the Eighth Modification Agreement dated December 21, 2012. On November 30, 2012, we entered in to a Seventh Modification Agreement to allow for the special dividend discussed above.

The terms of this revolving credit facility, as amended, allow us to repurchase up to \$30.0 million of our common stock (measured forward to the present date from the date of inception of the Credit Agreement, May 31, 2007) and allow for the payment of up to \$6.25 million of dividends in any 12 month period, not including the special one-time dividend of \$6.04 million paid in December 2012. As of March 31, 2013, we had repurchased an aggregate of \$13.7 million of common stock since May 31, 2007, leaving \$16.3 million available for future repurchases, without the consent of our lenders or a further amendment to the terms of the facility.

Pursuant to the relevant documents, the financial covenants included in the Credit Agreement for the unsecured revolving credit facility are also applicable to our existing Term Loan with the same lenders. Accordingly, the amendments to the Credit Agreement also have the effect of amending the financial covenants applicable to the Term Loan.

On March 31, 2009, we entered into a term loan with the Baltimore County Economic Development Revolving Loan Fund for an aggregate principal amount of \$250,000. The term loan is payable in equal monthly installments of principal and interest of \$2,300, with the balance due at maturity on April 1, 2019. The term loan bears interest at 2.00% per annum and is secured by a subordinate position on our Hunt Valley, Maryland facility. At March 31, 2013, the principal balance of this term loan was approximately \$158,000.

Working capital (current assets less current liabilities) increased to \$76.6 million as of March 31, 2013, from \$65.8 million as of April 1, 2012, primarily due to a decrease in accounts payable partially offset by a decrease in accounts receivable, which is primarily due to the AT&T transition. Additionally, inventory increased to improve service levels and support increased demand. Shareholders' equity increased to \$102.8 million as of March 31, 2013, from \$93.7 million as of April 1, 2012, primarily due to increased retained earnings due to fiscal year 2013 net income, partially offset by cash dividends paid and net increases in additional paid-in-capital.

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We believe that our existing cash, payments from customers, and availability under our revolving line of credit facility will be sufficient to support our operations for at least the next twelve months. To minimize interest expense, our policy is to use excess available cash to pay down any balance on our revolving line of credit facility. We expect to meet short-term and long-term liquidity needs through operating cash flow, supplemented by our revolving credit facility. In doing so, the balance on our revolving credit facility could increase depending on our working capital and other cash needs. If we were to undertake an acquisition or other major capital purchases that require funds in excess of its existing sources of liquidity, we would look to sources of funding from additional credit facilities, debt and/or equity issuances. There can be no assurances that such additional future sources of funding would be available on terms acceptable to us, if at all. As of March 31, 2013, we do not have any material capital expenditure commitments.

In addition, our liquidity could be negatively impacted by decreasing revenues and profits resulting from a decrease in demand for our products or a reduction in capital expenditures by our customers, or by the weakened financial conditions of our customers or suppliers, in each case as a result of the downturn in the global economy, among other factors.

## Contractual Obligations

The following tables reflect a summary of our contractual cash obligations and other commercial commitments as of March 31, 2013:

	Total	Payment Due by Fiscal Year			More Than 5 Years
		Less Than 1 Year	Years 1-3	Years 4-5	
Long-Term Debt Obligations	\$2,708,000	\$249,700	\$500,800	\$1,927,900	\$29,600
Revolving credit facility	--	--	--	--	--
Lease Obligations	11,502,500	2,811,900	4,529,300	4,042,800	118,500
Interest payments (1)	179,800	60,000	102,800	16,700	300
Other Long-Term Liabilities (2)	1,237,500	--	150,000	150,000	937,500
Tax contingency reserves (3)	723,700	--	--	--	--
<b>Total contractual cash obligations</b>	<b>\$16,351,500</b>	<b>\$3,121,600</b>	<b>\$5,282,900</b>	<b>\$6,137,400</b>	<b>\$1,085,900</b>

(1) Interest payments include amounts owed on notes payable at their stated contractual rate, as well as interest payments on our note with a bank at a variable rate of LIBOR plus 2.00%.

(2) Other Long-Term Liabilities reflected on the Consolidated Balance Sheet include amounts owed under a Supplemental Executive Retirement Plan.

(3) We are unable to make a reasonably reliable estimate of the period of the cash settlement with the respective taxing authorities for the \$0.7 million balance of our tax contingency reserves, net of federal tax benefits. See further discussion in Note 11—"Income Taxes" to the consolidated financial statements set forth elsewhere herein.

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Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of our operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

We have identified the policies below as critical to our business operations and the understanding of our results of operations:

**Revenue Recognition.** We record revenues when 1) persuasive evidence of an arrangement exists, 2) delivery has occurred or services have been rendered, 3) our price to the buyer is fixed and determinable, and 4) collectibility is reasonably assured. Our revenue recognition policy includes evidence of arrangements for significant revenue transactions through either receipt of a customer purchase order or a web-based order. We record revenues when risk of loss has passed to the customer. In most cases, shipments are made using FOB shipping terms. For a portion of our sales, we use FOB destination terms and record the revenue when the product is received by the customer. Our prices are always fixed at the time of sale. Historically, there have not been any material concessions provided to or by customers, future discounts, or other incentives subsequent to a sale. We sell under normal commercial terms and, therefore, we only record revenues on transactions where collectibility is reasonably assured.

Because a large portion of our sales transactions meet the conditions set forth in the Financial Accounting Standards Board (“FASB”) standard on revenue recognition, we recognize revenues from sales transactions containing sales returns provisions at the time of the sale. These conditions require that 1) our price be substantially fixed and determinable at the date of sale, 2) the buyer is obligated to pay us, and such obligation is not contingent on their resale of the product, 3) the buyer’s obligation to us does not change in the event of theft or physical destruction or damage of the product, 4) the buyer has economic substance apart from us, 5) we do not have significant obligations for future performance to directly bring about resale of the product by the buyer, and 6) the amount of future returns can be reasonably estimated. Because our normal terms and conditions of sale are consistent with conditions 1-5 above, and we are able to perform condition 6, we make a reasonable estimate of product returns in sales transactions and accrue a sales return reserve based on this estimate.

Our current and potential customers are continuing to look for ways to reduce their inventories and lower their total costs, including distribution, order taking and fulfillment costs, while still providing their customers excellent service. Some of these companies have turned to us to implement supply chain solutions, including purchasing inventory, assisting in demand forecasting, configuring, packaging, kitting and delivering products and managing customer and vendor relations, from order taking through cash collections. In performing these solutions, we assume varying levels of involvement in the transactions and varying levels of credit and inventory risk. As our offerings continually evolve to meet the needs of our customers, we constantly evaluate our revenue accounting based on the guidance set forth in accounting standards generally accepted in the United States. When applying this guidance in accordance with the FASB standard regarding revenue recognition for principal-agent considerations, we look at the following indicators: whether we are the primary obligor in the transaction; whether we have general inventory risk; whether we have latitude in establishing price; the extent to which we change the product or perform part of the service; whether we have responsibility for supplier selection; whether we are involved in the determination of product and service specifications; whether we have physical inventory risk; whether we have credit risk; and whether the amount we earn is fixed. Each of our customer relationships is independently evaluated based on the above guidance and revenues are recorded on the appropriate basis. Based on a review of the factors above, in the majority of our sales relationships, we have concluded that we are the principal in the transaction and we record revenues based upon the gross amounts

earned and booked. However, we do have certain relationships where we are not the principal and we record revenues on a net fee basis, regardless of amounts billed (less than 2% of our total revenues).

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**Allowance for Doubtful Accounts.** We use estimates to determine the amount of the allowance for doubtful accounts necessary to reduce accounts receivable and unbilled receivables to their expected net realizable value. We estimate the amount of the required allowance by reviewing the status of past-due receivables and analyzing historical bad debt trends. Actual collection experience has not varied significantly from estimates, due primarily to credit policies, collection experience and our stability as it relates to our current customer base. Typical payments from commercial customers are due 30 days from the date of the invoice. We charge-off receivables deemed to be uncollectible to the allowance for doubtful accounts. Accounts receivable balances are not collateralized.

**Inventory Reserves.** We establish inventory reserves for excess and obsolete inventory. We regularly review inventory to evaluate continued demand and identify any obsolete or excess quantities of inventory. We record a provision for the difference between excess and obsolete inventory and its estimated realizable value. Estimated realizable value is based on anticipated future product demand, market conditions and liquidation values. Actual results differing from these projections could have a material effect on our results of operations.

**Impairment of Long-Lived and Indefinite-Lived Assets.** Our Consolidated Balance Sheet includes goodwill of approximately \$11.7 million (all related to our commercial segment) and other indefinite lived intangible assets of \$850,000. We perform annual impairment tests for goodwill and other indefinite lived assets on the first day of our fourth quarter. We also periodically evaluate our long-lived assets for potential impairment indicators. The goodwill and intangible assets impairment test involves an initial qualitative analysis to determine if it is more likely than not that an intangible asset's fair value is less than its carrying amount. If qualitative factors suggest a possible impairment the company then performs an additional two-step approach. Our judgments regarding the existence of impairment indicators are based on estimated future cash flows, market conditions, operational performance and legal factors. The key assumptions used to determine the fair value of our goodwill reporting units include (a) a cash flow period; (b) a terminal value based on a growth rate; and (c) a discount rate, which is based on our weighted average cost of capital adjusted for risks associated with our operations. Based on the Company's qualitative assessment for fiscal 2013, we have concluded that it is not more likely than not that the carrying value of any of our reporting units with goodwill is above the fair value of the related reporting unit. As a result, no quantitative testing was deemed necessary for fiscal 2013. Future events, such as significant changes in cash flow assumptions, could cause us to conclude that impairment indicators exist and that the net book value of goodwill, long-lived assets or intangible assets are impaired. We will continue to monitor our market capitalization as a potential impairment indicator considering overall market conditions and specific industry events. Had the determination been made that the goodwill and other indefinite lived intangible assets were impaired, the value of these assets would have been reduced by an amount up to \$12.5 million, resulting in a corresponding charge to operations.

The methods of assessing fair value for reporting units with goodwill as well as for indefinite lived assets require significant judgments to be made by management, including future revenues, expenses, cash flows and discount rates. Changes in such estimates or the application of alternative assumptions could produce significantly different results.

**Classification of Expenses.** Our cost of goods sold includes cost of products and freight from vendors to our distribution centers. Product management, distribution, purchasing, receiving/inspection, warehousing, freight from our distribution centers to our customers' sites, and corporate overhead costs are included in selling, general and administrative expenses. Accordingly, our gross margins may not be comparable to other entities that may include these costs in cost of goods sold.

**Income Taxes.** We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities. We regularly review our deferred tax assets for recoverability. This review is based on historical taxable income, projected future taxable income and the expected timing of the reversals of existing temporary differences. Based on this review, we have not established a valuation



allowance because our deferred tax assets are more likely than not realizable. If we are unable to generate sufficient taxable income, or if there is a material change in the actual effective tax rates or time period within which the underlying temporary differences become taxable or deductible, we could be required to establish a valuation allowance against all or a significant portion of our deferred tax assets that are not more likely than not realizable, resulting in a substantial increase in our effective tax rate and a material adverse impact on our operating results.

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We account for income taxes under the FASB standard on accounting for uncertainty in income taxes recognized in an enterprise's financial statements. This standard prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of March 31, 2013, we had total net unrecognized tax benefits of approximately \$723,700, all of which, if recognized, would favorably affect the effective income tax rate in future periods.

**Stock-Based Compensation.** We record stock-based compensation in accordance with the FASB standard regarding stock compensation and share-based payments, which requires us to include in our calculation of periodic stock compensation expense an estimate of future forfeitures. The standard also requires stock awards granted or modified after the adoption of the standard that include both performance conditions and graded vesting to be amortized by an accelerated method rather than the straight-line method.

**Off-Balance Sheet Arrangements**

We have no material off-balance sheet arrangements.

**Recent Accounting Pronouncements**

In May 2011, the FASB issued accounting guidance, which among other requirements, prohibits the use of the block discount factor for all fair value level hierarchies; permits an entity to measure the fair value of its financial instruments on a net basis when the related market risks are managed on a net basis; states the highest and best use concept is no longer relevant in the measurement of financial assets and liabilities; clarifies that a reporting entity should disclose quantitative information about the unobservable inputs used in Level 3 measurements and that the application of premiums and discounts is related to the unit of account for the asset or liability being measured at fair value; and requires expanded disclosures to describe the valuation process used for Level 3 measurements and the sensitivity of Level 3 measurements to changes in unobservable inputs. In addition, entities are required to disclose the hierarchy level for items which are not measured at fair value in the statement of financial position, but for which fair value is required to be disclosed. The adoption of this guidance did not have an impact on the Company's results of operations or financial condition.

In September 2011, the FASB issued an accounting standard which simplifies how entities test goodwill for impairment. Similar guidance was issued in relation to other indefinite lived intangible assets in July 2012. The accounting standard permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step impairment test. The accounting standard was effective for the Company beginning April 2, 2012 for goodwill and September 15, 2012 for other indefinite lived intangible assets. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

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In June 2011, the FASB issued accounting guidance related to the presentation of comprehensive income which requires an entity 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 and eliminates the option to present the components of other comprehensive income as part of the statement of equity. This guidance was amended in December 2011 to defer the requirements that companies present reclassification adjustments out of accumulated other comprehensive income on the face of the financial statements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2011. In February 2013, the FASB finalized the requirement that the Company must disclose information about the amounts reclassified out of accumulated and other comprehensive income by component. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2012. While the adoption of this guidance impacted the Company's disclosures, it did not have an impact on the Company's results of operations or financial condition.

In October 2012, the FASB issued a Technical Corrections and Improvements update which relates to various topics throughout the FASB Codification and provides technical corrections, clarification, and limited-scope improvements. This guidance was effective upon issuance of the update, with the exception of sections that include transition guidance, which become effective for fiscal periods beginning after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

## Forward-Looking Statements

This Report may contain forward-looking statements. These forward-looking statements may generally be identified by the use of the words "may," "will," "expects," "anticipates," "believes," "estimates," and similar expressions, but the absence of these words or phrases does not necessarily mean that a statement is not forward looking. Forward looking statements involve a number of risks and uncertainties. Our actual results may differ materially from those described in or contemplated by any such forward-looking statement for a variety of reasons, including those risks identified in our most recent Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission, under the heading "Risk Factors" and otherwise. Consequently, the reader is cautioned to consider all forward-looking statements in light of the risks to which they are subject.

We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. Without limiting the risks that we describe in our periodic reports and elsewhere, among the risks that could lead to a materially adverse impact on our business or operating results are the following: termination or non-renewal of limited duration agreements or arrangements with our vendors and affinity partners which are typically terminable by either party upon several months or otherwise relatively short notice; loss of significant customers or relationships, including affinity relationships; loss of customers either directly or indirectly as a result of consolidation among large wireless service carriers and others within the wireless communications industry; the strength of our customers', vendors' and affinity partners' businesses; increasingly negative or prolonged adverse economic conditions, including those adversely affecting consumer confidence or consumer or business spending, or otherwise adversely affecting our vendors or customers, including their access to capital or liquidity or our customers' demand for our ability to fund or pay for the purchase of our products and services; our dependence on a relatively small number of suppliers and vendors, which could hamper our ability to maintain appropriate inventory levels and meet customer demand; failure of our information technology system or distribution system; technology changes in the wireless communications industry, which could lead to significant inventory obsolescence and/or our inability to offer key products that our customers demand; third-party freight carrier interruption; increased competition from competitors, including manufacturers or national and regional distributors of the products we sell and the absence of significant barriers to entry which could result in pricing and other pressures on profitability and

market share; our inability to access capital and obtain or retain financing as and when needed; transitional and other risks associated with acquisitions of companies that we may undertake in an effort to expand our business; the possibility that, for unforeseen reasons, we may be delayed in entering into or performing, or may fail to enter into or perform, anticipated contracts or may otherwise be delayed in realizing or fail to realize anticipated revenues or anticipated savings; our inability to protect certain intellectual property, including systems and technologies on which we rely; and our inability to hire or retain for any reason our key professionals, management and staff.

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Available Information

Our Internet Web site address is: [www.tessco.com](http://www.tessco.com). We make available free of charge through our Website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our Website is our Code of Business Conduct and Ethics. We have not incorporated herein by reference the information on our Website, and it should not be considered a part of this filing.

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

Interest Rate Risk:

We are exposed to an immaterial level of market risk from changes in interest rates. We have from time to time previously used interest rate swap agreements to modify variable rate obligations to fixed rate obligations, thereby reducing our exposure to interest rate fluctuations. We do not have a current interest rate swap relating to our bank term loan. Our variable rate debt obligations of approximately \$2.6 million at March 31, 2013, expose us to the risk of rising interest rates, but management does not believe that the potential exposure is material to our overall financial position or results of operations. Based on March 13, 2013 borrowing levels, a 1.0% increase or decrease in current market interest rates would have an immaterial effect on our statement of income.

Foreign Currency Exchange Rate Risk:

We are exposed to an immaterial level of market risk from changes in foreign currency rates. Over 99% of our sales are made in U.S. Dollars so we have an immaterial amount of foreign currency risk. Those sales not made in U.S. Dollars are made in Canadian Dollars.

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## Item 8. Financial Statements and Supplementary Data.

TESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
Consolidated Balance Sheets

	March 31, 2013	April 1, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 4,468,000	\$ 18,211,600
Trade accounts receivable, net of allowance for doubtful accounts of \$1,274,700 and \$998,800, respectively	82,177,600	88,748,200
Product inventory	60,913,600	53,360,300
Deferred tax assets, net	6,227,300	3,135,100
Prepaid expenses and other current assets	3,482,300	2,308,200
Total current assets	157,268,800	165,763,400
Property and equipment, net	23,202,000	22,905,700
Goodwill, net	11,684,700	11,684,700
Other long-term assets	2,144,500	2,143,900
Total assets	\$ 194,300,000	\$ 202,497,700
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Trade accounts payable	\$ 65,209,300	\$ 78,344,700
Payroll, benefits and taxes	11,678,500	17,211,600
Income and sales tax liabilities	2,530,700	3,137,000
Accrued expenses and other current liabilities	1,048,900	1,041,100
Revolving line of credit	--	--
Current portion of long-term debt	249,700	249,200
Total current liabilities	80,717,100	99,983,600
Deferred tax liabilities, net	3,951,800	2,243,500
Long-term debt, net of current portion	2,458,300	2,708,000
Other long-term liabilities	4,370,200	3,910,700
Total liabilities	91,497,400	108,845,800
Commitment and Contingencies		
Shareholders' equity:		
Preferred stock, \$0.01 par value, 500,000 shares authorized and no shares issued and outstanding	--	--
Common stock, \$0.01 par value, 15,000,000 shares authorized, 13,362,398 shares issued and 7,987,900 shares outstanding as of March 31, 2013, and 13,017,172 shares issued and 7,744,528 shares outstanding as of April 1, 2012	91,500	88,000
Additional paid-in capital	50,481,600	45,135,900
Treasury stock, at cost, 5,374,498 shares outstanding as of March 31, 2013 and 5,272,644 shares outstanding as of April 1, 2012	(48,438,300 )	(46,276,400 )

Retained earnings	100,667,800	94,704,400
Total shareholders' equity	102,802,600	93,651,900
Total liabilities and shareholders' equity	\$ 194,300,000	\$ 202,497,700

The accompanying Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

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Table of ContentsTESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
Consolidated Statements of Comprehensive Income

	March 31, 2013	Fiscal Years Ended April 1, 2012	March 27, 2011
Revenues	\$ 752,565,000	\$ 733,389,900	\$ 605,219,200
Cost of goods sold	605,525,800	584,733,700	471,938,600
Gross profit	147,039,200	148,656,200	133,280,600
Selling, general and administrative expenses	117,820,600	121,652,400	117,305,100
Income from operations	29,218,600	27,003,800	15,975,500
Interest, net	224,200	292,900	420,600
Income before provision for income taxes	28,994,400	26,710,900	15,554,900
Provision for income taxes	11,200,500	10,274,000	5,536,700
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Basic earnings per share	\$ 2.22	\$ 2.12	\$ 1.33
Diluted earnings per share	\$ 2.15	\$ 2.03	\$ 1.27
Cash dividends declared per common share	\$ 1.47	\$ 0.55	\$ 0.40
<b>Comprehensive income:</b>			
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Change in value of interest rate swap, net of tax	--	24,600	73,000
Total comprehensive income	\$ 17,793,900	\$ 16,461,500	\$ 10,091,200

The accompanying Notes to these Consolidated Financial Statements are an integral part of these consolidated statements.



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TESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
 Consolidated Statements of Changes in Shareholders' Equity

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss		Total Shareholders' Equity
	Shares	Amount				Comprehensive Income	Income	
Balance at March 28, 2010	7,231,878	81,500	36,937,700	(42,819,400)	75,543,000	(97,600)		69,645,200
Proceeds from issuance of stock	80,436	800	706,600	--	--	--	--	707,400
Treasury stock purchases	(108,032 )	--	--	(1,569,000 )	--	--	--	(1,569,000 )
Non-cash stock compensation expense	260,663	1,800	2,272,200	--	--	--	--	2,274,000
Excess tax loss from stock-based compensation	--	--	751,600	--	--	--	--	751,600
Cash dividends paid	--	--	--	--	(3,020,300 )	--	--	(3,020,300 )
Comprehensive Income:								
Net income	--	--	--	--	10,018,200	--	10,018,200	
Other comprehensive loss, net of tax	--	--	--	--	--	73,000	73,000	
Total comprehensive income							10,091,200	10,091,200
Balance at March 27, 2011	7,464,945	84,100	40,668,100	(44,388,400)	82,540,900	(24,600)		78,880,100
Proceeds from issuance of stock	169,978	1,700	1,114,100	--	--	--	--	1,115,800
Treasury stock purchases	(114,445 )	--	--	(1,888,000 )	--	--	--	(1,888,000 )
Non-cash stock compensation expense	224,050	2,200	2,926,000	--	--	--	--	2,928,200
Excess tax benefit from stock-based compensation	--	--	427,700	--	--	--	--	427,700
Cash dividends paid	--	--	--	--	(4,273,400 )	--	--	(4,273,400 )

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Comprehensive Income:								
Net income	--	--	--	--	16,436,900	--	16,436,900	
Other comprehensive income, net of tax								
	--	--	--	--	--	24,600	24,600	
Total comprehensive income								
							16,461,500	16,461,500
Balance at April 1, 2012								
	7,744,528	88,000	45,135,900	(46,276,400)	94,704,400	--		93,651,900
Proceeds from issuance of stock								
	24,908	300	486,500	--	--	--	--	486,800
Treasury stock purchases								
	(101,854 )	--	--	(2,161,900 )	--	--	--	(2,161,900 )
Non-cash stock compensation expense								
	320,318	3,200	2,533,600	--	--	--	--	2,536,800
Excess tax benefit from stock-based compensation								
	--	--	2,325,600	--	--	--	--	2,325,600
Cash dividends paid								
	--	--	--	--	(11,830,500 )	--	--	(11,830,500 )
Comprehensive Income:								
Net income	--	--	--	--	17,793,900	--	17,793,900	
Other comprehensive income, net of tax								
	--	--	--	--	--	--	--	
Total comprehensive income								
							17,793,900	17,793,900
Balance at March 31, 2013								
	7,987,900	\$91,500	\$50,481,600	\$(48,438,300)	\$100,667,800	\$--		\$ 102,802,600

The accompanying Notes to these Consolidated Financial Statements are an integral part of these consolidated statements.

Table of ContentsTESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
Consolidated Statements of Cash Flows

	Fiscal Years Ended		
	March 31, 2013	April 1, 2012	March 27, 2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,979,400	4,844,900	4,445,200
Gain on sale of property and equipment	(3,000 )	--	--
Non-cash stock compensation expense	2,536,800	2,928,200	2,274,000
Deferred income taxes and other	(843,700 )	2,984,100	(1,073,900 )
Change in trade accounts receivable	6,570,600	(23,039,500 )	(5,033,700 )
Change in product inventory	(7,553,300 )	(7,650,500 )	(718,300 )
Change in prepaid expenses and other current assets	(1,174,100 )	(639,300 )	(71,900 )
Change in trade accounts payable	(13,135,400 )	15,431,700	3,549,100
Change in payroll, benefits and taxes	(5,533,100 )	9,869,100	(1,631,700 )
Change in income and sales tax liabilities	(606,300 )	531,300	11,300
Change in accrued expenses and other current liabilities	320,600	48,600	269,800
Net cash provided by operating activities	3,352,400	21,745,500	12,038,100
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Acquisition of property and equipment	(5,357,000 )	(6,513,700 )	(4,842,200 )
Proceeds from sale of property and equipment	3,000	--	--
Additional earn-out payments on acquired businesses	--	--	(2,852,000 )
Net cash used in investing activities	(5,354,000 )	(6,513,700 )	(7,694,200 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Payments on long-term debt	(249,200 )	(361,000 )	(389,800 )
Proceeds from issuance of stock	174,000	829,900	403,100
Cash dividends paid	(11,830,500 )	(4,273,400 )	(3,020,300 )
Purchases of treasury stock and repurchases of stock from employees and directors for minimum tax withholdings	(2,161,900 )	(1,888,000 )	(1,569,000 )
Excess tax benefit from stock-based compensation	2,325,600	494,100	751,600
Net cash used in financing activities	(11,742,000 )	(5,198,400 )	(3,824,400 )
Net (decrease) increase in cash and cash equivalents	(13,743,600 )	10,033,400	519,500
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>18,211,600</b>	<b>8,178,200</b>	<b>7,658,700</b>

CASH AND CASH EQUIVALENTS, end of period	\$ 4,468,000	\$ 18,211,600	\$ 8,178,200
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The accompanying Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

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Note 1. Organization

TESSCO Technologies Incorporated, a Delaware corporation (TESSCO, we, or the Company), architects and delivers innovative product and value chain solutions to support wireless systems. The Company provides marketing and sales services, knowledge and supply chain management, product-solution delivery and control systems utilizing extensive Internet and information technology. Approximately 98% of the Company's sales are made to customers in the United States. The Company takes orders in several ways, including phone, fax, online and through electronic data interchange. Over 99% of the Company's sales are made in United States Dollars, with the remainder in Canadian Dollars.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

Fiscal Year

The Company's fiscal year is the 52 or 53 weeks ending on the Sunday falling on or between March 26 and April 1 to allow the financial year to better reflect the Company's natural weekly accounting and business cycle. The fiscal year ended April 1, 2012 contains 53 weeks while the fiscal years ended March 31, 2013 and March 27, 2011 contain 52 weeks.

Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid investments with an original maturity of 90 days or less.

Allowance for Doubtful Accounts

The Company uses estimates to determine the amount of the allowance for doubtful accounts necessary to reduce accounts receivable to their expected net realizable value. The Company estimates the amount of the required allowance by reviewing the status of past-due receivables and analyzing historical bad debt trends and current economic conditions. Actual collection experience has not varied significantly from estimates, due primarily to consistent credit policies, collection experience, as well as the Company's stability as it relates to its current customer base. Typical payments from a large majority of commercial customers are due 30 days from the date of the invoice. The Company charges-off receivables deemed to be uncollectible to the allowance for doubtful accounts. Accounts receivable balances are not collateralized.

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## Product Inventory

Product inventory, consisting primarily of finished goods, is stated at the lower of cost or market, cost being determined on the first-in, first-out (“FIFO”) method and includes certain charges directly and indirectly incurred in bringing product inventories to the point of sale. Inventory is written down for estimated obsolescence equal to the difference between the cost of inventory and the estimated market value, based upon specifically known inventory-related risks (such as technological obsolescence and the nature of vendor terms surrounding price protection and product returns), and assumptions about future demand. At fiscal year-end 2013 and 2012, the Company has a reserve for excess and/or obsolete inventory of \$3,336,700 and \$3,268,900, respectively.

## Property and Equipment

Property and equipment is stated at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets as follows:

	Useful lives
Information technology equipment and software	1-5 years
Configuration, Fulfillment and Delivery technology system	7 years
Furniture, telephone system, equipment and tooling	3-10 years
Building, building improvements and leasehold improvements	2-40 years

The Configuration, Fulfillment and Delivery (CFD) technology system, which is still in use, was initially implemented during fiscal year 2005 and is a major automated materials-handling system that is integrated with the Company’s product planning and procurement system. This original CFD system has an estimated useful life that is longer than the Company’s other software assets, and thus, the Company depreciated the system over a seven-year life. As of March 31, 2013 the original CFD system was fully depreciated.

The Company capitalizes computer software costs incurred in connection with developing or obtaining computer software for internal use when both the preliminary project stage is completed and when management authorizes and commits to funding the project and it is probable that the project will be completed. Development and acquisition costs are capitalized when the software project is either for the development of new software, to increase the life of existing software or to add significantly to the functionality of existing software. Capitalization ceases when the software project is substantially complete and ready for its intended use.

Leasehold improvements are amortized over the shorter of their useful lives or the remaining lease term.

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### Impairment of Long-Lived Assets

Long-lived assets, including amortizable intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be fully recoverable. These events or changes in circumstances may include a significant deterioration of operating results, changes in business plans, or changes in anticipated future cash flows. If an impairment indicator is present, the Company evaluates recoverability by a comparison of the carrying amount of the assets to future undiscounted net cash flows expected to be generated by the assets. Assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups. If the assets are impaired, the impairment recognized is measured by the amount by which the carrying amount exceeds the fair value of the assets. Fair value is generally determined by estimates of discounted cash flows. The discount rate used in any estimate of discounted cash flows would be the rate required for a similar investment of like risk.

Assets to be disposed of are reported at the lower of carrying value or fair values, less estimated costs of disposal.

### Goodwill and Other Intangible Assets

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill amounts and indefinite lived intangible assets are not amortized, but rather are tested for impairment at least annually or whenever an impairment indicator is identified. The Company performs its annual impairment test on the first day of its fourth quarter. Intangible assets that are not considered to have an indefinite useful life are amortized over their useful life of 4 to 6 years using the straight-line method. Intangible assets other than goodwill are recorded within other long-term assets in the Company's Consolidated Balance Sheets. The goodwill impairment test involves an initial qualitative analysis to determine if it is more likely than not that an intangible asset's fair value is less than its carrying amount. If qualitative factors suggest a possible impairment the company then performs an additional two-step approach. Under the first step, the Company determines the fair value of each reporting unit to which goodwill has been assigned. The Company then compares the fair value of each reporting unit to its carrying value, including goodwill. The Company estimates the fair value of each reporting unit using various valuation techniques, with the primary technique being a discounted cash flow or income approach, under which the Company estimates the present value of the reporting unit's future cash flows. Key assumptions used to determine the present value of a reporting unit's future cash flows in fiscal year 2013 include (a) a cash flow period; (b) a terminal value based on a growth rate; and (c) a discount rate, which is based on the Company's weighted average cost of capital adjusted for risks associated with our operations. If the fair value exceeds the carrying value, no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is considered potentially impaired and the second step is completed in order to measure the impairment loss. Under the second step, the Company calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets, including any unrecognized intangible assets, of the reporting unit from the fair value of the reporting unit as determined in the first step. The Company then compares the implied fair value of goodwill to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, the Company recognizes an impairment loss equal to the difference.

The indefinite lived intangible asset impairment test requires the determination of the fair value of the intangible asset. If the fair value of the intangible asset is less than its carrying value, an impairment loss is recognized for an amount equal to the difference. The intangible asset is then carried at its new fair value. Fair value is determined using estimates of discounted cash flows. These estimates of discounted cash flows will likely change over time as impairment tests are performed. Estimates of fair value are also adversely affected by increases in interest rates and the applicable discount rate.

Based on the Company's qualitative and/or impairment testing performed, the Company did not recognize an impairment loss on goodwill or other indefinite lived intangible assets in fiscal years 2013, 2012 or 2011.

The methods of assessing fair value for reporting units with goodwill as well as for indefinite lived assets require significant judgments to be made by management, including future revenues, expenses, cash flows and discount rates. Changes in such estimates or the application of alternative assumptions could produce significantly different results.

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Revenue Recognition

The Company records revenues when 1) persuasive evidence of an arrangement exists, 2) delivery has occurred or services have been rendered, 3) price to the buyer is fixed and determinable, and 4) collectibility is reasonably assured. The Company's revenue recognition policy includes evidence of arrangements for significant revenue transactions through either receipt of a customer purchase order or a web-based order. The Company records revenues when risk of loss has passed to the customer. In most cases, shipments are made using FOB shipping terms. FOB destination terms are used for a portion of sales, and revenue for these sales is recorded when the product is received by the customer. Prices are always fixed at the time of sale. Historically, there have not been any material concessions provided to or by customers, future discounts, or other incentives subsequent to a sale. The Company sells under normal commercial terms and, therefore, only records sales on transactions where collectibility is reasonably assured. The Company recognizes revenues net of sales tax.

Because the Company's sales transactions meet the conditions set forth in the FASB standard on revenue recognition, it recognizes revenues from sales transactions containing sales returns provisions at the time of the sale. These conditions require that 1) the price be substantially fixed and determinable at the date of sale, 2) the buyer is obligated to pay, and is not contingent on their resale of the product, 3) the buyer's obligation to the Company does not change in the event of theft or physical destruction or damage of the product, 4) the buyer has economic substance apart from the Company, 5) the Company does not have significant obligations for future performance to directly bring about resale of the product by the buyer, and 6) the amount of future returns can be reasonably estimated. Because the Company's normal terms and conditions of sale are consistent with conditions 1-5 above, and the Company is able to perform condition 6, it makes a reasonable estimate of product returns in sales transactions and accrues a sales return reserve based on this estimate.

Certain companies have turned to TESSCO to implement supply chain solutions, including purchasing inventory, assisting in demand forecasting, configuring, packaging, kitting and delivering products and managing customer and vendor relations, from order taking through cash collections. In performing these solutions, the Company assumes varying levels of involvement in the transactions and varying levels of credit and inventory risk. As the Company's solutions offerings continually evolve to meet the needs of its customers, the Company constantly evaluates its revenue accounting based on the guidance set forth in accounting standards generally accepted in the United States. When applying this guidance in accordance with the FASB standard regarding revenue recognition for principal-agent considerations, the Company looks at the following indicators: whether it is the primary obligor in the transaction; whether it has general inventory risk; whether it has latitude in establishing price; the extent to which it changes the product or performs part of the service; whether it has discretion in supplier selection; whether it is involved in the determination of product and service specifications; whether it has physical inventory risk; whether it has credit risk; and whether the amount it earns is fixed. Each of the Company's customer relationships is independently evaluated based on the above guidance and revenues are recorded on the appropriate basis. Based on a review of the factors above, in the majority of the Company's sales relationships, the Company has concluded that it is the principal in the transaction and records revenues based upon the gross amounts earned and booked. However, the Company has several relationships where it is not the principal and records revenues on a net fee basis, regardless of amounts billed (less than 2% of total revenues). If applying this revenue recognition guidance resulted in recording revenues on a different basis from which the Company has previously concluded, or if the factors above change significantly, revenues could increase or decrease; however, gross profit and net income would remain constant.

Service revenue associated with training and other services is recognized when the training or work is complete and the four criteria discussed above have been met. Service revenues have represented less than 1% of total revenues for fiscal years 2013, 2012 and 2011.

Other than sales relating to the Company's private brands, we offer no product warranties in excess of original equipment manufacturers' warranties. The Company's warranty expense is estimated and accrued at the time of sale. Warranty expense was immaterial for fiscal years 2013, 2012 and 2011.

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Vendor Programs

Funds received from vendors for price protection, product rebates and marketing/promotion are recorded to revenue, cost of goods sold or selling, general and administrative expenses in the Consolidated Statements of Comprehensive Income depending on the nature of the program. The Company accrues rebates or vendor incentives as earned based on the contractual terms with the vendor.

Classification of Expenses

Cost of goods sold includes cost of products and freight from vendors to our distribution centers. Product management, distribution, purchasing, receiving/inspection, warehousing, freight from our distribution centers to our customers' sites, and corporate overhead costs are included in selling, general and administrative expenses. Certain selling, general and administrative expenses related to direct and indirect labor and certain freight-in expenses are included in inventory. As of March 31, 2013 and April 1, 2012, the amount of selling, general and administrative expenses and freight in expenses included in inventory was \$1,839,000 and \$1,736,000, respectively.

Shipping and Handling Costs

Shipping costs incurred to ship products from our distribution centers to our customers' sites are included in selling, general and administrative expenses in the Consolidated Statements of Comprehensive Income and totaled \$13,674,300, \$13,325,100, and \$15,044,100 for fiscal years ended March 31, 2013, April 1, 2012 and March 27, 2011, respectively.

Stock Compensation Awards Granted to Team Members

The Company records stock compensation awards in accordance with the FASB standard regarding stock compensation and share-based payments, which requires the Company to include in its calculation of periodic stock compensation expense an estimate of future forfeitures. The standard also requires stock awards granted or modified after the adoption of the standard that include both performance conditions and graded vesting based on service to the Company to be amortized by an accelerated method rather than the straight-line method.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Under this method, deferred income tax assets and liabilities arise from differences between the tax basis of assets or liabilities and their reported amounts in the financial statements. Deferred tax balances are determined by using the enacted tax rate to be in effect when the taxes are paid or refunds received. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

In accordance with the FASB standard on accounting for uncertainty in income tax, the Company recognizes a provision for tax uncertainties in its financial statements. See Note 11 for further discussion of the standard and its impact on the Company's consolidated financial statements.

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### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company reviews and evaluates its estimates and assumptions, including but not limited to, those that relate to tax reserves, stock-based compensation, accounts receivable reserves, inventory reserves and future cash flows associated with impairment testing for goodwill and other long-lived assets. Actual results could significantly differ from those estimates.

### Impact of Recently Issued Accounting Standards

In May 2011, the FASB issued accounting guidance, which among other requirements, prohibits the use of the block discount factor for all fair value level hierarchies; permits an entity to measure the fair value of its financial instruments on a net basis when the related market risks are managed on a net basis; states the highest and best use concept is no longer relevant in the measurement of financial assets and liabilities; clarifies that a reporting entity should disclose quantitative information about the unobservable inputs used in Level 3 measurements and that the application of premiums and discounts is related to the unit of account for the asset or liability being measured at fair value; and requires expanded disclosures to describe the valuation process used for Level 3 measurements and the sensitivity of Level 3 measurements to changes in unobservable inputs. In addition, entities are required to disclose the hierarchy level for items which are not measured at fair value in the statement of financial position, but for which fair value is required to be disclosed. The adoption of this guidance did not have an impact on the Company's results of operations or financial condition.

In September 2011, the FASB issued an accounting standard which simplifies how entities test goodwill for impairment. Similar guidance was issued in relation to other indefinite lived intangible assets in July 2012. The accounting standard permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step impairment test. The accounting standard was effective for the Company beginning April 2, 2012 for goodwill and September 15, 2012 for other indefinite lived intangible assets. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In June 2011, the FASB issued accounting guidance related to the presentation of comprehensive income which requires an entity 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 and eliminates the option to present the components of other comprehensive income as part of the statement of equity. This guidance was amended in December 2011 to defer the requirements that companies present reclassification adjustments out of accumulated other comprehensive income on the face of the financial statements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2011. In February 2013, the FASB finalized the requirement that the Company must disclose information about the amounts reclassified out of accumulated and other comprehensive income by component. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2012. While the adoption of this guidance impacted the Company's disclosures, it did not have an impact on the Company's results of operations or financial condition.

In October 2012, the FASB issued a Technical Corrections and Improvements update which relates to various topics throughout the FASB Codification and provides technical corrections, clarification, and limited-scope improvements. This guidance was effective upon issuance of the update, with the exception of sections that include transition

guidance, which become effective for fiscal periods beginning after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

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## Note 3. Acquisitions

On April 21, 2006, the Company acquired substantially all the non-cash net assets of TerraWave Solutions, Ltd. (TerraWave) and its commonly owned affiliate, GigaWave Technologies, Ltd. (GigaWave) for an initial cash payment of approximately \$3.9 million, and potential additional cash earn-out payment obligations accruing over a four-year period, contingent on the achievement by the TerraWave/GigaWave business unit post-acquisition of certain minimum earnings thresholds. Contingent payments made under the terms of the acquisition agreement are treated as an additional cost of the acquired businesses and additional goodwill is recorded. TerraWave and GigaWave provide products and training related to Wireless Local Area Network (WLAN) applications. This acquisition was a part of our growth strategy to increase our product and service offering.

In fiscal year 2013 and 2012, the Company did not record any additional amounts of goodwill. In fiscal year 2011, the Company increased the amount of goodwill by \$2,667,000, corresponding to the fourth and final earn-out for the period of May 2009 through April 2010, based on achievement of certain earnings thresholds in accordance with the terms of the acquisition agreement. In accordance with the acquisition agreement, this payment was net of \$375,000, representing one quarter of the \$1.5 million non-refundable prepayment made against future earn-out payments. As of March 31, 2013, \$9,232,400 has been recorded as goodwill relating to this acquisition.

## Note 4. Property and Equipment

All of the Company's property and equipment is located in the United States. Property and equipment, excluding land, is depreciated using the straight-line method, and is summarized as follows:

	2013	2012
Land	\$ 4,740,800	\$ 4,740,800
Building, building improvements and leasehold improvements	21,147,600	19,342,700
Information technology equipment and computer software	21,226,200	21,288,700
Furniture, telephone system, equipment and tooling	7,716,200	7,971,700
	54,830,800	53,343,900
Less accumulated depreciation and amortization	(31,628,800)	(30,438,200)
Property and equipment, net	\$ 23,202,000	\$ 22,905,700

Depreciation and amortization of property and equipment was \$4,926,400, \$4,747,600 and \$4,337,700 for fiscal years 2013, 2012 and 2011, respectively.

Capitalized internally developed computer software, net of accumulated amortization, as of March 31, 2013 and April 1, 2012 was \$1,156,800 and \$2,029,300, respectively. Amortization expense of capitalized computer software was \$1,322,400, \$1,667,800 and \$1,460,300 for fiscal years 2013, 2012 and 2011, respectively.

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## Note 5. Goodwill and Other Intangible Assets

Other intangible assets, which are included in other long-term assets on the accompanying Consolidated Balance Sheets as of March 31, 2013 and April 1, 2012 are summarized as follows:

	2013		2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<b>A m o r t i z e d</b>				
intangible assets:				
Customer contracts	\$ 696,100	\$ 687,500	\$ 696,100	\$ 653,200
Covenants not to compete	377,600	373,900	377,600	355,300
Other	878,500	878,500	878,500	878,500
	1,952,200	1,939,900	1,952,200	1,887,000
<b>U n a m o r t i z e d</b>				
intangible assets:				
Trademarks	850,000	--	850,000	--
<b>T o t a l o t h e r</b>				
intangible assets	\$ 2,802,200	\$ 1,939,900	\$ 2,802,200	\$ 1,887,000

Amortization expense relating to other intangible assets was \$53,000 for fiscal year 2013, \$97,300 for fiscal year 2012 and \$107,500 for fiscal year 2011. At March 31, 2013, amortizable intangible assets have an average remaining life of 0.2 years. Estimated amortization expense for current intangible assets for the next five years is as follows:

Fiscal year:	
2014	\$ 12,300

All of the Company's goodwill is recorded in its Commercial segment. There were no changes in the carrying amount of goodwill for the fiscal years ended March 31, 2013 and April 1, 2012.

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Note 6. Borrowings Under Revolving Credit Facility

On May 31, 2007, pursuant to a Credit Agreement, the Company established a revolving credit facility with both Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association) and SunTrust Bank. The facility is unsecured and provides for monthly payments of interest accruing at a rate of LIBOR plus an applicable margin. The terms of the revolving credit facility require the Company to meet certain financial covenants and ratios and contain other limitations, including certain restrictions on dividend payments. Borrowing availability under the facility is also subject to a borrowing base, based on levels of trade accounts receivable and inventory. Initially, the maximum borrowing amount under the facility was \$50.0 million and it had a term expiring in May 2010. This credit facility has been amended several times, most recently on December 21, 2012 (the Eighth Modification Amendment). Currently the credit facility has a maximum borrowing limit of \$35.0 million and has a term expiring in May 2014. The amount of dividend payments allowed to be made by the Company under the Credit Facility is \$6.25 million in any 12 month period, not including the onetime special dividend of \$0.75 per share of common stock on December 27, 2012, to shareholders of record on December 13, 2012. The dollar amount of stock repurchases permitted under the term of the credit facility is \$30.0 million. Numerous financial covenants have been amended from the original credit facility. The financial covenants included in the Credit Agreement for the unsecured revolving credit facility are also applicable to the Company's existing Term Loan with the same lenders. Accordingly, the each amendment also has the effect of amending the financial covenants applicable to the Term Loan.

The facility provides for monthly payments of interest accruing at a rate of LIBOR plus an applicable margin ranging from 1.75% to 2.75%. The weighted average interest rate on borrowings under the Company's revolving credit facilities was 2.68%, 2.48% and 2.57% for fiscal years 2013, 2012 and 2011, respectively. Interest expense on this revolving credit facility for fiscal years 2013, 2012 and 2011 totaled \$77,400, \$112,600 and \$136,300, respectively. Average borrowings under this revolving credit facility totaled \$2,858,500, \$4,411,592 and \$5,312,700 and maximum borrowings totaled \$18,989,600, \$20,118,300 and \$18,954,800, for fiscal years 2013, 2012 and 2011, respectively.

As of March 31, 2013 and April 1, 2012, the Company had a zero balance on its revolving credit facility.

The Company was in compliance with the terms and financial covenants applicable to each of the revolving credit facility and term loan facility at the end of fiscal years 2013, 2012 and 2011.



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## Note 7. Long-Term Debt

On June 30, 2004, the Company refinanced its previously existing term loan with a bank. The original principal amount of the loan was \$4.5 million, payable in monthly installments of principal and interest with the balance due at the initial maturity date, June 30, 2011. On May 20, 2011, the Company entered into an agreement with Wells Fargo Bank, National Association, and SunTrust Bank, effective July 1, 2011, to extend the maturity date to July 1, 2016. The other key provisions of the loan remain the same, except that the interest rate adjusted to LIBOR plus 2.00%, from LIBOR plus 1.75%. The note is secured by a first position deed of trust encumbering Company-owned real property in Hunt Valley, Maryland. The loan is generally subject to the same financial covenants as the Company's revolving credit facility (see Note 6), which requires the Company to meet certain financial covenants and ratios and contains other limitations, including certain restrictions on dividend payments. The balance of this note at March 31, 2013 and April 1, 2012 was \$2,550,000 and \$2,775,000, respectively. The weighted average interest rate on borrowings under this note was 2.21%, 2.48% and 2.53% for fiscal years 2013, 2012 and 2011, respectively. Interest expense under this note was \$55,600, \$63,500 and \$64,200 for fiscal years 2013, 2012 and 2011, respectively.

On March 31, 2009, the Company entered into a term loan with the Baltimore County Economic Development Revolving Loan Fund for an aggregate principal amount of \$250,000. At March 31, 2013 and April 1, 2012, the principal balance of this term loan was \$158,000 and \$182,200, respectively. The term loan is payable in equal monthly installments of principal and interest of \$2,300, with the balance due at maturity on April 1, 2019. The term loan bears interest at 2.00% per annum. Interest expense under this note was \$3,400, \$3,900 and \$4,000 for fiscal years 2013, 2012 and 2011 respectively. The term loan is secured by a subordinate position on Company-owned real property located in Hunt Valley, Maryland.

At March 27, 2011, the Company had a note payable outstanding to the Maryland Economic Development Corporation of \$110,400. The note was payable in equal quarterly installments of principal and interest of \$37,400, with the balance due at maturity, October 10, 2011. The note was paid in full during fiscal year 2012. The note bore interest at 3.00% per annum. Interest expense under this note was \$1,700 and \$6,000 for fiscal years 2012 and 2011, respectively.

As of March 31, 2013, scheduled annual maturities of long-term debt are as follows:

Fiscal year:	
2014	\$ 249,700
2015	250,200
2016	250,600
2017	1,901,200
2018	26,700
Thereafter	29,600
	\$ 2,708,000

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## Note 8. Commitments and Contingencies

The Company is committed to making rental payments under non-cancelable operating leases covering various facilities and equipment. Rent expense for fiscal years 2013, 2012 and 2011 totaled \$2,907,900, \$2,661,400 and \$2,789,100, respectively.

The Company entered into an Agreement of Lease, dated November 3, 2003, under which the Company leases office space where the Company's sales, marketing and administrative offices are located. The Agreement of Lease provided for a term beginning June 1, 2004 and expiring May 31, 2007. On January 23, 2007, the Company entered into a First Amendment to Agreement of Lease, which among other things, provided for a six month extension, until November 30, 2007, of the lease term provided for under the Agreement of Lease. The Company entered into a Second Amendment of Agreement of Lease, dated May 1, 2007, which among other things, provided for an extension, from November 30, 2007 to December 31, 2012, of the lease term provided for under the Agreement of Lease. On February 15, 2011, the Company entered into a Third Amendment to Agreement of Lease, which among other things, provided for a five year extension, until December 31, 2017, of the lease term provided for under the Agreement of Lease. Under the terms of the Third Amendment, the Company also increased its leased space by approximately 3,800 square feet. On June 4, 2012, the Company entered into a Fourth Amendment to Agreement of Lease and further increased its lease space by approximately 4,800 square feet for a total of 102,200 square feet of rentable area. The new base rental rate ranges from \$153,300 to \$177,700 per month at the close of the extended term.

On June 1, 2007, the Company entered into a Lease under which the Company leases approximately 66,000 square feet of office and warehouse space in Hunt Valley, Maryland, adjacent to the Company's Global Logistics Center, for a term beginning July 1, 2007 and expiring July 31, 2011. On February 28, 2011, the Company entered into an extension of a Lease, which among other things, provided for a three year extension, from August 1, 2011 to July 31, 2014 of the lease term provided for under the Lease. Under the terms of the extension of the Lease, the Company has the ongoing annual option to terminate the Lease. The monthly rental fee ranges from \$27,500 to \$33,000 throughout the lease term. Additional sales and marketing offices are located in leased office space in San Antonio, Texas. On September 27, 2012, the Company entered into a Lease under which the Company leases approximately 13,100 square feet of office space in San Antonio, Texas which provided for a lease term from January 1, 2013 to October 31, 2018. Monthly rent payments range from \$14,700 to \$16,900.

The Company's minimum future obligations as of March 31, 2013 under existing operating leases are as follows:

Fiscal year:	
2014	\$ 2,811,900
2015	2,338,200
2016	2,191,100
2017	2,255,700
2018	1,787,100
Thereafter	118,500
	\$ 11,502,500

Lawsuits and claims are filed against the Company from time to time in the ordinary course of business. The Company does not believe that any lawsuits or claims pending against the Company, individually or in the aggregate, are material, or will have a material adverse affect on the Company's financial condition or results of operations. In addition, from time to time, the Company is also subject to review from federal and state taxing authorities in order to validate the amounts of income, sales and/or use taxes which have been claimed and remitted. No federal, state and local income tax returns are currently under examination, except for a Texas income tax audit for the 2008 and 2009

tax years.

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Note 9. Business Segments

The Company evaluates its business in two segments – commercial and retail. The commercial segment includes: (1) public carriers, contractors and program managers that are generally responsible for building and maintaining the infrastructure system and provide airtime service to individual subscribers; (2) private system operators and governments including commercial entities such as major utilities and transportation companies, federal agencies and state and local governments that run wireless networks for their own use; and (3) commercial dealers and resellers that sell, install and/or service cellular telephone, wireless networking, broadband and two-way radio communications equipment primarily for the enterprise market. The retail segment includes: (1) retailers, dealer agents and carriers; and (2) our Major 3PL relationship. The market within the Retail Segment formerly known as “Retailer, dealer agent and Tier 2/3 carrier” market, is changed to “Retailer, dealer agent and carrier” market. The market within the Retail Segment formerly known as “Tier 1 Carriers” market is changed to “Major 3PL relationship”. These changes result in the reclassification of certain revenue and gross profit amounts from the former "Tier 1 Carriers" market to the new "Retailer, dealer agent and carrier" market, and allow for isolation of the reporting for the Company's transitioning Tier 1 carrier business relationship under the new "Major 3PL relationship" heading. All prior periods have been restated to reflect this change. The Company’s segments, known as "Commercial" and "Retail", and the total revenue and gross profit within those segments, remain unchanged.

The Company evaluates revenue, gross profit and net profit contribution for each of its segments. Net profit contribution is defined as gross profit less any expenses that can be directly attributed or allocated to each segment. This includes sales, product management, purchasing, credit and collections and distribution team expenses, plus freight out and internal and external marketing costs. Corporate support expenses, which are not allocated to each segment, includes administrative costs – finance, human resources, information technology, operating facility occupancy expenses, depreciation, amortization and interest, plus the company-wide pay on performance bonus expense.

The Company does not segregate assets by segments, for internal reporting, for evaluating performance or for allocating capital. The Company has, however, allocated all goodwill and indefinite lived intangible assets to the applicable segments (and reporting units within segments, where applicable) for purposes of its annual impairment tests. The Company’s goodwill relates to acquisitions within its commercial segment. Certain cost of sales and other applicable expenses have been allocated to each segment based on a percentage of revenues and/or gross profit, where appropriate.

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Segment activity for the fiscal years ended 2013, 2012 and 2011 is as follows (in thousands):

	Year ended March 31, 2013		
	Commercial Segment	Retail Segment	Total
<b>Revenues</b>			
Public Carriers, Contractors & Program Managers	\$ 111,146	\$ --	\$ 111,146
Private & Government System Operators	121,313	--	121,313
Commercial Dealers & Resellers	138,737	--	138,737
Retailer, Independent Dealer Agents & Carriers	--	167,895	167,895
Revenue, excluding Major 3PL relationship	371,196	167,895	539,091
Major 3PL relationship	--	213,474	213,474
<b>Total revenues</b>	<b>371,196</b>	<b>381,369</b>	<b>752,565</b>
<b>Gross Profit</b>			
Public Carriers, Contractors & Program Managers	24,183	--	24,183
Private & Government System Operators	33,596	--	33,596
Commercial Dealers & Resellers	38,345	--	38,345
Retailer, Independent Dealer Agents & Carriers	--	35,903	35,903
Gross profit, excluding Major 3PL relationship	96,124	35,903	132,027
Major 3PL relationship	--	15,012	15,012
<b>Total gross profit</b>	<b>96,124</b>	<b>50,915</b>	<b>147,039</b>
Directly allocatable expenses	42,821	27,701	70,522
Segment net profit contribution	\$ 53,303	\$ 23,214	76,517
Corporate support expenses			47,523
Income before provision for income taxes			\$ 28,994

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	Year ended April 1, 2012		
	Commercial Segment	Retail Segment	Total
Revenues			
Public Carriers, Contractors & Program Managers	\$ 73,824	\$ --	\$ 73,824
Private & Government System Operators	129,129	--	129,129
Commercial Dealers & Resellers	125,431	--	125,431
Retailer, Independent Dealer Agents & Carriers	--	153,803	153,803
Revenue, excluding Major 3PL relationship	328,384	153,803	482,187
Major 3PL relationship	--	251,203	251,203
Total revenues	328,384	405,006	733,390
Gross Profit			
Public Carriers, Contractors & Program Managers	17,101	--	17,101
Private & Government System Operators	35,860	--	35,860
Commercial Dealers & Resellers	35,393	--	35,393
Retailer, Independent Dealer Agents & Carriers	--	33,421	33,421
Gross profit, excluding Major 3PL relationship	88,354	33,421	121,775
Major 3PL relationship	--	26,881	26,881
Total gross profit	88,354	60,302	148,656
Directly allocatable expenses	41,490	29,963	71,453
Segment net profit contribution	\$ 46,864	\$ 30,339	77,203
Corporate support expenses			50,492
Income before provision for income taxes			\$ 26,711

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	Year ended March 27, 2011		
	Commercial Segment	Retail Segment	Total
<b>Revenues</b>			
Public Carriers, Contractors & Program Managers	\$ 87,010	\$ --	\$ 87,010
Private & Government System Operators	108,520	--	108,520
Commercial Dealers & Resellers	117,213	--	117,213
Retailer, Independent Dealer Agents & Carriers	--	137,676	137,676
Revenue, excluding Major 3PL relationship	312,743	137,676	450,419
Major 3PL relationship	--	154,800	154,800
Total revenues	312,743	292,476	605,219
<b>Gross Profit</b>			
Public Carriers, Contractors & Program Managers	20,139	--	20,139
Private & Government System Operators	28,978	--	28,978
Commercial Dealers & Resellers	31,717	--	31,717
Retailer, Independent Dealer Agents & Carriers	--	29,947	29,947
Gross profit, excluding Major 3PL relationship	80,834	29,947	110,781
Major 3PL relationship	--	22,500	22,500
Total gross profit	80,834	52,447	133,281
Directly allocatable expenses	47,096	31,480	78,576
Segment net profit contribution	\$ 33,738	\$ 20,967	54,705
Corporate support expenses			39,150
Income before provision for income taxes			\$ 15,555

The Company also reviews revenue and gross profit by its four product categories:

- Base station infrastructure products are used to build, repair and upgrade wireless telecommunications. Products include base station antennas, cable and transmission lines, small towers, lightning protection devices, connectors, power systems, miscellaneous hardware, and mobile antennas. Our base station infrastructure service offering includes connector installation, custom jumper assembly, site kitting and logistics integration.
- Network systems products are used to build and upgrade computing and Internet networks. Products include fixed and mobile broadband equipment, wireless networking, filtering systems, two-way radios and security and surveillance products. This product category also includes training classes, technical support and engineering design services.
  - Installation, test and maintenance products are used to install, tune, and maintain wireless communications equipment. Products include sophisticated analysis equipment and various frequency-, voltage- and power-measuring devices, as well as an assortment of tools, hardware, GPS, safety and replacement and component parts and supplies required by service technicians.
- Mobile devices and accessory products include cellular phone and data device accessories such as replacement batteries, cases, speakers, mobile amplifiers, power supplies, headsets, mounts, car antennas, music accessories and data and memory cards. Retail merchandising displays, promotional programs, customized order fulfillment

services and affinity-marketing programs, including private label Internet sites, complement our mobile devices and accessory product offering.



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Base station infrastructure, network systems and installation, test and maintenance products are primarily sold into the commercial segment, while mobile device and accessories products are primarily sold into the retail segment.

Supplemental revenue and gross profit information by product category for the fiscal years 2013, 2012 and 2011 are as follows (in thousands):

	March 31, 2013	April 1, 2012	March 27, 2011
<b>Revenues</b>			
Base station infrastructure	\$ 227,510	\$ 196,611	\$ 192,587
Network systems	78,989	75,150	65,180
Installation, test and maintenance	47,766	44,507	46,242
Mobile device accessories	398,300	417,122	301,210
Total revenues	752,565	733,390	605,219
<b>Gross Profit</b>			
Base station infrastructure	65,472	61,767	54,513
Network systems	14,887	15,817	12,108
Installation, test and maintenance	11,151	10,365	10,744
Mobile device accessories	55,529	60,707	55,916
Total gross profit	\$ 147,039	\$ 148,656	\$ 133,281

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## Note 10. Stock Buyback

On April 28, 2003, the Company's Board of Directors approved a stock buyback program. As of March 31, 2013, the Board of Directors has authorized the purchase of up to 3,593,350 shares of outstanding common stock under the buyback program. Shares may be purchased from time to time in the open market, by block purchase, or through negotiated transactions, or possibly other transactions managed by broker-dealers. No time limit has been set for completion or expiration of the program. As of March 31, 2013, the Company had purchased 3,505,187 shares for approximately \$30.7 million, or an average of \$8.76 per share. Of the total shares repurchased, none were purchased in fiscal years 2013 or 2012, and 2,300 shares were repurchased in fiscal year 2011 at an average price of \$13.96 per share. As of March 31, 2013, 88,163 shares remained available for repurchase under this program.

The Company also withholds shares from its employees and directors, at their request, equal to the minimum federal and state tax withholdings related to vested performance stock units, stock option exercises and restricted stock awards. For fiscal years 2013, 2012, and 2011 the total value of shares withheld for taxes was \$2,161,900, \$1,888,000, and \$1,569,000, respectively.

## Note 11. Income Taxes

A reconciliation of the difference between the provision for income taxes computed at statutory rates and the provision for income taxes provided in the consolidated statements of comprehensive income is as follows:

	2013		2012		2011	
Statutory federal rate	35.0	%	35.0	%	34.4	%
State taxes, net of federal benefit	2.9		2.6		2.1	
Non-deductible expenses	0.5		0.5		1.0	
Other	0.2		0.4		(1.9	)
Effective rate	38.6	%	38.5	%	35.6	%

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The provision for income taxes was comprised of the following:

		2013	2012	2011
Federal:	Current	\$ 10,593,200	\$ 8,598,000	\$ 5,493,000
	Deferred	(929,600 )	612,500	(581,400 )
State:	Current	1,640,400	1,007,700	676,100
	Deferred	(103,500 )	55,800	(51,000 )
Provision for income taxes		\$ 11,200,500	\$ 10,274,000	\$ 5,536,700

Total deferred tax assets and deferred tax liabilities as of March 31, 2013 and April 1, 2012, and the sources of the differences between financial accounting and tax basis of the Company's assets and liabilities which give rise to the deferred tax assets and liabilities are as follows:

	2013	2012
Deferred tax assets:		
Deferred compensation	\$ 1,448,900	\$ 1,571,700
Accrued vacation	435,400	416,600
Deferred rent	1,070,000	941,700
Allowance for doubtful accounts	448,800	312,800
Inventory reserves	1,254,000	1,126,200
Sales tax reserves	618,300	646,400
Other assets	951,900	546,100
Total deferred tax assets	\$ 6,227,300	\$ 5,561,500
Deferred tax liabilities:		
Depreciation and amortization	\$ 3,373,100	\$ 3,773,000
Accrued compensation	--	320,400
Prepaid expenses	429,100	422,500
Other liabilities	149,600	154,000
Total deferred tax liabilities	\$ 3,951,800	\$ 4,669,900

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The Company has reviewed its deferred tax assets realization and has determined that no valuation allowance is required as of March 31, 2013 or April 1, 2012.

As of March 31, 2013, the gross amount of unrecognized tax benefits was \$631,100 (\$416,500 net of federal benefit). As of April 1, 2012, the Company had gross unrecognized tax benefits of \$561,600 (\$370,600 net of federal benefit).

The Company's accounting policy with respect to interest and penalties related to tax uncertainties is to classify these amounts as income taxes. The total amount of interest and penalties related to tax uncertainties recognized in the consolidated statement of comprehensive income for fiscal year 2013 was \$71,280 (net of federal benefit) and the cumulative amount included in the consolidated balance sheet as of March 31, 2013 was \$309,000 (net of federal benefit). The total amount of interest and penalties related to tax uncertainties recognized in the consolidated statement of comprehensive income for fiscal year 2012 was \$33,500 (net of federal benefit) and the cumulative amount included in the consolidated balance sheet as of April 1, 2012 was \$236,600 (net of federal benefit). The total amount of interest and penalties related to tax uncertainties recognized in the consolidated statement of comprehensive income for fiscal year 2011 was \$59,000 (net of federal benefit) and the total amount included in the consolidated balance sheet as of March 27, 2011 was \$203,100 (net of federal benefit).

As of March 31, 2013, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is \$725,500. The company does not expect any material changes in unrecognized tax benefits over the next 12 months.

A reconciliation of the changes in the gross balance of unrecognized tax benefit amounts, net of interest, is as follows:

	2013	2012	2011
Beginning balance of unrecognized tax benefit	\$ 561,600	\$ 453,800	\$ 696,000
Increases related to prior period tax positions	--	--	92,200
Increases related to current period tax positions	69,500	107,800	--
Reductions as a result of a lapse in the applicable statute of limitations	--	--	(334,400 )
Ending balance of unrecognized tax benefits	\$ 631,100	\$ 561,600	\$ 453,800

The Company files income tax returns in U.S. federal, state and local jurisdictions. Income tax returns filed for fiscal years 2008 and earlier are no longer subject to examination by U.S. federal, state and local tax authorities. No federal, state and local income tax returns are currently under examination, except for a Texas income tax audit for the 2008 and 2009 tax years. Certain income tax returns for fiscal years 2009 through 2011 remain open to examination by U.S. federal, state and local tax authorities.

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Note 12. Retirement Plans

The Company has a 401(k) plan that covers all eligible employees. Contributions to the plan can be made by employees and the Company may make matching contributions at its discretion. Expense related to this matching contribution was \$610,700, \$505,900 and \$610,000 during fiscal years 2013, 2012 and 2011, respectively. As of March 31, 2013 plan assets included 137,555 shares of common stock of the Company.

The Company maintains a Supplemental Executive Retirement Plan for Robert B. Barnhill, Jr., Chairman, President and CEO of the Company. This plan is funded through life insurance policies for which the Company is the sole beneficiary. The cash surrender value of the life insurance policies and the net present value of the benefit obligation of approximately \$1,282,200 and \$983,300, respectively, as of March 31, 2013 and \$1,021,600 and \$912,000, respectively, as of April 1, 2013 are included in other long-term assets and other long-term liabilities, respectively, in the accompanying Consolidated Balance Sheets.

Note 13. Earnings Per Share

The Company calculates earnings per share considering the FASB standard regarding accounting for participating securities, which requires the Company to use the two-class method to calculate earnings per share. Under the two-class method, earnings per common share are computed by dividing the sum of the distributed earnings to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the weighted average shares outstanding during the period.

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The following table presents the calculation of basic and diluted earnings per common share:

	Amounts in thousands, except per share amounts		
	2013	2012	2011
<b>Earnings per share – Basic:</b>			
Net earnings	\$17,794	\$16,437	\$10,018
Less: Distributed and undistributed earnings allocated to nonvested stock	(200 )	(239 )	(180 )
Earnings available to common shareholders – Basic	\$17,594	\$16,198	\$9,838
Weighted average common shares outstanding – Basic	7,929	7,639	7,394
<b>Earnings per common share – Basic</b>	<b>\$2.22</b>	<b>\$2.12</b>	<b>\$1.33</b>
<b>Earnings per share – Diluted:</b>			
Net earnings	\$17,794	\$16,437	\$10,018
Less: Distributed and undistributed earnings allocated to nonvested stock	(197 )	(231 )	(174 )
Earnings available to common shareholders – Diluted	\$17,597	\$16,206	\$9,844
Weighted average common shares outstanding – Basic	7,929	7,639	7,394
Effect of dilutive options	271	356	362
Weighted average common shares outstanding – Diluted	8,200	7,995	7,756
<b>Earnings per common share – Diluted</b>	<b>\$2.15</b>	<b>\$2.03</b>	<b>\$1.27</b>

As of March 31, 2013 and April 1, 2012, there were no stock options with respect to shares of common stock outstanding.

As of March 27, 2011, stock options with respect to 135,000 shares of common stock were outstanding. There were no anti-dilutive stock options, Performance Stock Units or Restricted Stock then outstanding. The remaining stock options, Performance Stock Units and Restricted Stock then outstanding were dilutive and therefore included in the computation of dilutive earnings per share.

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## Note 14. Stock-Based Compensation

The Company's selling, general and administrative expenses for the fiscal years ended March 31, 2013, April 1, 2012 and March 27, 2011 includes \$2,536,800, \$2,928,200 and \$2,274,000, respectively, of stock compensation expense. Provision for income taxes for the fiscal years ended March 31, 2013, April 1, 2012 and March 27, 2011 includes \$979,800, \$1,127,400 and \$809,500, respectively, of income tax benefits related to our stock-based compensation arrangements. Stock compensation expense is primarily related to our Performance Stock Unit Program as described below.

The Company's stock incentive plan is the Second Amended and Restated 1994 Stock and Incentive Plan (the 1994 Plan). On July 21, 2011, the Company's shareholders approved an amendment to the 1994 Plan increasing the number of shares of common stock available for the grant of awards by 690,000 shares, from 2,638,125 to an aggregate of 3,553,125 shares of the Company's common stock. As of March 31, 2013, 536,303 shares were available for issue in respect of future awards under the 1994 Plan. Subsequent to the Company's 2013 fiscal year end, on May 14, 2013, based on fiscal 2013 results, 35,127 shares related to Performance Stock Units (PSUs) were canceled, and as a result, these shares were made available for future grants. Also in May 2013, additional PSUs and restricted stock awards were issued providing recipients with the opportunity to earn up to 109,000 and 15,000 additional shares, respectively of the Company's common Stock in aggregate. Accordingly, on May 14, 2013, an aggregate of 447,430 shares were available for issue pursuant to future awards. On July 21, 2011, the Company's shareholders also approved an amendment to extend the date through which awards may be granted under the 1994 Plan from July 22, 2014 to July 21, 2016. No additional awards can be made under the 1994 Plan after July 21, 2016, without shareholder approval of an extension of the plan term. Options, restricted stock and PSU awards have been granted as awards under the 1994 Plan. Shares which are subject to outstanding PSU or other awards under the 1994 Plan, and which are not earned, are returned to the 1994 Plan and become available for future issuance in accordance with and otherwise subject to the terms of the 1994 Plan.

Performance Stock Units: Beginning in fiscal year 2005, the Company's equity-based compensation philosophy and practice shifted away from awarding stock options to granting performance-based and time-vested stock grants. Accordingly, in April 2004, the Company's Board of Directors established a Performance Stock Unit (PSU) Award Program under the 1994 Plan. Under the program, PSUs have been granted to selected individuals. Each PSU entitles the participant to earn TESSCO common stock, but only after earnings per share and, for non-director employee participants, individual performance targets are met over a defined performance cycle. Performance cycles, which are fixed for each grant at the date of grant, are one year. Once earned, shares vest and are issued over a specified period of time determined at the time of the grant, provided that the participant remains employed by or associated with the Company at the time of share issuance. Earnings per share targets, which take into account the earnings impact of this program, are set by the Board of Directors in advance for the complete performance cycle at levels designed to grow shareowner value. If actual performance does not reach the minimum annual or threshold targets, no shares are issued. In accordance with the FASB standard on stock compensation, the Company records compensation expense on its PSUs over the service period, based on the number of shares management estimates will ultimately be issued. Accordingly, the Company determines the periodic financial statement compensation expense based upon the stock price at the PSU grant date, net of the present value of dividends expected to be paid on TESSCO common stock before the PSU vests, management's projections of future EPS performance over the performance cycle, and the resulting amount of estimated share issuances, net of estimated forfeitures. The Company estimated the forfeiture rate primarily based on historical experience and expectations of future forfeitures. The Company's calculated estimated forfeiture rate is less than 1%.





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The following table summarizes the activity under the Company's PSU program for fiscal years 2013, 2012 and 2011:

	2013		2012		2011	
	Shares	Weighted-Average Fair Value at Grant	Shares	Weighted-Average Fair Value at Grant	Shares	Weighted-Average Fair Value at Grant
Outstanding, non-vested beginning of period	604,844	\$9.81	696,089	\$10.15	679,627	\$ 6.75
Granted	156,200	19.31	260,000	10.97	274,500	16.00
Vested	(288,765 )	8.64	(201,546 )	8.20	(238,163 )	7.24
Forfeited/canceled	(16,300 )	17.69	(149,699 )	15.55	(19,875 )	9.42
Outstanding, non-vested end of period	455,979	\$12.77	604,844	\$9.81	696,089	\$ 10.15

As of March 31, 2013, there was approximately \$2.5 million of total unrecognized compensation cost, net of forfeitures, related to PSUs. These costs are expected to be recognized over a weighted average period of 2.7 years. Total fair value of shares vested during fiscal years 2013, 2012 and 2011 was \$6,304,300, \$2,191,500 and \$3,639,100, respectively.

Of the 16,300 PSUs cancelled during fiscal 2013, 2,800 related to the fiscal 2012 grant of PSUs and were canceled in April 2012. The PSUs were cancelled because the applicable fiscal 2012 performance targets were not fully satisfied. The remaining 13,500 shares related to the fiscal 2013 grant of PSUs and were forfeited due to employee departures during fiscal year 2013. Per the provisions of the 1994 Plan, the shares related to these forfeited and cancelled PSUs were added back to the 1994 Plan and became available for future issuance.

Of the outstanding PSUs covering 455,979 non-vested shares as of March 31, 2013 PSUs covering 35,127 shares were cancelled in May 2013, based on fiscal year 2013 activity. These PSUs were cancelled primarily because individual performance targets for certain non-director employee participants did not fully reach the target performance set forth in the PSU grants for fiscal year 2013. The remaining 420,852 shares have been earned based on past performance, but not yet vested as of March 31, 2013. Assuming the respective participants remain employed by or affiliated with the Company on these dates, these shares will vest and be paid on or about May 1 of 2013, 2014, 2015 and 2016, as follows:

	Number of Shares
2013	198,130
2014	112,401
2015	83,451
2016	26,870
	420,852

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Subsequent to the Company's 2013 fiscal year end, on May 14, 2013, the Compensation Committee, with the concurrence of the full Board of Directors, granted additional PSUs to selected key employees, providing them with the opportunity to earn up to 109,000 additional shares of the Company's common stock in the aggregate, depending upon whether certain threshold or goal earnings per share targets are met and individual performance metrics are satisfied in fiscal year 2014. These PSUs have only one measurement year (fiscal year 2014), with any shares earned at the end of fiscal year 2014 to vest 25% on or about each of May 1 of 2014, 2015, 2016 and 2017, provided that the participant remains employed by or affiliated with the Company on each such date.

Stock Options: In accordance with the FASB standard on stock compensation, the fair value of the Company's stock options have been determined using the Black-Scholes-Merton option pricing model, based upon facts and assumptions existing at the date of grant. Stock options granted have exercise prices equal to the market price of the Company's common stock on the grant date.

The value of each option at the date of grant is amortized as compensation expense over the option service period. This occurs without regard to subsequent changes in stock price, volatility or interest rates over time, provided that the option remains outstanding.

There were no options granted during fiscal years 2013, 2012 and 2011. There were no options exercised during fiscal 2013. The total intrinsic value of options exercised during fiscal years 2012 and 2011 was \$2,087,800 and \$299,300, respectively.

As of March 31, 2013, there was no unrecognized compensation costs related to stock options.

Restricted Stock: During the second quarter of fiscal year 2007, the Company granted 225,000 shares of the Company's common stock to its Chairman and Chief Executive Officer as a restricted stock award under the 1994 Plan. These shares vest ratably over ten fiscal years based on service, beginning on the last day of fiscal year 2007 and ending on the last day of fiscal year 2016, subject, however, to the terms applicable to the award, including terms providing for possible acceleration of vesting upon death, disability, change in control or certain other events. The weighted average fair value for these shares at the grant date was \$10.56. On both March 31, 2013 and April 1, 2012, 22,500 shares of restricted stock were released and vested. As of March 31, 2013, there were 67,500 unvested shares and approximately \$0.5 million of total unrecognized compensation costs related to restricted stock. Unrecognized compensation costs related to this award are expected to be recognized ratably over a period of approximately three years.

On April 25, 2011, the Compensation Committee, with the concurrence of the full Board of Directors, granted an aggregate of 36,000 restricted stock awards to the non-employee directors of the Company. These awards provide for the issuance of shares of the Company's common stock in accordance with a vesting schedule. These restricted stock awards will vest and be issued 25% on or about each of May 1 of 2012, 2013, 2014 and 2015, provided that the participant remains associated with the Company (or meets other criteria as prescribed in the agreement) on each such date. As of March 31, 2013, there was approximately \$0.2 million of total unrecognized compensation costs related to restricted stock. Unrecognized compensation costs related to this award are expected to be recognized ratably over a period of approximately two years.

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On May 3, 2012, the Compensation Committee, with the concurrence of the full Board of Directors, granted an aggregate of 20,100 restricted stock awards to the non-employee directors of the Company. These awards provide for the issuance of shares of the Company's common stock in accordance with a vesting schedule. These restricted stock awards will vest and be issued 25% on or about each of May 1 of 2013, 2014, 2015 and 2016, provided that the participant remains associated with the Company (or meets other criteria as prescribed in the agreement) on each such date. As of March 31, 2013, there was approximately \$0.3 million of total unrecognized compensation costs related to restricted stock. Unrecognized compensation costs related to this award are expected to be recognized ratably over a period of approximately three years.

Subsequent to the Company's 2013 fiscal year end, on May 14, 2013, the Compensation Committee, with the concurrence of the full Board of Directors, granted an aggregate of 15,000 restricted stock awards to non-employee directors of the Company with the exception of Daniel Okrent who is retiring from the Board of Directors after his current term ends in July 2013. These awards provide for the issuance of shares of the Company's common stock in accordance with a vesting schedule. These restricted stock awards will vest and be issued 25% on or about each of May 1 of 2014, 2015, 2016 and 2017, provided that the participant remains associated with the Company (or meets other criteria as prescribed in the agreement) on each such date.

Compensation expense on restricted stock is measured using the grant date price, net of the present value of dividends expected to be paid on TESSCO common stock before the RSU vests.

Team Member Stock Purchase Plan: During fiscal year 2000, the Company adopted the Team Member Stock Purchase Plan. This plan permits eligible employees to purchase up to an aggregate of 450,000 shares of the Company's common stock at 85% of the lower of the market price on the first day of a six-month period or the market price on the last day of that same six-month period. The Company's expenses relating to this plan are for its administration and expense associated with the fair value of this benefit in accordance with the FASB standard on employee share purchase plans. Expenses incurred for the Team Member Stock Purchase Plan during the fiscal years ended March 31, 2013, April 1, 2012 and March 27, 2011 related to the FASB standard were \$59,400, \$47,800 and \$51,200, respectively. During the fiscal years ended March 31, 2013, April 1, 2012 and March 27, 2011, 11,009, 12,503 and 16,662 shares were sold to employees under this plan, having a weighted average market value of \$15.80, \$11.18 and \$8.95, respectively.

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## Note 15. Fair Value of Financial Instruments

The Company complies with the FASB standard regarding fair value measurement and disclosure requirements for assets and liabilities carried at fair value. Accordingly, assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions about the inputs used in pricing the asset or liability.

As of March 31, 2013 and April 1, 2012, the Company has no assets or liabilities recorded at fair value.

The carrying amounts of cash and cash equivalents, trade accounts receivable, product inventory, trade accounts payable, accrued expenses and other current liabilities approximate their fair values as of March 31, 2013 and April 1, 2012 due to their short term nature.

Fair value of long-term debt is calculated using current market interest rates, which we consider to be a Level 2 input as described in the fair value accounting guidance on fair value measurements, and future principle payments, as of March 31, 2013 and April 1, 2012 is estimated as follows:

	2013	Fair	2012	Fair
	Carrying	Value	Carrying	Value
	Amount		Amount	
Note payable to a Bank	\$2,550,000	\$2,361,500	\$2,775,000	\$2,517,000
Note payable to Baltimore County	\$158,000	\$145,300	\$182,200	\$165,000

## Note 16. Supplemental Cash Flow Information

Cash paid for income taxes, net of refunds, for fiscal years 2013, 2012 and 2011 totaled \$11,847,300, \$8,191,500 and \$5,183,700 respectively. Cash paid for interest during fiscal years 2013, 2012 and 2011 totaled \$208,300, \$311,500 and \$427,700, respectively. No interest was capitalized during fiscal years 2013, 2012 and 2011.

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Note 17. Concentration of Risk

Sales to customers and purchases from vendors are largely governed by individual sales or purchase orders, so there is no guarantee of future business. In some cases, the Company has more formal agreements with significant customers or vendors, but they are largely administrative in nature and are terminable by either party upon several months or otherwise short notice and they typically contain no obligation to make purchases from TESSCO. In the event a significant customer decides to make its purchases from another source, experiences a significant change in demand internally or from its own customer base, becomes financially unstable, or is acquired by another company, the Company's ability to generate revenues from these customers may be significantly affected, resulting in an adverse affect on its financial position and results of operations.

The Company is dependent on third-party equipment manufacturers, distributors and dealers for all of its supply of wireless communications equipment. For fiscal years 2013, 2012 and 2011, sales of products purchased from the Company's top ten vendors accounted for 42%, 43% and 40% of total revenues, respectively. In fiscal year 2013, 2012 and 2011, sales of product purchased from the Company's largest vendor, Otter Products LLC, a significant portion of which are sold to the Company's largest customer AT&T Mobility, accounted for approximately 9%, 17% and 13% of total revenues, respectively. The Company is dependent on the ability of its vendors to provide products on a timely basis and on favorable pricing terms. Although the Company believes that alternative sources of supply are available for many of the product types it carries, the loss of certain principal suppliers, or the loss of one or more of certain ongoing affinity relationships, could have a material adverse effect on the Company.

As noted, the Company's future results could also be negatively impacted by the loss of certain customers, and/or vendor relationships. For fiscal years 2013, 2012 and 2011, sales of products to the Company's top ten customer relationships accounted for 39%, 45% and 37% of total revenues, respectively. In fiscal years 2013, 2012 and 2011, sales to the Company's top customer relationship, AT&T Mobility, a top tier cellular carrier purchasing phone accessories classified in the Retail segment, accounted for approximately 30%, 36% and 28% of total revenues, respectively.

In April 2012, we were notified by AT&T of their intention to transition their third party logistics retail store supply chain business away from us beginning in the second quarter of our fiscal 2013. As of the close of our fiscal 2013 this business has fully transitioned.

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## Note 18. Quarterly Results of Operations (Unaudited)

Summarized quarterly financial data for the fiscal years ended March 31, 2013 and April 1, 2012 is presented in the table below:

	Fiscal Year 2013 Quarters Ended				Fiscal Year 2012 Quarters Ended		
	Mar. 31, 2013	Dec. 30, 2012	Sept. 20, 2012	Jul. 1, 2012	Apr. 1, 2012	Dec. 25, 2011	Sep. 2011
Revenues	\$ 158,449,800	\$ 204,458,700	\$ 197,238,300	\$ 192,418,200	\$ 194,787,400	\$ 226,250,100	\$ 148,800,000
Cost of goods sold	124,498,600	165,488,900	158,613,300	156,925,000	156,798,300	186,773,300	114,800,000
Gross profit	33,951,200	38,969,800	38,625,000	35,493,200	37,989,100	39,476,800	33,900,000
Selling, general and administrative expenses	29,144,900	30,226,300	29,887,000	28,562,400	32,221,100	31,596,300	28,100,000
Income from operations	4,806,300	8,743,500	8,738,000	6,930,800	5,768,000	7,880,500	5,800,000
Interest, net	141,100	13,700	12,000	57,400	41,000	73,500	72,900
Income before provision for income taxes	4,665,200	8,729,800	8,726,000	6,873,400	5,727,000	7,807,000	5,727,100
Provision income taxes	1,745,400	3,331,100	3,457,100	2,666,900	2,178,100	3,033,400	2,210,000
Net income	\$ 2,919,800	\$ 5,398,700	\$ 5,268,900	\$ 4,206,500	\$ 3,548,900	\$ 4,773,600	\$ 3,517,100
Diluted earnings per share	\$ 0.35	\$ 0.65	\$ 0.64	\$ 0.51	\$ 0.43	\$ 0.59	\$ 0.44
Cash dividends declared per common share	\$ 0.18	\$ 0.93	\$ 0.18	\$ 0.18	\$ 0.15	\$ 0.15	\$ 0.15
Comprehensive income	\$ 2,919,800	\$ 5,398,700	\$ 5,268,900	\$ 4,206,500	\$ 3,548,900	\$ 4,773,600	\$ 3,517,100

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of  
TESSCO Technologies Incorporated

We have audited the accompanying consolidated balance sheets of TESSCO Technologies Incorporated and subsidiaries as of March 31, 2013 and April 1, 2012, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for each of the three fiscal years in the period ended March 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(b). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of TESSCO Technologies Incorporated and subsidiaries at March 31, 2013 and April 1, 2012, and the consolidated results of their operations and their cash flows for each of the three fiscal years in the period ended March 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), TESSCO Technologies Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 29, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Baltimore, Maryland  
May 29, 2013

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

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed by the Company in the reports that it files or submits under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to management in a timely manner. Our chief executive officer, who is our principal executive officer, and who also performs the function of or similar to that of principal financial officer, has evaluated this system of disclosure controls and procedures as of the end of the period covered by this annual report, and has concluded that the system is effective.

Internal Control over Financial Reporting

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13(a)-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our system of internal control is designed to provide reasonable assurance to management and the Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Any system of internal control over financial reporting, no matter how well designed, has inherent limitations and may not prevent or detect misstatements. Therefore, internal control systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may be inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chairman and Chief Executive Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls, and the conclusion of this evaluation. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of March 31, 2013.

The effectiveness of our internal control over financial reporting as of March 31, 2013 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included within this Item 9A of Part II of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting



There has not been any change in our internal control over financial reporting during the fourth quarter of fiscal year 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of  
TESSCO Technologies Incorporated

We have audited TESSCO Technologies Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). TESSCO Technologies Incorporated and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

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

In our opinion, TESSCO Technologies Incorporated and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of March 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of TESSCO Technologies Incorporated and subsidiaries as of March 31, 2013 and April 1, 2012, and the related consolidated statements of comprehensive income, changes in shareholders' equity, and cash flows for each of the three fiscal years in the period ended March 31, 2013 of TESSCO Technologies

Incorporated and subsidiaries and our report dated May 29, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Baltimore, Maryland

May 29, 2013

Item 9B. Other Information.

None.

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Part III

Items 10, 11, 12, 13 and 14.

The information with respect to the identity and business experience of executive officers of the Company as required to be included in Item 10 to this Form 10-K is set forth in Part I of this Form 10-K. The information otherwise required by Items 10 through 14 will be contained in a definitive proxy statement for our Annual Meeting of Shareholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year pursuant to Regulation 14A and accordingly these items have been omitted in accordance with General Instruction G (3) to Form 10-K.

Part IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this report:

1. The following consolidated financial statements are included in Item 8 of this report:

Consolidated Balance Sheets as of March 31, 2013 and April 1, 2012

Consolidated Statements of Comprehensive Income for the fiscal years ended March 31, 2013; April 1, 2012 and March 27, 2011

Consolidated Statements of Changes in Shareholders' Equity for the fiscal years ended March 31, 2013; April 1, 2012 and March 27, 2011

Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2013; April 1, 2012 and March 27, 2011

Notes to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

2. The following financial statement schedules are required to be filed by Item 8 and paragraph (b) of this Item 15 included herewith:

Schedule II Valuation and Qualifying Accounts

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable.

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3. Exhibits

- 3.1.1 Amended and Restated Certificate of Incorporation of the Registrant filed with the Secretary of State of Delaware on September 29, 1993 (incorporated by reference to Exhibit 3.1.1 to the Company's Registration Statement on Form S-1 (No. 33-81834)).
- 3.1.2 Certificate of Retirement of the Registrant filed with the Secretary of State of Delaware on January 13, 1994 (incorporated by reference to Exhibit 3.1.2 to the Company's Registration Statement on Form S-1 (No. 33-81834)).
- 3.1.3 Certificate of Amendment to Certificate of Incorporation of the Registrant filed with the Secretary of State of Delaware on July 20, 1994 (incorporated by reference to Exhibit 3.1.3 to the Company's Registration Statement on Form S-1 (No. 33-81834)).
- 3.1.4 Certificate of Amendment to Certificate of Incorporation of the Registrant filed with the Secretary of State of Delaware on September 6, 1996 (incorporated by reference to Exhibit 3.1.4 to the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 1997).
- 3.1.5 Certificate of Correction filed with the Secretary of State of Delaware on February 7, 2007 to Certificate of Amendment to Certificate of Incorporation of the Registrant filed with the Secretary of State of Delaware on September 6, 1996 (incorporated by reference to Exhibit 3.1.5 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 7, 2007).
- 3.1.6 Certificate of Designation of Series A Junior Participating Preferred Stock, filed with the Secretary of State of Delaware on February 1, 2008 (incorporated by reference to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 1, 2008).
- 3.1.7 Certificate of Elimination of Series A Junior Participating Preferred Stock of the Company, dated as of April 26, 2010 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 26, 2010).
- 3.2.2 Sixth Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 28, 2011).
- 3.2.3 First Amendment to Sixth Amended and Restated By-laws of the Registrant (incorporated by reference to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 22, 2011).
- 10.1.1 Employment Agreement, dated August 31, 2006 with Robert B. Barnhill, Jr. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 1, 2006).
- 10.1.2 Amendment No. 1 to Employment Agreement, dated December 31, 2008 with Robert B. Barnhill, Jr. (incorporated by reference to Exhibit 10.1.2 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 29, 2009).
- 10.1.3 Amendment No. 2 to Employment Agreement, dated May 7, 2010 with Robert B. Barnhill, Jr. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 11, 2010).
- 10.2.1 Employee Incentive Stock Option Plan, as amended (incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 (No. 33-81834)).
- 10.3.1 Team Member Stock Purchase Plan (incorporated by reference to Appendix No. 2 to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on July 15, 1999).
- 10.3.2 Form of Restricted Stock Unit (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 26, 2011).
- 10.4.1 TESSCO Technologies Incorporated Second Amended and Restated 1994 Stock and Incentive Plan, dated as of July 24, 2008 (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2008).

- 10.4.2 First Amendment to Second Amended and Restated 1994 Stock and Incentive Plan of TESSCO Technologies Incorporated (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 22, 2011).
- 10.4.3 TESSCO Technologies Incorporated Performance Share Unit Agreement – Officer and Employees (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2004).
- 10.4.4 TESSCO Technologies Incorporated Performance Share Unit Agreement – Non-employee Director (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2004).
- 10.5.1 Stock Repurchase Agreement, dated as of July 1, 2008, between the Registrant and Brightpoint, Inc. (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2008).
- 10.6.1 Agreement of Lease By and Between Atrium Building, LLC and TESSCO Technologies Incorporated (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2003).
- 10.6.2 Third Amendment to Agreement of Lease By and Between Atrium Building, LLC and TESSCO Technologies Incorporated (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 18, 2011).
- 10.7.1 Credit Agreement dated June 30, 2004, by and among the Registrant and affiliates, and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), SunTrust Bank and the lenders party thereto from time to time (Term Loan) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2004).
- 10.7.2 Joinder, Assumption, Ratification and Modification Agreement, dated as of August 29, 2006 by and among the Registrant, various affiliates of the Registrant and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association) and SunTrust Bank, as lenders (Term Loan) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 24, 2006).
- 10.7.3 Second Amendment, dated as of May 31, 2007, by and among the Registrant, various affiliates of the Registrant and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association) and SunTrust Bank, as lenders (Term Loan) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 6, 2007).
- 10.7.4 Joinder, Assumption and Third Modification Agreement, dated as of May 20, 2011, by and among the Registrant, various affiliates of the Registrant and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association) and SunTrust Bank, as lenders (Term Loan) (incorporated by reference to Exhibit 10.7.4 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on May 24, 2011).

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- 10.7.5 Term Note of Registrant and affiliates dated June 30, 2004, payable to Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association) and SunTrust Bank (Term Loan) (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2004).
- 10.7.6 Guaranty Agreement dated June 30, 2004, of TESSCO Incorporated, to and for the benefit of Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as agent (Term Loan) (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2004).
- 10.7.7 Credit Agreement, dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 6, 2007).
- 10.7.8 First Modification Agreement, made effective as of June 30, 2008, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 7, 2008).
- 10.7.9 Second Modification Agreement, made effective as of November 26, 2008, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 28, 2008).
- 10.7.10 Third Modification Agreement, made effective July 22, 2009, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2009).
- 10.7.11 Fourth Modification Agreement, made effective April 28, 2010, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.7.7 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 28, 2010).
- 10.7.12 Joinder, Assumption and Fifth Modification Agreement, made effective May 20, 2011, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.7.12 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 27, 2011).
- 10.7.13 Sixth Modification Agreement, made effective December 30, 2011, to Credit Agreement dated as of May 31, 2007, by an among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 5, 2012).
- 10.7.14 Seventh Modification Agreement dated as of November 30, 2012, by and among the Registrant and certain subsidiaries, as borrowers, and SunTrust and Wells Fargo Bank, National Association, as lenders (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on

December 3, 2012).

- 10.7.15 Eighth Modification Agreement dated as of December 21, 2012, by and among the Registrant and certain subsidiaries, as borrowers, and SunTrust Bank and Wells Fargo Bank, national Association, as lenders (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 26, 2012).
- 10.7.16 Revolving Credit Note of Registrant and its primary operating subsidiaries, dated as of May 31, 2007, payable to SunTrust Bank and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association), as lenders (Revolving Line of Credit Facility) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 6, 2007).
- 10.7.17 Mutual General Release, effective December 25, 2012, by and between the Registrant and David M. Young (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-k filed on December 27, 2012).
- 10.8.1 Asset Purchase Agreement, dated as of April 5, 2006, by and among TerraWave Solutions, Ltd., Gigawave Solutions, Ltd. and TESSCO Incorporated and GW Services Solutions, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 24, 2006).
- 10.9.1 Supplemental Executive Retirement Plan, between the Company and Robert B. Barnhill, Jr., (originally filed as Exhibit C to Exhibit 10.2 to the Company's Registration Statement on Form S-1 (No. 33-81834)) (incorporated by reference to Exhibit 10.9.1 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 28, 2010).
- 10.9.2 Amendment No. 1 to Supplemental Executive Retirement Plan, dated as of December 31, 2008 (incorporated by reference to Exhibit 10.9.2 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 28, 2010).
- 10.10.1 Form of Severance and Restrictive Covenant Agreement, dated February 9, 2009, and entered into between the Company and each of Gerald T. Garland, Douglas A. Rein, and Said Tofighi (incorporated by reference to Exhibit 10.10.1 to the Company's Annual Report on Form 10-K filed for the fiscal year ended March 28, 2010).
- 11.1.1\* Statement re: Computation of Per Share Earnings
- 21.1.1\* Subsidiaries of the Registrant
- 23.1.1\* Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
- 31.1.1\* Rule 15d-14(a) Certification of Robert B. Barnhill, Jr., Chief Executive Officer
- 32.1.1\* Section 1350 Certification of Robert B. Barnhill, Jr., Chief Executive Officer
- 101.1\* The following financial information from TESSCO Technologies, Incorporated's Annual Report on Form 10-K for the year ended March 31, 2013 formatted in XBRL: (i) Consolidated Statement of Income for the years ended March 31, 2013, April 1, 2012 and March 27, 2011; (ii) Consolidated Balance Sheet at March 31, 2013 and April 1, 2012; (iii) Consolidated Statement of Cash Flows for the years March 31, 2013 and April 1, 2012; and (iv) Notes to Consolidated Financial Statements.

\* Filed herewith



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## Schedule II: Valuation and Qualifying Accounts

For the fiscal years ended:

	2013	2012	2011
Allowance for doubtful accounts:			
Balance, beginning of period	\$998,800	\$1,616,500	\$1,516,600
Provision for bad debts	1,197,300	458,700	1,050,500
Write-offs and other adjustments	(921,400 )	(1,076,400)	(950,600 )
Balance, end of period	\$1,274,700	\$998,800	\$1,616,500
	2013	2012	2011
Inventory Reserve:			
Balance, beginning of period	\$3,268,900	\$4,183,200	\$3,461,700
Inventory reserve expense	2,581,200	3,494,800	4,759,000
Write-offs and other adjustments	(2,513,400)	(4,409,100)	(4,037,500)
Balance, end of period	\$3,336,700	\$3,268,900	\$4,183,200

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Signatures

Pursuant to the requirements of Section 13 or 15(d) 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.

TESSCO Technologies Incorporated  
 By: /s/ Robert B. Barnhill, Jr.  
 Robert B. Barnhill, Jr., President  
 May 31, 2013

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

/s/ Robert B. Barnhill, Jr. Robert B. Barnhill, Jr.	Chairman of the Board, President and Chief Executive Officer (principal executive officer and performing the function of or similar to that of principal financial officer)	May 31, 2013
/s/ Aric Spitulnik Aric Spitulnik	Vice President and Controller (principal accounting officer)	May 31, 2013
/s/ Jay G. Baitler Jay G. Baitler	Director	May 31, 2013
/s/ John D. Beletic John D. Beletic	Director	May 31, 2013
/s/ Benn R. Konsynski Benn R. Konsynski	Director	May 31, 2013
/s/ Daniel Okrent Daniel Okrent	Director	May 31, 2013
/s/ Dennis J. Shaughnessy Dennis J. Shaughnessy	Director	May 31, 2013
/s/ Morton F. Zifferer Morton F. Zifferer	Director	May 31, 2013