

# NEWS RELEASE

Transcat, Inc. 35 Vantage Point Drive • Rochester • NY • 14624 • Phone: (585) 352-7777

IMMEDIATE RELEASE

# Transcat Reports Fiscal 2015 Second Quarter Record Revenue of \$31.1 Million; Earnings per Diluted Share Up 20%

- Second guarter consolidated operating income grew 18.3% on 7.7% revenue growth
- Strong Service segment leverage: Operating income up 2.5x to \$0.7 million on 9.8% increase in segment revenue
- Distribution segment sales grew 6.4% amid competitive market conditions
- Expanded leadership position in Canada with acquisition of Ulrich Metrology Inc.

ROCHESTER, NY, October 27, 2014 – Transcat, Inc. (NASDAQ: TRNS) ("Transcat" or the "Company"), a leading provider of accredited calibration and compliance services and distributor of professional grade handheld test, measurement and control instrumentation, today reported financial results for its fiscal 2015 second quarter ended September 27, 2014. Included in reported results are those of Ulrich Metrology Inc., acquired on August 31, 2014.

Fiscal 2015 second quarter total revenue increased 7.7% to a record \$31.1 million from \$28.9 million in the second quarter of the prior fiscal year, driven by Service segment revenue growth of 9.8% and Distribution segment sales increase of 6.4%.

Lee D. Rudow, President and CEO of Transcat, commented, "We delivered a strong quarter with record revenue that was supported by both segments. In our Service segment, we continue to capture market share and expand through acquisitions, resulting in our 22<sup>nd</sup> consecutive quarter of year-over-year revenue growth. The inherent operating leverage in our Service segment was clearly demonstrated as well. Overall, we believe growing operating income, expanding earnings and strong cash generation demonstrates the successful execution of our growth strategy."

Consolidated gross profit was \$6.9 million, up \$0.1 million from the prior-year period. A \$0.6 million increase in Service segment gross profit offset the \$0.6 million negative impact lower vendor rebates had on Distribution segment gross profit. Total operating expenses were down \$0.1 million, or 2.3%, primarily from lower selling expenses. Consolidated operating income increased 18.3% to \$1.5 million, compared with \$1.3 million in the second quarter of fiscal 2014. Operating margin expanded 50 basis points to 4.9%.

Net income was up 11.4%, or \$0.1 million, to \$0.9 million in the quarter. Diluted earnings per share reached \$0.12 compared with \$0.10 per diluted share in the second quarter of fiscal 2014, a 20% increase. Adjusted EBITDA was \$2.4 million, a \$0.3 million, or 15.0%, increase over the same quarter of the prior fiscal year. See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

#### **Second Quarter Review**

#### Service Segment Operating Income Grows with Strong Organic Revenue Growth

Represents the Company's accredited calibration and compliance services business (41% of total revenue for the second quarter of fiscal 2015)

- Strong organic revenue growth drove the Service segment revenue increase of 9.8%, or \$1.1 million, to a record second quarter of \$12.6 million.
- Service segment gross profit was \$3.3 million compared with \$2.7 million in the prior fiscal year period. Gross margin for the segment improved 240 basis points to 26.0%.
- Operating expenses were \$2.6 million compared with \$2.4 million in the second quarter of fiscal 2014. Included in the 2015 second quarter operating expenses were \$0.1 million of acquisitionrelated expenses.
- Operating Income more than doubled to \$0.7 million from \$0.3 million in last year's second quarter. Service segment operating margin expanded 300 basis points to 5.3% quarter-overquarter.
- Service segment contribution margin grew 48.3% to \$1.7 million, up from \$1.1 million in the prior fiscal year period. Service segment Adjusted EBITDA was \$1.3 million, an increase of 57.1% from \$0.8 million in the second quarter of fiscal 2014. As a percentage of Service segment revenue, Adjusted EBITDA was 10.0% and 7.0% in the second quarters of fiscal 2015 and 2014, respectively. See Note 1 on page 4 for descriptions of these non-GAAP financial measures and pages 9 & 10 for the Adjusted EBITDA Reconciliation table and the contribution margin calculation in the Additional Information Business Segment Data table.

## **Distribution Segment Sales Grow Despite Tough Market Conditions**

Represents the Company's distribution of professional grade handheld test, measurement and control instrumentation business (59% of total revenue for the second quarter of fiscal 2015)

- Distribution sales improved \$1.1 million, or 6.4%, from the second quarter of fiscal 2014, as the Company used competitive pricing strategies to gain volume and market share. There were 62 business days in the most recent quarter, consistent with the prior-year period.
- Distribution segment gross profit was down \$0.5 million to \$3.7 million from the second quarter of fiscal 2014. Gross margin was 19.7% compared with 23.6% in the prior-year period. Lower year-over-year vendor rebates had a 340 basis point negative impact on segment gross margin. Vendor rebates tend to be cyclical as target levels are typically established by some vendors using growth rates based on prior-year results. Higher cooperative advertising income helped to partially offset the effect of lower vendor rebates and competitive pricing strategies on gross margin.
- Lower selling and administrative expenses helped to partially mitigate lower gross profit, resulting in a \$0.2 million reduction in operating income, to \$0.9 million, compared with the prior fiscal year period.
- Contribution margin for the Distribution segment was \$2.1 million compared with \$2.4 million in the prior fiscal year period. Distribution segment Adjusted EBITDA was \$1.1 million in the second quarter of fiscal 2015 compared with \$1.3 million in the second quarter of fiscal 2014.

See Note 1 on page 4 for descriptions of these non-GAAP financial measures and pages 9 & 10 for the Adjusted EBITDA Reconciliation table and contribution margin calculation in the Additional Information – Business Segment Data table.

#### Six-Month Review

Total revenue increased 4.6% to \$60.2 million from \$57.6 million in the prior fiscal year period. Consolidated gross profit was \$13.6 million, down \$0.4 million, or 3.1%, from the first half of fiscal 2014. Gross margin declined 180 basis points to 22.6%, primarily due to lower Distribution segment vendor rebates which accounted for 170 basis points of the decline.

### Service Segment:

- Revenue for the first half of fiscal 2015 increased 6.6% to \$24.7 million over the prior-year period, primarily from organic growth. On a trailing twelve-month basis, Service segment revenue was \$49.7 million, an increase of 9.7% when compared to the corresponding trailingtwelve month period of fiscal 2014. The Company believes that trailing twelve-month data is more indicative of the long-term progress of the Service segment.
- Service segment gross margin decreased 30 basis points to 25.1% in the first six months of fiscal 2015 compared with 25.4% in the same period of fiscal 2014. Service segment gross margin was affected by the mix of service work as the percentage of outsourced services increased to 15.8% of Service segment revenue from 15.1% in the first six months of fiscal 2014. On a trailing twelve-month basis, Service segment gross margin was up 20 basis points to 26.4%.

### **Distribution Segment:**

- Sales in the first half of fiscal 2015 increased 3.2% to \$35.5 million compared with the same period of fiscal 2014.
- Year-to-date Distribution segment gross margin decreased 280 basis points from the prior-year period, which primarily reflects lower vendor rebates.

Consolidated operating expenses decreased 2.4% to \$11.3 million from \$11.6 million in the first six months of the prior fiscal year. As a percentage of total revenue, operating expenses were 18.8%, down from 20.2% in the same period of fiscal 2014, reflecting reduced selling and administrative expenses. Fiscal 2015 year-to-date operating income was down 6.5%, or \$0.2 million, to \$2.3 million. Net income was \$1.3 million, or \$0.18 per diluted share, in the first six months of fiscal 2015 compared with \$1.5 million, or \$0.20 per diluted share, in the prior fiscal year period.

Adjusted EBITDA was \$3.9 million in the first six months of fiscal 2015 compared with \$4.1 million for the same period in fiscal 2014. See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

### **Balance Sheet Supports Acquisition Strategy**

On August 26, 2014, the Company entered into an amendment to its secured revolving credit facility agreement, increasing the funds available under the credit facility from \$20 million to a maximum of \$30 million and extending the term to September 2018. The amendment also increased borrowings available for acquisitions from \$10 million to \$15 million in any fiscal year. As of September 27, 2014, the Company had \$10.8 million in availability under its secured revolving credit facility and \$0.3 million in

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cash. The Ulrich Metrology acquisition used \$6.7 million of borrowings available for acquisitions, leaving \$8.3 million available for acquisitions for the remainder of the fiscal year.

John J. Zimmer, Senior Vice President of Finance and Chief Financial Officer, commented, "We continue to maintain a high degree of financial flexibility and remain focused on opportunities to deploy cash for earnings accretion. We have an active acquisition pipeline and expect calibration capability investments will remain an integral part of our cash allocation."

Capital expenditures in the first six months of fiscal 2015 were \$1.9 million compared with \$0.6 million in the first half of fiscal 2014, and were primarily for additional service capabilities and information technology upgrades, including the Company's new state-of-the-art C3 Metrology Management Software. The Company expects total capital expenditures to be approximately \$3.5 million in fiscal 2015.

#### Outlook

Mr. Rudow concluded, "We expect continued strength in our Service segment and believe our market leadership positions across both segments, along with strategic acquisitions, will continue to foster meaningful growth. Additionally, we are excited about the Ulrich Metrology acquisition, which has advanced our market position in Canada. On a consolidated basis, we expect to achieve strong operating income growth for the fiscal year."

#### NOTE 1 - Non-GAAP Financial Measures

In addition to reporting net income, a U.S. generally accepted accounting principle ("GAAP") measure, we present Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, and non-cash stock compensation expense), which is a non-GAAP measure. The Company believes Adjusted EBITDA allows investors to view its performance in a manner similar to the methods used by management and provides additional insight into its operating results. Adjusted EBITDA is not calculated through the application of GAAP and is not the required form of disclosure by the Securities and Exchange Commission. As such, it should not be considered as a substitute for the GAAP measure of net income and, therefore, should not be used in isolation of, but in conjunction with, the GAAP measure. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies. See the attached Adjusted EBITDA Reconciliation table on page 9.

Contribution margin, a non-GAAP financial measure, consists of gross profit less selling, marketing and warehouse expenses. We believe contribution margin provides management and users of the financial statements information about our ability to cover our operating costs, such as technology and general and administrative expenses. Contribution margin is used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. The material limitation associated with the use of contribution margin is that it is an incomplete measure of profitability as it does not include all operating expenses or non-operating income and expenses. Management compensates for these limitations when using this measure by looking at other GAAP measures, such as operating income (loss) and net income (loss). For further details on contribution margin, see the calculation of this non-GAAP financial measure and the reconciliation of contribution margin to gross profit in the Additional Information – Business Segment Data tables on pages 10 and 11.

#### **ABOUT TRANSCAT**

Transcat, Inc. is a leading provider of accredited calibration and compliance services including analytical instrument qualifications, equipment and process validation. The Company is focused on providing

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best-in-class calibration analytics to highly regulated industries, particularly healthcare, which includes companies in pharmaceuticals, medical devices and bioscience. With 18 strategically-located centers of excellence in the United States, Canada and Puerto Rico, Transcat performs over 200,000 specialized technical services annually. The breadth and depth of measurement parameters addressed by Transcat's ISO/IEC 17025 scopes of accreditation are believed to be the best in the industry. Transcat also answers the call with cGMP, GLP, and GXP compliant services.

In addition, Transcat operates as a leading distributor of professional grade handheld test, measurement and control instrumentation, marketing more than 100,000 premier and propriety brand instruments to nearly 30,000 customers.

Transcat's growth strategy is to leverage its service capabilities, strong brand and leading distribution platform to drive organic sales growth and to expand its addressable calibration market through acquisitions and capability investments to further realize the inherent leverage of its business model.

More information about Transcat can be found on its website at: Transcat.com

#### Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact and thus are subject to risks, uncertainties and assumptions that often are identified by words such as "expects," "estimates," "projects," "anticipates," "believes," "could," and other similar words. All statements addressing operating performance, events, or developments that Transcat, Inc. expects or anticipates will occur in the future, including but not limited to statements relating to anticipated revenue, profit margins, sales operations, capital expenditures, growth strategy, potential acquisitions, customer preferences and changes in market conditions in the industries in which Transcat operates are forward-looking statements. Forward-looking statements should be evaluated in light of important risk factors and uncertainties. These risk factors and uncertainties are more fully described in Transcat's Annual and Quarterly Reports filed with the Securities and Exchange Commission, including under the heading entitled "Risk Factors." Should one or more of these risks or uncertainties materialize, or should any of the Company's underlying assumptions prove incorrect, actual results may vary materially from those currently anticipated. In addition, undue reliance should not be placed on the Company's forward-looking statements. Except as required by law, the Company disclaims any obligation to update or publicly announce any revisions to any of the forward-looking statements contained in this press release.

#### For more information contact:

John J. Zimmer, Chief Financial Officer

Phone: (585) 352-7777

Email: jzimmer@transcat.com

-OR-

Deborah K. Pawlowski, Investor Relations

Phone: (716) 843-3908

Email: dpawlowski@keiadvisors.com

FINANCIAL TABLES FOLLOW.

## TRANSCAT, INC. CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

	(Unaudited) Second Quarter Ended					(Unaudited) Six Months Ended			
	-	ember 27, 2014	-	ember 28, 2013	-	ember 27, 2014	September 28, 2013		
Distribution Sales	\$	18,516	\$	17,410	\$	35,497	\$	34,381	
Service Revenue		12,595		11,472		24,733		23,211	
Total Revenue		31,111		28,882		60,230		57,592	
Cost of Distribution Sales		14,862		13,297		28,111		26,250	
Cost of Service Revenue		9,323		8,764		18,524		17,307	
Total Cost of Revenue		24,185		22,061		46,635		43,557	
Gross Profit		6,926		6,821	-	13,595		14,035	
Selling, Marketing and Warehouse									
Expenses		3,169		3,295		6,904		6,996	
Administrative Expenses		2,241		2,245		4,416		4,606	
Total Operating Expenses		5,410		5,540		11,320		11,602	
Operating Income		1,516		1,281		2,275		2,433	
Interest and Other Expense, net		138		68		183		72	
Income Before Income Taxes		1,378		1,213		2,092		2,361	
Provision for Income Taxes		519		442		788		869	
Net Income	\$	859	\$	771	\$	1,304	\$	1,492	
Basic Earnings Per Share	\$	0.13	\$	0.10	\$	0.19	\$	0.20	
Average Shares Outstanding		6,802		7,390		6,772		7,409	
Diluted Earnings Per Share Average Shares Outstanding	\$	0.12 7,056	\$	0.10 7,586	\$	0.18 7,050	\$	0.20 7,633	

## TRANSCAT, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share and Per Share Amounts)

	(Unaudite Septembe 2014		
ASSETS			
Current Assets:			
Cash	\$ 2	63 \$	23
Accounts Receivable, less allowance for doubtful accounts of			
\$140 and \$82 as of September 27, 2014 and March 29, 2014,	400		000
respectively	16,3		,663
Other Receivables	_		,088
Inventory, net	7,5		,181
Prepaid Expenses and Other Current Assets Deferred Tax Asset	1,6 1,0		,180 ,396
Total Current Assets			
Property and Equipment, net	27,5 8,5		,531 ,089
Goodwill	21,2		,089 ,384
Intangible Assets, net	4,4		,564 ,651
Other Assets	1,4		,219
Total Assets	\$ 63,1		,874
Total Assets	Ψ 00,1	υ υ υυ	,074
LIABILITIES AND SHAREHOLDERS' EQUITY Current Liabilities: Accounts Payable Accrued Compensation and Other Liabilities	\$ 8,1 3,5		,132 ,690
Income Taxes Payable	0,0		,035
Total Current Liabilities	11,6		,857
Long-Term Debt	16,3		,593
Deferred Tax Liability	1,3		607
Other Liabilities	1,9		,734
Total Liabilities	31,2		,791
Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,815,894 and 6,716,350 shares issued and outstanding as of September 27, 2014 and March 29, 2014, respectively Capital in Excess of Par Value Accumulated Other Comprehensive Income Retained Earnings	16,0	25 11 00 32 14	,358 ,387 567 ,771
Total Linkilities and Sharahalders! Equity	31,8		,083
Total Liabilities and Shareholders' Equity	\$ 63,1	<u>\$ 53</u>	,874

## TRANSCAT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)
0

Net Income         \$ 1,304         \$ 1,492           Adjustments to Reconcile Net Income to Net Cash         (Used in) Provided by Operating Activities:         (Used in) Provided by Operating Activities:           Loss (Gain) on Disposal of Property and Equipment         4         (31)           Deferred Income Taxes         409         (88)           Depreciation and Amortization         1,371         1,440           Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Changes in Assets and Cother Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         (871)         (528)           Accounts Payable         (871)         (528)           Accounts Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities         (8,531)         (553)           Proceed		Second Quarter Ended				
Net Income         \$ 1,304         \$ 1,492           Adjustments to Reconcile Net Income to Net Cash         (Used in) Provided by Operating Activities:         (Used in) Provided by Operating Activities:           Loss (Gain) on Disposal of Property and Equipment         4         (31)           Deferred Income Taxes         409         (88)           Depreciation and Amortization         1,371         1,440           Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Changes in Assets and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         (871)         (528)           Accounts Payable         (906)         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (1,854)         (553)           Proceeds						
Adjustments to Reconcile Net Income to Net Cash (Used in) Provided by Operating Activities:  Loss (Gain) on Disposal of Property and Equipment Deferred Income Taxes 409 (88) Depreciation and Amortization 1,371 1,440 Provision for Accounts Receivable and Inventory Reserves 48 101 Stock-Based Compensation Expense Changes in Assets and Liabilities: Accounts Receivable and Other Receivables Accounts Receivable and Other Receivables 47 164 Inventory (1,345) (1,516) Prepaid Expenses and Other Assets (871) (528) Accounts Payable 1,026 (1,720) Accrued Compensation and Other Liabilities (2,081) 1,049 Income Taxes Payable Net Cash (Used in) Provided by Operating Activities (2081) 234  Cash Flows from Investing Activities: Purchases of Property and Equipment Proceeds from Sale of Property and Equipment Receivable (6,681) - Net Cash Used in Investing Activities Proceeds from Financing Activities: Proceeds from Financing Activities: Proceeds from Revolving Line of Credit, net Repurchase of Common Stock (71) (780) Net Cash Provided by Financing Activities  Effect of Exchange Rate Changes on Cash  Net Increase in Cash Cash at Beginning of Period  Adole	Cash Flows from Operating Activities:					
(Used in) Provided by Operating Activities:       4       (31)         Loss (Gain) on Disposal of Property and Equipment       4       (31)         Deferred Income Taxes       409       (88)         Depreciation and Amortization       1,371       1,440         Provision for Accounts Receivable and Inventory Reserves       48       101         Stock-Based Compensation Expense       389       257         Changes in Assets and Liabilities:       241       164         Inventory       (1,345)       (1,516)         Prepaid Expenses and Other Receivables       (871)       (528)         Accounts Payable       (1,026)       (1,720)         Accrued Compensation and Other Liabilities       (2,081)       1,049         Income Taxes Payable       (906)       (386)         Net Cash (Used in) Provided by Operating Activities       (411)       234         Cash Flows from Investing Activities:       (1,854)       (553)         Proceeds from Sale of Property and Equipment       (2       240         Business Acquisition, net of cash acquired       (6,681)       -         Net Cash Used in Investing Activities:       (8,513)       (313)         Cash Flows from Financing Activities:       8,734       701         Issuance of Co		\$	1,304	\$	1,492	
Loss (Gain) on Disposal of Property and Equipment Deferred Income Taxes         409         (88)           Depreciation and Amortization         1,371         1,440           Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Accounts Receivable and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (336)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (1,854)         (553)           Proceeds from Sale of Property and Equipment         (2,841)         -           Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         (6,681)         -           Proceeds from Revolving Line of Credit, net         8,734         701						
Deferred Income Taxes         409         (88)           Depreciation and Amortization         1,371         1,440           Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Accounts Receivable and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         Forceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities:         8,513)         (313)           Cash Flows from Financing Activities:         8,734         701           Issuance of Common Stock         (71)         (780)           Net Cash Pr					(0.1)	
Depreciation and Amortization         1,371         1,440           Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Changes in Assets and Liabilities:         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Receivables         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         2         240           Purchases of Property and Equipment         (1,854)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities:         8,734         701           Issuance of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         <					` ,	
Provision for Accounts Receivable and Inventory Reserves         48         101           Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         389         257           Changes in Assets and Liabilities:         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Receivables         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (411)         234           Proceeds from Sale of Property and Equipment         (2,081)         (1,854)         (553)           Proceeds from Sale of Property and Equipment         (2,22)         240         240           Business Acquisition, net of cash acquired         (6,681)         -         -           Net Cash Used in Investing Activities:         (8,513)         (313)           Cash Flows from Financing Activities:         (71)         (780)           Proceeds from Revolving Line of Credit, net         8,734 <td></td> <td></td> <td></td> <td></td> <td>` ,</td>					` ,	
Stock-Based Compensation Expense         389         257           Changes in Assets and Liabilities:         241         164           Accounts Receivable and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         Verchases of Property and Equipment         (2,081)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash <td< td=""><td></td><td></td><td></td><td></td><td></td></td<>						
Changes in Assets and Liabilities:         241         164           Accounts Receivable and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         **         **           Purchases of Property and Equipment         (1,854)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities:         **         **           Proceeds from Financing Activities:         **         **           Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         1						
Accounts Receivable and Other Receivables         241         164           Inventory         (1,345)         (1,516)           Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         The Cash Customer of Cash acquired         (1,854)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         40			389		257	
Inventory	· · · · · · · · · · · · · · · · · · ·		244		164	
Prepaid Expenses and Other Assets         (871)         (528)           Accounts Payable         1,026         (1,720)           Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (411)         234           Purchases of Property and Equipment         (1,854)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities:         (8,513)         (313)           Cash Flows from Financing Activities:         8,734         701           Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406						
Accounts Payable       1,026       (1,720)         Accrued Compensation and Other Liabilities       (2,081)       1,049         Income Taxes Payable       (906)       (386)         Net Cash (Used in) Provided by Operating Activities       (411)       234         Cash Flows from Investing Activities:       (411)       234         Purchases of Property and Equipment       (1,854)       (553)         Proceeds from Sale of Property and Equipment       22       240         Business Acquisition, net of cash acquired       (6,681)       -         Net Cash Used in Investing Activities       (8,513)       (313)         Cash Flows from Financing Activities:       8,734       701         Issuance of Common Stock       327       111         Repurchase of Common Stock       (71)       (780)         Net Cash Provided by Financing Activities       8,990       32         Effect of Exchange Rate Changes on Cash       174       50         Net Increase in Cash       240       3         Cash at Beginning of Period       23       406	· · · · · · · · · · · · · · · · · · ·		, ,		, ,	
Accrued Compensation and Other Liabilities         (2,081)         1,049           Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (411)         234           Purchases of Property and Equipment         (1,854)         (553)           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         327         111         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406			` ,		` ,	
Income Taxes Payable         (906)         (386)           Net Cash (Used in) Provided by Operating Activities         (411)         234           Cash Flows from Investing Activities:         (1,854)         (553)           Purchases of Property and Equipment         22         240           Proceeds from Sale of Property and Equipment         22         240           Business Acquisition, net of cash acquired         (6,681)         -           Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         8,734         701           Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406	•				, ,	
Net Cash (Used in) Provided by Operating Activities (411) 234  Cash Flows from Investing Activities:  Purchases of Property and Equipment (1,854) (553)  Proceeds from Sale of Property and Equipment 22 240  Business Acquisition, net of cash acquired (6,681) -  Net Cash Used in Investing Activities (8,513) (313)  Cash Flows from Financing Activities:  Proceeds from Revolving Line of Credit, net 8,734 701  Issuance of Common Stock 327 111  Repurchase of Common Stock (71) (780)  Net Cash Provided by Financing Activities 8,990 32  Effect of Exchange Rate Changes on Cash 174 50  Net Increase in Cash 240 3  Cash at Beginning of Period 23 406						
Cash Flows from Investing Activities: Purchases of Property and Equipment (1,854) (553) Proceeds from Sale of Property and Equipment 22 240 Business Acquisition, net of cash acquired (6,681) - Net Cash Used in Investing Activities (8,513) (313)  Cash Flows from Financing Activities: Proceeds from Revolving Line of Credit, net 8,734 701 Issuance of Common Stock 327 111 Repurchase of Common Stock (71) (780) Net Cash Provided by Financing Activities 8,990 32  Effect of Exchange Rate Changes on Cash 174 50  Net Increase in Cash 240 3 Cash at Beginning of Period 23 406	·					
Purchases of Property and Equipment Proceeds from Sale of Property and Equipment Proceeds from Sale of Property and Equipment Business Acquisition, net of cash acquired Net Cash Used in Investing Activities  Cash Flows from Financing Activities: Proceeds from Revolving Line of Credit, net Issuance of Common Stock Repurchase of Common Stock Net Cash Provided by Financing Activities  Effect of Exchange Rate Changes on Cash  Net Increase in Cash Cash at Beginning of Period  (1,854) (553) (553) (553) (553) (553) (6,681)	Net Cash (Osed III) Florided by Operating Activities		(411)		234	
Proceeds from Sale of Property and Equipment Business Acquisition, net of cash acquired (6,681) Net Cash Used in Investing Activities  Cash Flows from Financing Activities: Proceeds from Revolving Line of Credit, net Issuance of Common Stock Repurchase of Common Stock Net Cash Provided by Financing Activities  Effect of Exchange Rate Changes on Cash  Net Increase in Cash Cash acquired (6,681) - (8,513) (313)  Acquired (8,513) (313)  Acquired (8,513) (313)  Acquired (8,681) - (8,513) (313)  Acquired (9,681) - (1,681)	Cash Flows from Investing Activities:					
Business Acquisition, net of cash acquired       (6,681)       -         Net Cash Used in Investing Activities       (8,513)       (313)         Cash Flows from Financing Activities:       -       8,734       701         Issuance of Common Stock       327       111       111         Repurchase of Common Stock       (71)       (780)         Net Cash Provided by Financing Activities       8,990       32         Effect of Exchange Rate Changes on Cash       174       50         Net Increase in Cash       240       3         Cash at Beginning of Period       23       406	Purchases of Property and Equipment		(1,854)		(553)	
Net Cash Used in Investing Activities         (8,513)         (313)           Cash Flows from Financing Activities:         Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406	Proceeds from Sale of Property and Equipment		22		240	
Cash Flows from Financing Activities: Proceeds from Revolving Line of Credit, net 8,734 701 Issuance of Common Stock 327 111 Repurchase of Common Stock (71) (780) Net Cash Provided by Financing Activities 8,990 32  Effect of Exchange Rate Changes on Cash 174 50  Net Increase in Cash 240 3 Cash at Beginning of Period 23 406	Business Acquisition, net of cash acquired		(6,681)			
Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406	Net Cash Used in Investing Activities		(8,513)		(313)	
Proceeds from Revolving Line of Credit, net         8,734         701           Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406	Cash Flows from Financing Activities:					
Issuance of Common Stock         327         111           Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406			8.734		701	
Repurchase of Common Stock         (71)         (780)           Net Cash Provided by Financing Activities         8,990         32           Effect of Exchange Rate Changes on Cash         174         50           Net Increase in Cash         240         3           Cash at Beginning of Period         23         406	<del>_</del>					
Net Cash Provided by Financing Activities8,99032Effect of Exchange Rate Changes on Cash17450Net Increase in Cash2403Cash at Beginning of Period23406						
Net Increase in Cash Cash at Beginning of Period  240 3 406	·					
Cash at Beginning of Period23406	Effect of Exchange Rate Changes on Cash		174		50	
Cash at Beginning of Period23406	Net Increase in Cash		240		3	
					_	
	Cash at End of Period	\$	263	\$	409	

# TRANSCAT, INC. Adjusted EBITDA Reconciliation Table

(Dollars in thousands) (Unaudited)

		<u>FY2015</u>								
		Q1		Q2		Q3		Q4		YTD
Net Income	\$	445	\$	859					\$	1,304
+ Interest Expense		31		47						78
+ Other Expense / (Income)		14		91						105
+ Tax Provision		269		519						788
Operating Income	\$	759	\$	1,516	\$	-	\$	-	\$	2,275
+ Depreciation & Amortization		624		747						1,371
+ Other (Expense) / Income		(14)		(91)						(105)
+ Noncash Stock Compensation		155		234						389
Adjusted EBITDA	\$	1,524	\$	2,406	\$	-	\$	-	\$	3,930
Segment Breakdown										
Service Operating Income	\$	267	\$	665					\$	932
+ Depreciation & Amortization		488		577						1,065
+ Other (Expense) / Income		(15)		(85)						(100)
+ Noncash Stock Compensation		72		103						175
Service Adjusted EBITDA	\$	812	\$	1,260	\$	-	\$	-	\$	2,072
Distribution Operating Income	\$	492	\$	851					\$	1,343
+ Depreciation & Amortization		136		170						306
+ Other (Expense) / Income		1		(6)						(5)
+ Noncash Stock Compensation		83		131						214
Distribution Adjusted EBITDA	\$	712	\$	1,146	\$	-	\$	-	\$	1,858
						FY2014				
		Q1		Q2		Q3		Q4		YTD
Net Income	\$	721	\$	771	\$	788	\$	1,704	\$	3,984
+ Interest Expense	•	26	•	25	*	34	*	45	•	130
+ Other Expense / (Income)		(22)		43		51		57		129
+ Tax Provision		427		442		469		1,124		2,462
Operating Income	\$	1,152	\$	1,281	\$	1,342	\$	2,930	\$	6,705
+ Depreciation & Amortization	,	729	,	711	•	791	•	714	•	2,945
+ Other (Expense) / Income		22		(43)		(51)		(57)		(129)
+ Noncash Stock Compensation		113		144		143		127		527
Adjusted EBITDA	\$	2,016	\$	2,093	\$	2,225	\$	3,714	\$	10,048
Segment Breakdown	·	,	·	,	·	, -	·	-,	,	-,-
Service Operating Income	\$	461	\$	260	\$	151	\$	1,507	\$	2,379
+ Depreciation & Amortization	Ψ	555	Ψ	521	Ψ	555	Ψ	513	Ψ	2,144
+ Other (Expense) / Income		(14)		(42)		(32)		(53)		(141)
+ Noncash Stock Compensation		52		63		63		52		230
Service Adjusted EBITDA	\$	1,054	\$	802	\$	737	\$	2,019	\$	4,612
Distribution Operating Income	\$	691	\$	1,021	\$	1,191	\$	1,423	\$	4,326
+ Depreciation & Amortization	,	174	,	190	•	236	,	201	*	801
+ Other (Expense) / Income		36		(1)		(19)		(4)		12
+ Noncash Stock Compensation		61		81		80		75		297
Distribution Adjusted EBITDA	\$	962	\$	1,291	\$	1,488	\$	1,695	\$	5,436
	_		_	,	*	,	-	,	_	2,

# TRANSCAT, INC. Additional Information - Business Segment Data

(Dollars in thousands)
(Unaudited)

	(Unaudited)								
			Change						
SERVICE	FY 2015 Q2	FY 2014 Q2	\$'s	<u></u> %					
Service Revenue	\$ 12,595	\$ 11,472	\$ 1,123	9.8%					
Cost of Revenue	\$ 9,323	\$ 8,764	\$ 559	6.4%					
Gross Profit	\$ 3,272	\$ 2,708	\$ 564	20.8%					
Gross Margin	26.0%	23.6%							
Selling, Marketing & Warehouse	\$ 1,610	\$ 1,587	\$ 23	1.4%					
Contribution Margin	\$ 1,662	\$ 1,121	\$ 541	48.3%					
% of Revenue	13.2%	9.8%							
Administrative Expense	\$ 997	\$ 861_	\$ 136	15.8%					
Operating Income	\$ 665	\$ 260	\$ 405	155.8%					
% of Revenue	5.3%	2.3%							
DISTRIBUTION	EV 2045 00	EV 0044 00		Change					
DISTRIBUTION	FY 2015 Q2	FY 2014 Q2	\$'s	<u>%</u>					
Distribution Sales	\$ 18,516	\$ 17,410	\$ 1,106	6.4%					
Cost of Sales	\$ 14,862	\$ 13,297	\$ 1,565	11.8%					
Gross Profit	\$ 3,654	\$ 4,113	\$ (459)	(11.2%)					
Gross Margin	19.7%	23.6%							
Selling, Marketing & Warehouse	\$ 1,559	\$ 1,708	\$ (149)	(8.7%)					
Contribution Margin	\$ 2,095	\$ 2,405	\$ (310)	(12.9%)					
% of Sales	11.3%	13.8%							
Administrative Expense	\$ 1,244	\$ 1,384	\$ (140)	(10.1%)					
Operating Income	\$ 851	\$ 1,021	\$ (170)	(16.7%)					
% of Sales	4.6%	5.9%							
			Cha	nge					
TOTAL	FY 2015 Q2	FY 2014 Q2	\$'s	<u>%</u>					
Total Revenue	\$ 31,111	\$ 28,882	\$ 2,229	7.7%					
Total Cost of Revenue	\$ 24,185	\$ 22,061	\$ 2,124	9.6%					
Gross Profit	\$ 6,926	\$ 6,821	\$ 105	1.5%					
Gross Margin	22.3%	23.6%							
Selling, Marketing & Warehouse	\$ 3,169	\$ 3,295	\$ (126)	(3.8%)					
Contribution Margin	\$ 3,757	\$ 3,526	\$ 231	6.6%					
% of Revenue	12.1%	12.2%							
Administrative Expense	\$ 2,241	\$ 2,245	\$ (4)	(0.2%)					
Operating Income	\$ 1,516	\$ 1,281	\$ 235	18.3%					
% of Revenue	4.9%	4.4%							

# TRANSCAT, INC. Additional Information - Business Segment Data

(Dollars in thousands) (Unaudited)

	(0)	Change			
SERVICE	FY 2015 YTD	FY 2014 YTD	\$'s	%	
Service Revenue	\$ 24,733	\$ 23,211	\$ 1,522	6.6%	
Cost of Revenue	\$ 24,733 \$ 18,524	\$ 17,307	\$ 1,322	7.0%	
Gross Profit	\$ 6,209	\$ 5,904	\$ 305	5.2%	
Gross Margin	25.1%	25.4%	Ψ 303	3.270	
Selling, Marketing & Warehouse	\$ 3,296	\$ 3,318	\$ (22)	(0.7%)	
Contribution Margin	\$ 2,913	\$ 2,586	\$ 327	12.6%	
% of Revenue	11.8%	11.1%			
Administrative Expense	\$ 1,981	\$ 1,865	\$ 116	6.2%	
Operating Income	\$ 932	\$ 721	\$ 211	29.3%	
% of Revenue	3.8%	3.1%			
			Cha		
DISTRIBUTION	FY 2015 YTD	FY 2014 YTD	\$'s	%	
Distribution Sales	\$ 35,497	\$ 34,381	\$ 1,116	3.2%	
Cost of Sales	\$ 28,111	\$ 26,250	\$ 1,861	7.1%	
Gross Profit	\$ 7,386	\$ 8,131	\$ (745)	(9.2%)	
Gross Margin	20.8%	23.6%			
Selling, Marketing & Warehouse	\$ 3,608	\$ 3,678	\$ (70)	(1.9%)	
Contribution Margin	\$ 3,778	\$ 4,453	\$ (675)	(15.2%)	
% of Sales	10.6%	13.0%			
Administrative Expense	\$ 2,435	\$ 2,741	\$ (306)	(11.2%)	
Operating Income	\$ 1,343	\$ 1,712	\$ (369)	(21.6%)	
% of Sales	3.8%	5.0%			
			Cha	nge	
TOTAL	FY 2015 YTD	FY 2014 YTD	\$'s	%	
Total Revenue	\$ 60,230	\$ 57,592	\$ 2,638	4.6%	
Total Cost of Revenue	\$ 46,635	\$ 43,557	\$ 3,078	7.1%	
Gross Profit	\$ 13,595	\$ 14,035	\$ (440)	(3.1%)	
Gross Margin	22.6%	24.4%			
Selling, Marketing & Warehouse	\$ 6,904	\$ 6,996	\$ (92)	(1.3%)	
Contribution Margin	\$ 6,691	\$ 7,039	\$ (348)	(4.9%)	
% of Revenue	11.1%	12.2%			
Administrative Expense	\$ 4,416	\$ 4,606	\$ (190)	(4.1%)	
Operating Income	\$ 2,275	\$ 2,433	\$ (158)	(6.5%)	
% of Revenue	3.8%	4.2%			

### **DISTRIBUTION SALES PER BUSINESS DAY**

(Dollars in thousands) (Unaudited)

	FY	2015 Q2	FY 2	2014 Q2	\$'s		%
Distribution Sales	\$	18,516	\$	17,410	\$	1,106	6.4%
Business Days		62		62		0	
Sales Per Business Day	\$	299	\$	281	\$	18	6.4%
	F`	FY 2015 YTD		FY 2014 YTD		\$'s	%
Distribution Sales	\$	35,497	\$	34,381	\$	1,116	3.2%
Business Days		126		126		0	
Sales Per Business Day	\$	282	\$	273	\$	9	3.3%