TESSCO TECHNOLOGIES INC
Form 10-Q
November 08, 2012
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012

or

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

For the transition period from to

Commission File Number: 0-24746
TESSCO Technologies Incorporated
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	52-0729657 (I.R.S Employer Identification No.)
11126 McCormick Road, Hunt Valley, Maryland (Address of principal executive offices)	21031 (Zip Code)

(410) 229-1000
(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 þ No ¨

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer þ
Non-accelerated filer ¨	Smaller reporting company ¨

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

The number of shares of the registrant's Common Stock, $0.01 par value per share, outstanding as of October 29, 2012, was 8,037,654.

TESSCO Technologies Incorporated

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

TESSCO Technologies Incorporated
Consolidated Balance Sheets

	September 30, 2012 (unaudited)	April 1, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 16,985,900	$ 18,211,600
Trade accounts receivable, net	93,744,500	88,748,200
Product inventory, net	76,289,800	53,360,300
Deferred tax assets	3,135,100	3,135,100
Prepaid expenses and other current assets	4,149,600	2,308,200
Total current assets	194,304,900	165,763,400
Property and equipment, net	22,999,100	22,905,700
Goodwill, net	11,684,700	11,684,700
Other long-term assets	2,095,200	2,143,900
Total assets	$ 231,083,900	$ 202,497,700
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Trade accounts payable	$ 108,433,000	$ 78,344,700
Payroll, benefits and taxes	8,467,600	17,211,600
Income and sales tax liabilities	2,253,400	3,137,000
Accrued expenses and other current liabilities	1,000,500	1,041,100
Current portion of long-term debt	249,200	249,200
Total current liabilities	120,403,700	99,983,600
Deferred tax liabilities	2,243,500	2,243,500
Long-term debt, net of current portion	2,583,500	2,708,000
	3,894,100	3,910,700

Other long-term liabilities				
Total liabilities		129,124,800		108,845,800
Commitments 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, 13,298,264 shares issued and 7,940,277 shares outstanding as of September 30, 2012, and 13,017,172 shares issued and 7,744,528 shares outstanding as of April 1, 2012		91,000		88,000
Additional paid-in capital		48,653,100		45,135,900
Treasury stock, at cost, shares 5,357,987 outstanding as of September 30, 2012 and 5,272,644 shares outstanding as of April 1, 2012		(48,075,400)		(46,276,400)
Retained earnings		101,290,400		94,704,400
Total shareholders' equity		101,959,100		93,651,900
Total liabilities and shareholders' equity	$	231,083,900	$	202,497,700

See accompanying notes.

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TESSCO Technologies Incorporated
Unaudited Consolidated Statements of Comprehensive Income

	Fiscal Quarters Ended		Six Months Ended	
	September 30, 2012	September 25, 2011	September 30, 2012	September 25, 2011
Revenues	$ 197,238,300	$ 148,837,400	$ 389,656,500	$ 312,352,400
Cost of goods sold	158,613,300	114,847,500	315,538,300	241,162,100
Gross profit	38,625,000	33,989,900	74,118,200	71,190,300
Selling, general and administrative expenses	29,887,000	28,159,900	58,449,400	57,835,000
Income from operations	8,738,000	5,830,000	15,668,800	13,355,300
Interest, net	12,000	72,900	69,400	178,400
Income before provision for income taxes	8,726,000	5,757,100	15,599,400	13,176,900
Provision for income taxes	3,457,100	2,216,900	6,124,000	5,062,500
Net income	$ 5,268,900	$ 3,540,200	$ 9,475,400	$ 8,114,400
Basic earnings per share	$ 0.66	$ 0.46	$ 1.19	$ 1.05
Diluted earnings per share	$ 0.64	$ 0.44	$ 1.15	$ 1.01
Cash dividends declared per common share	$ 0.18	$ 0.15	$ 0.36	$ 0.25
Comprehensive income	$ 5,268,900	$ 3,543,300	$ 9,475,400	$ 8,139,000

See accompanying notes.

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TESSCO Technologies Incorporated
Unaudited Consolidated Statements of Cash Flows

	Six Months Ended September 30, 2012	Six Months Ended September 25, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 9,475,400	$ 8,114,400
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,495,100	2,330,700
Non-cash stock-based compensation expense	1,102,700	1,522,700
Deferred income taxes and other	(16,500)	366,900
Change in trade accounts receivable	(4,996,300)	(5,487,000)
Change in product inventory	(22,929,500)	(10,955,900)
Change in prepaid expenses and other current assets	(1,841,400)	(454,000)
Change in trade accounts payable	30,088,300	12,841,600
Change in payroll, benefits and taxes	(8,744,000)	2,292,600
Change in income and sales tax liabilities	(883,600)	(690,700)
Change in accrued expenses and other current liabilities	145,800	(50,900)
Net cash provided by operating activities	3,896,000	9,830,400
CASH FLOWS FROM INVENSTING ACTIVITIES		
Purchases of property and equipment	(2,539,800)	(2,448,500)
Net cash used in investing activities	(2,539,800)	(2,448,500)
CASHFLOWS FROM FINANCING ACTIVITIES		
Payments on long-term debt	(124,500)	(199,500)
Proceeds from issuance of common stock	90,900	211,100
Cash dividends paid	(2,889,500)	(1,939,300)
Purchases of treasury stock and repurchases of common stock from employees and directors for minimum tax withholdings	(1,799,000)	(655,700)
Excess tax benefit from stock-based compensation	2,140,200	471,600
Net cash used in financing activities	(2,581,900)	(2,111,800)
Net (decrease) increase in cash and cash equivalents	(1,225,700)	5,270,100
CASH AND CASH EQUIVALENTS, beginning of period	18,211,600	8,178,200
CASH AND CASH EQUIVALENTS, end of period	$ 16,985,900	$ 13,448,300

See accompanying notes.

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TESSCO Technologies Incorporated
Notes to Unaudited Consolidated Financial Statements

Note 1. Description of Business and Basis of Presentation

TESSCO Technologies Incorporated, a Delaware corporation (TESSCO, we, or the Company), architects and delivers innovative product and value chain solutions to support wireless broadband 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.

In management’s opinion, the accompanying interim consolidated financial statements of the Company include all adjustments, consisting only of normal, recurring adjustments, necessary for a fair presentation of the Company’s financial position for the interim periods presented. These statements are presented in accordance with the rules and regulations of the United States Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in the Company’s annual financial statements have been omitted from these statements, as permitted under the applicable rules and regulations. The results of operations presented in the accompanying interim consolidated financial statements are not necessarily representative of operations for an entire year. The information included in this Form 10-Q should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended April 1, 2012.

Note 2. Recently Issued Accounting Pronouncements

In September 2011, the FASB issued an accounting standard which simplifies how entities test goodwill for impairment. This guidance was extended 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 goodwill 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 its 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 was effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2011. 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.

Note 3. Stock-Based Compensation

The Company’s selling, general and administrative expenses for the fiscal quarter and six months ended September 30, 2012 includes $764,900 and $1,102,700, respectively, of non-cash stock-based compensation expense. The Company’s selling, general and administrative expenses for the fiscal quarter and six months ended September 25, 2011 includes $701,400 and $1,522,700, respectively, of non-cash stock-based compensation expense. Stock-based compensation expense is primarily related to our Performance Stock Unit (PSU) Program. In addition, the Company recorded an excess tax benefit directly to shareholders' equity of $2,140,200 and $471,600, primarily related to the PSUs which vested during the six months ended September 30, 2012 and September 25, 2011, respectively.

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Performance Stock Units: The following table summarizes the activity under the Company's PSU program for the first six months of fiscal 2013:

	Six Months Ended September 30, 2012	Weighted Average Fair Value at Grant Date
Unvested shares available for issue under outstanding PSUs, beginning of period	604,844	$ 9.81
Granted	151,200	19.30
Vested	(258,186)	8.87
Forfeited/cancelled	(2,800)	10.89
Unvested shares available for issue under outstanding PSUs, end of period	495,058	$ 13.19

Of the 495,058 shares available for issuance under outstanding PSUs but not yet vested as of September 30, 2012, 343,858 shares have been earned, and assuming the respective participants remain employed by or associated with the Company on these dates, the shares earned in respect of each measurement year will vest and be issued in installments beginning on or about May 1 of the year following the applicable measurement year and continuing on or about May 1 of each of the three immediately following years.

The PSUs cancelled during fiscal 2013 related to the fiscal 2012 grant of PSUs, which had a 1-year measurement period (fiscal 2012). The PSUs were cancelled because the applicable fiscal 2012 performance targets were not fully satisfied. 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.

During fiscal 2013, the Compensation Committee of the Board of Directors, with the concurrence of the full Board of Directors, granted additional PSUs to select key employees, providing them with the opportunity to earn up to 151,200 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 subject to individual performance. These PSUs have one measurement year (fiscal 2013), with any shares earned at the end of fiscal 2013 to vest and be issued ratably on or about May 1 of each of 2013, 2014, 2015 and 2016, provided that the respective participants remain employed by the Company on each such date.

If the maximum number of PSUs granted in fiscal 2013 is assumed to be earned, total unrecognized compensation costs, on these and all earned but unvested PSU's would be approximately $3.5 million, net of estimated forfeitures, as of September 30, 2012, and would be expensed through fiscal 2016. To the extent the actual forfeiture rate is different from what is anticipated, stock-based compensation related to these awards will be different from the Company's expectations.

Restricted Stock: In fiscal 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 are issued and vest (subject to the risk of forfeiture) ratably over ten fiscal years based on service, beginning on the last day of fiscal 2007 and ending on the last day of fiscal 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 fair value for these shares at the grant date was $10.56. As of September 30, 2012, 90,000 shares remained unvested, and there was no activity related to these restricted shares during the first six months of fiscal 2013. As of September 30, 2012, there was approximately $0.8 million of total unrecognized compensation costs, net of estimated forfeitures, related to this issuance of restricted stock. Unrecognized compensation costs are expected to be recognized ratably over a remaining period of approximately four years.

On April 25, 2011 an aggregate of 36,000, and on May 3, 2012 an aggregate of 20,100, restricted stock awards were granted 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 four year annual vesting schedule, provided that the director remains associated with the Company (or meets other criteria as prescribed in the applicable award agreement) on each such date. As of September 30, 2012, there was approximately $0.6 million of total unrecognized compensation cost, net of estimated forfeitures, related to the issuance of these restricted stock awards.

PSUs and RSUs are expensed based on the grant date fair value, calculated as the closing price of TESSCO common stock as reported by NASDAQ on the date of grant minus the present value of dividends expected to be paid on the common stock before the award vests, because dividends or dividend-equivalent amounts do not accrue and are not paid on unvested PSUs and RSUs.

To the extent the actual forfeiture rates are different from what is estimated, stock-based compensation related to the restricted awards will be different from the Company's expectations.

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Note 4. 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.

The Company had no assets and liabilities recorded at fair value as of September 30, 2012 or as of April 1, 2012.

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 September 30, 2012 and April 1, 2012 due to their short term nature.

Fair value of long term debt is calculated using current market interest rates and future principal payments, as of September 30, 2012 and April 1, 2012 is estimated as follows:

	September 30, 2012		April 1, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Note payable to a bank	$ 2,662,600	$ 2,440,000	$ 2,775,000	$ 2,517,000
Note payable to Baltimore County	$ 170,100	$ 155,300	$ 182,200	$ 165,000

Note 5. Income Taxes

As of September 30, 2012, the Company has a gross amount of unrecognized tax benefits of $980,600, and if the Company were to prevail on all uncertain tax positions, the net effect would be a benefit to the Company's effective tax rate of $662,600.

A reconciliation of the changes in the gross balance of unrecognized tax benefits is as follows:

Beginning balance at April 1, 2012 of unrecognized tax benefit	$ 895,300
Increases related to prior period tax positions	35,000
Increases related to current period tax positions	50,300
Ending balance at September 30, 2012 of unrecognized tax benefits	$ 980,600

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Note 6. 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 is 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.

The following table presents the calculation of basic and diluted earnings per common share (in thousands, except per share amounts):

Amounts in thousands, expect per share amounts	Fiscal Quarter Ended		Six Months Ended	
	September 30, 2012	September 25, 2011	September 30, 2012	September 25, 2011
Earnings per share – Basic:				
Net earnings	$ 5,269	$ 3,540	$ 9,475	$ 8,114
Less: Distributed and undistributed earnings allocated to nonvested stock	(59)	(51)	(106)	(118)
Earnings available to common shareholders – Basic	$ 5,210	$ 3,489	$ 9,369	$ 7,996
Weighted average common shares outstanding – Basic	7,935	7,640	7,901	7,609
Earnings per common share – Basic	$ 0.66	$ 0.46	$ 1.19	$ 1.05
Earnings per share – Diluted:				
Net earnings	$ 5,269	$ 3,540	$ 9,475	$ 8,114
Less: Distributed and undistributed earnings allocated to nonvested stock	(58)	(50)	(88)	(103)
Earnings available to common shareholders – Diluted	$ 5,211	$ 3,490	$ 9,387	$ 8,011
Weighted average common shares outstanding – Basic	7,935	7,640	7,901	7,609
Effect of dilutive options	228	302	256	298
Weighted average common shares outstanding – Diluted	8,163	7,942	8,157	7,907
Earnings per common share – Diluted	$ 0.64	$ 0.44	$ 1.15	$ 1.01
Anti-dilutive equity awards not included above	--	--	--	--

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Note 7. Business Segments

Since the beginning of the second quarter of fiscal 2012, the Company has evaluated 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 Tier 2 and 3 carriers; and (2) Tier 1 carriers (including the Company's largest customer, AT&T Mobility, Inc.).

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 at September 30, 2012 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.

Segment activity for the second quarter and first six months of fiscal years 2013 and 2012 is as follows (in thousands):

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	Three months ended September 30, 2012		
	Commercial Segment	Retail Segment	Total
Revenues			
Public carrier, contractor & program manager market	$ 25,811	$ --	$ 25,811
Private system operator & government market	34,264	--	34,264
Commercial dealer & reseller market	35,655	--	35,655
Retailer, dealer agent & Tier 2/3 carrier market	--	36,363	36,363
Revenues, excluding Tier 1 carrier market	95,730	36,363	132,093
Tier 1 carrier market	--	65,145	65,145
Total revenues	95,730	101,508	197,238
Gross Profit			
Public carrier, contractor & program manager market	5,635	--	5,635
Private system operator & government market	9,238	--	9,238
Commercial dealer & reseller market	9,801	--	9,801
Retailer, dealer agent & Tier 2/3 carrier market	--	7,569	7,569
Gross profit, excluding Tier 1 carrier market	24,674	7,569	32,243
Tier 1 carrier market	--	6,382	6,382
Total gross profit	24,674	13,951	38,625
Directly allocatable expenses	10,701	7,384	18,085
Segment net profit contribution	$ 13,973	$ 6,567	20,540
Corporate support expenses			11,814
Income before provision for income taxes			$ 8,726

	Six months ended September 30, 2012		
	Commercial Segment	Retail Segment	Total
Revenues			
Public carrier, contractor & program manager market.	$ 45,829	$ -	$ 45,829
Private carrier & government system market	63,864	-	63,864
Commercial dealer & reseller market	67,263	-	67,263
Retailer, dealer agent & tier 2/3 carrier market	-	68,005	68,005
Revenues, excluding Tier 1 carrier market	176,956	68,005	244,961
Tier 1 carrier market	-	144,696	144,696
Total revenues	176,956	212,701	389,657
Gross Profit			
Public carrier, contractor & program manager market	10,093	-	10,093
	17,391	-	17,391

Private carrier & government system market			
Commercial dealer & reseller market	18,599	-	18,599
Retailer, dealer agent & tier 2/3 carrier market	-	14,196	14,196
Gross profit, excluding tier 1 carrier market	46,083	14,196	60,279
Tier 1 carrier market	-	13,839	13,839
Total gross profit	46,083	28,035	74,118
Directly allocatable expenses	20,812	14,530	35,342
Segment net profit contribution	$ 25,271	$ 13,505	38,776
Corporate support expenses			23,177
Income before provision for income taxes			$ 15,599

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	Three months ended September 25, 2011		
	Commercial Segment	Retail Segment	Total
Revenues			
Public carrier, contractor & program manager market	$ 20,065	$ -	$ 20,065
Private system operator & government market	31,268	-	31,268
Commercial dealer & reseller market	31,257	-	31,257
Retailer, dealer agent & Tier 2/3 carrier market	-	26,847	26,847
Revenues, excluding Tier 1 carrier market	82,590	26,847	109,437
Tier 1 carrier market	-	39,400	39,400
Total revenues	82,590	66,247	148,837
Gross Profit			
Public carrier, contractor & program manager market	4,309	-	4,309
Private system operator & government market	8,763	-	8,763
Commercial dealer & reseller market	8,962	-	8,962
Retailer, dealer agent & Tier 2/3 carrier market	-	5,911	5,911
Gross profit, excluding Tier 1 carrier market	22,034	5,911	27,945
Tier 1 carrier market	-	6,045	6,045
Total gross profit	22,034	11,956	33,990
Directly allocatable expenses	10,322	6,701	17,023
Segment net profit contribution	$ 11,712	$ 5,255	16,967
Corporate support expenses			11,210
Income before provision for income taxes			$ 5,757

	Six months ended September 25, 2011		
	Commercial Segment	Retail Segment	Total
Revenues			
Public carrier, contractor & program manager market	$ 38,231	$ -	$ 38,231
Private system operator & government market	62,541	-	62,541
Commercial dealer & reseller market	60,136	-	60,136
Retailer, dealer agent & Tier 2/3 carrier market	-	55,542	55,542
Revenues, excluding Tier 1 carrier market	160,908	55,542	216,450
Tier 1 carrier market	-	95,902	95,902
Total revenues	160,908	151,444	312,352
Gross Profit			
Public carrier, contractor & program manager market	8,658	-	8,658
Private system operator & government market	18,132	-	18,132
Commercial dealer & reseller market	17,112	-	17,112
Retailer, dealer agent & Tier 2/3 carrier market	-	11,995	11,995
Gross profit, excluding Tier 1 carrier market	43,902	11,995	55,897

Tier 1 carrier market		-		15,293		15,293
Total gross profit		43,902		27,288		71,190
Directly allocatable expenses		20,346		13,518		33,864
Segment net profit contribution	$	23,556	$	13,770		37,326
Corporate support expenses						24,149
Income before provision for income taxes					$	13,177

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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, maintain and repair 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.

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 second quarter and first six months of fiscal years 2013 and 2012 are as follows (in thousands):

	Three months ended September 30, 2012	Six months ended September 30, 2012
Revenues		
Base station infrastructure	$ 57,034	$ 106,180
Network systems	22,166	39,902
Installation, test and maintenance	12,140	22,780
Mobile device accessories	105,898	220,795
Total revenues	197,238	389,657
Gross Profit		
Base station infrastructure	16,756	31,160
Network systems	3,980	7,638
Installation, test and maintenance	2,826	5,366
Mobile device accessories	15,063	29,954
Total gross profit	38,625	74,118

	Three months ended September 25, 2011	Six months ended September 25, 2011
Revenues		
Base station infrastructure	$ 49,464	$ 96,672

Network systems	19,140	38,613
Installation, test and maintenance	12,129	22,076
Mobile device accessories	68,104	154,991
Total revenues	148,837	312,352
Gross Profit		
Base station infrastructure	14,928	29,903
Network systems	3,771	7,645
Installation, test and maintenance	2,616	4,920
Mobile device accessories	12,675	28,722
Total gross profit	33,990	71,190

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Note 8. Comprehensive Income

The components of total comprehensive income were as follows:

	Fiscal Quarter Ended		Six Months Ended	
	September 30, 2012	September 25, 2011	September 30, 2012	September 25, 2011
Net income	$ 5,268,900	$ 3,540,200	$ 9,475,400	$ 8,114,400
Change in value of interest rate swap, net of tax	--	3,100	--	24,600
Total comprehensive income	$ 5,268,900	$ 3,543,300	$ 9,475,400	$ 8,139,000

Note 9. Stock Buyback

On April 28, 2003, the Company's Board of Directors approved a stock buyback program. As of September 30, 2012, the Board of Directors had 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. As of September, 2012, the Company had purchased 3,505,187 shares under the stock buyback program for approximately $30.7 million, or an average of $8.76 per share. Of the total shares repurchased under the stock buyback program, none were purchased during fiscal 2012 or the first six months of fiscal 2013. As of September 30, 2012, 88,163 shares remained available for repurchase under this program.

In addition to the shares repurchased in the stock buyback program discussed immediately above, the Company repurchased all 705,000 shares of its common stock then held by Brightpoint, Inc. in a privately negotiated transaction on July 1, 2008 for approximately $6.4 million, or $9.09 per share.

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 the six months ended September 30, 2012 and September 25, 2011 the allocated value of the shares withheld totaled $1,799,000 and $511,700, respectively.

Note 10. Concentration of Risk

The Company's future results could be negatively impacted by the loss of certain customer and/or vendor relationships. For the fiscal quarter and six months ended September 30, 2012, sales of products to the Company's top customer relationship, AT&T Mobility Inc. ("AT&T"), accounted for 31% and 34% of total revenues, respectively. For the fiscal quarter and six months ended September 25, 2011, sales of products to AT&T, the Company's top customer relationship, accounted for 24% and 26% of total revenues, respectively. For the fiscal quarter and six months ended September 30, 2012, aside from AT&T, no customer accounted for more than 3% and 4% of total consolidated revenues, respectively. As further described below, 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 TESSCO beginning in the second quarter of the Company's fiscal 2013. We now anticipate that this business will be fully transitioned prior to close of the Company's fiscal 2013, which ends March 31, 2012. This will result in a significant reduction in revenues but a lesser relative impact on overall profits, in fiscal 2013.

The Company is dependent on third-party equipment manufacturers, distributors and dealers for all of its supply of wireless communications equipment. For both the fiscal quarter and six months ended September 30, 2012, sales of products 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, accounted for approximately 10% of total revenues. For the fiscal quarter and six months ended September 25, 2011, sales of products purchased from Otter Products LLC, accounted for approximately 15% and 19% of total revenues, respectively.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations. This commentary should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations from the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2012.

Business Overview and Environment

TESSCO Technologies Incorporated (TESSCO, we, or the Company) architects and delivers innovative product and value chain solutions, at lower costs, to support wireless broadband systems. Although we sell products to customers in many countries, approximately 98% of our sales are made 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 in two segments – commercial and retail. The commercial segment includes: (1) public carriers, contractors and program managers; (2) private system operators and governments; and (3) commercial dealers and resellers. The retail segment includes: (1) retailers, dealer agents and Tier 2 and 3 carriers and (2) Tier 1 carriers (including the Company's 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 station 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 36% of our total revenues during fiscal 2012 and 34% of our total revenues for the first six months of fiscal 2013. Beginning in October 2011, we expanded our business with AT&T, resulting in dramatically increased revenues but significantly lower profit margin. 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. We now anticipate that this business will be fully transitioned prior to the close of our fiscal 2013, which ends March 31, 2013. This will result in a significant reduction in revenues but, because of the lower margins, and our on-going cost reduction efforts, a lesser relative impact on overall profits in fiscal 2013. During and after the transition, we expect to continue to supply product to this customer's other programs and to supply proprietary Ventev® products to AT&T retail stores. Notwithstanding that the transition has commenced, our AT&T revenues in the second quarter of fiscal 2013 increased significantly as compared to the second quarter of fiscal 2012. However, despite the significant increase, AT&T gross profit was essentially flat in the second quarter this year as compared to the same quarter last year, due to the lower margins associated with this expanded relationship. As a result of the commencement of the AT&T transition during the second quarter of fiscal 2013, revenues and gross profits from this relationship both declined by approximately 17% in the second quarter as compared to the first quarter of fiscal 2013.

Sales of products purchased from our largest vendor, Otter Products, LLC (Otter) generated approximately 10% of our total revenues for the second quarter of fiscal 2013. Much of this concentration, however, is attributable to our mobile device accessory sales to AT&T, which in relation to Otter will be fully transitioned from TESSCO to a third party logistics provider in the third quarter of fiscal 2013. The terms of our current business relationship with Otter are set to expire in March 2013 and as such, we have been engaged in discussions with them regarding revised terms of our relationship. Between now and March 2013 we plan to continue our aggressive marketing and selling of Otter products as a key part of our multi-brand offering and also plan to continue our dialogue with Otter related to future business terms.

Excluding sales to our Tier 1 carriers, second quarter fiscal 2013 revenues increased by 20.7% as compared to the second quarter of fiscal 2012. This growth, combined with a 65.3% increase in sales to our Tier 1 carriers (including AT&T), resulted in total second quarter revenue growth of 32.5% compared to the second quarter of fiscal 2012. Excluding our Tier 1 carriers, gross profit increased by 15.4% in the second quarter of fiscal 2013 as compared to the second quarter of fiscal 2012 and gross profit from our Tier 1 carriers increased 5.6% in the second quarter of fiscal 2013. This resulted in an overall increase in gross profits of 13.6% compared to the second quarter of the prior fiscal year. Selling, general and administrative expenses increased by 6.1% over the prior year quarter. As a result, net income increased by 48.8% and diluted earnings per share increased by 45.5% over the prior-year quarter.

We believe that our recent revenue growth excluding sales to Tier 1 carriers has been, and we expect that it will continue to be, largely driven by the growth in wireless devices. Consumers' demand for these devices is helping to drive opportunities for the sale of our accessory products to our Tier 1 and other retail customers. Also, we believe the growth in wireless devices will require more network build outs which will have a positive impact on our Commercial segment. We continue to see large enterprises, utilities, and governments increasing their use of wireless networks in their businesses and operations.

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 accessories 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. Because of the nature of our business, we have been affected from time to time in the past by the loss and changes in the business habits of significant customer and vendor relationships, and expect that we will continue to be so affected in the future. We believe, however, that our strength in service, the breadth and depth of our product offering, our information technology system, industry experience and knowledge, and our large customer base and purchasing relationships with approximately 380 manufacturers, provide us with a significant competitive advantage over new entrants to the market.

Results of Operations

Second Quarter of Fiscal Year 2013 Compared with Second Quarter of Fiscal Year 2012

Total Revenues. Revenues for the second quarter of fiscal 2013 increased 32.5% as compared with the second quarter of fiscal 2012, largely due to a 53.2% increase in retail segment revenues. The retail sales growth was largely a result of a 65.3% increase in sales to our Tier 1 carrier customers, primarily AT&T, but also due to a 35.4% increase in sales to our non-Tier 1 customers. Commercial segment revenues increased 15.9% compared to the second quarter of fiscal 2012, with a significant increase in sales to our public system operator, contractor and program manager market coupled with lesser increases in our commercial dealer and reseller market as well as our private and government system operator market.

Total Gross Profit. Gross profit for the second quarter of fiscal 2013 increased 13.6% as compared with the second quarter of fiscal 2012, due to a 16.7% increase in our retail segment and a 12.0% increase in our commercial segment. Within the retail segment, our Tier 1 carrier market showed a considerable increase in sales, but much lower gross margins associated with these Tier 1 sales, resulting in a 5.6% increase in gross profit. This was primarily due to the business expansion experienced with AT&T beginning in the third quarter of fiscal 2012. As discussed above, we expect that this business will be fully transitioned prior to the close of our fiscal 2013, which ends March 31, 2013. The increase in our commercial segment gross profit was driven by an increase in all markets, particularly our public system operators, contractors and program managers market. Overall gross profit margin decreased to 19.6%, compared to 22.8% for the same period last year, primarily driven by the temporarily expanded lower margin AT&T business. 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 depends 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 relatively short notice. Because of the nature of our business, we have been affected from time to time in the past by the loss and changes in the business habits of significant customer and vendor relationships, and we may continue to be so affected in the future. Our customer relationships could also be affected by wireless carrier consolidation or the overall global economic environment.

Selling, General and Administrative Expenses. Total selling, general and administrative expenses increased by $1.7 million or 6.1% in the second quarter of fiscal 2013 as compared with the second quarter of fiscal 2012. Selling, general and administrative expenses as a percentage of revenues decreased to 15.2% in the second quarter of fiscal 2013 from 18.9% in the second quarter of fiscal 2012 primarily as a result of a significant increase in revenues with relatively flat compensation and benefits expense.

Pay for performance bonus expense (including both cash and equity plans) increased by $0.6 million in the second quarter of fiscal 2013 as compared to the second quarter of fiscal 2012.

Corporate support expense increased approximately $0.5 million, in the second quarter of fiscal 2013 as compared to the second quarter of fiscal 2012. This increase was primarily related to higher new product development costs as well as slightly higher bad debt expense.

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 $268,800 and $64,400 for the second quarter ended September 30, 2012 and September 25, 2011, respectively. Bad debt expense in the second quarter of fiscal 2012 was unusually low, with the second quarter of fiscal 2013 being much more representative of our historical bad debt expense levels.

Interest, Net. Net interest expense decreased from $72,900 in the second quarter of fiscal 2012 to $12,000 in the second quarter of fiscal 2013, primarily due to decreased borrowings on our revolving line of credit facility.

Income Taxes, Net Income and Diluted Earnings per Share. The effective tax rate increased slightly from 38.5% in the second quarter of fiscal 2012 to 39.6% in the second quarter of fiscal 2013, due to a the Company being subject to income tax in additional state taxing jurisdictions. The cumulative effect of which was accounted for in the current quarter leading to a higher than normal effective tax rate. As a result of the factors discussed above, net income for the second quarter of fiscal 2013 increased 48.8% and diluted earnings per share increased 45.5% compared to the corresponding prior-year quarter.

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Commercial Segment. Revenues in our commercial segment totaled $95.7 million in the second quarter of fiscal 2013, compared to $82.6 million in the prior year period, a 15.9% increase. Gross profit totaled $24.7 million, a 12.0% increase as compared to the second quarter last year. Within this segment, the commercial dealers and resellers market grew revenues by 14.1% and gross profits by 9.4%. The public carrier, contractor and program manager market had revenue and gross profit increases of 28.6% and 30.8%. The private system operator and government market revenues increased by 9.6% and gross profits by 5.4%.

Our direct expenses in this segment totaled $10.7 million, a 3.7% increase compared to the second quarter of fiscal 2012. Therefore, total segment net profit contribution was $14.0 million, a 19.3% increase over the prior year period.

Retail Segment. Revenues in our retail segment totaled $101.5 million in the second quarter of fiscal 2013, representing a 53.2% increase from the prior year period. Gross profit totaled $14.0 million, a 16.7% increase. Revenues in our retailer, dealer agent and Tier 2/3 carrier market increased in the second quarter of fiscal 2013 as compared to the same period last year, up 35.4%, with a 28.0% increase in gross profit, as a result of increased sales to independent agents and dealers. We experienced significantly higher sales to our Tier 1 carrier market, primarily AT&T, which showed a 65.3% revenue increase, however, due to the lower gross margin associated with this business, gross profit only increased 5.6%.

Our direct expenses in this segment totaled $7.4 million in the second quarter of fiscal 2013, a 10.2% increase over the prior year period. Therefore, total segment net profit contribution was $6.6 million for the second quarter of fiscal 2013, a 25.0% increase over the prior year period.

First Six Months of Fiscal Year 2013 Compared with First Six Months of Fiscal Year 2012

Total Revenues. Revenues for the first six months of fiscal year 2013 compared with the first six months of 2012 increased 24.7%, due to a 10.0% increase in commercial revenues and a 40.4% increase in retail segment revenues. Commercial revenue growth was driven by significant increase in sales to the public system operator, contractor and program manager markets coupled with increases in our commercial dealer and reseller market and our private and government system operator market. The retail sales growth was largely a result of a 50.9% increase in sales to our Tier 1 carrier customers, primarily AT&T, but also due to a 22.4% increase in sales to our non-Tier 1 customers.

Total Gross Profit. Gross profit for the first six months of fiscal year 2013 increased 4.1% as compared with the first six months of fiscal year 2012, due to a 5.0% increase in our commercial segment and a 2.7% increase in our retail segment. Overall gross profit margin decreased to 19.0%, compared to 22.8% for the same period last year, primarily driven by the temporarily expanded AT&T business. Gross profits increased in all markets except for private and government system operators. 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.

Selling, General and Administrative Expenses. Total selling, general and administrative expenses increased by $0.6 million or 1.1% in the first six months of fiscal year 2013 as compared with the first six months of 2012. Selling, general and administrative expenses as a percentage of revenues decreased to 15.0% for the first six months of fiscal year 2012, as compared to 18.5% in the first six months of fiscal year 2012, resulting from an increase in revenues with a much smaller relative increase in selling, general and administrative expenses. The largest factors contributing to the overall increase in total selling, general and administrative expenses were increased information technology and corporate support costs, partially offset by decreased pay for performance bonus expense due to strong results in the first half of fiscal year 2012.

Pay for performance bonus expense (including both cash and equity plans) decreased by $2.0 million in the first six months of fiscal 2013 as compared to the first six months of fiscal 2012. Our reward programs are performance based, and due to the exceptionally strong first quarter of fiscal 2012, our bonus expense in the first six months of fiscal 2013 was lower compared to the first six months of last year.

Corporate support expense increased approximately $0.6 million, or 18.9%, in the first six months of fiscal 2013 as compared to the first six months of fiscal 2012. This increase was primarily related to slightly higher bad debt expense in addition to higher new product development costs.

Information technology expense increased approximately $0.4 million in the first six months of fiscal 2013 as compared to the first six months of fiscal 2012. This increase was primarily related to investments in business generation technology tools.

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 $483,700 and $76,400 for the six months ended September 30, 2012 and September 25, 2011, respectively. Bad debt expense in the first six months of fiscal 2012 was unusually low due to significant bad debt recoveries, with the first six months of fiscal 2013 being much more representative of our historical bad debt expense levels.

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Interest, Net. Net interest expense decreased from $178,400 in the first six months of fiscal 2012 to $69,400 in the first six months of fiscal 2013, primarily due to decreased borrowings on our revolving line of credit facility.

Income Taxes, Net Income and Diluted Earnings per Share. The effective tax rate increased to 39.3% in the first six months of fiscal year 2013 as compared to 38.4% in the first six months of fiscal year 2012, due to the Company being subject to income tax in additional state taxing jurisdictions. The cumulative effect of which was accounted for in the current year leading to a higher than normal effective tax rate. As a result of the factors discussed above, net income for the first six months of fiscal year 2013 increased 16.8% and diluted earnings per share increased 13.6% compared to the corresponding prior-year quarter.

Commercial Segment. Revenues in our commercial segment totaled $177.0 million in the first six months of fiscal 2013, compared to $160.9 million in the prior year period, a 10.0% increase. Gross profit totaled $46.1 million, a 5% increase as compared to the first six months of last year. Within this segment, the commercial dealers and resellers market grew revenues by 11.8% and gross profits by 8.7%. The public carrier, contractor and program manager market had revenue and gross profit increases of 19.9% and 16.6%. The private system operator and government market revenues increased by 2.1% and gross profits decreased by 4.1%.

Our direct expenses in this segment totaled $20.8 million, a 2.3% increase compared to the first six months of fiscal 2012. Therefore, total segment net profit contribution was $25.3 million, a 7.3% increase over the prior year period.

Retail Segment. Revenues in our retail segment totaled $212.7 million in the first six months of fiscal 2013, representing a 40.4% increase from the prior year period. Gross profit totaled $28.0 million, a 2.7% increase. Revenues in our retailer, dealer agent and Tier 2/3 carrier market increased in the first six months of fiscal 2013 as compared to the same period last year, up 22.4%, with an 18.3% increase in gross profit, as a result of increased sales from independent agents and dealers. We experienced significantly higher sales to our Tier 1 carrier market, primarily AT&T, which showed a 50.9% revenue increase, however, due to the lower gross margin associated with this business, and the beginning of the business transition, gross profit decreased 9.5%.

Our direct expenses in this segment totaled $14.5 million in the first six months of fiscal 2013, a 7.5% increase over the prior year period. Therefore, total segment net profit contribution was $13.5 million for the second quarter of fiscal 2013, a 1.9% decrease over the prior year period.

Liquidity and Capital Resources

The following table summarizes our cash flows provided by (used in) operating, investing and financing activities for the six months ended September 30, 2012 and September 25, 2011:

	Six Months Ended	
	September 30, 2012	September 25, 2011
Cash flows provided by operating activities	$ 3,896,000	$ 9,830,400
Cash flows used in investing activities	(2,539,800)	(2,448,500)
Cash flows used in financing activities	(2,581,900)	(2,111,800)
Net (decrease) increase in cash and cash equivalents	$ (1,225,700)	$ 5,270,100

We generated $3.9 million of net cash from operating activities in the first six months of fiscal 2013 compared with $9.8 million generated in the first six months of fiscal 2012. In the first six months of fiscal 2013, our cash provided by operating activities was primarily driven by net income (net of depreciation and amortization and non-cash stock-based compensation expense) plus increases in trade accounts payable, partially offset by increases in inventory and accounts receivable, as well as a decrease in accrued payroll, benefits, and taxes. The increase in accounts payable is largely due to the timing and credit terms of inventory receipts, including the significant increase in inventory during the first six months of fiscal 2013. The increase in inventory is to build inventory for the holiday season and improve service levels to support increased customer demand. The increase in trade accounts receivable is primarily due to the timing of sales and collections, including AT&T 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 related to the payment of our annual pay for performance bonuses during the first quarter, partially offset by current year bonus accruals.

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Capital expenditures of $2.5 million in the first six months of fiscal 2013 were up slightly from expenditures of $2.4 million in the first six months of fiscal 2012. In the first six months of fiscal year 2013, capital expenditures were largely comprised of $1.3 million for leasehold improvement expenditures related to our administrative offices and $0.8 million for investments in information technology. In the first six months of fiscal year 2012, capital expenditures were largely comprised of $1.2 million for leasehold improvement expenditures related to our administrative offices and $0.9 million for investments in information technology. A portion of these leasehold improvements expenditures is expected to be reimbursed to us by our landlord during our third fiscal quarter, pursuant to the applicable terms of our lease. When received, these funds will be recorded as deferred rent and will be charged as an offset to rent expense over the remaining term of the lease.

Net cash used in financing activities was $2.6 million for the first six months of fiscal 2013 compared with a net cash outflow from financing activities of $2.1 million for the first six months of fiscal 2012. For the first six months of fiscal 2013 and fiscal 2012, our cash outflow from financing activities was primarily due to cash dividends paid to shareholders as well as repurchases 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.

We are party to an unsecured revolving credit facility with SunTrust Bank and Wells Fargo 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 September 30, 2012, 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 Wells Fargo 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. We intend to refinance and/or extend this agreement before that date. However, there can be no assurances that we will be able to secure a replacement facility on terms acceptable to us, if at all.

This revolving credit facility has been amended several times since its inception and as of December 30, 2011 allows 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 allows for the payment of up to $6.25 million of dividends in any 12 month period. As of September 30, 2012, 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.

We have a term loan in the original principal amount of $4.5 million from Wells Fargo Bank, National Association and SunTrust Bank, that is payable in monthly installments of principal and interest with the balance due at maturity. The note is secured by a first position deed of trust encumbering the Company-owned real property in Hunt Valley, Maryland. 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 remain the same, except that commencing July 1, 2011, the note bears interest at a floating rate of LIBOR plus 2.00%. As of September 30, 2012, we were in compliance with all loan covenants. The loan is subject to generally the same financial covenants as are applicable to our revolving credit facility, and had a balance of $2.7 million as of September 30, 2012.

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 September 30, 2012, the principal balance of this term loan was $170,100.

We have made quarterly dividend payments to holders of our common stock since the second quarter of fiscal 2010. The initial amount of the dividend (after the effect of stock splits) was $0.067 per share through the fourth quarter of fiscal 2010. Since then, the dividend has been paid every quarter at gradually increasing amounts, including $0.18 per share in May and August of 2012. On October 23, 2012, we declared a cash dividend in the amount of $0.18 per share, payable on November 28, 2012 to holders of record as of November 14, 2012. 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.

We believe that our existing cash, payments from customers, and availability under our revolving 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 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 existing sources of liquidity, we would look to sources of funding from additional credit facilities, debt and/or equity issuances. As of September 30, 2012, 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.

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Recent Accounting Pronouncements

In September 2011, the FASB issued an accounting standard which simplifies how entities test goodwill for impairment. This guidance was extended 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 goodwill 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 its 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 fiscals, and interim periods within those fiscals, beginning on or after December 15, 2011. 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.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our unaudited 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.

For a detailed discussion on our critical accounting policies, please refer to our Annual Report on Form 10-K for the fiscal ended April 1, 2012.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements.

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 absen 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.

Available Information

Our Internet Website address is: 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.

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Item 3. 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 $2.7 million at September 30, 2012, 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 September 30, 2012 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.

Item 4. Controls and Procedures.

The Company’s management, with the participation of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the period covered by this quarterly report. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Based on the evaluation of these controls and procedures required by Rules 13a-15(b) or 15d-15(b) of the Exchange Act, the Company’s management, including the CEO and CFO, have concluded that, as of the end of the period covered by this quarterly report, the Company’s disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and to provide reasonable assurance that such information is accumulated and communicated to the Company’s management, including the Company’s CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. During the period covered by this quarterly report, there have been no changes to the Company’s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. 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.

Item 1A. Risk Factors.

There have been no material changes from the risk factors as previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2012. Nevertheless, information that we have disclosed or will disclose from time to time in our public filings (including this Quarterly Report on Form 10-Q and other periodic reports filed under the Exchange Act) may provide additional data or information relative to our previously disclosed risk factors.

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

On April 28, 2003, our Board of Directors announced a stock buyback program. As of September 30, 2012, the Board of Directors has authorized the purchase of up to 3,593,350 shares of outstanding common stock under the stock buyback program. During the second quarter of fiscal 2013, the Company did not repurchase any shares of its common stock pursuant to this program. As of September 30, 2012, we had purchased an aggregate of 3,505,187 shares of our outstanding common stock pursuant to this program for approximately $30.7 million, or an average price of $8.76 per share. Accordingly, as of September 30, 2012, 88,163 shares remained available for repurchase under this program. Shares may be purchased from time to time under this program in the open market, by block purchase, or through negotiated transactions, or possibly other transactions managed by broker-dealers. No timetable has been set for completion or expiration of the program. On July 1, 2008, separate from, and in addition to, our stock buyback program, we repurchased all 705,000 shares of our common stock then held by Brightpoint, Inc. in a privately negotiated transaction for approximately $6.4 million. Until December 30, 2011, our revolving credit facility and term loan with SunTrust Bank and Wells Fargo Bank, National Association, limited to $25.0 million the aggregate dollar value of shares that may be repurchased from May 31, 2007 forward. Effective December 30, 2011, this limit was increased from $25.0 million to $30.0 million. As of September 30, 2012, we had the ability to purchase approximately $16.3 million in additional shares of common stock without violating this covenant.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits:

31.1.1*	Certification of Chief Executive Officer required by Rule 13a–14(a) or 15d–14(a) of the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2.1*	Certification of Chief Financial Officer required by Rule 13a–14(a) or 15d–14(a) of the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1.1*	Certification of periodic report by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2.1*	Certification of periodic report by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1*	The following financial information from TESSCO Technologies, Incorporated's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 formatted in XBRL: (i) Consolidated Statement of Income and Comprehensive Income for the three and six months ended September 30, 2012 and September 25, 2011; (ii) Consolidated Balance Sheet at September 30, 2012 and April 1, 2012; (iii) Consolidated Statement of Cash Flows for the six months ended September 30, 2012 and September 25, 2011; and (iv) Notes to Consolidated Financial Statements.

* Filed herewith

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Signature

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

			TESSCO Technologies Incorporated
Date:	November 8, 2012	By:	/s/ David M. Young David M. Young Chief Financial Officer (principal financial and accounting officer)