

RCM TECHNOLOGIES INC  
Form 10-Q  
August 11, 2010

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 3, 2010

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: 1-10245

RCM TECHNOLOGIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Nevada 95--1480559  
(State or other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation)

2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613  
(Address of Principal Executive Offices) (Zip Code)

(856) 356-4500  
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one):

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Large Accelerated Filer	Accelerated Filer	Non-Accelerated Filer	Smaller Reporting Company
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

(Do not check if a 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  NO

Indicate the number of shares outstanding of the Registrant's class of common stock, as of the latest practicable date.

Common Stock, \$0.05 par value, 13,005,985 shares outstanding as of August 11, 2010.

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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

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## ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

July 3, 2010 and January 2, 2010

(In thousands, except share and per share amounts)

	July 3, 2010 (Unaudited)	January 2, 2010 (Revised – Note 1)
Current assets:		
Cash and cash equivalents	\$18,916	\$10,942
Accounts receivable, net	45,026	45,958
Prepaid expenses and other current assets	3,190	2,638
Deferred income tax assets	705	705
Assets of discontinued operations	4	672
Total current assets	67,841	60,915
Property and equipment, net	3,879	4,548
Other assets:		
Deposits	172	194
Goodwill	7,420	7,420
Intangible assets, net	394	464
Deferred income tax assets	3,828	3,828
Total other assets	11,814	11,906
Total assets	\$83,534	\$77,369
Current liabilities:		
Accounts payable and accrued expenses	\$7,784	\$6,933
Accrued payroll and related costs	8,183	6,410
Income taxes payable	230	-
Liabilities of discontinued operations	66	357
Total current liabilities	16,263	13,700
Contingent consideration	366	366
Stockholders' equity:		
Preferred stock, \$1.00 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, \$0.05 par value; 40,000,000 shares authorized; 12,999,178 issued and 12,970,213 outstanding at July 3, 2010 and 12,960,778 shares issued and outstanding at January 2, 2010	650	648
Additional paid-in capital	107,500	107,262
Accumulated other comprehensive income	1,252	1,267

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Accumulated deficit	(42,383)	(45,874)
Treasury stock (28,965 shares, at net)	(114)	-
Total stockholders' equity	66,905	63,303
Total liabilities and stockholders' equity	\$83,534	\$77,369

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
Thirteen and Twenty-Six Week Periods Ended July 3, 2010 and June 27, 2009  
(Unaudited)  
(In thousands, except per share amounts)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
Revenues	\$46,877	\$46,381	\$95,933	\$93,039
Cost of services	33,965	34,759	70,329	70,848
Gross profit	12,912	11,622	25,604	22,191
Operating costs and expenses				
Selling, general and administrative	9,682	10,477	19,986	20,993
Depreciation and amortization	341	380	691	741
	10,023	10,857	20,677	21,734
Operating income	2,889	765	4,927	457
Other income (expense)				
Interest expense, net and other	(12)	(3)	(50)	(23)
Gain (loss) on foreign currency transactions	18	54	11	44
Legal settlement	-	-	-	9,750
	6	51	(39)	9,771
Income from continuing operations before income taxes	2,895	816	4,888	10,228
Income tax expense from continuing operations	1,177	206	765	3,972
Net income from continuing operations	1,718	610	4,123	6,256
Loss from discontinued operations, net of tax benefit	-	364	632	457
Net income	\$1,718	\$246	\$3,491	\$5,799
Basic net earnings per share data:				
Net income from continuing operations	\$0.13	\$0.05	\$0.32	\$0.49
Loss from discontinued operations, net of tax benefit	-	(\$0.03)	(\$0.05)	(\$0.04)
Net income	\$0.13	\$0.02	\$0.27	\$0.45
Diluted net earnings per share data:				

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Net income from continuing operations	\$0.13	\$0.05	\$0.31	\$0.49
Loss from discontinued operations, net of tax benefit	-	(\$0.03)	(\$0.04)	(\$0.04)
Net income	\$0.13	\$0.02	\$0.27	\$0.45

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



RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
Twenty-Six Week Period Ended July 3, 2010  
(Unaudited)  
(In thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income		Treasury Stock		Total
	Outstanding Shares	Amount		Accumulated Deficit	Deficit	Shares	Amount	
Balance, January 2, 2010	12,960,778	\$648	\$107,262	\$1,267	(\$45,874)	-	\$ -	\$63,303
Issuance of stock under employee stock purchase plan	38,400	2	71	-	-	-	-	73
Translation adjustment	-	-	-	(15)	-	-	-	(15)
Stock based compensation expense	-	-	167	-	-	-	-	167
Common stock repurchase	(28,965)	-	-	-	-	28,965	(114)	(114)
Net income	-	-	-	-	3,491	-	-	3,491
Balance, July 3, 2010	12,970,213	\$650	\$107,500	\$1,252	(\$42,383)	28,965	(\$114)	\$66,905

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
Twenty-Six Week Periods Ended July 3, 2010 and June 27, 2009  
(Unaudited)  
(In thousands)

	July 3, Twenty-Six Week Periods Ended	June 27, 2009
	2010	2009

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Net income	\$3,491	\$5,799
Foreign currency translation adjustment	(15)	335
Comprehensive income	\$3,476	\$6,134

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
Twenty-Six Week Periods Ended July 3, 2010 and June 27, 2009  
(Unaudited)  
(In thousands)

	July 3, 2010	June 27, 2009
Cash flows from operating activities:		
Net income	\$3,491	\$5,799
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	719	785
Loss on disposal of fixed assets	269	-
Stock-based compensation expense	167	34
Provision for losses on accounts receivable	179	304
Deferred income tax expense	-	2,426
Changes in assets and liabilities:		
Accounts receivable	1,139	7,663
Prepaid expenses and other current assets	(743)	(328)
Accounts payable and accrued expenses	735	(1,439)
Accrued payroll and related costs	1,682	(1,153)
Income taxes payable	521	(544)
Total adjustments	4,668	7,748
Net cash provided by operating activities	8,159	13,547
Cash flows from investing activities:		
Property and equipment acquired	(28)	(522)
Decrease in deposits	40	40
Net cash provided by (used in) investing activities	12	(482)
Cash flows from financing activities:		
Sale of stock for employee stock purchase plan	73	37
Net repayments on line of credit	-	(4,900)
Common stock repurchases	(114)	-
Net cash used in financing activities	(41)	(4,863)
Effect of exchange rate changes on cash and cash equivalents	(156)	608
Increase in cash and cash equivalents	7,974	8,810
Cash and cash equivalents at beginning of period	10,942	815
Cash and cash equivalents at end of period	\$18,916	\$9,625
Supplemental cash flow information:		
Cash paid for:		
Interest	\$62	\$59
Income taxes	\$1,028	\$1,767

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Non-cash investing activities relating to acquisition purchase price adjustment:

Decrease goodwill	\$840	\$ -
Decrease accounts payable and accrued expenses	\$313	\$ -
Decrease contingent consideration	\$527	\$ -

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
 (In thousands, except share and per share amounts, unless otherwise indicated)

1. Basis of Presentation

The accompanying consolidated interim financial statements of RCM Technologies, Inc. and subsidiaries (“RCM” or the “Company”) are unaudited. The year-end consolidated balance sheet was derived from audited statements but does not include all disclosures required by accounting principles generally accepted in the United States. These statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission pertaining to reports on Form 10-Q and should be read in conjunction with the Company’s consolidated financial statements and the notes thereto for the year ended January 2, 2010 included in the Company’s Annual Report Form 10-K for such period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations.

Certain changes to prior year balance sheet amounts have been made in accordance with the accounting guidance for business combinations to reflect adjustments made during the measurement period. See Note 5 for additional information regarding these changes.

The consolidated financial statements for the unaudited interim periods presented include all adjustments (consisting only of normal, recurring adjustments) necessary for a fair presentation of financial position, results of operations and cash flows for such interim periods.

Results for the twenty-six week period ended July 3, 2010 are not necessarily indicative of results that may be expected for the full year.

In March 2010, the Company closed its Oracle business unit located in southern California. The closed business unit sold Oracle software applications and provided implementation, hosting and maintenance services for the suite of Oracle and related software applications. See Note 19 to the Consolidated Financial Statements included in this report for further details of this discontinued operation.

2. Fiscal Year

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The fiscal year ended January 2, 2010 was a 53-week reporting year. The second fiscal quarter of 2010, the 2009 fiscal year and the second fiscal quarter of 2009 ended on the following dates, respectively:

Period Ended	Weeks in Quarter	Weeks in Year to Date
June 27, 2009	Thirteen	Twenty-Six
January 2, 2010	Thirteen	Fifty-Three
July 3, 2010	Thirteen	Twenty-Six

3. Use of Estimates and Uncertainties

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The Company uses estimates to calculate an allowance for doubtful accounts on its accounts receivables. These estimates can be significant to the operating results and financial position of the Company.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
 (In thousands, except share and per share amounts, unless otherwise indicated)

3. Use of Estimates and Uncertainties (Continued)

The Company has risk participation arrangements with respect to workers compensation and health care insurance. The amounts included in the Company's costs related to this risk participation are estimated and can vary based on changes in assumptions, the Company's claims experience or the providers included in the associated insurance programs.

The Company can be affected by a variety of factors including uncertainty relating to the performance of the general economy, competition, demand for the Company's services, adverse litigation and claims and the hiring, training and retention of key employees.

Fair Value of Financial Instruments

The Company's carrying value of financial instruments, consisting primarily of accounts receivable, approximates fair value due to their liquidity or their short-term nature. The Company does not have any off-balance sheet financial instruments. The Company does not have derivative products in place to manage risks related to foreign currency fluctuations for its foreign operations or for interest rate changes.

4. Accounts Receivable

The Company's accounts receivable are comprised as follows:

	July 3, 2010	January 2, 2010
Billed	\$33,965	\$37,099
Accrued and unbilled	2,727	2,160
Work-in-progress	9,710	7,887
Allowance for doubtful accounts and sales discounts	(1,376)	(1,188)
Accounts receivable, net	\$45,026	\$45,958

5. Acquisitions

General

In connection with certain acquisitions, the Company is obligated to pay future contingent consideration to the sellers upon the acquired business achieving certain earnings targets over periods ranging from two to four years following the acquisition. In general, the future contingent consideration amounts fall into one of two categories: (a) Deferred Consideration - fixed amounts due if the acquisition achieves a base level of earnings which has been determined at the time of acquisition and (b) Earnouts - amounts payable that are not fixed and are based on the growth in excess of the base level earnings.





RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
 (In thousands, except share and per share amounts, unless otherwise indicated)

5. Acquisitions (Continued)

Future Contingent Payments

The Company has two active acquisition agreements whereby future contingent consideration may be earned and paid (NuSoft and PSG, both as defined below, acquired in 2008 and 2009, respectively). Prior to December 2007 and the NuSoft acquisition, the Financial Accounting Standards Board (“FASB”) issued “Business Combinations” which did not require that the estimated fair value of contingent consideration be recorded as a liability. The Company has not recorded any liability associated with the contingent consideration that may be paid in connection with its March 19, 2008 acquisition of the operating assets of NuSoft Solutions, Inc. (“NuSoft”) as described in Note 4 to the Company’s Consolidated Financial Statements included in its Annual Report on Form 10-K for the fiscal year ended January 2, 2010. Prior to April 2009 and the Company’s July 6, 2009 acquisition of the operating assets of Project Solutions Group, Inc. (“PSG”), FASB issued “Accounting for Assets Acquired and Liabilities Assumed in Business Combinations That Arise from Contingencies” which requires that the fair value of any future contingent consideration be recorded as a liability. The Company has determined that the estimated fair value of the total future contingent consideration (Deferred Consideration and Earnouts) associated with the PSG acquisition is approximately \$0.4 million. The amount actually paid, if any, may substantially exceed the estimated fair value. The Company has recorded this liability and increased its goodwill by a like amount.

The Company’s outstanding Deferred Consideration obligations potentially due after July 3, 2010, which relate to the NuSoft and PSG acquisitions, could result in the following maximum Deferred Consideration payments:

Year Ending	Amount
December 31, 2011	\$944
December 29, 2012	164
December 28, 2013	184
Maximum deferred consideration	\$1,292

The Company cannot estimate future Deferred Consideration payments with any certainty. However, the Company does not believe that the Deferred Consideration earned and payable in the year ended December 31, 2011 will exceed \$144. Earnouts, if any, cannot be estimated with any certainty and as such are not included above. Any Earnouts paid, if any, are not likely to be material.

Project Solutions Group, Inc.

On July 6, 2009, the Company purchased the operating assets of PSG. PSG is a specialty provider of information technology services. PSG provides expert project management and training services to a diverse client base. PSG helps clients deploy Microsoft’s project management tools to streamline and coordinate project-based initiatives across their organizations.

The acquisition was effective as of June 28, 2009 and has been accounted for in accordance with “Business Combinations” and “Accounting for Assets Acquired and Liabilities Assumed in Business Combinations that Arise from

Contingencies.” Accordingly, the results of operations of the acquired company have been included in the consolidated results of operations of the Company from the effective date and are included in the Information Technology segment.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(In thousands, except share and per share amounts, unless otherwise indicated)

5. Acquisitions (Continued)

The PSG purchase consideration consisted of \$0.5 million in cash and 100,000 shares of the Company's common stock, valued at \$0.2 million. The fair value of the common shares issued was determined based on the closing market price of the Company's common stock on the last trading day prior to the effective date of the acquisition. Post closing consideration consists of potential Deferred Consideration payments up to \$0.5 million and additional Earnout payments, both amounts are contingent upon PSG achieving certain base levels of operating income for certain post closing periods following the purchase. Additionally, the Company recorded a liability of approximately \$0.4 million for the estimated net preset value of future contingent consideration potentially due in connection with the PSG acquisition. During 2010, the Company amended certain terms of the PSG purchase agreement which had the net effect of reducing a portion of the initial cash price and corresponding goodwill. Since this adjustment to the provisional amounts was identified during the measurement period, the Company recognized the adjustment as if the amendment for the business combination had been completed as of the acquisition date (i.e. via retrospective adjustment). Accordingly, liability accounts and goodwill were reduced by \$840 as of both July 3, 2010 and January 2, 2010, the periods presented herein.

The effect of these transactions on the Company's consolidated financial statements is not material.

The acquisition has been accounted for under the purchase method of accounting. The purchase price paid of approximately \$0.7 million has been allocated as follows:

Customer relationships	\$253
Covenants-not-to-compete	38
Goodwill	415
	\$706

Pro Forma Results of Operations

The following (unaudited) results of operations have been prepared assuming the PSG acquisition had occurred as of the beginning of the periods presented. Those results are not necessarily indicative of results of future operations or of results that would have occurred had the acquisition occurred as of the beginning of the periods presented.

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
Revenues	\$46,877	\$47,675	\$95,933	\$95,627
Operating income from continuing operations	\$2,889	\$865	\$4,927	\$657
Net income from continuing operations	\$1,718	\$670	\$4,123	\$6,376
Diluted earnings per share from continuing operations	\$0.13	\$0.05	\$0.31	\$0.49

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
 (In thousands, except share and per share amounts, unless otherwise indicated)

6. Property and Equipment

Property and equipment are stated at cost and are depreciated on the straight-line method at rates calculated to provide for retirement of assets at the end of their estimated useful lives. The annual rates are 20% for computer hardware and software as well as furniture and office equipment. Leasehold improvements are amortized over the shorter of the estimated life of the asset or the lease term.

Property and equipment are comprised of the following:

	July 3,	January
	2010	2010
Equipment and furniture	\$2,814	\$2,943
Computers and systems	5,850	6,630
Leasehold improvements	1,073	1,169
	9,737	10,742
 Less: accumulated depreciation and amortization	 5,858	 6,194
 Property and equipment, net	 \$3,879	 \$4,548

7. New Accounting Standards

In October 2009, FASB issued "Revenue Arrangements with Multiple Deliverables." This statement provides principles for allocating sales consideration among multiple-element revenue arrangements with an entity's customers, allowing more flexibility in identifying and accounting for separate deliverables under an arrangement. This update introduces an estimated selling price method for valuing the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This standard is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Alternatively, adoption may be on a retrospective basis, and early application is permitted. The Company adopted this standard in 2010.

8. Line of Credit

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, amended and restated effective February 20, 2009, which provides for a \$15 million revolving credit facility and includes a sub-limit of \$5.0 million for letters of credit (the "Revolving Credit Facility"). Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) the agent bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn.

All borrowings under the Revolving Credit Facility are collateralized by all of the assets of the Company and its subsidiaries and a pledge of the stock of its subsidiaries. The Revolving Credit Facility also contains various financial

and non-financial covenants, such as restrictions on the Company's ability to pay dividends. The Revolving Credit Facility expires in August 2011.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
 (In thousands, except share and per share amounts, unless otherwise indicated)

8. Line of Credit (Continued)

There were no borrowings during the twenty-six week period ended July 3, 2010. During the twenty-six week period ended June 27, 2009, the Company's outstanding borrowings ranged from \$-0- million to \$4.9 million. The majority of borrowings in 2009 were subject to alternative (i) LIBOR (London Interbank Offered Rate), plus applicable margin on contracts of 30 days or more. The weighted average interest rate under the Revolving Credit Facility for the twenty-six week period ended June 27, 2009 was 2.2%. At July 3, 2010 and January 2, 2010, there were letters of credit outstanding for \$2.4 million and \$1.6 million, respectively. At July 3, 2010, the Company had availability for additional borrowings under the Revolving Credit Facility of \$12.6 million.

9. Goodwill

The Company is required to perform a goodwill impairment test on at least an annual basis. Application of the goodwill impairment test requires significant judgments, including estimation of future cash flows, which are dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of the Company's weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company conducts its annual goodwill impairment test as of the last day of the Company's fiscal November each year, or more frequently if indicators of impairment exist. The Company compares the fair value of each of its reporting units to their respective carrying values, including related goodwill. There were no triggering events during the twenty-six week period ended July 3, 2010 that indicated a need to perform the impairment test prior to the Company's annual test date.

During 2010, goodwill related to the acquisition of PSG decreased by \$840 for net adjustments made during the measurement period. These retrospective adjustments are reflected in the net goodwill at January 2, 2010, in accordance with the accounting guidance for business combinations.

10. Intangible Assets

The Company evaluates long-lived assets and intangible assets with definite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When the Company determines that it is probable that undiscounted future cash flows will not be sufficient to recover an asset's carrying amount, the asset is written down to its fair value. Assets to be disposed of by sale, if any, are reported at the lower of the carrying amount or fair value less cost to sell.

The following table reflects the components of intangible assets, excluding goodwill:

	Information Technology	Engineering	Commercial	Total
Balance as of January 2, 2010	\$420	\$44	\$ -	\$464
Amortization of intangibles during the twenty-six week period ended July 3, 2010	53	17	-	70

Balance as of July 3, 2010	\$367	\$27	\$ -	\$394
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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(In thousands, except share and per share amounts, unless otherwise indicated)

11. Stockholders' Equity

Common Stock Reserved

Unissued shares of common stock were reserved for the following purposes:

	July 3, 2010	January 2, 2010
Exercise of options outstanding	1,542,094	1,564,594
Future grants of options or shares	411,100	426,100
Shares reserved for employee stock purchase plan	356,136	394,536
<b>Total</b>	<b>2,309,330</b>	<b>2,385,230</b>

12. Earnings Per Share

Both basic and diluted earnings (loss) per share for all periods are calculated based on the reported earnings in the Company's consolidated statements of operations.

The number of common shares used to calculate basic and diluted (loss) earnings per share for the thirteen and twenty-six week periods ended July 3, 2010 and June 27, 2009 was determined as follows:

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
<b>Basic</b>				
Weighted average shares outstanding	12,984,539	12,813,522	12,991,859	12,813,522
<b>Diluted</b>				
Shares used for basic calculation	12,984,539	12,813,522	12,991,859	12,813,522
Dilutive effect of options granted under the Company's stock option plans	164,613	1,307	104,176	-
	13,149,152	12,814,829	13,096,035	12,813,522

13. Share - Based Compensation



At July 3, 2010, the Company had five share-based employee compensation plans. The Company measures the fair value of stock options, if and when granted, based upon the Black-Scholes pricing model. Grants vest over periods ranging from one to three years and expire within 10 years of issuance. Stock options that vest in accordance with service conditions amortize over their applicable vesting period using the straight-line method.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(In thousands, except share and per share amounts, unless otherwise indicated)

13. Share - Based Compensation (Continued)

The Company recognizes compensation costs in the financial statements for all share-based payments granted subsequent to January 1, 2006 based on the grant date fair value estimated in accordance with "Share-Based Payment, revised 2004." Compensation cost recognized in 2010 and 2009 included: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated, adjusted for estimated forfeitures, and (b) compensation cost for all stock-based payments granted subsequent to January 1, 2006, based on the grant date fair value estimated, adjusted for estimated forfeitures. The straight-line recognition method is used to recognize compensation expense associated with share-based payments that are subject to graded vesting based on service conditions.

Share-based compensation expense (inclusive of expense from the issuance of stock under the Company's Employee Stock Purchase Plan) of \$167 and \$34 was recognized for the twenty-six week periods ended July 3, 2010 and June 27, 2009, respectively.

The weighted average fair value of options granted using the Black-Scholes Option Pricing Model during the twenty-six week periods ended July 3, 2010 and June 27, 2009 has been estimated using the following assumptions:

	Twenty-Six Week Periods Ended	
	July 3, 2010	June 27, 2009
Weighted average risk-free interest rate	2.52%	1.82%
Expected term of option	5 years	5 years
Expected stock price volatility	67.6%	66.6%
Expected dividend yield	-	-
Annual forfeiture rate	11.1%	16.7%
Weighted-average grant date fair value	\$1.99	\$0.56

Activity regarding outstanding options for the twenty-six week period ended July 3, 2010 is as follows:

	All Stock Options Outstanding	
	Shares	Weighted Average Exercise Price
Options outstanding as of January 2, 2010	1,564,594	\$3.87
Options granted	20,000	\$3.48
Options exercised	-	-
Options forfeited/cancelled	(42,500)	\$5.24
Options outstanding as of July 3, 2010	1,542,094	\$3.82

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Option price range at July 3, 2010	\$0.95 - \$9.81	\$3.82
Options exercisable as of July 3, 2010	1,144,900	\$4.29
Intrinsic value of outstanding stock options as of July 3, 2010	\$417	

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
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13. Share - Based Compensation (Continued)

Incentive Stock Option Plans

1992 Incentive Stock Option Plan (the 1992 Plan)

The 1992 Plan, approved by the Company's stockholders in April 1992 and amended in April 1998, provided for the issuance of up to 500,000 shares of the Company's common stock per individual to officers, directors, and key employees of the Company and its subsidiaries through February 13, 2002, at which time the 1992 Plan expired. The options issued were intended to be incentive stock options pursuant to Section 422A of the Internal Revenue Code. The option terms were not permitted to exceed 10 years and the exercise price was not permitted to be less than 100% of the fair market value of the shares at the time of grant. The Compensation Committee of the Board of Directors determined the vesting period at the time of grant for each of these options. As of July 3, 2010, options to purchase 60,455 shares of common stock granted under the 1992 Plan were outstanding.

1994 Non-employee Directors Stock Option Plan (the 1994 Plan)

The 1994 Plan, approved by the Company's stockholders in May 1994 and amended in April 1998, provided for the issuance of up to 110,000 shares of the Company's common stock to non-employee directors of the Company through February 19, 2004, at which time the 1994 Plan expired. Options granted under the 1994 Plan were granted at fair market value at the date of grant, and the exercise of options is contingent upon service as a director for a period of one year. Options granted under the 1994 Plan terminate when an optionee ceases to be a director of the Company. As of July 3, 2010, options to purchase 50,000 shares of common stock granted under the 1994 Plan were outstanding.

1996 Executive Stock Option Plan (the 1996 Plan)

The 1996 Plan, approved by the Company's stockholders in August 1996 and amended in April 1999, provided for the issuance of up to 1,250,000 shares of the Company's common stock to officers and key employees of the Company and its subsidiaries through January 1, 2006, at which time the 1996 Plan expired. Options are generally granted at fair market value at the date of grant. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant. As of July 3, 2010, options to purchase 643,545 shares of common stock granted under the 1996 Plan were outstanding.

2000 Employee Stock Incentive Plan (the 2000 Plan)

The 2000 Plan, approved by the Company's stockholders in April 2001, provides for the issuance of up to 1,500,000 shares of the Company's common stock to officers and key employees of the Company and its subsidiaries or consultants and advisors utilized by the Company. The Compensation Committee of the Board of Directors may award incentive stock options or non-qualified stock options, as well as stock appreciation rights, and determines the vesting period at the time of grant. As of July 3, 2010, options to purchase 499,194 shares of common stock granted under the 2000 Plan were outstanding.

The 1992 Plan, 1994 Plan, 1996 Plan and 2000 Plan are expired and therefore no shares are available for issuance.



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13. Share - Based Compensation (Continued)

Incentive Stock Option Plans (Continued)

2007 Omnibus Equity Compensation Plan (the 2007 Plan)

The 2007 Plan, approved by the Company's stockholders in June 2007, provides for the issuance of up to 700,000 shares of the Company's common stock to officers, non-employee directors, employees of the Company and its subsidiaries or consultants and advisors utilized by the Company. No more than 350,000 shares of common stock in the aggregate may be issued pursuant to grants of stock awards, stock units, performance shares and other stock-based awards. No more than 300,000 shares of common stock with respect to awards may be granted to any individual during any fiscal year. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant. As of July 3, 2010, 411,100 shares of common stock were available for future grants under the 2007 Plan, and options to purchase 288,900 shares of common stock granted under the 2007 Plan were outstanding.

As of July 3, 2010, the Company had approximately \$172.4 of total unrecognized compensation cost related to non-vested awards granted under the Company's various share-based plans, which the Company expects to recognize over approximately a three-year period. These amounts do not include the cost of any additional options that may be granted in future periods or reflect any potential changes in the Company's forfeiture rate.

Employee Stock Purchase Plan

The Company implemented the 2001 Employee Stock Purchase Plan with shareholder approval, effective January 1, 2001. Such Plan was subsequently amended, pursuant to stockholder approval where required, effective June 18, 2009 and September 16, 2009 (the 2001 Employee Stock Purchase Plan, as so amended, the "Purchase Plan"). Under the Purchase Plan, employees meeting certain specific employment qualifications are eligible to participate and can purchase shares of common stock semi-annually through payroll deductions at the lower of 85% of the fair market value of the stock at the commencement or end of the offering period. The purchase plan permits eligible employees to purchase shares of common stock through payroll deductions for up to 10% of qualified compensation. The Company has two offering periods in the Purchase Plan coinciding with the Company's first two fiscal quarters and the last two fiscal quarters. Actual shares are issued on the first day of the subsequent offering period for the prior offering period payroll deductions. The number of shares issued at the beginning of the current period was 38,400. As of July 3, 2010, there were 356,136 shares available for issuance under the Purchase Plan.

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14. Stockholder Rights Plan

On June 8, 2010, the Board of Directors of the Company approved a stockholder rights plan and declared a dividend distribution of one Right for each outstanding share of Common Stock of the Company. Each Right entitles the holder to purchase from the Company a unit consisting of one one-hundredth of a share (a "Unit") of the Series A Junior Participating Preferred Shares of the Company. The dividend was declared on June 8, 2010 (the "Rights Dividend Declaration Date") to stockholders of record as of the close of business on June 21, 2010 (the "Record Date"). Each Right will entitle the holder to purchase from the Company, upon the occurrence of certain events, one Unit at a purchase price of \$13.50.

Generally, if any person or group acquires beneficial ownership of 15% or more of the Company's outstanding Common Stock ("Stock Acquisition"), each Right (other than Rights held by such acquiring person or group) will be exercisable at the \$13.50 purchase price. Upon the acquisition of 50% of the Company, the Board may exchange all or part of the Rights for Common Shares having a value equal to the spread between the value of the Common Shares issuable upon exercise of a Right and the exercise price. At any time until ten days following the Stock Acquisition date, the Company may redeem the Rights at a price of \$.001 per Right. The Rights will expire on June 21, 2011, unless extended by the Board.

15. Treasury Stock Transactions

Our Board of Directors first instituted a share repurchase program in February 2010, which authorized the repurchase of up to \$7.5 million of the Company's outstanding shares of our common stock at prevailing market prices, from time to time over the subsequent 12 months. During the twenty-six weeks ended July 3, 2010, the Company repurchased 28,965 shares at a total cost of approximately \$114, or an average price of \$3.94 per share.

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16. Segment Information

The Company follows “Disclosures about Segments of an Enterprise and Related Information,” which establishes standards for companies to report information about operating segments, geographic areas and major customers. The accounting policies of each segment are the same as those described in the summary of significant accounting policies (see Note 1 to the Company’s Consolidated Financial Statements included in its Annual Report on Form 10-K for the year ended January 2, 2010.)

Segment operating income includes selling, general and administrative expenses directly attributable to that segment as well as charges for allocating corporate costs to each of the operating segments. The following tables reflect the results of the segments consistent with the Company’s management system:

Thirteen Week Period Ended	Information				
July 3, 2010	Technology	Engineering	Commercial	Corporate	Total
Revenue	\$19,223	\$16,351	\$11,303	\$ -	\$46,877
Cost of services	13,508	12,184	8,273	-	33,965
Selling, general and administrative	4,761	2,544	2,377	-	9,682
Depreciation and amortization	125	169	47	-	341
Operating income from continuing operations	\$829	\$1,454	\$606	\$ -	\$2,889
Total assets	\$16,897	\$25,381	\$11,596	\$29,660	\$83,534
Capital expenditures	\$11	\$11	\$ -	\$6	\$28

Thirteen Week Period Ended	Information				
June 27, 2009	Technology	Engineering	Commercial	Corporate	Total
Revenue	\$20,974	\$15,329	\$10,078	\$ -	\$46,381
Cost of services	15,636	11,902	7,221	-	34,759
Selling, general and administrative	5,575	2,563	2,339	-	10,477
Depreciation and amortization	159	171	50	-	380
Operating (loss) income from continuing operations	(\$396)	\$693	\$468	\$ -	\$765



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Total assets	\$22,660	\$24,257	\$9,412	\$21,019	\$77,348
Capital expenditures	\$7	\$165	\$ -	\$95	\$267

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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
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## 16. Segment Information (Continued)

Twenty-Six Week Period Ended	Information Technology	Engineering	Commercial	Corporate	Total
July 3, 2010					
Revenue	\$39,024	\$35,053	\$21,856	\$ -	\$95,933
Cost of services	27,979	26,248	16,102	-	70,329
Selling, general and administrative	9,901	5,344	4,741	-	19,986
Depreciation and amortization	253	345	93	-	691
Operating income from continuing operations	\$891	\$3,116	\$920	\$ -	\$4,927
Total assets	\$16,897	\$25,381	\$11,596	\$29,660	\$83,534
Capital expenditures	\$11	\$11	\$ -	\$6	\$28
Twenty-Six Week Period Ended	Information Technology	Engineering	Commercial	Corporate	Total
June 27, 2009					
Revenue	\$42,485	\$30,202	\$20,352	\$ -	\$93,039
Cost of services	32,498	23,688	14,662	-	70,848
Selling, general and administrative	10,893	5,242	4,858	-	20,993
Depreciation and amortization	307	333	101	-	741
Operating (loss) income from continuing operations	(\$1,213)	\$939	\$731	\$ -	\$457
Total assets	\$22,660	\$24,257	\$9,412	\$21,019	\$77,348
Capital expenditures	\$13	\$218	\$2	\$289	\$522

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
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16. Segment Information (Continued)

Revenues from continuing operations reported for each operating segment are from external customers.

The Company is domiciled in the United States and its segments operate in the United States, Canada, Puerto Rico and Ireland. Revenues by geographic area for the thirteen and twenty-six week periods ended July 3, 2010 and June 27, 2009 are as follows:

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
Revenues				
U. S.	\$39,217	\$40,360	\$79,344	\$81,526
Canada	6,717	5,186	14,877	9,833
Puerto Rico	848	835	1,617	1,680
Ireland	95	-	95	-
	\$46,877	\$46,381	\$95,933	\$93,039

Total assets by geographic area as of the reported periods are as follows:

	July 3, 2010	January 2, 2010
Total assets		
U. S.	\$67,893	\$66,020
Canada	14,311	10,852
P u e r t o Rico	1,069	1,337
Ireland	261	-
	\$83,534	\$78,209

17. Legal Settlement

In 2002, the Company recorded a charge of \$7.6 million relating to a lawsuit with two former officers and directors who joined the Company in connection with an acquisition in 1996. The Company filed suit on professional liability claims against the attorneys and law firms who had served as its counsel in the acquisition transaction and in connection with its subsequent dealings with the plaintiffs concerning their various relationships with the Company resulting from that transaction. In 2007, the Company reached a settlement with one of the law firm defendants resulting in the recovery of \$0.8 million. In March 2009, the Company entered into a settlement agreement with the remaining defendants in this lawsuit. The Company received \$9.8 million on March 27, 2009.



RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
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18. Contingencies

The Company is party to two agreements of indemnity related to the performance of two construction projects. One of these construction projects was managed by a former customer of the Company and the construction for this project was completed in the third quarter of 2009. The second of these construction projects was managed by the same customer prior to November 2008 when the initial contract was transferred to the Company. The Company now acts as the general contractor on this construction project. The contract price is approximately \$6.2 million and management of the Company estimates the project was approximately 99% complete as of July 3, 2010. The Company believes this project will be finished in the third quarter of fiscal year 2010. In the event of non-performance on either construction project, the Company may be obligated to indemnify the project owners for certain cost overruns on such projects. Management believes that any such cost overruns would not have a significant adverse financial impact to the financial position of the Company and its results of operations.

From time to time, the Company is a defendant or plaintiff in various legal actions which arise in the normal course of business. As such, the Company is required to assess the likelihood of any adverse outcomes to these matters as well as potential ranges of losses and possible recoveries. The Company may not be covered by insurance as it pertains to some or all of these matters. A determination of the amount of the provision required for these commitments and contingencies, if any, which would be charged to earnings, is made after careful analysis of each matter. Once established, a provision may change in the future due to new developments or changes in circumstances, and could increase or decrease the Company's earnings in the period that the changes are made. The Company has accrued a provision for losses aggregating approximately \$0.6 million and \$0.7 million as of July 3, 2010 and January 2, 2010, respectively. Asserted claims in these matters seek approximately \$2.6 million in damages as of July 3, 2010.

The Company is also subject to other pending legal proceedings and claims that arise from time to time in the ordinary course of its business, which may or may not be covered by insurance.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
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19. Discontinued Operations

In March 2010, the Company closed its Oracle business unit located in southern California. The closed business unit, included in the Company's Information Technology segment, sold Oracle software applications and provided implementation, hosting and maintenance services for the suite of Oracle and related software applications. The Company is winding down this business unit as it completes its final engagements, which are expected to be completed during the thirteen week period ending October 2, 2010. As a result, the Company may experience continued operating losses in its Oracle business unit during the twenty-six weeks ending January 1, 2011, albeit at a substantially lower level than the twenty-six weeks ended July 3, 2010.

The net assets and liabilities of discontinued operations consist of:

	July 3, 2010	January 2, 2010
Assets:		
Accounts receivable, net	\$4	\$395
Prepaid expenses and other current assets	-	39
Property and equipment, net	-	220
Deposits	-	18
<b>Total assets</b>	<b>\$4</b>	<b>\$672</b>
Liabilities:		
Accounts payable and accrued expenses	\$54	\$255
Accrued payroll and related costs	12	102
<b>Total liabilities</b>	<b>\$66</b>	<b>\$357</b>

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
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19. Discontinued Operations (Continued)

The income (loss) from discontinued operations consists of:

	Thirteen		Twenty-Six	
	Week Periods Ended		Week Periods Ended	
	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
Revenues	\$ -	\$842	\$471	\$2,233
Cost of services	-	886	744	1,904
Gross (loss) profit	-	(44)	(273)	329
Operating costs and expenses				
Selling, general and administrative	-	538	547	1,029
Depreciation	-	24	26	47
Loss on disposal of fixed assets	-	-	269	-
	-	562	842	1,076
Operating loss from discontinued operations	-	(606)	(1,115)	(747)
Income tax benefit	-	242	483	290
Net loss from discontinued operations	\$ -	(\$364)	(\$632)	(\$457)

20. Income Taxes

The Company recognized a nonrecurring current tax benefit of \$1.1 million due to the discrete nature of the first quarter 2010 goodwill and intangible asset tax deduction for the liquidation of its subsidiary described in Note 19 to the Consolidated Financial Statements. The Company recognized an impairment of the book goodwill and intangible assets associated with this subsidiary in 2008. This was offset by regular tax provision expense of \$1.9 million on current taxable income from continuing operations, resulting in a cumulative income tax expense of approximately \$0.8 million (not including the tax benefit from discontinued operations) for the twenty-six week period ended July 3, 2010.

Excluding the tax benefit from the nonrecurring goodwill and intangible asset tax deduction, the Company's effective income tax rate for the twenty-six week period ended July 3, 2010 was 38.2%.

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

Private Securities Litigation Reform Act Safe Harbor Statement

Certain statements included herein and in other reports and public filings made by RCM Technologies, Inc. ("RCM" or the "Company") are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding the adoption by businesses of new technology solutions; the use by businesses of outsourced solutions, such as those offered by the Company in connection with such adoption; and the outcome of litigation (at both the trial and appellate levels) involving the Company. Readers are cautioned that such forward-looking statements, as well as others made by the Company, which may be identified by words such as "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "b" and similar expressions, are only predictions and are subject to risks and uncertainties that could cause the Company's actual results and financial position to differ materially from such statements. Such risks and uncertainties include, without limitation: (i) unemployment and general economic conditions affecting the provision of information technology and engineering services and solutions and the placement of temporary staffing personnel; (ii) the Company's ability to continue to attract, train and retain personnel qualified to meet the requirements of its clients; (iii) the Company's ability to identify appropriate acquisition candidates, complete such acquisitions and successfully integrate acquired businesses; (iv) uncertainties regarding pro forma financial information and the underlying assumptions relating to acquisitions and acquired businesses; (v) uncertainties regarding amounts of deferred consideration and earnout payments to become payable to former shareholders of acquired businesses; (vi) adverse effects on the market price of the Company's common stock due to the potential resale into the market of significant amounts of common stock; (vii) the adverse effect a potential decrease in the trading price of the Company's common stock would have upon the Company's ability to acquire businesses through the issuance of its securities; (viii) the Company's ability to obtain financing on satisfactory terms; (ix) the reliance of the Company upon the continued service of its executive officers; (x) the Company's ability to remain competitive in the markets that it serves; (xi) the Company's ability to maintain its unemployment insurance premiums and workers compensation premiums; (xii) the risk of claims being made against the Company associated with providing temporary staffing services; (xiii) the Company's ability to manage significant amounts of information and periodically expand and upgrade its information processing capabilities; (xiv) the Company's ability to remain in compliance with federal and state wage and hour laws and regulations; (xv) uncertainties in predictions as to the future need for the Company's services; (xvi) uncertainties relating to the allocation of costs and expenses to each of the Company's operating segments; (xvii) the costs of conducting and the outcome of litigation involving the Company, and the applicability of insurance coverage with respect to any such litigation; (xviii) obligations relating to indemnities and similar agreements entered into in connection with the Company's business activities; and (xix) other economic, competitive and governmental factors affecting the Company's operations, markets, products and services. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to publicly release the results of any revision of these forward-looking statements to reflect these trends or circumstances after the date they are made or to reflect the occurrence of unanticipated events.



ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Overview

RCM participates in a market that is cyclical in nature and extremely sensitive to economic changes. As a result, the impact of economic changes on revenues and operations can be substantial, resulting in significant volatility in the Company's financial performance.

After normalizing for the July 6, 2009 acquisition of the operating assets of Project Solutions Group, Inc. ("PSG"), the Company experienced a small increase in revenues during the twenty-six week period ended July 3, 2010 as compared to the comparable prior year period. The Company attributes this increase primarily to improvement in the activity pipeline at several of its large Engineering segment clients. While the Company believes general economic conditions and overall market conditions in its Information Technology and Commercial segments are improving slightly from the end of 2009, the Company is cautious regarding expectations for the remainder of 2010 as the Company believes that any general economic or market recovery may be tenuous.

The Company believes it has developed and assembled an attractive portfolio of capabilities, established a proven record of performance and credibility and built an efficient pricing structure. The Company is committed to optimizing its business model as a single-source premier provider of business and technology solutions with a strong vertical focus offering an integrated suite of services through a global delivery platform.

The Company believes that most companies recognize the importance of advanced technologies and business processes to compete in today's business climate. However, the process of designing, developing and implementing business and technology solutions is becoming increasingly complex. The Company believes that many businesses today are focused on return on investment analysis in prioritizing their initiatives. This has had an adverse impact on spending by current and prospective clients for many emerging new solutions.

Nonetheless, the Company continues to believe that businesses must implement more advanced information technology and engineering solutions to upgrade their systems, applications and processes so that they can maximize their productivity and optimize their performance in order to maintain a competitive advantage. Although working under budgetary, personnel and expertise constraints, companies are driven to support increasingly complex systems, applications and processes of significant strategic value. This has given rise to a demand for outsourcing. The Company believes that its current and prospective clients are continuing to evaluate the potential for outsourcing business critical systems, applications and processes.

The Company provides project management and consulting services, which are billed based on either agreed-upon fixed fees or hourly rates, or a combination of both. The billing rates and profit margins for project management and solutions services are generally higher than those for professional consulting services. The Company generally endeavors to expand its sales of higher margin solutions and project management services. The Company also realizes revenues from client engagements that range from the placement of contract and temporary technical consultants to project assignments that entail the delivery of end-to-end solutions. These services are primarily provided to the client at hourly rates that are established for each of the Company's consultants based upon their skill level, experience and the type of work performed.



ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Overview (Continued)

The majority of the Company's services are provided under purchase orders. Contracts are utilized on certain of the more complex assignments where the engagements are for longer terms or where precise documentation on the nature and scope of the assignment is necessary. Although contracts normally relate to longer-term and more complex engagements, they do not obligate the customer to purchase a minimum level of services and are generally terminable by the customer on 60 to 90 days' notice. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. Typically these contracts are for less than one year. The Company recognizes revenue on these deliverables at the time the client accepts and approves the deliverables.

Costs of services consist primarily of salaries and compensation-related expenses for billable consultants, including payroll taxes, employee benefits and insurance. Selling, general and administrative expenses consist primarily of salaries and benefits of personnel responsible for business development, recruiting, operating activities, and training, and include corporate overhead expenses. Corporate overhead expenses relate to salaries and benefits of personnel responsible for corporate activities, including the Company's corporate marketing, administrative and financial reporting responsibilities and acquisition program. The Company records these expenses when incurred.

On June 3, 2010, the Company announced that its Board of Directors met with respect to an unsolicited proposal by CDI Corp. to acquire all of the outstanding shares of the Company's common stock for \$5.20 per share, and determined that it would not be in the best interest of the Company to pursue the transaction as structured by CDI Corp.

Critical Accounting Policies

The Company's consolidated financial statements were prepared in accordance with U. S. generally accepted accounting principles, which require management to make subjective decisions, assessments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the judgment increases, such judgments become even more subjective. While management believes its assumptions are reasonable and appropriate, actual results may be materially different from estimated. Management has identified certain critical accounting policies, described below, that require significant judgment to be exercised by management.

Revenue Recognition

The Company derives its revenues from several sources. The Company's Engineering and Information Technology segments perform consulting and project solutions services. All of the Company's segments perform staff augmentation services and derive revenue from permanent placement fees. The majority of the Company's revenues are invoiced on a time and materials basis.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Revenue Recognition (Continued)

Project Services - The Company recognizes revenues in accordance with "Revenue Recognition" which clarifies application of U.S. generally accepted accounting principles to revenue transactions. Project services are generally provided on a cost-plus, fixed-fee or time-and-material basis. Typically, a customer will outsource a discrete project or activity and the Company assumes responsibility for the performance of such project or activity. The Company recognizes revenues and associated costs on a gross basis as services are provided to the customer and costs are incurred using its employees. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. The Company may recognize revenues on these deliverables at the time the client accepts and approves the deliverables. In instances where project services are provided on a fixed-price basis and the contract will extend beyond a 12-month period, revenue is recorded in accordance with the terms of each contract. In some instances, revenue is billed and recorded at the time certain milestones are reached, as defined in the contract. In other instances, revenue is billed and recorded based upon contractual rates per hour (i.e., percentage of completion). In addition, some contracts contain "Performance Fees" (bonuses) for completing a contract under budget. Performance Fees, if any, are recorded when the Company is reasonably certain of collection. Some contracts also limit revenues and billings to maximum amounts. Provision for contract losses, if any, are made in the period such losses are determined. For contracts where there is a deliverable, if the work is not complete on a specific deliverable and the revenue is not recognized, the costs are deferred. The associated costs are expensed when the related revenue is recognized.

Consulting and Staffing Services - Revenues derived from consulting and staffing services are recorded on a gross basis as services are performed and associated costs have been incurred using employees of the Company. In these circumstances, the Company assumes the risk of acceptability of its employees to its customers. In certain cases, the Company may utilize other companies and their employees to fulfill customer requirements. In these cases, the Company receives an administrative fee for arranging for, billing for, and collecting the billings related to these companies. The customer is typically responsible for assessing the work of these companies who have responsibility for acceptability of their personnel to the customer. Under these circumstances, the Company's reported revenues are net of associated costs (effectively recognizing the net administrative fee only).

Permanent Placement Services - The Company earns permanent placement fees from providing permanent placement services. Fees for placements are recognized at the time the candidate commences employment. The Company guarantees its permanent placements on a prorated basis for 90 days. In the event a candidate is not retained for the 90-day period, the Company will provide a suitable replacement candidate. In the event a replacement candidate cannot be located, the Company will provide a prorated refund to the client. An allowance for refunds, based upon the Company's historical experience, is recorded in the financial statements. Revenues are recorded on a gross basis and are not significant to the financial statements.

Accounts Receivable

The Company's accounts receivable are primarily due from trade customers. Credit is extended based on evaluation of customers' financial condition and, generally, collateral is not required. Accounts receivable payment terms vary and are stated in the financial statements at amounts due from customers net of an allowance for doubtful accounts. Accounts receivable outstanding longer than the payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when

they become uncollectible.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

### Goodwill

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets acquired in business combinations. The Company is required to perform a goodwill and intangible asset impairment test on at least an annual basis. Application of the goodwill and intangible asset impairment test requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill and intangible asset impairment for each reporting unit. The Company conducts its annual goodwill and intangible asset impairment test as of the last day of the Company's fiscal November each year, or more frequently if indicators of impairment exist. The Company periodically analyzes whether any such indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained, significant decline in share price and market capitalization, a decline in expected future cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition and/or slower expected growth rates, among others. Due to the thin trading of the Company stock in the public marketplace and the impact of the control premium held by a relatively few shareholders, the Company does not consider the market capitalization of the Company the most appropriate measure of fair value of goodwill for our reporting units. The Company looks to earnings/revenue multiples of similar companies recently completing acquisitions and the ability of our reporting units to generate cash flows as better measures of the fair value of our reporting units, and under the November 2009 calculation the fair value exceeded the recorded goodwill by at least 25% for each of the reporting units. The Company compares the fair value of each of its reporting units to their respective carrying values, including related goodwill and intangible assets. There can be no assurance that future tests of goodwill and intangible asset impairment will not result in impairment charges.

### Long-Lived and Intangible Assets

The Company evaluates long-lived assets and intangible assets with definite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When it is probable that undiscounted future cash flows will not be sufficient to recover an asset's carrying amount, the asset is written down to its fair value. Assets to be disposed of by sale, if any, are reported at the lower of the carrying amount or fair value less cost to sell.

### Accounting for Stock Options

The Company uses stock options to attract, retain and reward employees for long-term service. The Company follows "Share Based Payment," which requires that the compensation cost relating to stock-based payment transactions be recognized in financial statements. This compensation cost is measured based on the fair value of the equity or liability instruments issued.

The Company measures stock-based compensation cost using the Black-Scholes option pricing model.

### Accounting for Income Taxes

In establishing the provision for income taxes and deferred income tax assets and liabilities, and valuation allowances against deferred tax assets, the Company makes judgments and interpretations based on enacted tax laws, published tax guidance and estimates of future earnings. As of July 3, 2010, the Company had short term deferred tax assets of

\$0.7 million and total long term net deferred income tax assets of \$3.8 million. The short term deferred tax assets primarily represent timing differences for GAAP expense accruals not deductible for tax purposes. The long term deferred tax assets represent the tax effect of temporary differences for the GAAP versus tax amortization of acquisitions made in the current and prior periods. Realization of deferred tax assets is dependent upon the likelihood that future taxable income will be sufficient to realize these benefits over time, and the effectiveness of tax planning strategies in the relevant tax jurisdictions. In the event that actual results differ from these estimates and assessments, valuation allowances may be required.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Accounting for Income Taxes (Continued)

The Company adopted the provisions of "Accounting for Uncertainty in Income Taxes," on January 1, 2007. The Company recognized no material adjustments in the liability for unrecognized income tax benefits. The Company conducts its operations in multiple tax jurisdictions in the United States, Puerto Rico, Canada and Ireland. With limited exceptions, the Company is no longer subject to audits by state and local tax authorities for tax years prior to 2007. The Company's federal income tax returns have been examined through 2007. As of July 3, 2010, the Company did not have any material uncertain tax positions.

The Company's future effective tax rates could be adversely affected by changes in the valuation of its deferred tax assets or liabilities or changes in tax laws or interpretations thereof. In addition, the Company is subject to the examination of its income tax returns by the Internal Revenue Service and other tax authorities. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes.

Accrued Bonuses

The Company pays bonuses to certain executive management, field management and corporate employees based on, or after giving consideration to, a variety of financial performance measures. Executive management, field management and certain corporate employees' bonuses are accrued throughout the year for payment during the first quarter of the following year, based in part upon anticipated annual results compared to annual budgets. In addition, the Company pays discretionary bonuses to certain employees, which are not related to budget performance. Variances in actual results versus budgeted amounts can have a significant impact on the calculations and therefore on the estimates of the required accruals. Accordingly, the actual earned bonuses may be materially different from the estimates used to determine the quarterly accruals.

Forward-looking Information

The Company's growth prospects are influenced by broad economic trends. The pace of customer capital spending programs, new product launches and similar activities have a direct impact on the need for information technology and engineering services. When the U.S., Canadian or global economies decline, the Company's operating performance could be adversely impacted. The Company believes that its fiscal discipline, strategic focus on targeted vertical markets and diversification of service offerings provides some insulation from adverse trends. However, declines in the economy could result in the need for future cost reductions or changes in strategy.

Additionally, changes in government regulations could result in prohibition or restriction of certain types of employment services or the imposition of new or additional employee benefits, licensing or tax requirements with respect to the provision of employment services that may reduce the Company's future earnings. There can be no assurance that the Company will be able to increase the fees charged to its clients in a timely manner and in a sufficient amount to cover increased costs as a result of any of the foregoing.

The consulting and employment services market is highly competitive with limited barriers to entry. The Company competes in global, national, regional and local markets with numerous competitors in all of the Company's service lines. Price competition in the industries the Company serves is significant, and pricing pressures from competitors and customers are increasing. The Company expects that the level of competition will remain high in the future, which could limit the Company's ability to maintain or increase its market share or profitability.





ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended July 3, 2010 Compared to Thirteen Week Period Ended June 27, 2009

A summary of operating results for the thirteen week periods ended July 3, 2010 and June 27, 2009 is as follows (in thousands):

	July 3, 2010		June 27, 2009	
	Amount	% of Revenue	Amount	% of Revenue
Revenues	\$46,877	100.0	\$46,381	100.0
Cost of services	33,965	72.5	34,759	74.9
Gross profit	12,912	27.5	11,622	25.1
Selling, general and administrative	9,682	20.7	10,477	22.6
Depreciation and amortization	341	0.7	380	0.8
	10,023	21.4	10,857	23.4
Operating income from continuing operations	2,889	6.1	765	1.7
Other income, net	6	0.1	51	0.1
Income from continuing operations before income taxes	2,895	6.2	816	1.8
Income tax expense from continuing operations	1,177	2.5	206	0.5
Net income from continuing operations	1,718	3.7	610	1.3
Loss from discontinued operations, net of tax benefit	-	-	364	0.8
Net income	\$1,718	3.7	\$246	0.5

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The year to date reporting periods ended July 3, 2010 and June 27, 2009 consisted of thirteen weeks each.

Revenues. Revenues increased 1.1%, or \$0.5 million, for the thirteen week period ended July 3, 2010 as compared to the thirteen week period ended June 27, 2009 (the "comparable prior year period"). Revenues decreased \$1.7 million in the Information Technology segment, increased \$1.0 million in the Engineering segment, and increased \$1.2 million in the Commercial segment. The Company typically experiences seasonality in revenues during months that contain holidays and increased vacation time as billable personnel are not available to bill time to customers. See Segment Discussion for further information on revenue changes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended July 3, 2010 Compared to Thirteen Week Period Ended June 27, 2009 (Continued)

**Cost of Services.** Cost of services decreased 2.3%, or \$0.8 million, for the thirteen week period ended July 3, 2010 as compared to the comparable prior year period. Cost of services as a percentage of revenues decreased to 72.5% for the thirteen week period ended July 3, 2010 from 74.9% for the comparable prior year period. The decrease in cost of services both in dollars and as a percentage of revenues is primarily due to favorable fixed priced contracts in our Engineering segment, decreased unbilled labor costs as compared to total labor costs for consultants (i.e., an increase in utilization of billable personnel) in our Information Technology segment and a general focus on selling and delivering higher gross margin services. Management anticipates the ratio of cost of sales to revenues for the remainder of fiscal 2010 to remain relatively comparable to that in the twenty-six week period ended July 3, 2010, adjusted for increased vacation and holidays in the third and fourth quarters.

**Selling, General and Administrative.** Selling, general and administrative ("SGA") expenses decreased 7.6%, or \$0.8 million, for the thirteen week period ended July 3, 2010 as compared to the comparable prior year period. As a percentage of revenues, SGA expenses were 20.7% for the thirteen week period ended July 3, 2010 as compared to 22.6% for the comparable prior year period. The decrease in SGA expenses both in dollars and as a percentage of revenues is primarily due to a concerted effort by the Company to reduce SGA expenses partially offset by SGA expenses of \$0.2 million incurred as a result of the PSG acquisition in the thirteen weeks ended July 3, 2010. Assuming no material changes to gross profit, management expects SGA expenses for the remainder of fiscal 2010 to remain generally consistent with the SGA expenses for the twenty-six week period ended July 3, 2010.

**Depreciation and Amortization.** Depreciation and amortization was \$0.3 million and \$0.4 million for the thirteen week period ended July 3, 2010 and the comparable prior year period, respectively.

**Other Income, Net.** Other income, net consists of interest expense and unused line fees, net of interest income, on the Company's loan agreement and gains and losses on foreign currency transactions.

**Income Tax Expense From Continuing Operations.** The Company experienced income tax expense from continuing operations of \$1.2 million for the thirteen week period ended July 3, 2010 as compared to \$0.2 million expense for the comparable prior year period. The effective income tax rate for income from continuing operations was 40.7% for the thirteen week period ended July 3, 2010 as compared to 25.3% for the comparable prior year period. The primary reason for the difference was due to the impact of one-time permanent tax differences in the estimated tax rate in the comparable prior year period. The current period effective tax rate is comprised of an estimated effective tax rate of 42.5% in the United States offset by an effective tax rate of 30.9% in Canada (due to income tax abatements in Canada in 2010). The Company also experienced an approximate loss of \$0.2 million in Ireland whereby the net effect of a full valuation allowance yielded no tax benefit and increased the Company's consolidated effective tax rate. Management anticipates that the effective tax rate for the remainder of fiscal 2010 will approximate the effective tax rate of the thirteen week period ended July 3, 2010.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended July 3, 2010 Compared to Thirteen Week Period Ended June 27, 2009 (Continued)

Discontinued Operations. See Note 19 to the Consolidated Financial Statements included in this report for a description of discontinued operations. The Company experienced no activity in the thirteen weeks ended July 3, 2010 in its discontinued operations as compared to a net loss of \$0.4 million in the comparable prior year period. As the Company has closed this operation, revenues have declined to zero while cost of services and SGA expenses may not be completely extinguished. The Company has client service commitments until certain contractual engagements expire and the Company may need to retain personnel in order to fulfill those contractual commitments. The Company does not anticipate material operating losses from discontinued operations for the balance of fiscal 2010.

Segment Discussion (See Note 16 to the Consolidated Financial Statements)

Information Technology

Information Technology revenues of \$19.2 million in the thirteen week period ended July 3, 2010 decreased \$1.7 million, or 8.4%, as compared to the comparable prior year period. The decrease in revenue was primarily attributable to a continued weakening of the general economy throughout 2009, a \$1.0 million decrease in revenues from two major pharmaceutical clients that were merged in 2009 and a concentrated effort by the Company to shift to higher gross margin revenues, partially offset by the PSG acquisition. Revenues for the PSG acquisition were \$0.5 million for the thirteen week period ended July 3, 2010. The Information Technology segment operating income was \$0.8 million for the thirteen week period ended July 3, 2010 as compared to an operating loss of \$0.4 million in the comparable prior year period. The improvement in operating income is attributable to an increase in gross profit dollars and decreases to SGA expense.

Engineering

Engineering revenues of \$16.4 million in the thirteen week period ended July 3, 2010 increased \$1.0 million, or 6.7%, as compared to the comparable prior year period. The increase in revenue is attributable to increases in revenues from several major customers in the Company's Power Systems Group that are operating at increased levels of spending as compared to the comparable prior year period. The Engineering segment operating income was \$1.5 million for the thirteen week period ended July 3, 2010 as compared to \$0.7 million for the comparable prior year period. The increase in operating income was primarily due to increased revenues and lower cost of services as a percentage of revenues offset by a higher allocation of corporate selling, general and administrative costs as compared to the comparable prior year period.

Commercial

Commercial revenues of \$11.3 million in the thirteen week period ended July 3, 2010 increased \$1.2 million, or 12.2%, as compared to the comparable prior year period. The increase in revenue is attributable to increases in revenues for the thirteen week period ended July 3, 2010 for both the Company's specialty healthcare staffing group of \$0.7 million, from \$6.5 million to \$7.2 million, and the light industrial staffing group of \$0.5 million, from \$3.5 million to \$4.0 million. The Company's light industrial staffing unit primarily operates in southern California and services mostly manufacturing and retail clients. The Company believes that the southern California region and its manufacturing and retail industries have been significantly impacted by negative economic trends but is hopeful these trends have subsided or at least stabilized. The Commercial segment had operating income of \$0.6 million and \$0.5 million for the thirteen week period ended July 3, 2010 and the comparable prior year period, respectively. The

Commercial segment and the specialty healthcare staffing group's largest customer is the New York City Department of Education and activity in the summer months declines significantly due to school closures. As a result, the Company expects revenues to decline with the New York City Department of Education during the thirteen week period ended October 1, 2010 by approximately \$2.5 million as compared to the thirteen week period ended July 3, 2010.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Twenty-Six Week Period Ended July 3, 2010 Compared to Twenty-Six Week Period Ended June 27, 2009

A summary of operating results for the twenty-six week periods ended July 3, 2010 and June 27, 2009 is as follows (in thousands):

	July 3, 2010		June 27, 2009	
	Amount	% of Revenue	Amount	% of Revenue
Revenues	\$95,933	100.0	\$93,039	100.0
Cost of services	70,329	73.3	70,848	76.1
Gross profit	25,604	26.7	22,191	23.9
Selling, general and administrative	19,986	20.8	20,993	22.6
Depreciation and amortization	691	0.7	741	0.8
	20,677	21.5	21,734	23.4
Operating income from continuing operations	4,927	5.2	457	0.5
Other (expense) income, net	(39)	(0.1)	9,771	10.5
Income from continuing operations before income taxes	4,888	5.1	10,228	11.0
Income tax expense from continuing operations	765	0.8	3,972	4.3
Net income from continuing operations	4,123	4.3	6,256	6.7
Loss from discontinued operations, net of tax benefit	(632)	(0.7)	(457)	(0.5)
Net income	\$3,491	3.6	\$5,799	6.2

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The year to date reporting periods ended July 3, 2010 and June 27, 2009 consisted of twenty-six weeks each.

Revenues. Revenues increased 3.1%, or \$2.9 million, for the twenty-six week period ended July 3, 2010 as compared to the twenty-six week period ended June 27, 2009 (the "comparable prior year period"). Revenues decreased \$3.5 million in the Information Technology segment, increased \$4.9 million in the Engineering segment, and increased \$1.5 million in the Commercial segment. The Company typically experiences seasonality in revenues during months that contain holidays and increased vacation time as billable personnel are not available to bill time to customers. See Segment Discussion for further information on revenue changes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Twenty-Six Week Period Ended July 3, 2010 Compared to Twenty-Six Week Period Ended June 27, 2009  
(Continued)

**Cost of Services.** Cost of services decreased 0.7%, or \$0.5 million, for the twenty-six week period ended July 3, 2010 as compared to the comparable prior year period. Cost of services as a percentage of revenues decreased to 73.3% for the twenty-six week period ended July 3, 2010 from 76.1% for the comparable prior year period. The decrease in cost of services both in dollars and as a percentage of revenues is primarily due to favorable fixed priced contracts in our Engineering segment, decreased unbilled labor costs as compared to total labor costs for consultants (i.e., an increase in utilization of billable personnel) in our Information Technology segment and a general focus on selling and delivering higher gross margin services. Management anticipates the ratio of cost of sales to revenues for the remainder of fiscal 2010 to remain comparable to that in the twenty-six week period ended July 3, 2010, adjusted for increased vacation and holidays in the third and fourth quarters.

**Selling, General and Administrative.** Selling, general and administrative ("SGA") expenses decreased 4.8%, or \$1.0 million, for the twenty-six week period ended July 3, 2010 as compared to the comparable prior year period. As a percentage of revenues, SGA expenses were 20.8% for the twenty-six week period ended July 3, 2010 as compared to 22.6% for the comparable prior year period. The decrease in SGA expenses both in dollars and as a percentage of revenues is primarily due to a concerted effort by the Company to reduce SGA expenses offset by SGA expenses of \$0.6 million incurred by the PSG acquisition in the twenty-six weeks ended July 3, 2010. Assuming no material changes to gross profit, management expects SGA expenses for the remainder of fiscal 2010 to remain generally consistent with the SGA expenses for the twenty-six week period ended July 3, 2010.

**Depreciation and Amortization.** Depreciation and amortization was \$0.7 million for both the twenty-six week period ended July 3, 2010 and the comparable prior year period.

**Other (Expense) Income, Net.** Other (expense) income, net consists of interest expense and unused line fees, net of interest income, on the Company's loan agreement and gains and losses on foreign currency transactions and, in the comparable prior year period, \$9.8 million in proceeds from a legal settlement. Interest expense, net and other increased due to an increase in unused line fees.

**Income Tax Expense From Continuing Operations.** The Company experienced income tax expense from continuing operations of \$0.8 million for the twenty-six week period ended July 3, 2010 as compared to \$3.9 million expense for the comparable prior year period. The Company recognized an income tax benefit of \$1.1 million due to an anticipated 2010 goodwill and intangible asset tax deduction during the twenty-six week period ended July 3, 2010. The Company recognized an impairment of the remaining goodwill and intangible assets for book purposes in 2008.

Before considering the benefit from the anticipated goodwill and intangible asset tax deduction, the effective tax rate was 38.2% for the twenty-six week period ended July 3, 2010 as compared to 38.8% in the comparable prior year period. The decrease to the effective tax rate for the twenty-six week period ended July 3, 2010 as compared to the comparable prior year period was due to income tax rate abatements in Canada in 2010 partially offset by losses in Ireland whereby the net effect of a full valuation allowance yielded no tax benefit. Management anticipates that the effective tax rate for the remainder of fiscal 2010 will approximate the effective tax rate of the thirteen week period ended July 3, 2010.





ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Twenty-Six Week Period Ended July 3, 2010 Compared to Twenty-Six Week Period Ended June 27, 2009  
(Continued)

**Discontinued Operations.** See Note 19 to the Consolidated Financial Statements included in this report for a description of discontinued operations. The Company experienced a loss from discontinued operations, net of tax benefit of \$0.6 million for the twenty-six week period ended July 3, 2010 as compared to \$0.5 million in the comparable prior year period. The Company experienced an operating loss from discontinued operations of \$1.1 million in the twenty-six week period ended July 3, 2010 as compared to \$0.7 million in the comparable prior year period. The Company does not anticipate material operating losses from discontinued operations for the balance of fiscal 2010.

Segment Discussion (See Note 16 to the Consolidated Financial Statements)

**Information Technology**

Information Technology revenues of \$39.0 million in the twenty-six week period ended July 3, 2010 decreased \$3.5 million, or 8.2%, as compared to the comparable prior year period. The decrease in revenue was primarily attributable to a continued weakening of the general economy throughout 2009, a \$1.8 million decrease in revenues from two major pharmaceutical clients that were merged in 2009 and a concentrated effort by the Company to shift to higher gross margin revenues, partially offset by the PSG acquisition. Revenues for the PSG acquisition were \$1.3 million for the twenty-six week period ended July 3, 2010. The Information Technology segment operating income was \$0.9 million for the twenty-six week period ended July 3, 2010 as compared to an operating loss of \$1.2 million in the comparable prior year period. The improvement in operating income is attributable to an increase in gross profit dollars and decreases to SGA expenses.

**Engineering**

Engineering revenues of \$35.1 million in the twenty-six week period ended July 3, 2010 increased \$4.9 million, or 16.0%, as compared to the comparable prior year period. The increase in revenue is attributable to increases in revenues from several major customers in the Company's Power Systems Group that are operating at increased levels of spending as compared to the comparable prior year period. The Engineering segment operating income was \$3.1 million for the twenty-six week period ended July 3, 2010 as compared to \$0.9 million for the comparable prior year period. The increase in operating income was primarily due to increased revenues and lower cost of services as a percentage of revenues offset by a higher allocation of corporate selling, general and administrative costs as compared to the comparable prior year period.

**Commercial**

Commercial revenues of \$21.9 million in the twenty-six week period ended July 3, 2010 increased \$1.5 million, or 7.4%, as compared to the comparable prior year period. The increase in revenue is attributable to increases in revenues for both the Company's specialty healthcare staffing group for the twenty-six week period ended July 3, 2010 of \$0.5 million, from \$13.5 million to \$14.0 million, and the light industrial staffing group of \$0.9 million, from \$6.9 million to \$7.8 million. The Commercial segment had operating income of \$0.9 million and \$0.7 million for the twenty-six week period ended July 3, 2010 and the comparable prior year period, respectively. The Commercial segment and the specialty healthcare staffing group's largest customer is the New York City Department of Education and activity in the summer months declines significantly due to school closures. As a result, the Company expects

revenues to decline with the New York City Department of Education during the thirteen week period ended October 1, 2010 by approximately \$2.5 million as compared to the thirteen week period ended July 3, 2010.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources

The following table summarizes the major captions from the Company's Consolidated Statements of Cash Flows (in thousands):

	Twenty-Six Week Periods Ended	
	July 3, 2010	June 27, 2009
Cash provided by (used in):		
O p e r a t i n g activities	\$8,159	\$13,547
I n v e s t i n g activities	\$12	(\$482)
F i n a n c i n g activities	(\$41)	(\$4,863)

Operating Activities

Operating activities provided \$8.2 million of cash for the twenty-six week period ended July 3, 2010 as compared to \$13.6 million in the comparable prior year period. The major components of the cash provided by operating activities in the twenty-six week period ended July 3, 2010 and the comparable prior year period are as follows: net income, accounts receivables, prepaid expenses and other current assets, accounts payable and accrued expenses and accrued payroll and related costs.

The largest driver of the cash provided by operating activities in the comparable prior year period was a one-time \$9.8 million legal settlement (\$5.8 million after tax effect). Before considering the legal settlement and other (expense) income during the twenty-six week period ended June 27, 2009, there was operating income of \$0.5 million (\$0.3 million after tax effect). During the twenty-six week period ended July 3, 2010, there was operating income of \$4.9 million (\$4.1 million after tax effect). Net income in the twenty-six weeks ended July 3, 2010 included a \$1.1 million tax benefit recognized from an anticipated tax deduction associated with the liquidation of a subsidiary (see Note 19 and 20 to the Consolidated Financial Statements included in this report).

A decrease in accounts receivables in the twenty-six week period ended July 3, 2010 provided \$1.1 million as compared to providing \$7.7 million in the comparable prior year period. The Company believes the decrease in accounts receivables from January 2, 2010 is due to the Company's focus on improving collection rates on accounts receivables. The tax benefit associated with the liquidated subsidiary was the primary reason for the increase in prepaid expenses and other current assets which used \$0.7 million in the twenty-six weeks ended July 3, 2010 as compared to using \$0.3 million in the comparable prior year period.

An increase in accounts payable and accrued expenses in the twenty-six week period ended July 3, 2010 provided \$0.7 million as compared to using \$1.4 million in the comparable prior year period. The Company attributes these changes to general timing of payments to vendors in the normal course of business. An increase to accrued payroll and related costs in the twenty-six week period ended July 3, 2010 provided \$1.7 million as compared to using \$1.2 million in the comparable prior year period. The increase in accrued payroll and related costs during the twenty-six week period

ended July 3, 2010 primarily relates to accrued bonuses paid later in or upon the conclusion of the fiscal year, accrued vacation that is generally taken during the second half of the fiscal year and other timing differences.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Investing Activities

Investing activities provided cash of twelve thousand dollars for the twenty-six week period ended July 3, 2010 as compared to a use of \$0.5 million for the comparable prior year period. The increase in cash flow from investing activities for 2010 as compared to the comparable prior year period was primarily attributable to significantly decreased expenditures for property and equipment and a return of cash from a purchase price adjustment associated with an acquisition. The Company anticipates implementing an upgraded ERP system sometime in late 2010 or early 2011 and will see a significant rise in expenditures for property and equipment as a result.

Financing Activities

In 2010, financing activities consisted of providing \$0.1 million from the sale of stock through the Company's employee stock purchase plan which was offset by a use of \$0.1 million for the purchase of treasury stock. In 2009, financing activities primarily consisted of reducing debt by \$4.9 million.

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, amended and restated effective February 20, 2009, which provides for a \$15 million revolving credit facility and includes a sub-limit of \$5.0 million for letters of credit (the "Revolving Credit Facility"). Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) the agent bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense.

All borrowings under the Revolving Credit Facility are collateralized by all of the assets of the Company and its subsidiaries and a pledge of the stock of its subsidiaries. The Revolving Credit Facility also contains various financial and non-financial covenants, such as restrictions on the Company's ability to pay dividends. The Revolving Credit Facility expires in August 2011.

There were no borrowings during the twenty-six week period ended July 3, 2010. During the twenty-six week period ended June 27, 2009, the Company's outstanding borrowings ranged from \$-0- million to \$4.9 million. The majority of borrowings in 2009 were subject to alternative (i) LIBOR (London Interbank Offered Rate), plus applicable margin on contracts of 30 days or more. The weighted average interest rate under the Revolving Credit Facility for the twenty-six week period ended June 27, 2009 was 2.2%. At July 3, 2010 and January 2, 2010, there were letters of credit outstanding for \$1.6 million. At July 3, 2010, the Company had availability for additional borrowings under the Revolving Credit Facility of \$13.4 million.

The Company anticipates that its primary uses of capital in future periods will be for working capital purposes. Funding for any long-term and short-term capital requirements as well as future acquisitions will be derived from one or more of the Revolving Credit Facility, funds generated through operations or future financing transactions. The Company is subject to legal proceedings and claims that arise from time to time in the ordinary course of its business, which may or may not be covered by insurance. Were an unfavorable final outcome to occur, there exists the possibility of a material adverse impact on our financial position, liquidity, and the results of operations for the period in which the effect becomes reasonably estimable.

The Company's business strategy is to achieve growth both internally through operations and externally through strategic acquisitions. The Company from time to time engages in discussions with potential acquisition candidates. As the size of the Company and its financial resources increase however, acquisition opportunities requiring significant commitments of capital may arise. In order to pursue such opportunities, the Company may be required to incur debt or issue potentially dilutive securities in the future. No assurance can be given as to the Company's future acquisition and expansion opportunities or how such opportunities will be financed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Financing Activities - (Continued)

The Company does not currently have material commitments for capital expenditures. However, the Company anticipates that it will begin to upgrade its current ERP system sometime in late 2010 or early 2011. The Company does not currently anticipate entering into any other significant capital commitments during the next 12 months. The Company's current commitments consist primarily of lease obligations for office space. The Company believes that its capital resources are sufficient to meet its present obligations and those to be incurred in the normal course of business for at least the next 12 months.

The Company leases office facilities and various equipment under non-cancelable leases expiring at various dates through September 2015. Certain leases are subject to escalation clauses based upon changes in various factors. The minimum future annual operating lease commitments for leases with non-cancelable terms, exclusive of unknown operating escalation charges, are as follows (in thousands):

Fiscal Years	Amount
2010 (after July 3, 2010)	\$1,921
2011	3,121
2012	2,042
2013	808
2014	147
2015	96
Total	\$8,135

The Company has two active acquisition agreements whereby future contingent consideration may be earned and paid (these relate to the March 19, 2008 acquisition of the operating assets of NuSoft Solutions, Inc. ("NuSoft") described in Note 4 to the Company's Consolidated Financial Statements included in its Annual Report on Form 10-K for the fiscal year ended January 2, 2010, as well as the PSG acquisition). In connection with these acquisitions, the Company is obligated to pay future contingent consideration to the sellers upon the acquired business achieving certain earnings targets over periods ranging from two to four years following the acquisition. In general, the future contingent consideration amounts fall into two categories: (a) Deferred Consideration - fixed amounts due if the acquisition achieves a base level of earnings which has been determined at the time of acquisition and (b) Earnouts - amounts payable that are not fixed and are based on the growth in excess of the base level earnings.

The Company's outstanding Deferred Consideration obligations potentially due after July 3, 2010, which relate to the NuSoft and PSG acquisitions, could result in the following maximum Deferred Consideration payments:

Year Ending	Amount
December 31, 2011	\$944
December 29, 2012	164

December 28, 2013	184
Maximum deferred consideration	\$1,292

The Company cannot estimate future Deferred Consideration payments with any certainty. However, the Company does not believe that the Deferred Consideration earned and payable in the year ended December 31, 2011 will exceed \$144. Earnouts, if any, cannot be estimated with any certainty and as such are not included above. Any Earnouts paid, if any, are not likely to be material.



### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's investment portfolio and debt instruments, which primarily consist of its Revolving Credit Facility. The Company does not have any derivative financial instruments in its portfolio. The Company places its investments in instruments that meet high credit quality standards. The Company is adverse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and reinvestment risk. As of January 2, 2010, the Company's investments consisted of cash and money market funds. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. Presently the impact of a 10% (approximately 90 basis points) increase in interest rates on its variable debt (using an incremental borrowing rate) would have a relatively nominal impact on the Company's results of operations. The Company does not expect any material loss with respect to its investment portfolio.

### ITEM 4. CONTROLS AND PROCEDURES

The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that those disclosure controls and procedures as of the end of the period covered by this report were functioning effectively to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

A controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter and that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES  
PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See discussion of Legal Proceedings in Note 18 to the Consolidated Financial Statements included in Item 1 of this report.

ITEM 1A. RISK FACTORS

PROVISIONS IN RCM'S CORPORATE DOCUMENTS AND THE LAW OF THE STATE OF NEVADA COULD DELAY OR PREVENT A CHANGE OF CONTROL, EVEN IF THAT CHANGE WOULD BE BENEFICIAL TO STOCKHOLDERS, OR COULD HAVE A MATERIALLY NEGATIVE IMPACT ON OUR BUSINESS.

Certain provisions of our Articles of Incorporation, as amended (the "Articles of Incorporation") and Amended and Restated Bylaws (the "Bylaws"), the Nevada Revised Statutes, the Stockholder Rights Plan (the "Rights Plan") that we adopted in June 2010 and our compensatory agreements with our Chief Executive Officer (the "Benefits Agreements") could delay or frustrate the removal of incumbent directors and could make difficult a change in control transaction including a merger, tender offer or proxy contest involving the Company, even if such events could be viewed as beneficial by the Company's stockholders. For example, the Articles of Incorporation provide for a classified Board of Directors and deny the right of stockholders to amend the Bylaws without the consent of the Board and require advance notice of stockholder nominations of directors. The Company is also subject to provisions of the Nevada Revised Statutes, which prohibit a Nevada corporation that has 200 or more stockholders, at least 100 of whom are stockholders of record and Nevada residents, from engaging in a broad range of business combinations with a person who, together with affiliates and associates, owns 10% or more of the corporation's outstanding voting shares (an "interested stockholder") for three years after the person became an interested stockholder, unless the business combination is approved in a prescribed manner. In addition, the Rights Plan provides for substantial dilution of an "acquiring person" (as defined therein) in the event a person or group of persons acquires beneficial ownership of 15% or more of the outstanding Common Stock or in the event of a merger or sale of assets which is not approved by the "continuing directors," of the Company (as defined in the Rights Plan). Furthermore, in the event of a "change in control" (as defined in the Benefits Agreements) which results in the termination of the Chief Executive Officer, the Company would be required to make substantial payments and provide other benefits to the Chief Executive Officer.

Other than as set forth above, there have been no material changes from the risk factors disclosed in the "Risk Factors" section (Item 1A) of the Company's Annual Report on Form 10-K for the year ended January 2, 2010.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information relating to the Company's repurchases of common stock during the second quarter of 2010 under the share repurchase program authorized by our Board of Directors in February 2010.

Period	Total Number of Shares	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program

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	Purchased		Announced Program	
April 4 – April 30	-	-	-	-
May 1 – May 31	28,965	\$3.94	28,965	\$7,386,000
June 1 – July 3	-	-	-	-
Total	28,965	\$3.94	28,965	\$7,386,000

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. [REMOVED AND RESERVED]

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

- 3.1 Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, dated June 9, 2010 (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2010, and incorporated herein by reference).
- 4.1 Rights Agreement, dated as of June 9, 2010, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2010, and incorporated herein by reference).
- 10.1 Option Grant Agreement, dated April 21, 2010, to Richard D. Machon (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).
- 10.2 Option Grant Agreement, dated April 21, 2010, to S. Gary Snodgrass (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).
- 31.1 Certification of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

32.2 Certification of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

RCM TECHNOLOGIES, INC.

SIGNATURES

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

RCM Technologies, Inc.

Date: August 11, 2010

By: /s/ Leon Kopyt

Leon Kopyt  
Chairman, President and Chief Executive  
Officer  
(Principal Executive Officer and  
Duly Authorized Officer of the Registrant)

Date: August 11, 2010

By: /s/ Kevin Miller

Kevin Miller  
Chief Financial Officer  
(Principal Financial Officer and  
Duly Authorized Officer of the Registrant)

Exhibit 31.1

RCM TECHNOLOGIES, INC.  
CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATION

I, Leon Kopyt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and

report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2010

/s/ Leon Kopyt  
Leon Kopyt  
Chairman, President and Chief Executive  
Officer

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Exhibit 31.2

RCM TECHNOLOGIES, INC.  
CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATION

I, Kevin Miller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and

report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2010

/s/ Kevin Miller  
Kevin Miller  
Chief Financial Officer

Exhibit 32.1

RCM TECHNOLOGIES, INC.

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Leon Kopyt, President and Chief Executive Officer of RCM Technologies, Inc., a Nevada corporation (the “Company”), hereby certify that, to my knowledge:

- (1) The Company’s periodic report on Form 10-Q for the quarter ended July 3, 2010 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

\* \* \*

/s/ Leon Kopyt  
Leon Kopyt  
President and Chief Executive Officer

Date: August 11, 2010

Exhibit 32.2

RCM TECHNOLOGIES, INC.

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Kevin Miller, Chief Financial Officer of RCM Technologies, Inc., a Nevada corporation (the “Company”), hereby certify that, to my knowledge:

- (1) The Company’s periodic report on Form 10-Q for the quarter ended July 3, 2010 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

\* \* \*

/s/ Kevin Miller  
Kevin Miller  
Chief Financial Officer

Date: August 11, 2010

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