

**Nortech Systems**



**2011**  
**ANNUAL** Report

# COMPANY PROFILE

Nortech Systems Inc. is a full-service electronics manufacturing services (EMS) provider of wire and cable assemblies, printed circuit board assemblies and higher-level complete box build assemblies for a wide range of industries. Markets served include industrial equipment, aerospace/defense and medical. The company has manufacturing capabilities and operating partners in the U.S., Asia and Latin America. Nortech Systems is traded on the NASDAQ Stock Market under the symbol NSYS and appears in most stock listings as "NorSys."

## VISION

"To be the best"

## OUR PURPOSE

To be the preferred electronics manufacturing services provider that builds long-term relationships and creates value-added solutions for our customers.

## OUR VALUES

- Respect
- Customer-Focused
- Committed to Success
- Sense of Urgency
- Great Communication
- No One Does It Alone

### ANNUAL MEETING

The annual meeting of shareholders will be held at 3:00 p.m. on May 9, 2012, at the Wayzata Country Club, 200 West Wayzata Boulevard, Wayzata, Minnesota.

To Our Shareholders:

In 2011 we added another strategic operation that is providing much needed capacity and complements our growing medical and life sciences contract manufacturing and engineering services. We continued to build momentum with another solid year of revenue growth and profitability despite the unstable economic conditions and significant political headwinds.

### **Progress with Acquisitions**

Among our accomplishments, integrating the employees, systems and cultures of our latest acquisitions was a notable highlight. Our medical products/life sciences facility in Milaca, Minnesota, joined us in May 2010; our EMS facility in Mankato, Minnesota, came on board in January 2011. Along with expanding Nortech's team of dedicated and highly skilled employees, these two additions increased our capacity, broadened our capabilities and diversified our customer base.



Milaca - Life Sciences. Our Milaca facility began gaining some traction throughout 2011 with increased sales, engineering services projects and customer activity. We're well-positioned to capitalize on several trends impacting the medical market. Medical device OEMs are facing new cost pressures today, driven partially by changes in regulations and healthcare reimbursement policies. We have the expertise many of our medical customers need to navigate complex regulatory environments. Whether we are manufacturing sub-assemblies or complete devices, our DeviceMAP™ process can help reduce our customers' costs and accelerate their time to market.

Mankato – EMS. 2011 was our first year with the new Mankato EMS operation. Our team is doing an excellent job retaining and expanding its customer base; they accounted for a significant portion of the revenue increase for the fiscal year. This facility serves industrial, medical and defense customers, offering printed circuit board assemblies, higher-level assemblies and complete box builds. Along with the increased manufacturing capability, we expanded our value-engineering services in areas like design-for-manufacturability and new product introduction project management.

In the first half of 2011, integrating our acquisitions was a major focus. Later in the year, by leveraging resources more efficiently across the company and capitalizing on growth opportunities, we saw our profitability increase. The momentum we generated internally was aided by the economy's gradual recovery.

### **Elements of Growth**

Our 2011 sales were \$114.2 million, rising 14 percent from 2010 levels. As a comparison, the six largest U.S.-traded EMS firms saw sales increase 8.5 percent as a group.

We finished the year strong, with second half results benefiting from increased sales, a favorable product mix and continued cost improvements to our manufacturing operations and supply chain.

Nortech's organic, or legacy business, delivered mixed results during 2011:

Industrial. The uncertain economy impacted our industrial customers earlier in the year, particularly in the semiconductor market. In contrast, the transportation sector remained a bright spot throughout the year. A large OEM customer of railroad equipment, for example, announced that their shipments more than doubled during 2011.

Medical. In the medical market, OEM customers demonstrated more ability to withstand economic pressures. Some of our largest customers are showing increased success penetrating emerging markets like China, India and Latin America. As the standard of living rises in those countries, so does their demand for medical services and related technology.

Defense. Demand for our services stabilized during 2011. While our defense customers are facing some uncertainty about future military budgets, the nature of the procurement process means most changes will be gradual. It's important to note our diversified defense capabilities, including involvement with newer technologies like unmanned vehicles, satellite network equipment and leading-edge weapons systems.

### **Evolution for Success**

To better capitalize on our breadth of valued services, to improve our customer service and responsiveness to market trends, and to foster broader collaboration across our company, we evolved our corporate structure early in 2012.

We realigned our business development functions of sales and marketing, engineering and related support operations. Sharing resources will help improve our efficiency and competitiveness and focus our efforts on the projects and investments that will help us meet our long-term strategic growth objectives.

We're committed to delivering operational excellence and customer satisfaction through our technical expertise, supply chain management skills and advanced business processes like our lean manufacturing initiative.

Our redesigned corporate website was recently launched to better explain Nortech's capabilities and benefits to our target markets. We will continue to update our messaging and expand our market awareness to support business development efforts.

### **Future Outlook**

For 2012, our corporate strategic objective is to outpace the U.S. EMS industry's revenue growth.

As for the global EMS industry, the market research firm IDC projects it will expand at a compound annual growth rate of 6.5 percent from 2011 to 2016. Another market research firm, IHS iSuppli, echoes the long-term optimism for the EMS industry, citing a "tipping point" for a new round of OEM outsourcing over the next decade.

Along with adapting to changing customer demands and market conditions, we will continue to be opportunistic with strategic acquisitions that could augment our organic growth and capabilities.

Our long-term growth formula of organic growth and acquisitions has served Nortech Systems well over our history, and we will maintain that successful blueprint going forward.

In closing, I would like to thank our employees for their hard work and commitment to Nortech, and thank our fellow shareholders for their ongoing support.



Michael J. Degen  
President & Chief Executive Officer

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549  
**FORM 10-K**

(Mark One)

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

For the fiscal year ended **December 31, 2011**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
**NORTECH SYSTEMS INCORPORATED**

Commission file number **0-13257**

State of Incorporation: **Minnesota**

IRS Employer Identification No. **41-1681094**

Executive Offices: **1120 Wayzata Blvd E., Suite 201, Wayzata, MN 55391**

Telephone number: **(952) 345-2244**

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, par value \$.01 per share	The NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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.

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes

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 definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer  Smaller Reporting Company   
(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

The aggregate market value of voting stock held by non-affiliates of the registrant, based on the closing price of \$3.90 per share, was \$4,754,225 on June 30, 2011.

Shares of common stock outstanding at February 29, 2012: 2,742,992.

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#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement for the 2011 Annual Shareholders' Meeting have been incorporated by reference into Part III of this Form 10-K. The Proxy Statement is expected to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year.

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**NORTECH SYSTEMS INCORPORATED**  
**ANNUAL REPORT ON FORM 10K**  
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**NORTECH SYSTEMS INCORPORATED**  
**FORM 10-K**  
**For the Year Ended December 31, 2011**

**PART I**

**ITEM 1. BUSINESS**

**DESCRIPTION OF BUSINESS**

We are a Minnesota corporation organized in December 1990, filing annual reports, quarterly reports, proxy statements, and other documents with the Securities Exchange Act of 1934 (Exchange Act). The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 340 Fifth Street N.W., Washington, D.C. 20549. Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including us, who file electronically with the SEC. The public can obtain any documents that we file with the SEC at <http://www.sec.gov>.

**GENERAL**

We are an Electronic Manufacturing Service (EMS) contract manufacturing company with our headquarters in Wayzata, Minnesota, a suburb of Minneapolis, Minnesota. We maintain manufacturing facilities in Minnesota including Bemidji, Blue Earth, Milaca, Mankato, Baxter, and Merrifield; as well as Augusta, Wisconsin and Monterrey, Mexico. We offer a full service of value-added technical and manufacturing services and support including design, testing, prototyping, and supply chain management. Our manufacturing services include complete medical devices, printed circuit board assemblies, wire and cable assemblies, and complex higher level electromechanical assemblies. The vast majority of our revenue is derived from products built to the customer's design specifications.

Our breadth of manufacturing and technical expertise and experience make us very attractive to a broad range of customers. Our customers are original equipment manufacturers (OEMs) in the Aerospace & Defense, Medical and Industrial markets. This diversity of customers and markets is advantageous in avoiding effects of fluctuations in any one industry. We provide technical support in the design phase with our expertise in design for manufacturing and test to help our customer get to production quickly with the most cost effective and quality design. Our customers rely on our expertise in manufacturing and supply chain to manage and reduce

cost over the life cycle of the product. This requires a strong relationship with our customers that is based on a trusting partnership as an extension of their operations.

We believe the EMS industry will experience continued growth as the macro economy improves and customers continue to look to outsource manufacturing, supply chain and engineering services to focus on their marketing and product development investments.

**ACQUISITIONS**

On May 4, 2010, we acquired all of the intellectual property and assets, excluding cash and receivables, of Trivirix Corporation, Milaca, MN from Silicon Valley Bank for cash of \$403,000. The fair value of assets acquired included \$303,000 in inventories and \$100,000 in property and equipment. This operation specializes in design, manufacturing and post-production services of complex electronic and electromechanical medical devices for diagnostic, analytical and other life-science applications. This acquisition expanded our capabilities and expertise serving medical electronics manufacturers. The acquisition was accounted for as a business combination and results of operations for Milaca since the date of acquisition are included in the consolidated financial statements.

On January 1, 2011, we completed the purchase of certain assets and certain liabilities relating to Winland Electronics, Inc.'s EMS operations (Winland) located in Mankato, MN. Winland is a designer and manufacturer of custom electronic control products and systems. This purchase provided needed manufacturing capacity, particularly for supporting medical and industrial customers with printed circuit board assemblies and higher-level builds. The acquisition was accounted for as a business combination and results of operations since the date of acquisition are included in the consolidated financial statements.

We paid \$1,042,389 in cash at closing, \$212,233 on July 1, 2011 and \$250,000 on October 1, 2011. As provided for in the purchase agreement, our July 1, 2011 required payment of \$250,000 was reduced by \$37,767 for acquired accounts receivable which were deemed uncollectible in the second quarter and assigned back to Winland. As part of the acquisition we also agreed to purchase from Winland a minimum of \$2,200,000 of inventories to be consumed over a period of 24 months. We have exceeded this minimum requirement as of December 31, 2011.



We also agreed to manufacture certain products for Winland's remaining proprietary monitoring devices business unit. For the twelve months ended December 31, 2011, sales to Winland were approximately \$2,700,000. We also signed a six year agreement to lease office and manufacturing space at 1950 Excel Drive, Mankato, Minnesota, 56001, and sublease 1,924 square feet back to Winland through December 31, 2011. This sublease is now month to month. Net rent expense under this operating lease for the twelve months ended December 31, 2011 was approximately \$253,000 and is included in cost of good sold.

The following table presents the allocation of the acquisition cost to the assets acquired and liabilities assumed, based on their estimated fair values at the time of the acquisition:

Accounts receivable . . . . .	\$ 1,914,723
Property, plant and equipment . . . . .	2,451,000
Accounts payable assumed . . . . .	(1,772,334)
Lease payoff . . . . .	<u>(259,385)</u>
Net assets acquired . . . . .	2,334,004
Purchase price . . . . .	<u>1,542,389</u>
Bargain purchase gain . . . . .	\$ 791,615

We recognized a \$791,615 bargain purchase gain related to the excess fair value over the purchase price for the assets acquired in the first quarter.

**BUSINESS SEGMENT**

All of our operations fall under the Contract Manufacturing segment within the Electronic Manufacturing Services (EMS) industry. We strategically direct production between our various manufacturing facilities based on a number of considerations to best meet our customers' requirements. We share resources for sales, marketing, engineering, supply chain, information services, cash and risk management, banking, credit and collections, human resources, payroll, internal control, audit, taxes, SEC reporting and corporate accounting. Our financial information is consolidated and evaluated regularly by the chief decision maker in assessing performance and allocating resources.

**BUSINESS STRATEGY**

The EMS industry has evolved into a dynamic, high tech global electronics contract services industry. We continue to expand our capabilities to better meet these changing market requirements. Along with offering

technical expertise in our quality processes, design applications and testing, we are also increasing our focus on supplier-managed inventory services and the cost drivers throughout the supply chain. Our Mexico operation and international partnerships allow us to take advantage of lower-cost alternatives for our customers and remain competitive in the marketplace.

We continue to pursue acquisitions, mergers, and/or joint ventures of companies in the EMS industry to remain competitive, grow our customer base and increase revenues. Our strategic objectives and our history have been based on both organic and acquired growth.

Our quality systems and processes are based on International Standards Organization (ISO) standards with all facilities certified to the latest version of the ISO 9001 and/or Aerospace Systems (AS) 9100 standards. We also have ISO 13485 certification which recognizes our quality management systems applicable to contract design, manufacture and repair of assemblies for the medical industry. Our Milaca operation is an U.S. Food and Drug Administration (FDA) registered facility. We believe these certifications and registrations benefit our customer base and increase our chances of attracting new business opportunities.

We are committed to quality, cost effectiveness and responsiveness to customer requirements. To achieve these objectives we have invested in Restriction of Hazardous Substances (ROHS/lead free) processing, equipment, plant capacity studies, people, enterprise resource planning (ERP) systems, and lean manufacturing and supply chain management techniques at our facilities. We are committed to continuous improvement and have invested in training our people to identify and act on improvement opportunities. We maintain a diversified customer base and expand into other capabilities and services when they fit our core competencies and strategic vision.

**MARKETING**

We concentrate our marketing efforts in the Aerospace and Defense, Medical and Industrial Equipment markets. Our marketing strategy emphasizes the breadth of our manufacturing, supply chain and engineering services and reflects the complete turnkey solution for meeting our customers' current and future requirements. Our strength is managing low volume, high mix customer demand. This requires us to have close customer relationships and operational flexibility to manage the variation of product demand.

Our customer emphasis continues to be on mature companies, which require an electronic manufacturing partner with a high degree of manufacturing and quality sophistication, including statistical process control (SPC), statistical quality control (SQC), ISO, Military Specifications (Mill Spec), AS 9100 and FDA facility registration. We continue efforts to penetrate our existing customer base and expand market opportunities with participation in industry publications and selected trade shows. We target customers who value proven manufacturing performance, design and application engineering expertise and who value the flexibility to manage the supply chain of a high mix of products and services. We market our services through our in-house sales force and independent manufacturers' representatives.

#### **SOURCES AND AVAILABILITY OF MATERIALS**

We currently purchase the majority of our electronic components directly from electronic component manufacturers and large electronic distributors. On occasion some of our components may be placed on a stringent allocation basis; however, we are not currently experiencing any major material purchasing or availability problems.

#### **PATENTS AND LICENSES**

We are not presently dependent on a proprietary product requiring licensing, patent, copyright or trademark protection. There are no revenues derived from a service-related business for which patents, licenses, copyrights and trademark protection are necessary for successful operations.

#### **COMPETITION**

The contract manufacturing EMS industry's competitive makeup includes small closely held contract manufacturing companies, large global full-service contract manufacturers, company-owned in-house manufacturing facilities and foreign contract manufacturers. We do not believe that the small closely held operations pose a significant competitive threat in the markets and customers we serve, as they generally do not have the complete manufacturing and engineering services or capabilities required by our target customers. We believe the larger global full service and foreign manufacturers are more focused on higher volume customer engagements and we do not see them as our primary competition. We continue to see opportunities

with OEM companies that have their own in-house electronic manufacturing capabilities as they evaluate their internal costs and investments against outsourcing to contract manufacturers. The willingness of foreign manufacturers to "stock" finished product at warehouse locations in the United States is another of their competitive advantages, however, their inability to react to engineering, product or schedule changes is a disadvantage and plays into our strength. To mitigate foreign competition, we operate a manufacturing operation in Mexico and have other sourcing solutions to support our customers with a "Low Cost" supply chain solution. We do see trends of the low volume, high mix going to regional supply base. For North American manufacturing, this is a good fit with our US operations and our Mexico low cost solution to serve North America.

#### **RESEARCH AND DEVELOPMENT**

We perform research and development for customers on an as requested and program basis for development of conceptual engineering and design activities prior to manufacturing the products. We did not expend significant dollars in 2011 or 2010 on company-sponsored product research and development.

#### **ENVIRONMENTAL LAW COMPLIANCE**

We believe that our manufacturing facilities are currently operating under compliance with local, state, and federal environmental laws. We have incurred, and plan to continue incurring, the necessary expenditures for compliance with applicable laws. Any environmental-oriented equipment is capitalized and depreciated over a seven-year period. The annualized depreciation expense for this type of environmental equipment is insignificant.

#### **EMPLOYEES**

We have 710 full-time and 97 part-time/temporary employees as of December 31, 2011. Manufacturing personnel, including direct, indirect support and sales functions, comprise 684 employees, while general administrative employees total 26. At December 31, 2010 we had 667 full-time and 42 part-time/temporary employees.

#### **FOREIGN OPERATIONS AND EXPORT SALES**

We have a leased manufacturing facility in Monterrey, Mexico with approximately \$273,000 in long-term assets at December 31, 2011. Export sales represented 6% of

net sales for the years ended December 31, 2011 and 2010.

#### **FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may also make forward-looking statements in other reports filed with the SEC, in materials delivered to stockholders and in press releases. Such statements generally will be accompanied by words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “possible,” “potential,” “predict,” “project,” or other similar words that convey the uncertainty of future events or outcomes. Although we believe these forward-looking statements are reasonable, they are based upon a number of assumptions concerning future conditions, any or all of which may ultimately prove to be inaccurate. Forward-looking statements involve a number of risks and uncertainties. Important factors that could cause actual results to differ materially from the forward-looking statements include, without limitation:

- Volatility in the marketplace which may affect market supply and demand of our products;
- Increased competition;
- Changes in the reliability and efficiency of our operating facilities or those of third parties;
- Risks related to availability of labor;
- Increase in certain raw material costs such as copper and oil;
- Commodity and Energy cost instability;
- General economic, financial and business conditions that could affect our financial condition and results of operations

The factors identified above are believed to be important factors (but not necessarily all of the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement made by us. Discussion of these factors is also incorporated in Part I, Item 1A, “Risk Factors”, and should be considered an integral part of Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. Unpredictable or unknown factors not discussed herein could also have

material adverse effects on forward-looking statements. All forward-looking statements included in this Form 10-K are expressly qualified in their entirety by the forgoing cautionary statements. We undertake no obligations to update publicly any forward-looking statement (or its associated cautionary language) whether as a result of new information or future events.

#### **ITEM 1A. RISK FACTORS**

In evaluating our company, careful consideration should be given to the following risk factors, in addition to the other information included in this Annual Report on Form 10-K. Each of these risk factors could adversely affect our business, operating results and/or financial condition, as well as adversely affect the value of an investment in our common stock. In addition to the following disclosures, please refer to the other information contained in this report, including our consolidated financial statements and the related notes.

#### ***The economic conditions in the United States and around the world could adversely affect our financial results.***

Demand for our products and services depends upon worldwide economic conditions, including but not limited to overall economic growth rates, construction, consumer spending, financing availability, employment rates, interest rates, inflation, consumer confidence, defense spending levels, and the profits, capital spending, and liquidity of industrial companies.

#### ***We operate in the highly competitive EMS industry.***

We compete against many EMS companies. The larger global competitors have more resources and greater economies of scale. We also compete with OEM in-house operations that are continually evaluating manufacturing products internally against the advantages of outsourcing. We may also be at a competitive disadvantage with respect to price when compared to manufacturers with excess capacity, lower cost structures and availability of lower cost labor.

The availability of excess manufacturing capacity of our competitors also creates competitive pressure on price and winning new business. We must continue to provide a quality product, be responsive and flexible to customers’ requirements, and deliver to customers’ expectations. Our lack of execution could have an adverse effect on our operations.

***A large percentage of our sales have been made to a small number of customers, and the loss of a major customer, if not replaced, would adversely affect us.***

G.E.'s Medical Division accounted for 16% and 19% of net sales for the years ended December 31, 2011 and 2010, respectively. G.E.'s Transportation Division accounted for 7% and 8% of net sales for the years ended December 31, 2011 and 2010, respectively.

***We are dependent on suppliers for electronic components and may experience shortages, extended lead times, cost premiums and shipment delays that would adversely affect our customers and us.***

We purchase raw materials, commodities and components for use in our production. Increased costs of these materials could have an adverse effect on our production costs if we are unable to pass along price increases or reduce the other cost of goods produced through cost improvement initiatives. Fuel and energy cost increases could also adversely affect our freight and operating costs. Due to customer specifications and requirements, we are dependent on suppliers to provide critical electronic components and materials for our operations that could result in shortages of some of the electronic components needed for their production. Component shortages may result in expedited freight, overtime premiums and increased component costs. In addition to the financial impact on operations from lost revenue and increased cost, there could potentially be harm to our customer relationships.

***Our customers cancel orders, change order quantity, timing and specifications that if not managed would have an adverse affect on inventory carrying costs.***

We do face, through the normal course of business, customer cancellations and rescheduled orders and are not always successful in recovering the costs of such cancellations or rescheduling. In addition, excess and obsolete inventory losses as a result of customer order changes, cancellations, product changes and contract termination could have an adverse effect on our operations. We estimate and reserve for any known or potential impact from these possibilities.

***Some shareholders may be able to take actions that do not reflect the will or best interests of other shareholders.***

Our officers and directors own a majority share of our outstanding common stock and could individually or together exert a significant degree of influence over our affairs.

***The manufacture and sale of our products carries potential risk for product liability claims.***

We represent and warrant the goods and services we deliver are free from defects in material and workmanship for one year from ship date. We make no other guarantees or warranties, expressed or implied, of any nature whatsoever as to the goods including without limitation, warranties to merchantability, fit for a particular purpose, non-infringement of patent or the like unless agreed upon in writing. If a product liability claim results in our being liable and the amount is in excess of our insurance coverage or there is no insurance coverage for the claim then it could have an adverse effect on our business and financial position.

***We depend heavily on our people and may from time to time have difficulty attracting and retaining skilled employees.***

Our operations depend upon the continued contributions of our key management, marketing, technical, financial, accounting, product development engineers, sales people and operational personnel. We also believe that our continued success will depend upon our ability to attract, retain and develop highly skilled managerial and technical resources within the highly competitive EMS industry. Not being able to attract or retain these employees could have a material adverse effect on revenues and earnings.

***Operating in foreign countries exposes our operations to risks that could adversely affect our operating results.***

We operate a manufacturing facility in Mexico. Our operation there is subject to risks that could adversely impact our financial results, such as economic or political volatility, crime, severe weather, employee turnover, staffing, managing personnel in diverse culture, labor instability, transportation delays, and foreign currency fluctuations.

***Non-compliance with environmental laws may result in restrictions and could adversely affect operations.***

Our operations are regulated under a number of federal, state, and foreign environmental and safety laws and regulations that govern the discharge of hazardous materials into the air and water, as well as the handling, storage, and disposal of such materials. These laws and regulations include the Clean Air Act; the Clean Water Act; the Resource Conservation and Recovery Act; and the Comprehensive Environmental Response, Compensation, and Liability Act; as well as analogous state and foreign

laws. Compliance with these environmental laws is a major consideration for us due to our manufacturing processes and materials. It is possible we may be subject to potential financial liability for costs associated with the investigation and remediation at our sites; this may have an adverse effect on operations. We have not incurred significant costs related to compliance with environmental laws and regulations and we believe that our operations comply with all applicable environmental laws.

Environmental laws could also become more stringent over time, imposing greater compliance costs and increasing risks and penalties associated with violation. We operate in environmentally sensitive locations and are subject to potentially conflicting and changing regulatory agendas of political, business, and environmental groups. Changes or restrictions on discharge limits; emissions levels; or material storage, handling, or disposal might require a high level of unplanned capital investment or relocation. It is possible that environmental compliance costs and penalties from new or existing regulations may harm our business, financial condition, and results of operations.

***We may be subject to risks associated with our acquisitions, and the risks could adversely affect our operating results.***

Our strategy is to grow our business organically and through acquisitions, alliances and joint venture arrangements. We will continue to pursue and acquire additional businesses in the EMS industry that fit our long-term objectives for growth and profitability. The success of our acquisitions will depend on our ability to integrate the new operations with the existing operations.

***If we fail to comply with the covenants contained in our revolving credit facility we may be unable to secure additional financing and repayment obligations on our outstanding indebtedness may be accelerated.***

Our revolving credit facility and debt agreements contain financial and operating covenants with which we must comply. As of December 31, 2011, we were in compliance with these covenants. However, our continued compliance with these covenants is dependent on our

financial results, which are subject to fluctuation as described elsewhere in these risk factors. If we fail to comply with the covenants in the future or if our lender does not agree to waive any future non-compliance, we may be unable to borrow funds and any outstanding indebtedness could become immediately due and payable, which could materially harm our business.

***We are dependent on our management information systems for order, inventory and production management, financial reporting, communications and other functions. If our information systems fail or experience major interruptions, our business and our financial results could be adversely affected.***

We rely on our management information systems to effectively manage our operational and financial functions. Our computer systems, Internet web sites, telecommunications, and data networks are also vulnerable to damage or interruption from power loss, natural disasters and attacks from viruses or hackers. These types of system failures or interruption could adversely affect our business and operating results.

***Our business may be impacted by natural disasters.***

Tornadoes, blizzards and other natural disasters could negatively impact our business and supply chain. In countries that we rely on for operations and materials, such as Mexico, China and Thailand, potential natural disasters could disrupt our manufacturing operations, reduce demand for our customers' products and increase supply chain costs.

## **ITEM 2. PROPERTIES**

### **ADMINISTRATION**

Our Corporate Headquarters consists of approximately 5,000 square feet located in Wayzata, Minnesota, a western suburb of Minneapolis, Minnesota. The Corporate Headquarters has a lease with a five-year term that expires on July 31, 2015. A portion of the Bemidji facility is used for corporate financial and information systems shared services.



## MANUFACTURING FACILITIES

Our manufacturing facilities as described below are in good operating condition and are suitable for our needs. We believe our overall productive capacity is sufficient to handle our foreseeable manufacturing needs and customer requirements.

Location	Own/Lease	Lease End Date	Square Feet Manufacturing Space	Square Feet Office Space	Total Square Feet
Bemidji, MN . . . . .	Own		56,000	13,000	69,000
Blue Earth, MN . . . . .	Own		92,000	48,000	140,000
Merrifield, MN . . . . .	Own		34,000	12,000	46,000
Baxter, MN . . . . .	Lease	Month to Month	5,000	2,000	7,000
Milaca, MN . . . . .	Lease	July 31, 2013	15,000	5,000	20,000
Mankato, MN . . . . .	Lease	January 1, 2017	43,000	15,000	58,000
Augusta, WI . . . . .	Own		15,000	5,000	20,000
Monterrey, Mexico . . . . .	Lease	June 30, 2013	29,000	1,000	30,000

In December 2011, we sold a 16,000 square foot building in Fairmont, Minnesota. We still own one building in Fairmont which contains approximately 21,000 square feet and is classified as held for sale. We did not renew the Garner, IA lease that expired on June 30, 2011.

Future dividend policy and payments, if any, will depend upon earnings and our financial condition, our need for funds, any limitations on payments of dividends present in our current or future debt agreements, and other factors.

Stock price comparisons (NASDAQ):

### ITEM 3. LEGAL PROCEEDINGS

From time to time, we are involved in ordinary, routine or regulatory legal proceedings incidental to the business. When a loss is deemed probable and reasonably estimable an amount is recorded in our financial statements. We currently are not a party to any material legal proceeding.

During the Three Months Ended	Low	High
March 31, 2011 . . . . .	\$4.00	\$4.92
June 30, 2011 . . . . .	\$3.51	\$4.07
September 30, 2011 . . . . .	\$3.04	\$3.90
December 31, 2011 . . . . .	\$2.51	\$3.37
March 31, 2010 . . . . .	\$3.07	\$3.77
June 30, 2010 . . . . .	\$3.32	\$3.99
September 30, 2010 . . . . .	\$3.10	\$3.75
December 31, 2010 . . . . .	\$3.32	\$4.62

### ITEM 4. MINE SAFETY DISCLOSURES

None.

Sales of Unregistered Securities:

We did not have any unregistered sales of equity securities in 2011.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers:

We did not make any purchases of our equity securities in 2011.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

As of February 29, 2012, there were 735 shareholders of record. Our stock is listed on the National Association of Securities Dealers Automated Quotation System ("NASDAQ") Small Cap Market under the symbol "NSYS". We intend to invest our profits into the growth of our operations and, therefore, do not plan to pay out dividends to shareholders in the foreseeable future. We did not declare or pay a cash dividend in 2011 or 2010.

### EQUITY COMPENSATION PLAN INFORMATION

Certain information with respect to our equity compensation plans are contained in Part III, Item 12 of this Annual Report on Form 10-K.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **OVERVIEW**

We are a Wayzata, Minnesota based full-service EMS contract manufacturer of wire and cable assemblies, printed circuit board assemblies, higher-level assemblies and box builds for a wide range of industries. We serve three major markets within the EMS industry: Aerospace and Defense, Medical, and the Industrial market which includes industrial equipment, transportation, vision, agriculture, oil and gas. In Minnesota, we have facilities in Baxter, Bemidji, Blue Earth, Mankato, Merrifield, Milaca and Wayzata. We also have facilities in Augusta, Wisconsin and Monterrey, Mexico.

The vast majority of our revenue is derived from products built to the customer's design specifications and consists of a wide range of simple to highly complex manufacturing processes. During 2011, we continued our supply chain and lean manufacturing initiatives designed to reduce costs, improve asset utilization and increase responsiveness to customers. Our initiatives focused on improving quality and on-time delivery as well as improving our manufacturing processes and yields by doing it right the first time. Our goal is to expand and diversify our customer base by focusing on sales and marketing efforts that fit our value-added service strategy. Our Mexico operation allows for medium volume and mix with lower cost production alternatives when the opportunities are presented.

Our net sales in 2011 were \$114.2 million, an increase of 14% compared to 2010. Our growth in revenue came from our recent acquisitions, offsetting shortfalls in sales and orders from our existing industrial customers that are being hit the hardest by the uncertainty in the economy. Our customers are still wary about carrying large amounts of inventory and their ability to accurately forecast.

Our 90-day backlog at December 31, 2011 was \$18.5 million with \$2.7 million included from the Mankato acquisition, compared to \$18.5 million at the end of 2010.

We saw our gross profit improve in 2011 as a result of a favorable mix of product and services, along with cost and efficiency initiatives in our manufacturing processes. Gross profit as a percentage of net sales was

11.7% and 11.4% for the years ended December 31, 2011 and 2010, respectively.

Income from operations totaled \$1.5 million and \$1.2 million for the years ended December 31, 2011 and 2010, respectively. Our net income in 2011 was \$1.2 million or \$0.43 per diluted common share; \$0.7 million or \$0.24 per diluted common share excluding the bargain purchase gain of \$0.5 million, net of tax. Net income totaled \$0.5 million or \$0.18 per diluted common share in 2010.

Cash used in operating activities for the year ended December 31, 2011 was \$0.9 million directly related to the working capital requirements needed to support the acquisition of the Mankato operation. We believe our financing arrangements and anticipated cash flows from operations will be sufficient to satisfy our working capital needs through the foreseeable future.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our significant accounting policies and estimates are summarized in the footnotes to our annual consolidated financial statements. Some of the accounting policies require us to exercise significant judgment in selecting the appropriate assumptions for calculating financial estimates. Such judgments are subject to an inherent degree of uncertainty. These judgments are based on historical experience, known trends in the industry, terms of existing contracts and other information from outside sources, as appropriate. Actual results may differ from these estimates under different assumptions and conditions. Certain of the most critical estimates that require significant judgment are as follows:

#### **Revenue Recognition:**

We recognize revenue upon shipment of manufactured products to customers, when title has passed, all contractual obligations have been satisfied and collection of the resulting receivable is reasonably assured. We also provide engineering services separate from the manufacture of a product. Revenue for engineering services is recognized upon completion of the engineering process, providing standalone fair value to our customers. Our engineering services are short-term in nature. In addition, we have another separate source of revenue that comes from short-term repair services, which are recognized upon completion of the repairs, and the repaired products are shipped back to the customer. Shipping and handling costs charged to our customers are

included in net sales, while the corresponding shipping expenses are included in cost of goods sold.

**Business Combinations:**

We account for business combinations under the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, "Business Combinations". We recognize amounts for identifiable assets acquired and liabilities assumed equal to their estimated acquisition date fair values. We hired a third party valuation specialist to determine the value of property and equipment acquired. Transaction and integration costs associated with business combinations are expensed as incurred. Any excess of the acquisition price over the estimated fair value of net assets acquired is recorded as goodwill while any excess of the estimated fair value of net assets acquired over the acquisition price is recorded in current earnings as a gain.

**Allowance for Uncollectible Accounts:**

When evaluating the adequacy of the allowance for doubtful accounts, we analyze accounts receivable, historical write-offs of bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms. We maintain an allowance for doubtful accounts at an amount estimated to be sufficient to provide adequate protection against losses resulting from collecting less than full payment on outstanding accounts receivable. A considerable amount of judgment is required when assessing the realizability of accounts receivable, including assessing the probability of collection and the current credit-worthiness of each customer. If the financial condition of our customers was to deteriorate, resulting in an impairment of their ability to make payments, an additional provision for uncollectible accounts may be required. We have historically not experienced significant bad debts expense and believe the reserve is adequate for any exposure to loss in the December 31, 2011 accounts receivable.

**Inventory Reserves:**

Inventory reserves are maintained for the estimated value of the inventory that may have a lower value than stated or quantities in excess of future production needs. We have an evaluation process that is used to assess the value of the inventory that is slow moving, excess or obsolete on a quarterly basis. We evaluate our inventory based on current usage and the latest forecasts of

product demand and production requirements from our customers. We believe the total reserve at December 31, 2011 is adequate.

**Long-Lived and Intangible Asset Impairment:**

We evaluate long-lived assets, primarily property and equipment, and intangible assets with finite lives for impairment, as well as the related amortization periods, to determine whether adjustments to these amounts or useful lives are required based on current events and circumstances. The evaluation is based on our projection of the undiscounted future operating cash flows of the underlying assets. To the extent such projections indicate that future undiscounted cash flows are not sufficient to recover the carrying amounts of related assets, a charge might be required to reduce the carrying amount to equal estimated fair value. We recorded impairment charges in 2011 and 2010 of \$53,000 and \$56,000, respectively, related to a building sold on December 15, 2011.

**Valuation Allowance:**

We record valuation allowances against our deferred tax assets when necessary. Realization of deferred tax assets (such as net operating loss carry forwards) is dependent on future taxable earnings and therefore uncertain. At least quarterly, we assess the likelihood that our deferred tax assets will be recovered from future taxable income. To the extent we believe that recovery is not likely, we establish a valuation allowance against these assets, thereby increasing income tax expense or decreasing the income tax benefit in the period the determination is made. As of December 31, 2011 we expect to recover our deferred tax assets in their entirety, and thus no valuation allowance was deemed necessary.

Based on a critical assessment of our accounting estimates and the underlying judgments and uncertainties of those estimates, we believe that our consolidated financial statements provide a meaningful and fair presentation of our financial position and results of operations. This is not to suggest that other general risk factors, such as changes in worldwide economic conditions, fluctuations in foreign currency exchange rates, changes in materials costs, performance of acquired businesses and others, could not adversely impact our consolidated financial position, results of operations and cash flows in future periods.

No matters have come to our attention since December 31, 2011 that would cause the estimates



included in the consolidated financial statements to change materially.

**OPERATING RESULTS**

The following table presents statement of operations data as percentages of net sales for the indicated year:

	2011	2010
Net Sales . . . . .	100.00%	100.00%
Cost of Goods Sold . . . . .	88.30	88.60
Gross Profit . . . . .	11.70	11.40
Selling Expenses . . . . .	3.20	3.10
General and Administrative Expenses . . . . .	7.20	7.10
Income from Operations . . . . .	1.30	1.20
Other (Income) Expenses, Net . . . . .	(0.20)	0.30
Income Tax Expense . . . . .	0.50	0.40
Net Income . . . . .	1.00%	0.50%

**Net sales:**

For the years ended December 31, 2011 and 2010, we had net sales of \$114.2 million and \$99.8 million, respectively, an increase of 14%. Net sales by our major EMS industry markets for the year ended December 31, 2011 and 2010 are as follows:

	Year Ended December 31		% Change
	2011 \$	2010 \$	
<i>(in thousands)</i>			
Aerospace and Defense . . . . .	16,478	16,152	2
Medical . . . . .	33,378	29,329	14
Industrial . . . . .	64,380	54,339	18
Total Net Sales . . . . .	114,236	99,820	14

Net sales to our Aerospace and Defense customers are up slightly compared to 2010 levels. Net sales to our Medical and Industrial customers increased by \$4.0 million and \$10.0 million, respectively, primarily due to the acquisition of our Mankato facility which added \$3.2 million in sales to the Medical market and \$15.7 million of sales to the Industrial market. The increase in net sales to the Industrial market resulting from the acquisition, was offset by shortfalls from our existing industrial customers that are being hit the hardest by the uncertainty in the economy.

**Backlog:**

Our 90 day backlog was approximately \$18.5 million on December 31, 2011, including \$2.7 million related to

the January 2011 acquisition, compared to \$18.5 million at December 31, 2010. Our backlog consists of firm purchase orders and we expect a major portion of the current 90 day backlog to be realized as revenue during the following quarter.

	Backlog as of the Year Ended December 31,		% Change
	2011	2010	
<i>(in thousands)</i>			
Aerospace and Defense . . . . .	\$ 3,855	\$ 4,453	(13)
Medical . . . . .	5,657	4,216	34
Industrial . . . . .	9,016	9,813	(8)
Total Backlog . . . . .	\$18,528	\$18,482	0

Our 90 day backlog varies due to order size, manufacturing delays, contract terms and conditions and timing from customer delivery schedules and releases. These variables cause inconsistencies in comparing the backlog from one period to the next.

**Gross Profit:**

For the years ended December 31, 2011 and 2010, we had gross profit of \$13.3 million and \$11.4 million, respectively. Gross profit as a percentage of net sales was 11.7% and 11.4% for the years ended December 31, 2011 and 2010, respectively. The year over year increase in gross profit as a percentage of net sales was a result of favorable product mix and cost improvement initiatives.

**Selling:**

Selling expenses were \$3.6 million or 3.2% of net sales for the year ended December 31, 2011 and \$3.1 million or 3.1% of net sales for the year ended December 31, 2010.

**General and Administrative:**

General and administrative expenses were \$8.2 million or 7.2% of net sales for the year ended December 31, 2011 and \$7.1 million or 7.1% of net sales for the year ended December 31, 2010. The 2011 increase of \$1.1 million is mainly attributed to additional personnel and related costs incurred as a result of our recent acquisitions.

**Other Income (Expense):**

Other income for the year ended December 31, 2011 was approximately \$0.2 million, while other expense for the year ended December 31, 2010 was approximately \$0.3 million. Other income in 2011 is primarily due to

recognizing a bargain purchase gain of \$0.8 million from the acquisition of the Mankato operation in the first quarter of 2011, offset in part by higher interest expense and foreign exchange transaction losses.

**Income Taxes:**

Income tax expense for the years ended December 31, 2011 and 2010 was \$0.6 million and \$0.4 million, respectively. The effective tax rate for fiscal 2011 was 32.0% compared to 42.5% in fiscal 2010. The decrease in effective tax rate from 2010 to 2011 relates primarily to the true-up of our net operating loss (NOL) carryback in 2010 which resulted in additional tax expense of approximately \$0.1 million partially offset by state and federal research credits.

**Net Income:**

Our net income in 2011 was \$1.2 million or \$0.43 per diluted common share; \$0.7 million or \$0.24 per diluted common share excluding the bargain purchase gain

The line of credit and other installment debt with WFB contain certain covenants which, among other things, require us to adhere to regular reporting requirements, abide by annual shareholder dividend limitations, maintain certain financial performance, and limit the amount of annual capital expenditures. The availability under the line is subject to borrowing base requirements, and advances are at the discretion of the lender. The line is secured by substantially all of our assets. This commitment is summarized as described below:

<u>Other Commercial Commitment</u>	<u>Total Amount Committed</u>	<u>Outstanding at December 31, 2011</u>	<u>Date of Expiration</u>
Line of credit . . . . .	\$13,500,000	\$9,345,044	May 31, 2013

As of December 31, 2011 we have net unused availability under our line of credit agreement of approximately \$3.9 million as supported by our borrowing base.

**Cash Flow:**

	<u>December 31</u>	
	<u>2011</u>	<u>2010</u>
Cash flows provided by (used in):		
Operating activities . . . . .	\$ (874,111)	\$ 2,890,254
Investing activities . . . . .	(2,674,211)	(1,029,599)
Financing activities . . . . .	3,317,740	(1,876,092)
Effect of exchange rate changes on cash . . . . .	—	638
Net decrease in cash . . . . .	<u>\$ (230,582)</u>	<u>\$ (14,799)</u>

On December 31, 2011, we had working capital of approximately \$12.3 million compared to \$13.1 million at the end of 2010. During 2011, we used approximately \$0.9 million of cash in operating activities. The cash used in operations was primarily the result of working capital requirements needed to support the acquired Mankato operations.

of \$0.5 million, net of tax. Net income in 2010 was \$0.5 million or \$0.18 per diluted common share.

**FINANCIAL CONDITION AND LIQUIDITY**

We believe that our existing financing arrangements and anticipated cash flows from operations will be sufficient to satisfy our working capital needs, capital expenditures, investments, and debt repayments for the foreseeable future.

**Credit Facility:**

Our credit agreement with Wells Fargo Bank (WFB) provides for a line of credit arrangement of \$13.5 million, which expires on May 31, 2013, if not renewed. The credit arrangement also has a real estate term note with a maturity date of May 31, 2012 and an equipment term loan tied to equipment purchased in the Mankato acquisition. We are in negotiations to finalize and extend our real estate term note prior to maturity.

Our net cash used in investing activities of \$2.7 million is due to \$1.2 million of capital equipment purchases and \$1.5 million for the Mankato acquisition in January 2011. Net cash provided by financing activities of \$3.3 million consisted of a \$3.7 million increase in the line of credit and \$1.4 million of additional borrowings, offset by payments of \$1.8 million on long-term debt.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
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## **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders  
Nortech Systems Incorporated and Subsidiary

We have audited the accompanying consolidated balance sheets of Nortech Systems Incorporated and Subsidiary as of December 31, 2011 and 2010, and the related consolidated statements of income, shareholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Nortech Systems Incorporated and Subsidiary as of December 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

/s/ McGladrey & Pullen, LLP

Minneapolis, Minnesota  
March 9, 2012

See accompanying Notes to Consolidated Financial Statements.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2011 AND 2010**

<u>ASSETS</u>	<u>2011</u>	<u>2010</u>
<b>CURRENT ASSETS</b>		
Cash . . . . .	\$ —	\$ 230,582
Accounts Receivable, Less Allowance for Uncollectible Accounts . . . . .	16,720,462	15,562,277
Inventories . . . . .	19,029,593	16,108,773
Prepaid Expenses . . . . .	572,140	596,363
Income Taxes Receivable . . . . .	170,292	376,001
Deferred Taxes . . . . .	805,000	594,000
Total Current Assets . . . . .	<u>37,297,487</u>	<u>33,467,996</u>
Property and Equipment, Net . . . . .	9,083,874	7,157,543
Finite Life Intangible Assets, Net of Accumulated Amortization . . . . .	61,547	202,150
Deferred Taxes . . . . .	—	219,000
Other Assets . . . . .	339,235	514,235
Total Assets . . . . .	<u>\$46,782,143</u>	<u>\$41,560,924</u>

See accompanying Notes to Consolidated Financial Statements.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>2011</b>	<b>2010</b>
<b>CURRENT LIABILITIES</b>		
Line of Credit . . . . .	\$ 9,345,044	\$ 5,615,121
Current Maturities of Long-Term Debt . . . . .	1,310,210	841,760
Accounts Payable . . . . .	11,333,013	10,727,907
Accrued Payroll and Commissions . . . . .	2,170,852	2,584,108
Other Accrued Liabilities . . . . .	852,936	634,655
Total Current Liabilities . . . . .	25,012,055	20,403,551
<b>LONG-TERM LIABILITIES</b>		
Long-Term Debt (Net of Current Maturities) . . . . .	812,917	1,731,318
Deferred Taxes . . . . .	271,000	—
Other Long-Term Liabilities . . . . .	180,378	137,236
Total Long-Term Liabilities . . . . .	1,264,295	1,868,554
Total Liabilities . . . . .	26,276,350	22,272,105
<b>SHAREHOLDERS' EQUITY</b>		
Preferred Stock, \$1 par value; 1,000,000 Shares Authorized; 250,000 Shares Issued and Outstanding . . . . .	250,000	250,000
Common Stock—\$0.01 par value; 9,000,000 Shares Authorized; 2,742,992 Shares Issued and Outstanding at December 31, 2011 and 2010, respectively . . . . .	27,430	27,430
Additional Paid-In Capital . . . . .	15,725,392	15,698,348
Accumulated Other Comprehensive Loss . . . . .	(62,936)	(62,936)
Retained Earnings . . . . .	4,565,907	3,375,977
Total Shareholders' Equity . . . . .	20,505,793	19,288,819
Total Liabilities and Shareholders' Equity . . . . .	\$46,782,143	\$41,560,924

See accompanying Notes to Consolidated Financial Statements.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010**

	<u>2011</u>	<u>2010</u>
Net Sales . . . . .	\$114,236,411	\$99,820,069
Cost of Goods Sold . . . . .	100,892,514	88,389,803
Gross Profit . . . . .	<u>13,343,897</u>	<u>11,430,266</u>
Operating Expenses:		
Selling Expenses . . . . .	3,644,658	3,120,202
General and Administrative Expenses . . . . .	8,186,873	7,079,873
Total Operating Expenses . . . . .	<u>11,831,531</u>	<u>10,200,075</u>
Income From Operations . . . . .	<u>1,512,366</u>	<u>1,230,191</u>
Other Income (Expense)		
Miscellaneous Income (Expense) . . . . .	(41,723)	80,698
Bargain Purchase Gain . . . . .	791,615	—
Interest Expense . . . . .	(511,328)	(429,123)
Total Other Income (Expense) . . . . .	<u>238,564</u>	<u>(348,425)</u>
Income Before Income Taxes . . . . .	1,750,930	881,766
Income Tax Expense . . . . .	561,000	375,000
Net Income . . . . .	<u>\$ 1,189,930</u>	<u>\$ 506,766</u>
Earnings Per Common Share:		
Basic and Diluted . . . . .	<u>\$ 0.43</u>	<u>\$ 0.18</u>
Weighted Average Number of Common Shares Outstanding . . . . .	<u>2,742,992</u>	<u>2,742,389</u>

See accompanying Notes to Consolidated Financial Statements.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010**

	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Shareholders' Equity
<b>BALANCE DECEMBER 31, 2009 . . . . .</b>	\$250,000	\$27,390	\$15,654,160	\$(73,909)	\$2,869,211	\$18,726,852
Net loss . . . . .	—	—	—	—	506,766	506,766
Issuance of stock upon exercise of stock options . . . . .	—	40	12,460	—	—	12,500
Compensation on stock-based awards . . . . .	—	—	31,728	—	—	31,728
Translation gain, net of tax . . . . .	—	—	—	10,973	—	10,973
<b>BALANCE DECEMBER 31, 2010 . . . . .</b>	250,000	27,430	15,698,348	(62,936)	3,375,977	19,288,819
Net income . . . . .	—	—	—	—	1,189,930	1,189,930
Compensation on stock-based awards . . . . .	—	—	27,044	—	—	27,044
<b>BALANCE DECEMBER 31, 2011 . . . . .</b>	<u>\$250,000</u>	<u>\$27,430</u>	<u>\$15,725,392</u>	<u>\$(62,936)</u>	<u>\$4,565,907</u>	<u>\$20,505,793</u>

See accompanying Notes to Consolidated Financial Statements.



**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**DECEMBER 31, 2011 AND 2010**

	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income . . . . .	\$ 1,189,930	\$ 506,766
Adjustments to Reconcile Net Income to Net Cash Provided by (Used in)		
Operating Activities:		
Depreciation . . . . .	1,895,061	1,554,577
Amortization . . . . .	140,603	141,399
Compensation on Stock-Based Awards . . . . .	27,044	31,728
Interest on Swap Valuation . . . . .	(18,140)	(27,772)
Impairment on Assets Held for Sale . . . . .	52,733	55,786
Bargain Purchase Gain . . . . .	(791,615)	—
Deferred Taxes . . . . .	279,000	288,000
Loss on Disposal of Property and Equipment . . . . .	1,020	901
Foreign Currency Transaction Loss . . . . .	—	8,333
Changes in Current Operating Items, Net of Effects of Business Acquisition		
Accounts Receivable . . . . .	718,771	(3,532,471)
Inventories . . . . .	(2,920,820)	865
Prepaid Expenses and Other Assets . . . . .	24,223	(53,207)
Income Taxes Receivable . . . . .	205,709	2,139,543
Accounts Payable . . . . .	(1,167,228)	1,674,954
Accrued Payroll and Commissions . . . . .	(413,256)	1,127,119
Other Accrued Liabilities . . . . .	(97,146)	(1,026,267)
Net Cash Provided by (Used in) Operating Activities . . . . .	(874,111)	2,890,254
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from Sale of Property and Equipment . . . . .	138,621	—
Business Acquisition . . . . .	(1,542,389)	(402,969)
Purchases of Property and Equipment . . . . .	(1,270,443)	(626,630)
Net Cash Used in Investing Activities . . . . .	(2,674,211)	(1,029,599)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net Borrowings on Line of Credit . . . . .	3,729,923	124,514
Proceeds from Long-Term Debt . . . . .	1,380,904	—
Principal Payments on Long-Term Debt . . . . .	(1,793,087)	(2,013,106)
Proceeds from Issuance of Common Stock . . . . .	—	12,500
Net Cash Provided by (Used in) Financing Activities . . . . .	3,317,740	(1,876,092)
Effect of Foreign Currency Exchange Rate Changes on Cash . . . . .	—	638
<b>NET DECREASE IN CASH</b> . . . . .	(230,582)	(14,799)
Cash—Beginning of Year . . . . .	230,582	245,381
<b>CASH—END OF YEAR</b> . . . . .	—	230,582
Supplemental Disclosure of Cash Flow Information:		
Cash Paid During the Period for Interest . . . . .	511,328	450,180
Cash Paid (Received) During the Period for Income Taxes . . . . .	40,058	(2,027,951)
Supplemental Noncash Investing and Financing Activities:		
Capital Expenditures in Accounts Payable . . . . .	117,000	—
Transfers of Property and Equipment . . . . .	\$ —	\$ 201,000

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Nature of Business***

We manufacture wire harnesses, cables and electromechanical assemblies, printed circuit boards and higher-level assemblies for a wide range of commercial and defense industries. We provide a full “turn-key” contract manufacturing service to our customers. All products are built to the customer’s design specifications. We also provide engineering services separate from the manufacture of a product and repair service on circuit boards used in machines in the medical industry.

Our manufacturing facilities are located in Bemidji, Blue Earth, Merrifield, Milaca, Mankato and Baxter, Minnesota as well as Augusta, Wisconsin and Monterrey, Mexico. Products are sold to customers both domestically and internationally.

A summary of our significant accounting policies follows:

***Principles of Consolidation***

The consolidated financial statements include the accounts of our wholly owned subsidiary, Manufacturing Assembly Solutions of Monterrey, Inc. All significant intercompany accounts and transactions have been eliminated.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of our consolidated financial statements. Estimates also affect the reported amounts of revenue and expense during the reporting period. Significant items subject to estimates and assumptions include the valuation allowance for inventories, allowance for doubtful accounts, realizability of deferred tax assets and fair value of acquired assets and assumed liabilities. Actual results could differ from those estimates.

***Cash***

For purposes of reporting cash flows, we consider cash to be short-term, highly liquid interest-bearing accounts readily convertible to cash and whose original maturity is three months or less.

***Accounts Receivable and Allowance for Doubtful Accounts***

We grant credit to customers in the normal course of business. Accounts receivable are unsecured and are presented net of an allowance for uncollectible accounts. The allowance for uncollectible accounts was \$122,000 and \$86,000 at December 31, 2011 and 2010, respectively. We determine our allowance by considering a number of factors, including the length of time accounts receivable are past due, our previous loss history, the customers’ current ability to pay their obligations to us, and the condition of the general economy and the industry as a whole. We write-off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for uncollectible accounts.

***Inventories***

Inventories are stated at the lower of cost (first-in, first-out method) or market (based on the lower of replacement cost or net realizable value). Costs include material, labor, and overhead required in the warehousing and production of our products. Inventory reserves are maintained for the estimated value of the inventory that may have a lower value than stated or quantities in excess of future production needs.

Inventories are as follows:

	<u>2011</u>	<u>2010</u>
Raw materials . . . . .	\$13,056,955	\$11,277,741
Work in process . . . . .	3,202,002	3,477,236
Finished goods . . . . .	3,880,764	2,395,843
Reserves . . . . .	(1,110,128)	(1,042,047)
Total . . . . .	<u>\$19,029,593</u>	<u>\$16,108,773</u>

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Property, Equipment and Depreciation***

Property and equipment are stated at cost less accumulated depreciation. Additions, improvements and major renewals are capitalized, while maintenance, repairs and minor renewals are expensed as incurred. When assets are retired or disposed of, the assets and related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in operations. Leasehold improvements are depreciated over the shorter of their estimated use lives or their remaining lease terms. All other property and equipment are depreciated by the straight-line method over their estimated useful lives, as follows:

Buildings . . . . .	39 Years
Leasehold improvements . . . . .	3-7 Years
Manufacturing equipment . . . . .	3-7 Years
Office and other equipment . . . . .	3-7 Years

***Finite Life Intangible Assets***

Finite life intangible assets are primarily related to acquired customer base and bond issuance costs and are amortized on a straight-line basis over their estimated useful lives. Finite life intangible assets at December 31, 2011 and 2010 are as follows:

	December 31, 2011			
	Remaining Lives (Years)	Gross Carrying Amount	Accumulated Amortization Amount	Net Book Value Amount
Bond Issue Costs . . . . .	10	\$ 79,373	\$ 29,105	\$ 50,268
Customer Base . . . . .	1	676,557	665,278	11,279
Totals . . . . .		<u>\$755,930</u>	<u>\$694,383</u>	<u>\$ 61,547</u>
	December 31, 2010			
	Remaining Lives (Years)	Gross Carrying Amount	Accumulated Amortization Amount	Net Book Value Amount
Bond Issue Costs . . . . .	11	\$ 79,373	\$ 23,814	\$ 55,559
Customer Base . . . . .	2	676,557	529,966	146,591
Other intangibles . . . . .	0	28,560	28,560	—
Totals . . . . .		<u>\$784,490</u>	<u>\$582,340</u>	<u>\$202,150</u>

Property and equipment at December 31, 2011 and 2010:

	2011	2010
Land . . . . .	\$ 260,000	\$ 260,000
Building and Leasehold Improvements . . . . .	6,370,570	6,316,133
Manufacturing Equipment . . . . .	14,156,261	11,816,653
Office and Other Equipment . . . . .	4,240,137	3,523,526
Accumulated Depreciation . . . . .	<u>(15,943,094)</u>	<u>(14,758,769)</u>
Net Property and Equipment . . . . .	<u>\$ 9,083,874</u>	<u>\$ 7,157,543</u>

***Assets Held for Sale***

Assets held for sale consist of property related to closed facilities that are currently being marketed for disposal. Assets held for sale are reported at the lower of their carrying value or estimated fair value less costs to sell. At December 31, 2011, land of \$12,500 and one building, net of accumulated depreciation, of \$244,003 are classified as held for sale and shown in Other Assets on the balance sheet. At December 31, 2010, land of \$27,000 and two buildings, net of accumulated depreciation, of \$405,000 were classified as held for sale and shown in Other Assets on the balance sheet. We recognized impairment charges of \$53,000 and \$56,000 related to one of these buildings during the years ended December 31, 2011 and 2010, respectively. The sale of this building was finalized December 15, 2011.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Amortization expense related to these assets was as follows:

Year ended December 31, 2011 . . . . .	\$140,603
Year ended December 31, 2010 . . . . .	141,399

Estimated future annual amortization expense related to these assets for the years ending December 31, is as follows:

2012 . . . . .	\$ 17,000
2013 . . . . .	5,000
2014 . . . . .	5,000
2015 . . . . .	5,000
2016 . . . . .	5,000
Thereafter . . . . .	25,000
	<u>\$ 62,000</u>

***Impairment Analysis***

We evaluate property and equipment and intangible assets with finite lives for impairment and for propriety of the related amortization periods, to determine whether adjustments to these amounts or useful lives are required based on current events and circumstances. The evaluation is based on our projection of the undiscounted future operating cash flows of the underlying assets. To the extent such projections indicate that future undiscounted cash flows are not sufficient to recover the carrying amounts of related assets, a charge might be required to reduce the carrying amount to the asset's estimated fair value. In 2011 and 2010, we recorded an impairment charge of approximately \$53,000 and \$56,000, respectively on a building held for sale. The building was sold on December 15, 2011.

***Preferred Stock***

Preferred stock issued is non-cumulative and nonconvertible. The holders of the preferred stock are entitled to a non-cumulative dividend of 12% when and as declared. In liquidation, holders of preferred stock have preference to the extent of \$1.00 per share plus dividends accrued but unpaid. No preferred stock dividends were declared or paid during the years ended December 31, 2011 and 2010.

***Revenue Recognition***

We recognize revenue upon shipment of manufactured products to customers, when title has passed, all contractual obligations have been satisfied and collection of the resulting receivable is reasonably assured. We also provide engineering services separate from the manufacture of a product. Revenue for engineering services, which are short term in nature, is recognized upon completion of the engineering process, providing standalone fair value to our customers. In addition, we have another separate source of revenue that comes from short-term repair services, which are recognized upon completion of the repairs, and the repaired products are shipped back to the customer. Shipping and handling costs charged to our customers are included in net sales, while the corresponding shipping expenses are included in cost of goods sold.

***Business Combinations***

We account for business combinations under the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, "Business Combinations". We recognize amounts for identifiable assets acquired and liabilities assumed equal to their estimated acquisition date fair values. We hired a third party valuation specialist to determine the value of property and equipment acquired. Transaction and integration costs associated with business combinations are expensed as incurred. Any excess of the acquisition price over the estimated fair value of net assets acquired is recorded as goodwill while any excess of the estimated fair value of net assets acquired over the acquisition price is recorded in current earnings as a gain.

***Product Warranties***

We provide limited warranty for the replacement or repair of defective product at no cost to our customers within a specified time period after the sale. We make no other guarantees or warranties, expressed or implied, of any nature whatsoever as to the goods including, without limitation, warranties to merchantability, fit for a particular purpose or non-infringement of patent or the like unless agreed upon in writing. We estimate the costs that may be incurred under our limited warranty and reserve based on actual historical warranty claims coupled with an analysis of unfulfilled claims at the balance sheet

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

date. Our warranty claims costs are not material given the nature of our products and services which normally result in repair and return in the same accounting period.

**Advertising**

Advertising costs are charged to operations as incurred. The total amount charged to expense was \$157,000 and \$167,000 for the years ended December 31, 2011 and 2010, respectively.

**Income Taxes**

We account for income taxes under the asset and liability method. Deferred income tax assets and liabilities are recognized annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

**Fair Value of Financial Instruments**

The carrying amounts of all financial instruments approximate their fair values. The carrying amounts for cash, accounts receivable, accounts payable, accrued liabilities and the line of credit approximate fair value because of the short maturity of these instruments. Based on the borrowing rates currently available to us for bank loans with similar terms and average maturities, the carrying value of our long-term debt approximates its fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair value framework requires the categorization of assets and liabilities into one of three levels based on the assumptions (inputs) used in valuing the asset or liability.

Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant

management judgment. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- Level 3: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

Our assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy. We endeavor to use the best available information in measuring fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As of December 31, 2010, our only asset or liability accounted for at fair value was our interest rate swap which was included in Other Long-Term Liabilities. The interest rate swap expired in 2011. We determined that the fair value of the swap, based on LIBOR and swap rates, fell within Level 2 in the fair value hierarchy.

**Stock-Based Compensation**

We account for stock-based compensation in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification 718, *Compensation—Stock Compensation*. Stock-based compensation expense was \$27,000 (\$.01 per diluted common share) for 2011 and \$32,000 (\$.01 per diluted common share) for 2010. See Note 7 for additional information.

**Derivative Financial Instruments**

On June 28, 2006, we entered into an interest rate swap agreement to effectively convert our industrial revenue bond debt from a variable rate to a fixed rate. The swap expired June 2011. The change in market value of an interest rate swap is recognized in the statements of income by a charge or credit to interest expense. Further information related to our interest rate swap is disclosed in Note 3.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Net Income Per Common Share***

Basic net income per common share is computed using the weighted-average number of common shares outstanding. For the years ended December 31, 2011 and 2010, no outstanding options were included in the computation of per-share amounts as the effect of all stock-based awards were antidilutive.

***Enterprise-Wide Disclosures***

Our results of operations for the years ended December 31, 2011 and 2010 represent a single reportable segment referred to as Contract Manufacturing within the EMS industry. We strategically direct production between our various manufacturing facilities based on a number of considerations to best meet our customers' requirements. We share resources for sales, marketing, information services, cash and risk

management, banking, credit and collections, human resources, payroll, internal control, audit, taxes, SEC reporting and corporate accounting. Consolidated financial information is available that is evaluated regularly by the chief operating decision maker in assessing performance and allocating resources.

Export sales represent approximately 6% of consolidated net sales for each of the years ended December 31, 2011 and 2010.

Net sales by our major EMS industry markets for the year ended December 31, 2011 and 2010 are as follows:

<i>(in thousands)</i>	Year Ended December 31	
	2011	2010
Aerospace and Defense . . . . .	\$ 16,478	\$16,152
Medical . . . . .	33,378	29,329
Industrial . . . . .	64,380	54,339
Total Net Sales . . . . .	\$114,236	\$99,820

Noncurrent assets, excluding deferred taxes, by country are as follows:

	United States	Mexico	Total
2011			
Net property and equipment . . . . .	\$8,811,273	\$272,601	\$9,083,874
Other assets . . . . .	393,056	7,726	400,782
2010			
Net property and equipment . . . . .	\$6,965,816	\$191,727	\$7,157,543
Other assets . . . . .	708,659	7,726	716,385

***Foreign Currency Transactions***

During the fourth quarter of 2010, we reevaluated the functional currency for our operations in Mexico and determined that the functional currency is the U.S. Dollar. As a result, the Company is no longer recording translation adjustments related to assets and liabilities or income and expense items that are transacted in the local

currency as a component of accumulated other comprehensive loss in shareholders' equity. Foreign exchange transaction gains and losses attributable to exchange rate movements related to transactions made in the local currency and on intercompany receivables and payables not deemed to be of a long-term investment nature are recorded in other income (expense).



**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 2 MAJOR CUSTOMERS AND CONCENTRATION OF CREDIT RISK**

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash and accounts receivable. With regard to cash, we maintain our excess cash balances in checking accounts at one high-credit quality financial institution. These accounts may at times exceed federally insured limits. We do not require collateral on our receivables.

Two divisions of General Electric, Co. (G.E.) accounted for 10% or more of our net sales during the past two years. G.E.'s Medical Division accounted for 16% and 19% of net sales for the years ended December 31, 2011 and 2010, respectively. G.E.'s Transportation Division accounted for 7% and 8% of net sales for the years ended December 31, 2011 and 2010, respectively. Together, G.E.'s Medical and Transportation Divisions accounted for 23% and 27% of net sales for the years ended December 31, 2011 and 2010, respectively. Accounts receivable from G.E.'s Medical and Transportation Divisions at December 31, 2011 and 2010 represented 17% and 14% of total accounts receivable, respectively.

**NOTE 3 FINANCING AGREEMENTS**

Our credit agreement with Wells Fargo Bank (WFB) provides for a line of credit arrangement of \$13.5 million, which expires on May 31, 2013, if not renewed. The credit arrangement also has a real estate term note with a maturity date of May 31, 2012, and a \$475,000

equipment term loan tied to equipment purchased in the Mankato acquisition (Note 9). The \$1,009,050 balance of the real estate term note was classified as current at December 31, 2011, however we are in negotiations to finalize and extend our real estate term note prior to maturity. Under the agreement, both the line of credit and real estate term note are subject to variations in the LIBOR rate. Our line of credit bears interest at three-month LIBOR + 3.00% (3.60% at December 31, 2011) while our real estate term note bears interest at three-month LIBOR + 3.5% (4.1% at December 31, 2011). The weighted-average interest rate on our line of credit and real estate term note were 3.81% and 4.27%, respectively for the year ended December 31, 2011. We had borrowings on our line of credit of \$9,345,044 and \$5,615,121 outstanding as of December 31, 2011 and 2010, respectively.

The line of credit and other installment debt with WFB contain certain covenants which, among other things, require us to adhere to regular reporting requirements, abide by annual shareholder dividend limitations, maintain certain financial performance, and limit the amount of annual capital expenditures.

The availability under the line is subject to borrowing base requirements, and advances are at the discretion of the lender. At December 31, 2011, we have net unused availability under our line of credit of approximately \$3.9 million. The line is secured by substantially all of our assets.

A summary of long-term debt balances at December 31, 2011 and 2010 is as follows:

<u>Description</u>	<u>2011</u>	<u>2010</u>
Term notes payable—Wells Fargo Bank, N.A.		
Real estate term note . . . . .	\$ 1,009,050	\$1,354,568
Equipment notes bearing interest at three month LIBOR + 4.5% (approx. 5.1%) and 4.95%, maturing May 2013 and May 2012, respectively with combined monthly payments of approximately \$42,000 plus interest; secured by substantially all assets.	514,077	493,510
Industrial revenue bond payable to the City of Blue Earth, Minnesota which bears a variable interest rate (approx. 0.4% at December 31, 2011), and has a maturity date of June 1, 2021, with principal of \$80,000 payable annually on June 1 . . . . .	600,000	725,000
Total long-term debt . . . . .	<u>2,123,127</u>	<u>2,573,078</u>
Current maturities of long-term debt . . . . .	(1,310,210)	(841,760)
Long-term debt—net of current maturities . . . . .	<u>\$ 812,917</u>	<u>\$1,731,318</u>

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 3 FINANCING AGREEMENTS (Continued)**

Future maturity requirements for long-term debt are as follows:

Years Ending December 31,	Amount
2012 .....	\$1,310,210
2013 .....	372,917
2014 .....	80,000
2015 .....	80,000
2016 .....	80,000
Future .....	200,000
	<u>\$2,123,127</u>

On June 28, 2006, we entered into an interest rate swap agreement with a notional amount of \$1,440,000 to effectively convert our industrial revenue bond debt from a variable rate to a fixed rate of 4.07% for five years, which expired in June 2011. We did not use this interest rate swap for speculative purposes. The fair value of the swap of \$18,140 was recorded in Other Long-Term Liabilities at December 31, 2010. The change in the fair value of (\$18,140) and (\$27,772) for the years ended December 31, 2011 and 2010, respectively was recorded as a component of interest expense.

**NOTE 4 INCOME TAXES**

The income tax expense for the years ended December 31, 2011 and 2010 consists of the following:

	2011	2010
Current taxes—Federal .....	\$273,000	\$128,000
Current taxes—State .....	(13,000)	(41,000)
Current taxes—Foreign .....	23,000	19,000
Deferred taxes—Federal .....	223,000	253,000
Deferred taxes—State .....	55,000	16,000
Income tax expense .....	<u>\$561,000</u>	<u>\$375,000</u>

The statutory rate reconciliation for the years ended December 31, 2011 and 2010 is as follows:

	2011	2010
Statutory federal tax provision .....	\$595,000	\$298,000
State income taxes .....	52,000	34,000
Effect of foreign operations .....	(6,000)	(5,000)
Income tax credits .....	(66,000)	(95,000)
NOL carryback true up .....	4,000	106,000
Other, including benefit of income taxed at lower rates .....	(18,000)	37,000
Income tax expense .....	<u>\$561,000</u>	<u>\$375,000</u>

Income from operations before income taxes was derived from the following sources:

	2011	2010
Domestic .....	\$1,666,000	\$820,000
Foreign .....	85,000	62,000
Total .....	<u>\$1,751,000</u>	<u>\$882,000</u>



**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 4 INCOME TAXES (Continued)**

Deferred tax assets (liabilities) at December 31, 2011 and 2010, consist of the following:

	<u>2011</u>	<u>2010</u>
Allowance for uncollectable accounts . . . . .	\$ 45,000	\$ 31,000
Inventories reserve . . . . .	408,000	383,000
Accrued vacation . . . . .	352,000	308,000
Health insurance reserve . . . . .	—	13,000
Non-compete amortization . . . . .	390,000	397,000
Stock-based compensation . . . . .	69,000	59,000
Other . . . . .	393,000	425,000
Deferred tax assets . . . . .	<u>1,657,000</u>	<u>1,616,000</u>
Prepaid expenses . . . . .	(200,000)	(211,000)
Property and equipment . . . . .	(923,000)	(592,000)
Deferred tax liabilities . . . . .	<u>(1,123,000)</u>	<u>(803,000)</u>
Net deferred tax assets . . . . .	<u>\$ 534,000</u>	<u>\$ 813,000</u>

The net deferred taxes summarized above have been classified on the accompanying consolidated balance sheets as follows:

Net current deferred tax assets . . . . .	\$ 805,000	\$594,000
Net non-current deferred tax assets (liabilities) . . . . .	<u>(271,000)</u>	<u>219,000</u>
Net deferred tax assets . . . . .	<u>\$ 534,000</u>	<u>\$813,000</u>

We have determined that it is more likely than not that our deferred tax assets will be realized, principally through anticipated taxable income in future tax years. As a result, we have determined that establishing a valuation allowance on our deferred tax assets is not necessary.

The tax effects from an uncertain tax position can be recognized in our consolidated financial statements, only if the position is more likely than not to be sustained on audit, based on the technical merits of the position. We recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The following table sets forth changes in our total gross unrecognized

tax benefit liabilities, excluding accrued interest, for the year ended December 31, 2011:

Balance as of December 31, 2009 . . . . .	\$115,000
Tax positions related to current year:	
Additions . . . . .	27,000
Reductions . . . . .	<u>(28,000)</u>
Balance as of December 31, 2010 . . . . .	114,000
Tax positions related to current year:	
Additions . . . . .	100,000
Reductions . . . . .	<u>(96,000)</u>
Balance as of December 31, 2011 . . . . .	<u>\$118,000</u>

The \$118,000 of unrecognized tax benefits as of December 31, 2011 includes amounts which, if ultimately recognized, will reduce our annual effective tax rate. It is included in Other Long-Term Liabilities on the accompanying consolidated balance sheets.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 4 INCOME TAXES (Continued)**

Our policy is to accrue interest related to potential underpayment of income taxes within the provision for income taxes. The liability for accrued interest as of December 31, 2011 was not significant. Interest is computed on the difference between our uncertain tax benefit positions and the amount deducted or expected to be deducted in our tax returns.

We are subject to income taxes in the U.S. federal jurisdiction and various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply.

With few exceptions, we are no longer subject to U.S. federal, state or local income tax examinations by tax authorities for the years before 2008.

**NOTE 5 COMPREHENSIVE INCOME**

Comprehensive income is comprised of net income and other comprehensive income. Other comprehensive income includes income or losses resulting from foreign currency translations recognized prior to 2011. The details of comprehensive income are as follows:

	Year Ended December 31 2011	Year Ended December 31 2010
Net income, as reported . . . . .	\$1,189,930	\$506,766
Other comprehensive income . . . . .	—	10,973
Comprehensive income . . . . .	\$1,189,930	\$517,739

**NOTE 6 401(K) RETIREMENT PLAN**

We have a 401(k) profit sharing plan (the “Plan”) for our employees. The Plan is a defined contribution plan covering substantially all of our U.S. employees. Employees are eligible to participate in the Plan after completing three months of service and attaining the age of 18. Employees are allowed to contribute up to 60% of their wages to the Plan. Historically we have matched 25% of the employees’ contribution up to 6% of covered compensation. We suspended this benefit from the second quarter of 2009 thru June 2010, at which time the match was reinstated. We made contributions of approximately \$196,000 and \$79,000 during the years ended December 31, 2011 and 2010, respectively.

no common shares were issued in connection with this plan. Through December 31, 2011, 22,118 common shares had been issued under this Plan.

**Stock Options**

In 1992, we approved the adoption of a fixed stock based compensation plan. In February 2003, we reached the maximum options allowed to be granted under that plan.

During 2003, our shareholders approved the adoption of the Nortech Systems Incorporated 2003 Stock Option Plan (the “2003 Plan”). On May 3, 2005, the shareholders approved the 2005 Incentive Compensation Plan (the “2005 Plan”) and eliminated the remaining 172,500 option shares available for grant under the 2003 Plan effective February 23, 2005. The total number of shares of common stock that may be granted under the 2005 Plan is 200,000, of which 29,000 remain available for grant at December 31, 2011. The 2005 Plan provides that option shares granted come from our authorized but unissued common stock. The price of the option shares granted under the plan will not be less than 100% of the fair market value of the common shares on the date of grant. Options are generally exercisable after one or more years and expire no later than 10 years from the date of grant.

**NOTE 7 INCENTIVE PLANS**

**Employee Profit Sharing**

During 1993, we adopted an employee profit sharing plan (the “Plan”). The purpose of the Plan is to provide a bonus for increased output, improved quality and productivity and reduced costs. We have authorized 50,000 common shares to be available under this Plan. In accordance with the terms of the Plan, employees could acquire newly issued shares of common stock for 90% of the current market value. During 2011 and 2010

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 7 INCENTIVE PLANS (Continued)**

During 2007, the Board of Directors approved the adoption of the FOCUS Incentive Plan (the "2007 Plan"). The purpose of the 2007 Plan was to provide incentives to our employees to increase our return on sales "ROS" performance measurement. The FOCUS plan was unique from the preceding Plans in that vesting of options was conditional upon our achievement of established performance measurements.

As these performance measures were not met, no options granted under this Plan will ever vest. Effective January 19, 2012, the Board of Directors terminated the 2007 Plan and as a result all outstanding options from this plan were cancelled.

We estimate the fair value of share-based awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense in the consolidated statements of income over the requisite service periods. Because share-based compensation expense is based on awards that are ultimately expected to vest, share-based compensation expense will be reduced to account for estimated forfeitures. We estimate forfeitures at the time of grant and revise the estimate, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

A summary of option activity under all plans as of December 31, 2011, and changes during the year then ended is presented below.

	Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding—January 1, 2011 . . . . .	663,150	\$7.32		
Forfeited . . . . .	(39,550)	7.28		
Outstanding—December 31, 2011 . . . . .	<u>623,600</u>	\$7.33	4.55	\$ —
Exercisable on December 31, 2011 . . . . .	<u>304,000</u>	\$7.21	3.46	\$ —

There were no grants during the years ended December 31, 2011 and 2010. The weighted average fair value of options vested during the years ended December 31, 2011 and 2010 were \$2.64 and \$3.69, respectively. The total intrinsic value of options exercised during the year ended December 31, 2010 was \$20. There were no options exercised for the year ended

We used the Black-Scholes option-pricing model to calculate the fair value of option-based awards. Our determination of fair value of option-based awards on the date of grant using the Black-Scholes model is affected by our stock price as well as assumptions regarding a number of subjective variables as noted in the following table. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, risk-free interest rate, and the expected life of the options. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected life of our stock options. The expected volatility and holding period are based on our historical experience. For all grants, the amount of compensation expense recognized has been adjusted for an estimated forfeiture rate, which is based on historical data. There were no grants during the years ended December 31, 2011 and 2010.

**Stock Options with Time-Based Vesting**

Total compensation expense related to stock options with time-based vesting for the years ended December 31, 2011 and 2010 was \$27,044 and \$31,728, respectively. As of December 31, 2011 there was no unrecognized compensation expense related to unvested option awards.

December 31, 2011. Cash received from options exercised under all share-based payment arrangements for the years ended December 31, 2010 was \$12,500. We recognize the tax benefit from the exercise of options in the statement of cash flows as a cash inflow from financing activities.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 7 INCENTIVE PLANS (Continued)**

***Equity Appreciation Rights Plan***

In November 2010, the Board of Directors approved the adoption of the Nortech Systems Incorporated Equity Appreciation Rights Plan (the "2010 Plan"). The total number of Equity Appreciation Right Units (Units) the Plan can issue shall not exceed an aggregate of 750,000 Units, of which 100,000 Units were issued during the year ended December 31, 2010. There were no additional Units granted during the year ended December 31, 2011.

The 2010 Plan provides that Units issued shall fully vest three years from the grant date unless terminated earlier. Units give the holder a right to receive a cash payment equal to the appreciation in book value per share of common stock from the base date, as defined, to the redemption date. Unit redemption payments under this plan shall be paid in cash within 90 days after we determine the book value of the Units as of the calendar year immediately preceding the redemption date. The Units issued during the year ended December 31, 2010 have a book value per Unit of \$6.84 and have a weighted average life remaining of one year at December 31, 2011. Total compensation expense related to these Units based on the estimated appreciation over their remaining term for the years ended December 31, 2011 and 2010 was \$57,000 and \$5,000, respectively.

**NOTE 8 COMMITMENTS AND CONTINGENCIES**

***Operating Leases***

We have various operating leases for production and office equipment, office space, and buildings under non-cancelable lease agreements expiring on various dates through 2017.

Rent expense for the years ended December 31, 2011 and 2010 amounted to approximately \$1,006,000 and \$914,000 respectively.

Approximate future minimum lease payments under non-cancelable leases are as follows:

<u>Years Ending December 31,</u>	<u>Amount</u>
2012 . . . . .	\$ 750,000
2013 . . . . .	625,000
2014 . . . . .	477,000
2015 . . . . .	415,000
2016 . . . . .	335,000
Thereafter . . . . .	336,000
Total . . . . .	<u>\$2,938,000</u>

***Litigation***

We are subject to various legal proceedings and claims that arise in the ordinary course of business. In our opinion, the amount of any ultimate liability with respect to these actions will not materially affect our consolidated financial statements or results of operations.

***Executive Life Insurance Plan***

During 2002, we set up an Executive Bonus Life Insurance Plan (the "Plan") for our key employees ("participants"). Pursuant to the Plan, we will pay a bonus to officer participants of 15% and a bonus to all other participants of 10% of the participants' base annual salary, as well as an additional bonus to cover federal and state taxes incurred by the participants. The participants are required to purchase life insurance and retain ownership of the life insurance policy once it is purchased. The Plan provides a five-year graded vesting schedule in which the participants vest at a rate of 20% each year. Should a participant terminate employment prior to the fifth year of vesting, that participant may be required to reimburse us for any unvested amounts, under certain circumstances. Expenses under the Plan were \$327,000 and \$338,000 for the years ended December 31, 2011 and 2010, respectively.

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 8 COMMITMENTS AND CONTINGENCIES (Continued)**

***Change of Control Agreements***

During 2002, we entered into Change of Control Agreements (the "Agreement(s)") with certain key executives ("the Executive(s)"). The Agreements provide an inducement for each Executive to remain as an employee in the event of any proposed or anticipated change of control in the organization, including facilitating an orderly transition, and to provide economic security for the Executive after a change in control has occurred.

In the event of an involuntarily termination, each Executive would receive their base salary, annual bonus at time of termination, and continued participation in health, disability and life insurance plans for a period of three years for officers and two years for all other participants. Participants would also receive professional outplacement services up to \$10,000, if applicable. Each Agreement remains in full force until the Executive terminates employment or we terminate the employment of the Executive.

**NOTE 9 BUSINESS ACQUISITION**

On May 4, 2010, we acquired all of the intellectual property and assets, excluding cash and receivables, of Trivirix Corporation, Milaca, MN for cash of \$403,000. The fair value of assets acquired included \$303,000 in inventories and \$100,000 in property and equipment. This operation specializes in design, manufacturing and post-production services of complex electronic and electromechanical medical devices for diagnostic, analytical and other life-science applications. This acquisition expands our capabilities and expertise serving medical electronics manufacturers. The acquisition has been accounted for as a business combination and results of operations for Milaca since the date of acquisition are included in the consolidated financial statements.

On January 1, 2011, we completed the purchase of certain assets and certain liabilities relating to Winland Electronics, Inc.'s EMS operations (Winland) located in Mankato, MN. Winland is a designer and manufacturer of custom electronic control products and systems. This purchase provided needed manufacturing capacity, particularly for supporting medical and industrial

customers with printed circuit board assemblies and higher-level builds. The acquisition was accounted for as a business combination and results of operations since the date of acquisition are included in the consolidated financial statements.

We paid \$1,042,389 in cash at closing, \$212,233 on July 1, 2011 and \$250,000 on October 1, 2011. As provided for in the purchase agreement, our July 1, 2011 required payment of \$250,000 was reduced by \$37,767 for acquired accounts receivable which were deemed uncollectible in the second quarter and assigned back to Winland. As part of the acquisition we also agreed to purchase from Winland a minimum of \$2,200,000 of inventories to be consumed over a period of 24 months. We have exceeded this minimum requirement as of December 31, 2011.

We also agreed to manufacture certain products for Winland's remaining proprietary monitoring devices business unit. For the year ended December 31, 2011, sales to Winland were approximately \$2,700,000. Accounts receivable outstanding from Winland was approximately \$424,000 at December 31, 2011. We also signed a six year agreement to lease office and manufacturing space at 1950 Excel Drive, Mankato, Minnesota, 56001, and sublease 1,924 square feet back to Winland through December 31, 2011. This sublease is now month to month. Net rent expense under this operating lease for the year ended December 31, 2011 was approximately \$253,000 and is included in cost of good sold.

The following table presents the allocation of the acquisition cost to the assets acquired and liabilities assumed, based on their estimated fair values at the time of the acquisition:

Accounts receivable . . . . .	\$ 1,914,723
Property, plant and equipment . . . . .	2,451,000
Accounts payable assumed . . . . .	(1,772,334)
Lease payoff . . . . .	<u>(259,385)</u>
Net assets acquired . . . . .	2,334,004
Purchase price . . . . .	<u>1,542,389</u>
Bargain purchase gain . . . . .	<u>\$ 791,615</u>

**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2011 AND 2010**

**NOTE 9 BUSINESS ACQUISITION (Continued)**

We recognized a \$791,615 bargain purchase gain related to the excess fair value over the purchase price for the assets acquired in the first quarter.

The table below reflects our unaudited pro forma combined results of operations as if the acquisition had taken place as of January 1, 2010:

	<b>Pro Forma For the Year Ended December 31, 2010 (unaudited)</b>
Net Sales . . . . .	\$114,473,000
Loss from Continuing Operations . . . . .	\$ (291,000)
Net Loss . . . . .	\$ (0.11)
Basic Loss per Common Share . . . . .	\$ (0.11)

Combined results for the two companies for the year ended December 31, 2010 were adjusted for the following in order to create the unaudited proforma results in the table above:

- Additional rent expense of approximately \$65,000 per quarter for the lease of the facility from

Winland, offset by building depreciation of \$21,000 per quarter,

- Additional depreciation expense of approximately \$40,000 per quarter resulting from the adjustment of property and equipment to their fair values,
- Elimination of inventory obsolescence charges of approximately \$297,000 as we did not acquire Winland's inventory as part of the acquisition,
- Tax benefit of approximately \$489,000 using an effective tax rate of 38 percent,
- The impact of these adjustments on outstanding shares of 2,742,389 was to decrease proforma loss per share by \$0.29.

The pro forma unaudited results do not purport to be indicative of the results which would have been obtained had the acquisition been completed as of the beginning of the earliest period presented. In addition they do not include any benefits that may result from the acquisition due to synergies that may be derived from the elimination of any duplicative costs.

## **Report of Independent Registered Public Accounting Firm on Supplementary Information**

To the Board of Directors and Shareholders  
Nortech Systems Incorporated and Subsidiary

Our audits of the consolidated financial statements referred to in our report dated March 9, 2012, (included elsewhere in this Annual Report on Form 10-K) also included the consolidated financial statement schedule of Nortech Systems Incorporated and Subsidiary, listed in Item 15(a) of this Form 10-K. This schedule is the responsibility of Nortech Systems Incorporated and Subsidiary's management. Our responsibility is to express an opinion based on our audits of the consolidated financial statements.

In our opinion, the consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ McGLADREY & PULLEN, LLP

Minneapolis, Minnesota

March 9, 2012



**NORTECH SYSTEMS INCORPORATED AND SUBSIDIARY**  
**SCHEDULE II—Valuation and Qualifying Accounts**  
**FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010**

<u>Classification</u>	<u>Balance at Beginning of Year</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Deductions</u>	<u>Balance at End of Year</u>
Year Ended December 31, 2011:				
Allowance for Uncollectible Accounts . . . . .	\$ 86,000	\$ 42,000	\$ (6,000)	\$ 122,000
Inventory Reserves . . . . .	1,042,000	889,000	(821,000)	1,110,000
Self-insurance Accrual . . . . .	35,000	49,000	(84,000)	—
Year Ended December 31, 2010:				
Allowance for Uncollectible Accounts . . . . .	\$ 138,000	\$ 58,000	\$ (110,000)	\$ 86,000
Inventory Reserves . . . . .	1,095,000	1,243,000	(1,296,000)	1,042,000
Self-insurance Accrual . . . . .	310,000	3,110,000	(3,385,000)	35,000



**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

(a) *Evaluation of disclosure controls and procedures.* In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), as of the end of the period covered by this Annual Report on Form 10-K, the Company’s management evaluated, with the participation of the Company’s President and Chief Executive Officer and the Chief Financial Officer, the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the President and Chief Executive Officer and the Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of the date of such evaluation in ensuring that information required to be disclosed in the Company’s Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to management, including the Company’s President and Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) *Changes in internal control.* There was no change in the Company’s internal control over financial reporting that occurred during the period covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

**Management’s Annual Report on Internal Control Over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control

over financial reporting. Our internal control system was designed to provide reasonable assurance to management and the board of directors regarding the effectiveness of our internal control processes over the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We have assessed the effectiveness of our internal controls over financial reporting as of December 31, 2011. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework. Based on our assessment, we believe that, as of December 31, 2011, our internal control over financial reporting is effective based on those criteria.

This annual report does not include an attestation report of the Company’s independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s independent registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE**

Information regarding the directors and executive officers of the Registrant will be included in the Registrant's 2011 proxy statement to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statement are incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

Information regarding executive compensation of the Registrant will be included in the Registrant's 2011 proxy statements to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statement are incorporated herein by reference.

The following table provides information about our equity compensation plans (including individual compensation arrangements) as of December 31, 2011.

<u>Plan category</u>	<u>Number of securities to be issued upon the exercise of outstanding options, warrants and rights(1)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)(2)</u>
Equity compensation plans approved by security holders . . . . .	623,600	\$7.33	201,500
Equity compensation plans not approved by security holders . . . . .	0	0	0
Total . . . . .	<u>623,600</u>	<u>\$7.33</u>	<u>201,500</u>

(1) Represents common shares issuable upon the exercise of outstanding options granted under our 1992 Employee Stock Incentive Plan (the "1992 Plan"), the 2003 Stock Option Plan (the "2003 Plan"), the 2005 Incentive Compensation Plan (the "2005 Plan") and the 2007 FOCUS Incentive Compensation Plan (the "2007 Plan").

(2) Represents common shares remaining available for issuance under the 2005 and 2007 Plans. The Board of Directors terminated the 2007 Plan effective January 19, 2012 and as a result only 29,000 options remain available for future issuance under equity compensation plans as of March 9, 2012.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Information regarding security ownership of certain beneficial owners and management of the Registrant will be included in the Registrant's 2011 proxy statements to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statements are incorporated herein by reference.

Information regarding executive compensation plans (including individual compensation arrangements) as of the end of the last fiscal year, on two categories of equity compensation plans (that is, plans that have been approved by security holders and plans that have not been approved by security holders) will be included in the Registrant's 2011 proxy statements to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statements are incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The information required by this Item will be included in the Registrant's 2011 proxy statements to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statements are incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item will be included in the Registrant's 2011 proxy statements to be filed with the Securities and Exchange Commission within 120 days after December 31, 2011, the end of our fiscal year, and said portions of the proxy statement are incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS, CONSOLIDATED FINANCIAL STATEMENTS SCHEDULES**

- (a)1. Consolidated Financial Statements—Consolidated Financial Statements and related Notes are included in Part II, Item 8, and are identified in the Index on Page 22.
- (a)2. Consolidated Financial Statement Schedule—The following financial statement schedule and the Auditors' report thereon is included in this Annual Report on Form 10-K:

	<u>Page</u>
Report of Independent Registered Public Accounting Firm on Supplementary Information . . . . .	35
Consolidated Financial Statement Schedule for the years ended December 31, 2011 and 2010:	
Schedule II Valuation and Qualifying Accounts . . . . .	36

All other schedules are omitted because the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

- (a)3. The following exhibits are incorporated herein by reference:
  - 23.1 Consent of McGladrey & Pullen, LLP.
  - 31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
  - 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
  - 32.1 Certification of the Chief Executive Officer and Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NORTECH SYSTEMS INCORPORATED

March 9, 2012

*/s/ RICHARD G. WASIELEWSKI*

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Richard G. Wasielewski  
*Chief Financial Officer and  
Principal Accounting Officer*

March 9, 2012

*/s/ MICHAEL J. DEGEN*

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Michael J. Degen  
*President, Chief Executive  
Officer and Director*

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

March 9, 2012

*/s/ MICHAEL J. DEGEN*

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Michael J. Degen  
*President, Chief Executive  
Officer and Director*

March 9, 2012

*/s/ MYRON KUNIN*

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Myron Kunin  
*Chairman and Director*

March 9, 2012

*/s/ RICHARD W. PERKINS*

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Richard W. Perkins,  
*Director*

March 9, 2012

*/s/ C. TRENT RILEY*

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C. Trent Riley,  
*Director*

March 9, 2012

*/s/ KEN LARSON*

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Ken Larson,  
*Director*

## INDEX TO EXHIBITS

### DESCRIPTIONS OF EXHIBITS

- 23.1 Consent of McGladrey & Pullen, LLP
- 31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of the Chief Executive Officer and Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement (Nos. 33-80906, 33-66246, and 333-145819) of Nortech Systems Incorporated on Form S-8 of our reports dated March 9, 2012 relating to our audit of the consolidated financial statements and the financial statement schedule which appear in this Annual Report on Form 10-K of Nortech Systems Incorporated for the year ended December 31, 2011.

/s/ MCGLADREY & PULLEN, LLP

Minneapolis, Minnesota  
March 9, 2012

**Certification**

I, Michael J. Degen, certify that:

1. I have reviewed this annual report on Form 10-K of Nortech Systems, Inc. and Subsidiary;
2. Based on my knowledge, this annual 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 the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such evaluation; and
  - d) Disclosed in this 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 officers 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: March 9, 2012

By: /s/ MICHAEL J. DEGEN

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Michael J. Degen  
Chief Executive Officer  
Nortech Systems Incorporated

**Certification**

I, Richard G. Wasielewski, certify that:

1. I have reviewed this annual report on Form 10-K of Nortech Systems, Inc. and Subsidiary;
2. Based on my knowledge, this annual 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 the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such evaluation; and
  - d) Disclosed in this 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 officers 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: March 9, 2012

By: /s/ RICHARD G. WASIELEWSKI

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Richard G. Wasielewski  
Chief Financial Officer



**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael J. Degen, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Nortech Systems Incorporated on Form 10-K for the year ended December 31, 2011, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Nortech Systems Incorporated.

March 9, 2012

By: /s/ MICHAEL J. DEGEN

Michael J. Degen  
*Chief Executive Officer*  
*Nortech Systems Incorporated*

I, Richard G. Wasielewski, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Nortech Systems Incorporated on Form 10-K for the year ended December 31, 2011, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Nortech Systems Incorporated.

March 9, 2012

By: /s/ RICHARD G. WASIELEWSKI

Richard G. Wasielewski  
*Chief Financial Officer*  
*Nortech Systems Incorporated*

## CORPORATE INFORMATION

### Registrar and Transfer Agent

Wells Fargo Shareowner Services

Mail: P.O. Box 64854  
St. Paul, MN 55164-0854  
Delivery: 161 North Concord Exchange  
South St. Paul, MN 55075  
Phone: (800) 468-9716 or (651) 450-4064  
Fax: (651) 450-4033  
E-mail: [stocktransfer@wellsfargo.com](mailto:stocktransfer@wellsfargo.com)

[www.wellsfargo.com/shareownerservices](http://www.wellsfargo.com/shareownerservices)

### Legal Counsel

Bert M. Gross  
7201 Metro Boulevard  
Edina, MN 55439

### Auditors

McGladrey & Pullen, LLP  
801 Nicollet Ave., 11th Floor, West Tower  
Minneapolis, MN 55402

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## DIRECTORS AND OFFICERS

MICHAEL J. DEGEN  
President, Chief Executive Officer & Director

MYRON KUNIN  
Chairman & Director  
Chairman & Chief Executive Officer (retired)  
Regis Corporation, Edina, MN

KENNETH LARSON  
Independent Director  
President & Chief Operating Officer (retired)  
Polaris Industries Inc., Medina, MN

RICHARD W. PERKINS  
Independent Director  
President & Chief Executive Officer  
Perkins Capital Management, Inc., Wayzata, MN

C. TRENT RILEY  
Independent Director  
President; Riley, Dettmann & Kelsey (retired)  
Minnetonka, MN

RICHARD G. WASIELEWSKI  
Senior Vice President & Chief Financial Officer

GARRY M. ANDERLY  
Senior Vice President, Corporate Finance &  
Treasurer

PETER L. KUCERA  
Senior Vice President, Quality & FOCUS Champion

JILL D. HESSELROTH  
Vice President, Global Supply Chain

CURTIS J. STEICHEN  
Senior Vice President, Commercial Operations

SHARI J. YANTES, SPHR  
Vice President, Human Resources

### For additional information about Nortech Systems, please contact:

Michael J. Degen  
President & Chief Executive Officer  
Nortech Systems Incorporated  
1120 Wayzata Boulevard East, Suite 201  
Wayzata, MN 55391  
(952) 345-2244  
[www.nortechsys.com](http://www.nortechsys.com)

### Nortech Systems' Headquarters

Nortech Systems Incorporated  
1120 Wayzata Boulevard East, Suite 201  
Wayzata, MN 55391

### Nortech Systems' Manufacturing and Service Locations

750 Industrial Drive  
Augusta, WI 54722

Intercon 1  
7746 Goedderz Road, Suite 110  
Baxter, MN 56425

4050 Norris Court N.W.  
Bemidji, MN 56601

1930 West 1st Street  
Blue Earth, MN 56013

1950 Excel Drive  
Mankato, MN 56001

12136 Crystal Lake Road  
Merrifield, MN 56465

925 6th Avenue N.E.  
Milaca, MN 56353

Avenida E 541, Parque Industrial Martel  
Apodaca, Nuevo León 66634 Mexico

### Operating Partner

Shenzhen, China



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[www.nortechsys.com](http://www.nortechsys.com)