RCM TECHNOLOGIES INC
Form 10-Q
May 10, 2007

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORTPURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

OR

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

For the transition period from to

Commission file number: 1-10245

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

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

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

(856) 486-1777
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
YES X NO

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

Large Accelerated Filer ____ Accelerated Filer ____ Non-Accelerated Filer X

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO X

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

Common Stock, $0.05 par value, 11,937,022 shares
outstanding as of May 9, 2007.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

------ --

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
March 31, 2007 and December 30, 2006

ASSETS

	March 31 2007
	(Unaudited
Current assets	
Cash and cash equivalents	$2,912,78
Accounts receivable, net of allowance for doubtful accounts of $1,685,000 (March 31, 2007) and $1,672,000 (December 30, 2006), respectively	49,215,61
Prepaid expenses and other current assets	2,016,57
Deferred tax assets	2,350,39
Total current assets	56,495,36
Property and equipment, at cost	
Equipment and leasehold improvements	8,858,43
Less: accumulated depreciation and amortization	4,530,57
	4,327,86
Other assets	
Deposits	176,52
Goodwill	39,328,99
Intangible assets, net of accumulated amortization of $486,000 (March 31, 2007) and $406,000 (December 30, 2006), respectively	589,18
	40,094,70
Total assets	$100,917,94

3

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - Continued
March 31, 2007 and December 30, 2006

LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2007
	(Unaudited)
Current liabilities	
Accounts payable and accrued expenses	$7,703,641
Accrued compensation	6,230,654
Payroll and withheld taxes	1,289,833
Income taxes payable	179,440
Total current liabilities	15,403,568
Stockholders' equity	
Preferred stock, $1.00 par value; 5,000,000 shares authorized; no shares issued or outstanding	
Common stock, $0.05 par value; 40,000,000 shares authorized; 11,928,126 and 11,822,126 shares issued and outstanding at March 31, 2007 and December 30, 2006, respectively	596,407
Additional paid-in capital	102,115,959
Accumulated other comprehensive income	989,725
Accumulated deficit	(18,187,718
	85,514,373
Total liabilities and stockholders' equity	$100,917,941

4

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

Thirteen Weeks Ended March 31, 2007 and April 1, 2006
(Unaudited)

	March 31 2007
Revenues	$54,493,14
Cost of services (1)	42,116,56
Gross profit	12,376,57
Operating costs and expenses	
Selling, general and administrative (2)	10,094,13
Depreciation	273,70
Amortization	80,08
	10,447,92
Operating income	1,928,65
Other income (expenses)	
Interest expense, net of interest income	(7,64
Loss on foreign currency transactions	(1,96
Legal settlement	800,00
	790,39
Income before income taxes	2,719,05
Income tax expense	1,148,13
Net income	1,570,91
Other comprehensive loss	
Foreign currency translation adjustment	(11,76
Comprehensive income	$1,559,1

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME - (Continued)
Thirteen Weeks Ended March 31, 2007 and April 1, 2006
(Unaudited)

	March 31, 2007
Basic earnings per share	
Basic earnings per share	$.13
Weighted average number of common shares outstanding	11,881,412
Diluted earnings per share	
Diluted earnings per share	$.13
Weighted average number of common and common equivalent shares outstanding (includes dilutive securities relating to options of 470,452 and 273,173 in the thirteen weeks ended March 31, 2007 and April 1, 2006, respectively)	12,351,864

6

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
Thirteen Weeks Ended March 31, 2007
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumula Other Comprehe Incom
	Shares	Amount		

Balance, December 30, 2006	11,822,126	$591,107	$101,559,302	$1,001,4
Exercise of stock options	106,000	5,300	370,655	
Translation adjustment				(11,7
Stock based compensation expense			186,002	
Net income				
Balance, March 31, 2007	11,928,126	$596,407	$102,115,959	$989,7

7

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Thirteen Weeks Ended March 31, 2007 and April 1, 2006
(Unaudited)

	March 31 2007
Cash flows from operating activities:	
Net income	$1,570,91
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation and amortization	353,78
Provision for allowance on accounts receivable	13,00
Stock-based compensation expense	186,00
Deferred tax assets	834,65
Changes in assets and liabilities:	
Accounts receivable	(1,116,67
Restricted cash	
Prepaid expenses and other current assets	(302,62
Accounts payable and accrued expenses	331,95
Accrued compensation	(1,885,51
Payroll and withheld taxes	146,17
Income taxes payable	119,64
Total adjustments	(1,319,59
Net cash provided by (used in) operating activities	$251,31

8
The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)
Thirteen Weeks Ended March 31, 2007 and April 1, 2006
(Unaudited)

	March 200
Cash flows from investing activities:	
Property and equipment acquired	($209,
Increase in deposits	(17,
Net cash used in investing activities	(227,
Cash flows from financing activities:	
Exercise of stock options	375,
Net borrowing on line of credit	
Net cash provided by financing activities	375,
Effect of exchange rate changes on cash and cash equivalents	63,
Increase in cash and cash equivalents	463,
Cash and cash equivalents at beginning of period	2,449,
Cash and cash equivalents at end of period	$2,912,
Supplemental cash flow information:	
Cash paid for:	
Interest expense	$48,
Income taxes	$217,

9
The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. General

The accompanying consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). This Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2006. Certain information and footnote disclosures, which are normally included in financial statements prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to SEC rules and regulations. The information reflects all normal and recurring adjustments that in the opinion of management are necessary for a fair presentation of the consolidated financial position of the Company and its consolidated results of operations for the interim periods set forth herein. The results for the thirteen weeks ended March 31, 2007 are not necessarily indicative of the results to be expected for the full year.

2. Fiscal Year

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. A 53-week year occurs periodically. The fiscal year ended December 30, 2006 was a 52-week reporting year. The first quarter of 2006, the 2006 fiscal year and the first quarter of 2007 ended on the following dates, respectively:

Period Ending	Weeks in Quarter	Weeks in Year t
April 1, 2006	Thirteen	Thirteen
December 30, 2006	Thirteen	Fifty-Two
March 31, 2007	Thirteen	Thirteen

3. Use of Estimates and Uncertainties

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

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

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

4. Acquisitions

On April 17, 2006, the Company purchased the operating assets of Techpubs, LLC ("Techpubs"), a Rhode Island limited liability company. Techpubs is a specialty provider of engineering services. The acquisition has been accounted for as a purchase transaction in accordance with Statement of Financial Accounting Standards (SFAS) No. 141 "Business Combinations." Accordingly, the results of operations of the acquired company have been included in the consolidated results of operations of the Company from the date of acquisition and are included in the engineering segment.

4. Acquisitions (Continued)

The purchase consideration at closing consisted of $600,000 in cash, legal cost of $22,000 and $300,000 of deferred consideration contingent upon achieving certain base levels of operating income for each of the three twelve month periods following the purchase.

The allocation of the purchase price is as follows:

	Amount (in thousands)		Period of Am
Non-compete agreements	$31		
Customer relationships	140		
Goodwill	451		
	$622		

In connection with certain acquisitions, the Company is obligated to pay contingent consideration to the selling shareholders upon the acquired business achieving certain earnings targets over periods ranging from two to three years following the acquisition. In general, the contingent consideration amounts fall into two categories: (a) Deferred Consideration - amounts are due if the acquisition achieves a base level of earnings which has been determined at the time of acquisition and (b) Earnouts - amounts payable are not fixed and are based on the growth in excess of the base level earnings. The Company's outstanding Deferred Consideration obligations, which relate to various acquisitions, are anticipated to result in approximately the following payments:

Amount

Year Ending	(in thousands)
December 29, 2007	$800
December 27, 2008	800
January 2, 2010	100
	$1,700

The Deferred Consideration and Earnouts, when paid, will be recorded as additional purchase consideration and added to goodwill on the consolidated balance sheet. Earnouts cannot be estimated with any certainty.

The following results of operations have been prepared assuming the acquisition had occurred as of the beginning of the periods presented. These results are not necessarily indicative of results of future operations nor of results that would have occurred had the acquisitions been consummated as of the beginning of the periods presented.

	Thirteen Weeks Ended	
	March 31, 2007	April 1, 2006 (Proforma)
Revenues	$54,493,148	$47,353,786
Operating income	1,928,659	1,649,251
Net income	$1,570,917	$830,987
Earnings per share	$.13	$.07

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

5. New Accounting Standards

In February 2007, the Financial Accounting Standards Board (the "FASB") issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities-Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 expands the use of fair value accounting but does not affect existing standards, which require assets and liabilities to be carried at fair value. Under SFAS 159, a company may elect to use fair value to measure accounts and loans receivable, available-for-sale and held-to-maturity securities, equity method investments, accounts payable, guarantees, issued debt and other eligible financial instruments. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently evaluating the impact, if any, that the adoption of SFAS 159 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 clarifies the principle that fair value should be based on assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes information used to develop those assumptions. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. SFAS 157 is effective for the Company's fiscal year beginning December 30, 2007, with early adoption permitted.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). The interpretation clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes." Specifically, FIN 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The interpretation is effective for fiscal years beginning after December 15, 2006. We adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, we recognized no material adjustments in the liability for unrecognized income tax benefits. We conducted our operations in multiple tax jurisdictions in United States and Canada. With few exceptions, we are no longer subject to audits by tax authorities for tax years prior to 2001. At March 31, 2007, we did not have any unrecognized tax benefits and had approximately $68,000 of interest or penalties accrued.

---

6. Line of Credit

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, administrative agent for a syndicate of banks, which provides for a $25 million Revolving Credit Facility and includes a sub-limit of $5.0 million for letters of credit (the "Revolving Credit Facility"). Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) the agent bank's prime rate.

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

The Revolving Credit Facility expires in August 2011. The weighted average interest rates, which include unused line fees, under the Revolving Credit Facility for the thirteen weeks ended March 31, 2007 and April 1, 2006 were 13.3% and 7.6%, respectively. During the thirteen weeks ended March 31, 2007 and April 1, 2006, the Company's outstanding borrowings ranged from $-0- to $1.5 million and $200,000 to $1.0 million, respectively. At March 31, 2007 and December 30, 2006, there were no outstanding borrowings under this facility. At March 31, 2007, there was a letter of credit outstanding for $116,000, which is used as collateral for a lease obligation. At March 31, 2007, the Company had availability for additional borrowings under the Revolving Credit Facility of $24.9 million.

7. Interest Expense, Net

Interest expense, net consisted of the following:

	Thirteen Weeks Ended March 31, 2007	Thirteen Weeks Ended April 1, 2006
Interest expense	($24,782)	($168,737)
Interest income	17,141	103,386
	($7,641)	($65,351)

8. Goodwill and Intangibles

SFAS No. 142 "Goodwill and Other Intangible Assets" ("SFAS 142") requires the Company to perform a goodwill impairment test on at least an annual basis. Application of the goodwill impairment test requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company conducts its annual goodwill impairment test as of November 30. The Company compares the fair value of each of its reporting units to their respective carrying values, including related goodwill. Future changes in the industry could influence the market multiples of comparable businesses and consequently could influence the results of future annual impairment tests. There were no events during the thirteen weeks ended March 31, 2007 that have indicated a need to perform the impairment test prior to the Company's annual test date.

13

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

8. Goodwill and Intangibles (Continued)

The following table reflects the components of intangible assets, excluding goodwill (in thousands):

	March 31, 2007		
	Gross Carrying Amount	Accumulated Amortization	Gross Ca Amount
Definite-lived intangible assets			

Non-compete agreements	$145	$42	$145
Customer relationships	930	444	930
Total	$1,075	$486	$1,075

9. Stockholders' Equity

Common Stock Reserved

Shares of unissued common stock were reserved for the following purposes:

	March 31, 2007
Exercise of options outstanding	1,625,000
Future grants of options	34,194
Total	1,659,194

10. Stock - Based Compensation

Effective as of January 1, 2006, the Company has adopted SFAS 123R "Share Based Payment" ("SFAS 123R"). SFAS 123R requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost is measured based on the fair value of the equity or liability instruments issued.

SFAS 123R covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans.

In addition to the accounting standard that sets forth the financial reporting objectives and related accounting principles, SFAS 123R includes an appendix of implementation guidance that provides expanded guidance on measuring the fair value of share-based payment awards. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 ("SAB 107") relating to SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

10. Stock - Based Compensation (Continued)

At March 31, 2007, the Company has four share-based employee compensation plans. Share-based compensation of $186,002, or $.02 per share, and share-based compensation expense of $304,967, or $.08 per share, was recognized for the thirteen weeks ended March 31, 2007 and April 1, 2006, respectively. The Company anticipates that share-based compensation will not exceed $750,000, or approximately $0.06 per share, for the year ending December 29, 2007.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model. There were options to purchase 5,000 shares of common stock granted during the thirteen weeks ended March 31, 2007. The share-based compensation expense attributable to the 5,000 options was $800 for the thirteen weeks ended March 31, 2007.

Expected volatility is based on the historical volatility of the price of our common stock since March 31, 2002. We use historical information to estimate expected life and forfeitures within the valuation model. The expected term of awards represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Compensation cost is recognized using a straight-line method over the vesting or service period and is net of estimated forfeitures. The stock price volatility, risk free interest rate and annualized forfeiture rate was 55.46%, 4.54% and 3.80% for the thirteen weeks ended March 31, 2007, respectively. The stock price volatility, risk free interest rate and annualized forfeiture rate was 33.96%, 4.82% and 5.88% for the thirteen weeks ended April 1, 2006, respectively.

As of March 31, 2007, we have approximately $891,000 of total unrecognized compensation cost related to non-vested awards granted under our various share-based plans, which we expect to recognize over a weighted-average period of 1.3 years. These amounts do not include the cost of any additional options that may be granted in future periods nor any changes in the Company's forfeiture rate.

We received cash from options exercised during the first thirteen weeks of fiscal years 2007 and 2006 of $375,955 and $97,452, respectively. The impact of these cash receipts is included in financing activities in the accompanying consolidated statements of cash flows.

Incentive Stock Option Plans

1992 Incentive Stock Option Plan (the 1992 Plan)

The 1992 Plan, approved by the Company's stockholders in April 1992 and amended in April 1998, provided for the issuance of up to 500,000 shares of common stock per individual to officers, directors, and key employees of the Company and its subsidiaries through February 13, 2002, at which time the 1992 Plan expired. The options issued were intended to be incentive stock options pursuant to Section 422A of the Internal Revenue Code. The option terms were not permitted to exceed ten years and the exercise price was not permitted to be less than 100% of the fair market value of the shares at the time of grant. The Compensation Committee of the Board of Directors determined the vesting period at the time of grant for each of these options. As of March 31, 2007, options to purchase 73,455 shares of common stock were outstanding.

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

The 1994 Plan, approved by the Company's stockholders in May 1994 and amended in April 1998, provided for issuance of up to 110,000 shares of common stock to non-employee directors of the Company through February 19, 2004, at which time the 1994 Plan expired. Options granted under the 1994 Plan were granted at fair market value at the date of grant, and the exercise of options is contingent upon service as a director for a period of one year. Options granted under the 1994 Plan terminate when an optionee ceases to be a Director of the Company. As of March 31, 2007, options to purchase 70,000 shares of common stock were outstanding.

10. Stock - Based Compensation (Continued)

Incentive Stock Option Plans (Continued)

1996 Executive Stock Option Plan (the 1996 Plan)

The 1996 Plan, approved by the Company's stockholders in August 1996 and amended in April 1999, provides for issuance of up to 1,250,000 shares of common stock to officers and key employees of the Company and its subsidiaries through January 1, 2006. Options are generally granted at fair market value at the date of grant. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant. As of March 31, 2007, options to purchase 988,545 shares of common stock were outstanding.

2000 Employee Stock Incentive Plan (the 2000 Plan)

The 2000 Plan, approved by the Company's stockholders in April 2001, provides for issuance of up to 1,500,000 shares of the Company's common stock to officers and key employees of the Company and its subsidiaries or to consultants and advisors utilized by the Company. The Compensation Committee of the Board of Directors may award incentive stock options or non-qualified stock options, as well as stock appreciation rights, and determines the vesting period at the time of grant. As of March 31, 2007, options to purchase 34,194 shares of common stock were available for future grants, and options to purchase 493,000 shares of common stock were outstanding.

Employee Stock Purchase Plan

The Company implemented an Employee Stock Purchase Plan (the "Purchase Plan") with stockholder approval, effective January 1, 2002. Under the Purchase Plan, employees meeting certain specific employment qualifications are eligible to participate and can purchase shares of Common Stock semi-annually through payroll deductions at the lower of 85% of the fair market value of the stock at the commencement or end of the offering period. The purchase plan permits eligible employees to purchase common stock through payroll deductions for up to 10% of qualified compensation. During the thirteen weeks ended March 31, 2007 and April 1, 2006 there were no shares issued under the Purchase Plan. As of March 31, 2007, there were 225,188 shares available for issuance under the Purchase Plan.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

11. Segment Information

The Company follows SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"), which establishes standards for companies to report information about operating segments, geographic areas and major customers. SFAS 131 has no effect on the Company's consolidated financial position, consolidated results of operations or liquidity. The accounting policies of each segment are the same as those described in the summary of significant accounting policies (see Note 1 to the consolidated financial statements).

The Company uses earnings before interest and taxes (operating income) to measure segment profit. Segment operating income includes selling, general and administrative expenses directly attributable to that segment as well as charges for allocating corporate costs to each of the operating segments. The following tables reflect the results of the segments consistent with the Company's management system (in thousands):

Thirteen Weeks Ended March 31, 2007	Information Technology	Engineering	Commercial
Revenue	$25,057	$18,975	$10,461
Operating expenses (1) (2)	23,563	18,305	10,342
EBITDA ((3))	1,494	670	119
Depreciation	119	118	37
Amortization of intangibles	72	8	
Operating income	1,303	544	82
Interest expense, net of (interest income)	4	3	1
Loss on foreign currency transactions		2	
Legal settlement			
Income taxes	548	228	34
Net income	$751	$311	$47
Total assets	$57,557	$26,134	$11,176
Capital expenditures	$161	$2	

17

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

11. Segment Information (Continued)

Thirteen Weeks Ended April 1, 2006	Information Technology	Engineering	Commercial
Revenue	$24,703	$11,385	$10,966
Operating expenses (1) (2)	23,301	11,406	10,402
EBITDA (1) ((3))	1,402	(21)	564
Depreciation	130	108	43
Amortization of intangibles	72		
Operating income	1,200	(129)	521
Interest expense, net of interest income	34	16	15
Loss on foreign currency transactions		13	
Income taxes (benefit)	541	(73)	235
Net income	$625	($85)	$271
Total assets	$52,963	$26,510	$10,802
Capital expenditures	$95	$510	

18

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

11. Segment Information (Continued)

Revenues reported for each operating segment are from external customers.

The Company is domiciled in the United States and its segments operate in the United States and Canada. Revenues and fixed assets by geographic area as of and for the thirteen weeks ended March 31, 2007 and April 1, 2006 are as follows (in thousands):

	Thirteen Week
	March 31, 2007
Revenues	
U. S.	$51,252
Canada	3,241
	$54,493
Fixed Assets	
U. S.	$4,296
Canada	32
	$4,328

12. Contingencies

In late 1998, two shareholders who were formerly officers and directors of the Company filed suit against the Company alleging that the Company wrongfully limited the number of shares of the Company's common stock that could have been sold by the plaintiffs under a registration rights agreement entered into in connection with the acquisition transaction pursuant to which the plaintiffs became shareholders of the Company. The plaintiffs claimed damages in an amount equal to the difference between the amounts for which they could have sold their RCM shares during the 12-month period ended March 11, 1999, but for the alleged wrongful limitation on their sales, and the amount for which the plaintiffs sold their shares during that period and thereafter.

A trial resulted in an August 2003 judgment in favor of the plaintiffs for $7.6 million that the Company unsuccessfully appealed in the New Jersey appellate courts. In June 2006, $8,622,458 was paid to the plaintiffs to satisfy and settle the judgment, which was paid from a previously funded escrow account that was classified as restricted cash. The consolidated financial statements as of and for the year ended December 28, 2002 were charged for the expense relating to the settlement.

In November 2002, the Company brought suit on professional liability claims against the attorneys and law firms who served as its counsel in the above-described acquisition transaction and in its subsequent dealings with the plaintiffs concerning their various relationships with the Company resulting from that transaction. In its lawsuit against its former counsel, the Company is seeking complete indemnification with respect to (1) its costs and counsel fees incurred in defending itself against the claims of the plaintiffs; (2) the amount paid to satisfy the judgment; and (3) its costs and counsel fees incurred in the prosecution of the legal malpractice action itself. In September 2005, the Company and the various attorney and law firm defendants agreed to the dismissal of the original suit and the filing of a new action against the same defendants in another section of the Superior Court of New Jersey. The complaint in the new action, in which the Company has asserted certain additional claims against the defendants, was filed in October 2005. In February 2007, the Company reached a settlement with one of the law firm defendants resulting in the recovery of $800,000. Discovery proceedings are continuing with the other defendants and a trial will likely be scheduled for the latter part of 2007.

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

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

Private Securities Litigation Reform Act Safe Harbor Statement

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations - (Continued)

Overview

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

RCM's operational performance in 2006 continued to gain momentum with a moderate increase in revenues and earnings over the comparable period in 2005. This was attributed to an improvement in the general economy, strength in our sector and increased capital spending by clients in selected markets. All three major business segments of the Company benefited from stronger economic conditions. So far, in 2007, RCM's financial performance has shown further modest improvement as compared to the same period a year ago, due to the continued strength of the economy and the marketing efforts of the Company. In addition, RCM's management continues to monitor its operating cost structure with a strong focus on working capital management and cash flows.

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

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

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

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

The majority of the Company's services are provided under purchase orders. Contracts are utilized on certain of the more complex assignments where the engagements are for longer terms or where precise documentation on the nature and scope of the assignment is necessary. Although contracts normally relate to longer-term and more complex engagements, they do not obligate the customer to purchase a minimum level of services and are generally terminable by the customer on 60 to 90 days' notice. Revenues are recognized when services are provided.

Overview (Continued)

Costs of services consist primarily of salaries and compensation-related expenses for billable consultants, including payroll taxes, employee benefits, and insurance. Selling, general and administrative expenses consist primarily of salaries and benefits of personnel responsible for business development, recruiting, operating activities, and training, and include corporate overhead expenses. Corporate overhead expenses relate to salaries and benefits of personnel responsible for corporate activities, including the Company's corporate marketing, administrative and reporting responsibilities and acquisition program. The Company records these expenses when incurred. Depreciation relates primarily to the fixed assets of the Company. Amortization relates to the allocation of the purchase price of an acquisition, which has been assigned to covenants not to compete, and customer lists. Acquisitions have been accounted for under SFAS No. 141 "Business Combinations," and have created goodwill.

Critical Accounting Policies

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

Revenue Recognition

The Company derives its revenues from several sources. All of the Company's segments perform consulting and staffing services. The Company's Engineering Services and Information Technology Services segments also perform project services. All of the Company's segments derive revenue from permanent placement fees.

Project Services - The Company recognizes revenues in accordance with the Securities and Exchange Commission, Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition" ("SAB 104") which clarifies application of U.S. generally accepted accounting principles to revenue transactions. Project services are generally provided on a cost-plus-fixed-fee or time-and-material basis. Typically, a customer will outsource a discrete project or activity and the Company assumes responsibility for the performance of such project or activity. The Company recognizes revenues and associated costs on a gross basis as services are provided to the customer and costs are incurred using its employees. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. The Company recognizes revenue on these deliverables at the time the client accepts and approves the deliverables. In instances where project services are provided on a fixed-price basis and the contract will extend beyond a 12-month period, revenue is recorded in accordance with the terms of each contract. In some instances, revenue is billed and recorded at the time certain milestones are reached, as defined in the contract. In other instances, revenue is billed and recorded based upon contractual rates per hour. In addition, some contracts contain "Performance Fees" (bonuses) for completing a contract under budget. Performance Fees, if any, are recorded when the contract is completed and the revenue is reasonably certain of collection. Some contracts also limit revenues and billings to maximum amounts. Provision for contract losses, if any, is made in the period such losses are determined. For contracts where there are multiple deliverables and the work has not been 100% complete on a specific deliverable the costs have been deferred. The associated costs are expensed when the related revenue is recognized.

Revenue Recognition (Continued)

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

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

Accounts Receivable

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

Goodwill

Goodwill represents the excess of the cost of businesses acquired over the fair market value of identifiable assets. In accordance with SFAS 142, "Goodwill and Other Intangible Assets," the Company performs its annual goodwill impairment testing, by reportable segment, in the fourth quarter, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. Application of the goodwill impairment test requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur, and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company conducted its annual goodwill impairment test for 2006 as of November 30, 2006 and identified no impairments. Goodwill at March 31, 2007 and December 30, 2006 was $39.3 million.

Long-Lived Assets

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

Accounting for Stock Options

The Company has used stock options to attract, retain and reward employees for long-term service.

Effective as of January 1, 2006, the Company has adopted SFAS 123R. SFAS 123R requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost is measured based on the fair value of the equity or liability instruments issued. SFAS 123R covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans.

In addition to the accounting standard that sets forth the financial reporting objectives and related accounting principles, SFAS 123R includes an appendix of implementation guidance that provides expanded guidance on measuring the fair value of share-based payment awards. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ("SAB 107") relating to SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

Since the Company adopted SFAS 123R, effective January 1, 2006 using the modified-prospective-transition-method the Company is required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding as of the beginning of the period of adoption. The Company measured share-based compensation cost using the Black-Scholes option pricing model.

Accounting for Income Taxes

In establishing the provision for income taxes and deferred income tax assets and liabilities, and valuation allowances against deferred tax assets, the Company makes judgments and interpretations based on enacted tax laws, published tax guidance, and estimates of future earnings. As of March 31, 2007, the Company had total net deferred tax assets of $2.4 million, primarily representing the tax effect of a tax net operating loss carryfoward. Realization of deferred tax assets is dependent upon the likelihood that future taxable income will be sufficient to realize these benefits over time, and the effectiveness of tax planning strategies in the relevant tax jurisdictions. In the event that actual results differ from these estimates and assessments, additional valuation allowances may be required.

Forward-looking Information

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

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

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

Thirteen Weeks Ended March 31, 2007 Compared to Thirteen Weeks Ended April 1, 2006

A summary of operating results for the fiscal periods ended March 31, 2007 and April 1, 2006 is as follows (in thousands, except for earnings per share data):

	March 31, 2007	
	Amount	% of Revenue

Revenues	$54,493	100.0
Cost of services	42,116	77.3
Gross profit	12,377	22.7
Selling, general and administrative	10,094	18.6
Depreciation and amortization	354	.6
	10,448	19.2
Operating income	1,929	3.5
Other income (expense)	790	1.5
Income before income taxes	2,719	5.0
Income taxes	1,148	2.1
Net income	$1,571	2.9
Earnings per share		
Basic:	$.13	
Diluted:	$.13	

The above summary is not a presentation of results of operations under generally accepted accounting principles in the United States of America and should not be considered in isolation or as an alternative to results of operations as an indication of the Company's performance.

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. A 53-week year occurs periodically. The year to date reporting periods ended March 31, 2007 and April 1, 2006 consisted of thirteen weeks each.

Revenues. Revenues increased 15.8%, or $7.4 million, for the thirteen weeks ended March 31, 2007 as compared to the same period in the prior year (the "comparable prior year period"). Revenues increased $354,000 in the Information Technology ("IT") segment, increased $7.6 million in the Engineering segment, and decreased $505,000 in the Commercial segment. Management attributes the overall increase to an improvement of the general economy and successful marketing and sales efforts. Management expects revenues for the remainder of fiscal 2007 to remain generally consistent on a prorated basis with the revenues for the thirteen weeks ended March 31, 2007. Revenues that were attributable to acquisitions since April 1, 2006, which were not included in the comparable prior year period, were approximately $300,000.

Thirteen Weeks Ended March 31, 2007 Compared to Thirteen Weeks Ended April 1, 2006 (Continued)

Cost of Services. Cost of services increased 20.3%, or $7.1 million, for the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period. This increase was primarily due to the increase in revenues. Cost of services as a percentage of revenues increased to 77.3% for the thirteen weeks ended March 31, 2007 from 74.4% for the comparable prior year period. This increase was primarily attributable to increased revenues in the Engineering segment, which had lower gross margins. Management anticipates the ratio of cost of sales to revenues for the remainder of fiscal 2007 to decrease as certain reductions are realized in statutory employer payroll taxes.

Selling, General and Administrative. Selling, general and administrative ("SGA") expenses were essentially unchanged, for the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period. As a percentage of revenues, SGA expenses were 18.6% for the thirteen weeks ended March 31, 2007 as compared to 21.4% for the comparable prior year period. This decrease was primarily attributable to the spreading of certain fixed administrative costs over an increased revenue base. Management reasonably expects SGA expenses for the remainder of fiscal 2007 to remain consistent with the SGA expenses for the thirteen weeks ended March 31, 2007.

Depreciation and Amortization. Depreciation and amortization ("DA") were essentially unchanged for the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period.

Other Expense. Other expense consists of interest expense, net of interest income and gains and losses on foreign currency transactions and in 2007 the proceeds from a legal settlement. For the thirteen weeks ended March 31, 2007, actual interest expense of $24,782 was offset by $17,141 of interest income, which was earned from short-term money market deposits. Interest expense, net decreased $57,700 for the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period. This decrease was primarily due to decreased borrowing requirements, which was offset by an increase in weighted average interest rates on borrowed funds. Losses on foreign currency transactions decreased $11,000 in the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period. This modest decrease was attributable to the decrease in the number of foreign currency transactions. The proceeds from the legal settlement in 2007 were realized when the Company reached a settlement with one of the law firm defendants resulting in the recovery of $800,000. (See footnote 11 to the consolidated financial statements).

Income Tax. Income tax expense increased 63.4%, or $446,000, for the thirteen weeks ended March 31, 2007 as compared to the comparable prior year period. This increase was principally attributable to an increase in income before taxes. The effective tax rate was 42.2% for the thirteen weeks ended March 31, 2007 as compared to 46.4% for the comparable prior year period. The decrease in effective tax rate was attributable to the decreased amount of non-tax-deductible stock compensation expense in relation to increased income before income tax purposes.

Management's Discussion and Analysis of
Financial Condition and Results of Operations - (Continued)

Thirteen Weeks Ended March 31, 2007 Compared to Thirteen Weeks Ended April 1, 2006 - (Continued)

Segment Discussion (See Footnote 11)

Information Technology

IT revenues of $25.1 million for the thirteen weeks ended March 31, 2007 increased $354,000, or 1.4%, compared to the comparable prior year period. The increase in revenue was attributable to the strengthening of demand for the Company's IT services. The IT segment EBITDA was $1.5 million, or 65.4% of the overall EBITDA for 2007, as compared to $1.4 million, or 72.1% of the overall EBITDA, for 2006.

Engineering

Engineering revenues of $19.0 million for the thirteen weeks ended March 31, 2007 increased $7.6 million, or 66.7%, compared to the comparable prior year period. The increase in revenue was attributable to the strengthening of demand for the Company's Engineering services. The Engineering segment EBITDA was $670,000, or 29.3% of the overall EBITDA for the thirteen weeks ended March 31, 2007, as compared to a loss of $21,000, or 8.1% of the overall EBITDA for the comparable prior year period.

Commercial

Commercial revenues of $10.5 million for the thirteen weeks ended March 31, 2007 decreased $505,000, or 4.6% compared to the comparable prior year period. The modest decrease in revenues was attributable to a leveling of economic activity within this segment. The Commercial segment EBITDA was $119,000, or 5.2% of the overall EBITDA, for the thirteen weeks ended March 31, 2007 as compared to $564,000, or 30.0% of the overall EBITDA for the comparable prior year period.

28

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations - (Continued)

Liquidity and Capital Resources

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

	Thirteen Weeks E
	March 31, 2007
	(In thousands

Operating Activities	$251
Investing Activities	($227)
Financing Activities	$338

Operating Activities

Operating activities provided $251,000 of cash for the thirteen weeks ended March 31, 2007 as compared to $1.8 million for the comparable 2006 period. The decrease in cash provided by operating activities was primarily attributable to increased earnings, an increase in accounts payable and accrued expenses, an increase in payroll and withheld taxes, an increase in income taxes payable and a decrease in deferred tax assets. These factors were offset by an increase in accounts receivable, an increase in prepaid expenses and other current assets and a decrease in accrued compensation. Based on current operating activities and the drivers of those activities, management reasonably expects that cash will be provided from operating activities for the remainder of fiscal 2007. The Company continues to institute enhanced controls and standardization over its receivables collection and disbursement processes.

Investing Activities

Investing activities used $227,000 for the thirteen weeks ended March 31, 2007 as compared to $778,000 for the comparable 2006 period. The decrease in the use of cash for investing activities for 2007 as compared to the comparable 2006 period was primarily attributable to a decrease in expenditures for property and equipment.

Financing Activities

Financing activities principally consisted of receipt of proceeds from the exercise of stock options of $380,000 in 2007 as compared to borrowing of $3.2 million for the comparable 2006 period.

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, administrative agent for a syndicate of banks, which provides for a $25 million Revolving Credit Facility (the "Revolving Credit Facility"). Availability of credit under the Revolving Credit Facility is based on 80% of the aggregate amount of accounts receivable for which not more than 90 days have elapsed since the date of the original invoice. Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin or (ii) the agent bank's prime rate.

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

Liquidity and Capital Resources (Continued)

The Revolving Credit Facility expires in August 2011. The weighted average interest rates, which include unused line fees, under the Revolving Credit Facility for the thirteen weeks ended March 31, 2007 and April 1, 2006 were 13.3% and 7.6%, respectively. During the thirteen weeks ended March 31, 2007 and April 1, 2006, the Company's outstanding borrowings ranged from $-0- to $1.5 million and $200,000 to $1.0 million, respectively. At March 31, 2007 and December 30, 2006, there were no outstanding borrowings under this facility. At March 31, 2007, there was a letter of credit outstanding for $116,000, which is used as collateral for a lease obligation. At March 31, 2007, the Company had availability for additional borrowings under the Revolving Credit Facility of $24.9 million.

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

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

The Company does not currently have material commitments for capital expenditures and does not currently anticipate entering into any such commitments during the next twelve months. The Company's current commitments consist primarily of lease obligations for office space. The Company believes that its capital resources are sufficient to meet its present obligations and those to be incurred in the normal course of business for the next twelve months.

At March 31, 2007, the Company had a deferred tax asset totaling $2.4 million, primarily representing the tax effect of a tax net operating loss carryfoward. The Company expects to utilize the deferred tax asset during the twelve months ending March 29, 2008 by offsetting the related tax benefits of such assets against tax liabilities incurred from forecasted taxable income.

Summarized below are the Company's obligations and commitments to make future payments under lease agreements and debt obligations as of March 31, 2007 (in thousands):

			Payments Due by Perio
	Total	Less Than 1 Year	1-3 Years

Long-Term Debt Obligations (1)			
Operating Lease Obligations	$9,415	$2,048	$3,961
Total	$9,415	$2,048	$3,961

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations - (Continued)

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's investment portfolio and debt instruments, which primarily consist of its line of credit. The Company does not have any derivative financial instruments in its portfolio. The Company places its investments in instruments that meet high credit quality standards. The Company is adverse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and reinvestment risk. As of March 31, 2007, the Company's investments consisted of cash and money market funds. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. Presently the impact of a 10% (approximately 90 basis points) increase in interest rates on its variable debt (using average debt balances during the thirteen weeks ended March 31, 2007 and average interest rates) would have a relatively nominal impact on the Company's results of operations. The Company does not expect any material loss with respect to its investment portfolio.

ITEM 4. CONTROLS AND PROCEDURES

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

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

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See discussion of Legal Proceedings in Note 12 to the consolidated financial statements included in Item 1 of this report, which is incorporated by reference herein.

ITEM 6. EXHIBITS

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

RCM TECHNOLOGIES, INC.

SIGNATURES

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

RCM Technologies, Inc.

Date: May 10, 2007 By: /s/ Stanton Remer

Stanton Remer
Executive Vice President,
Chief Financial Officer,
Treasurer, Secretary and Director
(Principal Financial Officer and
Duly Authorized Officer of the Registrant)

34

Exhibit 31.1

RCM TECHNOLOGIES, INC.

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

CERTIFICATION

I, Leon Kopyt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) 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 officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Date: May 10, 2007

/s/ Leon Kopyt
Leon Kopyt
Chief Executive Officer

35

Exhibit 31.2

RCM TECHNOLOGIES, INC.

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

CERTIFICATION

I, Stanton Remer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) 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 officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Date: May 10, 2007

/s/ Stanton Remer
Stanton Remer
Chief Financial Officer

Exhibit 32.1

RCM TECHNOLOGIES, INC.

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

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

(1) The Company's periodic report on Form 10-Q for the quarter ended March 31, 2007 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

/s/ Leon Kopyt
Leon Kopyt
Chief Executive Officer

Date: May 10, 2007

Exhibit 32.2

RCM TECHNOLOGIES, INC.

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

I, Stanton Remer, Chief Financial Officer of RCM Technologies, Inc., a Nevada corporation (the "Company"), hereby certify that, to my knowledge:

(1) The Company's periodic report on Form 10-Q for the quarter ended March 31, 2007 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

/s/ Stanton Remer
Stanton Remer
Chief Financial Officer

Date: May 10, 2007