



**QUARTERLY REPORT
SEPTEMBER 30, 2017
UNAUDITED**

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OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

Orbit International Corp.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 80 Cabot Court

Address 2: Hauppauge, NY 11788

Address 3:

Phone: 631-435-8300

Email: info@orbitintl.com

Website(s): www.orbitintl.com

IR Contact

Address 1: 80 Cabot Court

Address 2: Hauppauge, NY 11788

Address 3:

Phone: 631-435-8300

Email: dgoldman@orbitintl.com

Website(s): www.orbitintl.com

3) Security Information

Trading Symbol: ORBT

Exact title and class of securities outstanding: Common Stock

CUSIP: 685559304

Par or Stated Value: \$0.10

Total shares authorized: 10,000,000 as of: 9/30/2017

Total shares outstanding: 3,619,504 as of: 9/30/2017

Additional class of securities (if necessary):

Trading Symbol:

Exact title and class of securities outstanding:

CUSIP:

Par or Stated Value:

Total shares authorized:

as of:

Total shares outstanding:

as of:

Transfer Agent

Name: American Stock Transfer and Trust Company, LLC

Address 1: 6201 15th Avenue

Address 2: Brooklyn, NY 11219

Address 3:

Phone: 718-921-8200

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

The Company had no offerings in the past two fiscal years or in the current interim period.

The following is a reconciliation of the Company's outstanding shares from 1/1/15-9/30/17:

Outstanding shares at 1/1/15	4,485,118
Purchase of treasury shares (1/1/15-12/31/15)	<u>(101,760)</u>
Outstanding shares at 12/31/15	4,383,358
Purchase of treasury shares (1/1/16-12/31/16)	<u>(196,201)</u>
Shares outstanding at 12/31/16	4,187,157
Forfeiture of restricted shares (1/1/17-9/30/17):	
Kenneth Ice-Former President, Orbit Electronics Group	(4,400)
Purchase of treasury shares (1/1/17-9/30/17)	<u>(563,253)</u>
Shares outstanding at 9/30/17	<u><u>3,619,504</u></u>

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcicq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

The Company's consolidated financial statements are included herein beginning on page 11.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Orbit International Corp. conducts its operations through its Electronics and Power Groups. The Company's Electronics Group is comprised of its Orbit Instrument, Tulip Development Laboratory ("TDL") and Integrated Combat Systems ("ICS") Divisions. Through its Orbit Instrument and TDL Divisions, the Company is engaged in the design, manufacture and sale of customized electronic components and subsystems. ICS, based in Louisville, Kentucky, performs systems integration for gun weapons systems and fire control interface and cable and harness assembly. The Power Group is comprised of the Company's wholly owned subsidiary, Behlman Electronics Inc. ("Behlman"), and is engaged in the design and manufacture of high quality commercial power units, AC power, frequency converters, uninterruptible power supplies and commercial-off-the-shelf ("COTS") power solutions.

B. Date and State (or Jurisdiction) of Incorporation:

Orbit International Corp. was incorporated under the laws of the State of New York on April 4, 1957 as Orbit Instrument Corp. In December 1986, the state of incorporation was changed from New York to Delaware and in July 1991, the Company's name was changed to Orbit International Corp.

C. the issuer's primary and secondary SIC Codes;

3679 (Electronic Components, not elsewhere classified)

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

The Electronics Group's ("OEG") principal products include remote control units ("RCU"), intercommunication panels, displays, keyboards, keypads and pointing devices, operator control trays, command display units ("CDU'S"), gun weapon system products and cable and harness assemblies. These products are used primarily in support of military programs. The Power Group's principal products include power supplies, frequency converters, uninterruptible power supply products, armament systems and inverters. These products are primarily used in commercial applications and in support of military programs.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the

properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Our plant and executive offices are located at 80 Cabot Court, Hauppauge, New York. This facility, which consists of approximately 60,000 square feet (of which approximately 50,000 square feet are available for manufacturing operations) in a two-story, brick building, was completed in October 1982 and expanded in 1985. We are currently operating this facility at approximately 70% of capacity. In March 2001, we completed a sale-leaseback transaction whereby we sold our land and building for \$3,000,000 and entered into a twelve-year net lease with the buyer of the property. Effective January 1, 2011, we entered into an amendment to the lease. The amendment extended the lease expiration date to December 31, 2021 and modified the lease payments as follows: approximately \$32,500 per month for January 2011 through December 2013, approximately \$35,400 per month for January 2014 through December 2016, and approximately \$38,600 per month for January 2017 through December 2021. In connection with the lease amendment, our landlord agreed, at its sole expense, to make certain improvements to the facility.

In December 2007, our Behlman subsidiary entered into a lease for a 2,000 square foot facility at 2363 Teller Road, Unit 108, Newbury Park, California, which was used as a selling office for all of the Company's operating units. In December 2012, the lease was amended whereby the expiration date was extended to December 31, 2017 at a lease payment of approximately \$2,300 per month for the term of the lease. In November 2016, we requested from the landlord an early termination of the lease and in February 2017, this lease was terminated effective March 31, 2017. In March 2017, we entered into a one year lease for a 503 square foot facility located at 199 W. Hillcrest Drive, Thousand Oaks, California which is used as a selling office for the Electronics Group. The monthly lease payment is \$2,300 and the lease expires March 31, 2018, but is subject to an automatic one year renewal, at prevailing market rates, assuming no prior notification of termination from the tenant.

Our ICS division operates out of a 2,500 square foot facility in Louisville, Kentucky. In March 2014, ICS entered into a lease for a three-year period, with a three-year renewal option, for approximately 4,700 square feet. The lease payments were as follows: approximately \$4,100 per month for April 2014 through March 2015, approximately \$4,300 per month for April 2015 through March 2016, and approximately \$4,500 per month for April 2016 through March 2017. Our lease at this location expired March 31, 2017. In December 2016, ICS entered into a new two-year sub-lease agreement for a different facility which is also located in Louisville, Kentucky. The lease payments at the new facility are \$1,685 per month for January 2017 through December 2018.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business

development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Officers and Directors

Mitchell Binder-President, CEO and Director
David Goldman-CFO, Treasurer, Secretary and Director
Karl Schmidt-COO
Wayne Cadwallader-Director
Fredric Gruder-Director
Bernard Karcinell-Director

Control Persons:

<u>Name and Address</u>	<u>Shares Beneficially Owned</u>	<u>Percentage of Class</u>
Elkhorn Partners Limited Partnership 2222 Skyline Drive Elkhorn, NE 68022	1,689,602 (1)	46.68%

- (1) Based on information provided to the Company in June 2017.
Includes shares owned individually by the partnership's general partner.

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<u>Name and Address</u>	<u>Shares Beneficially Owned</u>	<u>Percentage of Class</u>
Elkhorn Partners Limited Partnership, Alan S. Parsow- General Partner 2222 Skyline Drive Elkhorn, NE 68022	1,689,602 (1)	46.68%

(1) Based on information provided to the Company in June 2017. Includes shares owned individually by the partnership's general partner.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Irvin Brum
Firm: Ruskin Moscou Faltischek P.C.
Address 1: 1425 RXR Plaza
Address 2: East Tower, 15th Floor
Uniondale, NY 11556
Phone: 516-663-6610
Email: ibrum@rmfpc.com

Accountant or Auditor

Name: Michael Monahan
Firm: CohnReznick LLP
Address 1: 100 Jericho Quadrangle
Address 2: Jericho, NY 11753
Phone: 516-336-5509
Email: michael.monahan@cohnreznick.com

Investor Relations Consultant-N/A

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.-N/A

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Mitchell Binder certify that:

1. I have reviewed this quarterly report of Orbit International Corp.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14, 2017

/s/ Mitchell Binder
CEO

I, David Goldman certify that:

1. I have reviewed this quarterly report of Orbit International Corp.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14, 2017

/s/ David Goldman
CFO

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	September 30, <u>2017</u> (unaudited)	December 31, <u>2016</u>
Current assets:		
Cash and cash equivalents.....	\$ 791,000	\$ 2,076,000
Investments in marketable securities....	301,000	210,000
Accounts receivable (less allowance for doubtful accounts of \$115,000).....	3,036,000	2,775,000
Inventories.....	10,017,000	10,002,000
Income tax receivable.....	6,000	18,000
Other current assets.....	<u>210,000</u>	<u>205,000</u>
Total current assets.....	14,361,000	15,286,000
Property and equipment, net.....	204,000	270,000
Goodwill.....	868,000	868,000
Other assets.....	33,000	40,000
Deferred tax asset.....	<u>550,000</u>	<u>300,000</u>
TOTAL ASSETS.....	<u>\$16,016,000</u>	<u>\$16,764,000</u>

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

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(continued)

	September 30, <u>2017</u> (unaudited)	December 31, <u>2016</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable.....	\$ 709,000	\$ 483,000
Accrued expenses.....	950,000	1,000,000
Customer advances.....	<u>185,000</u>	<u>87,000</u>
Total current liabilities.....	1,844,000	1,570,000
STOCKHOLDERS' EQUITY		
Common stock - \$.10 par value, 10,000,000 shares authorized, 4,582,000 and 4,877,000 shares issued at September 30, 2017 and December 31, 2016, respectively, and 3,620,000 and 4,187,000 shares outstanding at September 30, 2017 and December 31, 2016, respectively.....	458,000	488,000
Additional paid-in capital.....	20,923,000	22,029,000
Treasury stock, at cost, 962,000 and 690,000 shares at September 30, 2017 and December 31, 2016, respectively.....	(3,419,000)	(2,273,000)
Accumulated other comprehensive loss, net of tax	-	(24,000)
Accumulated deficit.....	<u>(3,790,000)</u>	<u>(5,026,000)</u>
Total stockholders' equity.....	<u>14,172,000</u>	<u>15,194,000</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	<u>\$16,016,000</u>	<u>\$16,764,000</u>

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

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Net sales.....	\$15,254,000	\$15,204,000	\$ 5,004,000	\$ 5,484,000
Cost of sales.....	<u>9,286,000</u>	<u>9,798,000</u>	<u>2,925,000</u>	<u>3,479,000</u>
Gross profit.....	<u>5,968,000</u>	<u>5,406,000</u>	<u>2,079,000</u>	<u>2,005,000</u>
Selling, general and administrative expenses.....	4,960,000	4,879,000	1,644,000	1,573,000
Interest expense....	-	23,000	-	7,000
Investment and other (income) expense, net.....	<u>10,000</u>	<u>(25,000)</u>	<u>(5,000)</u>	<u>(15,000)</u>
Income before income tax (benefit) provision.....	998,000	529,000	440,000	440,000
Income tax (benefit) provision.....	<u>(238,000)</u>	<u>(35,000)</u>	<u>(259,000)</u>	<u>(15,000)</u>
NET INCOME.....	1,236,000	564,000	699,000	455,000
Change in unrealized gains (losses) on marketable securities, net of income tax...	<u>24,000</u>	<u>8,000</u>	<u>1,000</u>	<u>8,000</u>
Comprehensive Income.....	<u>\$1,260,000</u>	<u>\$ 572,000</u>	<u>\$ 700,000</u>	<u>\$ 463,000</u>
Net income per common share:				
Basic	<u>\$.31</u>	<u>\$.13</u>	<u>\$.19</u>	<u>\$.11</u>
Diluted	<u>\$.31</u>	<u>\$.13</u>	<u>\$.19</u>	<u>\$.11</u>
Weighted average number of common shares outstanding:				
Basic	<u>3,924,000</u>	<u>4,260,000</u>	<u>3,759,000</u>	<u>4,221,000</u>
Diluted	<u>3,929,000</u>	<u>4,270,000</u>	<u>3,762,000</u>	<u>4,236,000</u>

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

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine Months Ended September 30,	
	<u>2017</u>	<u>2016</u>
Cash flows from operating activities:		
Net income.....	\$ 1,236,000	\$ 564,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock based compensation expense.....	64,000	41,000
Depreciation and amortization.....	90,000	143,000
Loss on sale of marketable securities.....	22,000	-
Bond amortization.....	(2,000)	(4,000)
Deferred tax benefit.....	(250,000)	-
Changes in operating assets and liabilities:		
Accounts receivable.....	(261,000)	184,000
Inventories.....	(15,000)	242,000
Other current assets.....	(11,000)	6,000
Accounts payable.....	226,000	185,000
Accrued expenses.....	(50,000)	(31,000)
Income tax receivable.....	18,000	(53,000)
Customer advances.....	98,000	139,000
Other liabilities.....	<u>7,000</u>	<u>(16,000)</u>
Net cash provided by operating activities.....	<u>1,172,000</u>	<u>1,400,000</u>
Cash flows from investing activities:		
Purchases of property and equipment.....	(26,000)	(21,000)
Purchases of marketable securities.....	(202,000)	-
Sale of marketable securities.....	<u>116,000</u>	<u>40,000</u>
Net cash (used in) provided by investing activities.....	<u>(112,000)</u>	<u>19,000</u>

(continued)

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(continued)

	Nine Months Ended September 30,	
	<u>2017</u>	<u>2016</u>
Cash flows from financing activities:		
Purchase of treasury stock.....	\$(2,345,000)	\$ (350,000)
Repayments of line of credit.....	<u>-</u>	<u>(385,000)</u>
Net cash used in financing activities.....	<u>(2,345,000)</u>	<u>(735,000)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS.....	<u>(1,285,000)</u>	<u>684,000</u>
Cash and cash equivalents - Beginning of period	<u>2,076,000</u>	<u>1,747,000</u>
CASH AND CASH EQUIVALENTS - End of period.....	<u><u>\$ 791,000</u></u>	<u><u>\$2,431,000</u></u>
Supplemental cash flow information:		
Cash paid for interest.....	<u>\$ -</u>	<u>\$ 24,000</u>
Cash paid for income taxes.....	<u>\$ -</u>	<u>\$ 19,000</u>

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

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(NOTE 1) - Basis of Presentation and Summary of Significant Accounting Policies:

General

The interim financial information contained herein is unaudited. However, in the opinion of management, such information reflects all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods being reported. Additionally, it should be noted that the accompanying consolidated financial statements do not purport to contain complete disclosures required for annual financial statements in accordance with accounting principles generally accepted in the United States of America.

The results of operations for the nine months ended September 30, 2017 are not necessarily indicative of the results of operations that can be expected for the year ending December 31, 2017.

The December 31, 2016 balance sheet has been derived from the audited consolidated financial statements at that date, but does not include all disclosures required by GAAP. These condensed consolidated statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2016 contained in the Company's 2016 Annual Report filed with the OTC Pink Marketplace on March 30, 2017.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Company maintains cash in bank deposit accounts, which, at times, exceed federally insured limits. The Company has not experienced any losses on these accounts.

Marketable Securities

The Company's investments are classified as available-for-sale securities and are stated at fair value, based on quoted market prices, with the unrealized gains and losses, net of income tax, reported in accumulated other comprehensive income (loss). Realized gains and losses are included in investment income. Any decline in value judged to be other-than-temporary on available-for-sale securities are included in earnings to the extent they relate to a credit loss. A credit loss is the difference between the present value of cash flows expected to be collected from the security and the amortized cost basis. The amount of any impairment related to other factors will be recognized in comprehensive income (loss). The cost of securities is based on the specific-identification method. Interest and dividends on such securities are included in investment income.

Allowance for Doubtful Accounts

Accounts receivable are reported at their outstanding unpaid principal balances reduced by an allowance for doubtful accounts. The Company estimates doubtful accounts based on historical bad debts, factors related to specific customers' ability to pay and current economic trends.

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
(continued)

(NOTE 1) - Basis of Presentation and Summary of Significant Accounting Policies (continued):

The Company writes off accounts receivable against the allowance when a balance is determined to be uncollectible.

Inventories

Inventories, which consist of raw materials, work-in-process, and finished goods, are recorded at cost (average cost method) or net realizable value. Inventories are shown net of any reserves relating to any potential slow moving or obsolete inventory.

Property and Equipment

Property and equipment is recorded at cost. Depreciation and amortization of the respective assets are computed using the straight-line method over their estimated useful lives ranging from 3 to 10 years. Leasehold improvements are amortized using the straight-line method over the remaining term of the lease or the estimated useful life of the improvement, whichever is less.

Long-Lived Assets

When impairment indicators are present, the Company reviews the carrying value of its long-lived assets in determining the ultimate recoverability of their unamortized values using future undiscounted cash flow analyses. In the event the future undiscounted cash flows of the long-lived asset are less than the carrying value, the Company will record an impairment charge for the difference between the carrying value and the fair value of the long-lived asset.

Goodwill

The Company records goodwill as the excess of purchase price over the fair value of identifiable net assets acquired. In accordance with Accounting Standards Codification ("ASC") 350, goodwill is not amortized but instead tested for impairment on at least an annual basis. The Company, where appropriate, will utilize Accounting Standards Update ("ASU") 2011-08 which allows the Company to not perform the two-step goodwill impairment test if it determines that it is not more likely than not that the fair value of the reporting unit is less than the carrying amount based on a qualitative assessment of the reporting unit. The Company's annual goodwill impairment test is performed in the fourth quarter each year or sooner when impairment indicators are present. If the goodwill is deemed to be impaired, the difference between the carrying amount reflected in the financial statements and the estimated fair value is recognized as an expense in the period in which the impairment occurs. In determining the recoverability of goodwill, assumptions are made regarding estimated future cash flows and other factors to determine the fair value of the assets.

ORBIT INTERNATIONAL CORP. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
(continued)

(NOTE 1) - Basis of Presentation and Summary of Significant Accounting Policies
(continued):

Income Taxes

The Company recognizes deferred tax assets and liabilities in accordance with ASC 740 based on the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances have been established to reduce deferred tax assets to the amount expected to be realized. The Company evaluates uncertain tax positions and accounts for such items in accordance with ASC 740-10. The Company is subject to federal income taxes and files a consolidated U.S. federal income tax return. In addition to the federal tax return, the Company files income tax returns in various state jurisdictions on both an unconsolidated and consolidated basis depending on the respective state. The Company is subject to routine income tax audits in various jurisdictions and tax returns remain open to examination by such taxing authorities in accordance with their respective statutes.

Revenue and Cost Recognition

The Company recognizes its revenue upon the shipment of product. The Company recognizes such revenue when title and risk of loss are transferred to the customer and when: i) there is persuasive evidence that an arrangement with the customer exists, which is generally a customer purchase order, ii) the selling price is fixed and determinable, iii) collection of the customer receivable is deemed probable, and iv) we do not have any continuing obligations.

All contracts are for products made to specific customer specifications with no right of return. All units are shipped with a one-year warranty. There were no material warranty claims during the nine months ended September 30, 2017 and 2016.

Deferred Rent

The Company's leases have escalation clauses which are recognized on a straight line basis over the life of the lease. The amounts are recorded in accrued expenses in the accompanying financial statements.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and unrealized gains and losses on marketable securities, net of tax. The Company has elected to present the components of net income (loss), the components of other comprehensive income (loss) and total comprehensive income (loss) as a single continuous statement.

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(Note 2) - Stock-Based Compensation:

The Company had stock-based employee compensation plans, which provided for the granting of nonqualified and incentive stock options, as well as restricted stock awards and stock appreciation rights to officers, employees and key persons. The plans granted options at the market value of the Company's stock on the date of such grant and all options expired ten years after grant. The terms and vesting schedules for stock-based awards vary by type of grant and generally the awards vest based upon time-based conditions. Stock option exercises were funded through the issuance of the Company's common stock. Stock-based compensation expense was \$64,000 and \$39,000 for the nine and three months ended September 30, 2017, respectively, and was \$41,000 and \$14,000, respectively, for the comparable 2016 periods.

The Company's stock-based employee compensation plans allowed for the issuance of restricted stock awards that may not be sold or otherwise transferred until certain restrictions have lapsed. The unearned stock-based compensation related to restricted stock granted is being amortized to compensation expense over the vesting period, which is seven years. The stock-based expense for these awards was determined based on the market price of the Company's stock at the date of grant applied to the total number of shares that were anticipated to vest. As of September 30, 2017, the Company had unearned compensation of \$92,000 associated with all of the Company's restricted stock awards, which will be expensed over approximately the next two years. The unvested portion of restricted stock awards at September 30, 2017 and 2016 were approximately 37,000 and 69,000 shares, respectively.

There are currently no stock-based compensation plans in effect that provide for the granting of stock option or restricted shares.

The following table summarizes the Company's nonvested restricted stock activity for the nine months ended September 30, 2017:

	<u>Number of Shares</u>	<u>Weighted-Average Grant-Date Fair Value</u>
Nonvested restricted stock at January 1, 2017.....	69,000	\$3.23
Granted	-	-
Vested.....	(28,000)	3.23
Forfeited.....	<u>(4,000)</u>	<u>3.23</u>
Nonvested restricted stock at September 30, 2017.....	<u>37,000</u>	<u>\$3.23</u>

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(NOTE 3) - Debt:

On November 8, 2012, the Company entered into a credit agreement ("Credit Agreement") with a commercial lender pursuant to which the Company established a committed line of credit of up to \$6,000,000. This line of credit was used to pay off, in full, all of the Company's obligations to its former primary lender and to provide for its general working capital needs. In March 2015, the Credit Agreement was amended whereby the line of credit was reduced to \$4,000,000 from \$6,000,000. In October 2016, the Company's Credit Agreement was further amended whereby the expiration date on its credit facility was extended to August 1, 2018.

Payment of interest on the line of credit is due at a rate per annum as follows: either (i) variable at the lender's prime lending rate (4.25% at September 30, 2017) and/or (ii) 2% over LIBOR for 30, 60 and 90 day LIBOR maturities, at the Company's sole discretion. The line of credit is collateralized by a first priority security interest in all of the Company's tangible and intangible assets. The Company had no borrowings under the line of credit at September 30, 2017. The Company had \$4,000,000 of availability under its line of credit at September 30, 2017.

The Credit Agreement contains customary affirmative and negative covenants and certain financial covenants. Additionally, available borrowings under the line of credit are subject to a borrowing base of eligible accounts receivable and inventory. All outstanding borrowings under the line of credit are accelerated and become immediately due and payable (and the line of credit terminates) in the event of a default, as defined, under the Credit Agreement. The Company was in compliance with the financial covenants contained in its Credit Agreement at September 30, 2017.

(NOTE 4) - Net Income Per Common Share:

The following table sets forth the computation of basic and diluted net income per common share:

	Nine Months Ended September 30, <u>2017</u> <u>2016</u>		Three Months Ended September 30, <u>2017</u> <u>2016</u>	
Denominator:				
Denominator for basic net				
Income per share -				
weighted-average common shares.....	3,924,000	4,260,000	3,759,000	4,221,000
Effect of dilutive securities:				
Nonvested restricted stock to employees	<u>5,000</u>	<u>10,000</u>	<u>3,000</u>	<u>15,000</u>
Denominator for diluted net				
Income per share -				
weighted-average common				
shares and assumed conversion....	<u>3,929,000</u>	<u>4,270,000</u>	<u>3,762,000</u>	<u>4,236,000</u>

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(NOTE 4) - Net Income Per Common Share (continued):

The numerator for basic and diluted net income per share for the nine and three month periods ended September 30, 2017 and 2016 is the net income for each period.

Approximately 37,000 and 69,000 shares of common stock were outstanding at September 30, 2017 and 2016, respectively, but were not included in the computation of basic income per share. These shares were excluded because they represent the unvested portion of restricted stock awards.

(NOTE 5) - Cost of Sales:

For interim periods, the Company estimates certain components of its inventory and related gross profit.

(NOTE 6) - Inventories:

Inventories are comprised of the following:

	September 30, 2017	December 31, 2016
Raw Materials.....	\$ 5,880,000	\$ 5,705,000
Work-in-process.....	3,682,000	3,805,000
Finished goods.....	455,000	492,000
TOTAL	<u>\$10,017,000</u>	<u>\$10,002,000</u>

(NOTE 7) - Marketable Securities:

The following is a summary of the Company's available-for-sale marketable securities at September 30, 2017 and December 31, 2016:

<u>September 30, 2017</u>	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>Unrealized Holding Loss</u>
Corporate Bonds	<u>\$ 304,000</u>	<u>\$ 301,000</u>	<u>\$ (3,000)</u>
<u>December 31, 2016</u>			
Corporate Bonds	<u>\$ 251,000</u>	<u>\$ 210,000</u>	<u>\$ (41,000)</u>

(NOTE 8) - Fair Value of Financial Instruments:

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value in GAAP and expands disclosure about fair value measurements. This statement enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The statement requires that assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

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(NOTE 8) - Fair Value of Financial Instruments (continued):

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to ASC 820.

The table below presents the balances, as of September 30, 2017 and December 31, 2016, of assets measured at fair value on a recurring basis by level within the hierarchy.

<u>September 30, 2017</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Corporate Bonds	\$ 301,000	\$ 301,000	\$ -	\$ -
<u>December 31, 2016</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Corporate Bonds	\$ 210,000	\$ 210,000	\$ -	\$ -

The Company's only asset or liability that is measured at fair value on a recurring basis is marketable securities, based on quoted market prices in active markets and therefore classified as level 1 within the fair value hierarchy. The carrying value of cash and cash equivalents, accounts receivable, and accounts payable reasonably approximate their fair value due to their relatively short maturities. The fair value estimates presented herein were based on market or other information available to management. The use of different assumptions and/or estimation methodologies could have a significant effect on the estimated fair value amounts.

(NOTE 9) - Business Segments:

The Company conducts its operations through two business segments, the Electronics Segment (or "Electronics Group") and the Power Units Segment (or "Power Group"). The Electronics Group is comprised of the Company's Orbit Instrument, Tulip Development Laboratory ("TDL") and Integrated Combat System ("ICS") Divisions. Through its Orbit Instrument and TDL Divisions, the Company is engaged in the design, manufacture and sale of customized electronic components and subsystems. ICS, located in Louisville, Kentucky, performs systems integration for gun weapons systems and fire control interface and cable and harness assembly. The Power Group is comprised of Behlman and is engaged in the design and manufacture of high quality commercial power units, AC power, frequency converters, uninterruptible power supplies, armament systems and commercial-off-the-shelf ("COTS") power solutions.

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(NOTE 9) - Business Segments (continued):

The Company's reportable segments are business units that offer different products with each segment utilizing its own direct labor personnel. The Company's reportable segments are each managed separately as they manufacture and distribute distinct products with different production processes. Management evaluates performance of the Company's reportable segments based on each segment's revenue and profitability.

The following is the Company's business segment information for the nine and three month periods ended September 30, 2017 and 2016:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Net sales:				
Electronics Group.....				
Domestic.....	\$ 9,315,000	\$ 8,446,000	\$ 3,353,000	\$ 3,100,000
Foreign.....	<u>551,000</u>	<u>322,000</u>	<u>88,000</u>	<u>27,000</u>
Total Electronics	9,866,000	8,768,000	3,441,000	3,127,000
Power Group.....				
Domestic.....	4,264,000	5,813,000	1,227,000	2,268,000
Foreign.....	<u>1,212,000</u>	<u>639,000</u>	<u>380,000</u>	<u>89,000</u>
Total Power Group	5,476,000	6,452,000	1,607,000	2,357,000
Intersegment Sales.....	<u>(88,000)</u>	<u>(16,000)</u>	<u>(44,000)</u>	<u>-</u>
Total	<u>\$15,254,000</u>	<u>\$15,204,000</u>	<u>\$ 5,004,000</u>	<u>\$ 5,484,000</u>
Income before income tax (benefit) provision:				
Electronics Group.....	\$ 2,126,000	\$ 818,000	\$ 900,000	\$ 400,000
Power Group.....	(480,000)	231,000	(234,000)	196,000
General corporate expenses not allocated.....	(627,000)	(522,000)	(241,000)	(164,000)
Interest expense.....	-	(23,000)	-	(7,000)
Investment and other income (expense), net.....	(10,000)	25,000	5,000	15,000
Intersegment profit.....	<u>(11,000)</u>	<u>-</u>	<u>10,000</u>	<u>-</u>
Income before income tax (benefit) provision.....	<u>\$ 998,000</u>	<u>\$ 529,000</u>	<u>\$ 440,000</u>	<u>\$ 440,000</u>

(NOTE 10) - Goodwill:

As of September 30, 2017 and December 31, 2016, the Company's goodwill consists of the following:

Gross Carrying Value	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
<u>\$868,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 868,000</u>

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(NOTE 11) - Income Taxes:

For the nine months ended September 30, 2017, the Company recorded an income tax benefit of approximately \$(238,000) relating to a \$250,000 deferred tax benefit which was partially offset by state income and minimum tax expense. For the three months ended September 30, 2017, the Company recorded an income tax benefit of approximately \$(259,000) relating to a \$250,000 deferred tax benefit and federal and state income tax refunds which was partially offset by state income and minimum tax expense. At September 30, 2017, the Company evaluated its cumulative pre-tax income for the three most recent years as well as its income projections and determined that more likely than not certain deferred tax assets will be realized. As a result, the Company reduced the valuation allowance on its deferred tax asset by \$250,000 resulting in a net deferred tax asset of \$550,000. For the nine and three months ended September 30, 2016, the Company recorded income tax expense (benefit) of approximately \$(35,000) and \$(15,000), respectively, relating to a state income tax refund which was partially offset by other state income and minimum tax expense.

(NOTE 12) - Equity:

In May 2016, the Company's Board of Directors authorized management to enter into a 10b5-1 Plan ("2016 10b5-1 Plan"), effective July 1, 2016. The 2016 10b5-1 Plan allowed the Company to purchase up to \$400,000 of its common stock through June 30, 2017. From July 1, 2016 through January 6, 2017, the Company purchased a total of 104,427 shares of common stock under this Plan for total cash consideration of approximately \$400,000 at an average price of \$3.83 per share. During the same period, the Company also purchased 54,201 shares of its common stock outside of the 2016 Plan for cash consideration of approximately \$200,000 at an average share price of \$3.73 per share.

In March 2017, the Company's Board of Directors authorized management to enter into a new 10b5-1 Plan (the "2017 Plan"). The 2017 Plan allowed the Company to purchase up to \$450,000 of its common stock through June 30, 2017. From March 14, 2017 through June 30, 2017, the Company purchased a total of 115,293 shares of common stock under the 2017 Plan for total cash consideration of approximately \$450,000 at an average price of \$3.90 per share. During the same period, the Company also purchased 70,000 shares of its common stock outside of the 2017 Plan for cash consideration of approximately \$282,000 at an average price of \$4.03 per share.

In May 2017, the Company's Board of Directors authorized management to enter into a new 10b5-1 Plan (the "New 2017 Plan"). The New 2017 Plan allowed the Company to purchase up to \$400,000 of its common stock from July 1, 2017 through June 30, 2018. In August 2017, the Company's Board of Directors amended the New 2017 Plan whereby the amount of common stock that management was authorized to purchase under this Plan increased to \$728,000. From July 1, 2017 to November 13, 2017, the Company purchased a total of 144,938 shares of common stock under the New 2017 Plan, as amended, for total cash consideration of approximately \$626,000 at an average price of \$4.32 per share. During the same period, the Company also purchased 204,383

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(NOTE 12) - Equity (continued):

shares of its common stock outside of the 2017 Plan for cash consideration of approximately \$872,000 at an average price of \$4.27 per share.