



FOR IMMEDIATE RELEASE

Rand Worldwide Reports Third Quarter Fiscal Year 2012 Results

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Strongest Bottom Line in Fiscal Year

FRAMINGHAM, MA – May 15, 2012 – Rand Worldwide, Inc. (OTCBB: RWWI), a global provider of technology solutions to organizations with engineering design and information technology requirements, announces its financial results for the quarter and nine months ended March 31, 2012.

For its third fiscal quarter ended March 31, 2012, Rand Worldwide, Inc. reported total revenues of \$22.4 million as compared with \$27.4 million in the same quarter for the prior fiscal year. The Company's overall gross margin percentage was 50.6%, up from 46.0% and total selling, general and administrative expenses were \$9.1 million, an 8.2% decrease from same period in the prior fiscal year. As a result, the Company reported net income of \$1,639,000, or \$0.03 per fully diluted share, compared to net income of \$2,070,000, or \$0.04 per share, for the same period in the prior year.

For the nine months ended March 31, 2012, revenues totaled \$66.8 million as compared with \$65.9 million in the prior year. Year to date net income was \$3,080,000, or \$0.05 per fully diluted share, a significant improvement over net income of \$1,172,000, or \$0.01 per share, reported for the same period in the prior year.

Lawrence Rychlak, president and chief financial officer at Rand Worldwide commented, "This quarter's results were very positive in terms of our overall gross margin percentages and our net income levels as they both exceeded our expectations and were the best of the fiscal year." Mr. Rychlak continued, "In the third quarter of last year we realized the largest single sale of software products to one customer which drove our revenues and net income to unusually high levels. This sale, coupled with a shortfall in our desired sales headcount and productivity, made for a difficult revenue comparison from the third fiscal quarter of last year to the current quarter."

Marc Dulude, chief executive officer at Rand Worldwide, added, "We are fully committed to expanding our sales force to increase sales capacity and to provide the training and support to all our sales employees to make them fully productive." Mr. Dulude continued, "I am pleased that we continue to deliver very positive operating results and note that the strength of our business model provides a platform for continued growth and profitability."

Conference call details

Rand Worldwide will hold a conference call to discuss its third quarter results at 11:00 am ET on Tuesday, May 15, 2012. The dial-in numbers for the conference call are 1 (800) 510-0146 (domestic) or

1 (617) 614-3449 (International), and enter the passcode (29981828)). A live, listen-only Webcast of the conference call will be available to all investors in the Investor Relations section of the Company's [Web site](#).

Forward-looking Statement

This press release contains forward-looking statements about the expectations, beliefs, plans, intentions, and strategies of Rand Worldwide, Inc. There are a number of important factors that could cause actual results to differ materially from those anticipated by any forward-looking information. Statements that are not historical in nature, including those that include the words “goal,” “expect,” “anticipate,” “estimate,” “should,” “believe,” “intend,” and similar expressions, are based on current expectations, estimates and projections about, among other things, the industry and the markets in which Rand Worldwide operates, and they are not guarantees of future performance. Whether actual results will conform to expectations and predictions is subject to known and unknown risks and uncertainties, including risks and uncertainties discussed in this report; general economic, market, or business conditions; changes in interest rates, and demand for our products and services; changes in our competitive position or competitive actions by other companies; the ability to manage growth; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond our control. Consequently, all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or, if substantially realized, will have the expected consequences on our business or operations.

(Tables Below)

Rand Worldwide, Inc.

Summary Consolidated Financial Data

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Revenues-				
Product sales	\$11,324,000	\$16,343,000	\$37,370,000	\$36,509,000
Service revenue	5,206,000	5,450,000	15,265,000	15,342,000
Commission revenue	5,821,000	5,630,000	14,132,000	14,062,000
Total revenues	22,351,000	27,423,000	66,767,000	65,913,000
Cost of revenues-				
Cost of product sales	7,596,000	11,028,000	25,599,000	24,377,000
Cost of service revenue	3,444,000	3,775,000	9,776,000	10,779,000
Total cost of revenues	11,040,000	14,803,000	35,375,000	35,156,000
Gross margin	\$11,311,000	\$12,620,000	\$31,392,000	\$30,757,000
Operating income	1,788,000	2,250,000	3,726,000	1,949,000
Net income	1,639,000	2,070,000	3,080,000	1,172,000
Earnings per share:				
Basic	\$ 0.03	\$ 0.04	\$ 0.06	\$ 0.01
Diluted	\$ 0.03	\$ 0.04	\$ 0.05	\$ 0.01
Weighted average common shares outstanding:				
Basic	52,546,391	51,882,678	52,331,996	48,702,279
Diluted	54,710,936	55,613,839	54,545,939	52,434,092
	March 31,	June 30,		
	2012	2011		
Current assets	\$21,575,000	\$24,704,000		
Long term assets	25,534,000	23,872,000		
Total assets	\$47,109,000	\$48,576,000		
Current liabilities	\$19,063,000	\$24,186,000		
Long term liabilities	2,379,000	1,718,000		
Total stockholders' equity	25,667,000	22,672,000		
Total liabilities and stockholders' equity	\$47,109,000	\$48,576,000		

Rand Worldwide, Inc.
Reconciliation of non-GAAP financial measure

	Three Months Ended		Nine Months Ended	
	3/31/2012	3/31/2011	3/31/2012	3/31/2011
GAAP net income	\$ 1,639,000	\$ 2,070,000	\$ 3,080,000	\$ 1,172,000
Provision for income taxes	70,000	30,000	229,000	126,000
Income before income taxes	1,709,000	2,100,000	3,309,000	1,298,000
Net interest expense	79,000	150,000	417,000	651,000
Depreciation and amortization	432,000	468,000	1,227,000	1,305,000
Adjusted EBITDA	<u>\$ 2,220,000</u>	<u>\$ 2,718,000</u>	<u>\$ 4,953,000</u>	<u>\$ 3,254,000</u>

Note 1 - Management uses EBITDA, a non-GAAP measure, to evaluate the Company's operating performance and compare the Company's current results with those for prior periods, but cautions that they should not be considered as a substitute for disclosures made in accordance with GAAP.

About Rand Worldwide

Rand Worldwide is one of the world's leading professional services and technology companies for the engineering community, targeting organizations in the building, infrastructure, and manufacturing industries. The company advances the way organizations design, develop, and manage building, infrastructure, and manufacturing projects. *Fortune 500* and *Engineering News Record's* Top 100 companies work with Rand Worldwide to gain a competitive advantage through technology consulting, implementation, training, and support services. One of the world's largest integrators of Autodesk software, the company also provides data archiving based upon solutions from Autonomy, facilities management software from ARCHIBUS, CAD and PLM courseware through their ASCENT division and provides training and support solutions on Dassault Systèmes and PTC products. For more information, visit rand.com

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