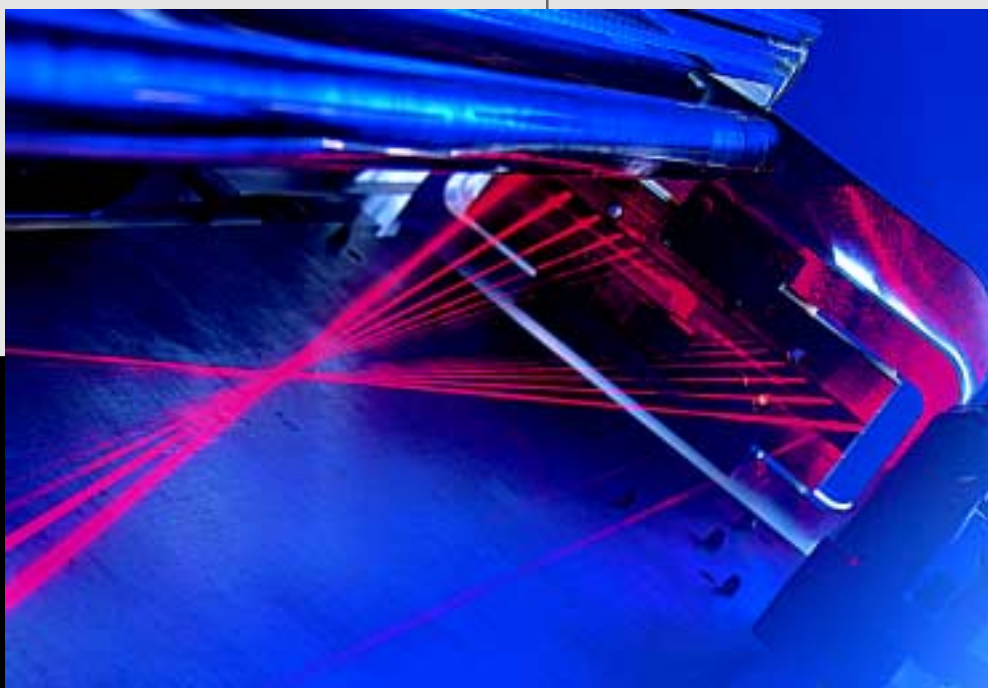


Quarterly Report

2nd Quarter Fiscal 2003

Jan. 1, 2003 - Mar. 31, 2003



ROFIN-SINAR Technologies Inc.

NASDAQ: RSTI

Prime Standard: ISIN US7750431022

WE THINK LASER

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

Commission file number: 000-21377

ROFIN-SINAR TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

38-3306461

(State of other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

40984 Concept Drive, Plymouth, MI

48170

(Address of principal executive offices)

(Zip Code)

(734) 455-5400

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year,
if changed since last report)

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

Indicate by check mark whether the registrant is an accelerated filer (as
defined in Rule 12b-2 of the Exchange Act). Yes / No

11,580,900 shares of the registrant's common stock, par value \$0.01 per
share, were outstanding as of May 14, 2003.

<PAGE>

ROFIN-SINAR TECHNOLOGIES INC.

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PART I. FINANCIAL INFORMATION
Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(dollars in thousands)

	March 31, 2003 (Unaudited)	September 30, 2002 (Audited)
	-----	-----
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 28,962	\$ 20,312
Accounts receivable, trade, net	54,889	58,274
Inventories	85,254	74,290
Other current assets and prepaid expenses	12,368	11,016
	-----	-----
Total current assets	181,473	163,892
Property and equipment, net	26,776	24,689
Goodwill and other intangibles, net	54,306	49,925
Other assets	2,393	2,309
	-----	-----
Total assets	\$ 264,948	\$ 240,815
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Line of credit and short term borrowings	\$ 26,095	\$ 22,544
Accounts payable, trade	12,541	12,798
Accounts payable to related party	1,955	7,830
Accrued liabilities	46,640	39,059
	-----	-----
Total current liabilities	87,231	82,231
Long-term debt	44,721	40,591
Pension obligations	7,175	6,026
Minority interests	1,352	1,218
Other long-term liabilities	2,310	2,331
	-----	-----
Total liabilities	142,789	132,397

Stockholders' equity		
Preferred stock, 5,000,000 shares authorized, none issued or outstanding	0	0
Common stock, \$0.01 par value, 50,000,000 shares authorized, 11,556,600 (11,551,800 at September 30, 2002) issued and outstanding	116	115
Additional paid-in-capital	76,177	76,156
Retained earnings	46,177	39,361
Accumulated other comprehensive loss	(311)	(7,214)
	-----	-----
Total stockholders' equity	122,159	108,418
Total liabilities and stockholders' equity	\$ 264,948	\$ 240,815
	=====	=====

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements of Operations (Unaudited)
Periods Ended March 31, 2003 and 2002
(dollars in thousands, except per share amounts)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2003	2002	2003	2002
Net sales	\$ 61,073	\$ 53,430	\$ 119,218	\$ 102,169
Cost of goods sold	37,875	33,297	73,576	64,229
Gross profit	23,198	20,133	45,642	37,940
Selling, general, and administrative expenses	12,127	11,433	23,983	22,063
Research and development expenses	4,533	3,086	8,439	6,236
Goodwill and intangibles amortization	350	896	717	1,817
Income from operations	6,188	4,718	12,503	7,824
Other expense (income):				
Interest income	(88)	(72)	(176)	(158)
Interest expense	923	1,009	1,921	2,104
Other expenses (income)	(1,223)	311	(1,564)	167
Income before income taxes and minority interest	6,576	3,470	12,322	5,711
Income tax expense	2,978	2,147	5,202	3,790
Income before minority interest	3,598	1,323	7,120	1,921
Minority interest	240	222	304	543
Net income	\$ 3,358	\$ 1,101	\$ 6,816	\$ 1,378
Net income per common share:				
Basic	\$ 0.29	\$ 0.10	\$ 0.59	\$ 0.12
Diluted	\$ 0.29	\$ 0.10	\$ 0.59	\$ 0.12
Weighted average shares used in computing net income per share:				
Basic	11,556,600	11,550,300	11,556,600	11,550,300
Diluted	11,590,038	11,623,115	11,567,219	11,593,004
	=====	=====	=====	=====

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements Of Stockholders' Equity and
Comprehensive Income (Unaudited)
Six months ended March 31, 2003 and 2002
(dollars in thousands)

<TABLE>

	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income(loss)	Total Stockholders' Equity
<S>	<C>	<C>	<C>	<C>	<C>
BALANCES at September 30, 2002	\$ 115	\$ 76,156	\$ 39,361	\$(7,214)	\$ 108,418
Comprehensive income:					
Foreign currency translation adjustment	--	--	--	7,046	7,046
Fair value of interest swap agreement	--	--	--	(143)	(143)
Net income	--	--	6,816	--	6,816
Total comprehensive income					13,719
Common stock issued	1	21	--	--	22
BALANCES at March 31, 2003	\$ 116	\$ 76,177	\$ 46,177	\$(311)	\$ 122,159
BALANCES at September 30, 2001	\$ 115	\$ 76,123	\$ 34,360	\$(11,547)	\$ 99,051
Comprehensive income:					
Foreign currency translation adjustment	--	--	--	(2,901)	(2,901)
Fair value of interest swap agreement	--	--	--	331	331
Net income	--	--	1,378	--	1,378
Total comprehensive income (loss)					(1,192)
Common stock issued	--	17	--	--	17
BALANCES at March 31, 2002	\$ 115	\$ 76,140	\$ 35,738	\$ (14,117)	\$ 97,876

</TABLE>

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
Six Months Ended March 31, 2003 and 2002
(dollars in thousands)

	Six months Ended March 31,	
	2003	2002
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 6,816	\$ 1,378
Adjustments to reconcile net income to net cash provided by operating activities:		
Changes in operating assets and liabilities	(2,593)	1,225
Other adjustments	3,748	3,776
	-----	-----
Net cash provided by operating activities	7,971	6,379
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the sale of property and equipment	36	76
Additions to property and equipment	(1,829)	(2,107)
Cash proceeds from sale of medical laser business	--	938
	-----	-----
Net cash used in investing activities	(1,793)	(1,093)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings from banks	2,434	5,503
Repayment to banks	(2,507)	(2,180)
Net borrowings (repayments) on line of credit	1,614	(6,699)
Other	(139)	6
	-----	-----
Net cash used in financing activities	1,402	(3,370)
	-----	-----
Effect of foreign currency translation on cash and cash equivalents	1,070	(481)
	-----	-----
Net increase in cash and cash equivalents	8,650	1,435
Cash and cash equivalents at beginning of period	20,312	13,487
	-----	-----
Cash and cash equivalents at end of period	\$ 28,962	\$ 14,922
	=====	=====

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
(dollars in thousands)

1. Summary of Accounting Policies

The accompanying consolidated condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, consistent with those reflected in the Company's annual report to stockholders for the fiscal year ended September 30, 2002, and should be read in conjunction with the Company's annual report on Form 10-K. All adjustments necessary for a fair presentation have been made which comprise only normal recurring adjustments; however, interim results of operations are not necessarily indicative of results to be expected for the year. September 30, 2002 balances are derived from audited financial statements; however, interim period amounts have not been audited.

2. Investments in Marketable Securities

On October 5, 2001, the Company sold the assets of its medical laser business resulting in a gain of \$0.7 million. As part of the proceeds from the sale, the Company received marketable equity securities which have been classified as trading securities, under "other current assets and prepaid expenses" in the accompanying balance sheet, as the Company intends to sell these securities in the near term. The Company recorded unrealized gains of \$0.1 million and \$0.4 million for the six-month periods ended March 31, 2003 and 2002, respectively, and no change for both of the three-month periods ended March 31, 2003 and 2002. Additionally, during the second quarter of fiscal 2003, the Company received proceeds from sales of marketable equity securities of \$0.2 million.

3. Inventories

Inventories are stated at the lower of cost or market, after provisions for excess and obsolete inventory salable at prices below cost. Costs are determined using the first in, first out and weighted average cost methods and are summarized as follows:

	March 31, 2003	September 30, 2002
	-----	-----
Finished goods	\$ 11,774	\$ 11,188
Work in progress	22,829	20,255
Raw materials and supplies	25,433	20,169
Demonstration inventory	7,667	6,548
Service parts	17,551	16,130
	-----	-----
Total inventories, net	\$ 85,254	\$ 74,290
	=====	=====

4. Goodwill and Other Intangible Assets

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement No. 142, "Goodwill and Other Intangibles", which was adopted by the Company effective October 1, 2002. Under Statement No. 142, goodwill is no longer subject to amortization, but will be subject to an annual impairment test. Intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives. At the date of adoption, the Company's balance sheet included goodwill of \$41 million and other intangible assets of \$8.9 million. Subsequent to adoption of Statement 142, amortization of goodwill was ceased. Had Statement No. 142 been in effect as of October 1, 2001 and goodwill was not amortized, net income and earnings per share would have been \$1.7 million and \$0.15, respectively, for the three months ended March 31, 2002 and \$2.6 million and \$0.22, respectively, for the six months ended March 31, 2002.

The Company completed the initial goodwill impairment testing required by Statement No. 142 and determined that the fair value of each reporting unit exceeds its carrying value and that no impairment of goodwill exists. Accordingly, the impairment provisions of Statement No. 142 had no impact upon the consolidated financial statements upon adoption.

5. Guarantees

FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" requires increased disclosures regarding certain guarantees and requires the recognition at fair value in the balance sheet of certain guarantees. The interpretation also requires disclosure of the accounting policy and methodology used in determining product warranty liabilities, in addition to a reconciliation of the changes in the liability during the period. The disclosure requirement of Interpretation No. 45 were adopted by the Company as of October 1, 2002 (see note 6). The recognition provisions were adopted by the Company as of December 31, 2002 to guarantees issued or modified after that date. The adoption of the recognition provisions of this interpretation did not have a material effect on the Company's financial position or results of operations as of the date of adoption.

6. Product Warranties

The Company provides for the estimated costs of product warranties when revenue is recognized. The estimate of costs to fulfill our warranty obligations is based on historical experience and expectation of future conditions. The change in warranty reserves for the six-months ended March 31, 2003 is as follows:

Balance at September 30, 2002	\$ 10,036
Additional accruals for warranties during the period	3,927
Usage during the period	(4,608)
Currency translation	787

Balance at March 31, 2003	\$ 10,142
	=====

7. Stock Based Compensation

Effective January 1, 2003, the Company adopted the disclosure requirements of SFAS No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of FAS 123". The following table illustrates the pro forma effect on net income and earnings per share as if the fair value based method had been applied to all outstanding and unvested awards in each period:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2003	2002	2003	2002
	-----	-----	-----	-----
Net income - as reported	\$ 3,358	\$ 1,101	\$ 6,816	\$ 1,378
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of related tax effects	\$ 169	\$ 193	\$ 337	\$ 386
	-----	-----	-----	-----
Pro forma net income	\$ 3,189	\$ 908	\$ 6,479	\$ 992
	=====	=====	=====	=====
Earnings per share:				
Basic - as reported	\$ 0.29	\$ 0.10	\$ 0.59	\$ 0.12
Basic - pro forma	\$ 0.28	\$ 0.08	\$ 0.56	\$ 0.09
Fully diluted - as reported	\$ 0.29	\$ 0.10	\$ 0.59	\$ 0.12
Fully diluted - pro forma	\$ 0.28	\$ 0.08	\$ 0.56	\$ 0.09

8. Net Income Per Common Share

Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common share ("EPS") reflects the potential dilution from common stock equivalents (stock options). The calculation of the weighted average number of common shares outstanding for each period is as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2003	2002	2003	2002
Weighted average number of shares for BASIC net income per common share	11,556,600	11,550,300	11,556,600	11,550,300
Potential additional shares due to outstanding dilutive stock options	33,438	72,815	10,619	42,704
Weighted average number of shares for DILUTED net income per common share	11,590,038	11,623,115	11,567,219	11,593,004

Excluded from the calculation of diluted EPS for the three months ended March 31, 2003 and 2002, were 948,600 and 424,000 outstanding stock options, respectively. These could potentially dilute future EPS calculations but were not included in the current period because their effect would have been antidilutive.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as "may", "believe", "will", "expect", "project", "anticipate", "estimate", "plan" or "continue". These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition. In making these forward-looking statements, we claim the protection of the safe-harbor for forward-looking statements contained in the Reform Act. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

Overview

Rofin-Sinar Technologies Inc. (herein also referred to as "Rofin-Sinar", or the "Company" or "we", "us" or "our") is a leader in the design, development, engineering, manufacture and marketing of laser-based products used for cutting, welding and marking a wide range of materials.

During the second quarter of fiscal years 2003 and 2002, respectively, we realized approximately 51% and 58% of revenues from the sale and servicing of laser products for macro applications and approximately 49% and 42% from the sale and servicing of laser products for marking and micro applications.

Management believes that the near term growth in the Company's macro business, especially in North America, will be under continued pressure given the current market environment for investment in capital goods and the unknown influence to our business of the SARS epidemic, mainly in Asia. In the Company's marking and micro business management sees some positive developments from the semiconductor and electronics market which should lead to slightly increased sales in the coming quarters. Our diode laser products, which are sold primarily in our macro business, have experienced quality issues that have affected the performance of certain units in the field. Management has established reserves for the associated costs estimated to be incurred during the coming quarters related to products that have been sold prior to March 31, 2003. Management believes that the Company's profitability on future sales of diode laser products may continue to be affected in the near term as these issues are resolved.

Through our global manufacturing, distribution and service network, we are providing a comprehensive range of laser sources and laser based system solutions to three principal target markets: the machine tool, automotive and semiconductor/electronics industries. We sell our products directly to end-users, to original equipment manufacturers ("OEMs") (principally in the machine tool industry) that integrate Rofin-Sinar's laser sources with other system components, and to distributors. Many of our customers are among the largest global participants in their respective industries.

At March 31, 2003, Rofin-Sinar had 1,215 employees compared to 1,167 employees at March 31, 2002.

Results of Operations

For the periods indicated, the following table sets forth the percentage of net sales represented by the respective line items in the Company's consolidated statements of operations.

	Three Months Ended March 31,		Six Months Ended March 31,	
	2003	2002	2003	2002
Net sales	100%	100%	100%	100%
Cost of goods sold	62%	62%	62%	63%
Gross profit	38%	38%	38%	37%
Selling, general and administrative expenses	20%	21%	20%	21%
Research and development expenses	7%	6%	7%	6%
Goodwill and intangibles amortization	1%	2%	1%	2%
Income from operations	10%	9%	10%	8%
Income before income taxes and minority interest	11%	6%	10%	6%
Net income	5%	2%	6%	1%

Net Sales - Net sales of \$61.1 million and \$119.2 million represent increases of \$7.6 million (14%) and \$17.0 million (17%) for the three months and six months ended March 31, 2003, as compared to the corresponding periods of fiscal 2002. The increase for the three-months ended March 31, 2003, compared to fiscal 2002, resulted from a net sales increase of \$10.7 million (28%) in Europe/Asia, offset by a decrease of \$3.0 million (20%), in the United States. The increase for the six month period ended March 31, 2003, compared to the same period in fiscal 2002, resulted from a net sales increase of \$21.9 million, or 30%, in Europe/Asia offset by a decrease of \$4.9 million, or 16%, in the United States. Fluctuations in the U.S. dollar against foreign currencies, primarily against the Euro, had a favorable effect on net sales of \$8.4 million and \$12.8 million for the three-month and six-month periods ended March 31, 2003. Net sales of laser products for macro applications were consistent at \$31.0 million for the three-months ended March 31, 2003 as compared to the corresponding period of fiscal 2002, but increased 8% to \$62.1 million for the six-month period ended March 31, 2003 as compared to

the corresponding period of fiscal 2002. Net sales of lasers for marking and micro-machining applications increased by 34% to \$30.1 million for the three months ended March 31, 2003 as compared to the corresponding period in fiscal 2002 and increased by 27% to \$57.1 million for the six months ended March 31, 2003 as compared to the corresponding period in fiscal 2002. This increase can be attributed primarily to a slight recovery in demand for the Company's lasers for marking and micro applications from the semiconductor and electronics industries.

Gross Profit - Our gross profit of \$23.2 million and \$45.6 million for the three-months and six-months ended March 31, 2003 represent increases of \$3.1 million (15%) and \$7.7 million (20%) from the corresponding periods of fiscal 2002. As a percentage of sales compared to the corresponding six-month period of fiscal 2002, gross profit increased from 37.1% to 38%. The higher percentage margin was primarily a result of a favorable product mix, caused by higher laser sales to the semiconductor and electronics industry and higher service and spare parts business volume. In addition, gross profit was favorably affected by \$2.4 million and \$3.8 million for the three-month and six-month periods ended March 31, 2003 due to the weakening of the U.S. dollar against foreign currencies, primarily against the Euro.

Selling, General and Administrative Expenses - Selling, general and administrative ("SG&A") expenses of \$12.1 million and \$24 million for the three-months and six-months ended March 31, 2003 increased by \$0.7 million (6%) and \$1.9 million (9%) from the corresponding period of fiscal 2002. SG&A, a significant portion of which is incurred in foreign currencies, was unfavorably affected by \$1.6 million and \$2.4 million for the three-month and six-month periods ended March 31, 2003 due to the fluctuations of the U.S. dollar against foreign currencies, primarily against the Euro.

Research and Development - The Company spent net \$4.5 million and \$8.4 million on research and development during the three-month and six-month periods ended March 31, 2003. This represents an increase of 47% and 35%, for the three-month and six-month periods as compared to the corresponding periods of the prior year. Gross research and development expenses for the three-month period ended March 31, 2003 and 2002 were \$4.8 million and \$3.4 million, respectively, and were reduced by \$0.3 million of government grants in both periods. Gross research and development expenses for the six-month period ended March 31, 2003 and 2002 were \$9.0 million and \$6.7 million, respectively and were reduced by \$0.6 million and \$0.5 million of government grants in each respective period. The increase is a result of ongoing work in the area of diode pumped solid state lasers. R&D, a significant portion of which is conducted in Europe, and therefore incurred in foreign currencies, was unfavorably affected by \$0.8 million and \$1.2 million for the three-month and six-month periods ended March 31, 2003, due to the fluctuations of the U.S. dollar against foreign currencies, primarily against the Euro.

Goodwill and intangibles amortization - As a result of adopting new accounting rules regarding the amortization of goodwill, amortization expense for the three-month and six-month periods ended March 31, 2003 amounted to \$0.4 million and \$0.7 million and was lower by \$0.5 million and \$1.1 million when compared to the same period last fiscal year.

Other Expense (Income) - Net other (income) expense of (\$0.4) million and \$0.2 million for the three-month and six-month periods ended March 31, 2003 represents an increase in income of \$1.6 million and \$1.9 million compared to the corresponding period of fiscal 2002. The fluctuation in the six-month period is primarily attributed to higher unrealized exchange gains resulting from certain intercompany indebtedness. Additionally, during the first quarter of fiscal year 2002, other income was significantly affected by a one-time gain from the sale of the medical laser business.

Income Tax Expense - Income tax expense of \$3.0 million and \$5.2 million for the three-months and six-months ended March 31, 2003 represent effective tax rates of 45% and 42%, compared to the prior fiscal year corresponding effective tax rates of 62% and 66%. This decrease is primarily due to higher earnings and lower amounts of nondeductible expenses for tax purposes.

Net Income - As a result of the foregoing factors, the Company realized consolidated net income of \$3.4 million and \$6.8 million for the three-months and six-months ended March 31, 2003, which represents increases of \$2.3 million and \$5.4 million from the corresponding periods in fiscal 2002. For the three-months ended March 31, 2003, both basic and diluted earnings per share equaled \$0.29 based upon 11.6 million common shares outstanding, as compared to basic and diluted earnings per share of \$0.10 for the same period in fiscal 2002.

Liquidity and Capital Resources

The Company's primary sources of liquidity at March 31, 2003 were cash and cash equivalents of \$29.0 million, an annually renewable \$25.0 million line of credit with Deutsche Bank AG and several other lines of credit to support foreign subsidiaries in their local currencies in an aggregate amount of \$32.5 million (translated at the applicable exchange rate at March 31, 2003). As of March 31, 2003, \$15.2 million was outstanding under the Deutsche Bank facility and \$15.0 million under other lines of credit. Therefore, \$27.3 million is unused and available under Rofin's lines of credit.

Additionally, the Company has outstanding long-term debt with a German bank, which was used to finance part of the acquisition, and to refinance the existing debt, of Baasel Lasertech. At March 31, 2003, \$40.6 million was outstanding under this credit agreement.

Cash and cash equivalents increased by \$8.6 million during the six-months ended March 31, 2003. Approximately \$8.0 million in cash and cash equivalents were provided by operating activities, primarily as the result of improved net income and a decrease in accounts receivable, trade.

Uses of cash from investing activities totaled \$1.8 million for the six-months ended March 31, 2003 and related primarily to the acquisition of various additions to property and equipment.

Net cash provided by financing activities totaled \$1.4 million and was primarily related to current period borrowings of bank debt.

Management believes that the cash flow from operations, along with existing cash and cash equivalents and availability under the company's credit facilities and lines of credit, will provide adequate resources to meet its capital requirements and operational needs at least through 2003.

Currency Exchange Rate Fluctuations

Although the Company reports its Consolidated Financial Statements in U.S. dollars, approximately 75% of its sales are denominated in other currencies, primarily Euro, British pound, Singapore dollar, Taiwanese dollar, Korean won and Japanese yen. Net sales and costs and related assets and liabilities of the Company's operations are generally denominated in the functional currencies of the relevant operating unit, thereby serving to reduce the Company's exposure to exchange gains and losses.

Exchange differences upon translation from each operating unit's functional currency to United States dollars are accumulated as a separate component of equity. The currency translation adjustment component of shareholders' equity had the effect of decreasing total equity by \$0.3 million at March 31, 2003 as compared to \$7.2 million at September 30, 2002.

The fluctuation of the Euro and the other relevant functional currencies against the U.S. dollar has had the effect of increasing or decreasing (as applicable) reported net sales, as well as cost of goods sold and gross margin and selling, general and administrative expenses, denominated in such foreign currencies when translated into U.S. dollars as compared to prior periods.

Critical Accounting Policies

The Company's significant accounting policies are more fully described in Note 1 of the consolidated financial statements and footnotes in its Annual Report on 10-K for the fiscal year ended September 30, 2002. Certain of the accounting policies require the application of significant judgment by management in selecting appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty.

Allowance for Doubtful Accounts

The Company records allowances for uncollectible customer accounts receivable based on historical experience. Additionally, an allowance is made based on an assessment of specific customers' financial condition and liquidity. If the financial condition of the Company's customers were to deteriorate, additional allowances may be required.

Inventory Valuation

The Company writes down inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Warranty Reserves

The Company provides for the estimated costs of product warranties when revenue is recognized. Our estimate of costs to fulfill our warranty obligations is based on historical experience and expectation of future conditions. To the extent we experience increased warranty claim activity or increased costs associated with servicing those claims, revisions to the estimated warranty liability would be required.

Ownership of Common Stock By Directors

The following table sets forth information as of March 31, 2003, with respect to beneficial ownership of the Company's Common Stock and exercisable options by each director.

Name	Number of Shares of Common Stock Beneficially Owned	Total Number of Stock Options Owned at March 31, 2003	Number of Exercisable Stock Options Owned at March 31, 2003
Peter Wirth	3,300	232,000	140,000
Gunther Braun	6,000	166,000	86,000
Carl F. Baasel	50,000	40,000	7,000
William R. Hoover (1)	40,500	--	--
Ralph E. Reins (1)	15,500	--	--
Gary K. Willis (1)	14,000	--	--

(1) Outside, non-executive director

Item 3. Quantitative and Qualitative Disclosures about Market Risk

For the period ended March 31, 2003, we did not experience any material change in market risk exposures affecting the quantitative and qualitative disclosures as presented in our Annual Report on Form 10-K for the fiscal year ended September 30, 2002.

Item 4. Controls and Procedures

In the 90-day period before the filing of this report, the Chief Executive Officer and Chief Financial Officer of the Company (collectively, the "certifying officers") have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-14(c) and 15d-14(c) under the Securities and Exchange Act of 1934, as amended). These disclosure controls and procedures are designed to ensure that the information required to be disclosed by the Company in its periodic reports filed with the Securities and Exchange Commission (the "Commission") is recorded, processed, summarized and reported within the time periods specified by the Commission's rules and forms, and that the information is communicated to the certifying officers on a timely basis.

The certifying officers concluded, based on their evaluation, that the Company's disclosure controls and procedures are effective in ensuring that material information relating to the Company, including its consolidated subsidiaries, is made known to them in a timely fashion, taking into consideration the size and nature of the Company's business and operations.

There were no significant changes in the Company's internal controls or in other factors, nor any significant deficiencies or material weaknesses requiring corrective action, that could significantly affect the Company's internal controls subsequent to the date when the internal controls were evaluated.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Reports on Form 8-K

The Registrant did not file any Current Reports on Form 8-K during the quarter ended March 31, 2003.

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.

Rofin-Sinar Technologies Inc.

(Registrant)

Date: May 14, 2003

/s/ Gunther Braun

Gunther Braun
Executive Vice President,
Finance and Administration, and
Chief Financial Officer

CERTIFICATIONS

I, Peter Wirth, Chairman of the Board of Directors and Chief Executive Officer and President, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rofin-Sinar Technologies Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ Peter Wirth

Peter Wirth

Chairman of the Board, Chief
Executive Officer and President

CERTIFICATION

I, Gunther Braun, Executive Vice President, Finance and Administration, Chief Financial Officer, Principal Accounting Officer and Director, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rofin-Sinar Technologies Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ Gunther Braun

Gunther Braun

Executive Vice President,
Finance and Administration,
Chief Financial Officer,
Principal Accounting Officer
and Director