BALDWIN TECHNOLOGY CO INC
Form 10-Q/A
May 23, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
Amendment No. 1

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

For the quarterly period ended December 31, 2010

OR

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

For the transition period from __________ to ___________

Commission file number 1-9334

BALDWIN TECHNOLOGY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	13-3258160
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2 Trap Falls Road, Suite 402, Shelton, Connecticut 06484

(Address of principal executive offices) (Zip Code)

203-402-1000

(Registrant s telephone number, including area code)

N/A

(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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at January 31, 2011
Class A Common Stock ($0.01 par value)	14,542,331
Class B Common Stock ($0.01 par value)	1,092,555

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EXPLANATORY NOTE

Baldwin Technology Company, Inc. (the Company) originally filed its Quarterly Report on Form 10-Q for the quarter ended December 31, 2010 on February 14, 2011. The Company is filing this amendment on Form 10-Q/A to restate its consolidated financial statements and other financial information to properly account for certain revenue and costs related to the Company s Japanese operations that had been improperly recognized and booked. Specifically, the improper revenue cut-off primarily affected the three months ended June 30, 2010 (Q4 in the fiscal year ended June 30, 2010), when revenue and related costs were recorded prematurely and the three months ended September 30, 2010 and the three and six month periods ended December 31, 2010 (Q1 and Q2 of fiscal year ended June 30, 2011) when such sales transactions were fulfilled and revenue earned. As illustrated in the table below, the correction of the above mentioned errors resulted for (i) reduction of net sales and operating income for the three months and year ended June 30, 2010 by $4,037 and $1,984, respectively, (ii) increase in net sales and decrease in operating loss in the three months ended September 30, 2010 by $3,382 and $1,674, respectively, (iii) increase of net sales and decrease of operating loss for the three months ended December 31, 2010 by $655 and $310, respectively, and (iv) increase in net sales and decrease of operating loss for the six months ended December 31, 2010 by $4,037 and $1,984, respectively.

	Fiscal Year 2010 (in thousands)	Fiscal Year 2011 (in thousands)		
	For the Year Ended June 30, 2010	Three Months Ended September 30, 2010	Three Months Ended December 31, 2010	Six Months Ended December 31, 2010
Net Sales				
As previously reported	151,818	38,451	42,203	80,654
Correction for improper cutoff	(4,037)	3,382	655	4,037
Restated	147,781	41,833	42,858	84,691
Cost of Sales				
As previously reported	106,682	27,638	29,764	57,402
Correction for improper cutoff	(2,053)	1,708	345	2,053
Restated	104,629	29,346	30,109	59,455
Operating income (loss)				
As previously reported	7,514	(2,585)	(518)	(3,103)
Correction for improper cutoff	(1,984)	1,674	310	1,984
Restated	5,530	(911)	(208)	(1,119)
Net Income (loss)				
As previously reported	5,028	(1,112)	(618)	(1,730)
Correction for improper cutoff	(1,151)	38	858	896

Restated	3,877	(1,074)	240	(834)

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	Fiscal Year 2010 (in thousands)		Fiscal Year 2011 (in thousands)	
	For the Year Ended June 30, 2010	Three Months Ended September 30, 2010	Three Months Ended December 31, 2010	Six Months Ended December 31, 2010
Earnings per share				
As previously reported	$ 0.32	(0.07)	(0.04)	(0.11)
Correction for improper cutoff	(0.07)	0	0.06	0.06
Restated	$ 0.25	(0.07)	0.02	(0.05)

There was no impact to previously reported total cash flows from operations, investing or financing activities.

Management determined certain financial amounts reflected in our originally filed Form 10-Q needed to be restated to reflect these adjustments. The amended items have been amended and restated in their entirety. Other than as described above, no other changes have been made to the original Form 10-Q.

As a result of this restatement, we have revised Item 4 and have included new certifications pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002 as reflected in Exhibits 31.01, 31.02, 32.01 and 32.02.

Except as set forth above, this Form 10-Q /A does not modify or update other disclosures in the original Form 10-Q, including the nature and character of such disclosure to reflect events occurring after the filing date of the original Form 10-Q. While we are amending only certain portions of our Form 10-Q, for convenience and ease of reference, we are filing the entire Form 10-Q, except for certain exhibits. The disclosures in this amendment do not reflect events occurring after the filing of the original Form 10-Q. Accordingly, this amendment should be read in conjunction with our other filings made with the Securities and Exchange Commission subsequent to the filing of the originally filed Form 10-Q, including any amendments to those filings, as information in such filings may update or supersede certain information contained in those filings as well as in this amendment.

BALDWIN TECHNOLOGY COMPANY, INC.
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BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)
ASSETS

	(Restated) December 31, 2010 (unaudited)	(Restated) June 30, 2010
CURRENT ASSETS:		
Cash and cash equivalents	$ 15,554	$ 15,710
Accounts receivable trade, net of allowance for doubtful accounts of $1,299 ($1,154 at June 30, 2010)	28,299	22,303
Notes receivable, trade	3,337	2,328
Inventories, net	21,379	20,839
Deferred taxes, net	1,936	1,808
Prepaid expenses and other	3,967	4,453
Total current assets	74,472	67,441
MARKETABLE SECURITIES:		
(Cost $879 at December 31, 2010 and $787 at June 30, 2010)	622	500
PROPERTY, PLANT AND EQUIPMENT:		
Land and buildings	1,103	1,139
Machinery and equipment	8,218	7,932
Furniture and fixtures	5,625	4,804
Capital leases	100	95
	15,046	13,970
Less: Accumulated depreciation	(9,397)	(7,875)
Net property, plant and equipment	5,649	6,095
INTANGIBLES, less accumulated amortization of $11,522 ($10,572 at June 30, 2010)	11,206	11,099
GOODWILL, less accumulated amortization of $1,545 ($1,425 at June 30, 2010)	20,748	20,102
DEFERRED TAXES, NET	9,391	7,712
OTHER ASSETS	5,732	6,343
TOTAL ASSETS	$ 127,820	$ 119,292

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

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BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
LIABILITIES AND SHAREHOLDERS EQUITY

	(Restated) December 31, 2010 (unaudited)	(Restated) June 30, 2010
CURRENT LIABILITIES:		
Loans payable	$ 6,156	$ 4,525
Current portion of long-term debt	16,095	389
Accounts payable, trade	14,100	14,086
Notes payable, trade	6,180	4,850
Accrued salaries, commissions, bonus and profit-sharing	3,716	3,702
Customer deposits	1,155	1,755
Accrued and withheld taxes	989	1,155
Income taxes payable	1,794	1,019
Other accounts payable and accrued liabilities	8,726	8,720
Total current liabilities	58,911	40,201
LONG-TERM LIABILITIES:		
Long-term debt, net of current portion	2,132	16,066
Other long-term liabilities	12,070	12,427
Total long-term liabilities	14,202	28,493
Total liabilities	73,113	68,694
Commitments and contingencies		
SHAREHOLDERS EQUITY:		
Class A Common Stock, $0.01 par, 45,000,000 shares authorized, 14,542,331 shares issued at December 31, 2010 and 14,471,363 shares issued at June 30, 2010	145	145
Class B Common Stock, $0.01 par, 4,500,000 shares authorized, 1,092,555 shares issued at December 31, 2010 and 1,092,555 shares issued at June 30, 2010	11	11
Capital contributed in excess of par value	48,562	48,098
Accumulated earnings	1,185	2,019
Accumulated other comprehensive income	4,804	325
Total shareholders equity	54,707	50,598
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 127,820	$ 119,292

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

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BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED STATEMENTS OF OPERATION
(in thousands, except per share data)
(Unaudited)

	For the three months ended December 31,		For the six months ended December 31,	
	(Restated) 2010	2009	(Restated) 2010	2009
Net Sales	$ 42,858	$ 38,751	$ 84,691	$ 74,925
Cost of goods sold	30,109	27,093	59,455	52,847
Gross Profit	12,749	11,658	25,236	22,078
Operating Expenses:				
General and administrative	4,903	4,605	11,055	10,240
Selling	3,916	3,443	7,555	6,767
Engineering and development	3,683	3,503	7,098	6,574
Restructuring	455		647	
Total operating expenses	12,957	11,551	26,355	23,581
Legal settlement gain				9,266
Operating (loss) income	(208)	107	(1,119)	7,763
Other (income) expense:				
Interest expense, net	495	485	1,035	2,200
Other (income) expense, net	(24)	26	148	202
	471	511	1,183	2,402
(Loss) income before income taxes	(679)	(404)	(2,302)	5,361
(Benefit) provision for income taxes	(919)	12	(1,468)	1,879
Net (loss) income	$ 240	$ (416)	$ (834)	$ 3,482
Net (loss) income per share basic and diluted				
(Loss) income per share basic	$ 0.02	$ (0.03)	$ (0.05)	$ 0.23
(Loss) income per share diluted	$ 0.02	$ (0.03)	$ (0.05)	$ 0.23
Weighted average shares outstanding:				
Basic	15,604	15,461	15,586	15,421

Diluted	15,981	15,461	15,586	15,472

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

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BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY
(in thousands, except shares) (Unaudited)

	Class A Common Stock		Class B Common Stock		Capital Contributed in Excess of Par		Accumulated Other Comprehensive	Treasury Stock		Comprehensive Income for the Six Months ended December 31,	
	Shares	Amount	Shares	Amount	Value	Accumulated Earnings	Income	Shares	Amount	2010	2009
Balance at June 30, 2010	14,471,363	$ 145	1,092,555	$ 11	$ 48,098	$ 2,019	$ 325	0	0		
Net loss for the six months ended December 31, 2010 (restated)						(834)				$ (834)	$ 3,482
Translation adjustment							4,284			4,284	761
Unrealized loss on available-for-sale securities, net of tax							17			17	(52)
Recognition of pension funded status, net of tax							178			178	233
Comprehensive Income (restated)											
Amortization of stock based compensation					501					$ 3,645	$ 4,424
Shares surrendered as payment of tax withholding								(29,270)	(37)		
Retirement of treasury stock	(29,270)				(37)			29,270	37		
Shares issued under stock option plan	100,238										
Balance at December 31,	14,542,331	$ 145	1,092,555	$ 11	$ 48,562	$ 1,185	$ 4,804	0	0		

2010 (restated)

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

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BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	For the six months ended December 31,	
	(Restated) 2010	2009
Cash flows from operating activities:		
Net (loss) income	$ (834)	$ 3,482
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	1,450	1,331
Legal settlement gain		(9,266)
Deferred financing charge	118	1,183
Proceeds from legal settlement		9,560
Provision for losses on accounts receivable	346	404
Restructuring charges	647	
Stock compensation costs	501	448
Non-cash deferred compensation charges	871	
Deferred income taxes	(1,663)	(68)
Loss on disposal of fixed assets	80	
Changes in assets and liabilities:		
Accounts and notes receivable, trade	(5,077)	2,918
Inventories	1,342	1,666
Prepaid expenses and other	801	664
Other assets	1,605	248
Customer deposits	(665)	1,764
Accrued compensation	(858)	(1,008)
Payments of restructuring charges	(534)	(1,621)
Accounts and notes payable, trade	(263)	(3,585)
Income taxes payable	182	1,890
Accrued and withheld taxes	(74)	(250)
Other accounts payable and accrued liabilities	(1,169)	(226)
Net cash (used in) provided by operating activities	(3,194)	9,534
Cash flows from investing activities:		
Additions of property, plant and equipment	(186)	(227)
Additions of patents and trademarks	(240)	(93)
Net cash used in investing activities	(426)	(320)
Cash flows from financing activities:		
Long-term and short-term debt borrowings	2,788	726
Long-term and short-term debt repayments		(9,209)
Repurchase of common stock	(37)	(45)

Principal payments under capital lease obligations	(59)	(81)
Payment of debt financing costs	(220)	(685)
Proceeds from stock option exercises		12
Other long-term liabilities	(46)	104
Net cash provided by (used in) financing activities	2,426	(9,178)
Effects of exchange rate changes	1,038	479
Net (decrease) increase in cash and cash equivalents	(156)	515
Cash and cash equivalents at beginning of period	15,710	13,806
Cash and cash equivalents at end of period	$ 15,554	$ 14,321

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

BALDWIN TECHNOLOGY COMPANY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

Supplemental disclosures of cash flow information:

	For the six months ended December 31,	
	2010	2009
Cash paid during the period for:		
Interest	$600	$750
Income taxes	$716	$ 76
Non-cash investing and financing activities:		
Warrants issued in connection with debt financing	$469	

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

BALDWIN TECHNOLOGY COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(in thousands, except share and per share data)

Note 1 Organization and Basis of Presentation:

Baldwin Technology Company, Inc. and its subsidiaries (Baldwin or the Company) are engaged primarily in the development, manufacture and sale of press automation equipment and related parts and consumables for the printing and publishing industry.

The accompanying unaudited consolidated financial statements include the accounts of Baldwin and have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in compliance with the rules and regulations of the Securities and Exchange Commission (SEC). These financial statements reflect all adjustments of a normal recurring nature, which are in the opinion of management, necessary to present fairly the financial position and the results for the interim periods. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company s latest Annual Report on Form 10-K as amended for the fiscal year ended June 30, 2010.

The results of operations for the interim period presented are not necessarily indicative of trends or of results to be expected for any future period including the entire fiscal year ending June 30, 2011.

On June 30, 2010 the Company successfully completed the acquisition of Nordson UV (UV), a manufacturer of ultraviolet curing systems, lamps and parts. Operating results of the acquired entities are included in the results of operations from the date of acquisition.

Note 2 Recent Accounting Standards:

In October 2009, the FASB issued ASC Update No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements. The consensus in Update No. 2009-13 supersedes certain guidance in Topic 605 (formerly EITF Issue No. 00-21, Multiple-Element Arrangements) and requires an entity to allocate arrangement consideration at the inception of an arrangement to all of its deliverables based on their relative selling prices. The consensus eliminates the use of the residual method of allocation and requires the use of the relative-selling-price method in all circumstances in which an entity recognizes revenue for an arrangement with multiple deliverables subject to ASC 605-25. The Company adopted Update No. 2009-13 as of July 1, 2010.

The new guidance changes the criteria required to (1) separate deliverables into separate units of accounting when deliverables are sold in a bundled arrangement and (2) to allocate the arrangement s consideration to each unit in the arrangement (such as, equipment, installation or commissioning services). Entities are now required to determine an estimated selling price for each separate deliverable following a hierarchy of evidence Vendor-specific objective evidence (VSOE), Third Party Evidence (TPE) and, if VSOE and TPE do not exist, best estimate of selling price (BESP).

The Company s material revenue streams are the result of a wide range of activities, from the delivery of stand-alone equipment, parts, services, consumables and, in some instances, design, installation and commissioning of equipment. The Company enters into revenue arrangements that may consist of multiple deliverables of its product and service offerings due to the needs of its customers. The

Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectability of the sale price is reasonably assured. In addition to these general revenue recognition criteria, the following specific revenue recognition policies are followed:

Products and Equipment For product and equipment sales (one deliverable only), revenue recognition generally occurs when products or equipment have been shipped, risk of loss has transferred to the customer, objective evidence exists that customer acceptance provisions have been met, no significant obligations remain and an allowance for discounts, returns and customer incentives can be reliably estimated. Recorded revenues are reduced by these allowances. The Company bases its estimates of these allowances on historical experience taking into consideration the type of products sold, the type of customer, and the specific type of transaction in each arrangement.

Services Revenue for services is generally recognized at completion of the contractually required services.

Multiple-Element Arrangements Arrangements with customers may include multiple deliverables, including any combination of products, equipment and services. For the Company s multiple-element arrangements, deliverables are separated into more than one unit of accounting when (i) the delivered element(s) have value to the customer on a stand-alone basis, and (ii) delivery of the undelivered element(s) is probable and substantially in the control of the Company. Based on the new accounting guidance adopted July 1, 2010, revenue is then allocated to each unit of accounting based on the estimated selling price determined using a hierarchy of evidence based first on VSOE if it exists, based next on TPE if VSOE does not exist, and finally, if both VSOE and TPE do not exist, based on BESP.

VSOE The price of a deliverable when the Company regularly sells it on a stand-alone basis.

Typically, the Company is unable to determine VSOE for the installation and commissioning services portion, as well as, the equipment portion of a multiple-element arrangement. Since the Company does not sell its installation and commissioning services on a stand-alone basis, the Company is not able to determine VSOE for these portions of a multiple-element arrangement. In addition, in certain instances, similar equipment included in a multiple-element arrangement is sold separately in stand-alone arrangements as customers may perform installations themselves. The Company has determined that the applicability of this stand-alone pricing is not appropriate to serve as the VSOE for equipment in multiple-element arrangements since this pricing considers the geographies in which the products or services are sold, major product and service groups, customer classification (OEM versus End User) and other marketing variables.

TPE Third party (competitor, subcontractors, etc) sales prices for the same or largely interchangeable products or services to similar customers in stand-alone sales. TPE can only be used if VSOE is not available.

Generally, the Company s strategy for many of its products differs from that of its peers and its offerings contain a level of customization and differentiation such that the comparable pricing of products with similar functionality sold by other companies cannot be obtained. Furthermore, the Company is unable to reliably determine what similar competitor products selling prices are on a stand-alone basis. Therefore, the Company is typically not able to determine TPE for the equipment portion of a multiple-element arrangement. However, there are others (subcontractors) in the industry with sufficient knowledge about the installation and commissioning process that

the Company uses on occasion to perform these services. Overall, installation and commissioning services may vary, due in part, to the size and complexity of the installation and commissioning, however, these subcontractor rates may provide a basis for TPE after considering the type of services to be performed (i.e. mechanical, electrical) and negotiated subcontractor rates.

BESP When the Company is unable to establish VSOE or TPE, the Company uses BESP. The objective of BESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis.

The Company determines BESP for a deliverable in a multiple element arrangement by first collecting all reasonably available data points including sales, cost and margin analysis of the product, and other inputs based on the Company s normal pricing practices. Second, the Company makes any reasonably required adjustments to the data based on market conditions and Company-specific factors (customer, cost structure, etc.). Third, the Company stratifies the data points, when appropriate, based on customer, magnitude of the transaction and sales volume. In addition, the Company has negotiated supply agreements, primarily with large OEM customers, for pricing some of its products and installation and commissioning services. The Company has experience selling the products and installation and commissioning services at the published price list and considers this to be BESP when contracting with customers under the supply agreements.

The determination of BESP is a formal process within the Company that includes review and approval by the Company s management.

Contractually stated prices in multiple-element arrangements are not presumed to represent VSOE, TPE or BESP for an individual deliverable. An entity must develop its estimate of selling prices using the hierarchy of evidence in the new guidance.

After determination of the estimated selling price of each deliverable in a multiple-element arrangement, the arrangement consideration is then allocated using the relative selling price method. Under the relative selling price method, the estimated selling price for each deliverable is compared to the sum of the estimated selling prices for all deliverables. The percentage that is calculated for each deliverable is then multiplied by the total contractual value of the multiple-element arrangement to determine the revenue allocated to each deliverable.

The revenue allocated to each deliverable will then be recorded in accordance with existing revenue recognition guidance for stand alone product/equipment sales and unbundled services.

Based on the Company s current sales strategies, the newly adopted accounting guidance for revenue recognition has not and is not expected to have a significant effect on the timing and pattern of revenue recognition for sales in periods after the initial adoption when applied to multiple-element arrangements.

Note 3 Restatement of Consolidated Financial Statements

Background of the Restatements

In late February 2011, allegations surfaced that profits had been manipulated at the Company s Japanese subsidiary. The Audit Committee of the Board of Directors commissioned an investigation consisting of extensive employee interviews and audit procedures to review the allegations. The investigation confirmed the premature recognition of revenue and related costs primarily during the quarter ended June 30, 2010 through intentional circumvention of internal controls apparently intended to achieve sales and earnings forecasts previously submitted by the Japanese subsidiary to corporate senior

management. The investigation also revealed that no individual appeared to personally benefit from these irregularities.

On May 10, 2011 the Company announced that, as a result of the investigation, previously issued consolidated financial statements for the fiscal year 2010 included in the Company s Form 10-K and for the fiscal quarters ended September 30, 2010 and December 31, 2010, should no longer be relied upon.

Impact of Restatement

The effects of the restatement on the consolidated statement of operations for the quarter ended December 31, 2010 are summarized in the following table:

	For the three months ended December 31, 2010			For the six months ended December 31, 2010		
	Previously Reported	Adjustment (in thousands)	Restated	Previously Reported	Adjustment (in thousands)	Restated
Net Sales	$42,203	$ 655	$42,858	$80,654	$4,037	$84,691
Cost of goods sold	29,764	345	30,109	57,402	2,053	59,455
Gross profit	12,439	310	12,749	23,252	1,984	25,236
Operating (loss) income	(518)	310	(208)	(3,103)	1,984	(1,119)
Income (loss) from operations before tax	(989)	310	(679)	(4,286)	1,984	(2,302)
(Benefit) provision for income taxes	(371)	(548)	(919)	(2,556)	1,088	(1,468)
Net (loss) income	(618)	858	240	(1,730)	896	(834)
Basic and diluted net (loss) income per share	$ (0.04)	$ 0.06	$ 0.02	$ (0.11)	$ 0.06	$ (0.05)

The effects of the restatement on the consolidated balance sheet at December 31, 2010 are summarized in the following table:

	Previously Reported	Adjustment (in thousands)	Restated
Deferred taxes, net	$ 9,646	$ (255)	$ 9,391
Total assets	128,075	(255)	127,820
Accumulated earnings	1,440	(255)	1,185
Total shareholder s equity	54,962	(255)	54,707
Total liabilities and shareholder s equity	128,075	(255)	127,820

There was no impact to previously reported cash flows from operations, investing or financial activities. As a result of the restatement, the Company failed to meet the Currency Adjusted Net Sales covenant during the quarter ended December 31, 2010. The Company and its lenders entered into Waiver and Amendment No. 10 as of May 16, 2011 (see footnote 4).

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Note 4 Long Term Debt:

	December 31, 2010		June 30, 2010	
	Current	Long-Term	Current	Long-Term
	(in thousands)		(in thousands)	
Revolving Credit Facility due November 21, 2011, interest rate one-month LIBOR rate 0.27% plus 4.50% (a)	$ 13,700	$	$	$ 12,100
Revolving Credit Facility due November 21, 2011, interest rate one-month LIBOR rate 0.73% plus 4.50% (a)	2,006			1,834
Subordinated promissory note due June 30, 2015, interest rate one year LIBOR rate 1.2% plus 4.50% (b)	389	2,132	389	2,132
	$ 16,095	$ 2,132	$ 389	$ 16,066

(a) The Company s primary source of external financing is its Credit Agreement, as amended, with certain Lenders (the Lenders) and Bank of America (BofA), as Agent for the Lenders (the Credit Agreement), which has a term that ends on November 21, 2011. The borrowings under the Credit Agreement are secured in the U.S. by a pledge of substantially all of the Company s domestic assets and in Europe by a pledge of the Company s European assets and the stock of the Company s European subsidiaries and certain of the Company s Asian subsidiaries (approximately $18,000 at June 30, 2010).

On September 28 and 29, 2010, the Company entered into Amendment #8 and #9 to the Credit Agreement (Amendment #8 and Amendment #9 , respectively) with BofA. Under the terms of Amendment #8, the total commitment under the Credit Agreement was reduced from $25 million to $20 million, certain adjustments were made to the interest payment provisions and the Company issued to the Lenders warrants with a term of 10 years to purchase 352,671 shares of common stock in the Company for $0.01 per share (the Warrants). The Warrants also contain a put provision that enables the holders after September 28, 2012 to request a cash settlement of the then fair market value of the Warrants in an amount not to exceed $1.50 per share. Amendment #8 sets new covenants for currency adjusted net sales, establishes minimum EBITDA levels and sets a limit on capital expenditures for the fiscal year ended June 30, 2011. Under the terms of Amendment #9, the definition of EBITDA was revised.

The Company incurred costs of approximately $689 ($220 in cash, $469 associated with the Warrants) associated with the September 28, 2010 Amendment. Certain of these costs, together with certain legacy deferred financing costs, are required to be charged to expense, and the Company recorded a charge of approximately $118 during the first quarter of fiscal year 2011. The balance of these costs, together with the remaining legacy deferred financing costs, aggregating approximately $1,162, will be amortized over the remaining term of the facility under the Credit Agreement, as amended.

The Warrants were valued based on the Company s stock price at September 28, 2010 and are presented as a liability under other long-term liabilities. The value of the Warrants will mark to market at the end of each reporting period and the change in value will be recorded as interest expense. During the three months ended December 31, 2010, the value of the Warrants was increased by $28.

As a result of the required restatements of the Company s financial results for the periods ended June 30, 2010, September 30, 2010 and December 31, 2010 the Company was not in compliance with the financial covenants contained in its Credit Agreement. Specifically, as a result of the restatement, at June 30, 2010, the Company failed to meet the established June 30, 2010 targets for minimum EBITDA and Currency Adjusted Net Sales. Additionally, as a result of the restatement, during the quarter ended September 30, 2010, the Company failed to meet the established target for Currency Adjusted Net Sales for the consecutive three-month periods ended July 31, 2010 and August 30, 2010.

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In addition, the Company has reported that it did not meet the minimum EBITDA covenant for the period ended March 31, 2011 and did not meet the Currency Adjusted Net Sales target for the three consecutive months ended April 30, 2011.

On May 16, 2011, the Company entered into Waiver and Amendment No. 10 to the Credit Agreement (Amendment No. 10) with Bank of America. Amendment No. 10 provided for a waiver by the lenders of the Company s failure to meet the applicable minimum EBITDA and Currency Adjusted Net Sales for all period noted above. Under the terms of Amendment No. 10, the Company provided the Lenders Warrants with a term of ten years to purchase 372,374 shares of the Company s Class A common stock in the Company for $0.01 per share. The Warrants also contain a put provision that enables the Holder after May 16, 2013 to request a cash settlement equal to the then fair market value of the Warrants in an amount not to exceed $1.50 per share. Amendment No. 10 sets new covenants for currency adjusted net sales, establishes minimum EBITDA levels, adjusts interest rate provisions, approves the disposition of the assets of the Company s food blends discontinued operations and establishes certain milestones regarding refinancing the loan.

The Company incurred costs of approximately $777 ($222 in cash, $555 associated with aforementioned issuance of warrants) for the May 16, 2011 Amendment. These costs, together with legacy deferred financing costs, aggregating approximately $1,344 will be amortized over the remaining term of the amended Agreement.

The warrants were valued based on the Company s stock price at May 12, 2011 will be presented as a liability under other long-term liabilities. The value of the warrants will mark to market at the end of each reporting period and the change in value will recorded as interest expense.

The Company currently believes that its cash flows from operations, along with its available bank lines of credit, are sufficient to finance its working capital and other capital requirements through the term of the Credit Agreement. The facility under the Credit Agreement (the Credit Facility) matures November 21, 2011, and the Company may be unable to renew or replace this financing. The Company has begun preliminary discussions regarding renewal of its Credit Facility and anticipates finalizing a renewal or replacement of the Credit Agreement, although there are no assurances that such agreement will be completed by the loan maturity date.

(b) $2,521 five year subordinated promissory note with principal and interest payments due and payable in five annual installments.

The Company maintains relationships with both foreign and domestic banks, which combined have extended short and long-term credit facilities to the Company totaling $29,849. As of September 30, 2010, the Company had $22,858 outstanding under these credit facilities (including Letters of Credit). The amount available under these credit facilities at December 31, 2010 was $3,791.

Note 5 Net income (loss) per share:

Basic net income (loss) per share includes no dilution and is calculated by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per share reflects the potential dilution of securities that could share in the earnings of an entity. For the three and six months ended December 31, 2010, the weighted average shares outstanding used to compute diluted net income (loss) per share includes potentially dilutive securities of zero and 47,000 shares, respectively. Outstanding options and warrants to purchase 845,000 and 2,025,000 shares, respectively, of the Company s common stock for the three and six months ended December 31,

2010, respectively, are not included in the calculation of diluted net income (loss) per share, because the effect would be anti-dilutive.

For the three and six months ended December 31, 2009, the weighted average shares outstanding used to compute diluted net income (loss) per share includes potentially dilutive securities of zero and 51,000 shares, respectively. Outstanding options to purchase 57,000 and 1,065,000 shares, respectively, of the Company s common stock for the three and six months ended December 31, 2009, respectively, are not included in the calculation of diluted net income (loss) per share, because the effect would be anti-dilutive.

Note 6 Accumulated Other Comprehensive Income (Loss):

Accumulated Other Comprehensive Income (Loss) (AOCI) is comprised of various items, which affect equity that result from recognized transactions and other economic events other than transactions with owners in their capacity as owners. AOCI is included in stockholders equity in the consolidated balance sheets. AOCI consists of the following:

	December 31, 2010	June 30, 2010
	(in thousands)	
Cumulative translation adjustments	$ 5,768	$ 1,484
Unrealized gain on investments, net of tax benefit of $108 (benefit of $121 at June 30, 2010)	(149)	(166)
Pension and other, net of tax benefit of $640 (benefit of $768 at June 30, 2010)	(815)	(993)
	$ 4,804	$ 325

Note 7 Inventories:

Inventories consist of the following:

	December 31, 2010	June 30, 2010
	(in thousands)	
Raw materials	$ 12,601	$ 11,574
In process	4,124	4,528
Finished goods	4,654	4,737
	$ 21,379	$ 20,839

Foreign currency translation effects increased inventories by $1,636 from June 30, 2010 to December 31, 2010.

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Note 8 Goodwill and Other Intangible Assets:

The changes in the carrying amount of goodwill for the six months ended December 31, 2010 were as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Book Value
		(in thousands)	
Balance as of June 30, 2010	$ 21,527	$ 1,425	$ 20,102
Effects of currency translation	766	120	643
Balance as of December 31, 2010	$ 22,293	$ 1,545	$ 20,748

Intangible assets subject to amortization were comprised of the following:

		As of December 31, 2010		As of June 30, 2010	
Intangible Assets:	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
		(in thousands)		(in thousands)	
Patents and trademarks	12-20	$ 11,715	$ 7,527	$ 11,372	$ 7,155
Customer relationships	2-13	1,098	267	1,066	204
Trademarks	30	1,458	198	1,368	163
Existing product technology	15	6,042	1,393	5,605	1,135
Non-compete/solicitation Agreements	5	135	108	95	67
Other	5-30	2,280	2,029	2,165	1,848
Total		$ 22,728	$ 11,522	$ 21,671	$ 10,572

Amortization expense associated with these intangible assets was $375 and $723, respectively, for the three and six months ended December 30, 2010 and $319 and $640, respectively, for the three and six months ended December 30, 2009.

Note 9 Supplemental Compensation:

The following table sets forth the components of net periodic benefit costs for the Company s defined benefit plans for the three and six months ended December 31, 2010 and 2009:

	For the three months ended December 31,		For the six months ended December 31,	
	2010	2009	2010	2009
	(in thousands)			
Service cost	$ 100	$ 100	$ 200	$ 200
Interest cost	79	84	158	168
Expected return on plan assets	(7)	(4)	(14)	(8)
Amortization of net actuarial gain	18	(3)	36	(6)
Net periodic benefit cost	$ 190	$ 177	$ 380	$ 354

During the three and six months ended December 31, 2010, respectively, the Company made contributions to the plans of $78 and $166, respectively. During the three and six months ended December 31, 2009, respectively, the

Company made contributions to the plans of $170 and $170, respectively.

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Note 10 Customers:

During each of the three and six months ended December 31, 2010, and 2009, one customer accounted for more than 10% of the Company s net sales. Koenig and Bauer Aktiengesellschaft (KBA) accounted for approximately 14% of the Company s net sales for the three and six months ended December 31, 2010, and 18% and 16% of the Company s net sales for the three and six months ended December 31, 2009, respectively.

Note 11 Warranty Costs:

The Company s standard contractual warranty provisions are to repair or replace, at the Company s option, product that is proven to be defective. The Company estimates its warranty costs as a percentage of revenues on a product by product basis, based on actual historical experience. Hence, the Company accrues estimated warranty costs reported in other accounts payable and accrued liabilities, at the time of sale. In addition, should the Company become aware of a specific potential warranty claim, a specific charge is recorded and accounted for separate from the percent of revenue discussed above.

	For the six months ended December 31,	
	2010	2009
	(in thousands)	
Warranty reserve at June 30	$ 1,999	$ 2,626
Additional warranty expense accruals	1,058	1,487
Payments against reserve	(1,116)	(1,754)
Effects of currency rate fluctuations	223	123
Warranty reserve at December 31	$ 2,164	$ 2,482

Note 12 Share Based Payments:

Total share-based compensation for the three and six months ended December 31, 2010 and 2009 are summarized in the following table:

	For the three months ended December 31,		For the six months ended December 31,	
	2010	2009	2010	2009
	(in thousands)			
Share based compensation				
Stock options	$ 195	$ 48	$ 429	$ 102
Restricted stock	78	151	72	346
Performance shares (a)				
Total share-based compensation	$ 273	$ 199	$ 501	$ 448

(a) No compensation expense was recorded in any period presented related to performance shares, based on assessment of probability of achievement.

During the quarter ended September 30, 2010, the Company entered into an advisory agreement (the Advisory Agreement) with OBX Partners LLC (OBX), under which OBX acted as a financial advisor and strategic consultant. As part of the consideration for the services rendered, the Company granted to OBX an option (the OBX Option) to purchase 300,000 shares of the Company s Class A Common Stock (the Shares) at an exercise price per share of $1.26, exercisable on or after October 1, 2011. The Option would have terminated on November 16, 2010 if OBX had not substantially completed the engagement, which OBX completed during the second quarter. If not previously exercised, the OBX Option shall terminate on September 30, 2020. The fair value of the OBX Option on the date of

grant was

$167. The Company recomputed the fair value of the OBX Option as of December 31, 2010 and recorded an adjustment to the fair value of $31, resulting in a fair value of $198 at December 31, 2010.

In order to induce Mark Becker, President and Chief Executive Officer of the Company, to enter into an employment agreement with the Company, the Company granted, effective October 1, 2010, to Mr. Becker the following options:

(i) An option to purchase 200,000 shares of Class A Common Stock of the Company, at an exercise price of $1.20 per share, pursuant to the Company s 2005 Equity Compensation Plan (the Plan Option). The Plan Option vested and became exercisable on October 1, 2010. The Plan Option shall expire, if not sooner exercised, as of the close of business on September 30, 2020.

(ii) An option to purchase 200,000 shares of Class A Common Stock of the Company, at an exercise price of $1.20 per share (the Non-Plan Option). The Non-Plan Option shall vest and become exercisable on October 1, 2011.

The aggregate fair value of the Plan Option and the Non-Plan Option on the date of grant was $220.

Effective November 18, 2010, the Company granted to each non-employee director of the Company (i) either a Restricted Stock Award or a Restricted Stock Unit with respect to 9,524 shares (a total of 57,144 shares for all non-employee directors) of the Company s Class A Common Stock, the restrictions on which will lapse on November 18, 2011, having an aggregate grant date fair value of $72 and (ii) a non-qualified option (a Non-Employee Director Option) to purchase 9,524 shares (a total of 57,144 shares for all non-employee directors) of the Company s Class A Common Stock, which shall vest in three equal annual installments commencing on the second anniversary of the date of grant, having an aggregated grant date fair value of $34.

Note 13 Restructuring:

Quarter 3 FY 2009 Plan:

In January and March 2009, the Company committed to the principal features of plans to restructure some of its existing operations. These plans included the consolidation of production facilities in Germany, as well as employment reductions in Germany, Sweden, Italy and the U.S. The actions were taken in response to sustained weak market conditions. Actions under the plan commenced during the Company s third quarter of Fiscal 2009; and the Company substantially completed the actions by June 30, 2009. Nearly all the costs associated with the plans are cash costs, payment of which will continue through Fiscal 2011.

	Initial Reserve	Payments against Reserve	Balance at June 30, 2010	Payments against Reserve	Balance at December 31, 2010
			(in thousands)		
Restructuring costs:					
Employee termination costs	$ 3,836	$ (3,570)	$ 266	$ (160)	$ 106
Other	230	(101)	129		129
Total restructuring costs	$ 4,066	$ (3,671)	$ 395	$ (160)	$ 235

Quarter 4 FY 2010 Plan:

In June 2010 the Company committed to the principal features of a plan to additionally restructure its operation in Germany. Actions under the plan commenced and were completed by June 30, 2010. All costs associated with the plan are cash payments related to employee reductions.

	Initial Reserve	Payments against Reserve	Balance at June 30, 2010	Payments against Reserve	Balance at December 31, 2010
			(in thousands)		
Restructuring costs:					
Employee termination costs	$ 540	$ (38)	$ 502	$ (230)	$ 272
Total restructuring costs	$ 540	$ (38)	$ 502	$ (230)	$ 272

Quarter 1 FY 2011 Plan:

In September 2010 the Company committed to the principle features of a plan to restructure its operations in the UK and Japan. Actions under the plan to consolidate facilities in the UK and to reduce employment levels in Japan commenced in September and were concluded in the UK. Additional actions will continue in Japan through the second quarter of Fiscal 2011. Costs associated with the current plan are primarily cash payments related to employee reductions. Payments will continue through the fiscal year.

	Initial Reserve	Payments against Reserve	Balance at December 31, 2010
		(in thousands)	
Restructuring costs:			
Employee termination costs	$ 145	$ (137)	$ 8
Other	47		47
Total restructuring costs	$ 192	$ (1	