SCHMITT INDUSTRIES INC
Form 10-Q
April 12, 2011

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: February 28, 2011

Or

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

For the transition period from: ______ To: ______

Commission File Number: 000-23996

SCHMITT INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Oregon	**93-1151989**
(State or other jurisdiction of	**(IRS Employer**
incorporation or organization)	**Identification Number)**

2765 NW Nicolai Street, Portland, Oregon 97210-1818

(Address of principal executive offices) (Zip Code)

(503) 227-7908

(Registrant s telephone number, including area code)

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

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

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 definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x

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

The number of shares of each class of common stock outstanding as of April 5, 2011

Common stock, no par value	2,895,635

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

SCHMITT INDUSTRIES, INC.

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	February 28, 2011	May 31, 2010
ASSETS		
Current assets		
Cash and cash equivalents	$ 2,434,435	$ 3,545,986
Accounts receivable, net of allowance of $21,536 and $23,387 at February 28, 2011 and May 31, 2010, respectively	1,880,110	1,144,420
Inventories	3,851,994	3,645,303
Prepaid expenses	211,600	192,167
Income taxes receivable	18,986	21,570
	8,397,125	8,549,446
Property and equipment		
Land	299,000	299,000
Buildings and improvements	1,582,936	1,564,880
Furniture, fixtures and equipment	1,123,553	1,059,496
Vehicles	129,330	90,452
	3,134,819	3,013,828
Less accumulated depreciation and amortization	(1,828,185)	(1,720,880)
	1,306,634	1,292,948
Other assets		
Intangible assets, net	1,384,459	1,509,711
TOTAL ASSETS	$ 11,088,218	$ 11,352,105
LIABILITIES & STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable	$ 641,230	$ 665,044
Accrued commissions	257,663	170,614
Accrued payroll liabilities	116,783	231,390
Other accrued liabilities	159,163	160,717
Total current liabilities	1,174,839	1,227,765
Long-term liabilities		3,591
Stockholders equity		
Common stock, no par value, 20,000,000 shares authorized, 2,895,635 and 2,894,802 shares issued and outstanding at February 28, 2011 and May 31, 2010, respectively	9,769,870	9,739,391
Accumulated other comprehensive loss	(238,280)	(264,004)

Retained earnings		381,789	645,362
Total stockholders equity		9,913,379	10,120,749
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	11,088,218	$ 11,352,105

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

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SCHMITT INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 28, 2011 AND 2010

(UNAUDITED)

	Three Months Ended February 28,		Nine Months Ended February 28,	
	2011	2010	2011	2010
Net sales	$ 2,920,121	$ 1,542,312	$ 8,239,035	$ 4,687,407
Cost of sales	1,611,615	747,577	4,401,932	2,400,636
Gross profit	1,308,506	794,735	3,837,103	2,286,771
Operating expenses:				
General, administration and sales	1,294,072	1,068,203	3,677,808	3,061,191
Research and development	198,534	171,374	420,474	471,913
Total operating expenses	1,492,606	1,239,577	4,098,282	3,533,104
Operating loss	(184,100)	(444,842)	(261,179)	(1,246,333)
Other income (expense)	(3,806)	3,108	(3,972)	18,241
Loss before income taxes	(187,906)	(441,734)	(265,151)	(1,228,092)
Provision (benefit) for income taxes	3,934	1,518	(1,578)	13,802
Net loss	$ (191,840)	$ (443,252)	$ (263,573)	$ (1,241,894)
Loss per common share:				
Basic	$ (0.07)	$ (0.15)	$ (0.09)	$ (0.43)
Weighted average number of common shares, basic	2,894,922	2,894,802	2,894,842	2,883,880
Diluted	$ (0.07)	$ (0.15)	$ (0.09)	$ (0.43)
Weighted average number of common shares, diluted	2,894,922	2,894,802	2,894,842	2,883,880

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

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SCHMITT INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED FEBRUARY 28, 2011 AND 2010

(UNAUDITED)

	Nine Months Ended February 28,	
	2011	2010
Cash flows relating to operating activities		
Net loss	$ (263,573)	$ (1,241,894)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	257,991	272,759
Gain on disposal of property and equipment		(1,200)
Stock based compensation	28,563	71,727
Excess tax benefit from stock-based compensation	(114)	
(Increase) decrease in:		
Accounts receivable	(711,065)	(15,731)
Inventories	(189,783)	239,069
Prepaid expenses	(18,809)	(44,456)
Income taxes receivable	2,584	40,981
Increase (decrease) in:		
Accounts payable	(29,208)	101,093
Accrued liabilities and customer deposits	(32,373)	(43,380)
Net cash used in operating activities	(955,787)	(621,032)
Cash flows relating to investing activities		
Purchase of short-term investments		(1,000,000)
Maturities of short-term investments		500,000
Purchase of property and equipment	(149,994)	(42,058)
Payments on asset acquisition		(100,000)
Proceeds from sale of property and equipment		1,200
Net cash used in investing activities	(149,994)	(640,858)
Cash flows relating to financing activities		
Common stock issued on exercise of stock options	1,916	
Excess tax benefit from stock-based compensation	114	
Net cash provided by financing activities	2,030	
Effect of foreign exchange translation on cash	(7,800)	(22,331)
Decrease in cash and cash equivalents	(1,111,551)	(1,284,221)
Cash and cash equivalents, beginning of period	3,545,986	4,174,335
Cash and cash equivalents, end of period	$ 2,434,435	$ 2,890,114
Supplemental Disclosure of Cash Flow Information		
Cash received during the period for income taxes	$ (4,059)	$ (28,060)

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

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SCHMITT INDUSTRIES, INC.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

AND COMPREHENSIVE INCOME

FOR THE NINE MONTHS ENDED FEBRUARY 28, 2011

(UNAUDITED)

	Shares	Amount	Accumulated other comprehensive loss	Retained earnings	Total	Total comprehensive loss
Balance, May 31, 2010	2,894,802	$ 9,739,391	$ (264,004)	$ 645,362	$ 10,120,749	
Stock options exercised and related tax benefit of $114	833	1,916			1,916	
Stock-based compensation		28,563			28,563	
Net loss				(263,573)	(263,573)	$ (263,573)
Other comprehensive gain			25,724		25,724	25,724
Balance, February 28, 2011	2,895,635	$ 9,769,870	$ (238,280)	$ 381,789	$ 9,913,379	
Comprehensive loss, nine months ended February 28, 2011						$ (237,849)

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

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NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 1:

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial information included herein has been prepared by Schmitt Industries, Inc. (the Company or Schmitt) and its wholly owned subsidiaries. In the opinion of management, the accompanying unaudited Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly its financial position as of February 28, 2011 and its results of operations and its cash flows for the periods presented. The consolidated balance sheet at May 31, 2010 has been derived from the Annual Report on Form 10-K for the fiscal year ended May 31, 2010. The accompanying unaudited financial statements and related notes should be read in conjunction with the audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2010. Operating results for the interim periods presented are not necessarily indicative of the results that may be experienced for the fiscal year ending May 31, 2011.

Revenue Recognition

The Company recognizes revenue for sales and billing for freight charges upon delivery of the product to the customer at a fixed and determinable price with a reasonable assurance of collection, passage of title to the customer as indicated by shipping terms and fulfilment of all significant obligations, pursuant to the guidance provided by Accounting Standards Codification (ASC) Topic 605. For sales to all customers, including manufacturer representatives, distributors or their third-party customers, these criteria are met at the time product is shipped. When other significant obligations remain after products are delivered, revenue is recognized only after such obligations are fulfilled. In addition, judgments are required in evaluating the credit worthiness of our customers. Credit is not extended to customers and revenue is not recognized until we have determined that collectability is reasonably assured.

Financial Instruments

The carrying value of all other financial instruments potentially subject to valuation risk (principally consisting of cash and cash equivalents, accounts receivable and accounts payable) also approximates fair value because of their short-term maturities.

Recently Issued Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force (ASU 2009-13), which provides amendments to the criteria in ASC Subtopic 605-25, Revenue Recognition Multiple-Element Arrangements, for separating consideration in multiple deliverable arrangements and expands the disclosures related to multiple deliverable arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company adopted ASU 2009-13 on June 1, 2010. The Company s adoption of ASU 2009-13 is not expected to have a material impact on its consolidated financial statements.

Note 2:

INVENTORY

Inventory is valued at the lower of cost or market with cost determined on the average cost basis. Costs included in inventories consist of materials, labor and manufacturing overhead, which are related to the purchase or production of inventories. Write-downs, when required, are made to reduce excess inventories to their net realizable values. Such estimates are based on assumptions regarding future demand and market conditions. If actual conditions become less favorable than the assumptions used, an additional inventory write-down may be required. As of February 28, 2011 and May 31, 2010, inventories consisted of:

	February 28, 2011	May 31, 2010
Raw materials	$ 1,447,816	$ 1,070,902
Work-in-process	724,304	980,971
Finished goods	1,679,874	1,593,430
	$ 3,851,994	$ 3,645,303

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Note 3:

LINE OF CREDIT

In February 2011, the Company extended its $1.0 million bank line of credit secured by U.S. accounts receivable, inventories and general intangibles through March 1, 2012. Interest is payable at the bank s prime rate (3.25% as of February 28, 2011) or LIBOR plus 2.0% (2.26% as of February 28, 2011). There were no outstanding balances on the line of credit at February 28, 2011 and May 31, 2010.

Note 4:

STOCK OPTIONS AND STOCK-BASED COMPENSATION

Stock-based compensation includes expense charges for all stock-based awards to employees and directors granted under the Company s stock option plan. Stock-based compensation recognized during the period is based on the portion of the grant date fair value of the stock-based award that will vest during the period, adjusted for expected forfeitures. Compensation cost for all stock-based awards is recognized using the straight-line method. The Company uses the Black-Scholes option pricing model as its method of valuation for stock-based awards. The Black-Scholes option pricing model requires the input of highly subjective assumptions, and other reasonable assumptions could provide differing results. These variables include, but are not limited to:

Risk-Free Interest Rate. The Company bases the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award.

Expected Life. The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company determines the expected life based on historical experience with similar awards, giving consideration to the contractual terms, vesting schedules and pre-vesting and post-vesting forfeitures.

Expected Volatility. The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock. The volatility factor the Company uses is based on its historical stock prices over the most recent period commensurate with the estimated expected life of the award. These historical periods may exclude portions of time when unusual transactions occurred.

Expected Dividend Yield. The Company does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero.

Expected Forfeitures. The Company uses relevant historical data to estimate pre-vesting option forfeitures. The Company records stock-based compensation only for those awards that are expected to vest.

The Company has computed, to determine stock-based compensation expense recognized for those options granted during the three months ended February 28, 2011 and 2010, the value of all stock options granted using the Black-Scholes option pricing model. No stock options were issued during the nine months ended February 28, 2011 and 2010.

At February 28, 2011, the Company had a total of 217,776 outstanding stock options (199,026 vested and exercisable and 18,750 non-vested) with a weighted average exercise price of $3.33. The Company estimates that a total of approximately $8,000 will be recorded as additional stock-based compensation expense during the remainder of the year ending May 31, 2011 for all options that were outstanding as of February 28, 2011, but which were not yet vested.

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Outstanding Options				Exercisable Options			
			Weighted Average Remaining				
Number of Shares		Weighted Average Exercise Price	Contractual Life (yrs)	Number of Shares		Weighted Average Exercise Price	
76,110	$	1.20	1.0	76,110	$	1.20	
61,666		2.30	3.3	61,666		2.30	
5,000		5.80	4.7	5,000		5.80	
75,000		6.16	7.2	56,250		6.16	
217,776	$	3.33	3.9	199,026	$	3.06	

Options granted, exercised, and forfeited or canceled under the Company s stock option plan during the three and nine months ended February 28, 2011 are summarized as follows:

	Three Months Ended February 28, 2011			Nine Months Ended February 28, 2011		
	Number of Shares		Weighted Average Exercise Price	Number of Shares		Weighted Average Exercise Price
Options outstanding - beginning of period	218,609	$	3.32	218,609	$	3.32
Options granted						
Options exercised	(833)		2.30	(833)		2.30
Options forfeited/canceled						
Options outstanding - February 28, 2011	217,776	$	3.33	217,776	$	3.33

Note 5:

EPS RECONCILIATION

	Three Months Ended February 28,		Nine Months Ended February 28,	
	2011	2010	2011	2010
Weighted average shares (basic)	2,894,922	2,894,802	2,894,842	2,883,880
Effect of dilutive stock options				
Weighted average shares (diluted)	2,894,922	2,894,802	2,894,842	2,883,880

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed using the weighted average number of common shares outstanding, adjusted for dilutive incremental shares attributed to outstanding options to purchase common stock. Common stock equivalents for stock options are computed using the treasury stock method. In periods in which a net loss is incurred, no common stock equivalents are included since they are antidilutive and as such all stock options outstanding are excluded from the computation of diluted net loss in those periods. 68,057 and 71,212 potentially dilutive common shares from outstanding stock options have been excluded from diluted loss per share for the three months ended February 28, 2011 and 2010, respectively. 63,445 and 79,167 potentially dilutive common shares from outstanding stock options have been excluded from diluted earnings (loss) per share for the nine months ended February 28, 2011 and 2010, respectively.

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Note 6:

INCOME TAXES

The Company accounts for income taxes using the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Each year the Company files income tax returns in the various national, state and local income taxing jurisdictions in which it operates. These tax returns are subject to examination and possible challenge by the taxing authorities. Positions challenged by the taxing authorities may be settled or appealed by the Company. As a result, there is an uncertainty in income taxes recognized in the Company s financial statements in accordance with ASC Topic 740, which the Company adopted on June 1, 2007. The Company applies this guidance by defining criteria that an individual income tax position must meet for any part of the benefit of that position to be recognized in an enterprise s financial statements and provides guidance on measurement, de-recognition, classification, accounting for interest and penalties, accounting in interim periods, disclosure, and transition.

Other long-term liabilities related to tax contingencies were $0 as of February 28, 2011 and May 31, 2010. Interest and penalties associated with uncertain tax positions are recognized as components of the Provision for income taxes. The liability for payment of interest and penalties was $0 as of February 28, 2011 and May 31, 2010.

Several tax years are subject to examination by major tax jurisdictions. In the United States, federal tax years for Fiscal 2007 and after are subject to examination. In the United Kingdom, tax years for Fiscal 2006 and after are subject to examination. In Canada, tax years for 2005 and after are subject to examination. In the United States, returns related to an acquired subsidiary for the year ended October 31, 1994 and the final return for the period ended May 19, 1995 are also subject to examination.

Effective Tax Rate

The effective tax rate on consolidated net loss was 0.6% for the nine months ended February 28, 2011. The effective tax rate on consolidated net loss differs from the federal statutory tax rate primarily due to the amount of income from foreign jurisdictions, changes in the deferred tax valuation allowance and certain expenses not being deductible for income tax reporting purposes offset by tax credits related to research and experimentation expenses. Management believes the effective tax rate for Fiscal 2011 will be approximately 0.3% due to the items noted above.

Note 7:

SEGMENTS OF BUSINESS

The Company has two reportable business segments: dynamic balancing systems for the machine tool industry (Balancer) and laser-based test and measurement systems (Measurement). The Company operates in three principal geographic markets: North America, Europe and Asia.

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Segment Information

	Three Months Ended February 28,			
	2011		2010	
	Balancer	Measurement	Balancer	Measurement
Gross sales	$ 2,381,177	$ 767,450	$ 1,083,125	$ 625,985
Intercompany sales	(218,712)	(9,794)	(129,909)	(36,889)
Net sales	$ 2,162,465	$ 757,656	$ 953,216	$ 589,096
Operating income (loss)	$ 45,819	$ (229,919)	$ (351,343)	$ (93,499)
Depreciation expense	$ 30,153	$ 14,265	$ 37,242	$ 15,617
Amortization expense	$	$ 40,562	$	$ 40,561
Capital expenditures	$ 82,014	$ 37,063	$ 1,695	$

	Nine Months Ended February 28,			
	2011		2010	
	Balancer	Measurement	Balancer	Measurement
Gross sales	$ 6,186,738	$ 2,612,904	$ 3,582,828	$ 1,531,639
Intercompany sales	(524,806)	(35,801)	(366,797)	(60,263)
Net sales	$ 5,661,932	$ 2,577,103	$ 3,216,031	$ 1,471,376
Operating income (loss)	$ 51,207	$ (312,386)	$ (766,344)	$ (479,989)
Depreciation expense	$ 91,989	$ 44,318	$ 114,685	$ 44,092
Amortization expense	$	$ 121,684	$	$ 113,982
Capital expenditures	$ 102,925	$ 47,069	$ 34,741	$ 7,317

Geographic Information-Net Sales by Geographic Area

	Three Months Ended February 28,		Nine Months Ended February 28,	
	2011	2010	2011	2010
North American	$ 1,545,547	$ 792,359	$ 4,379,732	$ 2,358,126
European	191,402	232,997	744,562	784,137
Asia	1,134,600	497,238	2,838,879	1,452,136
Other markets	48,572	19,718	275,862	93,008
Total Net Sales	$ 2,920,121	$ 1,542,312	$ 8,239,035	$ 4,687,407

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	Three Months Ended February 28,			
	2011		2010	
	United States	Europe	United States	Europe
Operating income (loss)	$ (89,621)	$ (94,479)	$ (394,707)	$ (50,135)
Depreciation expense	$ 44,418	$	$ 52,859	$
Amortization expense	$ 40,562	$	$ 40,561	$
Capital expenditures	$ 119,077	$	$ 1,695	$

	Nine Months Ended February 28,			
	2011		2010	
	United States	Europe	United States	Europe
Operating income (loss)	$ (131,690)	$ (129,489)	$ (1,218,176)	$ (28,157)
Depreciation expense	$ 136,307	$	$ 158,777	$
Amortization expense	$ 121,684	$	$ 113,982	$
Capital expenditures	$ 149,994	$	$ 42,058	$

Note Europe is defined as the European subsidiary, Schmitt Europe, Ltd.

Segment and Geographic Assets

	February 28, 2011	May 31, 2010
Segment assets to total assets		
Balancer	$ 4,947,575	$ 4,425,280
Measurement	3,687,222	3,359,269
Corporate assets	2,453,421	3,567,556
Total assets	$ 11,088,218	$ 11,352,105
Geographic assets to long-lived assets		
United States	$ 1,306,634	$ 1,292,948
Europe		
Total assets	$ 1,306,634	$ 1,292,948
Geographic assets to total assets		
United States	$ 10,563,280	$ 10,947,605
Europe	524,938	404,500
Total assets	$ 11,088,218	$ 11,352,105

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report filed with the SEC on Form 10-Q (the Report), including Management s Discussion and Analysis of Financial Condition and Results of Operations in this Item 2, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Schmitt Industries, Inc. and its consolidated subsidiaries (the Company) that are based on management s current expectations, estimates, projections and assumptions about the Company s business. Words such as expects, anticipates, intends, plans, believes, sees, estimates and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in the Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Report as well as those discussed from time to time in the Company s other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

RESULTS OF OPERATIONS

Overview

Schmitt Industries, Inc. designs, manufactures and markets computer-controlled vibration detection and balancing equipment primarily to the machine tool industry (the Balancer segment). Through its wholly owned subsidiary, Schmitt Measurement Systems, Inc. (SMS), the Company designs, manufactures and markets precision laser-based surface measurement products for a wide variety of commercial applications in addition to the disk drive, silicon wafer and optics industries; laser-based distance measurement products for a wide variety of industrial applications; and ultrasonic measurement products that accurately measure the fill levels of liquefied propane tanks and transmit that data via satellite to a secure web site (the Measurement segment). The Company also sells and markets its products in Europe through its wholly owned subsidiary, Schmitt Europe Ltd. (SEL), located in the United Kingdom. The Company is organized into two operating segments: the Balancer segment and the Measurement segment. The accompanying unaudited financial information should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended May 31, 2010.

SBS, SMS, Acuity, CASI Scatterometer, Xact and Lasercheck are trademarks owned by the Company.

For the three months ended February 28, 2011, total sales increased $1.4 million, or 89.3%, to $2.9 million from $1.5 million in the three months ended February 28, 2010. For the nine months ended February 28, 2011, total sales increased $3.5 million, or 75.8%, to $8.2 million from $4.7 million for the nine months ended February 28, 2010. Our Balancer segment sales efforts focus throughout the world on end-users, rebuilders and original equipment manufacturers of grinding machines within the target geographic markets in North America, Asia and Europe. Balancer segment sales increased $1.2 million, or 126.9%, to $2.2 million for the three months ended February 28, 2011 compared to $953,000 for the three months ended February 28, 2010. Balancer segment sales increased $2.4 million, or 76.1%, to $5.7 million for the nine months ended February 28, 2011 compared to $3.2 million for the nine months ended February 28, 2010. The increases this quarter and in the first nine months of Fiscal 2011 are due to higher volumes of shipments as the worldwide automotive and manufacturing industries have begun to recover from the previous low levels experienced due to the global economic downturn. The Measurement segment product line consists of both laser-based light scatter, distance measurement and dimensional sizing products and ultrasonic measurement systems. Total Measurement segment sales increased $169,000, or 28.6%, to $758,000 for the three months ended February 28, 2011 compared to $589,000 for the three months ended February 28, 2010. Total Measurement segment sales increased $1.1 million, or 75.1%, to $2.6 million for the nine months ended February 28, 2011 compared to $1.5 million for the nine months ended February 28, 2010. The increases are primarily due to higher volumes of shipments of distance measurement and dimensional sizing laser-based measurement products and Lasercheck, a laser-based surface roughness measurement product, which was acquired during the second quarter of the prior year. The increase for the nine months ended February 28, 2011is in large part attributable to the sale of a CASI Scatterometer during the second quarter of Fiscal 2011.

The Company has continued to closely monitor its expenses across the entire Company. Operating expenses increased $253,000, or 20.4%, to $1.5 million for the three months ended February 28, 2011 from $1.2 million for the three months ended February 28, 2010. Operating expenses increased $565,000, or 16.0%, to $4.1 million for the nine months ended February 28, 2011 from $3.5 million for the nine months ended February 28, 2010. General, administration and sales expenses increased $226,000, or 21.1%, to $1.3 million for the three months ended February 28, 2011 from $1.1 million for the same period in the prior year. General, administration and sales expenses increased $617,000, or 20.1%, to $3.7 million for the nine months ended February 28, 2011 from $3.1 million for the nine months ended February 28, 2010. Research and development expenses increased $27,000, or 15.8%, to $199,000 for the three months ended February 28, 2011 from $171,000 for the three months ended February 28, 2010. Research and development expenses decreased $51,000, or 10.9%, to $420,000 for the nine months ended February 28, 2011 from $472,000 for the nine months ended February 28, 2010. Net loss was $192,000, or $0.07 per fully diluted share, for the three months ended February 28, 2011 as compared to net loss of $443,000, or $0.15 per fully diluted share, for the three months ended February 28, 2010. Net loss was $264,000, or $0.09 per fully diluted share, for the nine months ended February 28, 2011 as compared to net loss of $1.2 million, or $0.43 per fully diluted share, for the nine months ended February 28, 2010.

Acquisition

On September 30, 2009, the Company entered into an Asset Purchase Agreement (the Agreement) with Optical Dimensions, a sole proprietorship, pursuant to which the Company acquired all of the assets and assumed certain liabilities of Optical Dimensions. As a result, the Company now owns and operates Optical Dimensions Lasercheck business, including its patented laser light scatter roughness measurement technology. The total purchase price for the acquisition was approximately $200,000 which includes the value of the shares issued and the cash paid. The Agreement provided that the Company pay cash of $100,000 and issue 24,642 shares of common stock of the Company. The number of shares issued was equal to $100,000 in value based on the average closing price of the Company s common stock, as reported on the NASDAQ National Market, over the five-day period immediately prior to closing.

Critical Accounting Policies

There were no material changes in our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended May 31, 2010.

Recently Issued Accounting Pronouncements:

Refer to Note 1 of the Notes to Consolidated Interim Financial Statements for discussion of recently issued accounting pronouncements.

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Discussion of Operating Results

	Three Months Ended February 28,			
	2011		2010	
Balancer sales	$ 2,162,465	74.1%	$ 953,216	61.8%
Measurement sales	757,656	25.9%	589,096	38.2%
Total sales	2,920,121	100.0%	1,542,312	100.0%
Cost of sales	1,611,615	55.2%	747,577	48.5%
Gross profit	1,308,506	44.8%	794,735	51.5%
Operating expenses:				
General, administration and sales	1,294,072	44.3%	1,068,203	69.3%
Research and development	198,534	6.8%	171,374	11.1%
Total operating expenses	1,492,606	51.1%	1,239,577	80.4%
Operating loss	(184,100)	-6.3%	(444,842)	-28.8%
Other income	(3,806)	-0.1%	3,108	0.2%
Loss before income taxes	(187,906)	-6.4%	(441,734)	-28.6%
Provision for income taxes	3,934	0.1%	1,518	0.1%
Net loss	$ (191,840)	-6.6%	$ (443,252)	-28.7%

	Nine Months Ended February 28,			
	2011		2010	
Balancer sales	$ 5,661,932	68.7%	$ 3,216,031	68.6%
Measurement sales	2,577,103	31.3%	1,471,376	31.4%
Total sales	8,239,035	100.0%	4,687,407	100.0%
Cost of sales	4,401,932	53.4%	2,400,636	51.2%
Gross profit	3,837,103	46.6%	2,286,771	48.8%
Operating expenses:				
General, administration and sales	3,677,808	44.6%	3,061,191	65.3%
Research and development	420,474	5.1%	471,913	10.1%
Total operating expenses	4,098,282	49.7%	3,533,104	75.4%
Operating loss	(261,179)	-3.2%	(1,246,333)	-26.6%
Other income (expense)	(3,972)	0.0%	18,241	0.4%
Loss before income taxes	(265,151)	-3.2%	(1,228,092)	-26.2%
Provision (benefit) for income taxes	(1,578)	0.0%	13,802	0.3%

Net loss	$ (263,573)	-3.2%	$ (1,241,894)	-26.5%

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Sales - Sales in the Balancer segment increased $1.2 million, or 126.9%, to $2.2 million for the three months ended February 28, 2011 compared to $953,000 for the three months ended February 28, 2010. This increase is primarily due to higher unit sales volumes in North America, Asia and Europe during the third quarter of Fiscal 2011. North American sales increased $511,000, or 143.9%, in the three months ended February 28, 2011 compared to the same period in the prior year. Sales in Asia increased $643,000, or 139.9%, for the three months ended February 28, 2011 as compared to the three months ended February 28, 2010. European sales increased $38,000, or 30.6%, in the third quarter of Fiscal 2011 compared to the third quarter of Fiscal 2010. The increases in the North American, Asian and European markets are due primarily to higher volumes of shipments as the automotive and industrial markets in these regions have begun to recover from the previous low levels due to the global economic downturn. Sales in other regions of the world increased $18,000 in the third quarter of Fiscal 2011 as compared to the same period in Fiscal 2010. The levels of demand in our geographic markets cannot be forecasted with any certainty given the recent weaknesses in the global economy.

Sales in the Balancer segment increased $2.4 million, or 76.1%, to $5.7 million for the nine months ended February 28, 2011 compared to $3.2 million for the nine months ended February 28, 2010. This increase is primarily due to higher unit sales volumes in Asia, North America and Europe during the first three quarters of Fiscal 2011. Sales in Asia increased $1.4 million, or 101.6%, for the nine months ended February 28, 2011 as compared to the nine months ended February 28, 2010. North American sales increased $1.0 million, or 80.5%, in the nine months ended February 28, 2011 compared to the same period in the prior year. European sales increased $24,000, or 4.4%, in the first nine months of Fiscal 2011 compared to the same period in Fiscal 2010. The increases in the Asian, North American and European regions are due primarily to higher volumes of shipments as the automotive and industrial markets in these markets have begun to recover from the previous low levels due to the global economic downturn. Sales in other regions of the world increased $33,000 in the first three quarters of Fiscal 2011 as compared to the same period in Fiscal 2010.

Sales in the Measurement segment increased $169,000, or 28.6%, to $758,000 in the three months ended February 28, 2011 compared to $589,000 in the three months ended February 28, 2010. Sales of laser-based distance measurement and dimensional sizing products increased $228,000, or 52.8%, in the three months ended February 28, 2011 as compared to the same period in the prior year primarily due to the higher volume of shipments in the current fiscal year resulting from the recovery occurring in the commercial and industrial markets. Sales of laser-based surface measurement products in the three months ended February 28, 2011 decreased $67,000, or 45.0%, primarily due to the lower volumes of unit sales during the third quarter of Fiscal 2011 as compared to the same period in the prior year. During the third quarter of the current fiscal year, shipments of our Xact ultrasonic measurement product resulted in $15,000 of revenues.

Sales in the Measurement segment increased $1.1 million, or 75.1%, to $2.6 million in the nine months ended February 28, 2011 compared to $1.5 million in the nine months ended February 28, 2010. Sales of laser-based distance measurement and dimensional sizing products increased $928,000, or 83.4%, in the nine months ended February 28, 2011 as compared to the same period in the prior year primarily due to the higher volume of shipments in the current fiscal year resulting from the economic recovery in the commercial and industrial markets. Sales of laser-based surface measurement products in the nine months ended February 28, 2011 as compared to the same period in the prior year increased $136,000, or 39.2%, primarily due to the sale of a CASI scatterometer and the September 30, 2009 acquisition of Optical Dimensions which resulted in sales of $137,000 during the first three quarters of Fiscal 2011. During the first three quarters of the current year, we started to ship our Xact ultrasonic measurement product which resulted in $53,000 of revenues.

Gross margin   Gross margin for the three months ended February 28, 2011 decreased to 44.8% as compared to 51.5% for the three months ended February 28, 2010. This decrease is due to changes in the product sales mix both shifting toward Asia which typically has slightly lower gross margins due to channel and distributor discounts and shifting toward the Balancer segment which also has lower margins than the products within the Measurement segment. Gross margin for the nine months ended February 28, 2011 decreased to 46.6% as compared to 48.8% for the nine months ended February 28, 2010. This decrease is due to the same reasons noted above.

Operating expenses   Operating expenses increased $253,000, or 20.4%, to $1.5 million for the three months ended February 28, 2011 as compared to $1.2 million for the three months ended February 28, 2010. General, administrative and selling expenses increased $226,000, or 21.1%, for the three months ended February 28, 2011 as compared to the same period in the prior year primarily due to higher commissions related to the increase in sales and higher selling expenses due to increased travel costs offset by lower personnel costs. Research and development expenses increased $27,000, or 15.8%, as compared to the same period in the prior year primarily due to higher costs associated with new product development related to an existing product line.

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Operating expenses increased $565,000, or 16.0%, to $4.1 million for the nine months ended February 28, 2011 as compared to $3.5 million for the nine months ended February 28, 2010. General, administrative and selling expenses increased $617,000, or 20.1%, for the nine months ended February 28, 2011 as compared to the same period in the prior year primarily due to higher commissions related to the increase in sales and higher expenses associated with an international trade show that occurs every two years offset by lower personnel costs and lower bad debt expenses. Research and development expenses decreased $51,000, or 10.9%, as compared to the same period in the prior year primarily due to lower material costs associated with new product development related to existing product lines.

Other income   Other income consists of interest income, foreign currency exchange gain (loss) and other income (expense). Interest income was $1,000 and $2,000 for the three months ended February 28, 2011 and 2010, respectively. Interest income was $3,000 and $10,000 for the nine months ended February 28, 2011 and 2010, respectively. Interest income has decreased due to lower interest rates and decreased cash and investment balances. Foreign currency exchange gains (losses) were $(5,000) and $1,000 for the three months ended February 28, 2011 and 2010, respectively. Foreign currency exchange gains (losses) were $(7,000) and $7,000 for the nine months ended February 28, 2011 and 2010, respectively. The changes in the foreign currency exchange gain (loss) are primarily due to the movement of foreign currencies against the US dollar during the current periods.

Income tax provision   The Company s effective tax rate on consolidated net loss was 0.6% for the nine months ended February 28, 2011. The Company s effective tax rate on consolidated net loss differs from the federal statutory tax rate primarily due to the amount of income from foreign jurisdictions, changes in the deferred tax valuation allowance and certain expenses not being deductible for income tax reporting purposes offset by tax credits related to research and experimentation expenses. Management believes the effective tax rate for Fiscal 2011 will be approximately 0.3% due to the items noted above.

Net income   Net loss decreased $251,000 to $192,000, or $0.07 per diluted share, for the three months ended February 28, 2011 as compared to a net loss of $443,000, or $0.15 per diluted share, for the three months ended February 28, 2010. Net loss decreased $978,000 to $264,000, or $0.09 per diluted share, for the nine months ended February 28, 2011 as compared to a net loss of $1.2 million, or $0.43 per diluted share, for the nine months ended February 28, 2010. The net loss decreased due primarily to higher sales and related gross profit offset by higher general, administrative and selling expenses during the three and nine months ended February 28, 2011.

LIQUIDITY AND CAPITAL RESOURCES

The Company s working capital remained relatively stable at $7.2 million as of February 28, 2011 and $7.3 million as of May 31, 2010. Cash and cash equivalents totaled $2.4 million as of February 28, 2011 and $3.5 million as of May 31, 2010, respectively.

Cash used in operating activities totaled $956,000 for the nine months ended February 28, 2011 as compared to cash used in operating activities of $621,000 for the nine months ended February 28, 2010. The increase in cash used in operating activities was primarily due to increases in accounts receivable and inventories and the decrease in accounts payable offset by the decrease in net loss.

At February 28, 2011, the Company had accounts receivable of $1.9 million as compared to $1.1 million at May 31, 2010. The increase in accounts receivable of $736,000 is due to the increase in sales in the first three quarters of Fiscal 2011. At February 28, 2011, inventories increased $207,000 to $3.9 million from $3.6 million as of May 31, 2010. The increase in inventories is primarily due to higher purchasing levels necessary to support the higher sales volumes in the first three quarters of Fiscal 2011. At February 28, 2011, total current liabilities decreased $53,000 to $1.2 million as compared to $1.2 million at May 31, 2010. The decrease is primarily due to lower accrued payroll liabilities offset by the higher commissions associated with higher sales volumes.

During the nine months ended February 28, 2011, net cash used in investing activities was $150,000, which consisted of additions to property and equipment, primarily new manufacturing and computer equipment and vehicles.

The Company has a $1.0 million bank line of credit agreement secured by U.S. accounts receivable, inventories and general intangibles. Interest is payable at the bank s prime rate (3.25% as of February 28, 2011), or LIBOR plus 2.0% (2.26% as of February 28, 2011), and the agreement expires on March 1, 2012. There were no outstanding balances on the line of credit at February 28, 2011 and May 31, 2010.

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We believe that our existing cash and cash equivalents combined with the cash we anticipate to generate from operating activities and our available line of credit and financing available from other sources will be sufficient to meet our cash requirements for the foreseeable future. We do not have any significant commitments nor are we aware of any significant events or conditions that are likely to have a material impact on our liquidity or capital resources.

Business Risks

The following are important factors that could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of the Company (see the forward-looking statements disclaimer at the beginning of Item 2 in this Report). In addition, the risks and uncertainties described below are not the only ones that the Company faces. Unforeseen risks could arise and problems or issues that the Company now views as minor could become more significant. If the Company were unable to adequately respond to known or unknown risks, the Company s business, financial condition or results of operations could be materially adversely affected. In addition, the Company cannot be certain that any actions taken to reduce known or unknown risks and uncertainties will be effective.

The general economic conditions and the global financial crisis may adversely affect the Company s business, operating results and financial condition

The Company s operations and performance depend significantly on worldwide economic conditions, particularly in the manufacturing sector, and their impact on levels of capital investment, which have deteriorated significantly over the prior two fiscal years and may remain depressed, or be subject to further deterioration. Economic factors that could adversely influence demand for the Company s products include uncertainty about global economic conditions leading to reduced levels of investment, customers and suppliers access to credit, unemployment and other macroeconomic factors affecting commercial and industrial spending behavior.

The past distress in the financial markets and global economy has resulted in reduced liquidity and a tightening of credit markets. As a result of these conditions, the Company could experience several potential adverse effects, including the inability of customers to obtain credit to finance purchases of the Company s products, the insolvency of customers resulting in reduced sales and bad debts, and the insolvency of key suppliers resulting in product development and production delays.

The Company s primary markets are volatile and unpredictable

The Company s business depends on the demand for our various products in a variety of commercial and industrial markets. In the past, demand for our products in these markets has fluctuated due to a variety of factors, some of which are beyond our control, including: general economic conditions, both domestically and internationally, the timing, number and size of orders from, and shipments to, our customers as well as the relative mix of those orders and variations in the volume of orders for a particular product line in a particular quarter.

The introduction of the Xact tank monitoring system may not become commercially viable and satisfy expected demand

On May 13, 2009, the Company announced the introduction of the Xact tank monitoring system for measuring fill levels of industrial liquefied propane tanks and communicating that data via satellite to a secure web site. Although the initial acquisition and further development of the Xact product has negatively impacted current operating results, the product should allow the Company to enter new measurement markets and is expected to add sales and profits to the Company in future years. However, the introduction of the Xact product may not be successful, anticipated market demand for the product may not materialize and additional product or market opportunities may not be identified and developed and brought to market in a timely and cost-effective manner, each of which could continue to negatively impact future operating results and result in large and immediate write-offs of recorded intangible asset balances.

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New products may not be developed to satisfy changes in consumer demands

The failure to develop new technologies, or react to changes in existing technologies, could materially delay development of new products, which could result in decreased revenues and a loss of market share to competitors. Financial performance depends on the ability to design, develop, manufacture, assemble, test, market and support new products and enhancements on a timely and cost-effective basis. New product opportunities may not be identified and developed and brought to market in a timely and cost-effective manner. Products or technologies developed by other companies may render products or technologies obsolete or noncompetitive, or a fundamental shift in technologies in the product markets could have a material adverse effect on the Company s competitive position within historic industries.

Failure to protect intellectual property rights could adversely affect future performance and growth

Failure to protect existing intellectual property rights may result in the loss of valuable technologies or paying other companies for infringing on their intellectual property rights. The Company relies on patent, trade secret, trademark and copyright law to protect such technologies. There is no assurance any of the Company s U.S. patents will not be invalidated, circumvented, challenged or licensed to other companies.

Competition is intense and the Company s failure to compete effectively would adversely affect its business

Competition in the markets for the Company s products is intense. The speed with which companies can identify new applications for the Company s various technologies, develop products to meet those needs and supply commercial quantities at low prices to those new markets are important competitive factors. The principal competitive factors in the Company s markets are product features, performance, reliability and price. Many of the Company s competitors have greater financial, technical, research and development and marketing resources. No assurance can be given that the Company will be able to compete effectively in the future, and the failure to do so would have a material adverse effect on the Company s business, financial condition and results of operations.

Production time and the overall cost of products could increase if any of the primary suppliers are lost or if a primary supplier increased the prices of raw materials

Manufacturing operations depend upon obtaining adequate supplies of raw materials on a timely basis. The results of operations could be adversely affected if adequate supplies of raw materials cannot be obtained in a timely manner or if the costs of raw materials increased significantly.

Fluctuations in quarterly and annual operating results make it difficult to predict future performance

Quarterly and annual operating results are likely to fluctuate in the future due to a variety of factors, some of which are beyond management s control. As a result of quarterly operating fluctuations, it is important to realize quarter-to-quarter comparisons of operating results are not necessarily meaningful and should not be relied upon as indicators of future performance.

The Company may not be able to reduce operating costs quickly enough if sales decline

Operating expenses are generally fixed in nature and largely based on anticipated sales. However, should future sales decline significantly and rapidly, there is no guarantee management could take actions that would further reduce operating expenses in either a timely manner or without seriously impacting the operations of the Company.

The Company maintains a significant investment in inventories in anticipation of future sales

The Company believes it maintains a competitive advantage by shipping product to its customers more rapidly than its competitors. As a result, the Company has a significant investment in inventories. These inventories are recorded using the lower-of-cost or market method, which requires management to make certain estimates. Management evaluates the recorded inventory values based on customer demand, market trends and expected future sales and changes these estimates accordingly. A significant shortfall of sales may result in carrying higher levels of inventories of finished goods and raw materials thereby increasing the risk of inventory obsolescence and corresponding inventory write-downs. As a result, the Company may not carry adequate reserves to offset such write-downs.

Future success depends in part on attracting and retaining key management and qualified technical and sales personnel

Future success depends on the efforts and continued services of key management, technical and sales personnel. Significant competition exists for such personnel, and there is no assurance that key technical and sales personnel can be retained or that other highly qualified technical and sales personnel as required can be attracted, assimilated and retained. There is also no guarantee that key employees will not leave and subsequently compete against the Company. The inability to attract and retain key personnel could adversely impact the business, financial condition and results of operations.

Changes in the effective tax rate may have an adverse effect on the Company s results of operations

The Company s future effective tax rate may be adversely affected by a number of factors including: the jurisdictions in which profits are determined to be earned and taxed; the resolution of issues arising from future, potential tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes; changes in available tax credits; changes in stock-based compensation expense; changes in tax laws or the interpretations of such tax laws and changes in generally accepted accounting principles.

Changes in securities laws and regulations have increased and will continue to increase Company expenses

Changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules promulgated by the Securities and Exchange Commission, have increased and will continue to increase Company expenses as the Company devotes resources to ensure compliance with all applicable laws and regulations. In addition, the NASDAQ Capital Market, on which the Company s common stock is listed, has also adopted comprehensive rules and regulations relating to corporate governance. These laws, rules and regulations have increased the scope, complexity and cost of corporate governance, reporting and disclosure practices. The Company may be required to hire additional personnel and use outside legal, accounting and advisory services to address these laws, rules and regulations. The Company also expects these developments to make it more difficult and more expensive for the Company to obtain director and officer liability insurance in the future, and the Company may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. Further, the Company s board members, Chief Executive Officer and Chief Financial Officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified board members and executive officers, which would adversely affect the Company.

The Company faces risks from international sales and currency fluctuations

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. International sales are subject to a number of risks, including: the imposition of governmental controls; trade restrictions; difficulty in collecting receivables; changes in tariffs and taxes; difficulties in staffing and managing international operations; political and economic instability; general economic conditions; and fluctuations in foreign currencies. No assurances can be given that these factors will not have a material adverse effect on future international sales and operations and, consequently, on business, financial condition and results of operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

The Company did not have any derivative financial instruments as of February 28, 2011. However, the Company could be exposed to interest rate risk at any time in the future and, therefore, employs established policies and procedures to manage its exposure to changes in the market risk of its financial instruments.

The Company s interest income and expense are most sensitive to changes in the general level of U.S. and European interest rates. In this regard, changes in U.S. and European interest rates affect the interest earned on the Company s interest bearing cash equivalents and short term investments. The Company has a variable rate line of credit facility with a bank but there was no outstanding balance as of February 28, 2011. Also, there is no other long-term obligation whose interest rates are based on variable rates that may fluctuate over time based on economic changes in the environment. Therefore, at this time, the Company is not subject to interest rate risk on outstanding interest bearing obligations if market interest rates fluctuate and does not expect any change in the interest rates to have a material effect on the Company s results from operations.

Foreign Currency Risk

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. The Company operates a subsidiary in the United Kingdom and acquires certain materials and services from vendors transacted in foreign currencies. Therefore, the Company s business and financial condition is sensitive to currency exchange rates or any other restrictions imposed on their currencies. For the three months ended February 28, 2011 and 2010, results of operations included gains (losses) on foreign currency translation of $(5,000) and $1,000, respectively. For the nine months ended February 28, 2011 and 2010, results of operations included gains (losses) on foreign currency translation of $(7,000) and $7,000, respectively.

Item 4. Controls and Procedures