



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

FORM 10-Q

(Mark One)

Quarterly Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934
For the quarterly period ended July 5, 2009

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: 0-24020

SYPRIS SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

61-1321992

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

**101 Bullitt Lane, Suite 450
Louisville, Kentucky 40222**

(Address of principal executive
offices) (Zip code)

(502) 329-2000

(Registrant's telephone number,
including area code)

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

Indicate by check mark whether the registrant 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such reports). 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 the definitions of "large accelerated filer," "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

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

As of August 14, 2009 the Registrant had 19,500,402 shares of common stock outstanding.

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SYPRIS SOLUTIONS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except for per share data)

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|------------------|------------------|------------------|
| | July 5, 2009 | June 29, 2008 | July 5, 2009 | June 29, 2008 |
| | (Unaudited) | | (Unaudited) | |
| Net revenue: | | | | |
| Outsourced services | \$ 64,392 | \$ 89,564 | \$ 127,871 | \$ 178,236 |
| Products | 17,704 | 20,786 | 35,916 | 38,376 |
| Total net revenue | 82,096 | 110,350 | 163,787 | 216,612 |
| Cost of sales: | | | | |
| Outsourced services | 62,301 | 80,456 | 126,171 | 160,431 |
| Products | 12,180 | 18,440 | 25,646 | 31,661 |
| Total cost of sales | 74,481 | 98,896 | 151,817 | 192,092 |
| Gross profit | 7,615 | 11,454 | 11,970 | 24,520 |
| Selling, general and administrative | 9,362 | 11,279 | 19,834 | 21,771 |
| Research and development | 1,032 | 1,089 | 2,200 | 2,084 |
| Amortization of intangible assets | 28 | 58 | 56 | 129 |
| Nonrecurring expense | 1,732 | — | 3,713 | — |
| Operating (loss) income | (4,539) | (972) | (13,833) | 536 |
| Interest expense, net | 2,303 | 1,023 | 3,572 | 1,975 |
| Other income, net | (384) | (924) | (77) | (916) |
| Loss before income taxes | (6,458) | (1,071) | (17,328) | (523) |
| Income tax expense (benefit) | 320 | (136) | 795 | 27 |
| Net loss | \$ (6,778) | \$ (935) | \$ (18,123) | \$ (550) |
| Loss per common share: | | | | |
| Basic | \$ (0.37) | \$ (0.05) | \$ (0.98) | \$ (0.03) |
| Diluted | (0.37) | (0.05) | (0.98) | (0.03) |
| Dividends declared per common share | \$ — | \$ 0.03 | \$ — | \$ 0.06 |
| Weighted average shares outstanding: | | | | |
| Basic | 18,478 | 18,351 | 18,456 | 18,347 |
| Diluted | 18,478 | 18,351 | 18,456 | 18,347 |

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

SYPRIS SOLUTIONS, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except for share data)

| | July 5, 2009 | December 31, 2008 |
|---|-------------------|----------------------|
| | (Unaudited) | (Note) |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 10,125 | \$ 13,717 |
| Restricted cash | 263 | 464 |
| Accounts receivable, net | 45,394 | 44,695 |
| Inventory, net | 35,838 | 48,394 |
| Other current assets | 10,151 | 12,009 |
| Total current assets | <u>101,771</u> | <u>119,279</u> |
| Investment in marketable securities | 5,239 | 2,769 |
| Property, plant and equipment, net | 98,051 | 105,219 |
| Goodwill | 13,837 | 13,837 |
| Other assets | 11,312 | 12,101 |
| Total assets | <u>\$ 230,210</u> | <u>\$ 253,205</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 39,955 | \$ 44,645 |
| Accrued liabilities | 24,169 | 28,433 |
| Notes payable | 75,500 | — |
| Total current liabilities | <u>139,624</u> | <u>73,078</u> |
| Long-term debt | — | 73,000 |
| Other liabilities | 45,110 | 47,142 |
| Total liabilities | <u>184,734</u> | <u>193,220</u> |
| Stockholders' equity: | | |
| Preferred stock, par value \$0.01 per share, 975,150 shares authorized; no shares issued | — | — |
| Series A preferred stock, par value \$0.01 per share, 24,850 shares authorized; no shares issued | — | — |
| Common stock, non-voting, par value \$0.01 per share, 10,000,000 shares authorized; no shares issued | — | — |
| Common stock, par value \$0.01 per share, 30,000,000 shares authorized; 20,019,347 shares issued and 19,501,708 shares outstanding in 2009 and 19,496,620 shares issued and 19,296,003 shares outstanding in 2008 | 200 | 195 |
| Additional paid-in capital | 147,042 | 146,741 |
| Retained deficit | (85,251) | (67,205) |
| Accumulated other comprehensive loss | (16,510) | (19,744) |
| Treasury stock, 517,639 and 200,617 shares in 2009 and 2008, respectively | (5) | (2) |
| Total stockholders' equity | <u>45,476</u> | <u>59,985</u> |
| Total liabilities and stockholders' equity | <u>\$ 230,210</u> | <u>\$ 253,205</u> |

Note: The balance sheet at December 31, 2008 has been derived from the audited consolidated financial statements at that date but does not include all information and footnotes required by accounting principles generally accepted in the United States for a complete set of financial statements.

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

SYPRIS SOLUTIONS, INC.

CONSOLIDATED CASH FLOW STATEMENTS

(in thousands)

| | Six Months Ended | |
|---|------------------|------------------|
| | July 5, 2009 | June 29, 2008 |
| | (Unaudited) | |
| Cash flows from operating activities: | | |
| Net loss | \$ (18,123) | \$ (550) |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: | | |
| Depreciation and amortization | 9,700 | 13,511 |
| Noncash compensation expense | 398 | 736 |
| Other noncash items | 510 | (4,969) |
| Change in operating assets and liabilities: | | |
| Accounts receivable | (684) | (2,502) |
| Inventory | 11,209 | 1,275 |
| Other current assets | 1,819 | 4,623 |
| Accounts payable | (4,597) | 8,641 |
| Accrued liabilities | (2,146) | (11,523) |
| | (1,914) | 9,242 |
| Cash flows from investing activities: | | |
| Capital expenditures, net | (3,418) | (7,040) |
| Proceeds from sale of assets | 82 | 181 |
| Changes in nonoperating assets and liabilities | 196 | (162) |
| | (3,140) | (7,021) |
| Cash flows from financing activities: | | |
| Net change in debt under revolving credit agreements | 2,500 | (2,000) |
| Debt modification costs | (652) | — |
| Cash dividends paid | (386) | (1,153) |
| | 1,462 | (3,153) |
| Net decrease in cash and cash equivalents | (3,592) | (932) |
| Cash and cash equivalents at beginning of period | 13,717 | 14,622 |
| Cash and cash equivalents at end of period | \$ 10,125 | \$ 13,690 |

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Nature of Business

Sypris is a diversified provider of outsourced services and specialty products. The Company performs a wide range of manufacturing, engineering, design, testing, and other technical services, typically under multi-year, sole-source contracts with corporations and government agencies in the markets for truck components & assemblies, aerospace & defense electronics, and test & measurement equipment.

(2) Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of Sypris Solutions, Inc. and its wholly-owned subsidiaries (collectively, Sypris or the Company), and have been prepared by the Company in accordance with the rules and regulations of the Securities and Exchange Commission. All significant intercompany transactions and accounts have been eliminated. These unaudited consolidated financial statements reflect, in the opinion of management, all material adjustments (which include only normal recurring adjustments) necessary to fairly state the results of operations, financial position and cash flows for the periods presented, and the disclosures herein are adequate to make the information presented not misleading. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Actual results for the three and six months ended July 5, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements, and notes thereto, for the year ended December 31, 2008 as presented in the Company's Annual Report on Form 10-K.

Certain prior period amounts have been reclassified to conform to the current period presentation.

(3) Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard (SFAS) No. 157, *Fair Value Measurements* (SFAS No. 157). The objective of SFAS No. 157 is to increase consistency and comparability in fair value measurements and to expand disclosures about fair value measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 was effective for the Company on January 1, 2008. However, in February 2008, the FASB released FASB Staff Position (FSP) SFAS No. 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of SFAS No. 157 for financial assets and liabilities did not have a material impact on the Company's consolidated financial statements. The adoption of SFAS No. 157 for non-financial assets and liabilities, effective January 1, 2009, did not have a significant impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements — an amendment to ARB No. 51* (SFAS No. 160). SFAS No. 160 requires all entities to report noncontrolling interests in subsidiaries as equity in the consolidated financial statements, but separate from the equity of the parent company. The statement further requires that consolidated net income be reported at amounts attributable to the parent and the noncontrolling interest, rather than expensing the income attributable to the minority interest holder. This statement also requires that companies provide sufficient disclosures to clearly identify and distinguish between the interests of the parent company and the interests of the noncontrolling owners, including a disclosure on the face of the consolidated statements for income attributable to the noncontrolling interest holder. This statement is effective for fiscal years beginning on or after December 15, 2008. The adoption of this statement did not have a significant impact on the Company's consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* (SFAS No. 161). SFAS No. 161 applies to all derivative instruments and nonderivative instruments that are designated and qualify as hedging instruments pursuant to paragraphs 37 and 42 of Statement 133, and related hedged items accounted for under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133). SFAS No. 161 requires entities to provide greater transparency through additional disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. This statement is effective for fiscal years beginning on or after November 15, 2008. The adoption of this statement did not have a significant impact on the Company's disclosures included in its consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position SFAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142). FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The adoption of this statement did not have a significant impact on the Company's consolidated financial position and results of operations.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS No. 162). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements that are presented in conformity with generally accepted accounting principles in the United States. This statement is not expected to change existing practices but rather reduce the complexity of financial reporting. This statement will go into effect 60 days after the SEC approves related auditing rules.

In June 2008, the FASB issued FASB Staff Position EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (FSP EITF 03-6-1). This FSP addresses whether instruments granted in share-based payment transactions may be participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing basic earnings per share (EPS) pursuant to the two-class method described in paragraphs 60 and 61 of SFAS No. 128, *Earnings Per Share*. A share-based payment award that contains a non-forfeitable right to receive cash when dividends are paid to common shareholders irrespective of whether that award ultimately vests or remains unvested shall be considered a participating security as these rights to dividends provide a non-contingent transfer of value to the holder of the share-based payment award. Accordingly, these awards should be included in the computation of basic EPS pursuant to the two-class method. The guidance in this FSP is effective for fiscal years beginning after December 15, 2008 and interim periods within those years. Under the terms of the Company's restricted stock awards, grantees are entitled to receive dividends on the unvested portions of their awards. There is no requirement to return these dividends in the event the unvested awards are forfeited in the future. Accordingly, the Company evaluated the impact of FSP EITF 03-6-1 and determined that the impact was not material and determined the basic and diluted earnings per share amounts, as reported, are equivalent to the basic and diluted earnings per share amounts calculated under FSP EITF 03-6-1.

In April 2009, the FASB staff issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1 and APB 28-1). This FSP amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements. This FSP also amends Accounting Principles Board Opinion No. 28, *Interim Financial Reporting*, to require these disclosures in all interim financial statements. The adoption of this staff position as of July 5, 2009 did not have a material impact on disclosures in the Company's consolidated financial statements.

In April 2009, the FASB staff issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP FAS 157-4). This FSP provides additional guidance for estimating fair value in accordance with FAS 157 when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly (i.e., a forced liquidation or distressed sale). The adoption of this staff position as of July 5, 2009 did not have a material impact on the Company's consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, (SFAS No. 165) which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. SFAS No. 165 provides guidance on the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The Company adopted SFAS No. 165 during the second quarter of 2009, and its application had no impact on the Company's consolidated financial statements. The Company evaluated subsequent events through the date the accompanying financial statements were issued, which was August 18, 2009.

(4) Dana Claim

On March 3, 2006, the Company's largest customer, Dana Corporation ("Dana"), and 40 of its U.S. subsidiaries, filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. On August 7, 2007, the Company entered into a comprehensive settlement agreement with Dana (the "Settlement Agreement") to resolve all outstanding disputes between the parties, terminate previously approved arbitration payments and replace three existing supply agreements with a single, revised contract running through 2014. In addition, Dana provided the Company with an allowed general unsecured non-priority claim in the face amount of \$89,900,000 (the "Claim").

Sypris and Dana conducted a series of negotiations during the period beginning March 3, 2006 and ending on the settlement date of August 7, 2007. The negotiations covered a wide range of commercial issues including compliance with the terms and conditions of past contractual matters and establishing terms and conditions for a new long-term supply agreement. Throughout these negotiations, Sypris developed and maintained a discounted cash flow valuation methodology to determine the potential economic impact to Sypris of each commercial issue under negotiation and to assign a value to each issue. The discounted cash flow valuation used the expected annual net cash flow from each commercial issue over the specific time period associated with the issue. The commercial issues were tracked and valued individually, however the Company summarized the commercial issues into the following elements:

1. Pricing concessions on future shipments of certain parts under a new supply agreement;
2. The transfer of future production for certain parts from Sypris to Dana;
3. Dana's obligation under prior supply agreements to transfer the production of certain parts from Dana to Sypris;
4. Dana's obligation under prior supply agreements to transfer contractual production volumes for certain parts from Dana to Sypris; and
5. A commitment by Sypris to relocate certain assets among Sypris' existing facilities related to the production of certain parts under a new supply agreement.

The Claim provided to Sypris was agreed to by Sypris and Dana as consideration for the aggregate economic impact of the various elements the two parties were negotiating. The Settlement Agreement did not specifically set forth values attributable to each of the above defined elements, nor did Sypris and Dana enter into any formal agreement as to the allocation of the Claim. Therefore, after the aggregate Claim value of \$89,900,000 was established, Sypris allocated the aggregate Claim value to each commercial issue included under the five defined elements based upon the estimated net present values determined by Sypris' internal valuation methodology.

Sypris recorded the Claim at the estimated fair value on August 7, 2007 in accordance with APB 29, *Accounting for Nonmonetary Transactions*. Since Dana was still in bankruptcy at that date, the estimated fair value for the Claim was calculated by estimating the aggregate residual value of Dana (the "Dana Residual Value") available to all unsecured claim holders in the bankrupt Dana estate in relation to the aggregate amount of eligible unsecured claims (the "Eligible Claims"), which included Sypris' Claim for \$89,900,000. The Dana Residual Value was calculated by applying a peer-group based market multiple to Dana's expected earnings before interest, taxes, depreciation, amortization and restructuring charges (EBITDAR), as adjusted for certain specific values associated with Dana's Chapter 11 restructuring plan to arrive at a gross enterprise value. Dana's anticipated net debt, convertible preferred shares and minority interests were deducted from gross enterprise value to arrive at the Dana Residual Value. Sypris initially estimated the Dana Residual Value at \$2,556,800,000 and the Eligible Claims at \$3,000,000,000. The ratio of Dana Residual Value to Total Claims of 85% (\$2,556,800,000 divided by \$3,000,000,000) represented the expected recovery rate for the Eligible Claims. Sypris applied the estimated 85% recovery rate to its Claim of \$89,900,000, resulting in an estimated fair value of \$76,483,000 for the Claim.

Sypris allocated the estimated fair value of \$76,483,000 to the commercial issues under each of the five elements related to the Claim. Sypris established the criteria for revenue recognition of each element of the Claim in accordance with Staff Accounting Bulletin 104, *"Revenue Recognition"* (SAB 104). In accordance with Topic 13 A.1 of SAB 104, each of those items which required the Company's continued involvement was deferred and will be recognized over the applicable period of the involvement.

The claim entitled the Company to receive an initial distribution of 3,090,408 shares of common stock in Dana, the right to participate in additional distributions of reserved shares of common stock of Dana if certain disputed matters are ultimately resolved for less than Dana's reserves for those matters (estimated by the Company to represent an additional 739,000 shares) and the right to receive a distribution of cash of \$6,891,000.

Dana emerged from bankruptcy on January 31, 2008, and on February 1, 2008, the newly issued shares of Dana Holding Corporation began trading on the New York Stock Exchange. On February 11, 2008, the Company received its initial distribution of common stock (3,090,408 shares), and on March 18, 2008 the Company received its cash distribution totaling \$6,891,000. On April 21, 2008, July 30, 2008 and October 10, 2008, the Company received 114,536, 152,506 and 384,931 of Dana common shares, respectively.

The aforementioned cash distribution of \$6,891,000 was recorded as a reduction in the Company's \$76,483,000 recorded fair value basis in the Claim. The remaining balance of the \$69,592,000 was equivalent to approximately \$18.17 per share of Dana common stock, based on the number of Dana shares that the Company expected to receive in consideration for the Claim. This amount represented the Company's cost basis in the initial distribution of Dana common stock and the stock to be received as consideration for the Claim. For the first quarter of 2008, the \$69,592,000 was allocated on a pro rata basis as follows: \$56,162,000 was attributed to an initial distribution of 3,090,408 shares received by the Company on February 11, 2008, and the remaining \$13,430,000 was attributed to the expected subsequent distribution of approximately 739,000 shares. For the second quarter of 2008, the remaining \$13,430,000 in recorded fair value was further allocated on a pro rata basis as follows: \$2,081,000 was attributed to 114,536 additional shares actually received on April 21, 2008 and the remaining \$11,349,000 was attributed to the expected subsequent distribution of approximately 624,000 shares. For the third quarter of 2008, the remaining \$11,349,000 in recorded fair value was further allocated on a pro rata basis as follows: \$2,771,000 was attributed to 152,506 additional shares actually received on July 30, 2008 and the remaining \$8,578,000 was attributed to the expected subsequent distribution of approximately 472,000 shares. All of these allocations were based on \$18.17 per share – the Company's estimated cost basis in the shares based on the fair value of the claim when received and affirmed by the court. There was no change in the number of shares expected to be received in the aggregate during this period. As of July 5, 2009, the Company has received approximately 98% of the total common shares it expects to receive. If the Company ultimately receives fewer additional shares than expected, the recorded costs of shares held would be adjusted on a pro rata basis.

At the end of each of the first three quarters of 2008, the Company analyzed whether declines in the quoted market prices of Dana common stock were temporary or "other-than-temporary," in accordance with the factors outlined in SFAS No. 157 and SAB Topic 5M. Based on those factors, the Company determined these declines to be temporary during the first three quarters of 2008, and accordingly, the Company reported the differences between Dana's stock price on the last day of each quarter and the initial estimated fair value of \$18.17 as "other comprehensive loss" for that quarter. As a result, the carrying value of the investment at the end of each fiscal quarter was recorded at the fair market value at each respective date in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (SFAS No. 115).

During the fourth quarter of 2008, the Company initially continued to believe that the severe turmoil in the financial markets was a temporary phenomenon and that Dana stock in particular had been speculatively oversold in a manner that did not reflect its fundamental value, which was still believed to be supportive of the Company's recorded value of \$18.17 per share. When the Company received an additional distribution of 384,931 shares of Dana stock on October 10, 2008, \$6,995,000 of the remaining \$8,578,000 in recorded value was attributed to those shares, while the final \$1,583,000 in recorded value was attributed to the approximately 87,000 in additional shares (which the Company still expects to receive).

As the fourth quarter progressed, the financial markets continued to decline and Dana announced that it was revising its 2008 earnings before interest, taxes, depreciation and amortization (EBITDA) outlook down approximately 40% from its Plan of Reorganization and projected significantly lower revenues for 2009 than previously disclosed. The market reacted negatively to this news and Dana's stock price had plummeted to \$0.74 per share by the end of December. As a result of the severity and duration of the decline in fair value of the Dana stock and the financial condition and near-term prospects of Dana, the Company determined that its investment in Dana common stock was other-than-temporarily impaired as of December 31, 2008. Accordingly, the Company recorded a \$66,758,000 impairment charge during the fourth quarter. The non-cash impairment was based on Dana's closing stock price of \$0.74 per share on December 31, 2008.

The Company has not sold any of its common stock in Dana, and at July 5, 2009, the cost basis and fair value of the Company's holdings of Dana common stock amounted to \$2,769,000 and \$5,239,000, respectively. In accordance with SFAS No. 115, the \$2,470,000 increase in value was recorded as an unrealized holding gain in other comprehensive loss for the first six months of 2009.

At July 5, 2009, the Company's right to participate in additional distributions of Dana common stock, presently estimated to be 87,000 additional shares, is carried at \$64,000 in other assets. Had these shares been received at July 5, 2009, the Company would have recorded an additional \$57,000 unrealized holding gain to other comprehensive loss.

(5) Restructuring, Impairments and Other Nonrecurring Charges

As announced during the fourth quarter of 2008, the Company committed to a restructuring program, which included the closure of its Kenton and Marion, Ohio facilities and the integration of its Aerospace & Defense subsidiaries. The purpose of the restructuring program is to reduce fixed costs, accelerate integration efficiencies, exit certain unprofitable product lines and significantly improve operating earnings on a sustained basis. The restructuring activities are expected to result in \$25.0 million in annual savings. The activities generating the expected savings are from the following: i) annual savings of \$12.5 million from facility closings, ii) annual savings of \$7.5 million from operational efficiencies expected to begin during the third quarter of 2009, iii) annual savings of \$3.0 million from product costing changes implemented during the first quarter of 2009, and iv) annual savings of \$2.0 million from various quality improvement initiatives expected to be implemented by the fourth quarter of 2009. The Company expects to substantially complete its program by early 2010. As a result of these initiatives, in 2008, the Company recorded a restructuring charge of \$45,086,000, or \$2.45 per share. For the three and six months ended July 5, 2009, the Company recorded a restructuring charge of \$1,732,000, or \$0.09 per share and \$3,713,000, or \$0.20 per share, respectively. Of the \$1,732,000 recorded in the second quarter, \$1,460,000 was recorded within the Industrial Group and \$272,000 was recorded within the Aerospace & Defense segment. Of these costs, \$162,000 was for severance and benefit-related costs, \$377,000 related to equipment relocation costs, \$751,000 represented non-cash impairment costs and \$442,000 represented other costs, primarily related to IT and process reengineering consultants. Of the \$3,713,000 recorded in the first half of 2009, \$2,701,000 was recorded within the Industrial Group and \$1,012,000 was recorded within the Aerospace & Defense segment. Of these costs, \$872,000 was for severance and benefit-related costs, \$1,089,000 related to equipment relocation costs, \$872,000 represented non-cash impairment costs and \$880,000 represented other costs, primarily related to IT and process reengineering consultants. Of the aggregate \$50,807,000 of pre-tax costs for the total program, the Company expects \$13,451,000 will be cash expenditures, the majority of which has been spent at July 5, 2009.

The total pre-tax costs of \$50,807,000 expected to be incurred includes \$22,284,000 within the Industrial Group and \$28,523,000 within the Aerospace & Defense segment. The Company expects to incur additional pre-tax costs of \$2,008,000 as outlined in the table below, including approximately \$1,654,000 within the Industrial Group and \$354,000 within the Aerospace & Defense segment.

A summary of the pre-tax restructuring charges is as follows (in thousands):

| | Total Program | Recognized as of July 5, 2009 | Remaining Costs to be Recognized |
|-------------------------------------|--------------------------|--|---|
| Severance and benefit-related costs | \$ 3,818 | \$ 3,595 | \$ 223 |
| Asset impairments | 13,053 | 13,053 | — |
| Deferred contract costs write-offs | 16,102 | 16,102 | — |
| Inventory related charges | 7,895 | 7,895 | — |
| Equipment relocation costs | 1,918 | 1,328 | 590 |
| Asset retirement obligations | 1,500 | 1,500 | — |
| Contract termination costs | 3,209 | 3,209 | — |
| Other | 3,312 | 2,117 | 1,195 |
| | <u>\$ 50,807</u> | <u>\$ 48,799</u> | <u>\$ 2,008</u> |

A summary of restructuring activity and related reserves at July 5, 2009 is as follows (in thousands):

| | Accrued Balance at December 31, 2008 | 2009 Charge | Cash Payments or Asset Write-Offs | Accrued Balance at July 5, 2009 |
|-------------------------------------|---|------------------------|--|--|
| Severance and benefit related costs | \$ 2,045 | \$ 872 | \$ (1,984) | \$ 933 |
| Asset impairments | — | 872 | (872) | — |
| Asset retirement obligations | 1,500 | — | (13) | 1,487 |
| Contract termination costs | 3,141 | — | (2,210) | 931 |
| Other | — | 1,969 | (1,969) | — |
| | <u>\$ 6,686</u> | <u>\$ 3,713</u> | <u>\$ (7,048)</u> | <u>\$ 3,351</u> |

A summary of total charges by reportable segment is as follows (in thousands):

| | Industrial Group | Aerospace & Defense | Total |
|-------------------------------------|-----------------------------|------------------------------------|------------------|
| Severance and benefit-related costs | \$ 2,617 | \$ 978 | \$ 3,595 |
| Asset impairments | 13,053 | — | 13,053 |
| Deferred contract costs write-offs | — | 16,102 | 16,102 |
| Inventory related charges | — | 7,895 | 7,895 |
| Equipment relocation costs | 1,328 | — | 1,328 |
| Asset retirement obligations | 1,500 | — | 1,500 |
| Contract termination costs | 1,868 | 1,341 | 3,209 |
| Other | 264 | 1,853 | 2,117 |
| | <u>\$ 20,630</u> | <u>\$ 28,169</u> | <u>\$ 48,799</u> |

Severance and benefit-related costs tied to workforce reductions were recorded in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* (SFAS No. 146) and SFAS No. 112, *Employers' Accounting for Postemployment Benefits* (SFAS No. 112). Under SFAS No. 146, one-time termination benefits that are conditioned on employment through a certain transition period are recognized ratably between the date employees are communicated the details of the one-time termination benefit and their final date of service. Accordingly, the Company recorded \$2,723,000 in 2008, \$872,000 in the first six months of 2009 and expects to record an additional \$223,000 during the remainder of 2009.

The Company evaluates its long-lived assets for impairment when events or circumstances indicate that the carrying value may not be recoverable in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS No. 144). The Company's strategic decision to close certain facilities and transfer production among other facilities led to a \$12,181,000 non-cash impairment charge in 2008 and an \$872,000 non-cash charge in the first six months of 2009. The charges were based on the excess of carrying value of certain assets not expected to be redeployed over their respective fair value. Fair values for these assets were determined based on appraisals and discounted cash flow analyses. The additional charges in 2009 were for assets originally expected to be redeployed to other locations but later determined to not be economically feasible to move. For assets to be redeployed to other Company locations, the Company incurred \$239,000 in relocation costs in 2008, \$1,089,000 in the first six months of 2009 and expects to incur \$590,000 in additional costs during the remainder of 2009 and early 2010. The Company had originally estimated that total relocation costs would approximate \$4,179,000. However, the Company determined that it would not be economically feasible to relocate certain equipment, and these assets were later impaired.

Forecasted volumes for one of the Company's link encryption products was significantly reduced during the fourth quarter of 2008 due to revised demand estimates from the National Security Agency. The Company had incurred and deferred over \$20,000,000 in pre-contract costs since 2005. Based on this revision in demand, the Company recorded a non-cash charge of \$16,102,000 in 2008 to write off a portion of these deferred contract costs in accordance with American Institute of Certified Public Accountants Statement of Position No. 81-1, *Accounting for Performance of Construction-Type Contracts* (SOP 81-1). Additionally, as a result of integration efforts within the Aerospace & Defense segment and the exit from certain other non-core product lines, the Company recorded non-cash inventory charges totaling \$7,895,000 for inventory determined to be excess or obsolete as of December 31, 2008.

Asset retirement obligations recorded during 2008 relate to the expected closure of two Industrial Group facilities. Although the Company is indemnified for major environmental conditions that existed prior to the acquisition of these facilities, certain other matters, including emptying residual chemicals from remaining storage tanks, purging operating pipelines within the facilities, and filling pits following the relocation of strategic operating equipment to other facilities, remain the responsibility of the Company. Such costs are estimated to be \$1,500,000, of which \$13,000 was expended during the first six months of 2009.

In connection with the Company's restructuring, certain property under operating leases ceased being used during the fourth quarter of 2008. Aggregate discounted lease payments and a \$915,000 lease termination payment made in the second quarter of 2009 were accrued in 2008 in accordance with SFAS No. 146. Total lease contract termination costs amounted to \$3,209,000 for 2008.

(6) Loss Per Common Share

On January 1, 2009, the Company adopted FSP EITF 03-6-1. This FSP addresses determinations as to whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share (EPS) under the two-class method described in paragraphs 60 and 61 of SFAS No. 128, *Earnings Per Share*. Restricted stock awards granted to employees contain nonforfeitable dividend rights and, therefore, are now considered participating securities in accordance with FSP EITF 03-6-1. Accordingly, the Company evaluated the impact of FSP EITF 03-6-1 and determined that the impact was not material and determined the basic and diluted earnings per share amounts, as reported, are equivalent to the basic and diluted earnings per share amounts calculated under FSP EITF 03-6-1.

A reconciliation of the weighted average shares outstanding used in the calculation of basic and diluted loss per common share is as follows (in thousands):

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------------|------------------|------------------|
| | July 5, 2009 | June 29, 2008 | July 5, 2009 | June 29, 2008 |
| | (Unaudited) | | (Unaudited) | |
| Shares used to compute basic loss per common share | 18,478 | 18,351 | 18,456 | 18,347 |
| Dilutive effect of equity awards | — | — | — | — |
| Shares used to compute diluted loss per common share | 18,478 | 18,351 | 18,456 | 18,347 |

(7) **Investment in Marketable Securities**

The Company's investment in marketable securities consists exclusively of shares in Dana common stock. The Company's investment in Dana common stock is classified as an available-for-sale security in accordance with SFAS No. 115 and measured at fair value as determined by a quoted market price (a level 1 valuation under SFAS No. 157). The related unrealized holding gains are excluded from operations and recorded in accumulated other comprehensive loss on the consolidated balance sheets. At July 5, 2009 and December 31, 2008, the Company owned 3,742,381 common shares of Dana with a market value of \$1.40 per share and \$0.74 per share, respectively. At July 5, 2009, the gross unrealized gain was approximately \$2,769,000. There were no unrealized gains or losses at December 31, 2008. Realized gains and losses and declines in value judged to be other-than-temporary will be included in other expense, if and when recorded. In accordance with SFAS No. 157, the fair value of the shares was valued based on quoted market prices in active markets for identical shares at July 5, 2009 and December 31, 2008.

The following table summarizes marketable securities as of July 5, 2009 and December 31, 2008 (in thousands):

| | <u>Basis</u> | <u>Gross Unrealized Gain/(Loss)</u> | <u>Gross Realized Gain/(Loss)</u> | <u>Fair Value At Quoted Prices in Active Markets (Level 1)</u> |
|--|--------------|---|---|--|
| Marketable securities, July 5, 2009 | \$ 2,769 | \$ 2,470 | \$ — | \$ 5,239 |
| Marketable securities, December 31, 2008 | \$ 2,769 | \$ — | \$ — | \$ 2,769 |

(8) **Inventory**

Inventory consisted of the following (in thousands):

| | <u>July 5, 2009 (Unaudited)</u> | <u>December 31, 2008</u> |
|---|---|------------------------------|
| Raw materials, including perishable tooling of \$334 and \$737 in 2009 and 2008, respectively | \$ 14,332 | \$ 16,423 |
| Work in process | 8,085 | 9,804 |
| Finished goods | 4,063 | 8,337 |
| Costs relating to long-term contracts and programs, net of amounts attributed to revenue recognized to date | 19,027 | 24,230 |
| Progress payments related to long-term contracts and programs | — | (781) |
| Reserve for excess and obsolete inventory | (9,669) | (9,619) |
| | <u>\$ 35,838</u> | <u>\$ 48,394</u> |

(9) **Debt**

Debt consisted of the following (in thousands):

| | <u>July 5, 2009 (Unaudited)</u> | <u>December 31, 2008</u> |
|------------------------------|---|------------------------------|
| Revolving credit facility | \$ 45,500 | \$ 43,000 |
| Senior notes | 30,000 | 30,000 |
| | <u>\$ 75,500</u> | <u>\$ 73,000</u> |
| Classified as notes payable | \$ 75,500 | \$ — |
| Classified as long-term debt | \$ — | \$ 73,000 |

In March 2009, the Company's Revolving Credit Agreement and Senior Notes were amended to, among other things, i) waive the defaults as of December 31, 2008, ii) limit total borrowings, iii) revise the maturity date for the Credit Agreement and Senior Notes to January 15, 2010, iv) revise certain financial covenants, v) restrict the payment of dividends, vi) require mandatory prepayment to the extent that marketable securities or other collateral is sold, and vii) increase the interest rate structure. Maximum borrowings on the Revolving Credit Agreement are \$50,000,000, and standby letters of credit up to a maximum of \$15,000,000 may be issued under the Revolving Credit Agreement of which \$1,851,000 were issued at July 5, 2009.

As a result of the aforementioned modifications, the Company deferred \$652,000 of loan costs, which are being amortized from other assets in the consolidated balance sheets.

(10) Segment Data

The Company is organized into two business groups, the Industrial Group and the Electronics Group. The Industrial Group is one reportable business segment, while the Electronics Group includes two reportable business segments, Aerospace & Defense and Test & Measurement. There was no intersegment net revenue recognized in any of the periods presented. The following table presents financial information for the reportable segments of the Company (in thousands):

| | <u>Three Months Ended</u> | | <u>Six Months Ended</u> | |
|---|---------------------------|--------------------------|-------------------------|--------------------------|
| | <u>July 5, 2009</u> | <u>June 29, 2008</u> | <u>July 5, 2009</u> | <u>June 29, 2008</u> |
| | <u>(Unaudited)</u> | | <u>(Unaudited)</u> | |
| Net revenue from unaffiliated customers: | | | | |
| Industrial Group | \$ 36,941 | \$ 69,100 | \$ 74,439 | \$ 138,915 |
| Aerospace & Defense | 32,437 | 27,011 | 62,648 | 50,435 |
| Test & Measurement | 12,718 | 14,239 | 26,700 | 27,262 |
| Electronics Group | 45,155 | 41,250 | 89,348 | 77,697 |
| | <u>\$ 82,096</u> | <u>\$ 110,350</u> | <u>\$ 163,787</u> | <u>\$ 216,612</u> |
| Gross profit (loss): | | | | |
| Industrial Group | \$ (1,630) | \$ 5,333 | \$ (4,332) | \$ 12,162 |
| Aerospace & Defense | 6,073 | 2,354 | 9,329 | 5,253 |
| Test & Measurement | 3,172 | 3,767 | 6,973 | 7,105 |
| Electronics Group | 9,245 | 6,121 | 16,302 | 12,358 |
| | <u>\$ 7,615</u> | <u>\$ 11,454</u> | <u>\$ 11,970</u> | <u>\$ 24,520</u> |
| Operating (loss) income: | | | | |
| Industrial Group | \$ (5,377) | \$ 2,458 | \$ (12,061) | \$ 6,612 |
| Aerospace & Defense | 1,964 | (1,993) | 739 | (2,746) |
| Test & Measurement | 616 | 838 | 1,482 | 1,349 |
| Electronics Group | 2,580 | (1,155) | 2,221 | (1,397) |
| General, corporate and other | (1,742) | (2,275) | (3,993) | (4,679) |
| | <u>\$ (4,539)</u> | <u>\$ (972)</u> | <u>\$ (13,833)</u> | <u>\$ 536</u> |
| Total assets: | | | | |
| Industrial Group | | | \$ 135,160 | \$ 146,964 |
| Aerospace & Defense | | | 58,560 | 65,077 |
| Test & Measurement | | | 27,826 | 29,892 |
| Electronics Group | | | 86,386 | 94,969 |
| General, corporate and other | | | 8,664 | 11,272 |
| | | | <u>\$ 230,210</u> | <u>\$ 253,205</u> |

(11) Commitments and Contingencies

The provision for estimated warranty costs is recorded at the time of sale and periodically adjusted to reflect actual experience. The Company's warranty liability, which is included in accrued liabilities in the accompanying balance sheets, as of July 5, 2009 and December 31, 2008 was \$442,000 and \$466,000, respectively. The Company's warranty expense for the six months ended July 5, 2009 and June 29, 2008 was \$122,000 and \$276,000, respectively.

Additionally, the Company sells three and five-year extended warranties for one of its link encryption products. The revenue from the extended warranties is deferred and recognized ratably over the contractual term. As of July 5, 2009 and December 31, 2008, the Company had deferred \$962,000 and \$476,000, respectively, related to extended warranties, which is included in other liabilities in the accompanying balance sheets.

The Company bears insurance risk as a member of a group captive insurance entity for certain general liability, automobile and workers' compensation insurance programs and a self-insured employee health program. The Company records estimated liabilities for its insurance programs based on information provided by the third-party plan administrators, historical claims experience, expected costs of claims incurred but not paid, and expected costs to settle unpaid claims. The Company monitors its estimated insurance-related liabilities on a quarterly basis. As facts change, it may become necessary to make adjustments that could be material to the Company's consolidated results of operations and financial condition. The Company believes that its present insurance coverage and level of accrued liabilities are adequate.

The Company is involved in certain litigation and contract issues arising in the normal course of business. While the outcome of these matters cannot, at this time, be predicted in light of the uncertainties inherent therein, management does not expect that these matters will have a material adverse effect on the consolidated financial position or results of operations of the Company.

As of July 5, 2009, the Company had outstanding purchase commitments of approximately \$28,486,000, primarily for the acquisition of inventory and manufacturing equipment. As of July 5, 2009, the Company also had outstanding letters of credit of \$1,851,000 primarily under a captive insurance program.

(12) Income Taxes

The provision for income taxes includes federal, state, local and foreign taxes. The Company's effective tax rate varies from period to period due to the proportion of foreign and domestic pre-tax income expected to be generated by the Company. The Company provides for income taxes for its domestic operations at a statutory rate of 35% and for its foreign operations at a statutory rate of 28%. The Company's foreign operations are also subject to minimum income taxes in periods where positive cash flows exceed taxable income. In the second quarter of 2009, minimum income taxes were required for the Company's foreign operations. Reconciling items between the federal statutory rate and the effective tax rate also include state income taxes, valuation allowances and certain other permanent differences.

The Company recognizes liabilities or assets for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS No. 109). These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of assets or liabilities are recovered or settled. SFAS No. 109 requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The Company evaluates its deferred tax position on a quarterly basis and valuation allowances are provided as necessary. During this evaluation, the Company reviews its forecast of income in conjunction with other positive and negative evidence surrounding the realizability of its deferred tax assets to determine if a valuation allowance is needed. Based on the Company's current forecast, a valuation allowance of \$2,780,000 and \$6,986,000 was recorded through earnings for the three and six months ended July 5, 2009, respectively; however, there can be no assurances that the Company's forecasts are now, or in the future will be, accurate or that other factors impacting this deferred tax asset will not materially and adversely affect its business, results of operations and financial condition. For the three and six months ended June 29, 2008, the Company recorded a valuation allowance of \$937,000 through earnings.

(13) Employee Benefit Plans

Pension expense (benefit) consisted of the following (in thousands):

| | Three Months Ended | | Six Months Ended | |
|---|---------------------------|--------------------------|-------------------------|--------------------------|
| | July 5, 2009 | June 29, 2008 | July 5, 2009 | June 29, 2008 |
| | (Unaudited) | | (Unaudited) | |
| Service cost | \$ 18 | \$ 25 | \$ 36 | \$ 50 |
| Interest cost on projected benefit obligation | 595 | 580 | 1,190 | 1,160 |
| Net amortizations, deferrals and other costs | 252 | 27 | 504 | 54 |
| Expected return on plan assets | (587) | (813) | (1,174) | (1,626) |
| | <u>\$ 278</u> | <u>\$ (181)</u> | <u>\$ 556</u> | <u>\$ (362)</u> |

(14) Other Comprehensive Loss

The Company's accumulated other comprehensive loss consists of the accumulated net unrealized gains (losses) on available-for-sale securities, employee benefit related adjustments and foreign currency translation adjustments.

The components of comprehensive loss, net of tax, are as follows for the periods indicated (in thousands):

| | Three Months Ended | | Six Months Ended | |
|--|---------------------------|--------------------------|-------------------------|--------------------------|
| | July 5, 2009 | June 29, 2008 | July 5, 2009 | June 29, 2008 |
| | (Unaudited) | | (Unaudited) | |
| Net loss | \$ (6,778) | \$ (935) | \$ (18,123) | \$ (550) |
| Other comprehensive income (loss): | | | | |
| Unrealized gain (loss) on available-for-sale securities, net of tax of \$61 and \$3,902 for the three and six months ended June 29, 2008 | 2,769 | (15,643) | 2,470 | (36,874) |
| Foreign currency translation adjustments | 1,266 | 1,836 | 764 | 2,370 |
| Total comprehensive loss | <u>\$ (2,743)</u> | <u>\$ (14,742)</u> | <u>\$ (14,889)</u> | <u>\$ (35,054)</u> |

Accumulated other comprehensive loss consisted of the following (in thousands):

| | July 5, 2009 | December 31, 2008 |
|--|-------------------------|------------------------------|
| | (Unaudited) | |
| Foreign currency translation adjustments | \$ (5,173) | \$ (5,937) |
| Unrealized gain on available-for-sale securities, net of tax | 2,470 | — |
| Employee benefit related adjustments, net of tax | (13,807) | (13,807) |
| Accumulated other comprehensive loss | <u>\$ (16,510)</u> | <u>\$ (19,744)</u> |

(15) Fair Value of Financial Instruments

Cash, accounts receivable, accounts payable and accrued liabilities are reflected in the consolidated financial statements at their carrying amount which approximates fair value because of the short-term maturity of those instruments. The carrying amount of debt outstanding at July 5, 2009 approximates fair value because borrowings are for terms of less than one year and have rates that reflect currently available terms and conditions for similar debt.

Results of Operations

The tables presented below, which compare our results of operations for the three and six month periods from 2009 to 2008, present the results for each period, the change in those results from 2009 to 2008 in both dollars and percentage change and the results for each period as a percentage of net revenue.

- The first two data columns in the table show the absolute results for each period presented.
- The columns entitled "Year Over Year Change" and "Year Over Year Percentage Change" show the change in results, both in dollars and percentages. These two columns show favorable changes as positive and unfavorable changes as negative. For example, when our net revenue increases from one period to the next, that change is shown as a positive number in both columns. Conversely, when expenses increase from one period to the next, that change is shown as a negative number in both columns.
- The last two columns in the table show the results for each period as a percentage of net revenue. In these two columns, the cost of sales and gross profit for each are given as a percentage of that segment's net revenue. These amounts are shown in italics.

In addition, as used in the table, "NM" means "not meaningful."

Three Months Ended July 5, 2009 Compared to Three Months Ended June 29, 2008

| | Three Months Ended | | Year Over | Year Over | Results as Percentage of | |
|---|---------------------------|--------------------------|----------------------|----------------------|----------------------------------|-----------------|
| | July 5, 2009 | June 29, 2008 | Change | Percentage | Net Revenue for the Three | |
| | | | Favorable | Change | July 5, | June 29, |
| | | | (Unfavorable) | (Unfavorable) | 2009 | 2008 |
| (in thousands, except percentage data) | | | | | | |
| Net revenue: | | | | | | |
| Industrial Group | \$ 36,941 | \$ 69,100 | \$ (32,159) | (46.5)% | 45.0% | 62.6% |
| Aerospace & Defense | 32,437 | 27,011 | 5,426 | 20.1 | 39.5 | 24.5 |
| Test & Measurement | 12,718 | 14,239 | (1,521) | (10.7) | 15.5 | 12.9 |
| Electronics Group | 45,155 | 41,250 | 3,905 | 9.5 | 55.0 | 37.4 |
| Total | 82,096 | 110,350 | (28,254) | (25.6) | 100.0 | 100.0 |
| Cost of sales: | | | | | | |
| Industrial Group | 38,571 | 63,767 | 25,196 | 39.5 | 104.4 | 92.3 |
| Aerospace & Defense | 26,364 | 24,657 | (1,707) | (6.9) | 81.3 | 91.3 |
| Test & Measurement | 9,546 | 10,472 | 926 | 8.8 | 75.1 | 73.5 |
| Electronics Group | 35,910 | 35,129 | (781) | (2.2) | 79.5 | 85.2 |
| Total | 74,481 | 98,896 | 24,415 | 24.7 | 90.7 | 89.6 |
| Gross profit: | | | | | | |
| Industrial Group | (1,630) | 5,333 | (6,963) | (130.6) | (4.4) | 7.7 |
| Aerospace & Defense | 6,073 | 2,354 | 3,719 | 158.0 | 18.7 | 8.7 |
| Test & Measurement | 3,172 | 3,767 | (595) | (15.8) | 24.9 | 26.5 |
| Electronics Group | 9,245 | 6,121 | 3,124 | 51.0 | 20.5 | 14.8 |
| Total | 7,615 | 11,454 | (3,839) | (33.5) | 9.3 | 10.4 |
| Selling, general and administrative | 9,362 | 11,279 | 1,917 | 17.0 | 11.4 | 10.2 |
| Research and development | 1,032 | 1,089 | 57 | 5.2 | 1.3 | 1.0 |
| Amortization of intangible assets | 28 | 58 | 30 | 51.7 | — | — |
| Nonrecurring expense | 1,732 | — | (1,732) | NM | 2.1 | — |
| Operating loss | (4,539) | (972) | (3,567) | (367.0) | (5.5) | (0.8) |
| Interest expense, net | 2,303 | 1,023 | (1,280) | (125.1) | 2.8 | 0.9 |
| Other income, net | (384) | (924) | (540) | (58.4) | (0.5) | (0.8) |
| Loss before income taxes | (6,458) | (1,071) | (5,387) | (503.0) | (7.9) | (0.9) |
| Income tax expense (benefit) | 320 | (136) | (456) | NM | 0.4 | (0.1) |
| Net loss | \$ (6,778) | \$ (935) | \$ (5,843) | (624.9)% | (8.3)% | (0.8)% |

Six Months Ended July 5, 2009 Compared to Six Months Ended June 29, 2008

| | Six Months Ended | | Year Over Year Change | Year Over Year Percentage Change | Results as Percentage of Net Revenue for the Six Months Ended | |
|--|------------------|------------------|-----------------------------|---|---|------------------|
| | July 5, 2009 | June 29, 2008 | Favorable (Unfavorable) | Favorable (Unfavorable) | July 5, 2009 | June 29, 2008 |
| (in thousands, except percentage data) | | | | | | |
| Net revenue: | | | | | | |
| Industrial Group | \$ 74,439 | \$ 138,915 | \$ (64,476) | (46.4)% | 45.4% | 64.1% |
| Aerospace & Defense | 62,648 | 50,435 | 12,213 | 24.2 | 38.2 | 23.3 |
| Test & Measurement | 26,700 | 27,262 | (562) | (2.1) | 16.3 | 12.6 |
| Electronics Group | 89,348 | 77,697 | 11,651 | 15.0 | 54.6 | 35.9 |
| Total | 163,787 | 216,612 | (52,825) | (24.4) | 100.0 | 100.0 |
| Cost of sales: | | | | | | |
| Industrial Group | 78,771 | 126,753 | 47,982 | 37.9 | 105.8 | 91.2 |
| Aerospace & Defense | 53,319 | 45,182 | (8,137) | (18.0) | 85.1 | 89.6 |
| Test & Measurement | 19,727 | 20,157 | 430 | 2.1 | 73.9 | 73.9 |
| Electronics Group | 73,046 | 65,339 | (7,707) | (11.8) | 81.8 | 84.1 |
| Total | 151,817 | 192,092 | 40,275 | 21.0 | 92.7 | 88.7 |
| Gross profit: | | | | | | |
| Industrial Group | (4,332) | 12,162 | (16,494) | (135.6) | (5.8) | 8.8 |
| Aerospace & Defense | 9,329 | 5,253 | 4,076 | 77.6 | 14.9 | 10.4 |
| Test & Measurement | 6,973 | 7,105 | (132) | (1.9) | 26.1 | 26.1 |
| Electronics Group | 16,302 | 12,358 | 3,944 | 31.9 | 18.2 | 15.9 |
| Total | 11,970 | 24,520 | (12,550) | (51.2) | 7.3 | 11.3 |
| Selling, general and administrative | 19,834 | 21,771 | 1,937 | 8.9 | 12.1 | 10.0 |
| Research and development | 2,200 | 2,084 | (116) | (5.6) | 1.3 | 1.0 |
| Amortization of intangible assets | 56 | 129 | 73 | 56.6 | — | — |
| Nonrecurring expense | 3,713 | — | (3,713) | NM | 2.3 | — |
| Operating (loss) income | (13,833) | 536 | (14,369) | NM | (8.4) | 0.3 |
| Interest expense, net | 3,572 | 1,975 | (1,597) | (80.9) | 2.2 | 0.9 |
| Other income, net | (77) | (916) | (839) | (91.6) | — | (0.4) |
| Loss before income taxes | (17,328) | (523) | (16,805) | NM | (10.6) | (0.2) |
| Income tax expense | 795 | 27 | (768) | NM | 0.5 | — |
| Net loss | \$ (18,123) | \$ (550) | \$ (17,573) | NM | (11.1)% | (0.2)% |

Backlog. At July 5, 2009, backlog for our Aerospace & Defense segment decreased \$24.5 million to \$73.4 million from \$97.9 million at June 29, 2008, on a 37% decrease in net orders to \$31.0 million in the six months ended July 5, 2009 compared to \$49.3 million in net orders in the first six months of 2008. Backlog for our Test & Measurement segment decreased \$3.9 million to \$5.0 million at July 5, 2009, on \$24.8 million in net orders compared to \$28.4 million in net orders for the first six months of 2008. We expect to convert approximately 91% of the Aerospace & Defense backlog and 100% of the Test & Measurement backlog at July 5, 2009 to revenue during the next twelve months.

Net Revenue. The Industrial Group derives its revenue from manufacturing services and product sales. Net revenue in the Industrial Group decreased \$32.2 million and \$64.5 million from the prior year second quarter and six month periods, respectively. Depressed market conditions for medium and heavy duty commercial vehicles and light trucks have contributed to volume related reductions in net revenue of approximately \$23.1 million and \$41.0 million for the second quarter and six month periods, respectively. Volume declines for trailer axles also resulted in a \$6.9 million and \$12.7 million net revenue reduction from the prior year second quarter and six month periods, respectively. Revenue also declined \$4.9 million and \$12.8 million for the second quarter and six month periods, respectively, due to the discontinued sale of axle shafts to a light truck customer. Further, amortization of contractual settlements and price reductions resulted in a \$0.2 million and \$4.5 million decrease in net revenue for the second quarter and six month periods, respectively. Partially offsetting the volume change was an increase in steel prices, which is passed through to customers under certain contracts, resulting in an increase in net revenue of \$2.9 million and \$6.5 million for the second quarter and six month periods, respectively.

The Aerospace & Defense segment derives its revenue from product sales and technical outsourced services. Net revenue in the Aerospace & Defense segment increased \$5.4 million and \$12.2 million from the prior year second quarter and six month periods, respectively, primarily as a result of shipments of new electronic circuit card assemblies for the Bradley Combat System.

The Test & Measurement segment derives its revenue from technical services and product sales. Technical services revenue accounted for approximately 85% and 88% of total Test & Measurement revenue in the first six months of 2009 and 2008, respectively. Test & Measurement segment net revenue decreased \$1.5 million and \$0.6 million for the second quarter and six months ended July 5, 2009, respectively, primarily as a result of a decline in component screening sales related to softness within the commercial aviation business.

Gross Profit. The Industrial Group's gross profit decreased to a loss of \$1.6 million and \$4.3 million in the second quarter and six month periods of 2009, respectively from profit of \$5.3 million and \$12.2 million in the second quarter and six month periods of 2008, respectively. The significant decrease in sales volume and related loss of fixed overhead absorption resulted in a reduction in gross profit of approximately \$5.9 million and \$11.1 million for the second quarter and six month periods, respectively. Higher defined benefit expenses resulted in a reduction in gross profit of approximately \$0.5 million and \$0.9 million for the second quarter and six month periods. The Industrial Group also realized a decline in gross profit of \$2.6 million and \$7.0 million for the second quarter and six month periods, respectively, as a result of lower revenue from contractual settlements and pricing as compared to the prior year periods. The decreases in gross profit were partially offset by productivity improvements attributable to restructuring activities of approximately \$2.0 million and \$3.1 million for the second quarter and six month periods, respectively.

The Aerospace & Defense segment's gross profit increased \$3.7 million and \$4.1 million in the second quarter and six month periods of 2009, respectively. The increase in gross profit is primarily due to the redesign of a secured communication product and increased volumes. Gross profit as a percentage of revenue also increased to 18.7% and 14.9% for the second quarter and six month periods of 2009, respectively, from 8.7% and 10.4% for the second quarter and six month periods of 2008, respectively.

The Test & Measurement segment's gross profit decreased \$0.6 million and \$0.1 million for the second quarter and six month periods of 2009, respectively. The decrease in gross profit is primarily a result of lower volumes within the component screening business partially offset by cost containment activities. Gross profit as a percentage of revenue in the second quarter decreased to 24.9% from 26.5%. Gross profit as a percentage of revenue remained constant at 26.1% for the six months ended July 5, 2009.

Selling, General and Administrative. Selling, general and administrative expense decreased \$1.9 million for both the second quarter and six month periods of 2009, respectively, primarily due to reductions in compensation and employee benefit costs.

Research and Development. Research and development costs decreased slightly in the second quarter of 2009 but increased 5.6% for the six months ended July 5, 2009. The increase is primarily due to new product development efforts within our Aerospace & Defense segment.

Nonrecurring Expense. In December 2008, we announced a restructuring program, which included the closure of the Industrial Group's Kenton and Marion, Ohio facilities and the consolidation of Sypris Electronics and Sypris Data Systems into a single operation within the Aerospace & Defense segment. Additionally, we have exited several programs within the Aerospace & Defense segment. The purpose of the restructuring program is to reduce fixed costs, accelerate integration efficiencies, and significantly improve operating earnings on a sustained basis. The restructuring activities are expected to result in \$25.0 million in annual savings. The activities generating the expected savings are from the following: i) annual savings of \$12.5 million from facility closings, ii) annual savings of \$7.5 million from operational efficiencies expected to begin during the third quarter of 2009, iii) annual savings of \$3.0 million from product costing changes implemented during the first quarter of 2009, and iv) annual savings of \$2.0 million from various quality improvement initiatives expected to be implemented by the fourth quarter of 2009. As a result of these initiatives, we recorded, or expect to record in future periods, aggregate pre-tax expenses of approximately \$50.8 million, consisting of the following: \$3.8 million in severance and benefit costs, \$13.1 million in non-cash asset impairments, \$16.1 million in non-cash deferred contract costs write-offs, \$7.9 million in inventory related charges, \$1.9 million in equipment relocation costs, \$1.5 million in asset retirement obligations, \$3.2 million in contract termination costs and \$3.3 million in other restructuring charges. Of the aggregate \$50.8 million in pre-tax costs, we expect \$13.5 million will be cash expenditures, the majority of which has been spent at July 5, 2009. The cash outflows related to these programs are expected to be funded from continuing operations and the existing revolving credit agreement and are not expected to have a material adverse impact on our liquidity. Of the total program, we recorded \$1.7 million, or \$0.11 per share, and \$3.7 million or \$0.20 per share related to these initiatives during the second quarter and six months ended July 5, 2009, respectively, which is included in nonrecurring expense on the consolidated statement of operations. The charge for the six months ended July 5, 2009 consisted of \$0.9 million for employee severance and benefit costs, \$1.0 million in equipment relocation costs, \$0.9 million in non-cash asset impairments, and \$0.9 million in other various charges. The additional non-cash asset impairments incurred during the first six months of 2009 were for assets originally expected to be redeployed to other locations but later determined to not be economically feasible to move. Additionally, we revised our estimate for equipment relocation costs to \$1.9 million from the original estimate of \$4.2 million, as we determined it would not be economically feasible to relocate certain equipment. We expect to incur approximately \$0.2 million in additional employee severance and benefit costs, approximately \$0.6 million in additional equipment relocation costs, and approximately \$1.2 million in other exit costs. See Note 5 to the consolidated financial statements included in this Form 10-Q.

Interest Expense. Interest expense for the second quarter and six months ended July 5, 2009 increased primarily due to an increase in the weighted average debt outstanding and an increase in interest rates resulting from the March 2009 modification of our Credit Agreement and Senior Notes. Our weighted average debt outstanding increased to \$76.7 million and \$74.6 million for the second quarter and six month periods of 2009, respectively, from \$56.2 million and \$54.7 million during the second quarter and six month periods of 2008, respectively. The weighted average interest rate was 8.0% and 6.9% for the second quarter and six month periods of 2009, respectively, compared to 6.5% and 6.9% for the second quarter and six month periods of 2008, respectively.

Income Taxes. The provision for income taxes in the second quarter and six month periods of 2009 is associated exclusively with our foreign subsidiaries and includes minimum taxes required to be paid in Mexico.

Liquidity, Capital Resources and Financial Condition

Net cash used by operating activities was \$1.9 million in the first six months of 2009 as compared to net cash provided of \$9.2 million in 2008, primarily due to significantly lower revenues and operating income in 2009. Accounts receivable increased and used \$0.7 million as a result of the timing of shipments and collections. Inventory decreased and provided \$11.2 million, primarily as a result of a focus on bringing inventory levels down to meet current demand within the Industrial Group and a focus on improving inventory turns within the Electronics Group. Other current assets decreased and provided \$1.8 million primarily as a result of a \$2.9 million tax refund for our Mexico operations partially offset by a \$0.9 million increase in unbilled receivables within the Aerospace & Defense Group. Accounts payable decreased and used \$4.6 million primarily due to the timing of payments to and from our suppliers and reduced purchases by our Industrial Group. Accrued liabilities decreased and used \$2.1 million, primarily as a result of the payout of various restructuring accruals including the payment of \$0.9 million to terminate a lease for Sypris Data Systems and payments of \$1.6 million in severance related to the shutdown of the Kenton and Marion, Ohio facilities.

Net cash used in investing activities decreased \$3.9 million to \$3.1 million for the first six months of 2009, primarily due to lower capital expenditures.

Net cash provided by financing activities was \$1.5 million in the first six months of 2009, as compared to net cash used of \$3.2 million in the first six months of 2008. We borrowed an additional \$2.5 million on the Revolving Credit Agreement during the six months ended July 5, 2009, as compared to a reduction in debt of \$2.0 million during the first six months of 2008. Additionally, we paid \$0.7 million in financing fees in conjunction with the modification of our debt in 2009.

We had total borrowings under our Revolving Credit Agreement of \$45.5 million at July 5, 2009 and an unrestricted cash balance of \$10.1 million. Approximately \$3.8 million of the unrestricted cash balance relates to our Mexican subsidiaries. In March 2009, our Revolving Credit Agreement and Senior Notes were amended to, among other things, i) waive the defaults as of December 31, 2008, ii) limit total borrowings, iii) revise the maturity date for the Credit Agreement and Senior Notes to January 15, 2010, iv) revise certain financial covenants, v) restrict the payment of dividends, vi) require mandatory prepayment to the extent that marketable securities or other collateral is sold outside of the ordinary course of business, and vii) increase our interest rate structure. As of July 5, 2009, we were in compliance with all covenants. Maximum borrowings under the Revolving Credit Agreement are \$50.0 million, and standby letters of credit up to a maximum of \$15.0 million may be issued under the Revolving Credit Agreement, of which \$1.9 million were issued at July 5, 2009.

We also had purchase commitments totaling approximately \$28.5 million at July 5, 2009, primarily for inventory and manufacturing equipment.

Assuming we are able to renegotiate our current Revolving Credit Agreement and Senior Notes, we believe that sufficient resources will be available to satisfy our cash requirements for at least the next twelve months. Our assessment of the availability of funds for the next twelve months is based in part on our intent to renegotiate our current Revolving Credit Agreement and Senior Notes or to retire both of these obligations in connection with the execution of new debt financing agreements. Cash requirements for periods beyond the next twelve months depend on our profitability, our ability to manage working capital requirements and our rate of growth. If our largest customers experience financial difficulty, or if working capital and capital expenditure requirements exceed expected levels during the next twelve months or in subsequent periods, we may require additional external sources of capital. There can be no assurance that any additional required financing will be available through bank borrowings, debt or equity financings or otherwise, or that if such financing is available, it will be available on terms acceptable to us. If adequate funds are not available on acceptable terms, our business, results of operations and financial condition could be adversely affected.

Critical Accounting Policies

See the information concerning our critical accounting policies included under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operation - Critical Accounting Policies in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. There have been no significant changes in our critical accounting policies during the six month period ended July 5, 2009.

Forward-looking Statements

This quarterly report, and our other oral or written communications, may contain "forward-looking" statements. These statements may include our expectations or projections about the future of our industries, business strategies, potential acquisitions or financial results and our views about developments beyond our control, including domestic or global economic conditions, trends and market developments. These statements are based on management's views and assumptions at the time originally made, and we undertake no obligation to update these statements, even if, for example, they remain available on our website after those views and assumptions have changed. There can be no assurance that our expectations, projections or views will come to pass, and undue reliance should not be placed on these forward-looking statements.

A number of significant factors could materially affect our specific business operations and cause our performance to differ materially from any future results projected or implied by our prior statements. Many of these factors are identified in connection with the more specific descriptions contained throughout this report. Other factors which could also materially affect such future results currently include: the effects of a continuing economic downturn which could reduce our revenues, negatively impact our customers or suppliers and materially adversely affect our financial results; our ability to liquidate our equity interests in Dana Holding Corporation at satisfactory valuation levels; potential impairments, non-recoverability or write-offs of goodwill, assets or deferred costs, including deferred tax assets in the U.S. or Mexico; fees, costs or other dilutive effects of refinancing, compliance with covenants in, or acceleration of, our loan and other debt agreements; unexpected or increased costs, time delays and inefficiencies of restructuring our manufacturing capacity; breakdowns, relocations or major repairs of machinery and equipment; our inability to successfully launch new or next generation programs; the cost, efficiency and yield of our operations and capital investments, including working capital, production schedules, cycle times, scrap rates, injuries, wages, overtime costs, freight or expediting costs; cost and availability of raw materials such as steel, component parts, natural gas or utilities; volatility of our customers' forecasts, financial conditions, market shares, product requirements or scheduling demands; adverse impacts of new technologies or other competitive pressures which increase our costs or erode our margins; failure to adequately insure or to identify environmental or other insurable risks; inventory valuation risks including obsolescence, shrinkage, theft, overstocking or underbilling; changes in government or other customer programs; reliance on major customers or suppliers, especially in the automotive or aerospace and defense electronics sectors; revised contract prices or estimates of major contract costs; dependence on, recruitment or retention of key employees; union negotiations; pension valuation, health care or other benefit costs; labor relations; strikes; risks of foreign operations; currency exchange rates; the costs and supply of debt, equity capital, or insurance (including the possibility that our common stock could cease to qualify for listing on the NASDAQ Stock Market due to a sustained decline in prices per share, or other regulatory compliance including, shareholder approval requirements, or that any reverse stock split or other restructuring of our debt or equity financing could be accompanied by the deregistration of our common stock or other "going private" transactions); changes in licenses, security clearances, or other legal rights to operate, manage our work force or import and export as needed; weaknesses in internal controls; the costs of compliance with our auditing, regulatory or contractual obligations; regulatory actions or sanctions; disputes or litigation, involving customer, supplier, lessor, landlord, creditor, stockholder, product liability or environmental claims; war, terrorism or political uncertainty; unanticipated or uninsured disasters, losses or business risks; inaccurate data about markets, customers or business conditions; or unknown risks and uncertainties and the risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

In this quarterly report, we may rely on and refer to information and statistics regarding the markets in which we compete. We obtained this information and these statistics from various third party sources and publications that are not produced for the purposes of securities offerings or reporting or economic analysis. We have not independently verified the data and cannot assure the accuracy of the data we have included.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined in Item 10 of Regulation S-K and thus are not required to report the quantitative and qualitative measures of market risk specified in Item 305 of Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Based on the evaluation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), our Chief Executive Officer and our Chief Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

(b) *Changes in internal controls.* There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Information regarding risk factors appears in "MD&A - Forward-Looking Statements," in Part I - Item 2 of this Form 10-Q and in Part I - Item 1A of our Report on Form 10-K for the fiscal year ended December 31, 2008.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Stockholders was held on May 12, 2009 in Louisville, Kentucky. At the meeting, stockholders elected three Class I directors for a term of three years pursuant to the following votes:

| Class I Director | Votes in Favor | Votes Withheld |
|-------------------------|-----------------------|-----------------------|
| John F. Brinkley | 17,010,562 | 1,165,884 |
| Robert E. Gill | 16,928,235 | 1,248,211 |
| William L. Healey | 16,989,734 | 1,186,712 |

The total number of shares of common stock outstanding as of March 16, 2009, the record date of the Annual Meeting of Stockholders, was 19,613,907. The terms of office of each R. Scott Gill, Robert Sroka, William G. Ferko, Jeffrey T. Gill and Sidney R. Petersen continued after the Annual Meeting.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| Exhibit Number | Description |
|-----------------------|---|
| 10.1 | Form of 2009 Sypris Three-Year Bonus Agreement, effective as of May 12, 2009. |
| 31(i).1 | CEO certification pursuant to Section 302 of Sarbanes - Oxley Act of 2002. |
| 31(i).2 | CFO certification pursuant to Section 302 of Sarbanes - Oxley Act of 2002. |
| 32 | CEO and CFO certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SYPRIS SOLUTIONS, INC.
(Registrant)

Date: August 18, 2009

By: /s/ Brian A. Lutes
(Brian A. Lutes)
Vice President & Chief Financial Officer

Date: August 18, 2009

By: /s/ Rebecca R. Eckert
(Rebecca R. Eckert)
Controller (Principal Accounting Officer)

2009 SYPRIS THREE-YEAR BONUS AGREEMENT

THIS AGREEMENT is effective as of [date of award], by and between Sypris Solutions, Inc., a Delaware corporation (together with its subsidiaries, "Company"), and _____ ("Employee").

WHEREAS, the Company is experiencing severe economic conditions in its chosen markets, including historic reductions in North American heavy vehicle production levels and the related tightening of global credit markets; and

WHEREAS, the Company believes that significant strategic opportunities are likely to emerge for the Company as those markets recover; and

WHEREAS, the Company's Compensation Committee (the "Committee") and Board of Directors (the "Board") have determined that a select group of key employees is critical to the Company's successful pursuit of such strategic opportunities; and

WHEREAS, the Committee and the Board have approved this 2009 Sypris Three-Year Bonus Agreement ("Agreement") in order to retain such key employees through the expected period of such recovery.

NOW, THEREFORE, in reliance on the premises and terms hereof, the parties agree as follows:

1. **Bonus Award.** On [date of award], the Company will pay the Employee an amount equal to [_____] (the "Three-Year Bonus"), subject to the following provisions:

a) **If the Company terminates the Employee without Cause before [third anniversary of the grant date]**, then the Company will pay a pro rata portion of the Three-Year Bonus within thirty (30) days of such termination date, and this Agreement will automatically terminate without further notice or obligation by the Company.

b) **If the Company terminates the Employee with Cause before [third anniversary of the grant date]**, then this Agreement will automatically terminate without further notice or obligation by the Company.

c) **If the Employee terminates employment, for any reason, before [third anniversary of the grant date]**, then this Agreement will automatically terminate without further notice or obligation by the Company.

d) **All or any portion of the Three-Year Bonus may be paid in common stock** (valued at its closing price on [1 day prior to third anniversary of the grant date], or any earlier termination date), at the sole election of the Committee.

2. **Definition of Cause.** "Cause" means the Employee's: (i) fraud, gross negligence, willful misconduct or failure to perform essential job duties, which causes material harm to the Business, and which remains uncured for thirty (30) days after receipt of detailed written request for cure, (ii) conviction of any felony or any other crime of moral turpitude, (iii) inability or unwillingness to perform his or her duties for a continuous period of thirty (30) days after receipt of the Company's written notice thereof, and (iv) death or disability.

3. **Assignment.** This Agreement will be binding upon, and will be for the benefit of the Company and the Employee, as well as their respective heirs, personal representatives, successors and assigns.

4. **Notices.** Any notice to a party required hereunder may be hand delivered, electronically transmitted by facsimile or e-mail, or sent by registered or certified mail.

5. **Applicable Law; Disputes.** This Agreement will be governed by the internal laws of the Commonwealth of Kentucky. Any dispute arising under this Agreement will be resolved by arbitration in Louisville, Kentucky, in accordance with the commercial arbitration rules of the American Arbitration Association. The arbitration award will be final and binding upon the parties, and judgment upon the award may be entered in any court having jurisdiction. In the event the Employee incurs legal fees and other expenses to enforce any rights or benefits in connection with this Agreement and is successful in enforcing such rights or benefits, the Employee will be entitled to any reasonable legal fees and expenses. Otherwise, each party will pay its own legal fees and expenses associated with any dispute.

6. **Amendment; Waiver.** This Agreement, together with any other written agreements duly executed by an officer of the Company and the Employee, is the entire agreement between the parties with respect to the subject matter hereof and may only be amended, modified or terminated by a written instrument signed by the parties hereto, which makes specific reference to this Agreement. No waiver of either party's rights will be implied from any forbearance or communication except a written waiver, expressly designated as such by the waiving party.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed effective as of the date first set forth above.

SYPRIS SOLUTIONS, INC.

EMPLOYEE

By: _____

Signed: _____

Name: _____

Name: _____

Date: _____

Date: _____

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Jeffrey T. Gill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sypris Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2009

By: /s/ Jeffrey T. Gill
Jeffrey T. Gill
President & Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Brian A. Lutes, certify that:

1. I have reviewed this quarter report on Form 10-Q of Sypris Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2009

By: /s/ Brian A. Lutes
Brian A. Lutes
Vice President & Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Sypris Solutions, Inc. (the Company) on Form 10-Q for the period ending July 5, 2009 as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of Sypris Solutions, Inc., that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 18, 2009

By: /s/ Jeffrey T. Gill
Jeffrey T. Gill
President & Chief Executive Officer

Date: August 18, 2009

By: /s/ Brian A. Lutes
Brian A. Lutes
Vice President & Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Sypris Solutions, Inc. and will be retained by Sypris Solutions, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-Q and shall not be considered filed as part of the Form 10-Q.
