

LSI INDUSTRIES INC
Form 10-Q/A
September 02, 2009

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2008.**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____.**

Commission File No. 0-13375

LSI Industries Inc.

State of Incorporation Ohio IRS Employer I.D. No. 31-0888951
10000 Alliance Road
Cincinnati, Ohio 45242
(513) 793-3200

Indicate by checkmark 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, 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 files). Yes No

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

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

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

As of October 24, 2008 there were 21,570,188 shares of the Registrant's common stock outstanding.

LSI INDUSTRIES INC.
FORM 10-Q/A
FOR THE QUARTER ENDED SEPTEMBER 30, 2008
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Explanatory Note

This Amendment No. 1 on Form 10-Q/A (Amendment or Form 10-Q/A), which amends and restates items identified below with respect to the Form 10-Q, filed by LSI Industries Inc. (we or the Company) with the Securities and Exchange Commission (the Commission) on October 31, 2008 (the Original Filing), is being filed to amend information in Part I. Item 1 (Financial Statements), Part I. Item 2 (Management's Discussion and Analysis of Financial Condition and Results of Operations), Part I. Item 4 (Controls and Procedures) and Part II. Item 6 (Exhibits) to correct an immaterial overstatement of our goodwill and intangible asset impairment charge, to correct the composition of our reportable segments, and to correct other immaterial errors. See Note 13 to the Condensed Consolidated Financial Statements for additional information. Management also revised its conclusion related to the effectiveness of internal control over financial reporting. See Item 4, Controls and Procedures, for a description of the material weakness. The other Items as presented in the Original Filing are not being restated but are included without change in this Amendment for ease of reference. As a result of this Amendment, the Certification of Principal

Executive Officer and Certification of Principal Financial Officer required by Rule 13a-14(a) and the 18 U.S.C. Section 1350 Certification of Principal Executive Officer and Principal Financial Officer, filed as exhibits to our Original Filing have been revised, re-executed and re-filed as of the date of this Amendment. Except for the foregoing amended and restated information, this Amendment continues to describe conditions as of the date of the Original Filing, and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Original Filing, or to modify or update those disclosures affected by subsequent events unless otherwise indicated in this report. Among other things, except as otherwise provided in this report, forward-looking statements made in the Original Filing have not been revised to reflect events, results or developments that have occurred or facts that have become known to us after the date of the Original Filing, and such forward looking statements should be read in their historical context.

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This Amendment should be read in conjunction with the Company's filings made with the SEC subsequent to the Original Filing, including any amendments to those filings.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This Form 10-Q/A contains certain forward-looking statements that are subject to numerous assumptions, risks or uncertainties. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Forward-looking statements may be identified by words such as estimates, anticipates, projects, plans, expects, intends, believes, seeks, may, will, should or the negative versions of those words and similar expressions, and by the context in which they are used. Such statements, whether expressed or implied, are based upon current expectations of the Company and speak only as of the date made. Actual results could differ materially from those contained in or implied by such forward-looking statements as a result of a variety of risks and uncertainties. These risks and uncertainties include, but are not limited to, the impact of competitive products and services, product demand and market acceptance risks, reliance on key customers, financial difficulties experienced by customers, the adequacy of reserves and allowances for doubtful accounts, fluctuations in operating results or costs, unexpected difficulties in integrating acquired businesses, the ability to retain key employees of acquired businesses, unfavorable economic and market conditions, the results of asset impairment assessments and the other risk factors that are identified herein. In addition to the factors described in this paragraph, the risk factors identified in our Form 10-K/A and other filings the Company makes with the SEC constitute risks and uncertainties that may affect the financial performance of the Company and are incorporated herein by reference. The Company has no obligation to update any forward-looking statements to reflect subsequent events or circumstances.

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

LSI INDUSTRIES INC.
 CONDENSED CONSOLIDATED INCOME STATEMENTS
 (Unaudited)

| (in thousands, except per share data) | Three Months Ended September 30 | |
|--|------------------------------------|-----------|
| | 2008 | 2007 |
| Net sales products | \$ 73,727 | \$ 80,597 |
| Net sales installation and services | 2,111 | 9,404 |
| Total net sales | \$ 75,838 | \$ 90,001 |
| Cost of products sold | 55,912 | 58,163 |
| Cost of installation and services sold | 1,747 | 6,087 |
| Total cost of products and services sold | 57,659 | 64,250 |
| Gross profit | 18,179 | 25,751 |
| Selling and administrative expenses | 13,963 | 15,025 |
| Operating income | 4,216 | 10,726 |
| Interest (income) | (38) | (152) |
| Interest expense | 43 | 20 |
| Income before income taxes | 4,211 | 10,858 |
| Income tax expense | 1,524 | 3,905 |
| Net income | \$ 2,687 | \$ 6,953 |
| Earnings per common share (see Note 5) | | |
| Basic | \$ 0.12 | \$ 0.32 |
| Diluted | \$ 0.12 | \$ 0.32 |

| | | |
|--|--------|--------|
| Weighted average common shares outstanding | | |
| Basic | 21,796 | 21,715 |
| Diluted | 21,805 | 22,005 |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

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LSI INDUSTRIES INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| (In thousands, except share amounts) | September 30, 2008 | June 30, 2008 |
|--|-----------------------|-------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 1,183 | \$ 6,992 |
| Accounts receivable, net | 47,500 | 38,857 |
| Inventories | 47,520 | 50,509 |
| Refundable income taxes | 592 | 1,834 |
| Other current assets | 6,587 | 6,111 |
| Total current assets | 103,382 | 104,303 |
| Property, Plant and Equipment, net | 43,757 | 44,754 |
| Goodwill, net | 16,025 | 16,025 |
| Other Intangible Assets, net | 14,541 | 15,060 |
| Other Assets, net | 4,010 | 4,072 |
| TOTAL ASSETS | \$ 181,715 | \$ 184,214 |
| LIABILITIES & SHAREHOLDERS EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 15,182 | \$ 15,452 |
| Accrued expenses | 12,764 | 15,988 |
| Total current liabilities | 27,946 | 31,440 |
| Long-Term Debt | 1,282 | |
| Other Long-Term Liabilities | 3,592 | 3,584 |
| Commitments and Contingencies (Note 12) | | |
| Shareholders Equity | | |
| Preferred shares, without par value; Authorized 1,000,000 shares; none issued | | |
| Common shares, without par value; Authorized 30,000,000 shares; Outstanding 21,570,188 and 21,585,390 shares, respectively | 81,919 | 81,665 |

| | | |
|---|-------------------|-------------------|
| Retained earnings | 66,976 | 67,525 |
| Total shareholders' equity | 148,895 | 149,190 |
| TOTAL LIABILITIES & SHAREHOLDERS' EQUITY | \$ 181,715 | \$ 184,214 |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

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LSI INDUSTRIES INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| (In thousands) | Three Months Ended September 30 | |
|--|------------------------------------|----------|
| | 2008 | 2007 |
| Cash Flows from Operating Activities | | |
| Net income | \$ 2,687 | \$ 6,953 |
| Non-cash items included in net income | | |
| Depreciation and amortization | 1,990 | 2,222 |
| Deferred income taxes | 90 | 19 |
| Deferred compensation plan | 38 | 75 |
| Stock option expense | 350 | 271 |
| Issuance of common shares as compensation | 10 | 10 |
| Loss on disposition of fixed assets | 1 | |
| Allowance for doubtful accounts | 29 | 20 |
| Inventory obsolescence reserve | 261 | 242 |
| Changes in | | |
| Accounts receivable, gross | (8,672) | 2,777 |
| Inventories, gross | 2,728 | (1,928) |
| Accounts payable and other | (1,623) | (1,087) |
| Customer prepayments | (1,125) | (7,615) |
| Net cash flows from (used in) operating activities | (3,236) | 1,959 |
| Cash Flows from Investing Activities | | |
| Purchases of property, plant and equipment | (475) | (683) |
| Proceeds from sale of short-term investments | | 3,500 |
| Net cash flows from (used in) investing activities | (475) | 2,817 |
| Cash Flows from Financing Activities | | |
| Payment of long-term debt | | (958) |
| Proceeds from issuance of long-term debt | 1,282 | 958 |
| Cash dividends paid | (3,236) | (3,875) |
| Exercise of stock options | | 490 |
| Purchase of treasury shares | (144) | (192) |
| Net cash flows (used in) financing activities | (2,098) | (3,577) |
| Increase (Decrease) in cash and cash equivalents | (5,809) | 1,199 |
| Cash and cash equivalents at beginning of year | 6,992 | 2,731 |

| | | | | |
|--|----|-------|----|-------|
| Cash and cash equivalents at end of period | \$ | 1,183 | \$ | 3,930 |
| Supplemental Cash Flow Information | | | | |
| Interest paid | \$ | 43 | \$ | 16 |
| Income taxes paid | \$ | 84 | \$ | 1,793 |
| Issuance of common shares as compensation | \$ | 10 | \$ | 10 |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

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LSI INDUSTRIES INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1: INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements are unaudited and are prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, and rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of Management, the interim financial statements include all normal adjustments and disclosures necessary to present fairly the Company's financial position as of September 30, 2008, and the results of its operations for the periods ended September 30, 2008 and 2007, and its cash flows for the periods ended September 30, 2008 and 2007. These statements should be read in conjunction with the financial statements and footnotes included in the fiscal 2008 annual report. Financial information as of June 30, 2008 has been derived from the Company's audited consolidated financial statements.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation:

The consolidated financial statements include the accounts of LSI Industries Inc. (an Ohio corporation) and its subsidiaries, all of which are wholly owned. All intercompany transactions and balances have been eliminated.

Revenue Recognition:

The Company recognizes revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition. Revenue is recognized when title to goods and risk of loss have passed to the customer, there is persuasive evidence of a purchase arrangement, delivery has occurred or services have been rendered, and collectibility is reasonably assured. Revenue is typically recognized at time of shipment. Sales are recorded net of estimated returns, rebates and discounts. Amounts received from customers prior to the recognition of revenue are accounted for as customer pre-payments and are included in accrued expenses.

The Company has four sources of revenue: revenue from product sales; revenue from installation of products; service revenue generated from providing integrated design, project and construction management, site engineering and site permitting; and revenue from shipping and handling.

Product revenue is recognized on product-only orders upon passing of title and risk of loss, generally at time of shipment. However, product revenue related to orders where the customer requires the Company to install the product is recognized when the product is installed. Other than normal product warranties or the possibility of installation or post-shipment service, support and maintenance of certain solid state LED video screens, billboards, or active digital signage, the Company has no post-shipment responsibilities.

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Installation revenue is recognized when the products have been fully installed. The Company is not always responsible for installation of products it sells and has no post-installation responsibilities, other than normal warranties.

Service revenue from integrated design, project and construction management, and site permitting is recognized when all products have been installed at each individual retail site of the customer on a proportional performance basis.

Shipping and handling revenue coincides with the recognition of revenue from sale of the product.

The Company evaluates the appropriateness of revenue recognition in accordance with Emerging Issues Task Force (EITF) 00-21, Revenue Arrangements with Multiple Deliverables, and AICPA Statement of Position (SOP) 97-2,

Software Revenue Recognition. Our solid-state LED video screens, billboards and active digital signage contain software elements which the Company has determined are incidental and excluded from the scope of SOP 97-2.

Credit and Collections:

The Company maintains allowances for doubtful accounts receivable for probable estimated losses resulting from either customer disputes or the inability of its customers to make required payments. If the financial condition of the Company's customers were to deteriorate, resulting in their inability to make the required payments, the Company may be required to record additional allowances or charges against income. The Company determines its allowance for doubtful accounts by first considering all known collectibility problems of customers' accounts, and then applying certain percentages against the various aging categories of the remaining receivables. The resulting allowance for doubtful accounts receivable is an estimate based upon the Company's knowledge of its business and customer base, and historical trends. The Company also establishes allowances, at the time revenue is recognized, for returns and allowances, discounts, pricing and other possible customer deductions. These allowances are based upon historical trends.

The following table presents the Company's net accounts receivable at the dates indicated.

| <i>(In thousands)</i> | September 30, 2008 | June 30, 2008 |
|--------------------------------------|-----------------------|------------------|
| Accounts receivable | \$ 48,114 | \$ 39,442 |
| less Allowance for doubtful accounts | (614) | (585) |
| Accounts receivable, net | \$ 47,500 | \$ 38,857 |

Facilities Expansion Tax Incentive and Credits:

The Company periodically receives either tax incentives or credits for state income taxes when it expands a facility and/or its level of employment in certain states within which it operates. A tax incentive is amortized to income over the time period that the state could be entitled to return of the tax incentive if the expansion or job growth were not maintained, and is recorded as a reduction of either manufacturing overhead or administrative expenses. A credit is amortized to income over the time period that the state could be entitled to return of the credit if the expansion were not maintained, is recorded as a reduction of state income tax expense, and is subject to a valuation allowance review if the credit cannot immediately be utilized.

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Short-Term Investments:

Short-term investments consist of tax free (federal) investments in high grade government agency backed bonds for which the interest rate resets weekly and the Company has a seven day put option. These investments are classified as available-for-sale securities and are stated at fair market value, which represents the most recent reset amount at period end. The Company invested in these types of short-term investments during the first half of fiscal 2008. There were no such investments in the first quarter of fiscal 2009.

Cash and Cash Equivalents:

The cash balance includes cash and cash equivalents which have original maturities of less than three months. At September 30, 2008 and June 30, 2008, the bank balances included \$1,324,000 and \$3,376,000, respectively, in excess of FDIC insurance limits.

Inventories:

Inventories are stated at the lower of cost or market. Cost is determined on the first-in, first-out basis.

Property, Plant and Equipment and Related Depreciation:

Property, plant and equipment are stated at cost. Major additions and betterments are capitalized while maintenance and repairs are expensed. For financial reporting purposes, depreciation is computed on the straight-line method over the estimated useful lives of the assets as follows:

| | |
|-------------------------|---------------|
| Buildings | 31 - 40 years |
| Machinery and equipment | 3 - 10 years |
| Computer software | 3 - 8 years |

Costs related to the purchase, internal development, and implementation of the Company's fully integrated enterprise resource planning/business operating software system are either capitalized or expensed in accordance with the American Institute of Certified Public Accountants' Statement of Position 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. The current business operating software was first implemented in January 2000. All costs capitalized for the business operating software are being depreciated over an eight year life from the date placed in service. Other purchased computer software is being depreciated over periods ranging from three to five years. Leasehold improvements are depreciated over the shorter of fifteen years or the remaining term of the lease.

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The following table presents the Company's property, plant and equipment at the dates indicated.

| <i>(In thousands)</i> | September 30, 2008 | June 30, 2008 |
|--|-----------------------|------------------|
| Property, plant and equipment, at cost | \$ 102,564 | \$ 102,132 |
| less Accumulated depreciation | (58,807) | (57,378) |
| Property, plant and equipment, net | \$ 43,757 | \$ 44,754 |

The Company recorded \$1,471,000 and \$1,641,000 of depreciation expense in the first quarter of fiscal 2009 and 2008, respectively.

Intangible Assets:

Intangible assets consisting of customer relationships, trade names and trademarks, patents, technology and software, and non-compete agreements are recorded on the Company's balance sheet. The definite-lived intangible assets are being amortized to expense on a straight line basis over periods ranging between two and twenty years. The excess of cost over fair value of assets acquired (goodwill) is not amortized but is subject to review for impairment. See additional information about goodwill and intangibles in Note 7. The Company periodically evaluates intangible assets for permanent impairment.

Fair Value of Financial Instruments:

The Company has financial instruments consisting primarily of cash and cash equivalents, short-term investments, revolving lines of credit, and long-term debt. The fair value of these financial instruments approximates carrying value because of their short-term maturity and/or variable, market-driven interest rates. The Company has no financial instruments with off-balance sheet risk.

Product Warranties:

The Company offers a limited warranty that its products are free of defects in workmanship and materials. The specific terms and conditions vary somewhat by product line, but generally cover defects returned within one to five years from date of shipment. The Company records warranty liabilities to cover the estimated future costs for repair or replacement of defective returned products as well as products that need to be repaired or replaced in the field after installation. The Company calculates its liability for warranty claims by applying estimates to cover unknown claims, as well as estimating the total amount to be incurred for known warranty issues. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Changes in the Company's warranty liabilities, which are included in accrued expenses in the accompanying consolidated balance sheets, during the periods indicated below were as follows:

| <i>(In thousands)</i> | September 30, 2008 | June 30, 2008 |
|---|-----------------------|------------------|
| Balance at beginning of the period | \$ 257 | \$ 314 |
| Additions charged to expense | 183 | 1,141 |
| Deductions for repairs and replacements | (229) | (1,198) |
| Balance at end of the period | \$ 211 | \$ 257 |

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Contingencies:

The Company is party to various negotiations, customer bankruptcies, and legal proceedings arising in the normal course of business. The Company provides reserves for these matters when a loss is probable and reasonably estimable. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations, cash flows or liquidity (see Note 12).

Research and Development Costs:

Research and development expenses are costs directly attributable to new product development and consist of salaries, payroll taxes, employee benefits, materials, supplies, depreciation and other administrative costs. All costs are expensed as incurred and are classified as operating expenses. Research and development costs incurred total \$1,031,000 and \$844,000 for the three month periods ended September 30, 2008 and 2007, respectively.

Earnings Per Common Share:

The computation of basic earnings per common share is based on the weighted average common shares outstanding for the period net of treasury shares held in the Company's non-qualified deferred compensation plan. The computation of diluted earnings per share is based on the weighted average common shares outstanding for the period and includes common share equivalents. Common share equivalents include the dilutive effect of stock options, contingently issuable shares and common shares to be issued under a deferred compensation plan, all of which totaled 9,000 shares and 290,000 shares for the three months ended September 30, 2008 and 2007, respectively. See also Note 5.

Stock Options:

There were no disqualifying dispositions of shares from stock option exercises in the first three months of fiscal 2009. The Company recorded \$139,670 in the first three months of fiscal 2008 as a reduction of federal income taxes payable, \$137,530 as an increase in additional paid in capital, and \$2,140 as a reduction of income tax expense to reflect the tax credits it will receive as a result of disqualifying dispositions of shares from stock option exercises. This had the effect of reducing cash flow from operating activities and increasing cash flow from financing activities by \$137,530. See further discussion in Note 11.

New Accounting Pronouncements:

In July 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109. FIN 48 provides guidance for the recognition, measurement, classification and disclosure of the financial statement effects of a position taken or expected to be taken in a tax return (tax position). The financial statement effects of a tax position must be recognized when there is a likelihood of more than 50 percent that based on the technical merits, the position will be sustained upon examination and resolution of the related appeals or litigation processes, if any. A tax position that meets the recognition threshold must be measured initially and subsequently as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority. In addition, FIN 48 specifies certain annual disclosures that are required to be made once the interpretation has taken effect. The Interpretation was effective for fiscal years beginning after December 15, 2006. The Company adopted the provisions of FIN 48 on July 1, 2007. As a result of adoption, the Company recognized a \$2,582,000 increase to reserves for uncertain tax positions and recorded a charge of \$2,582,000 to the July 1, 2007 retained earnings balance. For additional information, see Note 9 to the Condensed Consolidated Financial Statements.

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In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements. This Statement provides a new definition of fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. The Statement applies under other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, or the Company's fiscal year 2009. Two FASB Staff Positions (FSP) were subsequently issued. In February 2007, FSP No. 157-2 delayed the effective date of this SFAS No. 157 for non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis to fiscal years beginning after November 15, 2008, or the Company's fiscal year 2010. FSP No. 157-1, also issued in February 2007, excluded FASB No. 13 Accounting for Leases and other accounting pronouncements that address fair value measurements for purposes of lease classification or measurement under FASB No. 13. However, this scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value under FASB Statement No. 141, Business Combinations or FASB No. 141R, Business Combinations. This FSP is effective upon initial adoption of SFAS No. 157. The Company adopted SFAS No. 157 on July 1, 2008, and the adoption did not have any significant impact on its consolidated results of operations, cash flows or financial position. The Company determined that it does not have any financial assets or liabilities subject to the disclosure requirements of SFAS No. 157, and is evaluating the impact on its non-financial assets and liabilities.

In February 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The election is made on an instrument-by-instrument basis and is irrevocable. If the fair value option is elected for an instrument, SFAS No. 159 specifies that all subsequent changes in fair value for that instrument shall be reported in earnings. The objective of the pronouncement is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, or in the Company's case, July 1, 2008. The Company has not made any fair value elections under SFAS No. 159 and, as a result, this Statement did not have any impact on its consolidated results of operations, cash flows or financial position.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), Business Combinations, which replaces SFAS No. 141. The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition related costs as incurred. SFAS No. 141R is effective for us beginning July 1, 2009 and will apply prospectively to business combinations completed on or after that date.

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Comprehensive Income:

The Company does not have any comprehensive income items other than net income.

Reclassifications:

Immaterial reclassifications may have been made to prior year amounts in order to be consistent with the presentation for the current year.

Use of Estimates:

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 3: MAJOR CUSTOMER CONCENTRATIONS

The Company sells both lighting and graphics products into its most significant market, the petroleum / convenience store market, with approximately 20% and 31% of total net sales concentrated in this market for the three months ended September 30, 2008 and 2007, respectively.

The Company's net sales to major customers in the Graphics Segment, Dairy Queen International and 7-Eleven, Inc., represented approximately \$10,721,000, or 12% and \$9,076,000 or 10%, respectively, of consolidated net sales in the three months ended September 30, 2007. The Company had a balance of accounts receivable from 7-Eleven, Inc. as of September 30, 2007 of approximately \$6,234,000 or 12% of net accounts receivable.

NOTE 4: BUSINESS SEGMENT INFORMATION

Statement of Financial Accounting Standards (SFAS) No. 131, Disclosures about Segments of an Enterprise and Related Information, establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information of those segments to be presented in interim financial statements.

Operating segments are identified as components of an enterprise for which separate discrete financial information is available for evaluation by the chief operating decision maker (the Company's President and Chief Executive Officer) in making decisions on how to allocate resources and assess performance. While the Company has twelve operating segments, it has only three reportable operating business segments (Lighting, Graphics, and Technology) and an All Other Category.

The Lighting Segment includes outdoor, indoor, and landscape lighting that has been fabricated and assembled for the commercial, industrial and multi-site retail lighting markets, including the petroleum/convenience store market. The Lighting Segment includes the operations of LSI Ohio Operations, LSI Metal Fabrication, LSI MidWest Lighting, LSI Lightron and LSI Greenlee Lighting. These operations have been integrated, have similar economic characteristics and meet the other requirements for aggregation in segment reporting.

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The Graphics Segment designs, manufactures and installs exterior and interior visual image elements related to image programs, solid-state LED digital advertising and sports video screens. These products are used in visual image programs in several markets, including the petroleum/convenience store market, multi-site retail operations, sports and advertising. The Graphics Segment includes the operations of Grady McCauley, LSI Retail Graphics and LSI Integrated Graphic Systems, which have been aggregated as such facilities manufacture two-dimensional graphics with the use of screen and digital printing, fabricate three-dimensional structural graphics sold in the multi-site retail and petroleum/convenience store markets, and exhibit each of the similar economic characteristics and meet the other requirements for aggregation in segment reporting.

The Technology Segment designs and produces high-performance light engines, large format video screens using solid-state LED (light emitting diode) technology, and certain specialty LED lighting. The primary markets served with LED video screens are the entertainment market, outdoor advertising billboard and sports markets not served by our Graphics Segment. The Technology Segment includes the operations of LSI Saco Technologies.

The All Other Category includes the Company's operating segments that do not meet the aggregation criteria, nor the criteria to be a separate reportable segment. Operations of LSI Marcole (electrical wire harnesses), LSI Images (menu board systems), and LSI Adapt (surveying, permitting and installation management services related to products of the Graphics Segment) are combined in the All Other Category. Additionally, the Company's Corporate Administration expense is included in the All Other Category.

Summarized financial information for the Company's reportable business segments for the three months ended September 30, 2008 and 2007, and as of September 30, 2008 and June 30, 2008 is as follows:

| <i>(In thousands)</i> | Three Months Ended September 30 | |
|------------------------------|------------------------------------|-----------|
| | 2008 | 2007 |
| Net sales: | | |
| Lighting Segment | \$ 49,636 | \$ 45,271 |
| Graphics Segment | 21,136 | 28,651 |
| Technology Segment | 2,818 | 2,500 |
| All Other Category | 2,248 | 13,579 |
| | \$ 75,838 | \$ 90,001 |
| Operating income: | | |
| Lighting Segment | \$ 4,463 | \$ 4,440 |
| Graphics Segment | 1,163 | 4,701 |
| Technology Segment | 625 | (155) |
| All Other Category | (2,035) | 1,740 |
| | \$ 4,216 | \$ 10,726 |
| Capital expenditures: | | |
| Lighting Segment | \$ 352 | \$ 545 |
| Graphics Segment | 81 | 101 |
| Technology Segment | 16 | 32 |
| All Other Category | 26 | 5 |
| | \$ 475 | \$ 683 |

Depreciation and amortization:

| | | | | |
|--------------------|----|-------|----|-------|
| Lighting Segment | \$ | 882 | \$ | 1,008 |
| Graphics Segment | | 338 | | 327 |
| Technology Segment | | 110 | | 145 |
| All Other Category | | 660 | | 742 |
| | \$ | 1,990 | \$ | 2,222 |

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| | September 30, 2008 | June 30, 2008 |
|-----------------------------|-----------------------|------------------|
| Identifiable assets: | | |
| Lighting Segment | \$ 99,033 | \$ 97,169 |
| Graphics Segment | 38,353 | 34,517 |
| Technology Segment | 13,775 | 13,806 |
| All Other Category | 30,554 | 38,722 |
| | \$ 181,715 | \$ 184,214 |

Segment net sales represent sales to external customers. Intersegment revenues were eliminated in consolidation as follows:

| <i>(In thousands)</i> | Three Months Ended September 30 | |
|---|------------------------------------|----------|
| | 2008 | 2007 |
| Lighting Segment intersegment net sales | \$ 3,429 | \$ 990 |
| Graphics Segment intersegment net sales | \$ 356 | \$ 721 |
| Technology Segment intersegment net sales | \$ 3,406 | \$ 22 |
| All Other Category intersegment net sales | \$ 1,875 | \$ 5,637 |

Segment operating income, which is used in management's evaluation of segment performance, represents net sales less all operating expenses including impairment of goodwill and intangible assets, but excluding interest expense and interest income.

Identifiable assets are those assets used by each segment in its operations. Corporate assets, which consist primarily of cash and cash equivalents, refundable income taxes and certain intangible assets, are included in the All Other Category.

The Company considers its geographic areas to be: 1) the United States, and 2) Canada. The majority of the Company's operations are in the United States; one operation is in Canada. The geographic distribution of the Company's net sales and long-lived assets are as follows:

| <i>(In thousands)</i> | Three Months Ended September 30 | |
|-----------------------|------------------------------------|-----------|
| | 2008 | 2007 |
| Net sales (a): | | |
| United States | \$ 73,020 | \$ 86,929 |
| Canada | 2,818 | 3,072 |
| | \$ 75,838 | \$ 90,001 |

| | September 30, 2008 | June 30, 2008 |
|--|-----------------------|------------------|
|--|-----------------------|------------------|

Long-lived assets (b):

| | | | | |
|---------------|----|--------|----|--------|
| United States | \$ | 46,945 | \$ | 47,928 |
| Canada | | 822 | | 898 |
| | \$ | 47,767 | \$ | 48,826 |

(a) Net sales are attributed to geographic areas based upon the location of the operation making the sale.

(b) Long-lived assets includes property, plant and equipment, and other long term assets. Goodwill and intangible assets are not included in long-lived assets.

Table of Contents**NOTE 5: EARNINGS PER COMMON SHARE**

The following table presents the amounts used to compute earnings per common share and the effect of dilutive potential common shares on net income and weighted average shares outstanding (in thousands, except per share data):

| | Three Months Ended September 30 | |
|---|------------------------------------|----------|
| | 2008 | 2007 |
| BASIC EARNINGS PER SHARE | | |
| Net income | \$ 2,687 | \$ 6,953 |
| Weighted average shares outstanding during the period, net of treasury shares (a) | 21,578 | 21,508 |
| Weighted average shares outstanding in the Deferred Compensation Plan during the period | 218 | 207 |
| Weighted average shares outstanding | 21,796 | 21,715 |
| Basic earnings per share | \$ 0.12 | \$ 0.32 |
| DILUTED EARNINGS PER SHARE | | |
| Net income | \$ 2,687 | \$ 6,953 |
| Weighted average shares outstanding Basic | 21,796 | 21,715 |
| Effect of dilutive securities (b): Impact of common shares to be issued under stock option plans, and contingently issuable shares, if any | 9 | 290 |
| Weighted average shares outstanding (c) | 21,805 | 22,005 |
| Diluted earnings per share | \$ 0.12 | \$ 0.32 |

(a) Includes shares accounted for like treasury stock in accordance with EITF 97-14.

(b)

Calculated using the Treasury Stock method as if dilutive securities were exercised and the funds were used to purchase common shares at the average market price during the period.

- (c) Options to purchase 1,216,949 common shares and 330,938 common shares during the three month periods ending September 30, 2008 and 2007, respectively, were not included in the computation of diluted earnings per share because the exercise price was greater than the average fair market value of the common shares.

Table of Contents**NOTE 6: BALANCE SHEET DATA**

The following information is provided as of the dates indicated (in thousands):

| | September 30, 2008 | June 30, 2008 |
|-------------------------------------|-----------------------|------------------|
| Inventories | | |
| Raw materials | \$ 24,998 | \$ 25,150 |
| Work-in-process | 6,602 | 7,955 |
| Finished goods | 15,920 | 17,404 |
| | \$ 47,520 | \$ 50,509 |
| Accrued Expenses | | |
| Compensation and benefits | \$ 4,843 | \$ 7,060 |
| Customer prepayments | 695 | 1,820 |
| Accrued Commissions | 1,318 | 1,552 |
| Accrued income taxes | 207 | |
| Legal settlement | 2,800 | 2,800 |
| Other accrued expenses | 2,901 | 2,756 |
| | \$ 12,764 | \$ 15,988 |
| Other Long-Term Liabilities | | |
| Reserve for uncertain tax positions | \$ 3,250 | \$ 3,225 |
| Other long-term liabilities | 342 | 359 |
| | \$ 3,592 | \$ 3,584 |

NOTE 7: GOODWILL AND OTHER INTANGIBLE ASSETS

The Company performed its annual goodwill impairment test as of July 1, 2008. However, because the conditions of impairment were present at June 30, 2008, the resulting impairment was recorded in the fourth quarter of fiscal year 2008. No impairment charge was recorded in the first quarter of fiscal year 2009. For purposes of this test, the company determined that it had twelve reporting units of which six had goodwill. It was determined that the goodwill associated with three reporting units was either fully or partially impaired in the amount of \$26,175,000. It was also determined that other intangible assets associated with three reporting units were either fully or partially impaired. The total amount of impairment associated with other intangible assets was \$1,780,000. Total impairment for both goodwill and other intangible assets was \$27,955,000. The majority of impairment charges occurred within the Graphics Segment and totaled \$23,739,000. The remaining impairment charges occurred within the Lighting Segment in the amount of \$1,097,000 and in the Technology Segment in the amount of \$3,119,000. The majority of the impairment charge in the Lighting Segment occurred as a result of the fiscal 2008 review of long-lived assets in connection with Statement of Financial Accounting Standard (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-lived Assets. It was determined that a certain trade name was fully impaired because it was no longer used in the Company's marketing efforts. An impairment charge of \$746,000 was recorded as of June 30, 2008 related to this trade name. The remaining impairment charge of \$27,209,000 was primarily comprised of goodwill and was a direct result of the SFAS No. 142 testing. This impairment charge was due primarily to the combination of a decline in the market capitalization of the Company at June 30, 2008 and the decline in the estimated forecasted

discounted cash flows expected by the Company. This impairment charge was recorded in the fourth quarter of fiscal 2008 rather than in the first quarter of fiscal 2009 due to the decline in the company's stock price as of June 30, 2008. A similar analysis was performed in fiscal 2008 as of July 1, 2007 and there was no impairment of goodwill.

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Management did not identify any triggering events in the first quarter of fiscal 2009 that would have required further impairment testing.

The Company identified its reporting units in conjunction with its annual goodwill impairment testing. In connection with the integration of its most recent acquisition, LSI Saco Technologies, the Company allocated certain amounts of the goodwill and intangible assets that resulted from the LSI Saco Technologies acquisition to certain of its reporting units based upon the relative fair values of these reporting units. The Company relies upon a number of factors, judgments and estimates when conducting its impairment testing. These include operating results, forecasts, anticipated future cash flows and market place data, to name a few. There are inherent uncertainties related to these factors and judgments in applying them to the analysis of goodwill impairment.

The following tables present information about the Company's goodwill and other intangible assets on the dates or for the periods indicated.

| <i>(in thousands)</i> | As of September 30, 2008 | | | As of June 30, 2008 | | |
|-------------------------|--------------------------|--------------------------|-----------|---------------------|--------------------------|-----------|
| | Carrying Amount | Accumulated Amortization | Net | Carrying Amount | Accumulated Amortization | Net |
| Goodwill | \$ 16,549 | \$ 524 | \$ 16,025 | \$ 16,549 | \$ 524 | \$ 16,025 |
| Other Intangible Assets | \$ 22,219 | \$ 7,678 | \$ 14,541 | \$ 22,219 | \$ 7,159 | \$ 15,060 |

| | Amortization Expense of Other Intangible Assets | |
|--------------------|---|--------------------|
| | September 30, 2008 | September 30, 2007 |
| Three Months Ended | \$ 519 | \$ 581 |

The Company expects to record amortization expense over each of the next five years as follows: 2009 \$2,087,000; 2010 through 2013 \$2,079,000 per year.

The carrying amounts for goodwill are as follows:

| | September 30, 2008 | June 30, 2008 |
|--------------------|--------------------|---------------|
| Lighting Segment | \$ 11,320 | \$ 11,320 |
| Graphics Segment | 974 | 974 |
| All Other Category | 3,731 | 3,731 |
| Total | \$ 16,025 | \$ 16,025 |

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The gross carrying amount and accumulated amortization by major other intangible asset class is as follows:

| <i>(in thousands)</i> | September 30, 2008 | | June 30, 2008 | |
|---|-----------------------|--------------------------|-----------------------|--------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Amortized Intangible Assets | | | | |
| Customer relationships | \$ 7,472 | \$ 3,759 | \$ 7,472 | \$ 3,620 |
| Patents | 110 | 54 | 110 | 52 |
| LED Technology firmware, software | 10,448 | 3,358 | 10,448 | 2,985 |
| Non-compete agreements | 630 | 507 | 630 | 502 |
| | 18,660 | 7,678 | 18,660 | 7,159 |
| Indefinite-lived Intangible Assets | | | | |
| Trademarks and trade names | 3,559 | | 3,559 | |
| | 3,559 | | 3,559 | |
| Total Intangible Assets | \$ 22,219 | \$ 7,678 | \$ 22,219 | \$ 7,159 |

NOTE 8: REVOLVING LINES OF CREDIT AND LONG-TERM DEBT

The Company has an unsecured \$50 million revolving line of credit with its bank group in the U.S. As of September 30, 2008, the Company has borrowed \$1.3 million and \$48.7 million of this line of credit was available. A portion of this credit facility is a \$20 million line of credit that expires in the third quarter of fiscal 2009. The remainder of the credit facility is a \$30 million three year committed line of credit that expires in fiscal 2011. Annually in the third quarter, the credit facility is renewable with respect to adding an additional year of commitment to replace the year just ended. Interest on the revolving lines of credit is charged based upon an increment over the LIBOR rate as periodically determined, an increment over the Federal Funds Rate as periodically determined, or at the bank's base lending rate, at the Company's option. The increment over the LIBOR borrowing rate, as periodically determined, fluctuates between 50 and 75 basis points depending upon the ratio of indebtedness to earnings before interest, taxes, depreciation and amortization (EBITDA). The increment over the Federal Funds borrowing rate, as periodically determined, fluctuates between 150 and 200 basis points, and the commitment fee on the unused balance of the \$30 million committed portion of the line of credit fluctuates between 15 and 25 basis points based upon the same leverage ratio. Under terms of these agreements, the Company has agreed to a negative pledge of assets, to maintain minimum levels of profitability and net worth, and is subject to certain maximum levels of leverage.

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The Company also established a \$7 million line of credit for its Canadian subsidiary. The line of credit expires in the third quarter of fiscal 2009. Interest on the Canadian subsidiary's line of credit is charged based upon an increment over the LIBOR rate or based upon an increment over the United States base rates if funds borrowed are denominated in U.S. dollars or an increment over the Canadian prime rate if funds borrowed are denominated in Canadian dollars. While there has been activity in this line of credit during the first three months of fiscal 2009, there are no borrowings against this line of credit as of September 30, 2008.

The Company is in compliance with all of its loan covenants as of September 30, 2008.

NOTE 9: RESERVE FOR UNCERTAIN TAX LIABILITIES

The Company adopted the provisions of FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, on July 1, 2007. As a result of adoption, the Company recognized \$2,582,000 in reserves for uncertain tax positions and recorded a charge of \$2,582,000 to the July 1, 2007 retained earnings balance. At June 30, 2008, tax and interest, net of potential federal tax benefits, were \$2,098,000 and \$534,000, respectively, of the total reserves of \$3,225,000. Additionally, penalties were \$593,000 of the reserve at June 30, 2008. Of the \$3,225,000 reserve for uncertain tax positions, \$2,632,000 would have an unfavorable impact on the effective tax rate if recognized.

For the three months ended September 30, 2008, the Company recognized an additional \$25,000 tax expense related to the increase in reserves for uncertain tax positions. The Company is recording estimated interest and penalties related to potential underpayment of income taxes as a component of tax expense in the Consolidated Income Statement. The reserve for uncertain tax positions is expected to decrease in the next 12 months approximately \$400,000 due to incremental Company activity and an income tax filing under a voluntary disclosure agreement.

The Company files a consolidated federal income tax return in the United States, and files various combined and separate tax returns in several state and local jurisdictions. With limited exceptions, the Company is no longer subject to U.S. Federal, state and local tax examinations by tax authorities for fiscal years ending prior to June 30, 2006. The Internal Revenue Service has completed its audit of the Company's fiscal year 2006 Federal Income Tax Return and has not required any changes to the return as filed.

NOTE 10: CASH DIVIDENDS

The Company paid cash dividends of \$3,236,000 and \$3,875,000 in the three month periods ended September 30, 2008 and 2007, respectively. In October, 2008, the Company's Board of Directors declared a \$0.05 per share regular quarterly cash dividend (approximately \$1,079,000) payable on November 10, 2008 to shareholders of record as of November 3, 2008.

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NOTE 11: EQUITY COMPENSATION

Stock Options

The Company has an equity compensation plan that was approved by shareholders which covers all of its full-time employees, outside directors and advisors. The options granted or stock awards made pursuant to this plan are granted at fair market value at date of grant or award. Options granted to non-employee directors become exercisable 25% each ninety days (cumulative) from date of grant and options granted to employees generally become exercisable 25% per year (cumulative) beginning one year after the date of grant. Prior to fiscal 2007, options granted to non-employee directors were immediately exercisable. The number of shares reserved for issuance is 2,250,000, of which 932,460 shares were available for future grant or award as of September 30, 2008. This plan allows for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted and unrestricted stock awards, performance stock awards, and other stock awards. As of September 30, 2008, a total of 1,515,782 options for common shares were outstanding from this plan as well as two previous stock option plans (both of which had also been approved by shareholders), and of these, a total of 739,157 options for common shares were vested and exercisable. The approximate unvested stock option expense as of September 30, 2008 that will be recorded as expense in future periods is \$2,830,500. The weighted average time over which this expense will be recorded is approximately 23 months.

The fair value of each option on the date of grant was estimated using the Black-Scholes option pricing model. The below listed weighted average assumptions were used for grants in the periods indicated.

| | Three Months Ended | |
|-------------------------|-----------------------|-----------------------|
| | September 30, 2008 | September 30, 2007 |
| Dividend yield | 4.72% | 3.20% |
| Expected volatility | 41% | 39% |
| Risk-free interest rate | 3.1% | 4.3% |
| Expected life | 4.3 yrs. | 4.2 yrs. |

At September 30, 2008, the 332,300 options granted in the first three months of fiscal 2009 to both employees and non-employee directors had exercise prices of \$8.98, fair values of \$2.21, and remaining contractual lives of between four years and eleven months and nine years and eleven months.

At September 30, 2007, the 318,400 options granted in the first three months of fiscal 2008 to employees and non-employee directors had exercise prices of \$19.76, fair values of \$5.70 per option, and remaining contractual lives of between four years and eleven months and nine years and eleven months.

The Company records stock option expense using a straight line Black-Scholes method with an estimated 4.2% forfeiture rate (revised in the second quarter of fiscal 2008 from the 10% forfeiture rate previously used). The expected volatility of the Company's stock was calculated based upon the historic monthly fluctuation in stock price for a period approximating the expected life of option grants. The risk-free interest rate is the rate of a five year Treasury security at constant, fixed maturity on the approximate date of the stock option grant. The expected life of outstanding options is determined to be less than the contractual term for a period equal to the aggregate group of option holders' estimated weighted average time within which options will be exercised. It is the Company's policy that when stock options are exercised, new common shares shall be issued. The Company recorded \$349,500 and \$272,200 of expense related to stock options in the three months ended September 30, 2008 and 2007, respectively. As of September 30, 2008, the Company expects that approximately 733,300 outstanding stock options having a weighted average exercise price of \$13.80, no aggregate intrinsic value, and weighted average remaining contractual terms of 8.6 years will vest in the future.

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Information related to all stock options for the periods ended September 30, 2008 and 2007 is shown in the table below:

| | Shares | Three Months Ended September 30, 2008 | | Aggregate Intrinsic Value |
|------------------------|-----------|--|---|---------------------------------|
| | | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | |
| Outstanding at 6/30/08 | 1,197,482 | \$ 14.44 | | \$ |
| Granted | 332,300 | \$ 8.98 | | |
| Forfeitures | (14,000) | \$ 13.42 | | |
| Exercised | | n/a | | |
| Outstanding at 9/30/08 | 1,515,782 | \$ 13.25 | 7.1 years | \$ 4,300 |
| Exercisable at 9/30/08 | 739,157 | \$ 12.76 | 5.3 years | \$ 4,300 |

| | Shares | Three Months Ended September 30, 2007 | | Aggregate Intrinsic Value |
|------------------------|-----------|--|---|---------------------------------|
| | | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | |
| Outstanding at 6/30/07 | 983,788 | \$ 12.16 | | \$ 5,642,400 |
| Granted | 318,400 | \$ 19.76 | | |
| Forfeitures | (2,400) | \$ 15.21 | | |
| Exercised | (50,481) | \$ 8.55 | | |
| Outstanding at 9/30/07 | 1,249,307 | \$ 14.24 | 7.2 years | \$ 7,844,900 |
| Exercisable at 9/30/07 | 549,369 | \$ 11.28 | 5.1 years | \$ 5,078,600 |

The aggregate intrinsic value of options exercised during the three months ended September 30, 2007 was \$584,100. No options were exercised in the three months ended September 30, 2008.

The Company received \$352,700 of cash and 3,776 common shares of the Company's stock from employees who exercised 50,481 options during the three months ended September 30, 2007. Additionally, the Company recorded \$139,670 in the three months ended September 30, 2007 as a reduction of federal income taxes payable, \$137,530 as an increase in common stock, and \$2,140 as a reduction of income tax expense related to the exercises of stock options in which the employees sold the common shares prior to the passage of twelve months from the date of exercise.

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Information related to unvested stock options for the three months ended September 30, 2008 is shown in the table below:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|-----------|--|---|---------------------------------|
| Outstanding unvested stock options at 6/30/08 | 582,000 | \$ 17.62 | 8.2 years | \$ |
| Vested | (132,925) | \$ 18.88 | | |
| Forfeitures | (4,750) | \$ 16.50 | | |
| Granted | 332,300 | \$ 8.98 | | |
| Outstanding unvested stock options at 9/30/08 | 776,625 | \$ 13.71 | 8.7 years | \$ |

Stock Compensation Awards

The Company awarded a total of 1,280 common shares in the three months ended September 30, 2008, valued at their approximate \$10,000 fair market value on the date of issuance pursuant to the compensation programs for non-employee Directors who receive a portion of their compensation as an award of Company stock. Stock compensation awards are made in the form of newly issued common shares of the Company.

Deferred Compensation Plan

The Company has a non-qualified deferred compensation plan providing for both Company contributions and participant deferrals of compensation. The Plan is fully funded in a Rabbi Trust. All Plan investments are in common shares of the Company. As of September 30, 2008 there were 35 participants and all but one had fully vested account balances. A total of 227,633 common shares with a cost of \$2,570,500, and 211,151 common shares with a cost of \$2,426,800 were held in the Plan as of September 30, 2008 and June 30, 2008, respectively, and, accordingly, have been recorded as treasury shares. The change in the number of shares held by this plan is the net result of share purchases and sales on the open stock market for compensation deferred into the Plan and for distributions to terminated employees. The Company does not issue new common shares for purposes of the non-qualified deferred compensation plan. The Company accounts for assets held in the non-qualified deferred compensation plan in accordance with Emerging Issues Task Force 97-14, Accounting for Deferred Compensation Arrangements where amounts earned are held in a Rabbi Trust and invested. For fiscal year 2009, the Company estimates the Rabbi Trust for the Nonqualified Deferred Compensation Plan will make net repurchases in the range of 21,000 to 25,000 common shares of the Company. During the three months ended September 30, 2008 and 2007, the Company used approximately \$143,700 and \$192,500, respectively, to purchase common shares of the Company in the open stock market for either employee salary deferrals or Company contributions into the non-qualified deferred compensation plan. The Company does not currently repurchase its own common shares for any other purpose.

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NOTE 12: LOSS CONTINGENCY RESERVE

The Company is party to various negotiations and legal proceedings arising in the normal course of business, most of which are dismissed or resolved with minimal expense to the Company, exclusive of legal fees. Since October of 2000, the Company has been the defendant in a complex lawsuit alleging patent infringement with respect to some of the Company's menu board systems sold over the past approximately eleven years. The Company defended this case vigorously. The Company made a reasonable settlement offer in the third quarter of fiscal 2005 and, accordingly, recorded a loss contingency reserve in the amount of \$590,000. The plaintiffs responded with a counter offer of \$4.1 million to settle the majority of the alleged patent infringement. In March 2007, the Company received a favorable summary judgment decision in the trial. As a result of the favorable summary judgment decision, the loss contingency reserve of \$590,000 was written off to income in the third quarter of fiscal 2007. The plaintiffs in this lawsuit appealed the summary judgment decision and in March 2008 the summary judgment decision was vacated by the Appeals Court and the lawsuit was remanded back to the lower level court for additional consideration. Pursuant to settlement discussions initiated by the plaintiffs, the Company made a \$2,800,000 offer to settle this matter and, accordingly, recorded a loss contingency reserve in the fourth quarter of fiscal 2008. The plaintiffs have not yet responded to the Company's offer to settle. While the Company believes its menu board designs did not infringe upon the plaintiffs' patents, management believes it is in the best interest of the Company to make this offer to settle. However, if the Company and the plaintiffs are unable to agree upon the terms of a settlement, the Company intends to continue to contest this matter vigorously.

NOTE 13: RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

Subsequent to the issuance of the Company's September 30, 2008 condensed consolidated financial statements, the Company's management determined that there were errors in its determination of reportable segments and the amount of goodwill impairment expense.

The Company has restated its reportable business segments by expanding from two segments to three segments, and has added an All Other Category. All segment data has therefore been conformed to the new business segment structure as more fully discussed in Note 4.

The Company also incorrectly reported the amount of goodwill impairment expense. This error was the result of aggregating certain of its operating segments or individual companies together and performing the impairment test at that aggregated level rather than at the level of the individual operating segment or individual company.

In addition, the Company incorrectly included a non-cash use of \$2,582,000 related to the change in the Reserve for uncertain tax positions charged against retained earnings in the cash flows from operating activities in the Condensed Consolidated Statement of Cash Flows for the three months ended September 30, 2007, with an offsetting amount included in the change in accounts payable and other and reserve for uncertain tax positions.

The Company also corrected an immaterial error related to the purchase of treasury shares in the cash flows from financing activities in the Condensed Consolidated Statement of Cash Flows for the three months ended September 30, 2007.

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The Company has restated its condensed consolidated financial statements as of June 30, 2008 and September 30, 2008 to correct the errors noted above as follows:

| <i>(\$ in thousands)</i> | As Previously Reported | Restatement Adjustments | As Restated |
|---|---------------------------|----------------------------|----------------|
| Condensed Consolidated Balance Sheet June 30, 2008 | | | |
| Goodwill, net | \$ 15,051 | \$ 974 | \$ 16,025 |
| Other assets, net | 4,372 | (300) | 4,072 |
| Total assets | 183,540 | 674 | 184,214 |
| Retained earnings | 66,851 | 674 | 67,525 |
| Total shareholders' equity | 148,516 | 674 | 149,190 |
| Total liabilities & shareholders' equity | 183,540 | 674 | 184,214 |

| | | | |
|--|-----------|--------|-----------|
| Condensed Consolidated Balance Sheet September 30, 2008 | | | |
| Goodwill, net | \$ 15,051 | \$ 974 | \$ 16,025 |
| Other assets, net | 4,310 | (300) | 4,010 |
| Total assets | 181,041 | 674 | 181,715 |
| Retained earnings | 66,302 | 674 | 66,976 |
| Total shareholders' equity | 148,221 | 674 | 148,895 |
| Total liabilities & shareholders' equity | 181,041 | 674 | 181,715 |

**Condensed Consolidated Statement of Cash Flows
September 30, 2007**

| | | | |
|---|---------|---------|---------|
| Accounts payable and other | (1,186) | 99 | (1,087) |
| Reserve for uncertain tax positions | 2,681 | (2,681) | |
| Reserve for uncertain tax positions charged against retained earnings | (2,582) | 2,582 | |
| Purchase of treasury shares | (207) | 15 | (192) |
| Issuance of treasury shares | 15 | (15) | |

In addition, the Company expanded the disclosure in the Condensed Consolidated Income Statements as of September 30, 2008 and 2007 to separately disclose installation and services from products net sales and cost of products sold.

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Restatement of Financial Statements**

We have restated our previously issued condensed consolidated financial statements as of September 30, 2008 as discussed in the Explanatory Note to this Form 10-Q/A and in Note 13 to our condensed consolidated financial statements. This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) has not been updated except as required to reflect the results of the restatement. This MD&A continues to speak as of the date of the original filing and has not been updated to reflect other events occurring after the date of the original filing or to modify or update those disclosures affected by subsequent events.

Net Sales by Business Segment

| <i>(In thousands)</i> | Three Months Ended September 30 | |
|-----------------------|------------------------------------|-----------|
| | 2008 | 2007 |
| Lighting Segment | \$ 49,636 | \$ 45,271 |
| Graphics Segment | 21,136 | 28,651 |
| Technology Segment | 2,818 | 2,500 |
| All Other Category | 2,248 | 13,579 |
| | \$ 75,838 | \$ 90,001 |

The Company's forward looking statements and disclosures as presented earlier in this Form 10-Q/A Report in the Safe Harbor Statement should be referred to when reading Management's Discussion and Analysis of Financial Condition and Results of Operations.

Results of Operations**THREE MONTHS ENDED SEPTEMBER 30, 2008 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2007**

Net sales of \$75,838,000 in the first quarter of fiscal 2009 decreased 15.7% from fiscal 2008 first quarter net sales of \$90,001,000. Lighting Segment net sales increased 9.6% to \$49,636,000, Graphics Segment net sales decreased 26.2% to \$21,136,000, Technology Segment net sales increased 12.7% to \$2,818,000 and net sales in the All Other Category decreased 83.4% as compared to the prior year. Sales to the petroleum / convenience store market represented 20% and 31% of net sales in the first quarter of fiscal years 2009 and 2008, respectively. Net sales to this, the Company's largest niche market, are reported in both the Lighting and Graphics Segments, depending upon the product or service sold, and were down 45% from last year to \$15,199,000 as Lighting sales increased 12% and Graphics sales to this market decreased 66%. The petroleum / convenience store market has been, and will continue to be, a very important niche market for the Company. See Note 3 to these financial statements on Major Customer Concentrations. Net sales of products and services related to solid state LED technology in light fixtures and video screens for sports, advertising and entertainment markets totaled \$8.8 million in the three month period ended September 30, 2008, representing approximately a 250% increase over the same period last year. In addition, the Company sells certain elements of graphic identification programs that contain solid state LED light sources. The \$4.4 million or 9.6% increase in Lighting Segment net sales is primarily the net result of a \$5.3 million or 20.7% increase in commissioned net sales to the commercial / industrial lighting market, offset by a \$0.9 million net decrease in lighting sales to our niche markets of petroleum / convenience stores, automotive dealerships, and national retail accounts (one large national retailer represented a reduction of approximately \$2.5 million as its new store construction program slowed).

The \$7.5 million or 26.2% decrease in Graphics Segment net sales is primarily the result of completion of programs for certain graphics customers, including an image conversion program for a national drug store retailer (\$1.8 million decrease), two petroleum / convenience store programs (\$12.9 million decrease) and changes in volume or completion

of other graphics programs. These decreases were partially offset by increased net sales to certain other customers, including a reimaging program for a grocery customer (\$4.3 million), and sales of solid state LED video screens for the sports markets (\$4.3 million increase).

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Image and brand programs, whether full conversions or enhancements, are important to the Company's strategic direction. Image programs include situations where our customers refurbish their retail sites around the country by replacing some or all of the lighting, graphic elements, menu board systems and possibly other items they may source from other suppliers. These image programs often take several quarters to complete and involve both our customers corporate-owned sites as well as their franchisee-owned sites, the latter of which involve separate sales efforts by the Company with each franchisee. The Company may not always be able to replace net sales immediately when a large image conversion program has concluded. Brand programs typically occur as new products are offered or new departments are created within an existing retail store. Relative to net sales to a customer before and after an image or brand program, net sales during the program are typically significantly higher, depending upon how much of the lighting or graphics business is awarded to the Company. Sales related to a customer's image or brand program are reported in either the Lighting or Graphics Segment or the All Other Category, depending upon the product and/or service provided.

The \$0.3 million or 12.7% increase in Technology Segment net sales is primarily the result of increased net sales to the entertainment market (\$2.5 million increase) partially offset by decreased sales of LED solid-state video screens to the sports market (\$1.2 million decrease) and decreased sales of specialty LED lights (\$1.0 million decrease).

The \$11.3 million or 83.4% decrease in net sales of the All Other Category is primarily the result of a menu board replacement program which was completed in fiscal 2008 (\$10.6 million decrease) and net changes of net sales to other customers in this category.

Gross profit of \$18,179,000 in the first quarter of fiscal 2009 decreased 29% from the same period last year, and decreased from 28.6% to 24.0% as a percentage of net sales. The decrease in amount of gross profit is primarily due to decreased Graphics net sales and margins, partially offset by increased gross profit on increased lighting net sales. The following items also influenced the Company's gross profit margin on a consolidated basis: competitive pricing pressures; increased cost of materials; decreased direct labor reflective of less sales volume; decreased wage, compensation and benefits costs (\$0.4 million in Lighting, \$0.5 million in Graphics and \$0.1 million in the All Other Category); \$0.1 million of decreased depreciation (Lighting); \$0.1 million decreased outside services (Graphics); \$0.1 million decreased repairs and maintenance (Lighting); and \$0.1 million decreased utilities and property taxes. Selling and administrative expenses of \$13,963,000 in the first quarter of fiscal year 2009 decreased \$1.1 million, and increased to 18.4% as a percentage of net sales from 16.7% in the same period last year. Employee compensation and benefits expense decreased \$0.5 million in the first quarter of fiscal 2009 as compared to the same period last year (\$0.1 million in Lighting, \$0.3 million in Graphics and \$0.1 million in the All Other Category). Other changes of expense between years include net decreased warranty expense (\$0.1 million increase in Lighting; \$0.3 million decrease in Technology; \$0.1 million decrease in the All Other Category), increased sales commission expense (\$0.2 million in Lighting), increased research & development expense (\$0.2 million, primarily in the Lighting Segment associated with research and development spending related to solid-state LED technology), reduced customer rebates and accommodations (\$0.1 million in Graphics), decreased intangible asset amortization expense (\$0.1 million in Technology) and decreased advertising and literature (\$0.1 million in Lighting).

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The Company reported net interest expense of \$5,000 in the first quarter of fiscal 2009 as compared to net interest income of \$132,000 in the same period last year. The Company was in a positive cash position and was debt free for substantially all of fiscal 2008 and generated interest income on invested cash. The Company was occasionally in a borrowing position the first quarter of fiscal 2009.

The effective tax rate in the first quarter of fiscal 2009 was 36.2%, resulting in an income tax expense of \$1,524,000. The effective tax rate in the first quarter of fiscal 2008 was 36.0%, resulting in an income tax expense of \$3,905,000. Income tax expense in the first quarter of fiscal 2009 reflects partial utilization of the net operating loss carryover in Canada and deferred tax expense of \$90,000 to reflect the expected rate at which the Company's deferred tax assets are expected to roll out. The U.S. research and development tax credit was reinstated retroactively back to December 31, 2007 just three days after the end of the Company's fiscal 2009 first quarter. Therefore, the Company will record the effect of these tax credits as well as an expected net reduction in the liability for uncertain income tax positions in the second quarter of fiscal 2009, thereby significantly reducing the expected effective tax rate for the second quarter. The Company expects an effective income tax rate for the full fiscal year 2009 of approximately 33%.

The Company reported net income of \$2,687,000 in the first quarter of fiscal 2009 as compared to \$6,953,000 in the same period last year, a 61% reduction. The decrease is primarily the result of decreased gross profit on decreased net sales and net interest expense as compared to net interest income last year, partially offset by decreased operating expenses and decreased income tax expense. Diluted earnings per share was \$0.12 in the first quarter of fiscal 2009, as compared to \$0.32 in the same period last year. The weighted average common shares outstanding for purposes of computing diluted earnings per share in the first quarter of fiscal 2009 were 21,805,000 shares as compared to 22,005,000 shares for the same period last year.

Liquidity and Capital Resources

The Company considers its level of cash on hand, borrowing capacity, current ratio and working capital levels to be its most important measures of short-term liquidity. For long-term liquidity indicators, the Company believes its ratio of long-term debt to equity and its historical levels of net cash flows from operating activities to be the most important measures.

At September 30, 2008 the Company had working capital of \$75.4 million, compared to \$72.9 million at June 30, 2008. The ratio of current assets to current liabilities was 3.70 to 1 as compared to a ratio of 3.32 to 1 at June 30, 2008. The \$2.6 million increase in working capital from June 30, 2008 to September 30, 2008 was primarily related to increased net accounts receivable (\$8.6 million), increased other current assets (\$0.5 million), decreased accounts payable (\$0.3 million), decreased accrued expenses and customer prepayments (\$2.1 million and \$1.1 million, respectively) partially offset by decreased inventories (\$3.0 million), decreased refundable income taxes (\$1.2 million), and decreased cash and short-term investments (\$5.8 million). The \$5.8 million decrease in cash in the three months ended September 30, 2008 is primarily due to the seasonal increase in sales in the first quarter and the related \$8.6 million increase in accounts receivable.

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The Company used \$3.2 million of cash from operating activities in the first quarter of fiscal 2009 as compared to a generation of \$2.0 million last year. This \$5.2 million decrease in net cash flows from operating activities is primarily the net result of less net income (\$4.3 million unfavorable), an increase rather than a decrease in accounts receivable (unfavorable change of \$11.4 million), less of a reduction in customer prepayments (favorable change of \$6.5 million), a decrease rather than an increase in refundable income taxes (favorable change of \$1.2 million), a decrease in inventories rather than an increase (favorable change of \$4.7 million), a larger decrease in accounts payable and accrued expenses (unfavorable change of \$0.9 million), decreased depreciation and amortization (unfavorable \$0.2 million), and increased stock option expense (favorable \$0.1 million). The fiscal 2008 significant reduction in customer prepayments is related to the completion of a menu board replacement program in the Graphics Segment.

Net accounts receivable were \$47.5 million and \$38.9 million at September 30, 2008 and June 30, 2008, respectively. The increase of \$8.7 million in gross receivables is primarily due to a larger amount of net sales in the first quarter of fiscal 2009 as compared to the fourth quarter of fiscal 2008, plus the affect of increased DSO (Days Sales Outstanding). The DSO increased from 54 days at June 30, 2008 to 56 days at September 30, 2008. The Company believes that its receivables are ultimately collectible or recoverable, net of certain reserves, and that aggregate allowances for doubtful accounts are adequate.

Inventories at September 30, 2008 decreased \$3.0 million from June 30, 2008 levels. Primarily in response to customer programs and the timing of shipments, inventory increases occurred in the Lighting Segment of approximately \$0.5 million (some of this inventory supports certain graphics programs) and inventory decreases occurred in the Graphics Segment of approximately \$3.5 million since June 30, 2008.

Cash generated from operations and borrowing capacity under two line of credit facilities are the Company's primary source of liquidity. The Company has an unsecured \$50 million revolving line of credit with its bank group, with all \$50 million of the credit line available as of October 20, 2008. This line of credit consists of a \$30 million three year committed credit facility expiring in fiscal 2011 and a \$20 million credit facility expiring in the third quarter of fiscal 2009. Additionally, the Company has a separate \$7 million line of credit, renewable annually in the third fiscal quarter, for the working capital needs of its Canadian subsidiary, LSI Saco Technologies. As of October 20, 2008, all \$7 million of this line of credit is available. The Company believes that the total of available lines of credit plus cash flows from operating activities is adequate for the Company's fiscal 2009 operational and capital expenditure needs. The Company is in compliance with all of its loan covenants.

The Company used \$0.5 million of cash related to investing activities in the first quarter of fiscal 2009 as compared to a generation of \$2.8 million last year. The primary change between years relates to the fiscal 2008 divestiture of short-term investments (\$3.5 million unfavorable) and decreased purchase of fixed assets (\$0.2 million favorable). Capital expenditures of \$0.5 million in the first quarter of fiscal 2008 compared to \$0.7 million in the same period last year. Spending in both periods is primarily for tooling and equipment. The Company expects fiscal 2009 capital expenditures to approximate \$5 million, exclusive of business acquisitions.

The Company used \$2.1 million of cash related to financing activities in the first quarter of fiscal 2009 as compared to a use of \$3.6 million in the same period last year. The \$1.5 million change between periods is primarily the result activities with the Company's lines of credit (\$1.3 million favorable). The first quarter of fiscal 2008 was a period in which the debt that was borrowed was paid off during the quarter, and the first quarter of fiscal 2009 was a period of borrowings at period end. Cash dividend payments of \$3,236,000 in the first quarter of fiscal 2009 were less than cash dividend payments of \$3,875,000 in the same period last year. The \$0.6 million reduction between years is the result of a special year-end dividend of approximately \$1.1 million paid in the first quarter of fiscal 2008, partially offset by a higher per share dividend rate in the first quarter of fiscal 2009. Additionally, the Company had cash flow from the exercise of stock options in the first quarter of fiscal 2008, while there were no exercises in the first quarter of fiscal 2009 (\$0.5 million unfavorable).

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The Company has financial instruments consisting primarily of cash and cash equivalents and short-term investments, revolving lines of credit, and long-term debt. The fair value of these financial instruments approximates carrying value because of their short-term maturity and/or variable, market-driven interest rates. The Company has no financial instruments with off-balance sheet risk and has no off balance sheet arrangements.

On October 22, 2008 the Board of Directors declared a regular quarterly cash dividend of \$0.05 per share (approximately \$1,079,000) payable November 10, 2008 to shareholders of record on November 3, 2008. The Company's cash dividend policy is that the indicated annual dividend rate will be set between 50% and 70% of the expected net income for the current fiscal year. Consideration will also be given by the Board to special year-end cash or stock dividends. The declaration and amount of any cash and stock dividends will be determined by the Company's Board of Directors, in its discretion, based upon its evaluation of earnings, cash flow, capital requirements and future business developments and opportunities, including acquisitions. Accordingly, the Board established a new indicated annual cash dividend rate of \$0.20 per share beginning with the first quarter of fiscal 2009 consistent with the above dividend policy.

Carefully selected acquisitions have long been an important part of the Company's strategic growth plans. The Company continues to seek out, screen and evaluate potential acquisitions that could add to the Lighting or Graphics product lines or enhance the Company's position in selected markets. The Company believes adequate financing for any such investments or acquisitions will be available through future borrowings or through the issuance of common or preferred shares in payment for acquired businesses.

Critical Accounting Policies and Estimates

The Company is required to make estimates and judgments in the preparation of its financial statements that affect the reported amounts of assets, liabilities, revenues and expenses, and related footnote disclosures. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The Company continually reviews these estimates and their underlying assumptions to ensure they remain appropriate. The Company believes the items discussed below are among its most significant accounting policies because they utilize estimates about the effect of matters that are inherently uncertain and therefore are based on management's judgment. Significant changes in the estimates or assumptions related to any of the following critical accounting policies could possibly have a material impact on the financial statements.

Revenue Recognition

The Company recognizes revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition. Revenue is recognized when title to goods and risk of loss have passed to the customer, there is persuasive evidence of a purchase arrangement, delivery has occurred or services have been rendered, and collectibility is reasonably assured. Revenue is typically recognized at time of shipment. Sales are recorded net of estimated returns, rebates and discounts. Amounts received from customers prior to the recognition of revenue are accounted for as customer pre-payments and are included in accrued expenses.

The Company has four sources of revenue: revenue from product sales; revenue from installation of products; service revenue generated from providing integrated design, project and construction management, site engineering and site permitting; and revenue from shipping and handling.

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Product revenue is recognized on product-only orders upon passing of title and risk of loss, generally at time of shipment. However, product revenue related to orders where the customer requires the Company to install the product is recognized when the product is installed. Other than normal product warranties or the possibility of installation or post-shipment service, support and maintenance of certain solid state LED video screens, billboards, or active digital signage, the Company has no post-shipment responsibilities.

Installation revenue is recognized when the products have been fully installed. The Company is not always responsible for installation of products it sells and has no post-installation responsibilities, other than normal warranties.

Service revenue from integrated design, project and construction management, and site permitting is recognized when all products have been installed at each individual retail site of the customer on a proportional performance basis.

Shipping and handling revenue coincides with the recognition of revenue from sale of the product.

The Company evaluates the appropriateness of revenue recognition in accordance with Emerging Issues Task Force (EITF) 00-21, Revenue Arrangements with Multiple Deliverables, and AICPA Statement of Position (SOP) 97-2, Software Revenue Recognition. Our solid-state LED video screens, billboards and active digital signage contain software elements which the Company has determined are incidental and excluded from the scope of SOP 97-2.

Income Taxes

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes; accordingly, deferred income taxes are provided on items that are reported as either income or expense in different time periods for financial reporting purposes than they are for income tax purposes. Deferred income tax assets and liabilities are reported on the Company's balance sheet. Significant management judgment is required in developing the Company's income tax provision, including the determination of deferred tax assets and liabilities and any valuation allowances that might be required against deferred tax assets. The Company operates in multiple taxing jurisdictions and is subject to audit in these jurisdictions. The Internal Revenue Service and other tax authorities routinely review the Company's tax returns. These audits can involve complex issues which may require an extended period of time to resolve. In management's opinion, adequate provision has been made for potential adjustments arising from these examinations.

As of September 30, 2008 the Company has recorded two deferred state income tax assets, one in the amount of \$5,000 related to a state net operating loss carryover generated by the Company's New York subsidiary, and the other in the amount of \$935,000, net of federal tax benefits, related to non-refundable state tax credits. The Company has determined that these deferred state income tax assets totaling \$940,000 do not require any valuation reserves because, in accordance with Statement of Financial Accounting Standards No. 109 (SFAS No. 109), these assets will, more likely than not, be realized. Additionally, as of September 30, 2008 the Company has recorded deferred tax assets for its Canadian subsidiary related to net operating loss carryover and to research and development tax credits totaling \$1,819,000. In view of the previously recorded impairment of the goodwill and certain intangible assets on the financial statements of this subsidiary and two consecutive loss years, the Company has determined these assets, more likely than not, will not be realized. Accordingly, full valuation reserves of \$1,819,000 were recorded in the fourth quarter of fiscal 2008.

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The Company adopted the provisions of FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, on July 1, 2007. As a result of adoption, the Company recognized \$2,582,000 in reserves for uncertain tax positions and recorded a charge of \$2,582,000 to the July 1, 2007 retained earnings balance. At June 30, 2008, tax and interest, net of potential federal tax benefits, were \$2,098,000 and \$534,000, respectively, of the total reserves of \$3,225,000. Additionally, penalties were \$593,000 of the reserve at June 30, 2008. Of the \$3,225,000 reserve for uncertain tax positions, \$2,632,000 would have an unfavorable impact on the effective tax rate if recognized. As of September 30, 2008, the Company recognized an additional \$25,000 tax expense related to the increase in reserves for uncertain tax positions. The Company is recording estimated interest and penalties related to potential underpayment of income taxes as a component of tax expense in the Consolidated Income Statement. The reserve for uncertain tax positions is expected to decrease in the next 12 months approximately \$400,000 due to incremental Company activity and an income tax filing under a voluntary disclosure agreement.

Equity Compensation

The Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment, effective July 1, 2005. SFAS No. 123(R) requires public entities to measure the cost of employee services received in exchange for an award of equity instruments and recognize this cost over the period during which an employee is required to provide the services.

Asset Impairment

Carrying values of goodwill and other intangible assets with indefinite lives are reviewed at least annually for possible impairment in accordance with Statement of Financial Accounting Standards No. 142 (SFAS No. 142), Goodwill and Other Intangible Assets. The Company's impairment review involves the estimation of the fair value of goodwill and indefinite-lived intangible assets using a combination of a market approach and an income (discounted cash flow) approach, at the reporting unit level, that requires significant management judgment with respect to revenue and expense growth rates, changes in working capital and the selection and use of an appropriate discount rate. The estimates of fair value of reporting units are based on the best information available as of the date of the assessment. The use of different assumptions would increase or decrease estimated discounted future operating cash flows and could increase or decrease an impairment charge. Company management uses its judgment in assessing whether assets may have become impaired between annual impairment tests. Indicators such as adverse business conditions, economic factors and technological change or competitive activities may signal that an asset has become impaired. The Company has completed its annual analysis and test for impairment of goodwill and other intangible assets, and as a result, it was determined that certain goodwill and other intangible assets were impaired. As a result, a \$27,209,000 impairment charge was recorded as of June 30, 2008. The impairment charge was due primarily to the combination of a decline in the market capitalization of the Company at June 30, 2008 and the decline in the estimated forecasted discounted cash flows expected by the Company. This impairment charge was recorded in the fourth quarter of fiscal 2008 rather than in the first quarter of fiscal 2009 due to the decline in the Company's stock price as of June 30, 2008. Also see Note 7.

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Carrying values for long-lived tangible assets and definite-lived intangible assets are reviewed for possible impairment as circumstances warrant in connection with Statement of Financial Accounting Standards No. 144 (SFAS No. 144), Accounting for the Impairment or Disposal of Long-Lived Assets. Impairment reviews are conducted at the judgment of Company management when it believes that a change in circumstances in the business or external factors warrants a review. Circumstances such as the discontinuation of a product or product line, a sudden or consistent decline in the forecast for a product, changes in technology or in the way an asset is being used, a history of negative operating cash flow, or an adverse change in legal factors or in the business climate, among others, may trigger an impairment review. The Company's initial impairment review to determine if a potential impairment charge is required is based on an undiscounted cash flow analysis at the lowest level for which identifiable cash flows exist. The analysis requires judgment with respect to changes in technology, the continued success of product lines and future volume, revenue and expense growth rates, and discount rates. As a result of the fiscal year 2008 review of long lived assets and definite-lived intangible assets in connection with SFAS No. 144, it was determined that a certain trade name within the Lighting Segment was deemed fully impaired because it was no longer used in the Company's marketing efforts. An impairment charge of \$746,000 was recorded as of June 30, 2008. There were no impairment charges related to long-lived tangible assets or definite-lived intangible assets recorded by the Company during the first quarter of fiscal year 2009.

Credit and Collections

The Company maintains allowances for doubtful accounts receivable for probable estimated losses resulting from either customer disputes or the inability of its customers to make required payments. If the financial condition of the Company's customers were to deteriorate, resulting in their inability to make the required payments, the Company may be required to record additional allowances or charges against income. The Company determines its allowance for doubtful accounts by first considering all known collectibility problems of customers' accounts, and then applying certain percentages against the various aging categories of the remaining receivables. The resulting allowance for doubtful accounts receivable is an estimate based upon the Company's knowledge of its business and customer base, and historical trends. The Company also establishes allowances, at the time revenue is recognized, for returns and allowances, discounts, pricing and other possible customer deductions. These allowances are based upon historical trends.

New Accounting Pronouncements

In July 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109. FIN 48 provides guidance for the recognition, measurement, classification and disclosure of the financial statement effects of a position taken or expected to be taken in a tax return (tax position). The financial statement effects of a tax position must be recognized when there is a likelihood of more than 50 percent that based on the technical merits, the position will be sustained upon examination and resolution of the related appeals or litigation processes, if any. A tax position that meets the recognition threshold must be measured initially and subsequently as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority. In addition, FIN 48 specifies certain annual disclosures that are required to be made once the interpretation has taken effect. The Interpretation was effective for fiscal years beginning after December 15, 2006. The Company adopted the provisions of FIN 48 on July 1, 2007. As a result of adoption, the Company recognized a \$2,582,000 increase to reserves for uncertain tax positions and recorded a charge of \$2,582,000 to the July 1, 2007 retained earnings balance. For additional information, see Note 9 to the Condensed Consolidated Financial Statements.

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In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements. This Statement provides a new definition of fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. The Statement applies under other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, or the Company's fiscal year 2009. Two FASB Staff Positions (FSP) were subsequently issued. In February 2007, FSP No. 157-2 delayed the effective date of this SFAS No. 157 for non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis to fiscal years beginning after November 15, 2008, or the Company's fiscal year 2010. FSP No. 157-1, also issued in February 2007, excluded FASB No. 13 Accounting for Leases and other accounting pronouncements that address fair value measurements for purposes of lease classification or measurement under FASB No. 13. However, this scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value under FASB Statement No. 141, Business Combinations or FASB No. 141R, Business Combinations. This FSP is effective upon initial adoption of SFAS No. 157. The Company adopted SFAS No. 157 on July 1, 2008, and the adoption did not have any significant impact on its consolidated results of operations, cash flows or financial position. The Company determined that it does not have any financial assets or liabilities subject to the disclosure requirements of SFAS No. 157, and is evaluating the impact on its non-financial assets and liabilities.

In February 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The election is made on an instrument-by-instrument basis and is irrevocable. If the fair value option is elected for an instrument, SFAS No. 159 specifies that all subsequent changes in fair value for that instrument shall be reported in earnings. The objective of the pronouncement is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, or in the Company's case, July 1, 2008. The Company has not made any fair value elections under SFAS No. 159 and, as a result, this Statement did not have any impact on its consolidated results of operations, cash flows or financial position.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), Business Combinations, which replaces SFAS No. 141. The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition related costs as incurred. SFAS No. 141R is effective for us beginning July 1, 2009 and will apply prospectively to business combinations completed on or after that date.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the Registrant's exposure to market risk since June 30, 2008. Additional information can be found in Item 7A, Quantitative and Qualitative Disclosures About Market Risk, which appears on page 14 of the Annual Report on Form 10-K/A for the fiscal year ended June 30, 2008.

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ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer previously concluded that our disclosure controls and procedures were effective as of September 30, 2008 and management reported that there was no change in our internal control over financial reporting that occurred during the quarter ended September 30, 2008 that materially affected, or was reasonably likely to materially affect, our internal control over financial reporting.

A re-evaluation was performed as of September 30, 2008 under the supervision and with the participation of the Registrant's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Registrant's disclosure controls and procedures pursuant to Rule 13a-15(b) and 15d-15(b) promulgated under the Securities Exchange Act of 1934. Based upon this evaluation, the Registrant's Chief Executive Officer and Chief Financial Officer concluded that the Registrant's disclosure controls and procedures were not effective as of September 30, 2008, to ensure that information required to be disclosed in the reports the Registrant files and submits under the Exchange Act are recorded, processed, summarized and reported as and when required due to a material weakness in our internal control over financial reporting related to the identification of reporting units under Statement of Financial Accounting Standards No. 142, Goodwill and Intangible Assets (SFAS No. 142). The Company has restated its condensed consolidated financial statements in this Form 10-Q/A to reflect the correct amount of goodwill as of September 30, 2008 and has taken certain other remedial actions as of the date of the filing of this Form 10-Q/A as described further below. Therefore, management believes that the condensed consolidated financial statements included in this Form 10-Q/A present fairly, in all material respects, the Company's financial position, result of operations, and cash flows for the periods presented.

Changes in Internal Control

Other than as described above, there were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended September 30, 2008, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Remediation Steps to Address Material Weakness

As of the date of this amended filing, the Company believes this material weakness has been remediated by the implementation of new procedures with respect to how the goodwill impairment tests are conducted. Management re-analyzed the technical application of SFAS No. 142 and redefined its reporting units for goodwill impairment testing. The goodwill impairment tests are now performed at the operating segment level, which is the lowest level discrete financial information available and regularly reviewed by management. These additional procedures have been designed to ensure that all technical aspects of SFAS No. 142 are properly considered and applied.

Table of Contents**PART II. OTHER INFORMATION****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

- (c) The Company does not purchase into treasury its own common shares for general purposes. However, the Company does purchase its own common shares, through a Rabbi Trust, in connection with investments of employee/participants of the LSI Industries Inc. Non-Qualified Deferred Compensation Plan. Purchases of Company common shares for this Plan in the first quarter of fiscal 2009 were as follows:

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid per Share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|-------------------|---|---|---|---|
| 7/1/08 to 7/31/08 | 1,347 | \$ 8.36 | 1,347 | (1) |
| 8/1/08 to 8/31/08 | 14,628 | \$ 8.74 | 14,628 | (1) |
| 9/1/08 to 9/30/08 | 507 | \$ 9.21 | 507 | (1) |
| Total | 16,482 | \$ 8.72 | 16,482 | (1) |

- (1) All acquisitions of shares reflected above have been made in connection with the Company's Non-Qualified Deferred Compensation Plan, which has been authorized for 375,000 shares of the Company to be held in the Plan. At September 30, 2008 the Plan held 227,633 shares of the Company.

ITEM 6. EXHIBITS

- a) Exhibits
- 31.1 Certification of Principal Executive Officer required by Rule 13a-14(a)
 - 31.2 Certification of Principal Financial Officer required by Rule 13a-14(a)
 - 32.1 Section 1350 Certification of Principal Executive Officer
 - 32.2 Section 1350 Certification of Principal Financial Officer

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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.

LSI Industries Inc.

BY: /s/ Robert J. Ready
Robert J. Ready
President and Chief Executive Officer
(Principal Executive Officer)

BY: /s/ Ronald S. Stowell
Ronald S. Stowell
Vice President, Chief Financial Officer and
Treasurer
(Principal Financial and Accounting Officer)

September 2, 2009

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
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