

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

FORM 10-K

(Mark One)

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

For the Fiscal Year Ended April 30, 2011

OR

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

For the Transition Period From \_\_\_ to \_\_\_.

Commission File Number: 0-23246

**Daktronics, Inc.**

(Exact name of Registrant as specified in its charter)

**South Dakota**  
(State or other jurisdiction of  
incorporation or organization)

**46-0306862**  
(I.R.S. Employer Identification No.)

**201 Daktronics Drive**  
**Brookings SD**  
(Address of principal executive offices)

**57006**  
(Zip Code)

**(605) 692-0200**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, No Par Value	NASDAQ Global Select Market
Preferred Stock Purchase Rights	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company.) Smaller reporting company

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

The aggregate market value of the common stock held by non-affiliates of the Registrant as of October 29, 2010 (which is the last business day at the Registrant's most recently completed second quarter), computed by reference to the closing sales price of the registrant's common stock on the NASDAQ Stock Market on such date, was approximately \$451,614,498. For purposes of determining this number, individual stockholders holding more than 10% of the Registrant's outstanding Common Stock are considered affiliates. This number is provided only for the purpose of this Annual Report on Form 10-K and does not represent an admission by either the Registrant or any such person as to the status of such person.

**The number of shares of the registrant's Common Stock outstanding as of June 3, 2011 was 41,659,533.**

**Documents Incorporated By Reference**

Portions of the Registrant's Proxy Statement for its Annual Meeting of Shareholders to be held August 24, 2011 are incorporated by reference in Part III of the Form 10-K, as indicated in Items 10 through 14 of Part III.

DAKTRONICS, INC. AND SUBSIDIARIES  
FORM 10-K  
FOR THE FISCAL YEAR ENDED APRIL 30, 2011

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 10-K (including exhibits and any information incorporated by reference herein) contains both historical and forward-looking statements that involve risks, uncertainties and assumptions. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21B of the Securities Exchange Act of 1934, as amended, including statements regarding our expectations, beliefs, intentions and strategies for the future. These statements appear in a number of places in this Report and include all statements that are not historical statements of fact regarding the intent, belief or current expectations with respect to, among other things: our financing plans; trends affecting our financial condition or results of operations; our growth strategy and operating strategy; our competition; our business outside of the United States; our large contracts with significant customers; our ability to protect our intellectual property rights; excess production capacity or capacity needs; our involvement in securities and other litigation; difficult conditions in the economy; and the declaration and payment of dividends. The words “may,” “would,” “could,” “will,” “expect,” “estimate,” “anticipate,” “believe,” “intend,” “plans” and similar expressions and variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, many of which are beyond our ability to control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors discussed herein, including those discussed in the section of this Annual Report on Form 10-K entitled “Item 1A. Risk Factors” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and those factors discussed in detail in our other filings with the Securities and Exchange Commission.*

### PART I.

#### Item 1. BUSINESS

##### General Development of Business

*Company Background and Overview.* Daktronics, Inc. was founded by Dr. Aelred Kurtenbach and Dr. Duane Sander in 1968 while they were professors of electrical engineering at South Dakota State University (“SDSU”) in Brookings, South Dakota. Our relationship with SDSU and other colleges and universities is a key factor contributing to our leadership in the industry. We have been able to experience sustained long-term growth due in part to the capability of the local universities and colleges to provide an important source of highly educated full-time and student employees.

Over the years, our products have evolved significantly, from scoreboards and matrix displays and related software applications to complex, integrated visual display systems that include full color video, text and graphics displays located on a local or remote network and tied together through sophisticated control systems. In the mid-nineties, as light emitting diodes (“LEDs”) became available in red, blue and green colors with outdoor brightness, we pioneered the development of full color LED video displays capable of replicating trillions of colors, thereby producing large format video systems with excellent color, brightness, energy efficiency and lifetime. Due to our foundation of developing scoring and graphics display systems, in which we were already a leader, we were able to add video capabilities so all of a customer’s large format display needs could be met in a complete, integrated system. This has proven to be a key factor in Daktronics becoming the dominant company worldwide in large electronic displays. Over the years, we have invested in product development to add complementary products and services, such as production services, liquid crystal display (“LCD”) networks, architectural lighting solutions, sound systems, marketing services, maintenance and support and other products for our customers.

*Business Developments.* As a result of our line of LED display systems and software applications, we gained significant market share through designing and manufacturing quality products and providing technical expertise and services. Our products are in use throughout the world, as we are the world’s leader in all LED display product categories, according to independent research.

In the sports market, our integrated video and scoring systems have been installed at many professional, collegiate and high school facilities, particularly in North America, and at international sporting events such as the Olympic Games.

With commercial applications, our video, digital billboard and graphics displays can be seen in major destination sites, such as Las Vegas and Times Square, along roadsides at retail establishments and at many other locations.

In the transportation market, our Vanguard<sup>®</sup> displays are in use in numerous jurisdictions across North America, and our customers include many state departments of transportation.

One of our core growth strategies on a historical basis has been to enter geographic markets by developing a small sales and service presence that provides after-sale support to our entire product line and sales of our products. This network of offices, including home offices, had been an important part of our growth strategy. Although we expect to continue to open offices where it is important to have such a presence, in fiscal 2009 and through fiscal 2011, we closed a number of offices that we believed were not critical to our business. In connection with these closings, more of our employees have transitioned to home offices. We currently have approximately 32 corporate offices throughout the world.

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We occasionally acquire businesses that provide access to new markets or complement our existing products. In the past five years, we have acquired a number of small companies. Although these acquisitions increased the scope of services and technology that we are able to provide, our primary growth objective is still the increase of sales and profitability through organic growth.

We manufacture most of our products in South Dakota and Minnesota. Prior to 2006, almost all manufacturing was centralized in Brookings, South Dakota. As a result of the rapid growth during fiscal years 2006 through 2008, we experienced limitations in our ability to effectively hire sufficient numbers of employees in manufacturing. This caused us to expand operations in 2006 into Sioux Falls, South Dakota and Redwood Falls, Minnesota. We also invested in facilities in Shanghai, China where we manufacture our architectural lighting products and perform final assembly

for video displays for the Chinese market. We also have a plant in Victor, New York that produces our rigging products which we acquired through an acquisition of the rigging business.

## Financial Information About Segments

See Note 2 of the Consolidated Financial Statements for financial information pertaining to our business segments and geographic operations.

## Description of Business

We are the world's leading supplier of electronic scoreboards, large electronic display systems and related marketing services, digital messaging solutions, software and services for sporting, commercial and transportation applications. Our continuing focus is on supporting customers with superior products, integration and services that provide dynamic, reliable and unique visual communication solutions. We offer a complete line of products, from small indoor and outdoor scoreboards and electronic displays to large multi-million dollar video display systems as well as related control, timing, sound and hoist systems and related professional services. We are recognized worldwide as a technical leader with the capabilities to design, market, manufacture, install and service complete integrated systems that display real-time data, graphics, animation and video.

We are engaged in a full range of activities: marketing and sales, engineering and product development, manufacturing, technical contracting, professional services and customer service and support. Each of those activities is described below.

*Marketing and Sales.* Our products have been sold throughout the United States and other countries through a combination of direct sales personnel and resellers. In the United States and Canada, we use primarily a direct sales force for professional sports, colleges and universities, convention centers and smaller sports facilities, including high schools and transportation applications. In smaller commercial applications, we rely primarily on resellers. We also utilize resellers outside North America on large video system projects where we do not have a direct sales presence. Sales to resellers generally have terms consistent with sales directly to end users.

The majority of the products sold by resellers are standard catalog products. These are typically moderately priced and relatively easy to install. A limited number of models are built to inventory and available for quick delivery. We support our resellers through direct mail advertising, trade journal advertising, trade show exhibitions and our sales force support in the field. We believe that we can expand sales and, in some niches, market share, by expanding both our direct sales force and resellers.

Our direct sales force is comprised of a network of corporate and home offices located throughout the world supporting all customer types in both sales and service. In addition to supporting resellers as described above, the direct sales staff sells the entire range of our standard products and substantially all of the large video display systems. Our direct sales staff is structured in a way to maximize cross-selling opportunities across segments.

We have organized our business into five business units which have a primary focus on particular markets and a secondary focus on opportunities in other markets. The business units consist of four domestic business units that include U.S. and Canada – Commercial, Live Events, Schools and Theatres, and Transportation – and a fifth business unit for all International operations. We believe that customers in each of these areas share common attributes and are different from customers in the other areas which make them conducive to this structure. For example, Live Events customers usually have a large variety of products tied into a system in a single location that involves much more creative production services, design and event support. The Commercial business unit serves the needs created by large and remote networks of displays connected through various modes of communication. The Transportation business unit focuses on the unique needs of governmental contractors and ties into integrated systems that manage the flow of travelers and vehicles. Finally, the Schools and Theatre business unit focuses on the increasing level of support and service and limited resources along with all the statistics and related software and communication needs of athletic conferences and leagues.

When we target a potential customer for sales opportunities, the prospect is contacted either directly or through a reseller. Frequently, on larger sales opportunities, engineers, technicians and sales personnel jointly participate in site visits to assess site conditions, evaluate the customer's requirements and assemble and present proposals. Proposals to prospective customers include business and technical presentations as well as product demonstrations and visits to existing installations. We also regularly host customers at our various manufacturing facilities to demonstrate product quality, manufacturing and design capabilities.

International sales can fluctuate from year to year based on the timing of large system projects. A typical term of sale for international projects includes a letter of credit or partial payment in advance. We believe that in addition to the growth we expect domestically, we will also achieve growth in the international markets. During fiscal years 2011, 2010 and 2009, approximately 16%, 10% and 12% of our net sales, respectively, were derived from international sales. Since 2000, we have acquired or opened international offices in Canada, China, France, the United Arab Emirates, Germany, Australia, Japan and the United Kingdom.

Much of our marketing and sales success in the past was based on our ability to create new products and product enhancements for customers by understanding their needs and opportunities. We have developed and continue to develop this understanding through active participation in the sales cycle by engineers and other personnel and through attending trade shows, conventions and seminars and fostering a culture of teamwork throughout the organization.

*Engineering and Product Development.* The large screen electronic display industry is characterized by ongoing product innovations and developments in technology and complementary services. To remain competitive, we must continue to anticipate and respond to changes and developments in the industry. We will continue our tradition of applying engineering resources throughout our business to help achieve more effective product development by investing approximately 4% of our net sales over the long-term into product design and development.

We employ engineers and technicians in the areas of mechanical and electrical design, applications engineering, software design and customer and product support. We use primarily in-house engineering to anticipate and respond rapidly to the product development needs of customers and the marketplace. We assign product managers to each product or product family to assist our sales staff in training and implementing product

improvements, and to ensure that each product is designed for maximum reliability and serviceability. We also invest in new creative technologies and in companies developing new technologies.

Our engineering staff consists of four product development groups – Sports, Video, Commercial and Transportation. The Sports product development group focus is aligned with the Schools and Theatres business unit, the Video group is aligned with the Live Events, International and Commercial business units, and the Commercial and Transportation groups are aligned with the Commercial and Transportation business units. During fiscal 2009, this alignment started to evolve into various knowledge centers across the product development groups for the purpose of leveraging knowledge and concepts across product lines. This alignment has driven improved product reliability, lower costs and better functionality for our customers. The development of these knowledge centers and various other practices within product development are modeled after best practices for lean product development.

*Manufacturing.* As a vertically integrated manufacturer of display systems, we perform most sub-assembly and substantially all final assembly of our products.

Our manufacturing operations include component manufacturing and system manufacturing (metal fabrication, electronic assembly, sub-assembly and final assembly). We flex our production capacity through varying work hours and the use of outside resources. We also use outside providers when it is more cost effective.

We use a modular approach for manufacturing displays. Standard product modules are designed to be used in a variety of different products. This modular approach reduces parts inventory and improves manufacturing efficiency. We inventory a limited supply of standard products. Custom projects are built according to the customer's specifications. Product modules are designed so that a custom product may include a significant percentage of standard components to maximize reliability and ease of service. A key strategy of ours is to reduce the need for customization of displays and increase standardization. For example, we are developing a more widespread use of our DVX common module platform and are expanding use of standard formed cabinets for displays.

Our order entry, production, customer service and many other functions are also consolidated through an enterprise resource planning system to facilitate communication among employee teams throughout the entire sales, design, production and delivery process.

We have manufacturing facilities in Brookings, South Dakota, Sioux Falls, South Dakota, Redwood Falls, Minnesota, Victor, New York and Shanghai, China. Locations outside of Brookings, South Dakota produce a material amount of our products.

During fiscal 2007, we began reorganizing our plants to more closely align them with the five business units described above. In fiscal 2008 and 2009, we expanded this reorganization by allocating inventory and decentralizing various other functions to each plant. This resulted in significant investment in replicating processes which in prior years were centralized. This was extremely important given the rapid growth of the business and the resulting unique needs of our customers in each business unit. Our goal was to align sales, marketing, engineering and manufacturing into a cohesive business unit with a focus on customers while not giving up the synergies of shared resources. In addition, given the cyclical nature of some parts of our business, we need to maintain our ability to manufacture the same products across our plants so that we can smooth out the peaks and valleys of customer demand of the various business units. During the second half of fiscal 2009, as a result of the downturn in business, primarily in our commercial business, it became more important to share the plants across business units. We expect that emphasis on aligning manufacturing to a business unit as opposed to a shared resource will continue to change as our business changes.

In fiscal 2007, we began implementing lean manufacturing techniques throughout our manufacturing facilities. Since then we have placed significant emphasis on lean techniques in the non-manufacturing areas. Although there are direct costs associated with implementing lean techniques, the goal of doing so is to eliminate waste and deliver products to a customer when the customer desires the products while maintaining minimal inventory and eliminating non-value added tasks.

*Technical Contracting.* We serve as a technical contractor for larger display system installations that require custom designs and innovative product solutions. The purchase of standard displays and other state-of-the-art display systems typically involves competitive proposals. As a part of our response to a proposal request, we may suggest additional products or features to assist the prospective customer in analyzing the optimal type of display system. We usually include, as a part of our proposal, site preparation and installation services related to the display system. In these cases, we serve as a contractor and may retain subcontractors. We are licensed in a number of domestic jurisdictions as a general contractor. Generally, we outsource all related electrical, steel and installation labor to qualified subcontractors with which we have developed relationships.

*Professional Services.* Our professional services are essential to continued market penetration and growth. Professional services we provide in addition to technical contracting include event support, content creation, product maintenance, marketing assistance, training on hardware and software, and display rentals. Our creative production staff provides a variety of services to customers, including video content, event support, control room design, on-site training (hardware and software), and continuing technical support for operators of complicated display systems.

Our sports marketing division provides customers with marketing and ad sales for facilities to fund display system purchases. These marketing services extend beyond the marketing potential of the equipment in the facility to other facility-related components. Typically, we render these services to facilities that do not have in-house marketing programs and staff.

We provide these services through our own employees located in company or home offices throughout the world in more than ten countries.

*Customer Service and Support.* Our customer service distinguishes us from our competitors. This service includes limited warranties for most of our products against failure due to defective parts or workmanship for periods generally ranging from one to five years after the first sale or installation, depending on the product or type of customer, and extended service agreements. We also provide help-desk access, parts repair and replacement and programming support for video, animation and other displays. We staff our help desk with experienced technicians who are available on-call 24 hours a day to support events and sites.

Our repair centers, located in the United States, Germany and Shanghai, are staffed with trained technicians who repair and return components that require service, and we offer a component exchange program for same-day shipment of replacement parts.

Beginning in fiscal 2009, we reorganized our North American field service personnel so that we could better focus on the commonality of the products across units rather than the unique needs of each customer, which was the prior focus. We believe that we can drive significant cost savings and synergies by doing this that will be realized over time. We also took steps to improve utilization of our field service personnel through the use of third party authorized service companies. This allows us to better respond to changes in volume of service which peaks in the late summer and early fall.

### **General Description of Our Products and Technologies**

Our display technologies have changed significantly since the mid-1990s, when incandescent lamps were the primary display element. Presently, LED and LCD technologies are the primary display elements. The invention and availability of blue and green LED in the mid-1990s, along with the already available red LED, allowed the introduction of full-color video displays using LEDs as the primary colors to form all other colors in the video display. The decreasing costs of LCD components along with the drive for smaller displays have led to the addition of LCD displays. Driven by customer demand, we have enhanced our video display technology into mobile and modular technologies and high definition capabilities for various applications.

The cost, performance and availability of LEDs have made them the preferred display element for large displays as compared to alternatives such as incandescent and reflective technologies, most of which are obsolete or unproven. The cost effectiveness, life and performance of LCDs have made them the preferred small display solution. The vast majority of displays we sell today utilize LED technology.

The two principal components of many of our systems are the display and the controller. The controller uses computer hardware and software to process the information provided by the operator and other integrated sources and then compiles the information, graphics or animation to be presented on the display. Data can be transferred between the controller and local or remote displays. Local connections may use wire cables, fiber optic cables, infrared links or radio links. Standard and cellular telephone connections and satellite transmissions are used to connect to remote displays. The controller controls each of the pixels (which are the dots or picture elements that make up the image) on the display to present the message or image.

Most of our display technologies rely on one or more of our software products to manage and provide content for the display. These software products range in complexity from scoring consoles, to the Venus® 1500 control software that allows the creation, display and scheduling of dynamic text and basic graphics content on electronic displays, to the Show Control display control system that controls multi-color displays and video displays, providing the ability to create graphics and animation as well as interfacing with third-party software for content. Additionally, our Visiconn® control software is used to display targeted messages to specific audiences and to control large networks of digital displays. Complementary software, such as our DakStats® and interfacing software, is also available and can be fully integrated into the control software.

Our display systems range from small scoreboards and digit displays priced at under \$1,000 to large complex display systems priced in excess of \$10 million. Generally, our product sales are either custom products or standard catalog scoreboards or displays. Historically, these standard catalog sales have accounted for less than 25% of our total annual revenues. Our custom products are customized in terms of size, configuration and installation type but are generally built using standard technology platforms. In 2008, we initiated various programs to reduce custom components in favor of much more standardized components that could be assembled to form products that are customized to the needs of the end users.

Within each product family, we produce displays that vary in complexity, size and resolution. The physical dimensions of a display depend on the size of the viewing area, the distance from the viewer to the display, and the amount and type of information to be displayed. Generally, for longer distance viewing, the light sources, or pixels, are larger and spaced farther apart. The type of the display may also depend on the location of the viewing audience. For example, arena scoreboards may have a viewing angle nearly as wide as 180 degrees, compared with roadside displays, which typically are viewed from a passing vehicle only within a narrow angle from the display. We customize our products according to the design specifications of the customer and the conditions of the environment in which our products function.

### **Product Families and Technologies**

Our products are comprised of the following primary product families:

1. Scoring and timing products for sports, primarily LED scoreboards, related controllers and software;
2. Audio systems, primarily for sports venues; and related control systems;
3. Automated rigging and hoist products and related control systems;
4. Video display systems, including a full-line of LED technologies in various pixel pitches and display configurations, and associated control systems;
5. Architectural lighting and display elements, primarily our ProPixel freeform LED products;
6. Message displays, promoted under the Galaxy® and Galaxy Pro® names, and associated control systems;
7. Digital billboard displays, promoted under the Valo® product name, and associated control systems;
8. Digit and price displays and associated control systems; and
9. Transportation products, primarily the Vanguard® line of dynamic message signs.

Each of these product families is described below.

*Scoring and Timing Products.* Our line of scoring and timing products includes indoor and outdoor scoreboards for many different sports, digit displays, scoring and timing controllers, statistics software and other related products. Indoor systems range in complexity from two-digit shot clocks and small scoreboards, to large, center-hung scoreboards incorporating video displays, message centers, advertising panels, hoist systems and control

software. Outdoor scoreboards range in complexity from two-digit game timers and small scoreboards to larger systems incorporating scoring, timing, video, message centers, advertising panels and control software.

We expect LED technology will remain the technology of choice for scoreboards and displays due to its lower power consumption, longer life and resulting lower maintenance costs as compared to other technologies. Because most of the scoreboards and display products within this group have significant standardization, we have been able to make progress on our goal of delivering high quality products.

We offer a variety of internally developed controllers complementing our scoreboards and displays. These controllers vary in price and complexity from the All Sport® 100, a handheld controller for portable scoreboards, to the All Sport® 5000 series, designed for more sophisticated scoring systems and allowing for more user-defined options. These controllers communicate with scoreboards through radio frequencies, fiber optic connections or other means.

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We also offer timing systems for sports events, primarily aquatics and track competitions. A primary component of these systems is our proven OmniSport® 2000 timing console. The system has the capability to not only time and rank the competitors but also to interface with event management software created by third parties to facilitate the administration of the sporting event. Other timing system components include swimming touchpads, race start systems, and relay take-off platforms.

As a key component of an integrated system, we market sports statistics and results software under the DakStats® trademark. The software allows entry and display of sports statistics and other information. It is one of the leading applications of its type in collegiate and high school sports.

*Audio Systems.* The audio system offerings include both standard and custom options. Standard audio systems are designed to meet the needs of a wide variety of outdoor sports venues based on the size and configuration of the facility. Each of the standard outdoor systems includes control systems that feature digital signal processing for improved sound quality reproduction. Custom indoor and outdoor systems are also offered for larger venues and venues with unique seating configurations. Our sound systems are often integrated into an overall venue solution that includes scoring, timing, message display and/or video capability.

*Automated Rigging and Hoist Products.* The automated rigging and hoist product family includes our Vortek® automated hoists which complement our arena center-hung scoreboard/display systems for both small and large sporting facilities. The hoist is an important part of an integrated solution for indoor venues that have center-hung, suspended displays. Many of these hoist systems are customized based on the weight and design of the equipment being suspended, along with the load capacity of the building structure and attachment points within the facility.

Additionally, we provide automated rigging for theatre applications, primarily in high schools and similar venues. The strengths of our automated rigging systems include safety and ease of operation. The theatre rigging control system includes intuitive touch screens and menus to control the integrated hoist systems for added safety and enhanced operation of a theatre production, making changes in scenery, lighting and sound preprogrammed, timed and easy to control.

*Video Display Systems.* This group consists primarily of displays, which are comprised of a large number of full-color pixels capable of showing various levels of video, graphics and animation; and controllers, which manage the operation of the display. Video displays are comprised of red, green and blue LEDs arranged in various combinations to form pixels (picture elements). The electronic circuitry which controls the pixels allows for variances in the relative brightness of each LED to provide a full color spectrum, thereby displaying video images in striking, vibrant colors.

We offer a wide range of video display systems for different applications and budgets. Variables in video displays include the spacing of the pixels (pixel pitch), the resolution (number of pixels) of the displays, the brightness of the displays (nits), the number of discrete colors that the display is able to produce (color depth), and the viewing angles. In addition, modular design allows the product to be readily configured in custom sizes to meet each customer's specific requirements, with virtually no limit to the size of display that can be built.

We offer a complete line of video display systems that is second to none in the industry. At the high end, the product is capable of displaying up to 144 quadrillion colors and is available with pixel spacing as close as three millimeters. Currently, we offer a wide range of pixel spacing, ranging from six millimeter to 26 millimeter. The six millimeter application provides the user with the greatest pixel density and shortest viewing distance, and the 26 millimeter is the most cost effective for physically large displays with longer viewing distances. In addition, the uniformity of colors across the display is important to the quality of the video image. Our unique display control circuitry, along with our proprietary manufacturing and calibration procedures, provide uniform colors across the display.

In addition to traditional rectangular video displays, we have adapted LED video technology into ribbon board displays and modular display systems. Our ribbon board display systems are configured in different height-to-width ratios to give arenas and stadiums the ability to install long, narrower bands of displays in the facility. For new construction projects, our ProRail® attachment system is combined with ribbon board technology to provide improved sight lines for fans and reduce construction costs for the building's owner. Digital ribbon boards generally serve as a revenue generation source for teams and facilities through advertising as well as another location to display information such as scoring and statistics.

Our transportable display systems are comprised of lightweight individual LED video panels less than a square meter in size that are assembled together to form a display in a customizable height and width. These panels are used in what we refer to as mobile and modular applications, such as touring shows and the events market.

During the second half of fiscal 2010, we introduced our DVX series outdoor video display technology. This new generation of product is intended to replace our PS-X and HD-X display technology over time as we bring various configurations to the market. The focus of this development was to standardize a common module and cabinet platform across all pixel pitches to gain synergies on materials, improve reliability, decrease selling prices and decrease engineering costs over the long-term.

The primary control components for video displays in live event applications are Show Control, proprietary digital media players, and proprietary video processors. These control components provide advanced capability for the display of live video and real time content on our displays.

During fiscal 2010, we introduced the Show Control System described above. This control system, which expands the capabilities of the Venus® 7000 controller, is designed to improve event management and display control. Show Control can operate entire networks of displays from a single control interface with a more intuitive user interface. Features such as smart buttons allow users to instantly deliver media clips, camera feeds, and streaming information to any display in a network. It also includes advanced scheduling tools to supplement the revenue generating use of displays.

Daktronics digital media players store recorded video clips, and can function as a still store and character generator. Managed through our Show Controller Software Suite, the digital media player provides instant access to any video, animation, graphic and real-time data files on the player. It also controls the overall picture settings of any Daktronics LED display, making it the most feature-rich product of its kind in the live events industry.

We also provide a proprietary video processing system developed specifically for LED display technology. For larger venues that host live events, the Show Control System, digital media player and video processor are typically part of a larger system that includes cameras, switchers and other components. These systems provide the ability to show instant replays, live action video, pre-recorded video clips, and overlays of scoring, timing and statistical information. We sometimes package our components with control components from other suppliers to provide a complete video production solution.

*Architectural lighting and display products.* Our line of ProPixel® LED architectural lighting and display products include our freeform video elements, which are available as individual pixels or strips of pixels that can be assembled and interconnected to transform structures into stunning visual landmarks. Flexible mounting platforms allow designers to transform structures into full-motion video displays and to create various effects. These elements can be structured in various resolutions depending on the application. The freeform video elements are controlled by our various controllers, depending on the specific application.

*Message Display Systems.* The key product lines in this group are marketed under the names Galaxy® and GalaxyPro® and are generally controlled with our Venus® 1500 display controller.

Galaxy® full-matrix displays, available in both indoor and outdoor models, are our leading product line for commercial applications and are expected to be a key product line for growth in the future. Galaxy® displays are red, amber or full color, with pixel spacing ranging from six millimeter to 46 millimeter depending on color, size and viewing distance. They are used primarily as message centers to convey information and advertising to consumers. The modular design of the product allows us to configure a display to readily meet the size requirements of each customer. We offer various price points for displays within the Galaxy® line.

GalaxyPro® displays are full-matrix outdoor displays capable of displaying text, graphics and animation, as well as pre-recorded video clips. The product was developed to meet the video needs of the commercial market, primarily large retail market applications, such as auto dealerships and shopping centers. GalaxyPro® displays are offered in full color with pixel spacing ranging from 16 to 26 millimeters. GalaxyPro® displays are capable of producing 68 billion colors, have excellent color uniformity across the display, and are fully compatible with our Venus® 1500 display control software. The modular design of the product allows us to configure a display to readily meet the size requirements of each customer.

Galaxy® and GalaxyPro® series displays utilize our proprietary Venus® 1500 display control software to control the creation of messages and graphic sequences for downloading to the display. This software is designed to be useable without any special training, and it is applicable to all general advertising or message presentation applications. We also provide software that allows system integrators to write their own software using the Venus® 1500 software developer's kit to communicate to displays supplied by us. Several system integrators have implemented the Venus® 1500 protocol into their specific applications, resulting in additional display sales.

*Digital Billboards.* Our Valo® line of digital billboards offers a unique digital display solution for the outdoor advertising industry. The products, developed based on our experience with other full-color LED display technologies, are used primarily to display static images that change at regular intervals. Valo® systems include many features that are unique to the outdoor advertising market, such as our patented mounting system, self adjusting brightness, improved energy consumption, and enhanced network security.

The Visiconn® system is the primary software application for controlling content and playback loops for digital billboard applications. The Visiconn® display management solution can transform any Internet-ready computer into a secure, global control center for multiple LED displays, flat panel monitors, such as LCDs, and other display technologies. A rights-based control environment allows users to grant advertisers access to powerful content management tools, while also providing detailed ad tracking and proof-of-play reports. These features, combined with instant content deployment and the ability to sync with trusted real-time data providers, allow for incorporation of live information into any presentation.

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*Digit and Price Displays.* Other product lines marketed primarily to Commercial customers include our DataTime® and Fuelight™ display systems. The DataTime® product line consists of outdoor time and temperature displays that use a remote sensor for temperature data and are available in red or amber in various character sizes. Fuelight™ digit displays are specifically designed for the petroleum industry, offering high visibility and quick fuel price updates using the Fuelink™ control software. The product easily retrofits into existing structures and is also available in single-face or double-face (on certain models) configurations.

*Transportation Products.* Transportation products include a wide range of LED-based displays for road management, parking, mass transit and aviation applications. The Vanguard® family of dynamic message displays are typically used to direct traffic and inform motorists. These displays are used over freeways, on arterial roads, near bridges, at toll booths and in other locations. We have also developed a control system for these displays to help transportation agencies manage large networks of displays.

Our digit and directional displays are primarily marketed and sold for use in parking facilities. They include multi-line displays delivered in vertical cabinets, or drop-in digit panels designed to be mounted in existing structures or signs.



Most of the transportation products are designed and tested to rigorous transportation industry standards. Our personnel routinely work with standards development organizations to assist in writing standards that benefit the public and take advantage of the latest display technologies.

## Sources of Raw Materials

We source some of our raw materials, including LEDs, power supplies, circuit boards and other components, from a limited number of suppliers, primarily due to quality control or the customized nature of the materials. The loss of one of these key suppliers could have an adverse impact on our business and operations. For additional information, refer to “Item 1A – Risk Factors.” From time to time, we enter into pricing agreements or purchasing contracts under which we agree to purchase a minimum amount of product in exchange for guaranteed price terms over the length of the contract, which generally does not exceed one year.

## Intellectual Property

We develop technology on a continuing basis that we consider for patent application. We apply for the majority of our patents to establish the creation of the technology so that other parties cannot later claim ownership. The remainder of our patents are designed to prevent infringement, and we aggressively pursue infringement claims for protection due to patent violations.

We apply for patents in the U.S. and a limited number of foreign jurisdictions. These patents generally pertain to our display technologies and product features and have various terms of duration. The patents we hold which are designed to protect and prevent competitors from infringing include, for example, patents on mechanical designs, such as our ProRail® system and Valo® Mount, formed cabinet design and latching system for modules. They also include patents for product features and capabilities which we believe are superior in the marketplace and that give us a competitive position, such as our touchpad products for aquatics. There are a limited number of patents that apply to our electronics due to the rapid rate of change in the industry. However, we hold patents on such things as calibration methods and pixel arrangements. Due to the general nature of our business and the rapid rate of change in technology, we do not incur significant expenditures in defending or prosecuting patent claims.

We rely on trademarks, in addition to patents, to help establish and preserve limited proprietary protection for our products. Our trademarks are registered in the United States and other countries. These trademarks are used to establish brand recognition and distinction in our various markets.

Product drawings, software, training and product manuals and other works of authorship are also subject to applicable copyright law protections. We provide software to our customers in object code to help preserve our intellectual property rights. We also rely on nondisclosure and license agreements with our employees. Despite these intellectual property protections, there can be no assurance that a competitor will not copy the functions or features of our products.

## Seasonal Nature of the Business

Our sales and profitability historically have fluctuated due to the impact of large product orders, such as display systems for facilities where professional and major college sports events take place, and large commercial systems and networks. The seasonality of the sports market has also played a part in our sales and profit fluctuations. As a result, net sales and net income in the first and second quarters of a fiscal year tend to be higher than in the third quarter of a fiscal year, followed by higher levels in the fourth quarter.

The seasonality of the sports business is caused by sales related to facilities for football in the summer and early fall, followed by sales related to facilities for basketball and hockey in the fall, and facilities for baseball in the early to late spring. This seasonal effect can be compounded by large product orders in the sports markets and by the effects of holidays during our third fiscal quarter. The effects of seasonality unrelated to holidays are generally not found in our Commercial, International and Transportation business units, although the impact of large orders in those markets and implications of weather during the winter months can cause fluctuations in net sales and profits. Approximately 51% of our net sales are in the Schools and Theatres and Live Events business units, 25% are in the Commercial business unit, 14% are in the International business unit, and the remaining approximately 10% are in the Transportation business unit.

Gross margins on large orders tend to fluctuate more than the gross margins on smaller orders. Large product orders that involve competitive bidding and substantial subcontract work for product installation generally have lower gross margins with greater variability in margins. Although we follow the percentage of completion method of recognizing revenues on the majority of these larger orders, we nevertheless have experienced fluctuations in operating results and expect that our future results of operations will be subject to similar fluctuations.

## Working Capital Items

On large product orders, the time between order acceptance and project completion may extend up to and exceed 18 months depending on the amount of custom work and the customer’s delivery needs. We often receive down payments or progress payments on these orders. To the extent that these payments are not sufficient to fund the costs and expenses associated with these orders, we use working capital and bank borrowings to finance these cash requirements.

## Customers

The primary markets we serve, along with types of customers, are as follows:

<u>Markets</u>	<u>Types of Customers</u>
<b>Live Events</b>	Large colleges and universities, professional sports teams and facilities, national and international sports games and federations, civic arenas and convention centers, staging and rental, and motor racing.
<b>Schools and Theatres</b>	Elementary and secondary schools, small colleges and universities, local recreation centers and theatres.
<b>Commercial</b>	Retailers, outdoor advertisers, hospitality providers, quick-serve restaurants, financial institutions, casinos, pari-mutuel racing and other similar businesses.
<b>Transportation</b>	State and local departments of transportation, airlines, airports and related industries, parking facilities and transit

authorities.

We have a large and diverse customer base. The nature of our business generally is not repetitive business from one or a few significant customers. As a result, and except in the outdoor advertising component of our Commercial business unit, the loss of a major customer generally would not have a material adverse impact on us.

## **Backlog**

Our backlog consists of customer sales agreements or purchase orders that we expect to fill within the next 24 months and was approximately \$131 million as of April 30, 2011 and \$127 million as of May 1, 2010. Because sales agreements and purchase orders may be subject to cancellation or delay by customers with a limited or no penalty, our backlog is not necessarily indicative of future net sales or net income. Although orders for many of our products may be shipped within 90 days, other orders may take longer depending on the customer's project schedule or other factors. Contracts related to new construction projects generally tend to have the longest lead times.

## **Government and Other Regulation**

In the United States and other countries, various laws and regulations, including zoning ordinances, restrict the installation of outdoor signs and displays, particularly in the commercial market. These laws and regulations include those that impose greater restrictions on electronic displays than on non-electronic displays such as traditional billboards due to alleged concerns over aesthetics or driver safety if a display is located near a road or highway. These factors may prevent or inhibit us from selling products to some prospective customers.

Some of our products are tested to safety standards developed by Underwriters Laboratories in the United States, as well as similar standards in other countries. We design and produce our products in accordance with these standards.

Our manufacturing operations use certain chemical products and chemical processes that are subject to various environmental rules and regulations. Our manufacturing operations must also meet various safety related rules and regulations. We believe we are in material compliance with applicable governmental laws and regulations.

In some countries in which we operate, including China, there are various laws and regulations that may inhibit our operations and financial condition. These include restrictions or limitations on our ability to withdraw our capital investment, undeveloped legal frameworks to enforce our rights, and different levels of enforcement and consistency of laws.

## **Competition**

The large electronic display industry is highly fragmented and characterized by intense competition from a variety of sources. There are a number of established suppliers of competing products which may have greater market penetration in certain of our market niches or greater financial, marketing and other resources. Competitors also attempt to copy our products or product features. Because a customer's budget for the purchase of a large screen electronic display is often part of that customer's advertising budget, we may also compete with other forms of advertising, such as television, print media or fixed display signs.

There are generally more competitors in product categories and applications that require less complicated display systems, such as the high school scoreboard market and the text and graphics display markets. As the needs of customers increase and the display systems become more complex, there are generally fewer competitors. However, due to the high profile nature of larger complex display systems, the competition is generally more intense.

Within our standard product business, which includes our Galaxy® and Valo® display lines and scoreboard products, there are a large number of competitors, none of which we consider to be dominant. In addition, in the Galaxy® and Valo® display business, there are a significant number of Asian competitors that attempt to sell in our marketplace. We generally compete based on our depth of service and the wide range of our product offerings.

Within our large video system business, across all segments, there are various competitors that have different levels of strength in individual niches, but none that have a dominant position overall. For example, a single competitor may have strength in the mobile video business but very little in the fixed installation business. Another competitor may have strength in the billboard display business but very little strength in any other large display applications. In addition, our large display business has competitors in a narrow niche that were significant at one time in that niche and then substantially decreased their presence in that niche. These changes seem to happen as a result of the complexities of the marketplace and the failures that are experienced on installations that receive a great deal of visibility. Our video systems are highly complex and visible, requiring a high standard of performance that is difficult for other industry participants to maintain over the long-term.

Our competitors are not generally aligned by business unit. The focus of competitors tends to be more of a product focus. For example, our Galaxy® line of displays has competitors that are also concentrated in the Commercial business unit, although, like us, they also compete with these same products in our other business units. Competitors with a focus on video displays compete generally across all of our business units.

Overall, we compete based on our broad range of products and features, complementary services, advanced technology, prompt delivery, and reliable and readily available customer service and support. We also strive to provide cost-effective products and solutions for our customers. Contrary to our focus on technologically advanced products and customer support, some of our competitors compete in some markets by providing lower-cost display systems, which are of a lesser quality with lower product performance or less customer support. If a customer focuses principally on price, we are less likely to obtain the sale. To remain competitive, we must continue to enhance our existing products, introduce new products and product features, and provide customers with cost-effective solutions to their display needs.

## **Research and Development**

We believe our engineering capability and experience are unparalleled among our competitors and that our product development capability will continue to be a very important factor in our markets.

Product development expenses for fiscal years 2011, 2010 and 2009 were approximately \$18.9 million, \$21.9 million and \$21.6 million, respectively.

## **Environmental Concerns**

Our products and production processes require the storage, use and disposal of a variety of chemicals that are considered hazardous under applicable federal and state laws. Accordingly, we are subject to a variety of regulatory requirements for the handling and disposal of such materials. We do not anticipate any material effect on our capital expenditures, earnings or competitive position due to compliance with government regulations involving environmental matters.

## **Employees**

As of April 30, 2011, we employed approximately 2,100 full-time employees and approximately 500 part-time and temporary employees. Of these employees, approximately 900 were in manufacturing, 600 were in sales and marketing, 500 were in customer service, 400 were in engineering and 200 were in general and administrative. None of our employees are represented by a collective bargaining agreement. We believe employee relations are good.

## **Financial Information About Geographic Areas**

Our operations in countries outside the U.S. are accompanied by certain financial and other risks. Relationships with customers and terms of sale vary by country, often with longer-term receivables than are typical in the U.S. Currency exchange rate fluctuations can affect net sales from, and the profitability of, operations outside the U.S. We attempt to hedge these exposures to reduce the effects of foreign currency fluctuations on net earnings. In addition, the repatriation of certain earnings of our foreign subsidiaries may result in substantial U.S. tax cost.

See Note 2 of the Consolidated Financial Statements for additional financial data pertaining to our geographic operations.

## **Available Information**

We make available, free of charge, on or through our website (<http://investor.daktronics.com>), our annual, quarterly and current reports and any amendments to those reports as soon as reasonably practicable after we electronically file such reports with the Securities and Exchange Commission ("SEC"). The reports are also available through a link to the SEC's website at <http://www.sec.gov>. Information contained on our website or linked through it is not part of this report.

## **Item 1A. RISK FACTORS**

A number of risks and uncertainties exist which could impact our future operating results. These uncertainties include, but are not limited to, general economic conditions, competition, our success in developing new products and technologies, market acceptance of new products and other factors, including those set forth below.

*Competition could result in lower net sales and decreased margins.* We operate in highly competitive markets, some of which are highly fragmented. We also compete against products produced in Asia and other parts of the world, including the U.S., which in some cases are of lower quality or performance and lower cost. In addition, because a customer's budget for the purchase of an electronic display is often part of that customer's advertising budget, our products often compete with other forms of advertising, such as television, print media or fixed display signs. Competition could result in not only a reduction in net sales but also in the prices charged by us for our products. To remain competitive, we must be able to not only anticipate and respond quickly to our customers' needs and enhance our existing products and services to meet those needs but also continue to price our products competitively. Our competitors may develop cheaper, more efficient products, or they may be willing to charge lower prices for strategic marketing or to increase market share. Some competitors have more capital and other resources than we do and may be better able to take advantage of acquisition opportunities or adapt more quickly to changes in customer requirements, which could negatively affect our ability to compete effectively.

*Our business may suffer if we are not successful in our efforts to keep up with a rapidly changing product market.* The electronic display industry is characterized by ongoing product improvement, innovations and developments in display and controller technology. Competitors could develop new or superior products to increase their share of the markets. Our future success in addressing the needs of our customers will depend in part on our ability to continue to make timely and cost-effective product improvements, innovations and developments.

*We enter into fixed-priced contracts on a regular basis.* Almost all of the contracts we enter into to sell our products are on a fixed-price basis. If our actual costs exceed original estimates on fixed-price contracts, our profits will be reduced. Although we benefit from cost savings, we have a limited ability to recover cost overruns. Because of the large scale and long duration of some contracts, unanticipated cost increases may occur as a result of several factors including, but not limited to, increases in the cost or shortages of components, materials or labor; unanticipated technical problems; required project modifications not initiated by the customer; and suppliers' or subcontractors' failure to perform or a delay in performing their obligations. These factors could delay delivery of products, and contracts may provide for liquidated damages for late delivery. Unanticipated costs that cannot be passed on to customers or the payment of liquidated damages under fixed contracts would negatively impact our profits.

*Backlog may not be indicative of future revenue.* Customers may cancel or delay projects for reasons beyond our control. Orders normally contain cancellation provisions that permit our recovery of costs expended and a portion of the anticipated profit if a customer cancels an order. If a customer elects to cancel, we may not realize the full amount of revenues included in our backlog. If projects are delayed, the timing of revenues could be affected, and projects may remain in the backlog for extended periods of time. Revenue recognition occurs over longer periods of time and is subject to unanticipated delays. If we receive relatively large orders in any given quarter, fluctuations in the levels of the quarterly backlog can result

because the backlog in that quarter may reach levels that may not be sustained in subsequent quarters. For these reasons, backlog may not be indicative of future revenues.

*Our ability to conduct business outside the United States may be adversely affected by factors outside of our control, which could adversely affect net sales and profits from international sales.* For fiscal years 2011, 2010 and 2009, revenue outside the United States represented approximately 16%, 10% and 12% of our consolidated net sales, respectively. Our operations and earnings throughout the world have been and may in the future be adversely affected from time to time in varying degrees by war, political developments, foreign laws and regulations, regional economic uncertainty, political instability, restrictions, customs and tariffs, changing regulatory environments, fluctuations in foreign currency exchange rates, longer accounts receivable cycles in certain foreign countries (whether due to cultural, exchange rate or other factors), compliance with import/export laws and foreign tax laws and potential increased costs associated with overlapping tax structures. The likelihood of such occurrences and their overall effect on us vary greatly from country to country and are not predictable. These factors may result in a decline in net sales or profitability and could adversely affect our ability to expand our business outside of the United States.

*Our operating results may vary significantly from quarter to quarter, making it difficult to estimate future revenue and earnings.* Our quarterly revenues and earnings have varied in the past and are likely to vary in the future. Contracts we enter into generally stipulate customer-specific delivery terms and may have contract cycles of a year or more, which subjects them to many factors beyond our control. Furthermore, because significant portions of our operating costs are fixed, an unanticipated delay or cancellation of orders in backlog may have a significant negative impact on our quarterly operating results. Factors that could cause our operating results to vary also include new product introductions, variations in product and project mix, and delivery due date changes. Therefore, quarterly operating results may be subject to significant variations, and operating results in one quarter may not be indicative of future operating results.

*Our products are covered by warranties, and fulfilling these warranties could adversely affect our financial results.* Unanticipated warranty and other costs for defective products could adversely affect our financial condition and results of operations and reputation. We provide warranties on our products generally for terms of five years or less in the case of standard products and one year or less in the case of custom orders. In addition, in response to customer needs, we regularly offer extended warranties. These warranties require us to repair or replace faulty products and meet certain performance standards, among other customary warranty provisions. Although we continually monitor our warranty claims and provide a reserve for estimated warranty issues on an on-going basis, an unanticipated claim could have a material adverse impact on our financial results. In some cases, we may be able to subrogate a claim back to a subcontractor or supplier if the subcontractor or supplier supplied the defective product or performed the service, but this may not always be possible. The need to repair or replace products with design or manufacturing defects could temporarily delay the sale of new products, reduce profits and adversely affect our reputation.

*Product liability claims not covered by insurance could adversely affect our financial condition and results of operations.* We may be subject to product liability claims involving claims of personal injury or property damage. Although we maintain product liability insurance coverage to protect us in the event of such a claim, our coverage may not be adequate to cover the cost of defense and the potential award. Also, a well-publicized actual or perceived problem could adversely affect our reputation and reduce the demand for our products.

*Large contracts with significant customers represent a significant portion of our accounts receivable and costs and estimated earnings in excess of billings.* We closely monitor the credit worthiness of our customers and have not, to date, experienced significant credit losses. Significant portions of our sales are to customers who place large orders for custom products. We mitigate our exposure to credit risk, to some extent, by requiring deposits, payments prior to shipment, progress payments and letters of credit. However, because some of the exposure is outside of our control, unanticipated events could have a material adverse impact on our operating results.

*The amounts of our orders and net sales and our financial results will be substantially affected by whether we are awarded large contracts and the size and timing of large contracts.* The amounts of our orders and net sales and our financial results will be substantially affected by whether we are awarded large contracts, primarily in the professional and major college facilities market, the outdoor advertising niche and for large spectacles around the world and the amounts and timing of these contracts. Whether we are awarded large contracts and their timing and amount could also cause material fluctuations in our net sales and earnings. Awards of large contracts and their timing and amount are difficult to predict and are outside of our control.

*The terms and conditions of our credit facility impose restrictions on our operations, and if we default on our credit facility, it could have a material adverse effect on our results of operations and financial condition.* The terms and conditions of our credit facilities impose restrictions that limit, among other things, our ability to incur debt, merge, sell assets, make distributions (including cash dividends) and create or incur liens. The availability of credit facilities are also subject to certain covenants as explained in "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations." Our ability to comply with the covenants may be affected by events beyond our control, and we cannot assure that we will achieve operating results and maintain a financial position meeting the requirements of the credit facility. A breach of any of these covenants could result in a default under the facilities. In the event of a default, the bank could elect to declare any outstanding principal amount of the credit facilities and term debt, any and all accrued interest thereon and any and all other amounts payable under the credit facilities to be immediately due and payable, which would have an adverse effect on our results of operations and financial condition. As of April 30, 2011, we were in compliance with all financial and other covenants of our credit facilities.

*We must comply with the Foreign Corrupt Practices Act.* We are required to comply with the United States Foreign Corrupt Practices Act, which prohibits United States companies from engaging in bribery or making other prohibited payments to foreign officials for the purpose of obtaining or retaining business. Foreign companies, including some of our competitors, are not subject to these prohibitions. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices occur from time to time in many jurisdictions, including the Middle East and China. If our competitors engage in these practices, they may receive preferential treatment from the personnel of some companies or governmental agencies, giving our competitors an advantage in securing business from these companies or from government officials who might give them priority in obtaining new licenses, which would put us at a disadvantage. In addition, although we inform our personnel that such practices are illegal, we cannot assure that

our employees or other agents will not engage in such conduct for which we might be held responsible even if we are not aware of such conduct. If our employees or other agents are found to have engaged in such practices, we could suffer severe penalties.

*Our operations in the People's Republic of China ("China") subject us to risks and uncertainties relating to the laws and regulations of China.* We have offices and make sales to customers in China. Under its current leadership, the government of China has been pursuing economic reform policies, including the encouragement of foreign trade and investment and greater economic decentralization. However, the government of China may not continue to pursue such policies. Despite progress in developing its legal system, China does not have a comprehensive and highly developed system of laws, particularly with respect to foreign investment activities and foreign trade. Enforcement of existing and future laws and contracts is uncertain, and the implementation and interpretation of them may be inconsistent. As the Chinese legal system develops, the promulgation of new laws, changes to existing laws and the preemption of local regulations by national laws may adversely affect foreign investors. For example, China recently passed a unified enterprise income tax law, which changes and increases the income tax on foreign-owned facilities. China also enacted new labor laws that became effective January 1, 2008 that make it more difficult and expensive for companies to make changes in their workforce. In addition, some government policies and rules are not published or communicated in local districts in a timely manner, if they are published at all. If they are published, they may not be followed consistently by local districts. As a result, we may inadvertently operate our business in violation of new rules and policies without having any knowledge of their existence. These uncertainties could limit the legal protections available to us. Any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention.

*Our ability to satisfy any debt obligations will depend upon our future operating performance, which will be affected by prevailing economic, financial and business conditions and other factors, some of which are beyond our control.* It is anticipated that borrowings from our existing credit facilities and cash provided by operating activities should provide sufficient funds to finance our capital expenditures, working capital and otherwise meet operating expenses and debt service requirements as they become due. However, if additional capital is required, there can be no assurance that we will be able to raise such capital when needed or on satisfactory terms, if at all.

*We may make future acquisitions, which may be difficult to integrate, divert management resources, result in unanticipated costs or dilute our shareholders.* Part of our business strategy is to make acquisitions of or investments in companies businesses, products or technologies that complement our current products, enhance our market coverage or technical capabilities, or offer growth opportunities. We currently do not have any definitive agreements to acquire any company or business, and we may not be able to identify or complete any acquisition in the future. Additional risks associated with acquisitions include the following:

- it may be difficult to integrate the purchased company, products, businesses or technologies into our own business;
- we may incur substantial unanticipated integration costs;
- it may be difficult, time-consuming and costly to integrate management information and accounting systems of an acquired business into our current systems;
- assimilating the acquired businesses may divert significant management attention and financial resources from our other operations and could disrupt our ongoing business;
- we may enter markets in which we have limited prior experience;
- acquisitions could result in the loss of key employees, particularly those of the acquired operations;
- we may have difficulty retaining or developing the acquired businesses' customers;
- acquisitions could adversely affect our existing business relationships with suppliers and customers;
- we may fail to realize the potential cost savings or other financial benefits and/or the anticipated strategic benefits of the acquisitions; and
- we may incur liabilities from the acquired businesses for infringement of intellectual property rights or other claims, and we may not be successful in seeking indemnification for such liabilities or claims.

In connection with these acquisitions or investments, we could incur debt, recognize amortization expenses related to intangible assets, recognize large and immediate write-offs, assume liabilities, or issue stock that would dilute our current shareholders' percentage of ownership. We may not be able to complete acquisitions or integrate the operations, products or personnel gained through any such acquisition without a material adverse effect on our business, financial condition and results of operations.

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*Our business is partially subject to risks of terrorist acts and, to a lesser degree, acts of war.* Terrorist acts and, to a lesser degree, acts of war, may disrupt our operations as well as the operations of our customers. Such acts have created an interruption of orders and delays in orders already booked, primarily in sports facilities and destination sites. Any future terrorist activities and, to a lesser degree, acts of war, could create additional uncertainties, forcing customers to further reduce or delay their spending or cancel or delay already planned projects, which could have a material adverse impact on our business, operating results and financial condition.

*Our common stock has at times been thinly traded, which may result in low liquidity and price volatility.* The daily trading volume of our common stock has at times been relatively low. If this were to occur in the future, the liquidity and appreciation of our common stock may not meet shareholders' expectations, and the prices at which our stock trades may be volatile. The market price of our common stock could be adversely impacted as a result of sales by existing shareholders of a large number of shares of common stock in the market or by the perception that such sales could occur.

*We may fail to continue to attract, develop and retain key management and other key employees, which could negatively impact our operating results.* We depend on the performance of our senior management team and other key employees. The loss of certain members of our senior management, including our Chief Executive Officer, could negatively impact our operating results and ability to execute our business strategy. Our future success will also depend in part upon our ability to attract, train, motivate and retain qualified personnel. We do not have employment agreements with the executive officers or other employees, but we do maintain key person life insurance on the lives of our Chairman of the Board and our Chief Executive Officer.

*We may be unable to protect our intellectual property rights.* We rely on a variety of intellectual property rights that we use in our products and services. We may not be able to successfully preserve our intellectual property rights in the future, and these rights could be invalidated, circumvented or challenged. In addition, the laws of some foreign countries in which our products and services have been or may be sold do not

protect intellectual property rights to the same extent as the laws of the United States. A failure to protect proprietary information and any successful intellectual property challenges or infringement proceedings against us could materially and adversely affect our competitive position. In addition, even if we are successful in protecting our intellectual property rights or defending ourselves against a claim of infringement, any related dispute or litigation could be costly and time-consuming and divert management's attention from business.

*We may be sued by third parties for alleged infringement of their proprietary rights, which could be costly, time-consuming and limit our ability to use certain technologies in the future.* As the size of our markets increases and our product offerings continue to evolve and become more sophisticated, we are more likely to be subject to claims that our technologies infringe upon the intellectual property or other proprietary rights of third parties. Any such claims, with or without merit, could be time consuming and expensive, and could divert our management's attention away from the execution of our business plan. Moreover, any settlement or adverse judgment resulting from a claim could require us to pay substantial amounts or obtain a license to continue to use the technology that is the subject of the claim, or otherwise restrict or prohibit our use of the technology. There can be no assurance that we would be able to obtain a license from the third party asserting the claim on commercially reasonable terms, if at all; that we would be able to develop alternative technology on a timely basis, if at all; or that we would be able to obtain a license to use a suitable alternative technology to permit us to continue offering, and our customers to continue using, our affected product. In addition, we may be required to indemnify our customers' partners for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling in such a claim. An adverse determination could also prevent us from offering our products to others. Infringement claims asserted against us or our vendors may have a material adverse effect on our business, results of operations or financial condition.

*We maintain inventory that is subject to obsolescence and write downs to the extent it is replaced through product enhancements or advances in technology.* As a result of our products being subject to continuous enhancements and design changes, inventory held by us is subject to the risk of obsolescence and excess levels that may not be saleable. Losses incurred as a result could have an adverse impact on our future profits.

*We may not be able to utilize our capacity efficiently or accurately plan our capacity requirements, which may negatively affect our business and operating results.* We increase our production capacity and the overhead that supports production based on anticipated market demand. Market demand, however, has not always developed as expected or remained at a consistent level. The underutilization that can result decreases our profitability. For example, in fiscal 2007 and 2008, market demand for our products was increasing rapidly, resulting in expanding our capacity. In the second half of fiscal 2009, net sales were below our expectations primarily due to a decline of orders in our Commercial and International business units. This resulted in underutilization of our manufacturing capacity. As a result, our profitability also was below our expectations.

The following factors complicate accurate capacity planning for market demand:

- changes in the demand for and mix of products our customers buy;
- our ability to add and train our manufacturing staff in advance of demand;
- the market's pace of technological change;
- variability in our manufacturing productivity; and
- long lead times for most of our plant and equipment expenditures, requiring major financial commitments well in advance of actual production requirements.

A deterioration of our business could result in underutilization of our manufacturing capacity, and we may need to impair certain assets in the future. Our inability to plan our capacity requirements accurately and efficiently utilize our production capacity, or our failure to put in place the technologies and capacity necessary to meet market demand, could adversely affect our business, financial condition and results of operations.

*We depend on single-source suppliers for some of the raw materials used in the manufacture of our products.* We obtain some of our raw materials, including, but not limited to, LEDs, power supplies, circuit boards and plastics, from a limited number of suppliers. If we cannot obtain some key raw materials from our suppliers, we cannot assure that the raw materials will be readily available from other suppliers, that other suppliers will agree to supply the materials to us on terms that are as favorable as the terms we currently receive, or that the raw materials from any other suppliers will be of adequate and consistent quality. Although we believe our supply of raw materials currently is adequate for the needs of our business, we cannot assure you that new sources of supply will be available when needed. Any interruption in our supply of raw materials could have a material adverse effect on our ability to manufacture our products until a new source of supply is located and, therefore, could have a material adverse effect on our business, financial condition and results of operations.

*General price increases or significant shortages of raw materials and components could adversely affect our operating margin.* We purchase large quantities of raw materials and components, including, but not limited to, aluminum, LEDs, power supplies, circuit boards and various other electronic components. Materials comprise the largest component of costs, representing nearly 74% of the cost of sales in fiscal 2011. Unless, to the extent described above, we have multiple sources of supply for many of our raw materials, significant shortages could disrupt the supply of raw materials. Further increases in the price of these raw materials and components could further increase our product costs and materially adversely affect margins. Although we attempt to pass along increased costs in the form of price increases to customers, we may decide not to do so for competitive reasons. Even when our price increases are successful, the timing of such price increases may lag significantly behind the incurrence of higher costs. As of June 2011, there were no material parts shortages in the market place that were impacting our business; however, the lead times from suppliers has in some cases increased, and we continue to monitor events which could lead to disruptions and price increases, such as the earthquake in Japan in March 2011.

*If our internal control over financial reporting is found to be inadequate, our financial results may not be accurate, raising concerns for investors and potentially adversely affecting our stock price.* Under Section 404 of the Sarbanes-Oxley Act of 2002, we are required to evaluate and determine the effectiveness of our internal controls over financial reporting. We have dedicated a significant amount of time and resources to ensure compliance with this legislation for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009 and will continue to do so for future periods. We may encounter problems or delays in completing the review and evaluation, the implementation of improvements, and the receipt of a positive attestation, or any attestation at all, from our independent registered public accounting firm. In addition, our assessment of our internal controls may identify deficiencies that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors and therefore adversely affect our stock price.

*Our manufacturing would be interrupted if we were unable to use one of our manufacturing facilities.* We manufacture most of our products in two locations in South Dakota and one in Minnesota. In addition, we are increasing the amount of product manufactured in our China facility. If any of these facilities, or a part thereof, were to be destroyed, shut down or unable to be used for its intended purposes, we would be limited in our capacity to meet customer demands until a replacement facility and equipment, if necessary, was found. The replacement of the manufacturing facility could take an extended amount of time before manufacturing operations could restart. The delay engendered by, and the potential cost incurred in, these steps could have a material adverse effect on our business, financial condition and results of operations.

*The protections we have adopted may discourage takeover offers favored by our shareholders.* We have adopted, and there are available under the South Dakota Business Corporation Act ("SD Act"), several provisions that could have the effect of discouraging takeover offers. Of the 120,000,000 shares of capital stock authorized in our articles of incorporation, 5,000,000 shares are undesignated. Our Board of Directors may issue the undesignated shares on terms and with the rights, preferences and designations determined by the Board without shareholder action, which could be used to discourage takeover attempts. Our articles of incorporation provide for a classified board consisting of three classes of directors. A classified board generally makes it more difficult to replace directors and to acquire our company. We have adopted a shareholder rights plan that provides for the exercise of preferred share purchase rights when a person becomes the beneficial owner of 20% or more of our outstanding common stock (subject to certain exceptions). In addition, we are governed by the anti-takeover provisions of the current SD Act, which may deny shareholders the receipt of a premium on their common stock, which in turn have a depressive effect on the market price of the common stock. In general, shares of a corporation acquired in a "control share acquisition," as defined in the SD Act, have no rights unless voting rights are approved in a prescribed manner. There are also provisions that prohibit a public South Dakota corporation from engaging in a "business combination," as defined in the SD Act, with an "interested shareholder," as defined in the SD Act, for a period of four years after the date of the transaction in which the person became an interested shareholder unless the business combination is approved in a prescribed manner. The SD Act also limits the voting rights of shares acquired in specified types of acquisitions and restricts specified types of business combinations. The existence or issuance of "blank check" stock, the classified Board, the existence of our shareholder rights plan and the effect of the anti-takeover provisions of the SD Act, individually or in the aggregate, may discourage potential takeover attempts and delay, deter or prevent a change in control. They also may make the removal of management more difficult, which could deprive our shareholders of opportunities to sell their shares at prices higher than prevailing market prices.

*Significant changes in the market price of our common stock could result in securities litigation claims against us.* Significant price and value fluctuations have occurred with respect to the publicly-traded securities of technology companies generally. The price of our common stock has changed significantly in the past and is likely to continue to experience significant changes in the future. In the past, securities litigation claims have been filed against certain companies following a period of decline in the market price of their publicly-traded securities. We may be the target of similar securities litigation claims in the future. Risks associated with litigation often are difficult to assess or quantify, and their existence and magnitude can remain unknown for significant periods of time. Although we maintain directors' and officers' insurance, the amount of insurance coverage may not be sufficient to cover a claim, and the continued availability of this insurance cannot be assured. Future litigation, if any, may result in substantial costs and divert management's attention and resources, which could materially adversely affect our results of operations, financial condition and liquidity.

*Difficult conditions in the capital, credit and commodities markets and in the overall economy could continue to materially adversely affect our financial position, results of operations and cash flow, and we do not know if these conditions will improve in the near future.* Our financial position, results of operations and cash flow could continue to be materially adversely affected by the current and continuing difficult conditions and volatility in the capital, credit and commodities markets and in the overall worldwide economy. These factors, combined with the prior declines in business and consumer confidence and higher unemployment, have precipitated a worldwide economic slowdown. Although these conditions appear to have improved, the continuing impact that these factors might have on us and our business is uncertain and cannot be predicted at this time. Current economic conditions have accentuated each of the risks described in this Annual Report on Form 10-K and magnified their potential negative effect on us and our business. The difficult conditions in these markets and the overall economy affect our business in a number of ways. For example:

- Although we believe we have sufficient liquidity under our credit agreement with a bank to run our business, under extreme market conditions, there can be no assurance that such funds would be available or sufficient and, in such a case, we may not be able to successfully obtain additional financing on favorable terms, or at all.
- Market volatility has exerted downward pressure on our stock price, which may make it more difficult for us to raise additional capital in the future.
- Economic conditions could continue to result in our customers experiencing financial difficulties or electing to limit spending because of the declining economy, which may result in decreased net sales and earnings for us.
- Economic conditions combined with the weakness in the credit markets could continue to lead to increased price competition for our products, increased risk of excess and obsolete inventories and higher overhead costs as a percentage of revenue.
- If the markets in which we participate experience further economic downturns, as well as a slow recovery period, this could continue to negatively impact our sales and revenue generation, margins and operating expenses, and consequently have a material adverse effect on our business, financial condition and results of operations.

We do not know if market conditions or the state of the overall economy will improve in the near future or when or how quickly improvement will occur.

*Circumstances could arise in which our goodwill and intangible assets could become impaired, causing us to recognize substantial non-cash impairment charges, which would adversely affect our financial results.* We have pursued and will continue to seek potential acquisitions to complement and expand our existing businesses, increase our revenues and profitability, and expand our markets. As a result of prior acquisitions, we have goodwill and intangible assets recorded on our balance sheet as described in the notes to the consolidated financial statements contained elsewhere in this Report. We will continue to evaluate the recoverability of the carrying amount of our goodwill and intangible assets on an ongoing basis, and we may incur substantial non-cash impairment charges, which would adversely affect our financial results. There can be no assurance that the outcome of such reviews in the future will not result in substantial impairment charges. Impairment assessment inherently involves judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact our assumptions as to prices, costs, holding periods or other factors that may result in changes in our estimates of future cash flows. Although we believe the assumptions we used in testing for impairment are reasonable, significant changes in any one of our assumptions could produce a significantly different result. A decline in our market capitalization or in our estimated forecasted discounted cash flows also could

result in an impairment of our goodwill and intangible assets. A non-cash impairment charge could materially and adversely affect the net income for the reporting period in which it is recorded.

*Our data systems could fail or their security could be compromised.* Our business operations depend on the reliability of sophisticated data systems. Any failure of these systems, or any breach of our systems' security measures, could adversely affect our operations, at least until our data can be restored and/or the breaches remediated.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

Our principal real estate properties are located in areas we deem necessary to meet sales, service and operating requirements. We consider all of the properties to be both suitable and adequate to meet current and near-term operating requirements.

As of April 30, 2011, we leased approximately 19 facilities throughout the United States and 11 facilities outside the United States for sales and service offices. We also leased one facility in Sioux Falls, South Dakota, comprising approximately 140,000 square feet. The lease contains an option to purchase the building from January 1, 2015 through December 31, 2016. Our China subsidiary leases approximately 90,500 square feet in a building in Shanghai for sales, service and manufacturing. The majority of the remaining sales and service offices located throughout the United States, Canada, Europe and China are small offices, generally consisting of less than 10,000 square feet leased under operating leases. These lease obligations expire on various dates, with the longest commitment extending to fiscal 2016. We believe all of our leases will be renewable at market terms in our discretion as they become due or that suitable alternative space will be available to lease under similar terms and conditions.

We own various buildings in Brookings, South Dakota, totaling approximately 1,000,000 square feet, and a building in Redwood Falls, Minnesota, totaling approximately 100,000 square feet.

**Item 3. LEGAL PROCEEDINGS**

We are involved in a variety of legal actions relating to various matters that arise in the normal course of business. Although we are unable to predict the ultimate outcome of these legal actions, it is the opinion of management that the disposition of these matters, taken as a whole, will not have a material adverse effect on our financial condition or results of operations.

**Item 4. [REMOVED AND RESERVED]**

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock currently is quoted on The NASDAQ Global Select Market under the symbol "DAKT." As of June 3, 2011, we had 876 shareholders of record. Following are the high and low sales prices for our common stock for each quarter within the last two fiscal years.

	Fiscal Year 2011		Fiscal Year 2010	
	High	Low	High	Low
1 <sup>st</sup> Quarter	\$ 8.96	\$ 7.30	\$ 9.88	\$ 7.00
2 <sup>nd</sup> Quarter	11.01	7.30	9.50	7.36
3 <sup>rd</sup> Quarter	17.30	10.83	9.56	7.20
4 <sup>th</sup> Quarter	16.45	9.91	9.29	7.06

On June 2, 2011 our Board of Directors declared a dividend of \$0.11 per share payable on June 24, 2011 to holders of record of our common stock on June 13, 2011.

On September 17, 2010 our Board of Directors declared a special dividend of \$0.50 per share payable on October 14, 2010 to holders of record of our common stock on September 30, 2010.

On June 3, 2010, our Board of Directors declared a dividend of \$0.10 per share payable on June 25, 2010 to holders of record of our common stock on June 14, 2010.

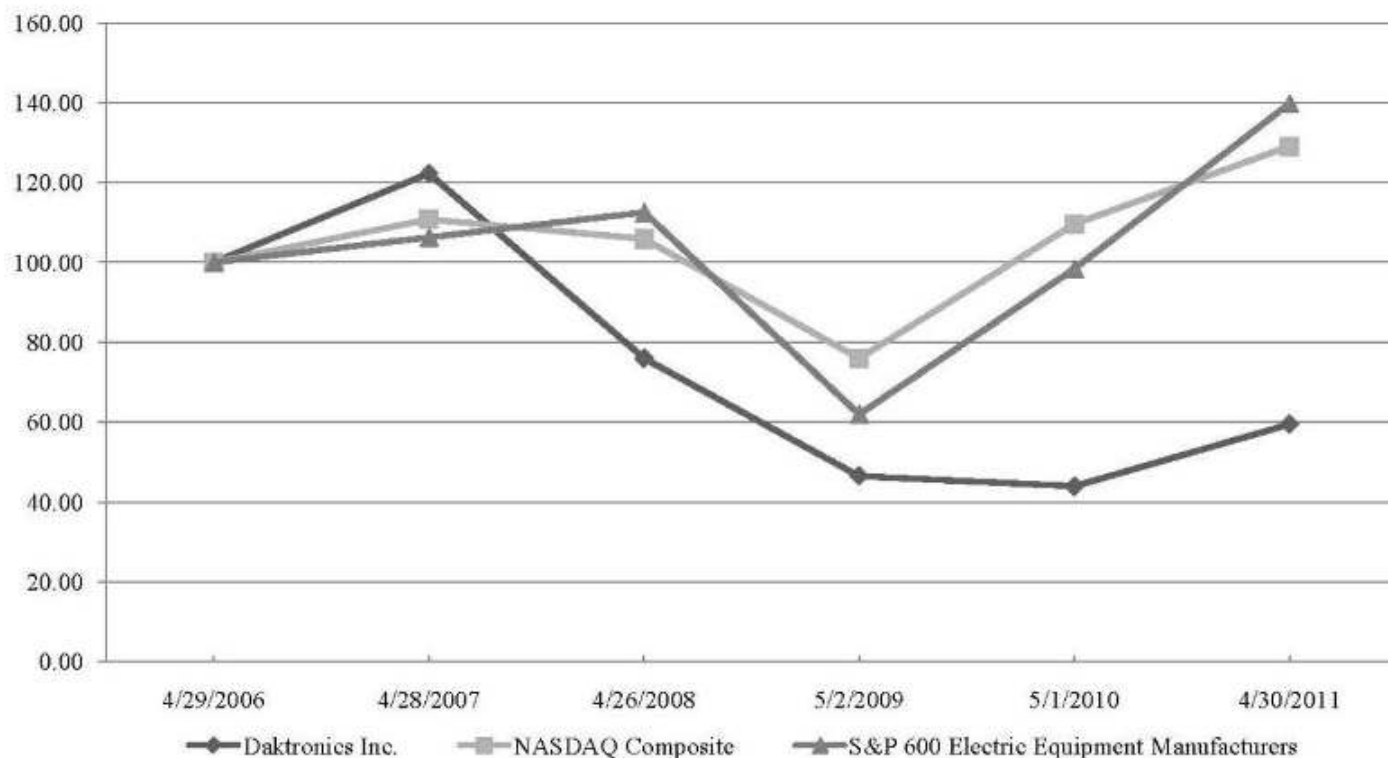
Although we expect to continue to pay annual dividends for the foreseeable future, any and all subsequent dividends will be reviewed, determined and declared by the Board in its discretion. In addition, our credit facility imposes limitations on our ability to pay dividends as further described in "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources."

**Performance Graph**

The following graph shows changes during the period from April 29, 2006 to April 30, 2011 in the value of \$100 invested in: (1) our common stock; (2) The NASDAQ Composite; and (3) the Standard and Poor's 600 Index for Electronic Equipment Manufacturers. The values of each investment as



of the dates indicated are based on share prices plus any dividends in cash, with the dividends reinvested on the date they were paid. The calculations exclude trading commissions and taxes.



#### Item 6. SELECTED FINANCIAL DATA (in thousands, except per share data)

The table below provides selected historical financial data, which should be read in conjunction with the financial statements and the notes to the financial statements and “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which are included elsewhere in this Report. The statement of operations data for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009 and the balance sheet data at April 30, 2011 and May 1, 2010 are derived from, and are qualified by reference to, the audited financial statements included elsewhere in this Report. The statement of operations data for the fiscal years ended April 26, 2008 and April 28, 2007 and the balance sheet data at May 2, 2009, April 26, 2008 and April 28, 2007 are derived from audited financial statements not included in this Report.

	2011	2010	2009	2008	2007
<b>Statement of Operations Data:</b>					
Net sales	\$ 441,676	\$ 393,185	\$ 580,681	\$ 499,677	\$ 433,201
Operating income (loss)	19,527	(6,730)	42,617	38,243	36,915
Net income (loss)	14,244	(6,989)	26,428	26,213	24,427
Diluted earnings (loss) per share	0.34	(0.17)	0.64	0.63	0.59
<b>Weighted average diluted</b>					
shares outstanding	42,277	40,908	41,152	41,337	41,311
<b>Balance Sheet Data:</b>					
Working capital	\$ 128,160	\$ 118,625	\$ 104,542	\$ 62,545	\$ 45,043
Total assets	327,847	305,851	324,876	294,479	265,850
Total long-term liabilities	15,083	14,358	10,536	8,074	9,060
Total shareholders' equity	203,102	207,053	211,911	183,253	153,708
Cash dividends per share	0.60	0.095	0.09	0.07	0.06

#### Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion highlights the principal factors affecting changes in our financial condition and results of operations. This discussion should be read in conjunction with the accompanying Consolidated Financial Statements and notes to Consolidated Financial Statements.

##### OVERVIEW

We design, manufacture and sell a wide range of display systems to customers in a variety of markets throughout the world. We focus our sales and marketing efforts on markets, geographical regions and products. The primary five markets consist of Live Events, Commercial, Schools and Theatres, International and Transportation.

Our net sales and profitability historically have fluctuated due to the impact of large product orders, such as display systems for professional sport facilities and colleges and universities, as well as the seasonality of the sports market. Net sales and gross profit percentages also have fluctuated due to other seasonality factors, including the impact of weather and holidays, which primarily affect our third quarter. Our gross margins on large product orders tend to fluctuate more than those for smaller standard orders. Large product orders that involve competitive bidding and substantial subcontract work for product installation generally have lower gross margins. Although we follow the percentage of completion method of

recognizing revenues for large custom orders, we nevertheless have experienced fluctuations in operating results and expect that our future results of operations will be subject to similar fluctuations.

Orders are booked and included in backlog only upon receipt of a firm contract and after receipt of any required deposits. As a result, certain orders for which we have received binding letters of intent or contracts will not be booked until all required contractual documents and deposits are received. In addition, order bookings can vary significantly as a result of the timing of large orders.

We operate on a 52 to 53 week fiscal year, with our fiscal year ending on the Saturday closest to April 30 of each year. When April 30 falls on a Wednesday, the fiscal year ends on the preceding Saturday. The years ended April 30, 2011, May 1, 2010 and May 2, 2009 consisted of 52, 52 and 53 weeks, respectively. Within each fiscal year, each quarter is comprised of 13 week periods following the beginning of each fiscal year. In each 53 week year, each of the last three quarters is comprised of a 13 week period, and an additional week is added to the first quarter of that fiscal year.

For a summary of recently issued accounting pronouncements and the effects of those pronouncements on our financial results, refer to Note 1 of the notes to our Consolidated Financial Statements, which are included elsewhere in this report, and the section of this Item 7 entitled "Recent Accounting Pronouncements."

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The following discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate our estimates, including those related to estimated total costs on long-term construction-type contracts, estimated costs to be incurred for product warranties and extended maintenance contracts, bad debts, excess and obsolete inventory, income taxes, stock-based compensation and contingencies. Our estimates are based 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 that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies require significant judgments and estimates in the preparation of our consolidated financial statements:

*Revenue recognition on long-term construction-type contracts.* Earnings on construction-type contracts are recognized on the percentage-of-completion method, measured by the percentage of costs incurred to date to estimated total costs for each contract. Contract costs include all direct material and labor costs and those indirect costs related to contract performance. Indirect costs include charges for such items as facilities, engineering, and project management. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are capable of being estimated. Generally, construction-type contracts we enter into have fixed prices established, and to the extent the actual costs to complete construction-type contracts are higher than the amounts estimated as of the date of the financial statements, the resulting gross margin would be negatively affected in future quarters when we revise our estimates. Our practice is to revise estimates as soon as such changes in estimates are known. We do not believe there is a reasonable likelihood that there will be a material change in future estimates or assumptions we use to determine these estimates. We combine contracts for accounting purposes when they are negotiated as a package with an overall profit margin objective, essentially represent an agreement to do a single project for a customer, involve interrelated construction activities, and are performed concurrently or sequentially. When a group of contracts is combined, revenue and profit are earned uniformly over the performance of the combined projects. We segment revenues in accordance with contract segmenting criteria in Accounting Standards Codification ("ASC") 650-35, *Construction-Type and Production-Type Contracts*.

*Allowance for doubtful accounts.* We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. To identify impairment in customers' ability to pay, we review aging reports, contact customers in connection with collection efforts and review other available information. Although we consider our allowance for doubtful accounts adequate, if the financial condition of our customers were to deteriorate and impair their ability to make payments to us, additional allowances may be required in future periods. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to determine the allowance for doubtful accounts. As of April 30, 2011 and May 1, 2010, we had an allowance for doubtful accounts balance of approximately \$2.5 million and \$2.6 million, respectively.

*Warranties.* We have recognized a reserve for warranties on our products equal to our estimate of the actual costs to be incurred in connection with our performance under the warranties. Generally, estimates are based on historical experience taking into account known or expected changes. If we would become aware of an increase in our estimated warranty costs, additional reserves may become necessary, resulting in an increase in costs of goods sold. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to determine our reserve for warranties. As of April 30, 2011 and May 1, 2010, we had approximately \$23.0 million and \$18.9 million reserved for these costs, respectively.

*Extended warranty and product maintenance.* We recognize deferred revenue related to separately priced extended warranty and product maintenance agreements. The deferred revenue is recognized ratably over the contractual term. If we would become aware of an increase in our estimated costs under these agreements in excess of our deferred revenue, additional reserves may be necessary, resulting in an increase in costs of goods sold. In determining if additional reserves are necessary, we examine cost trends on the contracts and other information and compare that to the deferred revenue. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to determine estimated costs under these agreements. As of April 30, 2011 and May 1, 2010, we had \$13.3 million and \$12.1 million of deferred revenue related to separately priced extended warranty and product maintenance agreements, respectively.

*Inventory.* Inventories are stated at the lower of cost or market. Market refers to the current replacement cost, except that market may not exceed the net realizable value (that is, estimated selling price in the ordinary course of business less reasonably predictable costs of completion and disposal),

and market is not less than the net realizable value reduced by an allowance for normal profit margins. In valuing inventory, we estimate market value where it is believed to be the lower of cost or market, and any necessary changes are charged to costs of goods sold in the period in which they occur. In determining market value, we review various factors such as current inventory levels, forecasted demand and technological obsolescence. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate the estimated market value of inventory. However, if market conditions change, including changes in technology, product components used in our products or in expected sales, we may be exposed to unforeseen losses that could be material.

*Income taxes.* As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating the actual current tax expense, as well as assessing temporary differences in the treatment of items for tax and financial reporting purposes. These timing differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income in each jurisdiction, and to the extent we believe that recovery is not likely, a valuation allowance must be established. We review deferred tax assets, including net operating losses, and for those not expecting to be realized, we have recognized a valuation allowance. If our estimates of future taxable income are not met, a valuation allowance for some of these deferred tax assets would be required. We believe that we will generate taxable income in future years which will allow for realization of deferred tax assets. Realization of the deferred tax assets would require approximately \$25 million of taxable income, which we believe is achievable.

We operate within multiple taxing jurisdictions, both domestic and international, and are subject to audits in these jurisdictions. These audits can involve complex issues, including challenges regarding the timing and amount of deductions and the allocation of income amounts to various tax jurisdictions. At any one time, multiple tax years are subject to audit by various tax authorities.

We record our income tax provision based on our knowledge of all relevant facts and circumstances, including the existing tax laws, the status of any current examinations and our understanding of how the tax authorities view certain relevant industry and commercial matters. In evaluating the exposures associated with our various tax filing positions, we record reserves for probable exposures consistent with ASC 740, *Income Taxes*. A number of years may elapse before a particular matter for which we have established a reserve is audited and fully resolved or clarified. We adjust our income tax provision in the period in which actual results of a settlement with tax authorities differs from our established reserve, when the statute of limitations expires for the relevant taxing authority to examine the tax position, or when more information becomes available. Our tax contingencies reserve contains uncertainties because management is required to make assumptions and apply judgment to estimate the exposure associated with our various filing positions. We believe that any potential tax assessments from various tax authorities that are not covered by our income tax provision will not have a material adverse impact on our consolidated financial position, results of operations or cash flow.

We have not recorded U.S. deferred income taxes on certain of our non-U.S. subsidiaries' undistributed earnings, as such amounts are intended to be reinvested outside the United States indefinitely. However, should we change our business and tax strategies in the future and decide to repatriate a portion of these earnings to one of our U.S. subsidiaries, including cash maintained by these non-U.S. subsidiaries, additional U.S. tax liabilities would be incurred. It is not practical at this time to estimate the amount of additional U.S. tax liabilities we would incur.

Some of the countries in which we are located allow tax holidays or provide other tax incentives to attract and retain business. We have obtained holidays or other incentives where available and practicable. Our taxes could increase if certain tax holidays or incentives are retracted (which in some cases could occur if we fail to satisfy the conditions on which such holidays or incentives are based), they are not renewed upon expiration, or tax rates applicable to us in such jurisdictions are otherwise increased. It is anticipated that tax holidays and incentives with respect to our Chinese operations will expire within the next three years. However, due to the possibility of changes in existing tax law and our operations, we are unable to predict how these expirations will impact us in the future. In addition, any acquisitions may cause our effective tax rate to increase, depending on the jurisdictions in which the acquired operations are located.

*Asset Impairment:* Carrying values of goodwill and other intangible assets with indefinite lives are reviewed at least annually for possible impairment in accordance with ASC 350, *Intangibles - Goodwill and Other*. Our 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. We use our 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.

Carrying values for long-lived tangible assets and definite-lived intangible assets, excluding goodwill and indefinite-lived intangible assets, are reviewed for possible impairment as circumstances warrant in connection with ASC 360-10-05-4, *Impairment or Disposal of Long-Lived Assets*.

Impairment reviews are conducted when we believe 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, future volume, revenue and expense growth rates, and discount rates.

*Stock-based compensation:* We use the Black-Scholes standard option pricing model ("Black-Scholes model") to determine the fair value of stock options and stock purchase rights. The determination of the fair value of the awards on the date of grant using the Black-Scholes model is affected by our stock price as well as by assumptions regarding other variables, including projected employee stock option exercise behaviors, risk-free interest rate, expected volatility of our stock price in future periods and expected dividend yield.

We analyze historical employee exercise and termination data to estimate the expected life assumption of a new employee option. We believe that historical data currently represents the best estimate of the expected life of a new employee option. The risk-free interest rate we use is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected life of the options. We estimate the expected volatility of our stock price in future periods by using the implied volatility in market traded options. Our decision to use expected volatility was based on the availability of actively traded options for our common stock and our assessment that expected volatility is more representative of future stock price trends than the historical volatility of our common stock. We use an expected dividend yield consistent with our dividend yield over the period of time we have paid dividends in the Black-Scholes option valuation model. The amount of stock-based compensation expense we recognize during a period is based on the portion of the awards that are ultimately expected to vest. We estimate pre-vesting option forfeitures at the time of grant by analyzing historical data, and we revise those estimates in subsequent periods if actual forfeitures differ from those estimates.

If factors change and we employ different assumptions for estimating stock-based compensation expense in future periods or if we decide to use a different valuation model, the expense in future periods may differ significantly from what we have recorded in the current period and could materially affect our net earnings and net earnings per share in a future period.

## Results of Operations

The following table sets forth the percentage of net sales represented by items included in our Consolidated Statements of Operations for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
Net sales	100.0 %	100.0 %	100.0 %
Cost of goods sold	74.8 %	76.0 %	73.3 %
Gross profit	25.2 %	24.0 %	26.7 %
Total operating expenses	20.8 %	25.7 %	19.4 %
Operating income (loss)	4.4 %	(1.7) %	7.3 %
Interest income (expense), net	0.4 %	0.3 %	0.3 %
Other income (expense), net	0.2 %	(0.7) %	(0.5) %
Income (loss) before income taxes	5.0 %	(2.1) %	7.1 %
Income tax expense (benefit)	1.8 %	(0.3) %	2.6 %
Net income (loss)	3.2 %	(1.8) %	4.5 %

## Net Sales

The following table sets forth net sales and orders by business unit for fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009:

	Year Ended					
	April 30, 2011		May 1, 2010		May 2, 2009	
Net Sales:	Amount	Percent Change	Amount	Percent Change	Amount	
Commercial	\$ 112,515	22.5 %	\$ 91,860	(41.1) %	\$ 155,851	
Live Events	161,572	1.5	159,229	(40.9)	269,650	
Schools & Theatres	62,310	(0.9)	62,878	(5.4)	66,444	
Transportation	45,215	11.7	40,481	18.1	34,289	
International	60,064	55.1	38,737	(28.9)	54,447	
	<u>\$ 441,676</u>	12.3 %	<u>\$ 393,185</u>	(32.3) %	<u>\$ 580,681</u>	
Orders:						
Commercial	\$ 115,820	23.4 %	\$ 93,833	(30.7) %	\$ 135,316	
Live Events	152,851	(1.7)	155,509	(37.1)	247,296	
Schools & Theatres	61,995	(0.8)	62,493	(1.1)	63,173	
Transportation	43,878	(4.5)	45,968	2.8	44,707	
International	65,318	37.6	47,482	25.1	37,960	
	<u>\$ 439,862</u>	8.5 %	<u>\$ 405,285</u>	(23.3) %	<u>\$ 528,452</u>	

### Fiscal Year 2011 as compared to Fiscal Year 2010

**Commercial Business Unit.** The Commercial business unit is comprised of the reseller and national account business, which includes primarily our Galaxy® and GalaxyPro® displays and large custom contracts for commercial facilities, and the outdoor advertising business, which is primarily sales of our digital billboard technology to outdoor advertising companies.

Net sales in our outdoor advertising business, which is a component of the Commercial business unit, were up 65% compared to fiscal 2010. Orders in the outdoor advertising business were up approximately 108% in fiscal 2011, compared to fiscal 2010. In addition to better economic conditions in fiscal 2011 compared to fiscal 2010 for outdoor advertisers, during the first quarter of fiscal 2011, we were successful in earning back business from a large outdoor advertising company that had not placed significant orders with us during fiscal 2010. During the second quarter of fiscal 2011, two of the large outdoor advertising companies in the United States announced their plans for an increase in digital billboard deployments beginning

in the first calendar quarter of 2011. These plans, in addition to the improving economy benefiting other outdoor advertising companies, have caused both orders and sales to rise. We also believe that our ability to maintain our market share as we earned back a large customer has been helped by the industry's acceptance of our Series 4000 digital billboard product. Although the number of digital displays deployed in calendar 2011 may approximate numbers we experienced on an annual basis prior to the economic downturn, the ultimate level of net sales dollars will be significantly lower than at that time due to the lower unit selling prices for digital billboards.

It is important to note that the outdoor advertising business has a number of constraints in addition to the current economic conditions, primarily the challenges of achieving adequate returns on investments on digital displays, which limit locations suitable for digital displays, and regulatory constraints, which limit where displays can be installed. Furthermore, a large part of our business in this area is obtained from two customers, and therefore a loss of one of those customers could have a significant adverse impact on this portion of our business.

Net sales in the reseller portion of the Commercial business unit increased by approximately 14% in fiscal 2011 compared to fiscal 2010, while orders increased by approximately 15%. The increase in both orders and net sales has been primarily driven by an increase in the large contract portion of this business, which includes spectaculars and other large video display systems. This has been augmented by the introduction of our architectural lighting products which we expect to help drive increased sales. Our standard product sales and services business were up slightly, which we attribute to improving economic conditions. The level of large custom contract orders and sales in this niche is subject to volatility as described in prior filings, and therefore orders could decline in future periods, although we continue to see a growing number of opportunities. Furthermore, this business unit is sensitive to economic conditions, and the future performance of this business unit will vary based on these conditions.

As a result of the worsening economic and credit environments in early fiscal 2009, the competitive pressures in the Commercial business unit increased as competitors went after fewer opportunities. This competitive pressure has continued to put considerable pricing pressure on all aspects of this business unit. In addition to these competitive pressures, the current economic conditions have caused many customers to hold off or delay orders. These factors have also had an adverse impact on our gross margins.

Subject to the foregoing, our Commercial business unit generally benefits from increasing product acceptance, lower cost of displays, our distribution network and a stronger advertising market.

In the past, the seasonality of the outdoor advertising niche has been a factor in the fluctuation of our net sales over the course of a fiscal year because the deployment of displays slows in the winter months in the northern United States. Generally, seasonality is not a material factor in the rest of the Commercial business.

*Live Events Business Unit.* The changes in net sales and orders for the Live Events business unit for fiscal 2011 as compared to fiscal 2010 was the result of a number of factors. The most significant positive factor was the improvement in orders for professional baseball facilities. We were awarded over \$20 million in contracts exceeding \$3 million for major league baseball facilities during the second and third quarters of fiscal 2011 compared to none for the same periods in fiscal 2010. These baseball contracts, plus one additional contract booked in late fiscal 2010, contributed over \$27.0 million in net sales in fiscal 2011. This increase from the baseball contracts was offset by a decline in large contracts over \$5 million in fiscal 2011 compared to fiscal 2010. Net sales on contracts in excess of \$5 million declined from \$37.3 million in fiscal 2010 to \$34.8 million in fiscal 2011. The decline is primarily due to decreasing new construction projects as discussed in prior filings.

Since the third quarter of fiscal 2010, when the economy caused a significant decline in orders and sales in the Live Events business unit, we have begun to see some improvement in this business unit. In spite of this improvement, the growth outlook for orders related to the fall sports facilities remains uncertain. As described below, a portion of this concern is due to the current labor situation in professional sports. We believe that the economy, as well as the competitive factors described below, are still impacting this business adversely. As we progress through the first quarter of fiscal 2012, we should obtain greater clarity on the fall sports business performance and fiscal year 2012 as a whole.

Beginning in the fourth quarter of fiscal 2009, we began to see more significant competitive pressure in the Live Events marketplace. We believe that this pressure continues to hurt gross profit margins. In addition, over the next 12 months, a number of professional sports leagues are expected to be renegotiating labor contracts with players, which could negatively impact orders during this period. Until these pressures are reduced or eliminated, they are likely to adversely affect our ability to book orders and our gross profit margin. Partially offsetting this impact on gross margin has been the impact of the lower cost of our equipment resulting from our new product offerings. These factors, primarily the competitive factors, make it difficult to forecast orders and net sales in the Live Events business unit for fiscal 2012. Although our Live Events business is typically resistant to economic conditions, the severity of the current economic environment impacts this business. However, over the long term, we expect to see growth, assuming that the economy continues to improve and we are successful at counteracting competitive pressures.

Our expectations regarding additional growth over the long term in large sports venues is due to a number of factors, including facilities tending to spend more on larger display systems; our product and services offerings, which remain the most integrated and comprehensive offerings in the industry; and our field sales and service network, which is important to support our customers. In addition, we benefit from the competitive nature of sports teams, which strive to out-perform their competitors with display systems. This impact has been and is expected to continue to be a driving force in increasing transaction sizes in new construction and major renovations. Growth in the large sports venues is also driven by the desire for high-definition video displays, which typically drives larger displays or higher resolution displays, both of which increase the average transaction size. These increases, however, have been partially offset by the decline in product selling prices. We also believe that the effects of an adverse economy are generally less on sports related business as compared to our other businesses as evidenced by periods of poor economic downturns that occurred prior to calendar year 2008. We believe that the adverse economic conditions that have existed over the last couple of years were deep enough to adversely impact our sports business in a significant way. Net sales in our sports marketing and mobile and modular portion of this market were less than 1.6% and 1.3% of total net sales for fiscal 2011 and fiscal 2010, respectively, and therefore were not material.

*Schools and Theatres Business Unit.* The changes in net sales in the Schools and Theatres business unit in fiscal 2011 compared to fiscal 2010 were the result of higher custom video and scoring systems due to more opportunities created by our sports marketing business and the increased demand for large video systems, offset by declines in our standard scoreboard, display and hoist product sales. We believe that the volatility in the sports portion of this business unit is due to reasons similar to the decline in net sales for the Live Events business. In addition, we believe that although much of the spending on small sports systems derives from advertising revenues, the declining school budgets has had an adverse impact on orders in

this business unit. A positive aspect of the orders has been the increase in opportunities for larger video systems, primarily in high school facilities which benefit from our sports marketing services that generate the advertising revenue to fund the display systems. The increased interest in this area has led to a slightly higher level of orders in fiscal 2011 as compared to fiscal 2010. Although it is difficult to project, we believe that fiscal 2012 could continue to be a challenge for the Schools and Theatres business unit due to the foregoing reasons. Net sales for the rigging portion of this business unit decreased in fiscal 2011 as compared to fiscal 2010. For the long term, we believe that this business unit presents growth opportunities once the outlook for school spending improves.

*Transportation Business Unit.* The increase in net sales in the Transportation business unit for fiscal 2011 was due to the reduction in backlog that existed at the beginning of the fiscal year, which was higher than normal. Orders were down slightly in fiscal 2011 compared to fiscal 2010 as a result of a couple of unusually large orders booked in the second half of fiscal 2010, including one order in excess of \$8 million for an east coast transit authority. The decline in backlog resulted from improvements in throughput of our manufacturing during late fiscal 2011. We believe that the past and future growth in this business unit is the result of federal government stimulus money and other legislation that provides for increased spending on transportation projects and to us gaining market share. We expect that net sales in the Transportation business unit will be relatively flat for fiscal 2012.

Similar to other business units, it appears that the competitive environment has become more intense in this area as a limited number of competitors have become more aggressive in pricing. Although we expect that this pricing pressure is not sustainable, it is likely to have an adverse impact on our net sales and gross profit margins until it eases.

*International Business Unit.* The increase in net sales in the International business unit during fiscal 2011 compared to fiscal 2010 was the result of the higher backlog at the beginning of fiscal 2011 as compared to the backlog at the beginning of fiscal 2010 and the increase in orders throughout fiscal 2011. Included in orders in fiscal 2011 is a large project in excess of \$10 million for a new arena in Mexico. Overall, we have made considerable investments in growing our business internationally, where we do not have the same market share as we do domestically. We believe that as the economy has improved, our orders have increased as we continued to develop a local presence in foreign markets. As stated in prior filings, in the second half of fiscal 2009, we began to see more competitive pressures in this area similar to the competitive pressures described above in the Live Events market because the competitors tend to overlap. In spite of the foregoing, it appears that this market is seeing some strengthening, as our opportunities began to increase in late fiscal 2010 and orders are rising. However, as a result of the competitive pressures, we expect to continue to see more challenges to gross profit to win orders.

*Advertising Revenues.* We occasionally sell products in exchange for the advertising revenues generated from the use of our display products. These sales represented less than 1% of net sales for fiscal 2011 and 2010. The gross profit percent on these transactions has typically been higher than the gross profit percent on other transactions of similar size, although the selling expenses associated with these transactions are typically higher.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

*Commercial Business Unit.* In the early part of the third quarter of fiscal 2009, we were notified that our largest customer in our outdoor advertising niche was decreasing its spending on digital billboards from approximately \$100 million annually to approximately \$15 million annually, effective for calendar year 2009. We were one of two primary vendors of digital billboards for this customer. This corresponded to a decline in orders overall in the outdoor advertising niche, which started to become evident late in the second quarter of fiscal 2009. It is our belief that the then current economic conditions and limited credit availability caused this decline. This decline in digital billboard sales was the most significant factor in the decline in sales and orders in fiscal 2010 as compared to fiscal 2009. Net sales in this niche (digital billboards for outdoor advertisers) in fiscal 2010 decreased by approximately \$50 million, or more than 70%, as compared to fiscal 2009.

The reseller and national account portion of the Commercial business unit decreased approximately \$14.4 million or 17% in fiscal 2010 as compared to fiscal 2009. The decline in the reseller niche for fiscal 2010 was due to a lower level of sales of standard Galaxy® displays as well as a decline in sales of large video display systems. We attributed the decline in sales of Galaxy® displays to the weaker economic conditions in fiscal 2010 as compared to the same period of fiscal 2009. Finally, the decrease in net sales in the national account portion was due to declines by our larger accounts due to a slow-down in their deployment and decreases in new stores. Orders and sales were impacted by aggressive competition, causing customers to hesitate and evaluate opportunities more carefully.

Order bookings were also down as indicated above for the same reasons as net sales.

*Live Events Business Unit.* The decrease in net sales for fiscal 2010 as compared to fiscal 2009 was the result of a decline in revenues from large new construction contracts exceeding \$5 million as explained in prior filings, which had led to the significant growth during fiscal 2009. These large contracts contributed approximately \$37.3 million in net sales during fiscal 2010 compared to approximately \$116.8 million during fiscal 2009. In addition, orders and net sales were less than expected in fiscal 2010 as a result of orders being delayed and customers not moving forward with projects. We believe this was due to economic concerns and various other factors causing customers to put off large expenditures.

The decrease in orders was due to the decrease in large orders and competitive pressures, which we believe caused us to lose orders we otherwise would have earned, and various other factors, all as explained above.

*Schools and Theatres Business Unit.* Net sales in this business unit declined in fiscal 2010 compared to 2009 as a result of decreases in orders in the sports portion of this business unit, which were partially offset by increasing net sales and orders in the hoist portion of this business unit. We believe that the decline in the sports portion of the business unit was due to reasons similar to Live Events. In addition, we believe that although much of the spending on small sports systems derives from advertising revenues, the impact of declining school budgets had an adverse impact on this business unit, which seemed to have worsened in the fourth quarter of fiscal 2010.

*Transportation Business Unit.* The increase in net sales in fiscal 2010 compared to 2009 was due to the larger backlog of orders at the beginning of fiscal 2010 as compared to the beginning of fiscal 2009. The increases in orders in this business unit were due, in part, to a large order for the New Jersey Transit Authority of approximately \$8 million, which is the guaranteed portion of a procurement contract of up to \$25 million over a five-year period.

*International Business Unit.* The decrease in net sales in fiscal 2010 compared to 2009 was attributable, in part, to large orders booked in the fourth quarter of fiscal 2008 for a rail station in Beijing and a network of displays in the U.K. that converted to net sales in the first quarter of fiscal 2009. Due to the focus on large contracts in this business unit and the small number of contracts actually booked, volatility is not unusual. As stated above, in the second half of fiscal 2009, we began to see more competitive pressures in this area similar to the competitive pressures in the Live Events market because the competitors tend to overlap. We believe that this had an adverse impact on our order bookings in fiscal 2010.

## Backlog

Our backlog at the end of fiscal 2011 was \$131 million as compared to \$127 million at the end of fiscal 2010. Overall, the increase in backlog is the result of the increase in orders in the International and Commercial business units in fiscal 2011 as compared to net sales. Orders in the International business unit outpaced net sales by approximately \$5 million, and orders in the Commercial business unit outpaced net sales by more than \$3 million. These increases were partially offset by declines in backlog in the other business units. Backlog varies significantly quarter to quarter due to the effects of large orders, and significant variations can be expected, as explained previously. In addition, our backlog is not necessarily indicative of future sales or net income, also as explained previously.

## Gross Profit

	Year Ended							
	April 30, 2011			May 1, 2010			May 2, 2009	
	Gross Profit	Percent Change	As a Percent of Net Sales	Gross Profit	Percent Change	As a Percent of Net Sales	Gross Profit	As a Percent of Net Sales
Commercial	\$ 25,544	36.3%	22.7%	\$ 18,741	(52.4)%	20.4%	\$ 39,332	25.2%
Live Events	32,276	(4.2)	20.0	33,702	(58.0)	21.2	80,300	29.8
Schools & Theatres	17,272	4.8	27.7	16,480	1.0	26.2	16,312	24.5
Transportation	15,647	22.1	34.6	12,815	61.2	31.7	7,948	23.2
International	20,745	61.9	34.5	12,818	11.8	33.1	11,466	21.1
	<u>\$ 111,484</u>	<u>17.9%</u>	<u>25.2%</u>	<u>\$ 94,556</u>	<u>(39.1)%</u>	<u>24.0%</u>	<u>\$ 155,358</u>	<u>26.8%</u>

### *Fiscal Year 2011 as compared to Fiscal Year 2010*

The increase in gross profit in fiscal 2011 as compared to fiscal 2010 was due primarily to higher net sales. The increase in gross profit as a percent of sales is the result of an improved gross profit on our services business and a lower conversion cost of manufacturing as a percentage of sales, which were partially offset by a decrease of approximately two percentage points in gross profit on product sales, primarily large contract sales, and higher warranty costs as a percentage of net sales. The decline in large contract gross profit percentage was primarily due to the competitive factors described above. Gross profit percentages were relatively flat in fiscal 2011 and fiscal 2010 on small contract sales. Large contracts were approximately 64% of net sales in fiscal 2011, compared to approximately 61% in fiscal 2010. Warranty costs were approximately 3.9% of net sales for fiscal 2011 and 3.5% of net sales in fiscal 2010.

We have been challenged with higher than expected warranty costs for the past two fiscal years. During fiscal 2009, in order to reduce these costs, we began expending significant effort on developing, and brought to market in late fiscal 2010, our new outdoor DVX technology, which is a common module platform that over time will replace the different and unique modules for each of our display resolutions and types. We have also invested significant resources in quality initiatives and reliability equipment to test new designs. We believe that this technology and investments in quality initiatives will drive down warranty costs over the long term.

One of the more significant trends that we have been experiencing since the middle of fiscal 2009 is the high level of fixed costs as a percentage of sales within manufacturing. We believe that as our business rebounds and sales grow, we will gain leverage in our gross profit percentage due to these fixed costs. As a result of long-term sales growth expectations, we have not decreased the fixed cost infrastructure, as that would impair our ability to respond to rising sales in the future. This has caused fixed costs to be higher than the levels we would prefer as a percent of sales. Total manufacturing conversion costs for fiscal 2011 and fiscal 2010 were approximately \$72.3 million and \$67.4 million, respectively. This equates to 16.4% of net sales in fiscal 2011 as compared to 17.2% of net sales in fiscal 2010.

Within the Commercial business unit, the gross profit percentage increased in fiscal 2011 as compared to fiscal 2010 as a result of an improved margin on services related sales, which added approximately one percentage point to gross profit and improved manufacturing conversion costs, as described previously. This increase was partially offset by higher warranty costs, which caused a one-half of a percentage point decline in gross profit percentage. Although we expect that warranty costs within the Commercial business unit will decline, causing an increase in gross profit percent due to the competitive factors mentioned above, it is difficult to forecast gross profit percentage on products and therefore gross profit as a whole in this business unit. There are factors, however, such as lower component costs, that suggest that gross profit can increase on an aggregate basis.

Gross profit percentage in the Live Events business unit decreased in fiscal 2011 as compared to fiscal 2010 as a result of lower margins on large contracts, which caused the gross profit percent to decline by approximately four percentage points, partially offset by improvements in manufacturing conversion costs and an improvement in gross profit percent on services. The lower gross profit percent on contracts is attributable to the competitive factors described above. Based on our current backlog and competitive factors, we expect to see improvements in the gross profit percent on a sequential basis as a result of the factors explained previously related to the lower costs of the products; however, gross profit percent in the large contract business can vary to a large degree and are difficult to forecast.

Gross profit percentage in the Schools and Theatres business unit increased in fiscal 2011 as compared to fiscal 2010 as a result of improvements in manufacturing conversion costs as a percent of sales, which were partially offset by lower gross profit percents on equipment sales in the sports portion of this business unit.

Gross profit percentage in our Transportation business unit increased in fiscal 2011 compared to fiscal 2010 by approximately three percentage points as a result of the improvement in manufacturing conversion costs as previously described.

Within the International business unit, gross profit percents increased in fiscal 2011 as compared to fiscal 2010 as a result of an improvement in manufacturing conversion costs as previously described.

It is difficult to project gross profit levels for fiscal 2012 because of the uncertainty regarding the level of sales, warranty costs and the competitive factors described previously. However, we expect that gross profit could increase assuming that changes in the competitive dynamics do not change in an adverse way and that warranty costs decrease as a percentage of net sales. This expectation is also dependant on other factors as described in our risk factors section of the annual report.

*Fiscal Year 2010 as compared to Fiscal Year 2009*

The decrease in gross profit in fiscal 2010 as compared to fiscal 2009 was due to lower net sales. Gross margin percents on large contracts decreased during fiscal 2010 by approximately 1.2 percentage points over fiscal 2009 as a result of competitive factors. The largest impact in terms of declines in percentage points was in the Live Events Business unit, where gross profits declined on large contracts by 1.9 percentage points. Gross profit percents were flat year over year for standard orders. In fiscal 2010, large contracts comprised approximately 61% of net sales, while standard orders comprised approximately 29%. Overall contracts and standard orders gross profit percents declined by approximately one percentage point. Warranty costs declined as a percentage of net sales to 3.5% in fiscal 2010 as opposed to 4.2% in the prior fiscal year. The costs of excess capacity caused a 1.2 percentage point decline in gross profit. Other items such as inventory writedowns and other variances comprised the remainder of the difference. Included in warranty costs in fiscal 2009 were a number of significant and isolated warranty costs that did not recur in fiscal 2010 that were explained in prior filings.

Within the Commercial business unit, gross profit percent decreased approximately five percentage points in fiscal 2010 as compared to fiscal 2009 as a result of a decline in margin in all niches. The majority of the decline was in the billboard niche as a result of competitive factors, higher warranty costs and greater excess capacity in fiscal 2010 as compared to fiscal 2009.

Gross profit percent declined in the Live Events business unit, primarily as a result of the competitive factors and the lower level of sales during the year described above, which resulted in higher costs of excess capacity.

Gross profit percent in our Schools and Theaters business unit increased as a result of improved performance in our hoist business, which was offset partially by a decline in gross profit percent in our small sports facilities business, resulting primarily from higher manufacturing variances.

Gross profit percent in our Transportation business unit increased in fiscal 2010 compared to 2009 as a result of better margin achievement on orders in spite of the competitive factors.

Within the International business unit, gross profit percent increased in fiscal 2010 compared to 2009 as a result of lower warranty costs as a percentage of sales.

**Operating Expenses**

	Year Ended							
	April 30, 2011			May 1, 2010			May 2, 2009	
	Operating expense	Percent Change	As a Percent of Sales	Operating expense	Percent Change	As a Percent of Sales	Operating expense	As a Percent of Sales
Selling expense	\$ 49,555	(8.7) %	11.2 %	\$ 54,253	(13.0) %	13.8 %	\$ 62,335	10.7 %
General and administrative	23,453	(6.9)	5.3	25,199	(12.5)	6.4	28,787	5.0
Product design and development	18,949	(13.6)	4.3	21,920	1.4	5.6	21,619	3.7
Gain on insurance proceeds	-	(100.0)	-	(1,496)	-	(0.4)	-	-
Goodwill impairment	-	(100.0)	-	1,410	-	0.4	-	-
	<u>\$ 91,957</u>	<u>(9.2) %</u>	<u>20.8 %</u>	<u>\$ 101,286</u>	<u>(10.2) %</u>	<u>25.8 %</u>	<u>\$ 112,741</u>	<u>19.4 %</u>

*Fiscal Year 2011 as compared to Fiscal Year 2010*

Operating expenses are comprised of selling, general and administrative expenses and product design and development costs. The changes in the various components of operating expenses are explained below. As a result of the downturn in orders and net sales that started during the second quarter of fiscal 2009, we began to reduce all types of operating expenses to partially keep pace with the declining net sales. Although we will continue efforts to reduce costs, we have reached a point where further reductions are unlikely on an aggregate basis and, in fact, we have begun to invest in certain areas in which we previously suspended or reduced investments. We continue to challenge and explore areas for reductions and improvements. Our most significant costs within operating expense are personnel related costs. Our approach prior to fiscal 2011 was focused on allowing attrition and limited reductions in workforce, coupled with a general hiring freeze, to drive a significant portion of the decrease in personnel costs. In addition, we implemented a wage freeze for salaried employees and various other cost reduction initiatives in fiscal 2010. Total operating expenses for fiscal 2011 were down 18% from the level of fiscal 2009, the year the downturn began for us. We removed the wage freeze beginning in fiscal 2011 and in late fiscal 2011 started to increase staffing in a limited number of areas. In addition, certain other cost reduction initiatives that were temporary in nature have been reinstated during fiscal 2011. Based on the foregoing, it is likely that total operating costs will increase in future quarters, although we will maintain a conservative approach until sales and gross profit increase more materially.



#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

The changes in the various components of operating expenses are explained below. All areas of operating expenses on a year-to-date basis were impacted because the first quarter of fiscal 2009 included 14 weeks as opposed to the more common 13 weeks of the first quarter of fiscal 2010.

*Selling expenses* consist primarily of salaries, other employee-related costs, travel and entertainment expenses, facilities-related costs for sales and service offices, and expenditures for marketing efforts, including the costs of collateral materials, conventions and trade shows, product demos and supplies.

#### *Fiscal Year 2011 as compared to Fiscal Year 2010*

Selling expense decreased in fiscal 2011 as compared to fiscal 2010 as a result of a decrease in personnel costs, including taxes and benefits, of approximately \$3.4 million, a decrease of \$2.2 million of depreciation, and a \$1.1 million decrease in bad debt expense. These savings were offset by increases of \$0.5 million in travel and entertainment costs, a \$0.7 million increase in costs of conventions, a \$0.5 million increase in commission and consultants, and an increase in other costs of \$0.3 million. The decrease in personnel costs was the result of the lower number of employees caused by the reduction efforts explained above and decreases in benefits due to a change in health insurance plans. The increase in travel and entertainment costs was a reflection of the higher level of sales opportunities and costs of conventions. The decline in bad debt expense in fiscal 2011 was due to two larger isolated reserves established in fiscal 2010. The increase in costs of conventions was a result of higher costs incurred on trade shows attended. Depreciation costs declined as a result of a lower level of demonstration equipment.

As described above, we expect that selling expenses may increase in future quarters, although our goal is to continue to challenge our cost structure until our operating margin returns to more reasonable levels.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

Selling expense decreased in fiscal 2010 as compared to fiscal 2009 as a result of a decrease in personnel costs, including taxes and benefits, of approximately \$4.4 million, a decrease of \$1.6 million in travel and entertainment costs, a \$0.7 million decrease in costs of conventions, a \$0.7 million decrease in depreciation, and a \$0.7 million decrease in bad debt expense. The decrease in personnel costs was the result of the lower number of employees caused by the reduction efforts explained above. The decrease in travel and entertainment costs was a reflection of the lower number of employees and the lower level of sales opportunities. The decrease in costs of conventions was a result of lower number of trade shows attended and decreased costs of those where attendance was appropriate. Depreciation costs declined as a result of a lower level of demonstration equipment. The decline in bad debt expense was due to a lower level of credit losses occurring in fiscal 2010, which is difficult to attribute to specific factors.

*General and administrative expenses* consist primarily of salaries, other employee-related costs, professional fees, shareholder relations costs, facilities and equipment related costs for administrative departments, training costs, amortization of intangibles and the costs of supplies.

#### *Fiscal Year 2011 as compared to Fiscal Year 2010*

The decrease in general and administrative costs was the result of a decrease of approximately \$1.3 million in personnel costs, including benefits and taxes; lower costs related to hardware and software infrastructure, including depreciation, which decreased \$0.3 million; and lower professional fees, which decreased by approximately \$0.5 million. The decreases were offset by an increase of \$0.4 million in computer software, hardware, and maintenance costs. The lower level of personnel costs was the result of the reductions in employees in prior years as described above. The lower level of professional fees was due to the decreased audit and tax fees.

As described above, we expect that general and administrative expenses may increase slightly in future quarters, although our goal is to continue to challenge our cost structure until our operating margin returns to more reasonable levels.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

The decrease in general and administrative costs was the result of a decrease of approximately \$1.1 million in personnel costs, including benefits and taxes; lower costs related to hardware and software infrastructure, including depreciation, which decreased \$0.3 million; lower professional fees, which decreased by approximately \$1.0 million; and lower costs related to recruiting and other expenses. The lower level of personnel costs was the result of the reductions in employees described above. The lower level of professional fees was due to the higher level of litigation and contract negotiation fees in fiscal 2009 representing isolated items. The lower recruiting fees resulted from the elimination of new full-time hires in fiscal 2010 as compared to fiscal 2009.

*Product design and development expenses* consist primarily of salaries, other employee-related costs, facilities and equipment-related costs and supplies.

#### *Fiscal Year 2011 as compared to Fiscal Year 2010*

Investments in our DVX technology platform, architectural lighting products, various other initiatives to standardize display components and in other display technologies and related items, including control systems for both single site displays and networked displays, continue to drive product design and development expenses. Our costs for product development represent an allocated amount of costs based on time charges, materials costs and overhead of our engineering departments. Generally, between 65% and 75% of our engineering time is spent on product development, while the rest is allocated to large contract work and included in cost of goods sold.

The decline in product design and development expenses for fiscal 2011 as compared to fiscal 2010 was the result of a decrease of \$2.4 million in personnel costs, including taxes and benefits, and a decrease of approximately \$0.1 million in depreciation expenses within our engineering departments. As described above, we expect that product design and development expenses may increase slightly in future quarters, although our goal is to continue to challenge our cost structure until our operating margin returns to more reasonable levels.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

Investments in our DVX technology and various other initiatives to standardize display components and in other display technologies and related items, including control systems for both single site displays and networked displays, drove increases in product design and development expenses in

fiscal 2010 as compared to fiscal 2009. We also invested in other product lines, including our Galaxy® display technology. Additionally, in fiscal 2010 we invested heavily in initiatives designed to improve manufacturing processes and decrease the cost of our products.

*Gain on insurance proceeds:* During the third quarter of fiscal 2010, we recorded a gain on insurance proceeds of \$1.5 million related to the fire at our Star Circuits manufacturing facility as described in Note 14 to the consolidated financial statements. The proceeds from the insurance company were used to purchase replacement equipment, inventory and supplies, offset the extra expense of outsourcing this manufacturing, and building out a new facility to house the operations.

*Goodwill Impairment:* During the third quarter of fiscal 2010, we recorded a non-cash impairment charge of \$1.4 million related to our Schools and Theaters and International business units. The charge was approximately \$0.7 million for each business unit. There was no similar impairment expense in prior fiscal years. The impairment resulted from our analysis of goodwill, which factored in the unexpected decline in forecasted discounted cash flows. We attributed the decline to the weaker economic conditions and the continued decline in our stock price. See Note 4 of the consolidated financial statements for additional information, including estimates and assumptions we used to determine this charge.

## Contribution Margin by Segment

The following table sets forth contribution margin, defined as gross profit less selling expenses, by segment:

Contribution Margin	Year Ended				
	April 30, 2011		May 1, 2010		May 2, 2009
	Amount	Percent change	Amount	Percent change	Amount
Commercial	\$ 12,926	149.8 %	\$ 5,175	(76.9) %	\$ 22,380
Live Events	18,889	3.1	18,320	(71.1)	63,323
Schools & Theatres	7,247	63.8	4,423	114.8	2,059
Transportation	12,149	28.0	9,490	161.4	3,630
International	10,719	270.3	2,895	77.5	1,631
	<u>\$ 61,930</u>	<u>53.7 %</u>	<u>\$ 40,303</u>	<u>(56.7) %</u>	<u>\$ 93,023</u>

Contribution margin by segment is equal to gross profit less selling costs, which includes allocations of various expenses on a discretionary basis that may not be indicative of the segment's actual performance on a stand-alone basis. Therefore, we caution reaching conclusions as to performance based on these disclosures, which are required under generally accepted accounting principles. All business units' results were impacted as a result of the changes in sales and gross profit as previously described. The remainder of the changes for fiscal 2011 compared to fiscal 2010 resulted from changes in selling expense.

### Fiscal Year 2011 as compared to Fiscal Year 2010

In the Commercial business unit, selling expenses were down approximately 7.0% for fiscal 2011 compared to fiscal 2010. The changes for the fiscal year were primarily due to lower personnel costs, including taxes and benefits, of \$0.7 million and lower depreciation costs of \$0.5 million, partially offset by higher travel and entertainment costs of \$0.3 million and various other expenses.

In the Live Events business unit, selling expenses declined by 13.0% for fiscal 2011 compared to fiscal 2010. The decline for the quarter was the result of a \$2.0 million decrease in personnel costs, including taxes and benefits, and a \$0.3 million decrease in depreciation, which was partially offset by an increase in various other expenses.

Selling expenses for the Schools and Theatres business unit declined by 16.9% in fiscal 2011 as compared to fiscal 2010. The decrease was the result of lower sales administration costs of \$1.0 million, lower personnel costs, including benefits and taxes, of \$0.5 million, lower bad debt expenses of approximately \$0.4 million and lower commission expense paid to third parties of \$0.2 million.

In the Transportation business unit, selling expenses were generally flat for fiscal 2011 as compared to fiscal 2010.

In the International business unit, selling expenses increased 1.0% in fiscal 2011 as compared to fiscal 2010. The increase for fiscal 2011 compared to fiscal 2010 was due to the increase in commissions to third parties of \$0.6 million, an increase in travel and entertainment of approximately \$0.2 million, and an increase in personnel costs, including taxes and benefits, of \$0.3 million, which were partially offset by a decrease in depreciation of approximately \$0.4 million, and a decrease in bad debt expense of approximately \$0.8 million.

### Fiscal Year 2010 as compared to Fiscal Year 2009

In the Commercial business unit, selling expenses were down approximately 20.0% for fiscal 2010 compared to fiscal 2009. The decrease for the fiscal year to date were primarily due to lower personnel costs, including taxes and benefits, of \$1.7 million, lower travel and entertainment costs of \$0.4 million, lower depreciation costs of \$0.4 million, lower bad debt expenses of \$0.2 million, lower commission expense paid to third parties of \$0.2 million and decreases in various other expenses.

In the Live Events business unit, selling expenses declined by 9.4% for fiscal 2010 compared to fiscal 2009. The decline for the quarter was the result of a \$1.4 million decrease in personnel costs, including taxes and benefits, lower travel and entertainment costs of \$0.5 million, lower commission expense paid to third parties of \$0.4 million and lower bad debt expenses of \$0.7 million.

Selling expenses for the Schools and Theatres business unit declined by 15.4% in fiscal 2010 as compared to fiscal 2009. The decrease was the result of lower personnel costs, including benefits and taxes, of \$1.7 million, lower travel and entertainment costs of \$0.4 million, and lower depreciation costs of \$0.3 million.

In the Transportation business unit, selling expenses declined by 23.3% for fiscal 2010 compared to fiscal 2009. The decrease for the fiscal year to date were primarily due to lower personnel costs, including taxes and benefits, of \$0.5 million, lower travel and entertainment costs of \$0.1 million, lower depreciation costs of \$0.1 million.

In the International business unit, selling expenses were generally flat for fiscal 2010 as compared to fiscal 2009.

### **Interest Income and Expense**

We occasionally generate interest income through product sales on an installment basis, under lease arrangements or in exchange for the rights to sell and retain advertising revenues from displays, which result in long-term receivables. We also invest excess cash in short-term temporary cash investments and marketable securities that generate interest income. Interest expense is comprised primarily of interest costs on long-term marketing obligations.

#### *Fiscal Year 2011 as compared to Fiscal Year 2010*

Interest income increased 26.7% to \$1.9 million for fiscal 2011 as compared to \$1.5 million for fiscal 2010. The increase was the result of higher levels of temporary cash investments and an increase in interest income recognized on long-term receivables. We expect that the amount of interest income will increase in fiscal 2012 due to higher levels of interest income we anticipate receiving as we invest excess cash into higher yielding investments, although due to the volatility of working capital needs and changes in investing and financing activities, this expectation could prove to be incorrect.

Interest expense remained flat at \$0.2 million in fiscal 2011 and fiscal 2010. We expect that interest expense will remain at relatively low levels for fiscal 2012.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

Interest income decreased 28.6% to \$1.5 million for fiscal 2010 as compared to \$2.1 million for fiscal 2009. The decrease was the result of lower interest rates partially offset by higher levels of temporary cash investments.

Interest expense remained flat at \$0.2 million in fiscal 2010 and fiscal 2009.

### **Income Taxes**

#### *Fiscal Year 2011 as compared to Fiscal Year 2010*

Income tax expense (benefit) increased to \$7.9 million in fiscal 2011 as compared to (\$1.2) million in fiscal 2010. The increase was attributable primarily to the increase in income before income taxes and an increase in the effective tax rate. The effective rate for fiscal 2011 was approximately 35.7% as compared to 14.2% in fiscal 2010. Included in income tax expense for fiscal 2011 was the impact of the reinstatement of the research and development tax credit which was signed by the President in late calendar year 2010. This reduced our income tax expense by approximately \$0.2 million, as the reinstatement was retroactive to January 1, 2010. Had this benefit not been recognized, our effective tax rate would have been approximately 36.6% for fiscal 2011. In addition, as a result of the operating losses in fiscal 2010, we were not entitled to the benefit of the domestic production activities deduction which caused a reduction in the effective rate of approximately three percentage points in fiscal 2011.

Our effective tax rate can vary significantly due to the mix of pre-tax income in different countries and the estimate of the annual effective rate in each country. In comparing the fiscal 2011 periods to the same periods in fiscal 2010, changes in the effective rate, other than due to the reinstatement of the tax credit and domestic production activities described above, are the result of this mix and the impact that permanent adjustments to taxable income have as a percent of taxable income. Higher levels of pretax income which occurred in fiscal 2011 reduce the impact of the differences that cause the statutory rate to deviate from the overall effective tax rate.

The change in the effective tax rate is impacted by the magnitude of various items as a percentage of pretax income or loss. Items such as stock compensation, for example, impacted the effective rate by almost 11% in fiscal 2011 as compared to 14% in fiscal 2010. These adjustments to pre-tax income were comparable in both years in the dollar amount of the adjustment, except for research and development tax credits, which decreased by approximately \$0.2 million; goodwill impairment, which decreased by \$0.3 million; and the addition of the domestic production activities deduction in fiscal 2011.

#### *Fiscal Year 2010 as compared to Fiscal Year 2009*

Income tax expense (benefit) decreased to (\$1.2) million in fiscal 2010 as compared to \$15.1 million in fiscal 2009. The decrease was attributable primarily to the decrease in income before income taxes and a decrease in the effective tax rate. The effective tax rate decreased to approximately 14.2% in fiscal 2010 from 36.4% in fiscal 2009. The decrease in the effective tax rate was attributable to the impact of various items on a pre-tax loss position in fiscal 2010 compared to a pre-tax income position in fiscal 2009. Items such as stock compensation, for example, impacted the effective rate by almost 14% in fiscal 2010 as compared to 2% in fiscal 2009. These adjustments to pre-tax income were comparable in both years in the dollar amount of the adjustment, except for research and development tax credits, which decreased by approximately \$0.6 million; goodwill impairment, which increased by \$0.3 million; and the elimination of the domestic production activities deduction. The decrease in the research and development tax credit in fiscal 2010 compared to 2009 resulted from the elimination of the credit effective January 1, 2010.

### **Fiscal Year 2011 Fourth Quarter Summary**

During the fourth quarter of fiscal 2011, net sales increased 24.4% to \$114.3 million as compared to \$92.0 million in the fourth quarter of fiscal 2010. The increase was primarily due to increased net sales in the Live Events, Transportation, Commercial, and International business units, as explained previously.

Gross margin percentage increased to 24.9% in the fourth quarter of fiscal 2011 from 21.9% in the fourth quarter of fiscal 2010. The increase in gross profit levels was primarily due to the impact of lower manufacturing costs as a percent of net sales in fiscal 2011. This was partially offset by higher warranty costs as a percent of sales in the fourth quarter of fiscal 2011 as compared to fiscal 2010.

Selling and general and administrative costs declined by 6.5% in the fourth quarter of fiscal 2011 to \$18.7 million as compared to \$20.0 million in the fourth quarter of fiscal 2010. The lower level of selling expenses resulted from lower payroll and benefits, depreciation, and various marketing costs, as previously described, partially offset by higher travel and entertainment expense. General and administrative expenses increased slightly due to higher professional fees offset by decreased payroll, including taxes and benefits, as previously explained.

Product development costs decreased by 3.7% in the fourth quarter of fiscal 2011 to \$5.2 million as compared to \$5.4 million in the fourth quarter of fiscal 2010. The decrease was the result of the change in mix of where engineers were spending time – customer contracts as opposed to product development – and lower payroll costs.

Net interest income increased to \$0.5 million in the fourth quarter of fiscal 2011 from \$0.4 million in the fourth quarter of fiscal 2010. The increase was due to higher average rates earned on excess cash invested in marketable securities.

### **Liquidity and Capital Resources**

Working capital was \$128.2 million at April 30, 2011 compared to \$115.6 million at May 1, 2010. We have historically financed working capital needs through a combination of cash flow from operations and borrowings under bank credit agreements.

Cash provided by operations for fiscal 2011 was \$41.3 million. The net income of \$14.2 million plus \$3.3 million in changes in net operating assets and liabilities, adjusted by depreciation and amortization of \$19.6 million, \$3.4 million of stock-based compensation, and \$0.9 increase in deferred income taxes offset by the \$0.1 million gain on sale of property and equipment, generated the cash provided by operations.

The most significant drivers of the change in net operating assets were the increases in inventories and accounts receivable. These changes were offset by decreases in income taxes receivable, accounts payable and accrued expenses, warranty obligations, customer deposits and billings in excess of cost and estimated earnings. The decrease in inventories and accounts receivables were the result of the higher level of net sales. Days sales outstanding increased to 54 days as of the end of fiscal 2011 from 48 days as of the end of fiscal 2010. Days inventory outstanding remained at approximately 42 days at the end of both fiscal years. Other changes in net operating assets were generally related to the change in overall business during the year. Overall, changes in operating assets and liabilities can be impacted by the timing of cash flows on large orders, as described above, that can cause significant fluctuations in the short term. As a result of various initiatives underway, including changes in manufacturing, purchasing, collections and payment processes, we expect to continue improving our cash flow relative to sales and costs of goods sold from operating activities.

Cash used by investing activities of \$29.9 million in fiscal 2011 included \$23.0 million for purchase of marketable securities and \$9.4 million used to purchase property and equipment, which was offset by \$2.5 million of other investing activities, net. During fiscal 2011, we invested approximately \$4.3 million in manufacturing equipment; approximately \$2.8 million in information systems hardware and software; and approximately \$2.1 million in demonstration equipment. These investments were made to support sales, in the case of demonstration equipment and primarily for maintaining existing infrastructure rather than for growth needs. For fiscal 2011, capital expenditures were 2.1% of net sales. Our goal of keeping capital expenditures to less than 4% of net sales is expected to be achieved in fiscal 2012 and future years. For fiscal 2012, our capital expenditures are expected to be closer to 4% as we expand our manufacturing capabilities in China and enhance our internal systems and operations within and outside of manufacturing.

Cash used in financing activities was approximately \$21.0 million in fiscal 2011, which included \$24.8 million paid to shareholders in the form of dividends, offset by \$2.3 million of borrowings under notes payable, \$1.4 million received for option exercises and \$0.1 million in tax benefits from stock-based compensation.

Included in receivables as of April 30, 2011 was approximately \$0.1 million of retainage on construction-type contracts, all of which is expected to be collected within one year.

We have used and expect to continue to use cash reserves and, to a lesser extent, bank borrowings to meet our short-term working capital requirements. On large product orders, the time between order acceptance and project completion may extend up to and exceed 24 months depending on the amount of custom work and the customer's delivery needs. We often receive down payments or progress payments on these product orders. To the extent that these payments are not sufficient to fund the costs and other expenses associated with these orders, we use working capital and bank borrowings to finance these cash requirements.

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Our product development activities include the enhancement of existing products and the development of new products from existing technologies. Product development expenses for fiscal years 2011, 2010 and 2009 were \$18.9 million, \$21.9 million and \$21.6 million, respectively. We expect to incur expenditures at a rate higher than our long-term targeted level of 4% of net sales in fiscal 2012, to develop new display products and solutions using various technologies to offer higher resolution and more cost-effective and energy-efficient displays, as well as to complement the services and solutions that are provided with the displays. We also intend to continue developing software applications related to our display systems to enable these products to continue to meet the needs and expectations of the marketplace.

We have a credit agreement with a U.S. bank that was amended on November 2, 2010. It provides for a \$35.0 million line of credit and includes up to \$15.0 million for standby letters of credit. The line of credit is due on November 15, 2011. The interest rate ranges from LIBOR plus 125 basis points to LIBOR plus 175 basis points depending on the ratio of interest-bearing debt to EBITDA. EBITDA is defined as net income before income taxes, interest expense, depreciation and amortization. The effective interest rate was 1.5% at April 30, 2011. We are assessed a loan fee equal to 0.125% per annum of any non-used portion of the loan. As of April 30, 2011, there were no advances under the line of credit.

The credit agreement is unsecured. In addition to provisions that limit dividends to the current year net profits after tax, the credit agreement also requires us to be in compliance with the following financial ratios:

- A minimum fixed charge coverage ratio of 2 to 1 at the end of any fiscal year. The ratio is equal to (a) EBITDA less dividends, a capital expenditure reserve of \$6 million, and income tax expense, over (b) all principal and interest payments with respect to debt, excluding debt outstanding on the line of credit, and
- A ratio of interest-bearing debt, excluding any marketing obligations, to EBITDA of less than 1 to 1 at the end of any fiscal quarter.

During the third quarter of fiscal 2011, we entered into an additional credit agreement with another U.S. bank that is intended to support our credit needs outside of the U.S., primarily in China. The facility provides for a \$10.0 million line of credit and includes facilities to issue up to \$10.0 million for letters of credit and bank guarantees and to secure foreign loans. This credit facility secured a credit facility that we entered into in China during the fourth quarter of fiscal 2011. The U.S. credit agreement is unsecured and is cross collateralized with the \$35.0 million line of credit described above. It contains the same covenants and limitations on dividends as the credit agreement for that line of credit. As of April 30, 2011, there was \$2.3 million of advances outstanding under the China facility.

We were in compliance with all applicable covenants as of April 30, 2011. The special dividend paid on October 14, 2010 is excluded from the computation of the fixed charge coverage ratio and is not subject to the limitations on dividends set forth in the credit agreement. The fixed charge coverage ratio as of April 30, 2011 was 103-to-1, and the ratio of interest-bearing debt to EBITDA as of April 30, 2011 was approximately 0.08-to-1.

On June 2, 2011, our Board declared an annual dividend payment of \$0.11 per share on our common stock for the fiscal year ended April 30, 2011, which is to be paid on June 24, 2011. Although we intend to pay regular annual dividends for the foreseeable future, all subsequent dividends will be reviewed annually and declared by our Board of Directors at its discretion.

We are sometimes required to obtain performance bonds for display installations. We currently have a bonding line available through a surety company that provides for an aggregate of \$100 million in bonded work outstanding. At April 30, 2011, we had approximately \$40.9 million of bonded work outstanding against this line.

We believe that if our growth extends beyond current expectations or if we make any strategic investments, we may need to increase the amount of our credit facility or seek other means of financing our growth. We anticipate that we will be able to obtain any needed funds under commercially reasonable terms from our current lender or other sources. We believe that our working capital available from all sources will be adequate to meet the cash requirements of our operations in the foreseeable future.

#### Off-Balance-Sheet Arrangements and Contractual Obligations

We enter into various debt, lease, purchase and marketing obligations that require payments in future periods. Debt obligations represent primarily bank loans. Operating lease obligations relate primarily to leased manufacturing space, office space, furniture, and vehicles. Long-term marketing obligations relate to amounts due in future periods for payments on net sales where we sold and installed our equipment in exchange for future advertising revenue. When certain advertising revenue thresholds are met, all or a portion of excess cash is owed back to the customer. Unconditional purchase obligations represent future payments for inventory and advertising rights purchase commitments.

Guarantees include a transaction in connection with the sale of equipment to a financial institution. Under this transaction, we entered into a contractual arrangement whereby we agreed to repurchase equipment at the end of the lease term at a fixed price of approximately \$1.1 million. We have recognized a guarantee in the amount of \$0.2 million under the provisions of ASC 460, *Guarantees*

As of April 30, 2011, our contractual obligations were as follows (in thousands):

<b>Contractual Obligations</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 Years</b>	<b>4-5 Years</b>	<b>After 5 Years</b>
<b>Cash commitments:</b>					
Long-term marketing obligations and accrued interest	\$ 935	\$ 273	\$ 596	\$ 66	\$ -
Operating leases	9,594	2,942	3,505	2,463	684
Unconditional purchase obligations	3,556	1,427	2,118	11	-
Conditional purchase obligations	1,000	-	1,000	-	-
Unrecognized tax benefits <sup>(1)</sup>	451	-	-	-	-
<b>Total</b>	<b>\$ 15,536</b>	<b>\$ 4,642</b>	<b>\$ 7,219</b>	<b>\$ 2,540</b>	<b>\$ 684</b>
<b>Other commercial commitments:</b>					
Lines of credit	\$ 2,316	\$ 2,316	\$ -	\$ -	\$ -
Standby letters of credit	4,031	4,031	-	-	-
Guarantees	1,285	-	185	1,100	-

(1) Unrecognized tax benefits relate to uncertain tax positions. As we are not able to reasonably estimate the timing of the payments or the amount by which the liability will increase or decrease over time, the related balances have not been reflected in any of the columns other than the total column.

#### Inflation

We believe that inflation has not had a material effect on our operations or our financial condition, although it could in the future.

#### Recent Accounting Pronouncements

See Note 1 to our consolidated financial statements included in this report for discussion of recent accounting pronouncements.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Foreign Currency Exchange Rates

Through April 30, 2011, most of our net sales were denominated in United States dollars, and our exposure to foreign currency exchange rate changes on net sales has not been significant. Net sales originating outside the United States for fiscal 2011 were approximately 10.2% of net sales, of which a portion was denominated in Canadian dollars, Euros, Chinese renminbi, British pounds, Australian dollars or other currencies. If we believed that currency risk in any foreign location was significant, we would utilize foreign exchange hedging contracts to manage our exposure to the currency fluctuations. Over the long-term, net sales to international markets are expected to increase as a percentage of net sales and, consequently, a greater portion of this business could be denominated in foreign currencies. In addition, we fund our foreign subsidiaries' operating cash needs in the form of loans denominated in United States dollars. As a result, operating results may become subject to fluctuations based upon changes in the exchange rates of certain currencies in relation to the United States dollar. To the extent that we engage in international sales denominated in United States dollars, an increase in the value of the United States dollar relative to foreign currencies could make our products less competitive in international markets. This effect is also impacted by the sources of raw materials from international sources. We will continue to monitor and minimize our exposure to currency fluctuations and, when appropriate, use financial hedging techniques, including foreign currency forward contracts and options, to minimize the effect of these fluctuations. However, exchange rate fluctuations as well as differing economic conditions, changes in political climates, differing tax structures and other rules and regulations could adversely affect our financial results in the future.

During fiscal 2011, the United States dollar was generally weaker throughout the year relative to the currencies of the foreign countries in which we operate, although the fluctuations have not been significant. The overall weakness of the United States dollar had a positive impact on our International business unit's revenue and net earnings because the foreign denominations translated into more United States dollars. This has also translated to net gains on advances made by us to our foreign subsidiaries. It is not possible to determine the exact impact of foreign currency exchange rate changes on net sales. However, if there were to be a 1% additional weakening of the United States dollar as compared to all other currencies, we would gain an additional \$0.1 million.

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### Interest Rate Risks

Our exposure to market rate risk for changes in interest rates relates primarily to our debt, marketing obligations and long-term accounts receivable. We maintain a blend of both fixed and floating rate debt instruments. As of April 30, 2011, our outstanding debt was \$2.3 million, substantially all of which was in variable rate obligations. Each 100 basis point increase or decrease in interest rates would have an insignificant annual effect on variable rate debt based on the balances of such debt as of April 30, 2011. As of April 30, 2011, our outstanding marketing obligations were \$935 substantially all of which was in fixed rate obligations. For fixed rate debt, interest rate changes affect our fair market value but do not impact earnings or cash flows.

In connection with the sale of certain display systems, we have entered into various types of financing with customers. The aggregate amounts due from customers include an imputed interest element. The majority of these financings carry fixed rates of interest. As of April 30, 2011, our outstanding long-term receivables were \$18.9 million. Each 25 basis point increase in interest rates would have an associated annual opportunity cost of approximately \$0.1 million.

The following table provides maturities and weighted average interest rates on our financial instruments that are sensitive to changes in interest rates, including debt obligations.

	Fiscal Years (dollars in thousands)						Thereafter
	2012	2013	2014	2015	2016		
Assets:							
Long-term receivables, including current maturities:							
Fixed-rate	\$ 5,343	\$ 4,109	\$ 2,461	\$ 2,212	\$ 1,568	\$ 3,208	
Average interest rate	8.1%	8.1%	8.4%	8.5%	8.4%	8.3%	
Liabilities:							
Long- and short-term debt							
Fixed-rate	\$ 2,316	\$ -	\$ -	\$ -	\$ -	\$ -	
Average interest rate	6.4%	-	-	-	-	-	
Long-term marketing obligations, including current portion							
Fixed-rate	\$ 4	\$ 269	\$ 243	\$ 247	\$ 106	\$ 66	
Average interest rate	9.0%	8.7%	8.7%	9.0%	9.0%	9.0%	

Approximately \$49.1 million of our cash balances are denominated in United States dollars. Cash balances in foreign currencies are operating balances maintained in accounts of our foreign subsidiaries. A portion of the cash held in foreign accounts is used to collateralize outstanding bank guarantees issued by the foreign subsidiary.

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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The Board of Directors and Shareholders  
Daktronics, Inc.

We have audited the accompanying consolidated balance sheets of Daktronics, Inc. and subsidiaries (the Company) as of April 30, 2011, and May 1, 2010, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended April 30, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of April 30, 2011, and May 1, 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended April 30, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of April 30, 2011, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated June 16, 2011, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Minneapolis, Minnesota  
June 16, 2011

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	<u>April 30,</u> <u>2011</u>	<u>May 1,</u> <u>2010</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 54,308	\$ 63,603
Restricted cash	1,546	1,264
Marketable securities	22,943	-
Accounts receivable, less allowance for doubtful accounts	61,778	45,018
Inventories	46,889	35,673
Costs and estimated earnings in excess of billings	24,193	25,233
Current maturities of long-term receivables	5,343	6,232
Prepaid expenses and other assets	6,253	5,838
Deferred income taxes	9,640	12,578
Income tax receivables	4,870	7,444
Property and equipment available for sale	59	182
Total current assets	<u>237,822</u>	<u>203,065</u>
Property and equipment, net	69,866	80,885
Advertising rights, net	525	1,348
Long-term receivables, less current maturities	13,558	13,458
Goodwill	3,384	3,323
Intangible and other assets	2,512	3,710
Deferred income taxes	180	62
	<u>\$ 327,847</u>	<u>\$ 305,851</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Notes payable, bank	\$ 2,316	\$ -
Accounts payable	29,223	23,149
Accrued expenses and warranty obligations	36,222	30,392
Billings in excess of costs and estimated earnings	20,284	13,105
Customer deposits	11,288	9,348
Deferred revenue (billed or collected)	8,770	7,766
Current maturities of long-term debt and marketing obligations	273	322
Income taxes payable	880	148
Deferred income taxes	406	210
Total current liabilities	<u>109,662</u>	<u>84,440</u>
Long-term marketing obligations, less current maturities	662	600
Long-term warranty obligations and other payables	9,856	7,280
Deferred income taxes	6	2,170
Long-term deferred revenue (billed or collected)	4,559	4,308
Total long-term liabilities	<u>15,083</u>	<u>14,358</u>
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, no par value, authorized		
120,000,000 shares; 41,606,070 and 41,063,219 shares		
issued at April 30, 2011 and May 1, 2010, respectively	32,670	29,936
Additional paid-in capital	21,149	17,731
Retained earnings	149,291	159,842
Treasury stock, at cost, 19,680 shares	(9)	(9)
Accumulated other comprehensive gain (loss)	1	(447)
	<u>203,102</u>	<u>207,053</u>
	<u>\$ 327,847</u>	<u>\$ 305,851</u>

See notes to consolidated financial statements.



**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
Net sales	\$ 441,676	\$ 393,185	\$ 580,681
Cost of goods sold	330,192	298,629	425,323
<b>Gross profit</b>	<b>111,484</b>	<b>94,556</b>	<b>155,358</b>
Operating expenses:			
Selling expense	49,555	54,253	62,335
General and administrative	23,453	25,199	28,787
Product design and development	18,949	21,920	21,619
Gain on insurance proceeds	-	(1,496)	-
Goodwill impairment	-	1,410	-
	<u>91,957</u>	<u>101,286</u>	<u>112,741</u>
<b>Operating income (loss)</b>	<b>19,527</b>	<b>(6,730)</b>	<b>42,617</b>
Nonoperating income (expense):			
Interest income	1,921	1,514	2,068
Interest expense	(184)	(170)	(244)
Other income (expense), net	877	(2,756)	(2,888)
	<u>2,614</u>	<u>(412)</u>	<u>(1,064)</u>
<b>Income (loss) before income taxes</b>	<b>22,141</b>	<b>(8,142)</b>	<b>41,553</b>
Income tax expense (benefit)	7,897	(1,153)	15,125
<b>Net income (loss)</b>	<b>\$ 14,244</b>	<b>\$ (6,989)</b>	<b>\$ 26,428</b>
Weighted average shares outstanding:			
Basic	41,422	40,908	40,537
Diluted	<u>42,277</u>	<u>40,908</u>	<u>41,152</u>
Earnings (loss) per share:			
Basic	\$ 0.34	\$ (0.17)	\$ 0.65
Diluted	<u>\$ 0.34</u>	<u>\$ (0.17)</u>	<u>\$ 0.64</u>
Cash dividend paid per share	<u>\$ 0.60</u>	<u>\$ 0.095</u>	<u>\$ 0.09</u>

See notes to consolidated financial statements.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(in thousands)

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Treasury Stock</u>	<u>Accumulated Other Comprehensive Gain (Loss)</u>	<u>Total</u>
<b>Balance, April 26, 2008</b>	\$ 25,638	\$ 10,398	\$ 147,912	\$ (9)	\$ (686)	\$ 183,253
Net income	-	-	26,428	-	-	26,428
Foreign currency translation adjustment	-	-	-	-	131	131
<b>Comprehensive income</b>						<b>26,559</b>
Tax benefits related to exercise of stock options	-	346	-	-	-	346
Share-based compensation	-	3,154	-	-	-	3,154
Exercise of stock options	630	-	-	-	-	630
Employee savings plan activity	1,604	-	-	-	-	1,604
Dividend paid	-	-	(3,635)	-	-	(3,635)
<b>Balance, May 2, 2009</b>	<b>27,872</b>	<b>13,898</b>	<b>170,705</b>	<b>(9)</b>	<b>(555)</b>	<b>211,911</b>
Net income	-	-	(6,989)	-	-	(6,989)
Foreign currency translation adjustment	-	-	-	-	108	108
<b>Comprehensive loss</b>						<b>(6,881)</b>
Tax benefits related to exercise of stock options	-	71	-	-	-	71
Share-based compensation	-	3,762	-	-	-	3,762
Exercise of stock options	365	-	-	-	-	365
Employee savings plan activity	1,699	-	-	-	-	1,699
Dividend paid	-	-	(3,874)	-	-	(3,874)
<b>Balance, May 1, 2010</b>	<b>29,936</b>	<b>17,731</b>	<b>159,842</b>	<b>(9)</b>	<b>(447)</b>	<b>207,053</b>
Net income	-	-	14,244	-	-	14,244
Foreign currency translation adjustment	-	-	-	-	426	426
Unrealized gain on available for sale securities	-	-	-	-	22	22
<b>Comprehensive income</b>						<b>14,692</b>
Tax benefits related to exercise of stock options	-	121	-	-	-	121
Share-based compensation	-	3,370	-	-	-	3,370
Exercise of stock options	1,352	(73)	-	-	-	1,279
Employee savings plan activity	1,382	-	-	-	-	1,382
Dividends paid	-	-	(24,795)	-	-	(24,795)
<b>Balance, April 30, 2011</b>	<b>\$ 32,670</b>	<b>\$ 21,149</b>	<b>\$ 149,291</b>	<b>\$ (9)</b>	<b>\$ 1</b>	<b>\$ 203,102</b>

See notes to consolidated financial statements

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	<b>Year Ended</b>		
	<b>April 30, 2011</b>	<b>May 1, 2010</b>	<b>May 2, 2009</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ 14,244	\$ (6,989)	\$ 26,428
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	19,354	21,945	24,133
Amortization	287	315	315
Amortization of premium/discount on marketable securities	48	-	-
Gain on sale of property and equipment	(62)	(982)	(862)
Stock-based compensation	3,370	3,762	3,154
Equity in losses of affiliates	36	2,535	2,404
Impairment of goodwill	-	1,410	-
Loss on sale of equity investees	-	230	-
Provision for doubtful accounts	(37)	421	419
Deferred income taxes, net	852	120	(4,326)
Change in operating assets and liabilities	3,254	21,017	(2,934)
<b>Net cash provided by operating activities</b>	<b>41,346</b>	<b>43,784</b>	<b>48,731</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property and equipment	(9,386)	(16,121)	(22,888)
(Purchases)/sales of marketable securities, net	(23,035)	-	-
Insurance recoveries on property and equipment	187	3,213	-
Proceeds from sale of property and equipment	238	181	4,667
Other investing activities, net	2,110	(372)	(665)
<b>Net cash used in investing activities</b>	<b>(29,886)</b>	<b>(13,099)</b>	<b>(18,886)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Borrowings on notes payable	2,316	-	-
Proceeds from exercise of stock options	1,352	365	630
Excess tax benefits from stock-based compensation	121	71	345
Principal payments on long-term debt	(26)	(27)	(546)
Dividends paid	(24,795)	(3,874)	(3,635)
<b>Net cash used in financing activities</b>	<b>(21,032)</b>	<b>(3,465)</b>	<b>(3,206)</b>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH</b>	<b>277</b>	<b>(118)</b>	<b>537</b>
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(9,295)</b>	<b>27,102</b>	<b>27,176</b>
<b>CASH AND CASH EQUIVALENTS:</b>			
Beginning of period	63,603	36,501	9,325
End of period	\$ 54,308	\$ 63,603	\$ 36,501

See notes to consolidated financial statements.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(in thousands, except per share data)

**Note 1. Nature of Business and Summary of Significant Accounting Policies**

Nature of business: Daktronics, Inc. and its subsidiaries are engaged principally in the design, manufacture and sale of a wide range of electronic display systems and related products which are sold in a variety of markets throughout the world and the rendering of related maintenance and professional services. Our products are designed primarily to inform and entertain people through the communication of content.

Fiscal year: We operate on a 52 to 53 week fiscal year, with fiscal years ending on the Saturday closest to April 30 of each year. When April 30 falls on a Wednesday, the fiscal year ends on the preceding Saturday. The years ended April 30, 2011, May 1, 2010 and May 2, 2009 consisted of 52, 52 and 53 weeks, respectively. Within each fiscal year, each quarter is comprised of 13 week periods following the beginning of each fiscal year. In each 53 week year, each of the last three quarters is comprised of a 13 week period, and an additional week is added to the first quarter of that fiscal year.

Principles of consolidation: The consolidated financial statements include our accounts and the accounts of our wholly-owned subsidiaries – Daktronics France SARL; Daktronics Shanghai, Ltd.; Daktronics GmbH; Star Circuits, Inc.; Daktronics Media Holdings, Inc.; MSC Technologies, Inc.; Daktronics UK, Ltd.; Daktronics Hong Kong, Ltd.; Daktronics Canada, Inc.; Daktronics Hoist, Inc.; Daktronics Beijing; Daktronics Australia Pty Ltd; Daktronics FZE; Daktronics Installation; and Daktronics Japan, Inc. Intercompany balances and transactions have been eliminated in consolidation.

Investments in affiliates over which we have significant influence are accounted for by the equity method. As of April 30, 2011 we did not have any investments accounted from the equity method. In prior years, as explained in Note 16, we had various investments accounted for under the equity method. Investments in affiliates over which we do not have the ability to exert significant influence over the investees operating and financing activities are accounted for under the cost method of accounting. We have evaluated our relationships with affiliates and have determined that these entities are either not variable interest entities or, in the case of variable interest entities, we are not the primary beneficiary and therefore they are not required to be consolidated in our consolidated financial statements. The equity method requires us to report our share of losses up to our equity investment amount, including any financial support made or committed to. At such time the equity investment is reduced to zero, we recognize losses to the extent of and as an adjustment to the other investments in the affiliate in order of seniority or priority in liquidation. Our proportional share of the respective affiliate's earnings or losses is included in other income (expense) in our consolidated statements of operations.

As of May 1, 2010, we have a variable interest in Outcast Media International, Inc. ("Outcast") which during fiscal 2011 became a cost method investee and ceased being treated as a variable interest entity. This occurred as a result of a reorganization of Outcast in connection with a sale of most of its assets. Outcast operates the largest pumptop display network in the United States. The results of the variable interest analysis we completed prior to fiscal 2011 indicated that we are not the primary beneficiary of this variable interest entity and, as a result, we were not required to consolidate it. Our analysis included reviewing the amount of financial support, equity risk, and board influence. As of April 30, 2011 our interest in Outcast consisted of a 7% equity interest. During fiscal 2010, we had written down our equity investment to zero. During fiscal 2011, as described in Note 16, we exchanged certain other debt and obligations related to Outcast for a note from a third party related to Outcast.

The aggregate amount of investments accounted for under the cost method was \$106 and \$100 at April 30, 2011 and May 1, 2010, respectively. The fair value of these investments has not been estimated, as there have not been any identified events or changes in circumstances that may have a significant adverse effect on their fair value and it is not practical to estimate their fair value.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the estimated total costs on construction-type contracts, estimated costs to be incurred for product warranties, excess and obsolete inventory, the reserve for doubtful accounts, stock-based compensation, goodwill impairment and income taxes. Changes in estimates are reflected in the periods in which they become known.

Reclassifications: Certain reclassifications have been made to the fiscal year 2010 financial statements to conform to the presentation used in the fiscal year 2011 financial statements. We reclassified certain deferred tax assets and liabilities from income taxes payable. In addition, we reclassified certain deferred liabilities from deferred assets. We also reclassified certain obligations for warranties from accrued expenses and warranty obligations to long-term warranty obligations and other payables. These reclassifications had no effect on shareholders' equity or net income as previously reported.

Cash and cash equivalents: All highly liquid investments with maturities of three months or less at the date of purchase are considered to be cash equivalents consisting primarily of government repurchase agreements, savings accounts and money market accounts, and they are carried at cost which approximates fair value. We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We have not experienced any losses in such accounts.

Restricted cash: Restricted cash consists of deposits to secure bank guarantees issued by our Chinese subsidiary.

Inventories: Inventories are stated at the lower of cost (first-in, first-out method) or market. Market is determined on the basis of estimated net realizable values.

Revenue recognition: Net sales are reported net of estimated sales returns and exclude sales taxes. We estimate our sales returns reserve based on historical return rates and analysis of specific accounts. Our sales returns reserve was \$19 and \$39 at April 30, 2011 and May 1, 2010, respectively.

*Long-term construction-type contracts.* Earnings on construction-type contracts are recognized on the percentage-of-completion method, measured by the percentage of costs incurred to date to estimated total costs for each contract. Contract costs include all direct material and labor costs and those indirect costs related to contract performance. Indirect costs include charges for such items as facilities, engineering, and project management. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are probable and capable of being estimated. We combine contracts for accounting purposes when they are negotiated as a package with an overall profit margin objective, essentially represent an agreement to do a single project for a customer, involve interrelated construction activities, and are performed concurrently or sequentially. When a group of contracts is combined, revenue and profit are earned uniformly over the performance of the combined projects. We segment revenues in accordance with contract segmenting criteria in Accounting Standards Codification (“ASC”) 650-35, *Construction-Type and Production-Type Contracts*.

*Equipment other than construction-type contracts:* We recognize revenue on equipment sales, other than construction-type contracts, when title passes, which is usually upon shipment and then only if the terms of the arrangement are fixed and determinable and collectability is reasonably assured. We record estimated sales returns and discounts as a reduction of net sales in the same period revenue is recognized.

*Product maintenance:* In connection with the sale of our products, we also occasionally sell separately priced extended warranties and product maintenance contracts. The revenue related to such contracts is deferred and recognized ratably as net sales over the terms of the contracts, which vary up to 10 years. We record unrealized revenue in deferred revenue (billed or collected) in the liability section of the balance sheet. Deferred revenue (billed or collected) excludes unrealized revenue from contractual obligations that will be billed by us in future periods.

*Services:* Revenues generated by us for services, such as event support, control room design, on-site training, equipment service and technical support of our equipment are recognized as net sales when the services are performed. Net sales from services which are not included in construction-type contracts approximated 9.4%, 9.4% and 5.8% of net sales for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009.

*Multiple-element arrangements:* We generate revenue from the sale of equipment and related services, including customization, installation and maintenance services. In some instances, we provide some or all of such equipment and services to our customers under the terms of a single multiple-element sales arrangement. These arrangements typically involve the sale of equipment bundled with some or all of these services, but may also involve instances in which we have contracted to deliver multiple pieces of equipment over time, rather than at a single point in time.

When a sales arrangement involves multiple elements, the items included in the arrangement (deliverables) are evaluated pursuant to Accounting Standards Codification (“ASC”) 605-25, *Revenue Arrangements with Multiple Deliverables*, to determine whether they represent separate units of accounting. We perform this evaluation at the inception of an arrangement and as we deliver each item in the arrangement. Generally, we account for a deliverable (or a group of deliverables) separately if the delivered item(s) has standalone value to the customer, there is objective and reliable evidence of the fair value of the undelivered items included in the arrangement, and, if we have given the customer a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) or service(s) is probable and substantially in our control.

When items included in a multiple-element arrangement represent separate units of accounting and there is objective and reliable evidence of fair value for all items included in the arrangement, we allocate the arrangement consideration to the individual items based on their relative fair values. If there is objective and reliable evidence of the fair value(s) of the undelivered item(s) in an arrangement, but no such evidence for the delivered item(s), we use the residual method to allocate the arrangement consideration. In either case, the amount of arrangement consideration allocated to the delivered item(s) is limited to the amount that is not contingent on us delivering additional products or services. Once we have determined the amount, if any, of arrangement consideration allocable to the delivered item(s), we apply the applicable revenue recognition policy, as described elsewhere herein, to determine when such amount may be recognized as revenue.

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We generally determine if objective and reliable evidence of fair value for the items included in a multiple-element arrangement exists based on whether we have vendor-specific objective evidence (VSOE) of the price for which we sell an item on a standalone basis. If we do not have VSOE for the item, we will use the price charged by a competitor selling a comparable product or service on a standalone basis to similarly situated customers, if available.

If we cannot account for the items included in a multiple-element arrangement as separate units of accounting, they are combined and accounted for as a single unit of accounting, generally resulting in a delay in the recognition of revenue for the delivered item(s) until we have provided the undelivered item(s) or service(s) to the customer unless doing so would be inappropriate when one deliverable included in the arrangement clearly comprises the overwhelming majority of the value of the arrangement. In these cases, based on the facts and circumstances of the arrangement, we may recognize revenue based on the recognition criteria otherwise applicable to the predominant deliverable.

*Software:* We typically sell our proprietary software bundled with our video displays and certain other products, but we also sell our software separately. Pursuant to ASC 985-605, *Software Revenue Recognition*, revenues from software license fees on sales, other than construction-type contracts, are recognized when persuasive evidence of an agreement exists, delivery of the product has occurred, the fee is fixed and determinable, and collection is probable. For sales of software included in construction-type contracts, the revenue is recognized under the percentage-of-completion method starting when all of these criteria have been met.

*Long-term receivables and advertising rights:* We occasionally sell and install our products at facilities in exchange for the rights to sell or to retain future advertising revenues. For these transactions, we recognize revenue for the amount of the present value of the future advertising payments if enough advertising is sold to obtain normal margins on the contract and we record the related receivable in long-term receivables. On those transactions where we have not sold the advertising for the full value of the equipment at normal margins, we record the related cost of equipment as advertising rights. Revenue to the extent of the present value of the advertising payments is recognized in long-term receivables when it becomes fixed and determinable under the provisions of the applicable advertising contracts. At the time the revenue is recognized, costs of the equipment are recognized based on an estimate of overall margin expected.

In cases where we receive advertising rights as opposed to only cash payments in exchange for the equipment, revenue is recognized as it becomes earned and the related costs of the equipment are amortized over the term of the advertising rights, which are owned by us. On these transactions,

advance collections of advertising revenues are recorded as deferred revenue.

The cost of advertising rights, net of amortization, was \$525 as of April 30, 2011 and \$1,348 as of May 1, 2010.

**Rentals:** We rent display equipment to our customers under short-term rental agreements, generally for periods no longer than 12 months. Revenues generated by us for equipment rentals are recognized on a straight line basis over the period of the rental agreement.

**Property and equipment:** Property and equipment is stated at cost and depreciated principally on the straight-line method over the following estimated useful lives:

	<b>Years</b>
Buildings	7 - 40
Machinery and equipment	5 - 7
Office furniture and equipment	3 - 5
Equipment held for rental	2 - 7
Purchased and internally developed software	3 - 5
Demonstration equipment	3 - 5
Transportation equipment	5 - 7

Leasehold improvements are depreciated over the lesser of the useful life of the asset or the term of the lease. Our depreciation expense was \$19,354, \$21,945 and \$24,133 for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009, respectively.

**Long-Lived Assets:** Long-lived assets other than goodwill and indefinite-lived intangible assets, as described in Note 4, which are separately tested for impairment, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

When evaluating long-lived assets for potential impairment, we first compare the carrying value of the asset to the asset's estimated future cash flows (undiscounted and without interest charges). If the estimated future cash flows are less than the carrying value of the asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to the asset's estimated fair value. We recognize an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset becomes its new cost basis. For a depreciable long-lived asset, the new cost basis will be depreciated (amortized) over the remaining useful life of that asset.

Our impairment loss calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate future cash flows and asset fair values, including forecasting useful lives of the assets and selecting the discount rate that reflects the risk inherent in future cash flows. We have not made any material changes in the accounting methodology we use to assess impairment loss during the past three fiscal years.

During the third quarter of fiscal 2010, changes in our business, including the decline in orders, the operating losses and the impairment of goodwill, were indicators of potential impairment for our business units. Therefore, we tested our long-lived assets for recoverability in accordance with ASC 360, *Property, Plant, and Equipment*, by comparing the undiscounted cash flows expected from the use and eventual disposition of the assets to the carrying amount of the assets. We grouped the assets at the lowest level for which there were identifiable cash flows that were independent of the cash flows of other assets and liabilities. Based on this analysis, the undiscounted cash flows significantly exceeded the carrying amount of the long-lived assets, and therefore it was determined that there was no impairment. If actual results in the future are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to future losses that could be material. We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate long-lived asset impairment losses.

**Software costs:** We capitalize certain costs incurred in connection with developing or obtaining internal-use software. Capitalized software costs are included in Property and Equipment on our consolidated balance sheets. Software costs that do not meet capitalization criteria are expensed immediately.

**Insurance:** We are self-insured for certain losses related to health and liability claims and workers' compensation, although we obtain third-party insurance to limit our exposure to these claims. We estimate our self-insured liabilities using a number of factors, including historical claims experience. Our self-insurance liability was \$2,831 and \$2,726 at April 30, 2011 and May 1, 2010, respectively, and is included in accrued expenses and warranty obligations in our consolidated balance sheets.

**Foreign currency translation:** Our foreign subsidiaries use the local currency of their respective countries as their functional currency. The assets and liabilities of foreign operations are generally translated at the exchange rates in effect at the balance sheet date. The operating results of foreign operations are translated at weighted average exchange rates. The related translation gains or losses are reported as a separate component of shareholders' equity.

**Income taxes:** We account for income taxes under ASC 740, *Income Taxes*, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in our financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. ASC 740 requires the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized. Tax rate changes are reflected in income during the period such changes are enacted. We currently benefit from a tax holiday in China that will expire in fiscal 2012. In fiscal 2011 and 2009, we realized a benefit of approximately \$77 or \$0.002 per share and \$97 or \$0.002 per share, respectively. We are unable to predict how the expiration of the tax holiday will impact us in the future.

Our income tax returns, like those of most companies, are periodically audited by U.S. federal, state and local and foreign tax authorities. These audits include questions regarding our tax filing positions, including the timing and amount of deductions and the allocation of income among various tax jurisdictions. At any one time, multiple tax years are subject to audit by the various tax authorities. In evaluating the tax benefits associated with our various tax filing positions, we record a tax benefit for uncertain tax positions using the highest cumulative tax benefit that is more likely than not to be realized. A number of years may elapse before a particular matter, for which we have established a liability, is audited and effectively settled. We adjust our liability for unrecognized tax benefits in the period in which we determine the issue is effectively settled with the tax authorities, the statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available. We include our liability for unrecognized tax benefits, including accrued penalties and interest, in income taxes payable on our consolidated balance sheets and in income tax expense in our consolidated statements of operations.

**Comprehensive income (loss):** We follow the provisions of ASC 220, *Reporting Comprehensive Income*, which establishes standards for reporting and displaying comprehensive income and its components. Comprehensive income reflects the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. For us, comprehensive income represents net income (loss) adjusted for foreign currency translation adjustments and unrealized gains and losses on available-for-sale securities. The foreign currency translation adjustment included in comprehensive income has not been tax affected, as the investments in foreign affiliates are deemed to be permanent. In accordance with ASC 220, we have chosen to disclose comprehensive income (loss) in the consolidated statement of shareholders' equity.

**Product design and development:** All expenses related to product design and development are charged to operations as incurred. Our product development activities include the enhancement of existing products and the development of new products.

**Advertising costs:** We expense advertising costs as incurred. Advertising expenses were \$1,895, \$1,215 and \$1,626 for fiscal years 2011, 2010 and 2009, respectively.

**Shipping and handling costs:** Shipping and handling costs that are collected from our customers in connection with our sales are recorded as revenue. We record shipping and handling costs as a component of cost of sales at the time the product is shipped.

**Earnings (loss) per share ("EPS"):** Basic EPS is computed by dividing income (loss) attributable to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that would occur if securities or other obligations to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in our earnings.

The following is a reconciliation of the income (loss) and common stock share amounts used in the calculation of basic and diluted EPS for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009:

	<u>Net income</u> <u>(loss)</u>	<u>Shares</u>	<u>Per share</u> <u>income (loss)</u>
<b>For the year ended April 30, 2011:</b>			
Basic earnings per share	\$ 14,244	41,422	\$ 0.34
Dilution associated with stock compensation plans	-	855	-
Diluted earnings per share	<u>\$ 14,244</u>	<u>42,277</u>	<u>\$ 0.34</u>
<b>For the year ended May 1, 2010:</b>			
Basic loss per share	\$ (6,989)	40,908	\$ (0.17)
Dilution associated with stock compensation plans	-	-	-
Diluted loss per share	<u>\$ (6,989)</u>	<u>40,908</u>	<u>\$ (0.17)</u>
<b>For the year ended May 2, 2009:</b>			
Basic earnings per share	\$ 26,428	40,537	\$ 0.65
Dilution associated with stock compensation plans	-	615	(0.01)
Diluted earnings per share	<u>\$ 26,428</u>	<u>41,152</u>	<u>\$ 0.64</u>

Options outstanding to purchase 1,655 shares of common stock with a weighted average exercise price of \$19.23 per share during the fiscal year ended April 30, 2011 were not included in the computation of diluted earnings per share because the weighted average exercise price of those instruments exceeded the average market price of the common shares during the year.

Options outstanding to purchase 2,658 shares of common stock with a weighted average exercise price of \$14.14 per share during the fiscal year ended May 1, 2010 were not included in the computation of diluted earnings per share because the loss recorded for the periods makes the options anti-dilutive.

Options outstanding to purchase 1,460 shares of common stock with a weighted average exercise price of \$20.26 per share during the fiscal year ended May 2, 2009 were not included in the computation of diluted earnings per share because the weighted average exercise price of those instruments exceeded the average market price of the common shares during the year.

**Share-based compensation:** We account for stock-based compensation in accordance with ASC 718, *Compensation-Stock Compensation*. We elected the modified-prospective method of ASC 718, under which prior periods are not retroactively revised. Under the fair value recognition provisions of ASC 718, we measure stock-based compensation cost at the grant date based on the fair value of the award and recognize the compensation expense over the requisite service period, which is the vesting period. The valuation provisions of ASC 718 apply to awards granted after its April 30, 2006 effective date. Stock-based compensation expense for awards granted prior to April 30, 2006 but that remained unvested on the effective date are being recognized over the remaining service period using the compensation cost estimated for the ASC 718 pro forma disclosures. See Note 9 for additional information and the assumptions we use to calculate the fair value of share-based employee compensation.

## Recent Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2009-13, which amends ASC 605-25, *Revenue Recognition-Multiple-Element Arrangements*. ASU 2009-13 provides principles for allocation of consideration among its multiple elements, allowing more flexibility in identifying and accounting for separate deliverables under an arrangement. ASU 2009-13 introduces an estimated selling price method for allocating revenue to the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available, and it significantly expands related disclosure requirements. This standard is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. We have assessed the adoption of ASC 2009-13 and determined that it did not have a material impact on our consolidated financial statements.

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In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures about Fair Value Measurements*, which amends ASC 820, *Fair Value Measurements and Disclosures*. ASU 2010-06 adds new requirements for disclosures about (1) the different classes of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in level 3 fair value measurements, and (4) the transfers between levels 1, 2 and 3 fair value measurements. ASU 2010-06 was effective as of January 30, 2010 for our reporting, except for the requirement to provide the disclosure of the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years, which we adopted on May 2, 2010. In the period of initial adoption, entities are not required to provide the amended disclosures for any previous periods presented for comparative purposes. However, those disclosures are required for periods ending after initial adoption. We adopted the additional disclosures required for all levels of fair value measurements (see Note 13).

In July 2010, the FASB issued ASU 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. ASU 2010-20 is intended to provide additional information to assist financial statement users in assessing an entity’s credit risk exposures and evaluating the adequacy of its allowance for credit losses. The disclosures are required for periods ending on or after December 15, 2010. The amendments in ASU 2010-20 encourage, but do not require, comparative disclosures for earlier reporting periods that ended before initial adoption. However, an entity should provide comparative disclosures for those reporting periods ending after initial adoption. We adopted ASU 2010-20 in the third quarter of fiscal 2011. The adoption of ASC 2010-20 did not have a material impact on our consolidated financial statements.

In December 2010, the FASB issued ASU 2010-28, *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (Topic 350)—Intangibles—Goodwill and Other*. ASU 2010-28 amends the criteria for performing Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts and requires performing Step 2 if qualitative factors indicate that it is more likely than not that a goodwill impairment exists. We will adopt ASU 2010-28 in fiscal 2012, and any impairment to be recorded upon adoption will be recognized as an adjustment to our beginning retained earnings. We have assessed the adoption of ASU 2010-28 and have determined that it will not likely have a material impact on our consolidated financial statements.

In December 2010, the FASB issued ASU 2010-29, *Business Combinations (Topic 805) — Disclosure of Supplementary Pro Forma Information for Business Combinations*. This update clarifies that, when presenting comparative financial statements, registrants should disclose revenue and earnings of the combined entity as though the current period business combinations had occurred as of the beginning of the comparable prior annual reporting period only. The update also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. ASU 2010-29 is effective prospectively for material (either on an individual or aggregate basis) business combinations entered into in fiscal years beginning on or after December 15, 2010, with early adoption permitted. ASU 2010-29 is effective for us for any acquisitions we make after the beginning of fiscal 2012.

## Note 2. Segment Reporting

We organized our business into five business units which meet the definition of reportable segments under ASC 280-10, *Segment Reporting*: the Commercial segment, the Live Events segment, the Schools and Theatres segment, the Transportation segment, and the International segment.

Our Commercial segment primarily consists of sales of our video, Galaxy® and Valo® product lines to resellers (primarily sign companies), outdoor advertisers, national retailers, quick-serve restaurants, casinos and petroleum retailers. Our Live Events segment primarily consists of sales of integrated scoring and video display systems to college and professional sports facilities and convention centers and sales of our mobile PST display technology to video rental organizations and other live events type venues. Our Schools and Theatres segment primarily consists of sales of scoring systems, Galaxy® displays and video display systems to primary and secondary education facilities and sales of our Vortek® automated rigging systems for theatre applications. Our Transportation segment primarily consists of sales of our Vanguard® and Galaxy® product lines to governmental transportation departments, airlines and other transportation related customers. Finally, our International segment primarily consists of sales of all product lines to geographies outside the United States and Canada.

Segment reports present results through contribution margin, which is comprised of gross profit less selling costs. Segment profit excludes general and administration expense, product development expense, interest income and expense, non-operating income and income tax expense. Assets are not allocated to the segments. Depreciation and amortization, excluding that portion related to non-allocated costs, are allocated to each segment based on various financial measures. In general, segments follow the same accounting policies as those described in Note 1. Costs of domestic field sales and services infrastructure, including most field administrative staff, are allocated to the Commercial, Live Events and Schools and Theatres segments based on cost of sales. Shared manufacturing, building and utilities and procurement costs are allocated based on payroll dollars, square footage and various other financial measures.

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We do not maintain information on sales by products and, therefore, disclosure of such information is not practical.



The following table sets forth certain financial information for each of our five operating segments for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
<b>Net sales:</b>			
Commercial	\$ 112,515	\$ 91,860	\$ 155,851
Live Events	161,572	159,229	269,650
Schools & Theatres	62,310	62,878	66,444
Transportation	45,215	40,481	34,289
International	60,064	38,737	54,447
	<u>441,676</u>	<u>393,185</u>	<u>580,681</u>
<b>Contribution margin:</b>			
Commercial	\$ 12,926	\$ 5,175	\$ 22,380
Live Events	18,888	18,320	63,323
Schools & Theatres	7,247	4,423	2,059
Transportation	12,149	9,490	3,630
International	10,719	2,895	1,631
	<u>61,929</u>	<u>40,303</u>	<u>93,023</u>
<b>Non-allocated operating expenses:</b>			
General and administrative	23,453	25,199	28,787
Product design and development	18,949	21,920	21,619
Gain on insurance proceeds	-	(1,496)	-
Goodwill impairment	-	1,410	-
<b>Operating income (loss)</b>	<u>19,527</u>	<u>(6,730)</u>	<u>42,617</u>
<b>Nonoperating income (expense):</b>			
Interest income	1,921	1,514	2,068
Interest expense	(184)	(170)	(244)
Other income (expense), net	877	(2,756)	(2,888)
	<u>22,141</u>	<u>(8,142)</u>	<u>41,553</u>
<b>Income (loss) before income taxes</b>	<u>22,141</u>	<u>(8,142)</u>	<u>41,553</u>
Income tax expense (benefit)	7,897	(1,153)	15,125
<b>Net income (loss)</b>	<u>\$ 14,244</u>	<u>\$ (6,989)</u>	<u>\$ 26,428</u>
<b>Depreciation and amortization:</b>			
Commercial	\$ 6,790	\$ 7,119	\$ 7,938
Live Events	6,224	7,477	8,663
Schools & Theatres	2,621	2,823	3,474
Transportation	1,524	1,745	1,990
International	692	1,010	692
Unallocated corporate depreciation	1,790	2,086	1,691
	<u>\$ 19,641</u>	<u>\$ 22,260</u>	<u>\$ 24,448</u>

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No single geographic area comprises a material amount of net sales or long-lived assets other than the United States. The following table presents information about net sales and long-lived assets in the United States and elsewhere:

	United States	Others	Total
Net sales for year ended:			
April 30, 2011	\$ 368,979	\$ 72,697	\$ 441,676
May 1, 2010	347,787	45,398	393,185
May 2, 2009	512,529	68,152	580,681
Long-lived assets at:			
April 30, 2011	\$ 68,034	\$ 1,832	\$ 69,866
May 1, 2010	78,465	2,420	80,885
May 2, 2009	88,302	1,125	89,427

We are not economically dependent on a limited number of customers for the sale of our products and services because we have numerous customers world-wide. We are not economically dependent on a limited number of suppliers for our inventory items because we have numerous suppliers world-wide.

### Note 3. Marketable Securities

We have a cash management program which provides for the investment of cash balances not being used in current operations. We classify our investments in marketable securities as available-for-sale in accordance with the provisions of ASU 320, *Investments – Debt and Equity Securities*. Marketable securities classified as available-for-sale are reported at fair value, with unrealized gain or loss, net of tax, reported in other

comprehensive income. All available-for-sale securities are classified as current assets, as they are readily available to support our current operating needs. Unrealized losses considered to be “other-than-temporary” are recognized currently in earnings. The cost of securities sold is based on the specific identification method. Where quoted market prices are not available, we use the market price of similar types of securities that are traded in the market to estimate fair value. As of May 1, 2010 there were no available-for-sale securities. As of April 30, 2011, our available-for-sale securities consisted of the following:

	<u>Cost</u>	<u>Fair Value</u>	<u>Carrying Value</u>	<u>Unrealized Gain</u>
Balance as of April 30, 2011				
Certificates of deposit	\$ 4,913	\$ 4,913	\$ 4,913	\$ -
U.S. Treasury bills	1,998	1,999	1,999	1
U.S. Government sponsored entities	13,598	13,617	13,617	19
Municipal bonds	2,412	2,414	2,414	2
<b>Total</b>	<b>\$ 22,921</b>	<b>\$ 22,943</b>	<b>\$ 22,943</b>	<b>\$ 22</b>

The contractual maturities of available-for-sale debt securities as of April 30, 2011 were as follows:

	<u>Less than 12 months</u>	<u>Greater than 12 months</u>	<u>Total</u>
Certificates of deposit	\$ 4,913	\$ -	\$ 4,913
U.S. Treasury bills	1,999	-	1,999
U.S. Government sponsored agencies	4,025	9,592	13,617
Municipal obligations	-	2,414	2,414
<b>Total available for sale</b>	<b>\$ 10,937</b>	<b>\$ 12,006</b>	<b>\$ 22,943</b>

#### Note 4. Long Lived Assets

**Goodwill and other intangible assets:** We account for goodwill and intangible assets in accordance with ASC 350, *Goodwill and Other Intangible Assets*. Under these provisions, goodwill is not amortized but is tested for impairment on at least an annual basis. Impairment testing is required more often than annually if an event or circumstance indicates that an impairment or a decline in value may have occurred. In conducting our impairment testing, we compare the fair value of each of our business units (reporting unit) to the related carrying value. If the fair value of a reporting unit exceeds its carrying value, goodwill is not impaired. If the carrying value of a reporting unit exceeds its fair value, an impairment loss is measured and recognized. We conduct our impairment testing as of the first business day of the third quarter each year.

We utilize an income approach to estimate the fair value of each reporting unit. We selected this method because we believe that it most appropriately measures our income producing assets. We considered using the market approach and cost approach, but concluded they were not appropriate in valuing our reporting units given the lack of relevant and available market comparisons. The income approach is based on the projected cash flows, which are discounted to their present value using discount rates that consider the timing and risk of the forecasted cash flows. We believe that this approach is appropriate because it provides a fair value estimate based upon the reporting units’ expected long-term operating cash performance. This approach also mitigates the impact of the cyclical trends that occur in the industry. Fair value is estimated using internally-developed forecasts and assumptions. The discount rate used is the average estimated value of a market participant’s cost of capital and debt, derived using customary market metrics. Other significant assumptions include terminal value margin rates, future capital expenditures, and changes in future working capital requirements. We also compare and reconcile our overall fair value to our market capitalization. Although there are inherent uncertainties related to the assumptions used and to our application of these assumptions to this analysis, we believe that the income approach provides a reasonable estimate of the fair value of our reporting units. The foregoing assumptions to a large degree were consistent with our long-term performance, with limited exceptions. We believe that our future investments for capital expenditures as a percent of revenue will decline in future years due to our improved utilization resulting from lean initiatives, and we believe that long-term receivables will decrease as we grow. We also have assumed that through this economic downturn, our markets have not contracted for the long term; however, it may be a number of years before they fully recover. These assumptions could deviate materially from actual results.

We performed an analysis of goodwill as of the first business day of our third quarter in fiscal 2011. The results of the analysis indicated that no goodwill impairment existed as of that date. During fiscal 2010, we performed an analysis of goodwill as of the first business day of our third quarter. In addition, due to revisions in our forward-looking 12-month forecast during the month of January 2010 resulting from lower than expected order bookings and increased near-term uncertainty, primarily in our Live Events business unit, the significance of orders being delayed in all business units, and the decline in our stock price, we believed that an additional goodwill impairment test was required as of January 31, 2010. Based on our test, we determined that the goodwill associated with the Schools and Theatres business unit, totaling \$685, was fully impaired and that the goodwill associated with our International business unit of \$725 was fully impaired. The impaired goodwill was related primarily to the acquisition of Hoffend and Sons, which was allocated to all business units, and the purchase of European Timing Systems, which was allocated to the International business unit.

Goodwill was \$3,384 at April 30, 2011 and \$3,323 at May 1, 2010. Goodwill increased \$61 during fiscal 2011 as a result of the impact of foreign currency translation on goodwill denominated in functional currencies other than the U.S. dollar. The following table sets forth the change in goodwill during fiscal 2011:

	<u>Live Events</u>	<u>Commercial</u>	<u>Transportation</u>	<u>Total Goodwill</u>
Balance as of May 1, 2010	\$ 2,421	\$ 735	\$ 167	\$ 3,323
Foreign currency translation	31	21	9	61
<b>Balance as of April 30, 2011</b>	<b>\$ 2,452</b>	<b>\$ 756</b>	<b>\$ 176</b>	<b>\$ 3,384</b>

The following table sets forth the amounts of goodwill and accumulated impairment as of May 1, 2010 and April 30, 2011:

	<u>Live Events</u>	<u>Commercial</u>	<u>Transportation</u>	<u>Schools and Theatres</u>	<u>International</u>	<u>Total</u>
Balance April 30, 2011						
Goodwill	\$ 2,452	\$ 752	\$ 176	\$ 685	\$ 725	\$ 4,794
Accumulated impairment losses	-	-	-	(685)	(725)	(1,410)
	<u>\$ 2,452</u>	<u>\$ 752</u>	<u>\$ 176</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,384</u>
Balance May 1, 2010						
Goodwill	\$ 2,421	\$ 735	\$ 167	\$ 685	\$ 725	\$ 4,733
Accumulated impairment losses	-	-	-	(685)	(725)	(1,410)
	<u>\$ 2,421</u>	<u>\$ 735</u>	<u>\$ 167</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,323</u>

We face a number of risks to our business which can adversely impact cash flows in each of our business units and cause a significant decline in the fair values of each business unit. This decline could lead to an impairment of goodwill in some or all of our business units. Because the fair values of the business units are based in part on the market price of our common stock, a significant decline in the market price of our stock may offset the benefits of the foregoing efforts and lead to an impairment. Notwithstanding the foregoing, events could cause an impairment in goodwill in other business units if the trend of orders and sales worsens and we are unable to respond in ways that preserve future cash flows or if our stock price declines significantly.

As required by ASC 350, intangibles with finite lives are amortized. We evaluate indefinite lived assets for impairment annually and whenever events or changes in circumstances indicate the carrying value may not be recoverable. Included in intangible assets are non-compete agreements and various patents and trademarks. The net value of intangible assets is included as a component of intangible and other assets in the accompanying consolidated balance sheets. Estimated amortization expense based on intangibles as of April 30, 2011 is \$246, \$228, \$228, \$228 and \$228 for the fiscal years ending 2012, 2013, 2014, 2015 and 2016, respectively, and \$95 thereafter. The following table sets forth the gross carrying amount and accumulated amortization of intangible assets by major intangible class as of April 30, 2011 and May 1, 2010:

	<u>April 30, 2011</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Value</u>
Patents	\$ 2,282	\$ 1,046	\$ 1,236
Non-compete agreements	348	331	17
Registered trademarks	401	-	401
Others	87	87	-
	<u>\$ 3,118</u>	<u>\$ 1,464</u>	<u>\$ 1,654</u>
	<u>May 1, 2010</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Value</u>
Patents	\$ 2,282	\$ 818	\$ 1,464
Non-compete agreements	348	279	69
Registered trademarks	401	-	401
Others	87	79	8
	<u>\$ 3,118</u>	<u>\$ 1,176</u>	<u>\$ 1,942</u>

**Impairment of long-lived assets:** We recorded a pre-tax asset impairment charge of \$355 and \$861 for the fiscal years ended April 30, 2011 and May 1, 2010, respectively. The impairment charges related to technology changes in our demonstration equipment and tooling equipment. Impairment charges are included in depreciation expense.

#### Note 5. Selected Financial Statement Data

Inventories consisted of the following:

	<u>April 30, 2011</u>	<u>May 1, 2010</u>
Raw materials	\$ 18,795	\$ 13,396
Work-in-process	8,457	4,785
Finished goods	19,637	16,077
Finished goods subject to deferred revenue arrangements	-	1,415
	<u>\$ 46,889</u>	<u>\$ 35,673</u>

Inventories are reported net of the allowance for excess and obsolete inventory of \$2,139 and \$3,414 as of April 30, 2011 and May 1, 2010, respectively.

Property and equipment consisted of the following:

	April 30, 2011	May 1, 2010
Land	\$ 1,497	\$ 1,471
Buildings	55,457	55,353
Machinery and equipment	58,233	54,058
Office furniture and equipment	53,402	53,831
Equipment held for rental	1,283	1,630
Demonstration equipment	8,086	8,969
Transportation equipment	3,688	4,256
	<u>181,646</u>	<u>179,568</u>
Less accumulated depreciation	111,780	98,683
	<u>\$ 69,866</u>	<u>\$ 80,885</u>

Accrued expenses and warranty obligations consisted of the following:

	April 30, 2011	May 1, 2010
Product warranties	\$ 14,474	\$ 12,489
Compensation	11,149	9,947
Taxes, other than income taxes	4,237	2,791
Other	6,362	5,165
	<u>\$ 36,222</u>	<u>\$ 30,392</u>

Other income (expense), net consisted of the following:

	April 30, 2011	May 1, 2010	May 2, 2009
Foreign currency transaction income (losses)	\$ 463	\$ (81)	\$ (421)
Equity in losses of affiliates	(36)	(2,535)	(2,502)
Other	450	(140)	35
	<u>\$ 877</u>	<u>\$ (2,756)</u>	<u>\$ (2,888)</u>

#### Note 6. Uncompleted Contracts

Uncompleted contracts consisted of the following:

	April 30, 2011	May 1, 2010
Costs incurred	\$ 261,062	\$ 229,582
Estimated earnings	103,832	90,225
	<u>364,894</u>	<u>319,807</u>
Less billings to date	360,985	307,679
	<u>\$ 3,909</u>	<u>\$ 12,128</u>

Uncompleted contracts are included in the accompanying consolidated balance sheets as follows:

	April 30, 2011	May 1, 2010
Costs and estimated earnings in excess of billings	\$ 24,193	\$ 25,233
Billings in excess of costs and estimated earnings	(20,284)	(13,105)
	<u>\$ 3,909</u>	<u>\$ 12,128</u>

#### Note 7. Receivables

We sell our products throughout the United States and in certain foreign countries on credit terms that we establish for each customer. On the sale of certain products, we have the ability to file a contractor's lien against the product installed as collateral. Foreign sales are at times secured by irrevocable letters of credit or bank guarantees.

Accounts receivable are reported net of an allowance for doubtful accounts of \$2,548 and \$2,585 at April 30, 2011 and May 1, 2010, respectively.

We make estimates regarding the collectability of our accounts receivable, long-term receivables, costs and estimated earnings in excess of billings and other receivables. In evaluating the adequacy of our allowance for doubtful accounts, we analyze specific balances, customer creditworthiness, changes in customer payment cycles, and current economic trends. If the financial condition of any customer was to deteriorate, resulting in an impairment of its ability to make payments, additional allowances may be required. We charge off receivables at such time as it is determined that collection will not occur. Charge offs of receivables and our allowance for doubtful accounts related to financing receivables are not material to our financial results.

In connection with certain sales transactions, we have entered into sales contracts with installment payments exceeding six months and sales type leases. The present value of these contracts and leases is recorded as a receivable upon the installation and acceptance of the equipment, and profit is recognized to the extent that the present value is in excess of cost. We generally retain a security interest in the equipment or in the cash flow generated by the equipment until the contract is paid. The present value of long-term contract and lease receivables, including accrued interest and current maturities, were \$18,901 and \$19,690 as of April 30, 2011 and May 1, 2010, respectively. Contract and lease receivables bearing annual interest rates of 2.0% to 12.0% are due in varying annual installments through April 2017. The face amount of long-term receivables was \$22,807 as of April 30, 2011 and \$23,950 as of May 1, 2010. Included in accounts receivable as of April 30, 2011 and May 1, 2010 was \$31 and \$16, respectively, of retainage on construction-type contracts, all of which is expected to be collected in one year.

#### **Note 8. Financing Agreements**

We have a credit agreement with a U.S. bank that was amended on November 2, 2010. It provides for a \$35.0 million line of credit and includes up to \$15.0 million for standby letters of credit. The line of credit is due on November 15, 2011. The interest rate ranges from LIBOR plus 125 basis points to LIBOR plus 175 basis points depending on the ratio of interest-bearing debt to EBITDA. EBITDA is defined as net income before income taxes, interest expense, depreciation and amortization. The effective interest rate was 1.5% at April 30, 2011. We are assessed a loan fee equal to 0.125% per annum of any non-used portion of the loan. As of April 30, 2011, there were no advances under the line of credit.

The credit agreement is unsecured. In addition to provisions that limit dividends to the current year net profits after tax, the credit agreement also requires us to be in compliance with the following financial ratios:

- A minimum fixed charge coverage ratio of 2 to 1 at the end of any fiscal year. The ratio is equal to (a) EBITDA less dividends, a capital expenditure reserve of \$6 million, and income tax expense, over (b) all principal and interest payments with respect to debt, excluding debt outstanding on the line of credit, and
- A ratio of interest-bearing debt, excluding any marketing obligations, to EBITDA of less than 1 to 1 at the end of any fiscal quarter.

During the third quarter of fiscal 2011, we entered into an additional credit agreement with a U.S. bank that is intended to support our credit needs outside of the U.S., primarily in China. The facility provides for a \$10.0 million line of credit and includes facilities to issue up to \$10.0 million for letters of credit and bank guarantees and to secure foreign loans. This credit facility secured a credit facility that we entered into in China during the fourth quarter of fiscal 2011. The credit agreement is unsecured and is cross collateralized with the \$35.0 million line of credit described above. It contains the same covenants and limitations on dividends as the credit agreement for that line of credit. As of April 30, 2011, there was \$2.3 million of advances outstanding.

We were in compliance with all applicable covenants as of April 30, 2011. The special dividend paid on October 14, 2010 is excluded from the computation of the fixed charge coverage ratio and is not subject to the limitations on dividends set forth in the credit agreement. The minimum fixed charge coverage ratio as of April 30, 2011 was 103-to-1, and the ratio of interest-bearing debt to EBITDA as of April 30, 2011 was approximately 0.08-to-1.

#### **Note 9. Shareholders' Equity and Share-Based Compensation**

**Common stock:** Our authorized shares of 120,000 consist of 115,000 shares of common stock and 5,000 shares of "undesignated stock." Our Board of Directors has the power to issue any or all of the shares of undesignated stock, including the authority to establish the rights and preferences of the undesignated stock, without shareholder approval.

Each outstanding share of our common stock includes one common share purchase right. Each right entitles the registered holder to purchase from us one one-tenth of one share of common stock at a price of \$100 per common share, subject to adjustment and the terms of the shareholder rights agreement under which the dividend was declared and paid. The rights become exercisable immediately after the earlier of (i) 10 business days following a public announcement that a person or group has acquired beneficial ownership of 15% or more of our outstanding common shares (subject to certain exclusions) or (ii) 10 business days following the commencement or announcement of an intention to make a tender offer or exchange offer for our common shares, the consummation of which would result in the beneficial ownership by a person or group of 15% or more of our outstanding common shares. The rights expire on November 19, 2018, which date may be extended by our Board subject to certain additional conditions.

**Stock incentive plans:** During fiscal 2008, we established the 2007 Stock Incentive Plan ("2007 Plan") and ceased granting options under the 2001 Incentive Stock Option Plan, the 2001 Outside Directors Option Plan ("2001 Plans"), the 1993 Incentive Stock Option Plan, as amended, and the 1993 Outside Directors Option Plan, as amended ("1993 Plans"). The 2007 Plan provides for the issuance of stock-based awards, including stock options, restricted stock, restricted stock units and deferred stock, to employees, directors and consultants. Stock options issued to employees under the plans generally have a 10-year life, an exercise price equal to the fair market value on the grant date and a five-year vesting period. Stock options granted to outside directors under these plans have a seven-year life and an exercise price equal to the fair market value on the date of grant. Stock options granted to directors prior to fiscal 2010 vest over three years, and options granted in fiscal 2010 or after vest in one year. The restricted stock granted to the Board of Directors vests in one year, provided that they remain on the Board. As with stock options, restricted stock ownership cannot be transferred during the vesting period.

The total number of shares of stock reserved and available for distribution under the 2007 Plan is 4,000 shares. At April 30, 2011, there were 2,049 shares available for grants under the 2007 Plan. As of their date of termination, the total number of shares reserved under the 2001 Plans and 1993 Plans were 3,200 and 6,080 shares, respectively. Although the 2001 Plans and 1993 Plans remain in effect for options outstanding, no new options can be granted under these plans.

*Restricted stock:* For the non-employee director awards, we assumed an average annual forfeiture rate of 0% when calculating the number of shares expected to vest based on the relatively short vesting period and the term of the director. Unrecognized compensation expense related to the restricted stock grants was approximately \$1,795 at April 30, 2011, which is expected to be recognized over a weighted average period of 3.9 years. For employee grants of restricted stock, we assumed range of forfeiture rates of 7.2% to 7.8%. The total fair value of restricted stock vested was \$288, \$80, and \$40 for fiscal years 2011, 2010, and 2009, respectively.

A summary of nonvested restricted shares and restricted share units for the years ended April 30, 2011, May 1, 2010 and May 2, 2009 is as follows:

	Year Ended					
	April 30, 2011		May 1, 2010		May 2, 2009	
	Number of Nonvested Shares	Weighted-Average Grant Date Fair Value	Number of Nonvested Shares	Weighted-Average Grant Date Fair Value	Number of Nonvested Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	121	\$ 8.21	4	\$ 17.82	1.6	\$ 25.13
Granted	103	13.29	122	8.21	4.5	17.82
Vested	(35)	8.24	(4)	17.82	(1.6)	23.13
Forfeited	(8)	9.17	(1)	8.20	-	-
Outstanding at end of year	181	11.07	121	8.21	4.5	17.82

*Employee stock purchase plan:* We have an employee stock purchase plan (“ESPP”), which enables employees to contribute up to 10% of their compensation toward the purchase of our common stock at the end of the participation period at a purchase price equal to 85% of the lower of the fair market value of the common stock on the first or last day of the participation period. Common stock reserved for future employee purchases under the ESPP totaled 1,560 shares at April 30, 2011. The total number of shares reserved under this plan is 2,500. The ESPP is intended to qualify under Section 423 of the Internal Revenue Code. Common stock issued under the ESPP totaled approximately 205 shares in fiscal 2011, 243 shares in fiscal 2010 and 160 shares in fiscal 2009.

*Valuation and amortization method.* We estimate the fair value of stock options granted using the Black-Scholes option valuation model. We amortize the fair value of the stock options on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods.

*Expected term.* The expected term of options granted represents the period of time that they are expected to be outstanding. We estimate the expected term of options granted based on historical exercise patterns, which we believe are representative of future behavior. Our estimate of the expected life of new options granted to our employees is five years, consistent with prior periods. We have examined our historical pattern of option exercises in an effort to determine if there were any discernable patterns of activity based on certain demographic characteristics. Demographic characteristics tested included age, salary level, job level and geographic location. We have determined that there were no meaningful differences in option exercise activity based on the demographic characteristics tested.

*Expected volatility.* We estimate the volatility of our common stock at the date of grant based on historical volatility consistent with ASC 718 and SAB No. 107, *Share Based Payments*. Our decision to use historical volatility instead of implied volatility was based upon analyzing historical data along with the lack of availability of history of actively traded options on our common stock.

*Risk-free interest rate.* We base the risk-free interest rate that we use in the Black-Scholes option valuation model on the implied yield in effect at the time of option grant on U.S. Treasury zero-coupon issues with equivalent remaining terms.

*Dividends.* We use an expected dividend yield consistent with our dividend yield over the period of time we have paid dividends in the Black-Scholes option valuation model.

*Forfeitures.* ASC 718 requires us to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest.

We used the following assumptions to estimate the fair value of options granted:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
Dividend yield	0.67% - 0.68%	0.51% - 0.56%	0.31% - 0.36%
Expected volatility	42% - 46%	47% - 49%	42% - 46%
Risk-free interest rate	1.4% - 2.3%	2.1% - 2.5%	1.5% - 3.0%
Expected life of option	5.9 - 6.7 yr.	5.1 - 5.5 yr.	5 - 5.5 yr.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because changes in the subjective input assumptions can materially affect the fair value estimate, in our opinion, the existing models do

not necessarily provide a reliable single value of our options and may not be representative of the future effects on reported net income or the future stock price of our company.

*Share-based compensation expense and stock option activity.* As of April 30, 2011, there was \$6,697 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under all equity compensation plans. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures. We expect to recognize that cost over a weighted average period of 3.0 years. The total fair value of stock options vested was \$2,628, \$2,783, and \$2,674 for fiscal years 2011, 2010, and 2009, respectively. A summary of the share-based compensation expense for the three years ended April 30, 2011, May 1, 2010 and May 2, 2009 by equity type is as follows:

	<b>Year Ended</b>		
	<b>April 30, 2011</b>	<b>May 1, 2010</b>	<b>May 2, 2009</b>
Stock options	\$ 2,671	\$ 3,090	\$ 2,638
Restricted stock and stock units	256	201	40
Employee stock purchase plans	443	471	475
	<u>\$ 3,370</u>	<u>\$ 3,762</u>	<u>\$ 3,153</u>

A summary of the share-based compensation expense for stock options, restricted stock and our ESPP that we recorded in accordance with ASC 718 for the fiscal years ended April 30, 2011, May 1, 2010, and May 2, 2009 is as follows:

	<b>Year Ended</b>		
	<b>April 30, 2011</b>	<b>May 1, 2010</b>	<b>May 2, 2009</b>
Cost of sales	\$ 565	\$ 532	\$ 415
Selling	1,065	1,207	1,045
General and administrative	1,103	1,333	1,126
Product design and development	637	690	567
	<u>\$ 3,370</u>	<u>\$ 3,762</u>	<u>\$ 3,153</u>

During the fiscal year ended April 30, 2011, we granted options to purchase 51 shares of our common stock to non-employee directors under the 2007 Plan, which had a fair value of \$203; granted options to purchase 236 shares of our common stock to employees under the 2007 Plan, which had a fair value of \$1,446; granted 14 shares of restricted stock to outside directors under the 2007 Plan, which had a fair value of \$130; and granted 90 shares of restricted stock to employees under the 2007 Plan, which had a fair value of \$1,248.

A summary of stock option activity under all stock option plans during the fiscal year ended April 30, 2011 is as follows:

	Stock Options	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at May 1, 2010	3,189	\$ 13.20	5.63	\$ 2,000
Granted	287	13.50	-	-
Cancelled or forfeited	(121)	12.08	-	-
Exercised	(294)	4.89	-	(1,945)
Outstanding at April 30, 2011	<u>3,061</u>	<u>14.07</u>	<u>5.46</u>	<u>3,848</u>
Shares vested and expected to vest	2,906	14.02	5.39	3,718
Exercisable at April 30, 2011	<u>2,033</u>	<u>14.56</u>	<u>4.18</u>	<u>2,597</u>

Options for 2,033, 2,009 and 1,825 shares were exercisable at April 30, 2011, May 1, 2010 and May 2, 2009, respectively. The weighted average fair value of options granted were \$5.74, \$3.73 and \$3.27 for the years ended April 30, 2011, May 1, 2010 and May 2, 2009, respectively.

We define in-the-money options at April 30, 2011 as options that had exercise prices that were lower than the \$10.72 per share market price of our common stock at that date. The aggregate intrinsic value of options outstanding at April 30, 2011 is calculated as the difference between the exercise price of the underlying options and the market price of our common stock for the shares that were in-the-money at that date. There were in-the-money options to purchase 827 shares exercisable at April 30, 2011. The total intrinsic value of options exercised during the fiscal years ended April 30, 2011, May 1, 2010, and May 2, 2009 was \$1,945, \$897, and \$3,581, respectively. The aggregate intrinsic value of options exercised represents the difference between the fair market value of the underlying common stock on the date of exercise and the option exercise price.

We received \$1,352 in cash from option exercises under all share-based payment arrangements for the fiscal year ended April 30, 2011. The actual tax benefits that we realized related to tax deductions for non-qualified option exercises and disqualifying dispositions under all share-based payment arrangements totaled \$121 for the same period.

#### **Note 10. Employee Benefit Plans**

We have an employee savings plan, which provides for voluntary contributions by eligible employees into designated investment funds with a matching contribution by us equal to 25% (50% prior to August 1, 2010 and after January 29, 2011) of the employee's qualifying contribution up to 6% of such employee's compensation plus other discretionary contributions as authorized by our Board of Directors. Employees are eligible to

participate upon completion of one year of service if they have attained the age of 21 and have worked more than 1,000 hours during such plan year. We contributed \$905, \$937 and \$1,787 to the plan for fiscal years 2011, 2010 and 2009, respectively.

We have unfunded deferred compensation agreements with certain officers and a former director wherein each year interest is credited to each participant's account in an amount equal to the five-year Treasury note rate as of January 1 of each plan year. Total amounts accrued for these plans as of April 30, 2011 and May 1, 2010 were \$673 and \$655, respectively. Contributions for each of the fiscal years 2011, 2010 and 2009 were \$22, \$23 and \$23, respectively. The amounts accrued under the plans are not funded and are subject to the claims of the participants' creditors. Participants may elect various forms of withdrawals upon retirement, including a lump sum distribution or annual payments over five or 10 years.

**Note 11. Income Taxes**

We account for uncertainties in tax positions under the provisions of ASC 740-10, *Accounting for Uncertainty in Income Taxes, an Interpretation of SFAS No. 109*. ASC 740-10 creates a single model to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. ASC 740-10 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The following table provides a reconciliation of changes in unrecognized tax benefits for fiscal 2011 and 2010:

	<u>Amount</u>
Balance of May 2, 2009	\$ 538
Gross Increases related to prior period tax positions	26
Gross decreases related to prior period tax positions	(18)
Gross increases related to current period tax positions	76
Lapse of statute of limitations	(84)
Balance of May 1, 2010	<u>\$ 538</u>
Gross Increases related to prior period tax positions	132
Gross decreases related to prior period tax positions	(104)
Gross increases related to current period tax positions	81
Lapse of statute of limitations	(120)
Balance of April 30, 2011	<u><u>\$ 527</u></u>

We recorded \$6 and \$84 in interest and penalties during the year ended April 30, 2011 and May 1, 2010, respectively. We had accrued \$0 and \$7 in interest and penalties as of April 30, 2011 and May 1, 2010, respectively. We are subject to U.S. Federal income tax as well as the income taxes of multiple state jurisdictions. As a result of the completion of exams by the Internal Revenue Service on prior years and statutes of limitations, fiscal years 2008, 2009 and 2010 are the only years remaining open under statutes of limitations. Certain subsidiaries are also subject to income tax in several foreign jurisdictions which have open tax years varying by jurisdiction beginning in fiscal 2004.

During the third quarter of fiscal 2011, the President signed into law a reinstatement of the research and development tax credit, retroactively to January 1, 2010. As a result, we recognized approximately \$686 in benefits of which approximately \$211 related to fiscal 2010.

Income tax expense (benefit) consisted of the following:

	<u>April 30, 2011</u>	<u>May 1, 2010</u>	<u>May 2, 2009</u>
Current			
Federal	\$ 4,879	\$ (1,375)	\$ 16,787
State	1,227	145	2,461
Foreign	939	(43)	211
Deferred taxes	852	120	(4,334)
	<u>\$ 7,897</u>	<u>\$ (1,153)</u>	<u>\$ 15,125</u>

The components of the net deferred tax asset were as follows:

	<u>April 30, 2011</u>	<u>May 1, 2010</u>	<u>May 2, 2009</u>
Deferred taxes assets:			
Warranty reserves	\$ 8,730	\$ 9,271	\$ 7,382
Vacation accrual	1,680	1,570	1,683
Net losses on equity investments	2,959	3,095	2,056
Deferred maintenance revenue	1,620	754	3,717
Reserves for excess and obsolete inventory	665	1,297	1,843
Equity compensation	557	486	344
Allowance for doubtful accounts	409	401	623
Inventory capitalization	414	478	485
Accrued compensation and benefits	900	753	743
Intangible assets	147	125	-
Net operating loss carry forwards	-	59	308



Other	214	174	109
	<u>18,295</u>	<u>18,463</u>	<u>19,293</u>
Deferred tax liabilities:			
Property and equipment	(7,866)	(7,368)	(8,391)
Prepaid expenses	(470)	(543)	(493)
Other	(551)	(292)	(29)
	<u>(8,887)</u>	<u>(8,203)</u>	<u>(8,913)</u>
	<u>\$ 9,408</u>	<u>\$ 10,260</u>	<u>\$ 10,380</u>

At April 30, 2011 and May 1, 2010, we had recorded valuation allowances of \$17 and \$76, respectively, against foreign net operating losses. We believe that our deferred tax assets, net of these allowances will be fully realized based upon our estimates of future taxable income.

The following presents the classification of the net deferred tax asset on the accompanying consolidated balance sheets:

	April 30, 2011	May 1, 2010	May 2, 2009
Current assets	\$ 9,640	\$ 12,578	\$ 15,017
Current liabilities	( 406)	( 210)	-
Noncurrent assets	180	62	311
Noncurrent liabilities	( 6)	(2,170)	( 4,948)
	<u>\$ 9,408</u>	<u>\$ 10,260</u>	<u>\$ 10,380</u>

A reconciliation of the provision for income taxes and the amount computed by applying the federal statutory rate to income (loss) before income taxes is as follows:

	April 30, 2011	May 1, 2010	May 2, 2009
Computed income tax expense (benefit) at federal statutory rate	\$ 7,732	\$ (2,849)	\$ 14,553
State taxes, net federal benefit	1,107	263	1,292
Research and development tax credit	(981)	(689)	(1,289)
Meals and entertainment	299	272	357
Stock compensation	959	1,134	977
Goodwill impairment	-	305	-
Domestic production activities deduction	(607)	-	(901)
Other, net	(612)	411	136
	<u>\$ 7,897</u>	<u>\$ (1,153)</u>	<u>\$ 15,125</u>

At April 30, 2011, we had foreign net operating loss carry-forwards totaling \$388, which have an unlimited carry-forward period.

The pre-tax income (loss) attributable to domestic and foreign operations was as follows:

	April 30, 2011	May 1, 2010	May 2, 2009
Domestic	\$ 17,892	\$ (6,423)	\$ 41,885
Foreign	4,249	(1,719)	(332)
Income (loss) before income taxes	<u>\$ 22,141</u>	<u>\$ (8,142)</u>	<u>\$ 41,553</u>

## Note 12. Cash Flow Information

The changes in operating assets and liabilities consisted of the following:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
(Increase) decrease:			
Restricted cash	\$ (282)	\$ (181)	\$ (626)
Account receivable	(16,837)	14,073	(5,314)
Long-term receivables	(756)	4,165	1,095
Inventories	(10,341)	17,711	(41)
Costs and estimated earnings in excess of billings	1,040	2,308	(416)
Prepaid expenses and other	(415)	(251)	(791)
Income taxes receivable	2,574	(7,444)	-
Advertising rights	823	1,043	1,066
Other assets	497	(561)	(457)
Increase (decrease):			
Accounts payable and accrued expenses	11,242	(6,399)	10,980
Customer deposits	1,940	(659)	(2,107)
Billings in excess of costs and estimated earnings	7,179	(664)	(10,790)

Long-term warranty obligations and other payables	4,561	(576)	1,039
Income taxes payable	732	(2,786)	1,987
Long-term deferred revenue	1,256	1,446	1,355
Marketing obligations	41	(208)	86
	<u>\$ 3,254</u>	<u>\$ 21,017</u>	<u>\$ (2,934)</u>

Supplemental disclosures of cash flow information consisted of the following:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
Cash payments for:			
Interest	\$ 113	\$ 262	\$ 392
Income taxes, net of refunds	(3,683)	7,745	17,110

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Supplemental schedule of non-cash investing and financing activities consisted of the following:

	Year Ended		
	April 30, 2011	May 1, 2010	May 2, 2009
Demonstration equipment transferred to inventories	\$ 896	\$ 1,955	\$ 2,555
Contributions of common stock under the employee stock purchase plan	1,382	1,699	1,603
Purchase of plant and equipment included in accounts payable and notes payable	673	289	-
Transfer of equipment or conversion of accounts receivable from affiliates	-	53	1,947

### Note 13. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received to sell an asset or paid to transfer the liability (an exit price) in an orderly transaction between market participants. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy within ASC 820 distinguishes between three levels of inputs that may be utilized when measuring fair value, consisting of level 1 inputs (using quoted prices in active markets for identical assets or liabilities), level 2 inputs (using inputs other than level 1 prices, such as quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability), and level 3 inputs (unobservable inputs supported by little or no market activity based on our own assumptions used to measure assets and liabilities). A financial asset's or liability's classification within this hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The fair values for fixed-rate contracts receivable are estimated using discounted cash flow analyses based on interest rates currently being offered for contracts with similar terms to customers with similar credit quality. The carrying amounts reported on our consolidated balance sheets for contracts receivable approximate fair value. The carrying amounts reported for variable rate long-term marketing obligations approximate fair value. Fair values for fixed-rate long-term marketing obligations are estimated using a discounted cash flow calculation that applies interest rates currently being offered for debt with similar terms and underlying collateral. The total carrying value of long-term marketing obligations reported on our consolidated balance sheets approximates fair value.

The following table sets forth by level within the fair value hierarchy our financial assets that were accounted for at fair value on a recurring basis at April 30, 2011 and May 1, 2010 according to the valuation techniques we used to determine their fair values. There have been no transfers of assets between the fair value hierarchies presented.

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Balance as of April 30, 2011				
Cash and cash equivalents	\$ 54,308	\$ -	\$ -	\$ 54,308
Restricted cash	1,546	-	-	1,546
Available for sale securities:				
Certificates of deposit	-	4,913	-	4,913
U.S. Treasury bills	1,999	-	-	1,999
U.S. Government sponsored entities	-	13,617	-	13,617
Municipal Bonds	-	2,414	-	2,414
Derivatives - currency forward contracts	-	258	-	258
Total assets measured at fair value	<u>\$ 57,853</u>	<u>\$ 21,202</u>	<u>\$ -</u>	<u>\$ 79,055</u>
Balance as of May 1, 2010				
Cash and cash equivalents	\$ 63,603	\$ -	\$ -	\$ 63,603
Restricted cash	1,264	-	-	1,264
Total assets measured at fair value	<u>\$ 64,867</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 64,867</u>

The following methods and assumptions were used to estimate the fair value of each class of financial instrument. There have been no changes in the valuation techniques used by us to value our financial instruments.

*Cash and cash equivalents.* Consists of cash on hand in bank deposits and highly liquid investments, primarily money market accounts. The fair value was measured using quoted market prices and is classified as Level 1. The carrying amount approximates fair value.

*Restricted cash.* Consists of cash and cash equivalents that are held in bank deposit accounts to secure issuances of foreign bank guarantees. The carrying amount approximates fair value and is classified as Level 1.

*Certificates of deposit.* Consists of time deposit accounts with original maturities of less than three years and various yields. The carrying amount approximates fair value and is classified as Level 2.

*U.S. Treasury Bills.* Consists of U.S. Government treasury bills with original maturities of less than three years and various yields. The fair value of these securities was measured using quoted market prices in active markets and is classified as Level 1.

*U.S. Government sponsored entities.* Consist of Fannie Mae and Federal Home Loan Bank investment grade debt securities that trade with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The fair value of these securities was measured based on quoted fair market value of the securities and is classified as Level 2. The contractual maturities of these investments vary from one month to three years.

*Municipal obligations.* Consist of investment grade municipal bonds that trade with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The fair value of these bonds was measured based on quoted fair market value of the bonds and is classified as Level 2. The contractual maturities of these investments vary from two to three years.

*Derivatives – currency forward contracts.* Consists of currency forward contracts that trade with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The fair value of these securities was measured based on the quoted fair market value of the securities and is classified as Level 2.

The fair value measurement standard also applies to certain nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis. For example, certain long-lived assets such as goodwill, intangible assets and property, plant and equipment are measured at fair value in connection with business combinations or when an impairment is recognized and the related assets are written down to fair value. We did not make any material business combinations during fiscal 2011 or fiscal 2010.

#### **Note 14. Commitments and Contingencies**

*Litigation:* We are involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, based upon consultation with legal counsel, the ultimate disposition of these matters, taken as a whole, will not have a material adverse effect on our consolidated financial statements.

*Guarantees:* In connection with the sale of equipment to various financial institutions, we entered into contractual arrangements whereby we agreed to repurchase equipment at the end of the respective lease term at a fixed price. We have recognized a guarantee liability in the amount of \$200 as of April 30, 2011 and May 1, 2010 under the provisions of ASC 460, *Guarantees*, in connection with these arrangements.

*Warranties:* We offer a standard parts coverage warranty for periods varying from one to five years for all of our products. We also offer additional types of warranties that include on-site labor, routine maintenance and event support. In addition, the terms of warranties on some installations can vary from one to 10 years. The specific terms and conditions of these warranties vary primarily depending on the type of the product sold. We estimate the costs that may be incurred under the warranty and record a liability in the amount of such costs at the time the revenue is recognized. Factors that affect our warranty liability include historical and anticipated claims costs. We periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary to reflect our best estimate of expected costs of warranty claims.

Changes in our product warranties during the years ended April 30, 2011 and May 1, 2010 consisted of the following:

	<b>April 30, 2011</b>	<b>May 1, 2010</b>
Beginning accrued warranty costs	\$ 18,866	\$ 19,846
Warranties issued during the period	10,026	7,490
Settlements made during the period	(14,909)	(17,770)
Changes in accrued warranty costs for pre-existing warranties during the period, including expirations	8,997	9,300
Ending accrued warranty costs	<u>\$ 22,980</u>	<u>\$ 18,866</u>

*Performance guarantees:* In connection with certain international transactions and construction-type contracts, we have entered into various performance guarantees. As of April 30, 2011, we had outstanding \$4,031 in standby letters of credit and \$40,933 in outstanding surety bonds. Performance guarantees provided by standby letters of credit and performance bonds are issued to certain customers to guarantee the operation and installation of the equipment and to guarantee our ability to complete a contract. These performance guarantees have various terms, which are generally less than one year.

*Leases:* We lease office space for various sales and service locations throughout the world, manufacturing space in the United States and China, and various equipment, primarily office equipment. Some of these leases, including the lease for manufacturing facilities in Sioux Falls, South Dakota,

include provisions for extensions or purchase. The lease for the facility in Sioux Falls, South Dakota can be extended for an additional three years past its current term, which ends December 31, 2016, and contains an option to purchase the property subject to the lease from January 1, 2015 to December 31, 2016 for \$8,400. If the lease is extended, the purchase option increases to \$8,600 for the year ending December 31, 2017 and \$8,800 for the year ending December 31, 2018. Rental expense for operating leases was \$3,738, \$3,513 and \$3,297 for the fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009, respectively. Future minimum payments under noncancelable operating leases, excluding executory costs such as management and maintenance fees, with initial or remaining terms of one year or more consisted of the following at April 30, 2011:

<b>Fiscal years ending</b>	<b>Amount</b>
2012	\$ 2,942
2013	2,017
2014	1,487
2015	1,225
2016	1,239
Thereafter	684
<b>Total</b>	<b>\$ 9,594</b>

*Purchase commitments:* From time to time, we commit to purchase inventory and advertising rights over periods that extend beyond a year. As of April 30, 2011, we were obligated under \$1,000 in conditional purchase commitments and were obligated to purchase inventory and advertising rights under unconditional commitments through fiscal 2014 as follows:

<b>Fiscal years ending</b>	<b>Amount</b>
2012	\$ 1,427
2013	1,314
2014	804
2015	11
<b>Total</b>	<b>\$ 3,556</b>

In October 2009, our subsidiary Star Circuits, Inc., which produces circuit boards for use in our products, had a fire which damaged or destroyed its key production equipment and building mechanical and structural components. Operations were stopped in this facility until new equipment was installed and the build out was completed in another building in the fourth quarter of fiscal 2010. Our insurance coverages entitled us to receive payments for business interruption, as well as recoveries for damage to the building and equipment as a result of the fire.

During fiscal 2010, we received or settled on \$3,748 insurance proceeds related to this incident. Insurance proceeds to reimburse costs to reconstruct the facility and to replace manufacturing equipment, supplies and contents resulted in gains of \$1,496 during fiscal 2010, or \$0.04 per share, net of taxes. Additionally, in fiscal 2010, we recorded \$988 in business interruption reimbursements for extra expenses incurred during the non-operating period in cost of goods sold. At May 1, 2010, approximately \$535 was included in accounts receivable for insurance reimbursements. There were no outstanding insurance reimbursements as of April 30, 2011.

#### **Note 15. Exit or Disposal Costs**

During fiscal 2009, we closed our Canadian manufacturing facilities. This plant was engaged primarily in the manufacture of our portable Vanguard displays for roadside traffic management. We have also discontinued these Vanguard products. In fiscal 2009, we recorded the costs associated with this closure of approximately \$1,100, on a pre-tax basis. This included approximately \$700 related to inventory reserves, approximately \$200 in severance costs and approximately \$100 in lease termination costs, all of which were included in cost of goods sold within our Transportation business unit. All costs related to the closure were settled in fiscal 2009.

During fiscal 2010, we closed 16 regional offices throughout the United States and recorded the costs associated with these closures of approximately \$543, on a pre-tax basis. This included approximately \$208 related to inventory reserves included in costs of goods sold and approximately \$78 in severance costs and approximately \$257 in lease termination costs which are included in selling expenses.

During fiscal 2011, we closed a regional office in the United States and recorded the costs associated with the closure of approximately \$255, on a pre-tax basis, which was for lease termination costs and were included in selling expenses. At the end of fiscal 2011, we have accrued approximately \$336 related to the lease termination costs incurred in fiscal 2010 and 2011.

#### **Note 16. Investments in Affiliates and Related Party Transactions**

We own a 7% interest in Outcast. Prior to February 2011, our interest in Outcast was 37.5%. Outcast operates a network of digital advertising displays at petroleum retailers. Our equity method investment balance in Outcast was \$0 as of May 1, 2010. As a result certain transactions described in Note 1, Outcast ceased being an equity method investee during fiscal 2011 and as of April 30, 2011 is a cost method investee with a carrying balance of \$0 as of April 30, 2011. As of May 1, 2010, we were obligated under a guarantee related to certain third party debt obligations of Outcast. Our exposure pursuant to that guarantee as of that date was \$1,900. In addition, as of May 1, 2010, Outcast owed us approximately \$1,060 under a secured note arrangement and approximately \$500, plus interest, under a convertible note arrangement. During the fourth quarter of fiscal 2010, we entered into an agreement which required us at closing, which occurred in fiscal 2011, to loan funds of \$1,900 to an investment fund managed by the Chairman of Outcast to be used to satisfy the Outcast obligations that are subject to our guarantee. As a result, subsequent to May 1, 2010, Outcast's obligations to the third party were satisfied and we no longer had an obligation pursuant to the guarantee. In exchange for the funds related to the guarantee and the exchange of the senior note, we received a secured note from the investment fund for the face amount of the obligations. The note was paid in full during fiscal 2011, which resulted in a gain of approximately \$605.

We sold our ownership in Ledtronics in fiscal 2010. Equity in earnings (losses) in Outcast and Ledtronics were \$0, (\$2,765) and (\$2,502) as of April 30, 2011, May 1, 2010 and May 2, 2009, respectively. At May 1, 2010, we had receivables from these affiliates in the amount of \$378. The receivables resulted from transactions in the normal course of business and were included within accounts receivable. During the years ended April 30, 2011, May 1, 2010 and May 2, 2009, we recorded revenues associated with equipment and service deliveries of \$0, \$430 and \$852, respectively, relating to these related parties. We have no payables due to these affiliates.

At times we purchased inventory items from Ledtronics, which we sold during fiscal year 2010, in the normal course of business. During the fiscal years ended May 1, 2010 and May 2, 2009, we purchased inventory items in the amounts of \$79 and \$371, respectively, from Ledtronics.

#### Note 17. Subsequent Events

On June 2, 2011, our Board of Directors declared a dividend of \$0.11 per share payable on June 24, 2011 to holders of record of its common stock on June 13, 2011.

#### Note 18. Quarterly Financial Data (Unaudited)

The following table presents summarized quarterly financial data:

<b>Fiscal 2011</b>	<b>1st Quarter</b>	<b>2nd Quarter</b>	<b>3rd Quarter</b>	<b>4th Quarter</b>
Net sales	\$ 100,503	\$ 126,919	\$ 99,868	\$ 114,386
Gross profit	26,588	32,817	23,642	28,437
Net income	2,442	7,007	1,831	2,964
Basic earnings per share	0.06	0.17	0.04	0.07
Diluted earnings per share	0.06	0.17	0.04	0.07

<b>Fiscal 2010</b>	<b>1st Quarter</b>	<b>2nd Quarter</b>	<b>3rd Quarter<sup>(1)</sup></b>	<b>4th Quarter</b>
Net sales	\$ 113,453	\$ 115,362	\$ 72,406	\$ 91,964
Gross profit	30,070	33,562	10,777	20,147
Net income (loss)	1,433	4,849	(8,371)	(4,899)
Basic earnings per share	0.04	0.12	(0.20)	(0.12)
Diluted earnings (loss) per share	0.03	0.12	(0.20)	(0.12)

<sup>(1)</sup> During the third quarter of fiscal 2010, we recognized an impairment to goodwill of approximately \$1,410 and a gain of approximately \$1,496 from insurance proceeds paid as a result of a fire at one of our production plants.

#### Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

#### Item 9A. CONTROLS AND PROCEDURES

##### *Evaluation of Disclosure Controls and Procedures*

Management of our company is responsible for establishing and maintaining effective disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. As of April 30, 2011, an evaluation was performed, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of April 30, 2011, our disclosure controls and procedures were effective at the reasonable assurance level to ensure that information required to be disclosed in this Annual Report on Form 10-K was recorded, processed, summarized and reported within the time period required by the Securities and Exchange Commission's rules and forms and accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

##### *Changes in Internal Control Over Financial Reporting*

During the quarter ended April 30, 2011 and thereafter, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### *Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control—Integrated Framework, our management concluded that our internal control over financial reporting was effective as of April 30, 2011.

Our internal control over financial reporting as of April 30, 2011 has been audited by Ernst & Young LLP, our independent registered public accounting firm, as stated in their report that follows.

By /s/ James B. Morgan  
James B. Morgan  
Chief Executive Officer  
June 16, 2011

By /s/ William R. Retterath  
William R. Retterath  
Chief Financial Officer  
June 16, 2011

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders  
Daktronics, Inc.

We have audited Daktronics, Inc. and subsidiaries' internal control over financial reporting as of April 30, 2011, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Daktronics, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Daktronics, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of April 30, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Daktronics, Inc. and subsidiaries as of April 30, 2011, and May 1, 2010, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended April 30, 2011, and our report dated June 16, 2011, expressed an unqualified opinion thereon.

/s/Ernst & Young LLP  
Minneapolis, Minnesota  
June 16, 2011

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### Item 9B. OTHER INFORMATION

None

### PART III.

#### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE OF THE REGISTRANT

The information required by this Item 10 will be included under the captions "Election of Directors" and "Information Concerning Directors, Nominees and Executive Officers" in our Proxy Statement for our 2011 annual meeting of shareholders ("Proxy Statement") to be filed within 120 days after our most recent fiscal year-end. Information concerning the compliance of our officers, directors and 10% shareholders with

Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to the information to be contained in the Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance." The information regarding Audit Committee members and "Audit Committee Financial Experts" is incorporated by reference to the information to be contained in the Proxy Statement under the caption "Corporate Governance—Committees of the Board of Directors." The information regarding our Code of Conduct is incorporated by reference to the information to be contained in the Proxy Statement under the heading "Corporate Governance – Code of Conduct."

#### **Item 11. EXECUTIVE COMPENSATION**

Information regarding compensation of directors and officers for the fiscal year ended April 30, 2011 will be in the Proxy Statement under the heading "Proposal One -Election of Directors" and "Executive Compensation" and is incorporated herein by reference.

We maintain a Code of Conduct which applies to all of our employees, officers and Directors. Included in the Code of Conduct are ethics provisions that apply to our Chief Executive Officer, Chief Financial Officer and all other financial and accounting management employees. A copy of our Code of Conduct can be obtained from our Internet website at [www.daktronics.com](http://www.daktronics.com) on the Investor Relations page and will be made available free of charge to any shareholder upon request. Information on or available through our website is not part of this report. We intend to disclose any waivers from, or amendments to, the Code of Conduct by posting a description of such waiver or amendment on our Internet website. However, to date, we have not granted a waiver from the Code of Conduct.

#### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The security ownership of certain beneficial owners and management will be contained in the Proxy Statement under the heading "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized Under Equity Compensation Plans" and is incorporated herein by reference.

#### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

Information required by this item is incorporated by reference from the sections entitled "Proposal One – Election of Directors – Independent Directors" and "Corporate Governance Compensation Committee Interlocks and Insider Participation" contained in our Proxy Statement. There were no related party transactions in fiscal 2011.

#### **Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information regarding our principal accountant is under the heading "Relationship with Independent Auditors" in our Proxy Statement.

### **PART IV.**

#### **Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

##### **(a)(1)Financial Statements**

Our financial statements, a description of which follows, are contained in Part II, Item 8:

Report of Independent Registered Public Accounting Firm  
Consolidated Balance Sheets as of April 30, 2011 and May 1, 2010  
Consolidated Statements of Operations for each of the three fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009  
Consolidated Statements of Cash Flows for each of the three fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009  
Consolidated Statement of Changes in Shareholders' Equity for each of the three fiscal years ended April 30, 2011, May 1, 2010 and May 2, 2009  
Notes to Consolidated Financial Statements

##### **(2)Schedules**

The following financial statement schedules are submitted herewith:

SCHEDULE II – Valuation Accounts

Other schedules are omitted because they are not required or are not applicable or because the required information is included in the financial statements listed above.

##### **(3)Exhibits**

Certain of the following exhibits are incorporated by reference from prior filings. The form with which each exhibit was filed and the date of filing are as indicated below.

- 3.1 Amended and Restated Articles of Incorporation of the Company. (1)
- 3.2 Amendment to the Articles of Incorporation. (2)
- 3.3 Amendment to the Articles of Incorporation. (15)
- 3.4 Amended and Restated Bylaws of the Company. (3)
- 4.1 Form of Stock Certificate evidencing Common Stock, without par value, of the Company. (4)
- 4.2 Shareholders Rights Agreement. (5)
- 4.3 2001 Incentive Stock Option Plan. (6)\*
- 4.4 2001 Outside Directors Stock Option Plan. (6)\*

- 4.5 2001 Outside Directors Stock Option Plan. (6)\*
- 4.6 Daktronics, Inc. 2007 Incentive Stock Plan (9)\*
- 10.1 Amended and Restated Deferred Compensation Agreement Between Daktronics, Inc. and Aelred Kurtenbach. (8)\*
- 10.2 Amended and Restated Deferred Compensation Agreement Between Daktronics, Inc. and Frank Kurtenbach. (8)\*
- 10.3 Amended and Restated Deferred Compensation Agreement Between Daktronics, Inc. and James Morgan. (8)\*
- 10.4 Loan Agreement dated October 14, 1998 between U.S. Bank National Association and Daktronics, Inc. (13)
- 10.5 Sixth Amendment to Loan Agreement Dated January 23, 2007 by and between Daktronics, Inc. and U.S. Bank National Association. (12)
- 10.6 Eighth Amendment to Loan Agreement Dated November 12, 2009 by and between Daktronics, Inc. and U.S. Bank National Association. (10)
- 10.7 Ninth Amendment to Loan Agreement dated November 2, 2010 by and between Daktronics, Inc. and U.S. Bank National Association (11)
- 10.8 Renewal Revolving Note Dated November 2, 2010 between Daktronics, Inc. and U.S. Bank National Association. (11)
- 21.1 Subsidiaries of the Company. (14)
- 23.1 Consent of Ernst & Young LLP. (14)
- 25. Power of Attorney. (14)
- 31.1 Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (14)
- 31.2 Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (14)
- 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350.) (14)
- 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350.) (14)

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- (1) Incorporated by reference to the exhibit with the same exhibit number filed with our Registration Statement on Form S-1 on December 3, 1993.
  - (2) Incorporated by reference to the exhibit with the same exhibit number filed with our Annual Report on Form 10-K on July 28, 1999.
  - (3) Incorporated by reference to Exhibit 3.1 filed with our Current Report on Form 8-K on August 18, 2005.
  - (4) Incorporated by reference to the exhibit with the same exhibit number filed with our Amendment No. 1 to the Registration Statement on Form S-1 on January 12, 1994 as Commission File No. 33-72466.
  - (5) Incorporated by reference to the exhibit with the same exhibit number filed with our Current Report on Form 8-K on November 20, 1998 as Commission File No. 0-23246.
  - (6) Incorporated by reference to our Registration Statement on Form S-8 filed on November 8, 2001 as Commission File No. 333-72990.
  - (7) Incorporated by reference to our Registration Statement on Form S-8 filed on October 20, 2002 as Commission File No. 333-100842.
  - (8) Incorporated by reference to the exhibit with the same exhibit number filed with our Annual Report on Form 10-K on June 28, 2004 as Commission File No. 0-23246.
  - (9) Incorporated by reference to Exhibit 10-1 filed with our Quarterly Report on Form 10-Q on August 20, 2007 as Commission File No. 0-23246.
  - (10) Incorporated by reference to Exhibit 10-1 filed with our Current Report on Form 8-K filed on November 12, 2009.
  - (11) Incorporated by reference to Exhibit 10-2 filed with our Current Report on Form 8-K filed on November 2, 2010.
  - (12) Incorporated by reference to Exhibit 10-1 filed with our Current Report on Form 8-K filed on January 25, 2007.
  - (13) Incorporated by reference to Exhibit 10-6 filed with our Quarterly Report on Form 10-Q filed on December 11, 1998.
  - (14) Filed herewith electronically.
  - (15) Incorporated by reference to the Definitive Proxy Statement filed on July 6, 2006.
  - \* Indicates a management contract or compensatory plan or arrangement.

All Sport®, Daktronics®, DakStats®, DakTicker®, DataTime®, DataTrac™, Galaxy®, GalaxyPro™, Keyframe®, OmniSport®, ProAd®, ProPixel®, ProRail®, ProStar®, ProTour®, Sportsound®, SportStar™, SportsLink®, Vanguard®, V-Play®, Venus®, V-Net®, Visiconn®, V-Tour®, V-Link® and Vortek® are trademarks of Daktronics, Inc. Windows® and all other trademarks referenced are the intellectual property of their respective companies.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized, on June 16, 2011.

### DAKTRONICS, INC.

By: /s/ James B. Morgan  
 Chief Executive Officer and President  
 (Principal Executive Officer)

By: /s/ William R. Retterath  
 Chief Financial Officer  
 (Principal Financial Officer and Principal Accounting Officer)



Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>By /s/ Byron J. Anderson</u> Byron J. Anderson	Director	June 16, 2011
<u>By /s/ Robert G. Dutcher</u> Robert G. Dutcher	Director	June 16, 2011
<u>By /s/ Nancy D. Frame</u> Nancy D. Frame	Director	June 16, 2011
<u>By /s/ Aelred J. Kurtenbach</u> Aelred J. Kurtenbach	Director	June 16, 2011
<u>By /s/ Frank J. Kurtenbach</u> Frank J. Kurtenbach	Director	June 16, 2011
<u>By /s/ James B. Morgan</u> James B. Morgan	Director	June 16, 2011
<u>By /s/ John L. Mulligan</u> John L. Mulligan	Director	June 16, 2011
<u>By /s/ Bruce W. Tobin</u> Bruce W. Tobin	Director	June 16, 2011
<u>By /s/ James A. Vellenga</u> James A. Vellenga	Director	June 16, 2011

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**DAKTRONICS, INC. AND SUSIDIARIES**  
VALUATION AND QUALIFYING ACCOUNTS  
Years Ended April 30, 2011, May 1, 2010 and May 2, 2009  
(in thousands)

<b>Allowance for Doubtful Accounts</b>	<b>Balance at Beginning of Year</b>	<b>Charged to Expense</b>	<b>Additions/ Deductions <sup>(1)</sup></b>	<b>Balance at End of Year</b>
2011	\$ 2,585	\$ 101	\$ (138)	\$ 2,548
2010	2,164	1,221	(800)	2,585
2009	1,746	1,620	(1,202)	2,164

<sup>(1)</sup> Write-off of uncollected accounts, net of collections

**Index of Exhibits**

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  - \* Indicates a management contract or compensatory plan or arrangement.

All Sport®, Daktronics®, DakStats®, DakTicker®, DataTime®, DataTrac™, Galaxy®, GalaxyPro™, Keyframe®, OmniSport®, ProAd®, ProPixel®, ProRail®, ProStar®, ProTour®, Sportsound®, SportStar™, SportsLink®, Vanguard®, V-Play®, Venus®, V-Net®, Visiconn®, V-Tour®, V-Link® and Vortek® are trademarks of Daktronics, Inc. Windows® and all other trademarks referenced are the intellectual property of their respective companies.

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**Subsidiaries of Company**

<b><u>Name of Subsidiary</u></b>	<b><u>Jurisdiction of Incorporation</u></b>
Star Circuits, Inc.	South Dakota
MSC Technologies, Inc.	South Dakota
Daktronics Media Holdings, Inc.	South Dakota
Daktronics Canada, Inc.	Canada
Daktronics, GmbH	Germany
Daktronics UK, Ltd	Great Britain
Daktronics Hong Kong Ltd	Hong Kong
Daktronics Shanghai Ltd	Peoples Republic of China
Daktronics France SARL	France
Daktronics Beijing Ltd	Peoples Republic of China
Daktronics Hoist, Inc.	New York
Daktronics Australia PTY LTD	Australia
Daktronics FZE	United Arab of Emirates
Daktronics Installation, Inc.	South Dakota
Daktronics Japan, Inc.	Japan

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-169568, 333-146768, 333-100842, 333-72990, and 333-109962) and the Registration Statement on Form S-3 (No. 333-54006), respectively, of our reports dated June 16, 2011, with respect to the consolidated financial statements of Daktronics, Inc. and the effectiveness of internal control over financial reporting of Daktronics, Inc., included in this Annual Report (Form 10-K) for the year ended April 30, 2011.

Our audits also included the financial statement schedule of Daktronics, Inc. listed on Item 15(a). This schedule is the responsibility of Daktronics, Inc.'s management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP  
Minneapolis, Minnesota  
June 16, 2011

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of James B. Morgan and William R. Retterath, with full power to each act without the other, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Annual Report on Form 10-K of Daktronics, Inc. (the "Company") for the Company's fiscal year ended April 30, 2011, and any or all amendments to said Annual Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and to file the same with such other authorities as necessary, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed by the following persons on the dates indicated below their names.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>By /s/ Byron J. Anderson</u> Byron J. Anderson	Director	June 16, 2011
<u>By /s/ Robert G. Dutcher</u> Robert G. Dutcher	Director	June 16, 2011
<u>By /s/ Nancy D. Frame</u> Nancy D. Frame	Director	June 16, 2011
<u>By /s/ Aelred J. Kurtenbach</u> Aelred J. Kurtenbach	Director	June 16, 2011
<u>By /s/ Frank J. Kurtenbach</u> Frank J. Kurtenbach	Director	June 16, 2011
<u>By /s/ James B. Morgan</u> James B. Morgan	Director	June 16, 2011
<u>By /s/ John L. Mulligan</u> John L. Mulligan	Director	June 16, 2011
<u>By /s/ Bruce W. Tobin</u> Bruce W. Tobin	Director	June 16, 2011
<u>By /s/ James A. Vellenga</u> James A. Vellenga	Director	June 16, 2011

## DAKTRONICS, INC.

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER REQUIRED BY RULE 13a-14(e)  
OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, James B. Morgan, certify that:

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

/s/ James B. Morgan  
James B. Morgan  
Chief Executive Officer

Date: June 16, 2011

## Daktronics, Inc.

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER REQUIRED BY RULE 13a-14(e)  
OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William R. Retterath, certify that:

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

/s/ William R. Retterath  
William R. Retterath  
Chief Financial Officer

Date: June 16, 2011

## DAKTRONICS, INC.

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

In connection with the Annual Report on Form 10-K of Daktronics, Inc. and subsidiaries (the "Company") for the annual period ended April 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Morgan, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ James B. Morgan  
James B. Morgan  
Chief Executive Officer  
June 16, 2011



## DAKTRONICS, INC.

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

In connection with the Annual Report on Form 10-K of Daktronics, Inc. and subsidiaries (the "Company") for the annual period ended April 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William R. Retterath, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ William R. Retterath  
William R. Retterath  
Chief Financial Officer  
June 16, 2011