TWIN DISC, INCORPORATED **ANNUAL REPORT 2007**

Cover and above: Calfrac Well Services Ltd., a leading service provider of specialized oil field services and hydraulic fracturing to oil and natural gas exploration and production companies, uses Twin Disc 8500 power-shift transmission systems in its fracturing rigs to obtain maximum productivity and reliability for its customers.

	2007	2006	2005
Net Sales	$317,200	$243,287	$218,472
Net Earnings	21,852	14,453	6,910
Basic Earnings Per Share	3.76	2.51	1.21
Diluted Earnings Per Share	3.68	2.43	1.19
Dividends Per Share	0.410	0.365	0.35
Average Shares Outstanding For The Year	5,811,310	5,766,638	5,721,084
Diluted Shares Outstanding For The Year	5,940,216	5,940,604	5,815,796

SALES AND EARNINGS BY QUARTER

2007	1ST QTR	2ND QTR	3RD QTR	4TH QTR	YEAR
Net Sales	$65,774	$74,239	$86,405	$90,782	$317,200
Gross Profit	20,313	24,389	28,185	30,022	102,909
Net Earnings	3,672	5,670	7,509	5,001	21,852
Basic Earnings Per Share	0.63	0.98	1.29	0.86	3.76
Diluted Earnings Per Share	0.62	0.96	1.27	0.83	3.68
Dividends Per Share	0.095	0.095	0.110	0.110	0.410
Stock Price Range (High – Low)	38.00 – 30.29	36.56 – 31.01	46.98 – 32.50	76.00 – 42.20	76.00 – 30.29

2006					
Net Sales	$49,577	$57,051	$64,125	$72,534	$243,287
Gross Profit	14,404	16,023	19,906	24,057	74,390
Net Earnings	2,486	2,489	3,819	5,659	14,453
Basic Earnings Per Share	0.43	0.43	0.66	0.99	2.51
Diluted Earnings Per Share	0.42	0.42	0.64	0.95	2.43
Dividends Per Share	0.0875	0.0875	0.095	0.095	0.365
Stock Price Range (High – Low)	21.50 – 10.73	23.99 – 17.50	30.00 – 22.00	35.93 – 25.26	35.93 – 10.73

In thousands of dollars except per share and stock price range statistics.

FINANCIAL HIGHLIGHTS

TWIN DISC, INCORPORATED is an international manufacturer and distributor of heavy-duty off-highway power transmission equipment. Company engineers work hand-in-hand with customers and engine manufacturers to design products with characteristics unique to their specific applications. Twin Disc supplies the commercial, pleasure craft and military segments of the marine market with transmissions, surface and waterjet drives, electronic controls and propellers. Its off-highway transmission products are used in agricultural, all-terrain specialty vehicle and military applications. Twin Disc also sells industrial products such as power take-offs, mechanical, hydraulic, and modulating clutches and control systems to the agricultural, environmental and energy and natural resources markets. The Corporation, which is a multinational organization headquartered in Racine, Wisconsin, currently has a diverse shareholder base with approximately one-third of the outstanding shares held by management, active and retired employees and other long-term investors.

Italian yacht manufacturer Alalunga melds beauty and performance in its *85 Sport*, powered by twin MTU 2400-horsepower engines driving Arneson Surface Drives to achieve speeds up to 49 knots.

TO OUR **SHAREHOLDERS**

FISCAL YEAR 2007 WAS ANOTHER EXCELLENT YEAR FOR TWIN DISC AND ITS SHAREHOLDERS. Again, we achieved record sales and earnings, gross margins expanded, and for the fourth year in a row we increased our earnings in excess of our cost of capital. In addition, Twin Disc was included in the Russell 2000 Index for the first time in the Company's history.

Top left: With Twin Disc QuickShift® marine transmissions, Hatteras Yachts offers optimum speed control and precision maneuverability in its GT 60C.

Top right: Trican Well Service Ltd. offers a range of products, equipment, and services for use in the drilling, completion, stimulation, and reworking of oil and gas wells. It utilizes Twin Disc 8500 Series transmissions on pumping units operating throughout western Canada and in Russia.

Far left: With the help of two Twin Disc Model 3000 MCDs (Marine Control Drives) actuating full azimuth propellers, this Damen Shipyards Group URS tug maneuvers ships in the busy harbor of Antwerp, Belgium.

Near left: The M88 Tank Retriever uses Twin Disc's XT1410 transmission to maneuver through rugged battlefield terrain to extract stalled or damaged tanks.

FINANCIAL RESULTS

For fiscal 2007, net sales increased 30 percent to $317.2 million from $243.3 million reported last year. Net income was $21.9 million, or $3.68 per diluted share, up 51 percent compared to $14.5 million, or $2.43 per diluted share, in fiscal 2006. Results include the first full year of BCS sales and earnings of $33.1 million and $1.9 million, respectively. BCS earnings were accretive in the amount of $0.32 per diluted share and the acquisition earned its cost of capital in the first year.

Several significant items, with a net unfavorable impact of $0.37 per diluted share, were included in fiscal year 2007 results. A restructuring of our Belgian operations was taken in the amount of $1.8 million after tax, or $0.29 per diluted share. Final results also reflected an increase to stock-based compensation amounting to $1.3 million after tax, or $0.23 per diluted share, and a write-off of an intangible asset amounting to $366,000 after tax, or $0.06 per diluted share. Finally, a favorable gain was recorded in the amount of $1.2 million after tax, or $0.21 per diluted share, resulting from a research & development tax project.

***Above left:* The Kvichak-built 72' pilot boat *M/V Chinook*, with twin MTU 1410-horsepower engines working through Twin Disc MG-6619SC transmissions to drive waterjets, transports Bar River Pilots to and from freighters on the Columbia River in Astoria, Oregon.**

***Above right:* On natural gas well sites where explosion is an issue and higher MPA (PSI) pressure is not a requirement, Trican uses Surefire's Flameless Non-Fired Nitrogen Pumping Unit working off a Twin Disc pump drive powered by a Cummins 500-horsepower engine.**

The Company experienced strong demand from several markets during the year, the details of which are included in the operations segment of this letter. We benefited from higher volumes derived from the acquisition of BCS and organic growth, a favorable product mix, expanded outsourcing as well as previous restructuring programs.

We continue to have a strong financial condition. Total debt stands at $43.9 million compared to total capital of $159.4 million or 27.6%. Capital expenditures for the year totaled $15.7 million up from $8.4 million last year.

With the improved operating performance and outlook, the Board of Directors voted on January 19, 2007, to increase the dividend by 15.8 percent to an annual rate of $0.44 cents per share from $0.38 cents per share.

BUILDING ON **CORE COMPETENCIES**

Top image: **Irving Materials Corp. dredges an upscale residential community reservoir in Indianapolis, Indiana, with a team of equipment: a 14" Hydraulic Dredge manufactured by DMC (Dredge & Marine Corporation) uses a Twin Disc PO318SBO self-adjusting straddle bearing PTO to actuate the dredging pump; a tender boat with a 36-year old Twin Disc MG-509 marine transmission controlling a Model 671 Detroit Diesel 230-horsepower engine; and a floating in-line booster pump powered by a CAT3508 engine driving through a MG-6690 transmission.**

Right: **Seacor Marine's new Gulf Craft-built 190' crewboat** ***John G. McCall*** **supplies well servicing materials to deep water oil and gas platforms in the Gulf of Mexico, using five MGX-6848 Twin Disc marine transmissions, powered by Cummins KTA 50 engines.**

OPERATIONS REVIEW Strong demand was experienced in several of our markets during the year. Significant growth was seen in the energy markets as activity surged in the land-based and marine segments of the oil-related markets. Shipments of transmissions for fracturing rigs were strong throughout the year as were sales of higher horsepower marine transmissions for the work boat markets around the world. The Company also benefited from continuing demand for transmissions used in a variety of military vehicles. And, construction of megayachts remained strong throughout the year.

Demand was softer in the lower horsepower segments in the pleasure craft marine market due to higher fuel prices and interest rates. Our industrial products experienced modest growth.

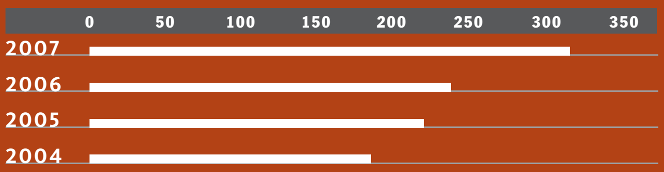
Gross margins of our manufacturing operations improved as a result of higher volumes, an advantageous product mix and aggressive outsourcing to capture lower costs. Our domestic operations saw the greatest benefit in the margin expansion, while our European operations also took steps, including the restructuring at our Belgian facility, to improve margins.

Our distribution operations experienced continuing growth, especially in the Pacific Basin, where demand for commercial marine transmissions was particularly strong.

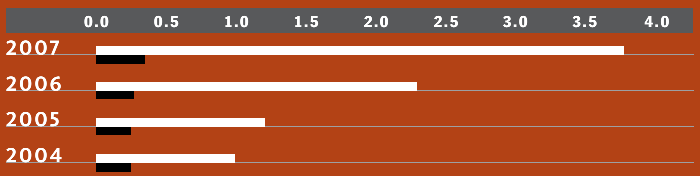
Top: **Buhler Versatile tractors have the power and hydraulic systems required for today's larger implements. Helping to obtain maximum productivity from the Model 435's Cummins 435-horsepower diesel engine is a Twin Disc 12-speed power-shift transmission.**

Bottom: **The Maris *Stealth 45R*, with its aggressive but lightweight shape constructed of Kevlar and Aramet, offers a futuristic appearance, spacious interior and high-speed performance with its twin Caterpillar 710-horsepower engines driving Arneson ASD 11 Surface Drives equipped with Rolla propellers.**

NET SALES ($ MILLIONS)

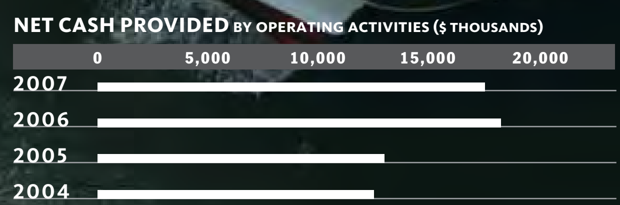


NET EARNINGS DILUTED (PER SHARE)
DIVIDENDS



GROWING, CHANGING, ***THINKING IN DIFFERENT WAYS***

In addition to the exceptional top and bottom line results, the Twin Disc team did a fine job of managing the business for the short- and long-term. Despite the tremendous rise in demand, we were able to expand capacity to maintain deliveries generally to expectations and expand our outsourcing capabilities globally, including setting up a local sourcing operation in India. We completed the redesign of our entire marine transmission product line to our patented QuickShift® technology. We integrated the BCS acquisition successfully into Twin Disc and consolidated our three Italian operations into one entity with greater critical mass and focus in the Italian market place. And finally, we restructured our Belgian operation to allow us to resource materials and primary operations to lower cost countries. We commend and congratulate our associates for their dedication and commitment to our strategic mission. Their efforts have enhanced our image and reputation around the world.



Above left: **Howard's Transport utilizes a giant Western Star semi tractor rig equipped with a Twin Disc TD61-1179 transmission and 8FLW1754 torque converter to move large and heavy oil and gas field equipment over treacherous "roads" from one well site to another throughout western Canada.**

Above right: **The Rotterdam Waterbus high-speed ferry relies on Twin Disc QuickShift® marine transmissions to provide passengers with on-time delivery, safety and comfort throughout its many docking stops per day.**

OUTLOOK

Our backlog of orders to be shipped in the next six months stands at a record year-end level of $110.4 million, up from $91.6 million a year ago. We have just completed an outstanding year, and the outlook is for another good year in fiscal 2008. We continue to see strength in the land-based and marine oil field-related markets as well as in military vehicles and megayachts.

Michael E. Batten

MICHAEL E. BATTEN
Chairman, President, Chief Executive Officer

INDUSTRIAL AND TRANSMISSION PRODUCTS

TRANSMISSION PRODUCTS New sales of the Twin Disc 3,000-horsepower 8500 Series transmission into Russia and China partially offset market softening in western Canada oil fields. So overall demand for this flagship transmission product remained strong. Recent competitive entrants in the 2,250 horsepower and above segment of oil field transmissions have been unable to displace the 8500 Series, once again demonstrating the power and performance advantages of this market-leading product.

Military business remained strong, with new orders received for the M88 program and other legacy platforms, as the U.S. rebuilds its combat fleet. Legacy platforms are those wherein the vehicle or piece of equipment has proven so robust as to become a staple of our military force. Such equipment is both reordered and refurbished – often for decades, affording us both new and ongoing product support sales. We continue to ramp up efforts to get our products specified in new military vehicles that will yield potential long-term repeat business such as the new Combat Tactical Vehicle (CTV) platforms.

The Aircraft Rescue and Fire Fighting vehicle market repeated its position as a mainstay in the product family. Strong shipments continued, with Twin Disc's unique "pump and roll" technology proving attractive to all major customers.

STEPPING UP TO EXPECTATIONS...

Top: **World-renowned for fast response and powerful fire suppression, Rosenbauer's *Panther 6x6* ARFF (Airport Rescue and Fire Fighting) vehicles utilize Twin Disc power-shift transmission systems for fast acceleration and "pump and roll" capability.**

Bottom left: **Trident Exploration Corp., headquartered in Calgary, Alberta, Canada, has 195 compact compressor packages utilizing Twin Disc MG-5011SC transmissions, which automatically actuate compressors at natural gas wellheads to boost pressure for extraction.**

Bottom right: **Petersen's 4710B track-mounted horizontal grinder, actuated by a Twin Disc HP600S Wet Clutch driven by a 765-horsepower Caterpillar engine, makes fast work of wood debris land clearing operations.**

INDUSTRIAL PRODUCTS Globalization and product integration were again the focus for Twin Disc's industrial product line in fiscal year 2007. These products include power take-offs, pump drives, clutches and gear boxes. Twin Disc offers more such power conversion solutions in more models and output capacities than any other single manufacturer.

The Twin Disc pump drive and reduction gear products manufactured in Italy were successfully introduced into the North and South American markets.

We continued efforts to expand our markets outside of the U.S., with the identification of channel partners in key global regions. At the same time, we expended substantial resources to improve our worldwide sourcing strategy. This initiative is necessary to provide Twin Disc a globally competitive cost structure for its industrial products.

Weather played a large role in the performance of the Twin Disc industrial product line in fiscal year 2007. Drought conditions in the Southeast negatively impacted sales of reduction gears and power take-off products for pumps. Sales to the waste recycling industry for equipment such as wood chippers slowed as a result of a mild weather season. However, increased activity in well servicing and improved focus in Asia and the Middle East partially offset softness in traditional markets.

AND LEADING

Above: Tomco Marine Group has put a unique spin on recreational ocean cruising with its line of 41-foot American Tugs, which features a 500-horsepower Volvo engine driving through a Twin Disc MG-5075A marine transmission.

Right: Keeping an eye on the ocean floor and depths of the Port of Rotterdam, the *Surveyor 1* hydrographic survey vessel built by Scheepswerf Made B.V. achieves ultimate trolling control of its twin Caterpillar engines via Twin Disc MGX-5114A QuickShift® marine transmissions.

Below: Southeast Alaska Petroleum Resource Organization (Seapro) accomplishes critical slow-speed control with its Rozema Boat Works oil skimmer equipped with twin Caterpillar 660-horsepower engines and Twin Disc MG-5114IV QuickShift® transmissions.

WORK BOAT MARKET

The global work boat market continued a strong growth trend in fiscal 2007 and Twin Disc participation was equally strong. Our marine transmission orders at the beginning of the year reflected a solid backlog of demand for all models used in work boat service. As the year progressed, our backlog increased with continued demand from North American, Southeast Asian and European markets. Again this year, our offshore oil field, tug boat and inland push boat customers propelled sales of our larger marine transmissions.

The relentless quest for oil and natural gas also contributed to marine transmission orders. Exploration and production of offshore oil and natural gas fields on a global basis continue at a rapid pace. Boatyards have ramped up construction of support vessels required to deliver material and people to the offshore platforms on a timely basis. This provides Twin Disc with ongoing sales, for we are uniquely qualified to produce a full range of marine transmissions for this market.

OPENING NEW

As diesel engine horsepower requirements for these vessels grow, Twin Disc continues to develop higher horsepower transmissions to meet the demands of the market.

The number of shipyards specializing in the construction of crew boats for offshore oil field service also continues to grow, especially in Southeast Asia. Our Twin Disc subsidiary operation in Singapore is maintaining good marketshare with strong sales to all the Southeast Asian shipyards involved in crew boat construction. In addition to this business, our Singapore facility continues to experience strong sales activity in their traditional work boat markets throughout Southeast Asia.

After many years of low levels of activity, the North American inland push boat fleet is generating strong demand for new vessel construction. This in turn is forcing the shipyards to expand capacity and quote longer lead times for new vessel construction contracts. The net result of this growth in the push boat market is very positive for Twin Disc, since we are the market leader in heavy-duty work boat marine transmission products in this horsepower range.

SINGLE-SOURCE SUPPLY

The demand for large pleasure craft vessels increased again in fiscal 2007, almost doubling in the last four years. The majority of this growth occurred outside the U.S., primarily with the expansion of the megayacht sector in Italy, other European countries and an ever-emerging production base in the Asian/Pacific Rim. The demand for our Arneson Surface Drives, Rolla propellers, marine electronic controls, and larger marine transmissions has also grown significantly with this market expansion. The acquisition of BCS, an Italian manufacturer of marine hydraulic components and boat management systems, has also improved our sales efforts and offerings in this megayacht market segment.

Builders of smaller cruising and sport fishing boats, primarily in the North American market, reduced their production rates and work force at least once during the year. Rising interest rates and, more importantly, high fuel costs have impacted the purchasing decisions of the customers in this smaller vessel range. Much of this volume is gasoline engine based, with either stern-drive or small marine transmissions, and out of our standard range. Many of our smaller transmission models are used in small work boat and military vessel markets. With good activity in these markets we have been able to maintain a healthy level of demand for most of our traditional pleasure craft marine transmission models.

The overall military market for fast patrol boats has also remained strong over the last few years. Global tenders in North America, the Mid-East and Asia have kept the market extremely active for both waterjet and surface drive propulsion, as the profiles for these types of boats change from gasoline to diesel engines, increasing the potential market for our marine transmissions.

PERFORMANCE PROVIDERS

QUICKSHIFT® MARINE TRANSMISSIONS Fiscal 2007 was a year of great advancement for our QuickShift® marine transmission product line. We have completed the design conversion of all of standard marine transmission models to the QuickShift® configuration and introduced them to the work boat markets. The advantage to the work boat customers becomes obvious when they feel a much softer shift, are able to maneuver the vessels with instantaneous shift control and can operate the boats at very low, yet controllable, speeds when required. We will continue to design the unique QuickShift® feature into new marine transmission products. The more customers experience the advantages of QuickShift® features, the greater the demand for these products.

Above: **Baia Yacht's 54' *Aqua* cruises at 44 knots off of Naples, Italy, with its twin Caterpillar 1014-horsepower engines driving Arneson ASD 12B1LU Surface Drives equipped with Rolla propellers.**

Left: **Overmarine's *Mangusta 80'* is equipped with two ASD15A1L Arneson Surface Drives and Rolla 6-Blade NiBrAl propellers.**

Right: **Long-time customers of Twin Disc Arneson Surface Drives, Pershing Yachts puts its new *90*, equipped with twin 2000-horsepower MTUs driving Arneson ASD16Ls, through its 44-knot paces in the Adriatic Sea.**

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended June 30, 2007

Commission File Number 1-7635

TWIN DISC, INCORPORATED
(Exact Name of Registrant as Specified in its Charter)

Wisconsin (State or Other Jurisdiction of Incorporation or Organization)	**39-0667110** (I.R.S. Employer Identification Number)
1328 Racine Street, Racine, Wisconsin (Address of Principal Executive Office)	**53403** (Zip Code)

(262) 638-4000
Registrant's Telephone Number, including area code

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

Title of each class	Name of each exchange on which registered:
None	**The NASDAQ Stock Market, LLC**

Securities registered pursuant to Section 12(b) of the Act:
None
(Title of Class)

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 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, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Large Accelerated Filer [ ] Accelerated Filer [√] Non-accelerated Filer [ ]

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

At December 29, 2006, the last business day of the registrant's second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was $161,978,797. Determination of stock ownership by affiliates was made solely for the purpose of responding to this requirement and registrant is not bound by this determination for any other purpose.

At August 31, 2007, the registrant had 5,696,437 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:
Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which will be filed pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report, are incorporated by reference into Part III.

ITEM 1. BUSINESS

Twin Disc was incorporated under the laws of the state of Wisconsin in 1918. Twin Disc designs, manufactures and sells marine and heavy duty off-highway power transmission equipment. Products offered include: marine transmissions, surface drives, propellers and boat management systems as well as power-shift transmissions, hydraulic torque converters, power take-offs, industrial clutches and controls systems. The Company sells its products to customers primarily in the pleasure craft, commercial and military marine markets as well as in the energy and natural resources, government and industrial markets. The Company's worldwide sales to both domestic and foreign customers are transacted through a direct sales force and a distributor network. The products described above have accounted for more than 90% of revenues in each of the last three fiscal years.

Most of the Company's products are machined from cast iron, forgings, cast aluminum and bar steel which generally are available from multiple sources and which are believed to be in adequate supply.

In May 2006, the Company acquired four related foreign entities: B.C.S. S.r.l., an Italian limited liability company; B.C.S. Service S.r.l., an Italian limited liability company; Boat Equipment Limited, a Maltese limited liability company; and Vetus Italia S.r.l., an Italian limited liability company. The total purchase price for the acquisition of the four entities was €17,715,000 ($22,707,000). The entire purchase price was paid in cash by wire transfer at closing. For further information, see Note Q, "Acquisitions" in the Notes to the Consolidated Financial Statements. All of the acquired entities are included in the Manufacturing segment, with the exception of Vetus Italia S.r.l, which is included in the Distribution segment.

The Company has pursued a policy of applying for patents in both the United States and certain foreign countries on inventions made in the course of its development work for which commercial applications are considered probable. The Company regards its patents collectively as important but does not consider its business dependent upon any one of such patents.

The business is not considered to be seasonal except to the extent that employee vacations are taken mainly in the months of July and August, curtailing production during that period.

The Company's products receive direct widespread competition, including from divisions of other larger independent manufacturers. The Company also competes for business with parts manufacturing divisions of some of its major customers. Primary competitive factors for the Company's products are performance, price, service and availability. The Company's top ten customers accounted for approximately 29% of the Company's consolidated net sales during the year ended June 30, 2007. There was one customer, Sewart Supply, Inc., that accounted for approximately 10% of consolidated net sales in fiscal 2007.

Unfilled open orders for the next six months of $110,357,000 at June 30, 2007 compares to $91,598,000 at June 30, 2006. Since orders are subject to cancellation and rescheduling by the customer, the six-month order backlog is considered more representative of operating conditions than total backlog. However, as procurement and manufacturing "lead times" change, the backlog will increase or decrease; and thus it does not necessarily provide a valid indicator of the shipping rate. Cancellations are generally the result of rescheduling activity and do not represent a material change in backlog.

Management recognizes that there are attendant risks that foreign governments may place restrictions on dividend payments and other movements of money, but these risks are considered minimal due to the political relations the United States maintains with the countries in which the Company operates or the relatively low investment within individual countries. The Company's business is not subject to renegotiation of profits or termination of contracts at the election of the Government.

Engineering and development costs include research and development expenses for new product development and major improvements to existing products, and other charges for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $3,329,000, $2,024,000 and $2,278,000 in 2007, 2006 and 2005, respectively. Total engineering and development costs were $9,327,000, $8,070,000 and $8,050,000 in 2007, 2006 and 2005, respectively.

Compliance with federal, state and local provisions regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, is not anticipated to have a material effect on capital expenditures, earnings or the competitive position of the Company.

The number of persons employed by the Company at June 30, 2007 was 1,011.

A summary of financial data by segment and geographic area for the years ended June 30, 2007, 2006 and 2005 appears in Note J to the consolidated financial statements on pages 42 through 44 of this form.

ITEM 1A. RISK FACTORS

The Company's business involves risk. The following information about these risks should be considered carefully together with other information contained in this report. The risks described below are not the only risks the Company faces. Additional risks not currently known or deemed immaterial may also result in adverse results for the Company's business.

As a global company, we are subject to currency fluctuations and any significant movement between the U.S. dollar and the euro, in particular, could have an adverse effect on our profitability. Although the Company's financial results are reported in U.S. dollars, a significant portion of our sales and operating costs are realized in euros and other foreign currencies. The Company's profitability is affected by movements of the U.S. dollar against the euro and the other currencies in which we generate revenues and incur expenses. Significant long-term fluctuations in relative currency values, in particular a significant change in the relative values of the U.S. dollar or euro, could have an adverse effect on our profitability and financial condition.

Certain of the Company's products are directly or indirectly used in oil exploration and oil drilling, and are thus dependent upon the strength of those markets and oil prices. Over the past several years, the Company has seen a significant growth in the sales of its products that are used in oil and energy-related markets. The growth in these markets has been spurred by the rise in oil prices and the global demand for oil. In addition, there has been a substantial increase in capital investment by companies in these markets. A significant decrease in oil prices, the demand for oil and/or capital investment in the oil and energy markets could have an adverse effect on the sales of these products and ultimately on the Company's profitability.

Many of the Company's product markets are cyclical in nature or are otherwise sensitive to volatile or variable factors. A downturn or weakness in overall economic activity or fluctuations in those other factors can have a material adverse effect on the Company's overall financial performance. Historically, sales of many of the products that the Company manufactures and sells have been subject to cyclical variations caused by changes in general economic conditions and other factors. In particular, the Company sells its products to customers primarily in the pleasure craft, commercial and military marine markets, as well as in the energy and natural resources, government and industrial markets. The demand for the products may be impacted by the strength of the economy generally, governmental spending and appropriations, including security and defense outlays, fuel prices, interest rates, as well as many other factors. Adverse economic and other conditions may cause the Company's customers to forego or otherwise postpone purchases in favor of repairing existing equipment.

Given the increase in the global demand for steel, the Company could be adversely affected if it experiences shortages of raw castings and forgings used in the manufacturing of its products. With the recent growth in the global economy and the continued development of certain third world economies, in particular China and India, the global demand for steel has risen significantly in recent years. The Company selects its suppliers based on a number of criteria, and we expect that they will be able to support our growing needs. However, there can be no assurance that a significant increase in demand, capacity constraints or other issues experienced by the Company's suppliers will not result in shortages or delays in their supply of raw materials to the Company. If the Company were to experience a significant or prolonged shortage of critical components from any of its suppliers, particularly those who are sole sources, and could not procure the components from other sources, the Company would be unable to meet its production schedules for some of its key products and would miss product delivery dates which would adversely affect our sales, profitability and relationships with our customers.

If the Company were to lose business with any key customers, the Company's business would be adversely affected. Although there was only one customer that accounted for 10% or more of consolidated net sales in fiscal 2007, deterioration of a business relationship with one or more of the Company's significant customers would cause its sales and profitability to be adversely affected.

The Company continues to face increasing commodity costs, including steel, other raw materials and energy that could have an adverse effect on future profitability. To date, the Company has been successful with offsetting the effects of increased commodity costs through cost reduction programs and pricing actions. However, if material prices were to continue to increase at a rate that could not be recouped through product pricing, it could potentially have an adverse effect on our future profitability.

The termination of relationships with the Company's suppliers, or the inability of such suppliers to perform, could disrupt its business and have an adverse effect on its ability to manufacture and deliver products. The Company relies on raw materials, component parts, and services supplied by outside third parties. If a supplier of significant raw materials, component parts or services were to terminate its relationship with the Company, or otherwise cease supplying raw materials, component parts, or services consistent with past practice, the Company's ability to meet its obligations to its customers may be affected. Such a disruption with respect to numerous products, or with respect to a few significant products, could have an adverse effect on the Company's profitability and financial condition.

A significant design, manufacturing or supplier quality issue could result in recalls or other actions by the Company that could adversely affect profitability. As a manufacturer of highly engineered products, the performance, reliability and productivity of the Company's products is one of its competitive advantages. While the Company prides itself on putting in place procedures to ensure the quality and performance of its products and suppliers, a significant quality or product issue, whether due to design, performance, manufacturing or supplier quality issue, could lead to warranty actions, scrapping of raw materials, finished goods or sold products, the deterioration in a customer relation, or other action that could adversely affect warranty and quality costs, future sales and profitability.

The Company faces risks associated with its international sales and operations that could adversely affect its business, results of operations or financial condition. Sales to customers outside the United States approximated 45% of our consolidated net sales for fiscal 2007. We have international manufacturing operations in Belgium, Italy and Switzerland. In addition, we have international distribution operations in Singapore, China, Australia, Japan, Italy and Canada. Our international sales and operations are subject to a number of risks, including:

- currency exchange rate fluctuations
- export and import duties, changes to import and export regulations and restrictions on the transfer of funds
- problems with the transportation or delivery of our products
- issues arising from cultural or language differences and labor unrest
- longer payment cycles and greater difficulty in collecting accounts receivables
- compliance with trade and other laws in a variety of jurisdictions

These factors could adversely affect our business, results of operations or financial condition.

A material disruption at the Company's manufacturing facilities in Racine, Wisconsin could adversely affect its ability to generate sales and meet customer demand. Nearly two-thirds of the Company's manufacturing, based on fiscal 2007's sales, came from its two facilities in Racine, Wisconsin. If operations at these facilities were to be disrupted as a result of significant equipment failures, natural disasters, power outages, fires, explosions, adverse weather conditions or other reasons, the Company's business and results of operations could be adversely affected.

Interruptions in production would increase costs and reduce sales. Any interruption in production capability could require the Company to make substantial capital expenditures to remedy the situation, which could negatively affect its profitability and financial condition. The Company maintains property damage insurance which it believes to be adequate to provide for reconstruction of its facilities and equipment, as well as business interruption insurance to mitigate losses resulting from any production interruption or shutdown caused by an insured loss. However, any recovery under this insurance policy may not offset the lost sales or increased costs that may be experienced during the disruption of operations. Lost sales may not be recoverable under the policy and long-term business disruptions could result in a loss of customers. If this were to occur, future sales levels and costs of doing business, and therefore profitability, could be adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Manufacturing Segment

The Company owns two manufacturing, assembly and office facilities in Racine, Wisconsin, U.S.A., one in Nivelles, Belgium, two in Decima, Italy and one in Novazzano, Switzerland. The aggregate floor space of these five plants approximates 724,000 square feet. One of the Racine facilities includes office space, which includes the Company's corporate headquarters. The Company leases additional manufacturing, assembly and office facilities in Italy (Limite sull'Arno) and India (outsourcing office in Chennai).

Distribution Segment

The Company also has operations in the following locations, all of which are used for sales offices, warehousing and light assembly or product service. The following properties are leased:

Jacksonville, Florida, U.S.A.	Edmonton, Alberta, Canada	Singapore
Miami, Florida, U.S.A.	Vancouver, British Columbia, Canada	Shanghai, China
Coburg, Oregon, U.S.A.	Brisbane, Queensland, Australia	Guangzhou, China
Kent, Washington, U.S.A.	Perth, Western Australia, Australia	Limite sull' Arno, Italy

The properties are generally suitable for operations and are utilized in the manner for which they were designed. Manufacturing facilities are currently operating at less than 90% capacity and are adequate to meet foreseeable needs of the Company.

ITEM 3. LEGAL PROCEEDINGS

Twin Disc is a defendant in several product liability or related claims of which the ultimate outcome and liability to the Company, if any, is not presently determinable. Management believes that the final disposition of such litigation will not have a material impact on the Company's results of operations or financial position.

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

No matters were submitted to a vote of security holders during the fourth quarter of the year ended June 30, 2007.

Executive Officers of the Registrant

Pursuant to General Instruction G(3) of Form 10-K, the following list is included as an unnumbered Item in Part I of this Report in lieu of being included in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 19, 2007.

Name	Position	Age
Michael E. Batten	Chairman, President and Chief Executive Officer	67
Christopher J. Eperjesy	Vice President – Finance, Chief Financial Officer and Secretary	39
James E. Feiertag	Executive Vice President	50
John H. Batten	Executive Vice President	42
Henri Claude Fabry	Vice President – Global Distribution	61
Dean J. Bratel	Vice President – Engineering	43
Denise L. Wilcox	Vice President – Human Resources	50
Jeffrey S. Knutson	Corporate Controller	42

Officers are elected annually by the Board of Directors at the Board meeting held preceding each Annual Meeting of the Shareholders. Each officer holds office until his successor is duly elected, or until he resigns or is removed from office. John H. Batten is the son of Michael E. Batten.

Michael E. Batten, Chairman of the Board, President and Chief Executive Officer. Mr. Batten has been employed with the Company since 1970, and was named Chairman and Chief Executive Officer in 1991. Mr. Batten was named President in 2006, upon the retirement of Michael Joyce.

Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Secretary. Mr. Eperjesy joined the Company in November 2002 as Vice President – Finance & Treasurer and Chief Financial Officer. Prior to joining Twin Disc, Mr. Eperjesy was Divisional Vice President – Financial Planning & Analysis for Kmart Corporation since 2001, and Senior Manager – Corporate Finance with DaimlerChrysler AG since 1999.

James E. Feiertag, Executive Vice President. Mr. Feiertag was appointed to his present position in October 2001. Prior to being promoted, he served as Vice President – Manufacturing since joining the Company in November 2000. Prior to joining Twin Disc, Mr. Feiertag was the Vice President of Manufacturing for the Drives and Systems Group of Rockwell Automation since 1999.

John H. Batten, Executive Vice President. Mr. Batten was promoted to his current role in November 2004, after serving as Vice President and General Manager – Marine and Propulsion since October 2001 and Commercial Manager – Marine and Propulsion since 1998. Mr. Batten joined Twin Disc in 1996 as an Application Engineer. Mr. Batten is the son of Mr. Michael Batten.

Henri Claude Fabry, Vice President – Global Distribution. Mr. Fabry was appointed to his current position in October 2001, after serving as Vice President – Marine and Distribution since 1999. Mr. Fabry joined Twin Disc in 1997 as Director, Marketing and Sales of the Belgian subsidiary.

Dean J. Bratel, Vice President Engineering. Mr. Bratel was promoted to his current role in November 2004 after serving as Director of Corporate Engineering (since January 2003), Chief Engineer (since October 2001) and Engineering Manager (since December 1999). Mr. Bratel joined Twin Disc in 1987.

Denise L. Wilcox, Vice President Human Resources. After joining the Company as Manager Compensation & Benefits in September 1998, Ms. Wilcox was promoted to Director Corporate Human Resources in March 2002 and to her current role in November 2004. Prior to joining Twin Disc, Ms. Wilcox held positions with Johnson International and Runzheimer International.

Jeffrey S. Knutson, Corporate Controller. Mr. Knutson was appointed to his current role in October 2005 after joining the Company in February 2005 as Controller of North American Operations. Prior to joining Twin Disc, Mr. Knutson held Operational Controller positions with Tower Automotive (since August 2002) and Rexnord Corporation (since November 1998).

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS
The Company's common stock is traded on the NASDAQ Global Market under the symbol TWIN. Prior to October 21, 2004, the Company's common stock was traded on the New York Stock Exchange under the symbol TDI. The price information below, which reflects the impact of the March 31, 2006 stock split, represents the high and low bid information for the Company's common stock from July 1, 2005 through June 30, 2006 and the high and low sales prices from July 1, 2006 through June 30, 2007:

Fiscal Year Ended June 30, 2007

	High	Low	Dividend
First Quarter	$38.00	$30.29	$0.0950
Second Quarter	36.56	31.01	0.0950
Third Quarter	46.98	32.50	0.1100
Fourth Quarter	76.00	42.20	0.1100

Fiscal Year Ended June 30, 2006

	High	Low	Dividend
First Quarter	$21.50	$10.73	$0.0875
Second Quarter	23.99	17.50	0.0875
Third Quarter	30.00	22.00	0.0950
Fourth Quarter	35.93	25.26	0.0950

For information regarding the Company's equity-based compensation plans, see the discussion under Item 12 on page 29 of this report. As of August 31, 2007 there were 778 shareholder accounts. The closing price of Twin Disc common stock as of August 31, 2007 was $54.27.

Pursuant to a shareholder rights plan (the "Rights Plan"), on April 17, 1998, the Board of Directors declared a dividend distribution, payable to shareholders of record at the close of business on June 30, 1998, of one Preferred Stock Purchase Right ("Rights") for each outstanding share of Common Stock (pursuant to the split of the Company's stock in fiscal 2006, each share of common stock currently has one-half of a Right). The Rights will expire 10 years after issuance, and will be exercisable only if a person or group becomes the beneficial owner of 15% or more of the Common Stock (or 25% in the case of any person or group which currently owns 15% or more of the shares or who shall become the Beneficial Owner of 15% or more of the shares as a result of any transfer by reason of the death of or by gift from any other person who is an Affiliate or an Associate of such existing holder or by succeeding such a person as trustee of a trust existing on the record date) (an "Acquiring Person"), or 10 business days following the commencement of a tender or exchange offer that would result in the offeror beneficially owning 25% or more of the Common Stock. A person who is not an Acquiring Person will not be deemed to have become an Acquiring Person solely as a result of a reduction in the number of shares of Common Stock outstanding due to a repurchase of Common Stock by the Company until such person becomes beneficial owner of any additional shares of Common Stock. Each Right will entitle shareholders who received the Rights to buy one newly issued unit of one one-hundredth of a share of Series A Junior Preferred Stock at an exercise price of $160, subject to certain anti-dilution adjustments. The Company will generally be entitled to redeem the Rights at $.05 per Right at any time prior to 10 business days after a public announcement of the existence of an Acquiring Person. In addition, if (i) a person or group accumulates more than 25% of the Common Stock (except pursuant to an offer for all outstanding shares of Common Stock which the independent directors of the Company determine to be fair to and otherwise in the best interests of the Company and its shareholders and except solely due to a reduction in the number of shares of Common Stock outstanding due to the repurchase of Common Stock by the Company), (ii) a merger takes place with an Acquiring Person where the Company is the surviving corporation and its Common Stock is not changed or exchanged, (iii) an Acquiring Person engages in certain self-dealing transactions, or (iv) during such time as there is an Acquiring Person, an event occurs which results in such Acquiring Person's ownership interest being increased by more than 1% (e.g., a reverse stock split), each Right (other than Rights held by the Acquiring Person and certain related parties which become void) will represent the right to purchase, at the exercise price, Common Stock (or in certain circumstances, a combination of securities and/or assets) having a value of twice the exercise price. In addition, if following the public announcement of the existence of an Acquiring Person the Company is acquired in a merger or other business combination transaction, except a merger or other business combination transaction that takes place after the consummation of an offer for all outstanding shares of Common Stock that the independent directors of the Company have determined to be fair, or a sale or transfer of 50% or more of the Company's assets or earning power is made, each Right (unless previously voided) will represent the right to purchase, at the exercise price, common stock of the acquiring entity having a value of twice the exercise price at the time.

The Rights may have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Company without conditioning the offer on a substantial number of Rights being acquired. However, the Rights are not intended to prevent a take-over, but rather are designed to enhance the ability of the Board of Directors to negotiate with an acquirer on behalf of all of the shareholders. In addition, the Rights should not interfere with a proxy contest.

The Rights should not interfere with any merger or other business combination approved by the Board of Directors since the Rights may be redeemed by the Company at $.05 per Right prior to 10 business days after the public announcement of the existence of an Acquiring Person.

The news release announcing the declaration of the Rights dividend, dated April 17, 1998, filed as Exhibit 99 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, is hereby incorporated by reference.

Recent Sales of Unregistered Securities
During the period covered by this report, the Company offered participants in the Twin Disc, Incorporated 401(k) Savings Plan (the "Plan") the option to invest their Plan accounts in a fund comprised of Company stock. Participation interests of Plan participants in the Plan, which may be considered securities, were not registered with the SEC. Participant accounts in the Plan consist of a combination of employee deferrals, Company matching contributions, and, in some cases, additional Company profit-sharing contributions. No underwriters were involved in these transactions. On September 6, 2002, the Company filed a Form S-8 to register 200,000 shares (split adjusted) of Company common stock offered through the Plan, as well as an indeterminate amount of Plan participation interests.

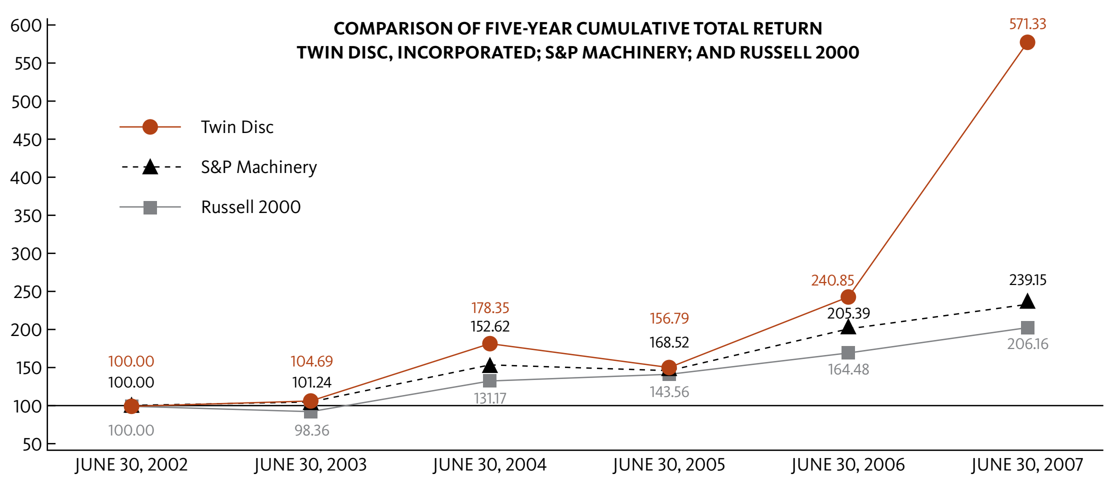
Issuer Purchases of Equity Securities

Period	**(a) Total number of shares purchased**	**(b) Average price paid per share**	**(c) Total number of shares purchased as part of publicly announced plans or programs**	**(d) Maximum number of shares that may yet be purchased under the plans or programs**
April 1–30, 2007	0	N/A	0	96,871
May 1–31, 2007	0	N/A	0	96,871
June 1–30, 2007	0	N/A	0	96,871
Total	0			

In January 2002, the Company authorized 100,000 shares to be purchased in a Stock Repurchase Program. There is no expiration date for this program.

On July 27, 2007, the Board of Directors authorized the purchase of up to 200,000 shares of Common Stock at market values. This resolution supersedes the resolution previously adopted by the Board in January 2002. On August 14, 2007, the Board of Directors authorized the purchase of an additional 200,000 shares of Common Stock at market values.

Performance Graph
The following table compares total shareholder return over the last 5 fiscal years to the Standard & Poor's 500 Machinery (Industrial) Index and the Russell 2000 index. The S&P 500 Machinery (Industrial) Index consists of a broad range of manufacturers. The Russell 2000 Index consists of a broad range of 2,000 Companies. The Corporation believes, because of the similarity of its business with those companies contained in the S&P 500 Machinery (Industrial) Index, that comparison of shareholder return with this index is appropriate. Total return values for the Corporation's common stock, the S&P 500 Machinery (Industrial) Index and the Russell 2000 Index were calculated based upon an assumption of a $100 investment on June 30, 2002 and based upon cumulative total return values assuming reinvestment of dividends on a quarterly basis.



ITEM 6. SELECTED FINANCIAL DATA
Financial Highlights
(dollars in thousands, except per share amounts and shares outstanding)

	For the years ended June 30,				
Statement of Operations Data:	**2007**	**2006**	**2005**	**2004**	**2003**
Net sales	$317,200	$243,287	$218,472	$186,089	$179,591
Net earnings (loss)	21,852	14,453	6,910	5,643	(2,394)
Basic earnings (loss) per share	3.76	2.51	1.21	1.00	(.42)
Diluted earnings (loss) per share	3.68	2.43	1.19	.99	(.42)
Dividends per share	.410	.365	.350	.350	.350
Balance Sheet Data (at end of period):					
Total assets	$267,184	$236,172	$188,037	$174,622	$167,944
Total long-term debt	42,152	38,369	14,958	16,813	16,584

Effective May 31, 2006, the Company acquired four related foreign entities: B.C.S. S.r.l., an Italian limited liability company; B.C.S. Service S.r.l., an Italian limited liability company; Boat Equipment Limited, a Maltese limited liability company; and Vetus Italia S.r.l., an Italian limited liability company. All four entities have a fiscal year ending May 31. Since the acquisition was also effective May 31, no results of operations for these four acquired entities are included in the consolidated results for the year ended June 30, 2006. A full year's results are included in the consolidated results for the year ended June 30, 2007.

Effective May 31, 2004, the Company acquired 100% of the common stock of Rolla SP Propellers SA of Novazzano, Switzerland. Rolla designs and manufactures custom propellers. Rolla has a fiscal year ending May 31. Since the acquisition was also effective May 31, no results of operations of Rolla are included in consolidated results for the year ended June 30, 2004. A full year's results are included in the consolidated results for the years ended June 30, 2005, 2006 and 2007.

In January 2004, the Company sold its 25% minority interest in Palmer Johnson Distributors, LLC (PJD) to the majority holder, PJD, Inc. for $3,811,000 cash, which approximated the net book value of the investment. The Company recognized pre-tax earnings of $240,000 in fiscal year 2004 from its investment in PJD. In addition, the Company received cash distributions of $195,000 in fiscal year 2004.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note on Forward-Looking Statements

Statements in this report (including but not limited to certain statements in Items 1, 3 and 7) and in other Company communications that are not historical facts are forward-looking statements, which are based on management's current expectations. These statements involve risks and uncertainties that could cause actual results to differ materially from what appears here.

Forward-looking statements include the Company's description of plans and objectives for future operations and assumptions behind those plans. The words "anticipates," "believes," "intends," "estimates," and "expects," or similar anticipatory expressions, usually identify forward-looking statements. In addition, goals established by Twin Disc, Incorporated should not be viewed as guarantees or promises of future performance. There can be no assurance the Company will be successful in achieving its goals.

In addition to the assumptions and information referred to specifically in the forward-looking statements, other factors, including but not limited to those factors discussed under Item 1A, Risk Factors, could cause actual results to be materially different from what is presented in any forward-looking statements.

Results of Operations

(In thousands)	2007	%	2006	%	2005	%
Net sales	$317,200		$243,287		$218,472	
Cost of goods sold	214,291		168,897		161,052	
Gross profit	102,909	32.4%	74,390	30.6%	57,420	26.3%
Marketing, engineering and administrative expenses	63,267	19.9%	49,606	20.4%	44,666	20.4%
Restructuring of operations	2,652	0.8%	—	0%	2,076	1.0%
Earnings from operations	$36,990	11.7%	$ 24,784	10.2%	$ 10,678	4.9%

Fiscal 2007 Compared to Fiscal 2006

Net Sales

Net sales increased $73.9 million, or 30.4%, in fiscal 2007. The year-over-year movement in foreign exchange rates resulted in a net favorable translation effect on sales of $7.5 million in fiscal 2007, compared to fiscal 2006.

In fiscal 2007, sales for our worldwide manufacturing operations, before eliminating intra-segment and inter-segment sales, were $61.9 million, or 27.3%, higher than in the prior fiscal year. Year-over-year changes in foreign exchange rates had a net favorable impact on sales of $4.9 million. The BCS Group manufacturing operations, acquired at the end of the prior fiscal year, contributed $21.9 million to fiscal 2007's net sales. The majority of the net remaining increase of $35.1 million came at our domestic manufacturing operation, which saw continued growth across most of its product markets. Particular strength was experienced in the off-highway transmission business, where the Company's products are used in the oil field servicing market and various military vehicle applications, as well as in the commercial marine transmission business.

Net sales for distribution operations were up $20.9 million, or 26.9%, in fiscal 2007. Year-over-year changes in foreign exchange rates had a net favorable impact on sales of $2.6 million. Vetus Italia S.r.l., one of the BCS Group acquired companies, contributed $12.1 million of the increase. Of the remaining net increase of $6.2 million, more than half of the increase came from the Company's distribution operations in Asia, where the Company continued to see strong demand for its commercial marine transmission products.

Net sales for the Company's three major product markets, marine and propulsion, off-highway transmissions, and industrial, were up 39%, 37% and 5%, respectively, versus fiscal 2006 sales levels. The net increase for marine and propulsion includes the impact of the BCS Group acquisition, which accounts for nearly two-thirds of the year-over-year increase. These net year-over-year increases are before considering the net favorable foreign currency translation effect noted above. Growth in the marine and propulsion market was driven primarily by the BCS Group acquisition, increased commercial marine transmission sales as well as increased sales of Arneson Surface Drives and custom Rolla propellers. In the off-highway transmission market, the year-over-year improvement can be attributed primarily to increased sales in oil field and military markets. The growth experienced in the Company's industrial products was also due in part to the increased activity related to oil field markets as well as increased sales into the agriculture, mining and general industrial markets.

The elimination for net intra-segment and inter-segment sales increased $8.9 million, or 14.5%, from $61.0 million in fiscal 2006 to $69.9 million in fiscal 2007.

Gross Profit

In fiscal 2007, gross profit increased $28.5 million, or over 38%, to $102.9 million. About a third of the year-over-year increase can be attributed to the impact of the BCS Group companies that were acquired at the end of fiscal 2006. Nearly half of the overall increase was due to improved profitability, volume and mix experienced in the Company's off-highway transmission products, in particular for military and oil field-related transmissions.

Gross profit as a percentage of sales improved 180 basis points in fiscal 2007 to 32.4%, compared to 30.6% in fiscal 2006. There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2007. For the year, profitability continued to improve from higher sales volumes, the implementation of cost reduction and outsourcing programs, manufacturing efficiencies, a better product mix and selective price increases. The Company's margins continued to be impacted by rising steel, energy and medical costs. In addition, the Company's Belgian operation's gross margin was unfavorably affected by the continued relative strength of euro versus the U.S. dollar, when compared to the average rate in fiscal 2006. This operation manufactures with euro-based costs and sells more than a third of its production into the U.S. market at U.S. dollar prices. The average euro to U.S. dollar exchange rate, computed monthly, in fiscal 2007 was $1.31, which was 7.6% higher than in fiscal 2006. It is estimated that the year-over-year effect of a stronger euro, on average, was to deteriorate margins at our Belgian subsidiary by nearly $1.4 million. Fiscal 2007's gross profit included unfavorable non-cash, non-recurring purchase accounting adjustments to inventory at the recently acquired BCS Group companies of $1.2 million, pre-tax. The adjustment reduced gross profit by nearly 40 basis points in fiscal 2007. These adverse effects were more than offset by (1) increased sales and improved product mix, particularly from the domestic industrial and off-highway transmission markets, (2) selective pricing actions, (3) improvements achieved through the Company's outsourcing and cost reduction programs, and (4) lower domestic pension and postretirement healthcare costs of approximately $1.2 million. The year-over-year movement in foreign exchange rates, primarily driven by movements in the euro, resulted in a net favorable translation effect on gross profit of $2.3 million in fiscal 2007, compared to fiscal 2006.

Marketing, Engineering and Administrative (ME&A) Expenses

Marketing, engineering, and administrative (ME&A) expenses increased $13.7 million, or 27.5%, in fiscal 2007 versus fiscal 2006. As a percentage of sales, ME&A expenses decreased by 50 basis points to 19.9% in fiscal 2007, compared to 20.4% in fiscal 2006. The BCS Group companies, acquired at the end of fiscal 2006, added $6.1 million of ME&A expenses in fiscal 2007, or 45% of the overall increase experienced. Of the remaining $7.6 million increase, the following items account for the majority of the year-over-year increase: (1) a $2.2 million increase in stock-based compensation expense, (2) a $0.6 million write-off of an impaired intangible asset and (3) an increase of over $1 million in total bonus expense as a result of the improved financial performance year-over-year. In addition, year-over-year changes in foreign exchange rates had a net translation effect of increasing ME&A expenses by $1.1 million. The majority of the remaining net increase of $3.8 million, or 7.7%, relates to general increases experienced in salaries and wages, marketing and engineering expenses as well as the costs associated with the implementation of a new global ERP system.

Restructuring of Operations

The Company recorded a restructuring charge of $2.7 million in the fourth quarter of 2007 as the Company restructured its Belgian operation to improve future profitability. The charge consists of prepension costs for 32 employees; 29 manufacturing employees and 3 salaried employees. As of June 30, 2007, the Company had not made any cash payments related to the above restructuring. The action was taken to allow the Belgian operation to focus resources on core manufacturing processes, while allowing for savings on the outsourcing of non-core processes. This decision is part of the Company's ongoing commitment to improve the overall cost structure through the outsourcing of non-core production processes to low cost suppliers and regions. This project will result in outsourcing roughly 20% of the Belgian facility's machining hours, leaving only core machining, assembly and test processes. The Company has already completed extensive outsourcing of non-core domestic production to low cost countries, and has recently established a branch office in India to accelerate the cost reduction efforts. The Company estimates annual pre-tax savings upon completion of this project of approximately $1.0-$1.2 million.

Interest Expense

Interest expense increased by $1.4 million, or 83.6%, in fiscal 2007. The majority ($1.2 million) of the increase relates to the impact of a full year of interest expense from the Company's $25 million Senior Notes, which carry an interest rate of 6.05%. Total interest on the Company's $35 million revolving credit facility increased nearly $0.6 million. This increase can be attributed to an overall increase in the average borrowings year-over-year as well as an increase in the interest rate on the revolver year-over-year. The average borrowing on the revolver, computed monthly, increased to $19.7 million in fiscal 2007, compared to $13.7 million in fiscal 2006. The interest rate on the revolver increased from a range of 4.59% to 5.45% in fiscal 2006 to a range of 5.45% to 6.60% in fiscal 2007. The net remaining decrease of $0.4 million was due to lower borrowings at the Company's foreign subsidiaries as well as the payoff of the $20 million of Senior Notes that matured in June 2006.

Income Taxes

In fiscal 2007 and 2006, the Company's effective tax rate approximated 35.8% and 36.7%, respectively. The decrease in the effective tax rate in fiscal 2007 was primarily due to a $1.2 million research and development ("R&D") credit recorded primarily in the fourth quarter. This tax benefit was recorded upon the completion of a study the Company conducted on its R&D expenditures from 2003 to 2007.

Order Rates

In fiscal 2007, we continued to see an improvement in our order rates for most of our products. The backlog of orders scheduled for shipment during the next six months (six-month backlog) of $110.4 million at the end of fiscal 2007, including $10.9 million from the recently acquired BCS Group companies, compared favorably to the $91.6 million and $64.8 million for fiscal years ended 2006 and 2005, respectively.

Fiscal 2006 Compared to Fiscal 2005

Net Sales

Net sales increased $24.8 million, or 11.4%, in fiscal 2006. The year-over-year movement in foreign exchange rates resulted in a net unfavorable translation effect on sales of $3.2 million in fiscal 2006, compared to fiscal 2005.

In fiscal 2006, sales for our worldwide manufacturing operations, before eliminating intra-segment and inter-segment sales, were $19.9 million, or 9.6%, higher than in the prior year. Year-over-year changes in foreign exchange rates had a net unfavorable impact on sales of $3.0 million. The majority of the net increase came at our domestic manufacturing operation, which saw continued growth across most of its product markets. Particular strength was experienced in the off-highway transmission business, where the Company's products are used in the oil field servicing market and various military vehicle applications, as well as in the commercial marine transmission business.

Net sales for distribution operations were up $10.0 million, or 14.7%, in fiscal 2006. More than half of the increase came from the Company's Mill Log Equipment Co., Inc. (Mill Log) subsidiary, with operations in the Northwest USA and Southwest Canada. In fiscal 2006, Mill Log continued to experience strong sales to its oil field servicing and industrial product markets. About a quarter of the increase came from the Company's subsidiary in Singapore, Twin Disc (Far East) Ltd., where the operation experienced double-digit growth driven by strong marine transmission sales for commercial applications. Year-over-year changes in foreign exchange rates did not have a significant impact on sales for the Company's distribution operations.

Net sales for the Company's three major product markets, marine and propulsion, off-highway transmissions, and industrial, were up 9%, 19% and 11%, respectively, versus fiscal 2005 sales levels. These net year-over-year increases are before considering the net unfavorable foreign currency translation effect noted above. Growth in the marine and propulsion market was driven primarily by commercial marine transmission sales as well as increased sales of Arneson Surface Drives and custom Rolla propellers. In the off-highway transmission market, the year-over-year improvement can be attributed primarily to increased sales in oil field and military markets. The growth experienced in the Company's industrial products was also due in part to the increased activity related to oil field markets as well as increased sales into the agriculture, mining and general industrial markets.

The elimination for net intra-segment and inter-segment sales increased $5.1 million, or 9.1%, from $55.9 million in fiscal 2005 to $61.0 million in fiscal 2006.

Gross Profit

In fiscal 2006, gross profit increased $17 million, or nearly 30%, to $74.4 million. Nearly half of the overall increase was due to improved profitability, volume and mix experienced in the Company's off-highway transmission products, in particular for military and oil field-related transmissions. Of the remaining year-over-year increase, the majority of the improvement came from the Company's marine products and was due to continued operating performance improvements at our Belgian manufacturing operation as a result of ongoing restructuring activities as well as the strength of the global commercial marine market.

Gross profit as a percentage of sales improved 430 basis points in fiscal 2006 to 30.6%, compared to 26.3% in fiscal 2005. There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2006. The Company's margins continued to be adversely impacted by rising steel, energy and medical costs. The Company estimates that the impact of steel surcharges on its domestic operation alone exceeded $2.2 million. At our domestic operations, the Company experienced an increase of $1.2 million, or nearly 50%, in medical related expenses that were charged to cost of goods sold. The year-over-year movement in foreign exchange rates, primarily driven by movements in the euro, resulted in a net unfavorable translation effect on gross profit of $1.0 million in fiscal 2006, compared to fiscal 2005. These adverse effects were more than offset by (1) increased sales and improved product mix, particularly from the domestic industrial and off-highway transmission markets, (2) selective pricing actions, (3) improvements achieved through the Company's outsourcing and cost reduction programs, and (4) lower domestic pension and postretirement healthcare costs of approximately $1.2 million. In addition, the Company's Belgian operation's gross margin was favorably affected by the continued relative strength of U.S. dollar versus the euro, when compared to the average rate in fiscal 2005. This operation manufactures with euro-based costs and sells more than a third of its production into the U.S. market at U.S. dollar prices. The average euro to U.S. dollar exchange rate, computed monthly, in fiscal 2006 was $1.22, which was 4.0% lower than in fiscal 2005. It is estimated that the year-over-year effect of a stronger U.S. dollar, on average, was to improve margins at our Belgian subsidiary by over $0.5 million.

Marketing, Engineering and Administrative (ME&A) Expenses

Marketing, engineering, and administrative (ME&A) expenses increased $4.9 million, or 11.1%, in fiscal 2006 versus fiscal 2005. As a percentage of sales, ME&A expenses remained flat at 20.4% in both fiscal 2005 and fiscal 2006. The Company estimates that it incurred $1.9 million in costs associated with Sarbanes-Oxley compliance activities in fiscal 2006, compared to $0.1 million in fiscal 2005. In addition, as a result of the improved financial performance year-over-year, the total bonus expense increased by just over $1 million versus the prior fiscal year. The overall costs associated with the Company's stock-related incentive compensation increased just over $0.9 million in fiscal 2006. Year-over-year changes in foreign exchange rates had a net translation effect of reducing ME&A expenses by $0.6 million. The majority of the remaining net increase of $1.8 million, or 3.7%, relates to general increases experienced in salaries and wages, marketing and engineering expenses.

Interest Expense

Interest expense increased by $0.6 million, or 51.5%, in fiscal 2006. The average outstanding debt for fiscal 2006 of $26.4 million (computed monthly) was $3.4 million higher than fiscal 2005. However, the average balance of the Company's Senior Notes, which carry an interest rate of 7.37%, decreased by $2.9 million. This was only slightly offset by an increase in the average borrowings under the Company's revolver of $0.1 million. The interest rate on the revolver increased from a range of 2.61% to 4.39% in fiscal 2005 to a range of 4.59% to 6.29% in fiscal 2006. Total interest on the revolver increased just over $0.3 million in fiscal 2006 compared to fiscal 2005. In addition, the Company incurred interest of $0.3 million on the $25 million of Senior Notes that were entered into in April 2006.

Income Taxes
In fiscal 2006 and 2005, the Company's effective tax rate approximated 36.7% and 26.1%, respectively. The increase in the effective tax rate in fiscal 2006 was primarily due to a discrete tax benefit of $1.4 million related to foreign tax credits that the Company recorded in the fourth quarter of fiscal 2005. During the fourth quarter of fiscal 2005, the Company undertook certain business restructuring activities which allowed the Company to benefit existing foreign tax credits for which no benefit was previously recorded. This resulted in the reversal of a $1.1 million valuation allowance as well as a current year benefit of $0.3 million for other foreign tax credits.

Order Rates
In fiscal 2006, we continued to see an improvement in our order rates for most of our products. The backlog of orders scheduled for shipment during the next six months (six-month backlog) of $91.6 million at the end of fiscal 2006 compared favorably to the $64.8 million and $49.4 million for fiscal years ended 2005 and 2004, respectively.

As of fiscal year end, our manufacturing facility in the United States saw a year-over-over increase in its six-month backlog of almost 46%, which accounted for 87% of the overall increase. The remaining increase came at our Belgian and Italian manufacturing operations. The above figures exclude the impact of the recent BCS group acquisition.

Liquidity and Capital Resources

Fiscal Years 2007, 2006 and 2005

The net cash provided by operating activities in fiscal 2007 totaled $17.5 million, a decrease of $0.8 million, or 4%, versus fiscal 2006. The net decrease was primarily driven by a net increase in earnings of $7.4 million offset by increases in working capital, primarily accounts receivable and inventories, and a reduction in accrued retirement benefits as a result of nearly $8 million in domestic pension contributions that were made in the first half of fiscal 2007. The increases in inventories and accounts receivable were consistent with the increased sales growth and order activity experienced by the Company in its fourth fiscal quarter. Fourth quarter sales increased over 25% while the six month backlog increased over 21% as of June 30, 2007, versus the end of the prior fiscal year. This compares to increases in accounts receivable and inventories of 13% and 17%, respectively, before the effect of foreign currency translation.

The net cash provided by operating activities in fiscal 2006 totaled $18.3 million, an increase of $5.3 million, or 41%, versus fiscal 2005. The increase was primarily driven by a net increase in earnings of $7.5 million and accrued liabilities of $7.3 million, offset by increases in inventories of $6.9 million and accounts receivable of $4.2 million. These net changes exclude the net impact of foreign currency translation and the BCS Group acquisition discussed in Note Q of the Notes to the Consolidated Financial Statements. The increases in inventories and accounts receivable were consistent with the increased sales growth and order activity experienced by the Company in its fourth fiscal quarter. Fourth quarter sales increased over 17% while the six month backlog increased over 40% as of June 30, 2006, versus the end of the prior fiscal year. This compares to increases in accounts receivable and inventories of 11% and 14%, respectively, before the effect of foreign currency translation and the impact of the BCS Group acquisition.

The net cash provided by operating activities in fiscal 2005 totaled $13.0 million versus $12.2 million in fiscal 2004, for a net increase of $0.8 million. This increase was primarily driven by an increase in accounts payable, accrued liabilities and net earnings as well as a net reduction in inventories. The increase in accounts payable was primarily due to the timing of vendor payments for several large pieces of equipment acquired in fiscal 2005. The increase in accrued liabilities was primarily due to the accrued bonus that was subsequently paid in August 2005. The decrease in inventories on higher sales was driven by a corporate-wide initiative to reduce inventories in fiscal 2005. As a percentage of sales, net inventories were reduced 400 basis points to 22.2%.

The net cash used for investing activities in fiscal 2007 consisted primarily of capital expenditures for machinery and equipment, facilities renovations and the implementation of a new ERP system at our domestic manufacturing location in Racine as well as machinery and equipment purchases at our European manufacturing operations.

The net cash used for investing activities in fiscal 2006 consisted primarily of the net acquisition cost, net of cash acquired, for the BCS Group acquisition discussed in Note Q of the Notes to the Consolidated Financial Statements as well as capital expenditures for machinery, equipment and facilities renovations at our North American and European manufacturing operations.

The net cash used for investing activities in fiscal 2005 consisted primarily of capital expenditures for machinery and equipment at our domestic manufacturing location in Racine and the construction of a new state-of-the-art facility for the design and manufacturing of high performance, custom propellers at our Swiss operation, Rolla Propellers. In fiscal 2005, Rolla Propellers' capital expenditures totaled just under $4 million and consisted of the construction of and new machinery and equipment for the new facility. At our domestic manufacturing location, capital expenditures amounted to nearly $6.8 million and included the installation of a new flexible machining system at a cost of just under $3 million.

In fiscal 2007, the net cash used by financing activities consisted primarily of an increase of $5.5 million in the year-end borrowings under the Company's revolving credit facility offset by a reduction in the prior fiscal year's $3.2 million bank overdraft and the payment of dividends of nearly $2.4 million.

In fiscal 2006, the net cash provided by financing activities consisted primarily of the net proceeds of a $25 million private placement of Senior Notes that was finalized in April 2006 (see Note G of the Notes to the Consolidated Financial Statements) offset by a net decrease in the Company's revolving credit facility of $4.5 million and the payment of $2.1 million in dividends to shareholders.

In fiscal 2005, the net cash flow provided by financing activities consisted primarily of a net bank overdraft at our Belgian operation of $3.5 million as well as a net increase in borrowing under unsecured bank credit lines of $1.9 million, offset by net payments on long-term debt (including a $2.9 million payment on the Company's 7.37% Senior Notes due June 2006) of $2.1 million and dividends to shareholders of just over $2 million. In addition, in April 2005, the Company announced the reactivation of its stock purchase plan. As part of this plan, the Company repurchased just under 35,000 shares of its common stock for $0.8 million in the fourth quarter of fiscal 2005.

Future Liquidity and Capital Resources

On April 10, 2006, the Company entered into a Note Agreement (the "Note Agreement") with Prudential Insurance Company of America and certain other entities (collectively, "Purchasers"). Pursuant to the Note Agreement, Purchasers acquired, in the aggregate, $25,000,000 in 6.05% Senior Notes (the "Notes") due April 10, 2016 (the "Payment Date"). The Notes mature and become due and payable in full on April 10, 2016. Prior to the Payment Date, the Company is obligated to make quarterly payments of interest during the term of the Notes, plus prepayments of principal of $3,571,429 on April 10 of each year from 2010 to 2015, inclusive. In the first quarter of fiscal 2008, the Note Agreement was amended to eliminate the covenants limiting capital expenditures and restricted payments (dividend payments and stock repurchases).

During the first quarter of fiscal 2005, the Company's revolving loan agreement was amended, increasing the limit from $20,000,000 to $35,000,000 and extending the term by two years to October 31, 2007. The agreement was further amended in the first quarter of fiscal 2007 to extend the term by an additional two years to October 31, 2009. Additionally, certain capital expenditure restrictions were increased. An additional amendment was agreed to in the first quarter of fiscal 2008 to extend the term an additional year to October 31, 2010, and eliminate the covenants limiting capital expenditures and restricted payments (dividend payments and stock repurchases). As a condition to the issuance of the Notes discussed above, the Company entered into an amendment to this agreement, dated as of December 19, 2002, between the Company and M&I Marshall & Ilsley Bank ("M&I"), as amended, in which amendment M&I consented to the Company entering into the Note Agreement. This credit facility is used to fund seasonal working capital requirements and other financing needs. This facility and Twin Disc's other indebtedness contain certain restrictive covenants as are fully disclosed in Note G of the Notes to the Consolidated Financial Statements.

The overall liquidity of the Company remains strong. The Company had $20.5 million of available borrowings on our $35 million revolving loan agreement as of June 30, 2007, and continues to generate enough cash from operations to meet our operating and investing needs. As of June 30, 2007, the Company also had cash and cash equivalents of over $19.5 million, primarily at its overseas operations. These funds, with limited restrictions, are available for repatriation as deemed necessary by the Company. In fiscal 2008, the Company expects to contribute around $1.8 million to its pension plans. The Company intends to meet any pension funding requirements using cash from operations and, if necessary, from available borrowings under existing credit facilities.

Net working capital increased approximately $22 million in fiscal 2007, and the current ratio increased slightly from 1.9 at June 30, 2006 to 2.2 at June 30, 2007. The increase was primarily driven by increases in inventories and receivables, as a result of significant increases in sales and order activities. The Company's balance sheet is strong, there are no off-balance sheet arrangements, and we continue to have sufficient liquidity for near-term needs.

Twin Disc expects capital expenditures to be between $15 and $17 million in fiscal 2008. These anticipated expenditures reflect the Company's plans to continue investing in modern equipment and facilities, a global ERP system and new products.

Management believes that available cash, the credit facility, cash generated from future operations, existing lines of credit and access to debt markets will be adequate to fund Twin Disc's capital requirements for the foreseeable future.

Off Balance Sheet Arrangements and Contractual Obligations

The Company had no off-balance sheets as of June 30, 2007 and 2006.

The Company has obligations under non-cancelable operating lease contracts and loan and senior note agreements for certain future payments. A summary of those commitments follows (in thousands):

Contractual obligations	Total	Less than 1 Year	1–3 Years	3–5 Years	After 5 Years
Revolving loan borrowing	$ 14,525	—	$14,525	—	—
Long-term debt	$ 29,395	$1,768	$ 5,039	$8,054	$14,534
Operating leases	$ 10,983	$3,159	$ 4,593	$2,682	$ 549

The Company believes the capital resources available in the form of existing cash, lines of credit (see Note G of the Notes to the Consolidated Financial Statements), and funds provided by operations will be adequate to meet anticipated capital expenditures and other foreseeable future business requirements, including pension funding requirements. As noted above, the Company's revolving loan agreement was amended during the first quarter of fiscal 2005, increasing the limit from $20 million to $35 million and extending the term by two years to October 31, 2007. During the first quarter of fiscal 2007, the term was extended by an additional two years to October 31, 2009. The term was then extended an additional year to October 31, 2010, in the first quarter of fiscal 2008. As of June 30, 2007, there was $20.5 million of available borrowings under the revolver. In addition, the Company entered into a $25 million Senior Note in April 2006. The acquisition of the BCS Group companies in May 2006 was financed with $22.7 million of the proceeds from this private debt placement. In addition, the Company has $19.5 million of cash and cash equivalents on hand as of June 30, 2007.

Other Matters

Critical Accounting Policies

The preparation of this Annual Report requires management's judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

Twin Disc's significant accounting policies are described in Note A to the consolidated financial statements on pages 37 through 38 of this form. Not all of these significant accounting policies require management to make difficult, subjective, or complex judgments or estimates. However, the policies management considers most critical to understanding and evaluating our reported financial results are the following:

Revenue Recognition

Twin Disc recognizes revenue from product sales at the time of shipment and passage of title. While we respect the customer's right to return products that were shipped in error, historical experience shows those types of adjustments have been immaterial and thus no provision is made. With respect to other revenue recognition issues, management has concluded that its policies are appropriate and in accordance with the guidance provided by the Securities and Exchange Commissions' Staff Accounting Bulletin (SAB) No. 104, "Revenue Recognition."

Accounts Receivable

Twin Disc performs ongoing credit evaluations of our customers and adjusts credit limits based on payment history and the customer's creditworthiness as determined by review of current credit information. We continuously monitor collections and payments from our customers and maintain a provision for estimated credit losses based upon our historical experience and any specific customer-collection issues. In addition, senior management reviews the accounts receivable aging on a monthly basis to determine if any receivable balances may be uncollectible. Although our accounts receivable are dispersed among a large customer base, a significant change in the liquidity or financial position of any one of our largest customers could have a material adverse impact on the collectibility of our accounts receivable and future operating results.

Inventory

Inventories are valued at the lower of cost or market. Cost has been determined by the last-in, first-out (LIFO) method for the majority of the inventories located in the United States, and by the first-in, first-out (FIFO) method for all other inventories. Management specifically identifies obsolete products and analyzes historical usage, forecasted production based on future orders, demand forecasts, and economic trends when evaluating the adequacy of the reserve for excess and obsolete inventory. The adjustments to the reserve are estimates that could vary significantly, either favorably or unfavorably, from the actual requirements if future economic conditions, customer demand or competitive conditions differ from expectations.

Warranty

Twin Disc engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its suppliers. However, its warranty obligation is affected by product failure rates, the extent of the market affected by the failure and the expense involved in satisfactorily addressing the situation. The warranty reserve is established based on our best estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. When evaluating the adequacy of the reserve for warranty costs, management takes into consideration the term of the warranty coverage, historical claim rates and costs of repair, knowledge of the type and volume of new products and economic trends. While we believe the warranty reserve is adequate and that the judgment applied is appropriate, such amounts estimated to be due and payable in the future could differ materially from what actually transpires.

Pension and Other Postretirement Benefit Plans

The Company provides a wide range of benefits to employees and retired employees, including pensions and postretirement healthcare coverage. Plan assets and obligations are recorded annually based on the Company's measurement date utilizing various actuarial assumptions such as discount rates, expected return on plan assets, compensation increases, retirement and mortality tables, and healthcare cost trend rates as of that date. The approach used to determine the annual assumptions are as follows:

Discount rate – based on Moody's AA Corporate Bond rate, with appropriate consideration of pension plans' participants' demographics and benefit payment terms.

Expected Return on Plan Assets – based on the expected long-term average rate of return on assets in the pension funds, which is reflective of the current and projected asset mix of the funds and considers historical returns earned on the funds.

Compensation Increase – reflect the long-term actual experience, the near-term outlook and assumed inflation.

Retirement and Mortality Rates – based upon the UP 1994 Mortality Table for all years presented.

Healthcare Cost Trend Rates – developed based upon historical cost data, near-term outlook and an assessment of likely long-term trends.

Measurements of net periodic benefit cost are based on the assumptions used for the previous year-end measurements of assets and obligations. The Company reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions when appropriate. As required by U.S. GAAP, the effects of the modifications are recorded currently or amortized over future periods. Based on information provided by its independent actuaries and other relevant sources, the Company believes that the assumptions used are reasonable; however, changes in these assumptions could impact the Company's financial position, results of operations or cash flows.

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company records a valuation allowance that represents a reserve on deferred tax assets for which utilization is uncertain. Management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities, and the valuation allowance recorded against net deferred tax assets. The valuation allowance would need to be adjusted in the event future taxable income is materially different than amounts estimated. The Company's policy is to remit earnings from foreign subsidiaries only to the extent any resultant foreign taxes are creditable in the United States. Accordingly, the Company does not currently provide for additional United States and foreign income taxes which would become payable upon repatriation of undistributed earnings of foreign subsidiaries.

Recently Issued Accounting Standards

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation ("FIN") No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109." This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes." It prescribes a recognition threshold and measurement attribute for tax positions taken or expected to be taken on a tax return. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. The Company continues to evaluate the impact of adoption of FIN No. 48 on its consolidated financial statements. Based upon preliminary analyses, adoption of FIN 48 is not expected to have a material impact on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115." This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. This statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, and is not expected to have a material impact on the Company's financial statements.

ITEM 7(a). QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company is exposed to market risks from changes in interest rates, commodities and foreign exchange. To reduce such risks, the Company selectively uses financial instruments and other pro-active management techniques. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which prohibit the use of financial instruments for trading or speculative purposes. Discussions of the Company's accounting policies and further disclosure relating to financial instruments is included in Note A to the consolidated financial statements on pages 37 through 38 of this form.

Interest rate risk - The Company's earnings exposure related to adverse movements of interest rates is primarily derived from outstanding floating rate debt instruments that are indexed to the prime and LIBOR interest rates. During fiscal 2003, the Company entered into a $20 million revolving loan agreement, which was due to expire on October 31, 2005. During fiscal 2005, the revolving credit commitment of the agreement was increased to $35 million and the termination date of the agreement was extended to October 31, 2007. During the first quarter of fiscal 2007, the term was extended by an additional two years to October 31, 2009. During the first quarter of fiscal 2008, the term was extended by an additional year to October 31, 2010. In accordance with the loan agreement, the Company has the option of borrowing at the prime interest rate or LIBOR plus an additional "Add-On," between 1% and 2.75%, depending on the Company's Total Funded Debt to EBITDA ratio. Due to the relative stability of interest rates, the Company did not utilize any financial instruments at June 30, 2007, to manage interest rate risk exposure. A 10 percent increase or decrease in the applicable interest rate would result in a change in pretax interest expense of approximately $95,000.

Commodity price risk – The Company is exposed to fluctuation in market prices for such commodities as steel and aluminum. The Company does not utilize commodity price hedges to manage commodity price risk exposure.

Currency risk – The Company has exposure to foreign currency exchange fluctuations. Approximately forty-five percent of the Company's revenues in the year ended June 30, 2007, were denominated in currencies other than the U.S. dollar. Of that total, approximately seventy percent was denominated in euros with the balance composed of Japanese yen, Swiss franc and the Australian and Singapore dollars. The Company does not hedge the translation exposure represented by the net assets of its foreign subsidiaries. Foreign currency translation adjustments are recorded as a component of shareholders' equity. Forward foreign exchange contracts are used to hedge the currency fluctuations on significant transactions denominated in foreign currencies.

Derivative Financial Instruments – The Company has written policies and procedures that place all financial instruments under the direction of the Company corporate treasury department and restrict derivative transactions to those intended for hedging purposes. The use of financial instruments for trading purposes is prohibited. The Company uses financial instruments to manage the market risk from changes in foreign exchange rates.

The Company primarily enters into forward exchange contracts to reduce the earnings and cash flow impact of non-functional currency denominated receivables and payables. These contracts are highly effective in hedging the cash flows attributable to changes in currency exchange rates. Gains and losses resulting from these contracts offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Gains and losses on these contracts are recorded in Other Income (Expense), net in the Consolidated Statement of Operations and Comprehensive Income as the changes in the fair value of the contracts are recognized and generally offset the gains and losses on the hedged items in the same period. The primary currency to which the Company was exposed in 2007 and 2006 was the euro. At June 30, 2007, the Company had net outstanding forward exchange contracts to purchase U.S. dollars in the value of $765,008 with a weighted average maturity of 29 days. The fair value of the Company's contracts was a minimal gain at June 30, 2007. At June 30, 2006, the Company had net outstanding forward exchange contracts to purchase euros in the value of $2,250,000 with a weighted average maturity of 47 days. The fair value of the Company's contracts was a gain of approximately $31,000 at June 30, 2006.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
See Consolidated Financial Statements and Financial Statement Schedule on Pages 31 through 53 of this form.

Sales and Earnings by Quarter (dollars in thousands, except per share amounts)

2007	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$65,774	$74,239	$86,405	$90,782	$317,200
Gross profit	20,313	24,389	28,185	30,022	102,909
Net earnings	3,672	5,670	7,509	5,001	21,852
Basic earnings per share	.63	.98	1.29	.86	3.76
Diluted earnings per share	.62	.96	1.27	.83	3.68
Dividends per share	.0950	.0950	.1100	.1100	.4100

2006	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$49,577	$57,051	$64,125	$72,534	$243,287
Gross profit	14,404	16,023	19,906	24,057	74,390
Net earnings	2,486	2,489	3,819	5,659	14,453
Basic earnings per share	.43	.43	.66	.99	2.51
Diluted earnings per share	.42	.42	.64	.95	2.43
Dividends per share	.0875	.0875	.0950	.0950	.3650

ITEM 9. CHANGE IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE
None.

ITEM 9(a). CONTROLS AND PROCEDURES
Conclusion Regarding Disclosure Controls and Procedures
As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as of the end of the period covered by this report and under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding disclosure.

Management's Report on Internal Control Over Financial Reporting
Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is 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. The Company's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company,
(ii) 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
(iii) 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 financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the 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 and procedures included in such controls may deteriorate.

The Company conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon such evaluation, our management concluded that our internal control over financial reporting was effective as of June 30, 2007.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, who has audited the Company's consolidated financial statements and the effectiveness of internal control over financial reporting as of June 30, 2007, as stated in their report which is included herein on page 32.

Changes in Internal Controls Over Financial Reporting
During the fourth quarter of fiscal 2007, there have not been any changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9(b). OTHER INFORMATION
Not applicable.

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

For information with respect to the executive officers of the Registrant, see “Executive Officers of the Registrant” at the end of Part I of this report.

For information with respect to the Directors of the Registrant, see “Election of Directors” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

For information with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934, see “Section 16(a) Beneficial Ownership Reporting Compliance” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

For information with respect to the Company’s Code of Ethics, see “Guidelines for Business Conduct and Ethics” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference. The Company’s Code of Ethics, entitled, “Guidelines for Business Conduct and Ethics,” is included on the Company’s website, www.twindisc.com.

For information with respect to changes to procedures by which shareholders may recommend nominees to the Company’s Board of Directors, see “Selection of Nominees for the Board” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

For information with respect to the Audit Committee Financial Expert, see “Director Committee Functions: Audit Committee” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

For information with respect to the Audit Committee Disclosure, see “Director Committee Functions: Audit Committee” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

For information with respect to the Audit Committee Membership, see “Director Committee Functions: Committee Membership” in the Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, which is incorporated into this report by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the captions “Executive Compensation” and “Director Compensation” and “Compensation Committee Report,” in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 19, 2007, is incorporated into this report by reference. Discussion in the Proxy Statement under the captions “Compensation Committee Report” is incorporated by reference but shall not be deemed “soliciting material” or to be “filed” as part of this report.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security ownership of certain beneficial owners and management is set forth in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 19, 2007, under the caption “Principal Shareholders, Directors and Executive Officers” and incorporated into this report by reference.

There are no arrangements known to the Registrant, the operation of which may at a subsequent date result in a change in control of the Registrant.

The following table summarizes certain information regarding the Company’s equity-based compensation plans as of the end of the most recently completed fiscal year:

Plan category	# of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average price of outstanding options, warrants and rights	# of securities remaining available for future issuance under equity compensation plans
Equity Compensation Plans Approved by Shareholders	124,200	$10.15	259,559
Equity Compensation Plans Not Approved by Shareholders	0	N/A	0
Total	124,200	$10.15	259,559

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, DIRECTOR INDEPENDENCE

For information with respect to transactions with related persons and policies for the review, approval or ratification of such transactions, see “Corporate Governance – Review, Approval or Ratification of Transactions with Related Persons” in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 19, 2007, which is incorporated into this report by reference.

For information with respect to director independence, see “Corporate Governance – Board Independence” in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 19, 2007, which is incorporated into this report by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The Company incorporates by reference the information contained in the Company’s definitive Proxy Statement for the Annual Meeting of Shareholders to be held October 19, 2007, under the heading “Fees to Independent Registered Public Accounting Firm.”

ITEM 15. Exhibits, Financial Statement Schedules
(a)(1) Consolidated Financial Statements

See “Index to Consolidated Financial Statements and Financial Statement Schedule” on page 31, the Report of Independent Registered Public Accounting Firm on page 32 and the Consolidated Financial Statements on pages 33 to 52, all of which are incorporated by reference.

(a)(2) Consolidated Financial Statement Schedule

See “Index to Consolidated Financial Statements and Financial Statement Schedule” on page 31, and the Consolidated Financial Statement Schedule on page 53, all of which are incorporated by reference.

(a)(3) Exhibits. See Exhibit Index included as the last page of this form, which is incorporated by reference.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

Schedules, other than those listed, are omitted for the reason that they are inapplicable, are not required, or the information required is shown in the financial statements or the related notes.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Twin Disc, Incorporated:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Twin Disc, Incorporated and its subsidiaries at June 30, 2007 and June 30, 2006, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2007, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2007, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9(a). Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits (which were integrated audits in 2007 and 2006). 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note M to the consolidated financial statements, the Company changed the manner in which it accounts for employee pension benefits in 2007.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Milwaukee, Wisconsin
September 13, 2007

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

JUNE 30, 2007 and 2006

(in thousands, except per-share amounts)	2007	2006
ASSETS		
Current assets:		
Cash	$ 19,508	$ 16,427
Trade accounts receivable, net	63,277	55,963
Inventories, net	76,253	65,081
Deferred income taxes	6,046	5,780
Other	8,156	7,880
Total current assets	173,240	151,131
Property, plant and equipment, net	56,810	46,958
Goodwill, net	17,171	15,304
Deferred income taxes	3,956	4,152
Intangible assets, net	9,352	12,211
Other assets	6,655	6,416
	$267,184	$236,172
LIABILITIES and SHAREHOLDERS' EQUITY		
Current liabilities:		
Bank overdraft	$ —	$ 3,194
Notes payable	—	16
Current maturities of long-term debt	1,768	633
Accounts payable	28,896	27,866
Accrued liabilities	49,254	47,912
Total current liabilities	79,918	79,621
Long-term debt	42,152	38,369
Accrued retirement benefits	26,392	28,065
Other long-term	2,640	312
	151,102	146,367
Minority interest	645	572
Shareholders' equity:		
Preferred shares authorized: 200,000; issued: none; no par value	—	—
Common shares authorized: 15,000,000; issued: 6,549,734; no par value	13,304	11,777
Retained earnings	121,109	101,652
Accumulated other comprehensive loss	(4,493)	(9,166)
	129,920	104,263
Less treasury stock, at cost	14,483	15,030
Total shareholders' equity	115,437	89,233
	$267,184	$236,172

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

TWIN DISC, INCORPORATED and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

for the years ended June 30, 2007, 2006 and 2005

(In thousands, except per share data)	2007	2006	2005
Net sales	$317,200	$243,287	$218,472
Cost of goods sold	214,291	168,897	161,052
Gross profit	102,909	74,390	57,420
Marketing, engineering and administrative expenses	63,267	49,606	44,666
Restructuring of operations	2,652	—	2,076
Earnings from operations	36,990	24,784	10,678
Other income (expense):			
Interest income	443	302	140
Interest expense	(3,154)	(1,718)	(1,134)
Other, net	50	(316)	(192)
	(2,661)	(1,732)	(1,186)
Earnings before income taxes and minority interest	34,329	23,052	9,492
Income taxes	12,273	8,470	2,485
Earnings before minority interest	22,056	14,582	7,007
Minority interest	(204)	(129)	(97)
Net earnings	$ 21,852	$ 14,453	$ 6,910
Earnings per share data:			
Basic earnings per share	$ 3.76	$ 2.51	$ 1.21
Diluted earnings per share	3.68	2.43	1.19
Weighted average shares outstanding data:			
Basic shares outstanding	5,811	5,767	5,722
Dilutive stock options	129	174	94
Diluted shares outstanding	5,940	5,941	5,816
Comprehensive income:			
Net earnings	$ 21,852	$ 14,453	$ 6,910
Foreign currency translation adjustment	4,714	1,733	1,375
Minimum pension liability adjustment, net	19,752	6,668	1,359
	$ 46,318	$ 22,854	$ 9,644

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

TWIN DISC, INCORPORATED and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

for the years ended June 30, 2007, 2006 and 2005

(In thousands)	2007	2006	2005
Cash flows from operating activities:			
Net earnings	$21,852	$14,453	$6,910
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	7,252	5,866	5,677
Write-off of impaired intangible asset	600	—	—
Loss (gain) on sale of plant assets	71	456	(9)
Minority interest	73	129	97
Loss on restructuring of operations	2,652	—	2,076
Stock compensation expense	1,074	784	203
(Benefit) provision for deferred income taxes	(41)	2,758	(1,291)
Changes in operating assets and liabilities:			
Trade accounts receivable, net	(5,325)	(4,151)	(186)
Inventories, net	(8,501)	(6,933)	897
Other assets	142	(1,883)	(370)
Accounts payable	216	2,209	818
Accrued liabilities	7,814	7,318	1,019
Accrued/prepaid retirement benefits	(10,393)	(2,729)	(2,864)
Net cash provided by operating activities	17,486	18,277	12,977
Cash flows from investing activities:			
Proceeds from sale of plant assets	114	240	34
Acquisitions of plant assets	(15,681)	(8,385)	(12,009)
Acquisition of affiliate, net of cash acquired	—	(20,330)	—
Net cash used by investing activities	(15,567)	(28,475)	(11,975)
Cash flows from financing activities:			
Bank overdraft	(3,194)	(562)	3,473
(Decrease) increase in notes payable, net	(701)	21,518	1,886
Payments of long-term debt	5,525	(4,500)	(2,104)
Proceeds from exercise of stock options	273	1,027	1,113
Acquisition of treasury stock	(51)	(214)	(755)
Dividends paid	(2,395)	(2,117)	(2,022)
Other	396	(92)	—
Net cash (used) provided by financing activities	(147)	15,060	1,591
Effect of exchange rate changes on cash	1,309	(49)	(106)
Net change in cash and cash equivalents	3,081	4,813	2,487
Cash and cash equivalents:			
Beginning of year	16,427	11,614	9,127
End of year	$19,508	$16,427	$ 11,614
Supplemental cash flow information:			
Cash paid during the year for:			
Interest	$ 3,048	$ 1,391	$ 1,412
Income taxes	9,361	7,565	3,788

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

TWIN DISC, INCORPORATED and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

for the years ended June 30, 2007, 2006 and 2005 (in thousands)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at June 30, 2004	$11,080	$ 84,428	$(20,301)	$(16,491)	$ 58,716
Net earnings	—	6,910	—	—	6,910
Cash dividends	—	(2,022)	—	—	(2,022)
Translation adjustments	—	—	1,375	—	1,375
Minimum pension liability adjustment	—	—	1,359	—	1,359
Compensation expense	203	—	—	—	203
Shares issued (acquired), net	(211)	—	—	569	358
Balance at June 30, 2005	11,072	89,316	(17,567)	(15,922)	66,899
Net earnings	—	14,453	—	—	14,453
Cash dividends	—	(2,117)	—	—	(2,117)
Translation adjustments	—	—	1,733	—	1,733
Minimum pension liability adjustment	—	—	6,668	—	6,668
Compensation expense	784	—	—	—	784
Shares issued (acquired), net	(79)	—	—	892	813
Balance at June 30, 2006	11,777	101,652	(9,166)	(15,030)	89,233
Net earnings	—	21,852	—	—	21,852
Cash dividends	—	(2,395)	—	—	(2,395)
Translation adjustments	—	—	4,714	—	4,714
Minimum pension liability adjustment	—	—	19,752	—	19,752
Compensation expense and windfall tax benefits	1,852	—	—	—	1,852
Adoption of SFAS No. 158	—	—	(19,793)	—	(19,793)
Shares issued (acquired), net	(325)	—	—	547	222
Balance at June 30, 2007	$13,304	$121,109	$ (4,493)	$(14,483)	$115,437

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

TWIN DISC, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies followed in the preparation of these financial statements:

Consolidation Principles – The consolidated financial statements include the accounts of Twin Disc, Incorporated and its wholly and partially owned domestic and foreign subsidiaries. Certain foreign subsidiaries are included based on fiscal years ending March 31 or May 31, to facilitate prompt reporting of consolidated accounts. All significant intercompany transactions have been eliminated.

Translation of Foreign Currencies – The financial statements of the Company's non-U.S. subsidiaries are translated using the current exchange rate for assets and liabilities and the weighted average exchange rate for the year for revenues and expenses. The resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss), which is included in shareholders' equity. Gains and losses from foreign currency transactions are included in earnings. Included in other income (expense) are foreign currency transaction losses of $113,000, $38,000 and $126,000 in 2007, 2006 and 2005, respectively.

Receivables – Trade accounts receivable are stated net of an allowance for doubtful accounts of $922,000 and $1,023,000 at June 30, 2007, and 2006, respectively. The allowance for doubtful accounts is estimated based on various factors including, the aging of the accounts receivable, the evaluation of the likelihood of success in collecting the receivable and historical write-off experience.

Fair Value of Financial Instruments – The carrying amount reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and notes payable approximate fair value because of the immediate short-term maturity of these financial instruments. The fair value of long-term debt exceeds its carrying value at June 30, 2007, by $409,000 and approximated the carrying amount at June 30, 2006, based on the current rates that would be offered to the Company for debt with the same remaining maturity.

Derivative Financial Instruments – The Company has written policies and procedures that place all financial instruments under the direction of the Company's corporate treasury and restricts all derivative transactions to those intended for hedging purposes. The use of financial instruments for trading purposes is prohibited. The Company uses financial instruments to manage the market risk from changes in foreign exchange rates.

The Company primarily enters into forward exchange contracts to reduce the earnings and cash flow impact of non-functional currency denominated receivables and payables. These contracts are highly effective in hedging the cash flows attributable to changes in currency exchange rates. Gains and losses resulting from these contracts offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Gains and losses on these contracts are recorded in other income (expense), net as the changes in the fair value of the contracts are recognized and generally offset the gains and losses on the hedged items in the same period. The primary currency to which the Company was exposed in 2007 and 2006 was the euro. At June 30, 2007, the Company had net outstanding forward exchange contracts to purchase U.S. dollars in the value of $765,008 with a weighted average maturity of 29 days. The fair value of the Company's forward exchange contracts was a minimal gain at June 30, 2007. At June 30, 2006, the Company had net outstanding forward exchange contracts to purchase euros in the value of $2,250,000 with a weighted average maturity of 47 days. The fair value of the Company's forward exchange contracts was a gain of approximately $31,000 at June 30, 2006.

Inventories – Inventories are valued at the lower of cost or market. Cost has been determined by the last-in, first-out (LIFO) method for the majority of inventories located in the United States, and by the first-in, first-out (FIFO) method for all other inventories. Management specifically identifies obsolete products and analyzes historical usage, forecasted production based on future orders, demand forecasts, and economic trends when evaluating the adequacy of the reserve for excess and obsolete inventory.

Property, Plant and Equipment and Depreciation – Assets are stated at cost. Expenditures for maintenance, repairs and minor renewals are charged against earnings as incurred. Expenditures for major renewals and betterments are capitalized and depreciated. Depreciation is provided on the straight-line method over the estimated useful lives of the assets for financial reporting and on accelerated methods for income tax purposes. The lives assigned to buildings and related improvements range from 10 to 40 years, and the lives assigned to machinery and equipment range from 5 to 15 years. Upon disposal of property, plant and equipment, the cost of the asset and the related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in earnings. Fully depreciated assets are not removed from the accounts until physically disposed.

Impairment of Long-lived Assets – The Company reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable in accordance with Statement of Financial Accounting Standards ("SFAS") No. 144, "Accounting for the Impairment of Long-lived Assets." For property, plant and equipment and other long-lived assets, excluding indefinite lived intangible assets, the Company performs undiscounted operating cash flow analyses to determine if an impairment exists. If an impairment is determined to exist, any related impairment loss is calculated based on fair value.

Revenue Recognition – Revenue is recognized by the Company when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred and ownership has transferred to the customer; the price to the customer is fixed or determinable; and collectability is reasonably assured. Revenue is recognized at the time product is shipped to the customer, except for certain domestic shipments to overseas customers where revenue is recognized upon receipt by the customer.

Goodwill and Other Intangibles – Goodwill is tested for impairment at least annually and more frequently if an event occurs which indicates the goodwill may be impaired in accordance with the SFAS No. 142, "Goodwill and Other Intangible Assets." Impairment of goodwill is measured according to a two step approach. In the first step, the fair value of a reporting unit, as defined by the statement, is compared to the carrying value of the reporting unit, including goodwill. The fair value is primarily determined using discounted cash flow analyses, however, other methods may be used to substantiate the discounted cash flow analyses, including third party valuations when necessary. If the carrying amount exceeds the fair value, the second step of the goodwill impairment test is performed to measure the amount of the impairment loss, if any. In the second step the implied value of the goodwill is estimated as the fair value of the reporting unit less the fair value of all other tangible and identifiable intangible assets of the reporting unit. If the carrying amount of the goodwill exceeds the implied fair value of the goodwill, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. The Company's other intangible assets with indefinite lives, including trademarks and tradenames, are not amortized, but are reviewed annually for possible impairment. The Company's other intangible assets with defined lives are subject to amortization and are also reviewed annually for possible impairment.

Warranty – The Company warrants all assembled products and parts (except component products or parts on which written warranties are issued by the respective manufacturers thereof and are furnished to the original customer, as to which the Company makes no warranty and assumes no liability) against defective materials or workmanship. Such warranty generally extends from periods ranging from 12 months to 24 months.

The Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its suppliers. However, its warranty obligation is affected by product failure rates, the extent of the market affected by the failure and the expense involved in satisfactorily addressing the situation. The warranty reserve is established based on the Company's best estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. When evaluating the adequacy of the reserve for warranty costs, management takes into consideration the term of the warranty coverage, historical claim rates and costs of repair, knowledge of the type and volume of new products and economic trends. While the Company believes the warranty reserve is adequate and that the judgment applied is appropriate, such amounts estimated to be due and payable in the future could differ materially from what actually transpires.

Deferred Taxes – The Company recognizes deferred tax liabilities and assets for the expected future income tax consequences of events that have been recognized in the Company's financial statements. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which temporary differences are expected to reverse. Valuation allowances are provided for deferred tax assets where it is considered more likely than not that the Company will not realize the benefit of such assets.

Stock-Based Compensation – At June 30, 2007, the Company has two stock-based compensation plans, which are described more fully in Note K, "Stock-Based Compensation." The Company accounts for these plans under the recognition and measurement provisions of SFAS No. 123(R), "Accounting for Stock-Based Compensation," which was adopted July 1, 2005. The effect on 2005 net earnings and earnings per share if the Company had applied the fair value recognition provisions of SFAS No.123(R) to stock-based employee compensation was not material.

Management Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual amounts could differ from those estimates.

Shipping and Handling Fees and Costs – The Company records revenue from shipping and handling costs in net sales. The cost associated with shipping and handling of products is reflected in cost of sales.

Recently Issued Accounting Standards

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation ("FIN") No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109." This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." It prescribes a recognition threshold and measurement attribute for tax positions taken or expected to be taken on a tax return. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. The Company continues to evaluate the impact of adoption of FIN No. 48 on its consolidated financial statements. Based upon preliminary analyses, adoption of FIN 48 is not expected to have a material impact on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115." This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. This statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, and is not expected to have a material impact on the Company's financial statements.

B. INVENTORIES

The major classes of inventories at June 30 were as follows (in thousands):

	2007	2006
Finished parts	$49,594	$39,656
Work-in-process	13,011	11,176
Raw materials	13,648	14,249
	$76,253	$65,081

Inventories stated on a LIFO basis represent approximately 52% and 47% of total inventories at June 30, 2007 and 2006, respectively. The approximate current cost of the LIFO inventories exceeded the LIFO cost by $21,837,000 and $22,249,000 at June 30, 2007 and 2006, respectively.

C. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at June 30 were as follows (in thousands):

	2007	2006
Land	$ 3,755	$ 3,534
Buildings	34,000	30,772
Machinery and equipment	118,517	108,109
	156,272	142,415
Less accumulated depreciation	99,462	95,457
	$56,810	$46,958

Depreciation expense for the year ended June 30, 2007, 2006 and 2005 was $6,331,000, $5,529,000 and $5,108,000, respectively.

D. GOODWILL AND OTHER INTANGIBLES

The Company performed impairment tests of its goodwill at June 30, 2007 and 2006 and determined that no impairment of goodwill existed.

The changes in the carrying amount of goodwill, substantially all of which is allocated to the manufacturing segment, for the years ended June 30, 2007 and 2006 were as follows (in thousands):

Balance at June 30, 2005	$12,854
Translation adjustment	36
Acquisition	2,414
Balance at June 30, 2006	15,304
Translation adjustment	387
Acquisition	1,480
Balance at June 30, 2007	$17,171

At June 30, the following acquired intangible assets have defined useful lives and are subject to amortization (in thousands):

Intangible assets with finite lives:	2007	2006
Licensing agreements	$3,015	$ 3,015
Non-compete agreements	2,050	4,732
Other	6,078	4,971
	11,143	12,718
Accumulated amortization	(4,303)	(3,381)
Translation adjustment	368	115
Total	$7,208	$9,452

The weighted-average remaining useful life of the intangible assets included in the table above is approximately 10 years.

Intangible amortization expense for the year ended June 30, 2007, 2006 and 2005 was $921,000, $337,000 and $569,000, respectively. Estimated intangible amortization expense for each of the next five fiscal years is as follows (in thousands):

Fiscal Year	
2008	$ 926
2009	925
2010	723
2011	723
2012	722
Thereafter	3,189
	$7,208

The gross carrying amount of the Company's intangible assets that have indefinite lives and are not subject to amortization as of June 30, 2007 and 2006 are $2,144,000 and $2,759,000, respectively. These assets are comprised of acquired tradenames.

E. ACCRUED LIABILITIES

Accrued liabilities at June 30 were as follows (in thousands):

	2007	2006
Salaries and wages	$ 10,574	$10,016
Retirement benefits	7,229	12,837
Warranty	7,266	6,948
Accrued income tax	7,016	4,352
Other	17,169	13,759
	$49,254	$47,912

F. WARRANTY

The following is a listing of the activity in the warranty reserve during the years ended June 30 (in thousands):

	2007	2006
Reserve balance, July 1	$6,948	$6,679
Current period expense	4,307	3,991
Payments or credits to customers	(4,427)	(3,934)
Purchasing accounting adjustment (BCS)	210	—
Translation	228	212
Reserve balance, June 30	$7,266	$6,948

G. DEBT

Notes Payable

Notes payable consist of amounts borrowed under unsecured line of credit agreements. These lines of credit may be withdrawn at the option of the banks. The following is aggregate borrowing information at June 30 (in thousands):

	2007	2006
Available credit lines	$9,118	$4,196
Unused credit lines	9,118	4,196
Outstanding credit lines	—	—
Notes payable – other	—	16
Total notes payable	$ —	$ 16
Weighted-average interest rates on credit lines	6.2%	3.0%

Long-term Debt

Long-term debt consisted of the following at June 30 (in thousands):

	2007	2006
Revolving loan agreement	$14,525	$ 9,000
10-year unsecured senior notes	25,000	25,000
Secured long-term debt	1,140	1,140
Capital lease obligations	281	341
Other long-term debt	2,974	3,521
Subtotal	43,920	39,002
Less: current maturities	(1,768)	(633)
Total long-term debt	$ 42,152	$ 38,369

In December 2002, the Company entered into a $20,000,000 revolving loan agreement which had an original expiration date of October 31, 2005. In September 2004, the revolving loan agreement was amended to increase the commitment to $35,000,000 and the termination date of the agreement was extended to October 31, 2007. During the first quarter of fiscal 2007, the term was extended by an additional two years to October 31, 2009. An additional amendment was agreed to in the first quarter of fiscal 2008 to extend the term by an additional year to October 31, 2010, and eliminate the covenants limiting capital expenditures and restricted payments (dividend payments and stock repurchases). This agreement contains certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants include a minimum consolidated net worth, minimum EBITDA of $11,000,000 at June 30, 2007, and a maximum total funded debt to EBITDA ratio of 2.5 at June 30, 2007. As of June 30, 2007, the Company was in compliance with these covenants. The outstanding balance of $14,525,000 and $9,000,000 at June 30, 2007 and 2006, respectively, is classified as long-term debt. Borrowings under this agreement bear interest on a schedule determined by the Company's leverage ratio and the LIBOR interest rate (LIBOR plus 1.25% and 1.00% at June 30, 2007 and 2006, respectively). The rate was 6.570% and 6.129% at June 30, 2007 and 2006, respectively.

On April 10, 2006, the Company entered into a Note Agreement (the "Note Agreement") with The Prudential Insurance Company of America and certain other entities (collectively, "Purchasers"). Pursuant to the Note Agreement, Purchasers acquired, in the aggregate, $25,000,000 in 6.05% Senior Notes due April 10, 2016 (the "Notes").

The Notes mature and become due and payable in full on April 10, 2016, (the "Payment Date"). Prior to the Payment Date, the Company is obligated to make quarterly payments of interest during the term of the Notes, plus prepayments of principal of $3,571,429 on April 10 of each year from 2010 to 2015, inclusive. The Company also has the option of making additional prepayments subject to certain limitations, including the payment of a Yield-Maintenance Amount as defined in the Note Agreement. In addition, the Company will be required to make an offer to purchase the Notes upon a Change of Control, and any such offer must include the payment of a Yield-Maintenance Amount.

The Note Agreement includes certain financial covenants which are identical to those associated with the revolving loan agreement discussed above. The Note Agreement also includes certain restrictive covenants that limit, among other things, the incurrence of additional indebtedness and the disposition of assets outside the ordinary course of business. The Note Agreement provides that it shall automatically include any covenants or events of default not previously included in the Note Agreement to the extent such covenants or events of default are granted to any other lender of an amount in excess of $1,000,000. Following an Event of Default, each Purchaser may accelerate all amounts outstanding under the Notes held by such party.

As a condition to the issuance of the Notes, the Company entered into an amendment to that certain revolving loan agreement, dated as of December 19, 2002, between the Company and M&I Marshall & Ilsley Bank ("M&I"), as amended, in which amendment M&I consented to the Company entering into the Note Agreement.

The secured long term debt of $1,140,000 at June 30, 2007 represents a Rolla mortgage loan maturing in May 2008, carrying an interest rate of 4.25%.

The aggregate scheduled maturities of outstanding long-term debt obligations in subsequent years are as follows (in thousands):

Fiscal Year	
2008	$ 1,768
2009	753
2010	18,811
2011	4,237
2012	3,817
Thereafter	14,534
	$43,920

H. LEASE COMMITMENTS

Approximate future minimum rental commitments under noncancellable operating leases are as follows (in thousands):

Fiscal Year	
2008	$ 3,159
2009	2,525
2010	2,068
2011	1,443
2012	1,239
Thereafter	549
	$10,983

Total rent expense for operating leases approximated $3,513,000, $3,002,000, and $3,248,000 in 2007, 2006 and 2005, respectively.

I. SHAREHOLDERS' EQUITY

At June 30, 2007 and 2006, treasury stock consisted of 692,136 and 718,236 shares of common stock, respectively. The Company issued 26,100 shares of treasury stock in 2007, to fulfill its obligations under the stock option plans and restricted stock grants. The difference between the cost of treasury shares and the option price is recorded in common shares. The fair value of the restricted stock grants is recorded as compensation over the vesting period which is generally 1 to 4 year periods. The Company repurchased no shares of stock in 2007.

On July 27, 2007, the Board of Directors authorized the purchase of up to 200,000 shares of Common Stock at market values. This resolution supersedes the resolution previously adopted by the Board in January 2002. On August 14, 2007, the Board of Directors authorized the purchase of an additional 200,000 shares of Common Stock at market values.

Cash dividends per share were $0.41, $0.365 and $0.35 in 2007, 2006 and 2005, respectively (on a post-split basis).

In 1998, the Company's Board of Directors established a Shareholder Rights Plan and distributed to shareholders one preferred stock purchase right for each outstanding share of common stock (pursuant to the split of the Company's stock, each share of common stock currently has one-half of a Right). Under certain circumstances, a right may be exercised to purchase one one-hundredth of a share of Series A Junior Preferred Stock at an exercise price of $160, subject to certain anti-dilution adjustments. The rights become exercisable ten (10) days after a public announcement that a party or group has either acquired at least 15% (or at least 25% in the case of existing holders who currently own 15% or more of the common stock), or commenced a tender offer for at least 25% of the Company's common stock. Generally, after the rights become exercisable, if the Company is a party to certain merger or business combination transactions, or transfers 50% or more of its assets or earnings power, or certain other events occur, each right will entitle its holders, other than the acquiring person, to buy a number of shares of common stock of the Company, or of the other party to the transaction, having a value of twice the exercise price of the right. The rights expire June 30, 2008, and may be redeemed by the Company for $.05 per right at any time until ten (10) days following the stock acquisition date. The Company is authorized to issue 200,000 shares of preferred stock, none of which have been issued. The Company has designated 50,000 shares of the preferred stock for the purpose of the Shareholder Rights Plan.

J. BUSINESS SEGMENTS AND FOREIGN OPERATIONS

The Company and its subsidiaries are engaged in the manufacture and sale of marine and heavy duty off-highway power transmission equipment. Principal products include marine transmissions, surface drives, propellers and boat management systems, as well as power-shift transmissions, hydraulic torque converters, power take-offs, industrial clutches and controls systems. The Company sells to both domestic and foreign customers in a variety of market areas, principally pleasure craft, commercial and military marine markets, as well as in the energy and natural resources, government and industrial markets.

The Company has two reportable segments: manufacturing and distribution. These segments are managed separately because each provides different services and requires different technology and marketing strategies. The accounting practices of the segments are the same as those described in the summary of significant accounting policies. Transfers among segments are at established inter-company selling prices.

Information about the Company's segments is summarized as follows (in thousands):

	Manufacturing	Distribution	Total
2007			
Net sales	$288,428	$98,619	$387,047
Intra-segment sales	15,564	6,682	22,246
Inter-segment sales	42,649	4,952	47,601
Interest income	643	205	848
Interest expense	5,082	89	5,171
Income taxes	15,067	3,220	18,287
Depreciation and amortization	6,831	414	7,245
Segment earnings	31,630	5,776	37,406
Segment assets	318,983	58,501	377,484
Expenditures for segment assets	15,331	350	15,681

2006			
Net sales	$226,540	$77,729	$304,269
Intra-segment sales	10,167	3,632	13,799
Inter-segment sales	42,462	4,721	47,183
Interest income	304	90	394
Interest expense	3,037	89	3,126
Income taxes	10,039	2,416	12,455
Depreciation and amortization	5,509	356	5,865
Segment earnings	18,540	4,359	22,899
Segment assets	239,138	53,896	293,034
Expenditures for segment assets	8,098	287	8,385
2005			
Net sales	$206,630	$67,743	$274,373
Intra-segment sales	11,084	4,221	15,305
Inter-segment sales	36,380	4,216	40,596
Interest income	296	29	325
Interest expense	1,254	89	1,343
Income taxes	4,386	1,948	6,334
Depreciation and amortization	5,310	367	5,677
Segment earnings	5,831	3,286	9,117
Segment assets	170,782	33,356	204,138
Expenditures for segment assets	11,656	353	12,009

The following is a reconciliation of reportable segment net sales, earnings and assets to the Company's consolidated totals (in thousands):

	2007	**2006**	**2005**
Net sales			
Total net sales from reportable segments	$387,047	$304,269	$274,373
Elimination of inter-company sales	(69,847)	(60,982)	(55,901)
Total consolidated net sales	$317,200	$243,287	$218,472
Earnings (loss)			
Total earnings from reportable segments	$ 37,406	$ 22,899	$ 9,117
Other corporate expenses	(15,554)	(8,446)	(2,207)
Total consolidated net earnings	$ 21,852	$ 14,453	$ 6,910
Assets			
Total assets for reportable segments	$377,484	$293,034	
Elimination of inter-company assets	(103,548)	(55,104)	
Corporate assets	(6,752)	(1,758)	
Total consolidated assets	$267,184	$236,172	

Other significant items:

	Segment Totals	**Adjustments**	**Consolidated Totals**
2007			
Interest income	$ 848	$ (405)	$ 443
Interest expense	5,171	(2,017)	3,154
Income taxes	18,287	(6,014)	12,273
Depreciation and amortization	7,245	7	7,252
Expenditures for segment assets	15,681	—	15,681
2006			
Interest income	$ 394	$ (92)	$ 302
Interest expense	3,126	(1,408)	1,718
Income taxes	12,455	(3,985)	8,470
Depreciation and amortization	5,865	1	5,866
Expenditures for segment assets	8,385	—	8,385

2005			
Interest income	$ 325	$ (185)	$ 140
Interest expense	1,343	(209)	1,134
Income taxes	6,334	(3,849)	2,485
Depreciation and amortization	5,677	—	5,677
Expenditures for segment assets	12,009	—	12,009

All adjustments represent inter-company eliminations and corporate amounts.

Geographic information about the Company is summarized as follows (in thousands):

	2007	**2006**	**2005**
Net sales			
United States	$168,106	$148,502	$134,646
Italy	65,449	15,991	15,363
Other countries	83,645	78,794	68,463
Total	$317,200	$243,287	$218,472

	2007	**2006**
Long-lived assets		
United States	$ 56,998	$ 57,366
Belgium	63,753	36,414
Italy	47,252	21,424
Other countries	10,142	10,541
Elimination of inter-company assets	(84,201)	(40,704)
Total	$ 93,944	$ 85,041

One customer accounted for approximately 10% of consolidated net sales in 2007. There were no customers that accounted for 10% or more of consolidated net sales in 2006 and 2005.

K. STOCK-BASED COMPENSATION

During fiscal 2005, the Company adopted the Twin Disc, Incorporated 2004 Stock Incentive Plan for Non-Employee Directors (the "Directors' Plan"), a plan to grant non-employee directors options to purchase up to 72,000 shares of common stock, and the Twin Disc, Incorporated 2004 Stock Incentive Plan (the "Stock Incentive Plan"), a plan under which officers and key employees may be granted options to purchase up to 328,000 shares of common stock as well as other equity-based awards. The Directors' Plan grants non-employee directors who are elected or reelected to the board, or who continue to serve on the board, options to purchase 600 shares of common stock as of each annual meeting of shareholders. Such options carry an exercise price equal to the fair market value of the Company's common stock as of the date of grant, vest immediately, and expire ten years after the date of grant. Options granted under the Stock Incentive Plan are determined to be non-qualified or incentive stock options as of the date of grant, and may carry a vesting schedule. For options under the Stock Incentive Plan that are intended to qualify as incentive stock options, if the optionee owns more than 10% of the total combined voting power of the Company's stock, the price will not be less than 110% of the grant date fair market value and the options expire five years after the date of grant.

The Company has 10,800 non-qualified stock options outstanding as of June 30, 2007, under the Twin Disc, Incorporated 2004 Stock Incentive Plan for Non-Employee Directors.

The Company has 19,200 incentive stock options and 80,000 non-qualified stock options outstanding at June 30, 2007 under the Twin Disc, Incorporated 1998 Incentive Compensation plan and the 1998 Stock Option Plan for Non-employee Directors. The 1998 plans were terminated during 2004, except that options then outstanding will remain so until exercised or until they expire.

The Company has 5,200 incentive stock options and 9,000 non-qualified stock options outstanding at June 30, 2007 under the Twin Disc, Incorporated 1988 Incentive Stock Option plan and the 1988 Non-Qualified Stock Option Plan for Officers, Key Employees and Directors. The 1988 plans were terminated during 1999, except that options then outstanding will remain so until exercised or until they expire.

Shares available for future options as of June 30 were as follows:

	2007	**2006**
2004 Stock Incentive Plan	209,159	239,600
2004 Stock Incentive Plan for Non-Employee Directors	50,400	57,600

Stock option transactions under the plans during 2007 were as follows:

	2007	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Non-qualified stock options:				
Options outstanding at beginning of year	121,900	$ 9.76		
Granted	3,600	36.01		
Canceled/Expired	(6,000)	9.70		
Exercised	(19,700)	11.64		
Options outstanding at June 30	99,800	$10.30	5.18	$6,149,080
Options exercisable at June 30	99,800	$10.30	5.18	$6,149,080
Options price range ($6.50 – $9.97)				
Number of shares	72,600			
Weighted average price	$ 7.93			
Weighted average remaining life	4.95 years			
Options price range ($10.94 – $14.38)				
Number of shares	20,000			
Weighted average price	$12.46			
Weighted average remaining life	4.46 years			
Options price range ($20.23 – $36.01)				
Number of shares	7,200			
Weighted average price	$28.12			
Weighted average remaining life	9.50 years			

	2007	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Incentive stock options:				
Options outstanding at beginning of year	44,000	$9.46		
Granted	—	—		
Canceled/Expired	(15,300)	9.13		
Exercised	(4,300)	10.14		
Options outstanding at June 30	24,400	$ 9.55	3.70	$1,521,654
Options exercisable at June 30	24,400	$ 9.55	3.70	$1,521,654
Options price range ($7.53 – $9.97)				
Number of shares	19,200			
Weighted average price	$ 8.40			
Weighted average remaining life	4.32 years			
Options price range ($10.94 – $14.37)				
Number of shares	5,200			
Weighted average price	$ 13.79			
Weighted average remaining life	1.42 years			

In July 2005, the Company adopted Financial Accounting Standard No. 123(R) "Share Based Payment" (FAS 123R) using the modified prospective method. In addition, the Company computed its windfall tax pool using the shortcut method. This statement requires the Company to expense the cost of employee services received in exchange for an award of equity instruments using the fair-value-based method. All options were 100% vested at the adoption of this statement.

During 2007 and 2006, 3,600 and 3,600 stock options were granted, respectively. As a result, compensation cost of $40,000 and $19,000 has been recognized in the Consolidated Statements of Operations and Comprehensive Income for fiscal 2007 and 2006, respectively.

The total intrisic value of options exercised during the year ended June 30, 2007 was approximately $890,000.

Prior to July 2005, the Company accounted for its stock option plans under the guidelines of Accounting Principles Board Opinion No. 25. Accordingly, no compensation cost was recognized in the Consolidated Statements of Operations and Comprehensive Income. Had the Company recognized compensation cost determined based on the fair value at the grant date for awards under the plans, the impact on net earnings and earnings per share would not have been material.

Incentive options granted to greater than 10% shareholders are calculated using a 3 year term and an exercise price equal to 110% of the fair market value on the date of grant. There were no incentive options granted to a greater than 10% shareholder during the years presented.

In fiscal 2007 and 2006, the Company granted 30,434 and 47,510 performance stock unit award grants, respectively, to various employees of the Company, including executive officers. The performance stock unit awards granted in fiscal 2007 will vest if the Company achieves a specified target objective relating to consolidated net operating profit after tax ("NOPAT") in the cumulative three fiscal year period ending June 30, 2009. The performance stock unit awards granted in fiscal 2007 are subject to adjustment if the Company's NOPAT for the period falls below or exceeds the specified target objective, and the maximum number of performance stock units that can be awarded if the target objective is exceeded is 36,521. The stock unit awards granted in fiscal 2006 will vest if the Company achieves a specified consolidated gross revenue objective in the fiscal year ending June 30, 2008. If such objectives are met, the employees will receive a cash payment equal to the number of units multiplied by the fair-value of the Company's common stock as of June 30, 2008 and 2009. There were 74,710 and 47,510 unvested stock unit awards outstanding at June 30, 2007 and 2006, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2007, was $20.70. The performance stock unit awards are remeasured at fair-value at the end of each reporting period. The fair-value of the stock unit awards are expensed over the performance period for the shares that are expected to ultimately vest. The compensation expense for the year ended June 30, 2007, 2006 and 2005, related to the performance stock unit award grants, approximated $2,328,000, $312,000 and $0, respectively. At June 30, 2007, there was $2,566,000 of unrecognized compensation cost related to the unvested shares, based upon the June 29, 2007, closing stock price of $71.91. This cost is expected to be recognized over a weighted average period of 1.5 years.

In fiscal 2007, 2006 and 2005, the Company granted 30,441, 66,700 and 63,000 performance stock awards, respectively, to various employees of the Company, including executive officers. The performance stock awards granted in fiscal 2007 will vest if the Company achieves a specified target objective relating to consolidated NOPAT in the cumulative three fiscal year period ending June 30, 2009. The performance stock awards granted in fiscal 2007 are subject to adjustment if the Company's NOPAT for the period falls below or exceeds the specified target objective, and the maximum number of performance shares that can be awarded if the target objective is exceeded is 36,529. The 2006 and 2005 stock awards will vest if the Company achieves a specified consolidated gross revenue objective in the fiscal years ending June 30, 2007 and 2008. There were 90,624, 128,650 and 63,000 unvested stock awards outstanding at June 30, 2007, 2006 and 2005, respectively. The fair value of the stock awards (on the date of grant) is expensed over the performance period for the shares that are expected to ultimately vest. The compensation expense for the year ended June 30, 2007, 2006 and 2005, related to performance stock awards, approximated $897,000, $689,000 and $0, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2007, was $19.39. At June 30, 2007, there was $856,000 of unrecognized compensation cost related to the unvested shares. This cost is expected to be recognized over a weighted average period of 1.7 years.

In addition to the performance shares mentioned above, the Company has unvested restricted stock outstanding that will vest if certain service conditions are fulfilled. During fiscal 2007, 2006 and 2005, the Company granted 3,600, 3,600 and 9,600 service based restricted shares, respectively, to employees and non-employee directors in each year. There were 31,600, 34,000 and 60,600 unvested shares outstanding at June 30, 2007, 2006 and 2005, respectively. Compensation expense of $156,000, $140,000 and $203,000 was recognized during the year ended June 30, 2007, 2006 and 2005, respectively, related to these service-based awards.

L. ENGINEERING AND DEVELOPMENT COSTS

Engineering and development costs include research and development expenses for new products, development and major improvements to existing products, and other charges for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $3,329,000, $2,024,000 and $2,278,000 in 2007, 2006 and 2005, respectively. Total engineering and development costs were $9,327,000, $8,070,000 and $8,050,000 in 2007, 2006 and 2005, respectively.

M. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

The Company has non-contributory, qualified defined benefit pension plans covering substantially all domestic employees hired prior to October 1, 2003, and certain foreign employees. Domestic plan benefits are based on years of service, and, for salaried employees, on average compensation for benefits earned prior to January 1, 1997, and on a cash balance plan for benefits earned after January 1, 1997. The Company's funding policy for the plans covering domestic employees is to contribute an actuarially determined amount which falls between the minimum and maximum amount that can be deducted for federal income tax purposes. Domestic plan assets consist principally of listed equity and fixed income securities.

In addition, the Company has unfunded, non-qualified retirement plans for certain management employees and directors. Benefits are based on final average compensation and vest upon retirement from the Company.

In addition to providing pension benefits, the Company provides healthcare and life insurance benefits for certain domestic retirees. All employees retiring after December 31, 1992, and electing to continue coverage through the Company's group plan, are required to pay 100% of the premium cost.

On September 29, 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" ("SFAS No. 158"). SFAS No. 158 requires, among other things, the recognition of the funded status of each defined pension benefit plan, retiree healthcare and other postretirement benefit plans on the balance sheet. Each over-funded plan is recognized as an asset and each underfunded plan is recognized as a liability. The initial impact of the standard due to unrecognized prior service costs or credits and net actuarial gains or losses, as well as subsequent changes in the funded status, is recognized as a component of accumulated comprehensive income in shareholders' equity. Additional minimum pension liabilities and related intangible assets are also derecognized upon adoption of the new standard. SFAS No. 158 requires initial application for fiscal years ending after December 15, 2006, with earlier application encouraged. The Company adopted SFAS No. 158 as of June 30, 2007.

The incremental effect of applying SFAS No. 158 on the Consolidated Balance Sheet at June 30, 2007, was as follows:

	Before Application of SFAS No. 158	Incremental Effect of Application of SFAS No. 158	After Application of SFAS No. 158
Deferred income taxes	$ (8,322)	$ 12,278	$ 3,956
Other assets	29,526	(22,871)	6,655
Total assets	277,777	(10,593)	267,184
Accrued liabilities	51,077	(1,823)	49,254
Total current liabilities	81,741	(1,823)	79,918
Accrued retirement benefits	15,369	11,023	26,392
Total liabilities	141,902	9,200	151,102
Accumulated other comprehensive income	15,300	(19,793)	(4,493)
Total shareholders' equity	135,230	(19,793)	115,437
Total liabilities and shareholders' equity	277,777	(10,593)	267,184

Obligations and Funded Status

The following table sets forth the Company's defined benefit pension plans' and other postretirement benefit plan's funded status and the amounts recognized in the Company's balance sheets and statement of operations as of June 30 (dollars in thousands):

	Pension Benefits		Other Postretirement Benefits	
	2007	2006	2007	2006
Change in benefit obligation:				
Benefit obligation, beginning of year	$121,876	$125,402	$ 23,847	$ 26,110
Service cost	1,278	1,171	75	73
Interest cost	7,029	6,974	1,335	1,406
Amendments	(2)	—	—	—
Actuarial (gain) loss	(885)	(3,140)	2,634	(399)
Benefits paid	(9,752)	(8,531)	(3,431)	(3,343)
Benefit obligation, end of year	$119,544	$121,876	$24,460	$23,847
Change in plan assets:				
Fair value of assets, beginning of year	$104,623	$ 96,238	$ —	$ —
Actual return on plan assets	14,040	12,517	—	—
Employer contribution	8,821	4,399	3,431	3,343
Benefits paid	(9,752)	(8,531)	(3,431)	(3,343)
Fair value of assets, end of year	$117,732	$104,623	$ —	$ —
Funded status	$(1,813)	$ (17,253)	$(24,460)	$(23,847)
Unrecognized net transition obligation	—	251	—	—
Unrecognized actuarial loss	—	35,422	—	10,387
Unrecognized prior service cost	—	(4,031)	—	(4,070)
Net amount recognized	$ 1,813	$ 14,389	$(24,460)	$(17,530)
Amounts recognized in the balance sheet consist of:				
Prepaid benefit cost	$2,353	$ —	$ —	$ —
Deferred tax asset	—	12,252	—	—
Pension obligation	(4,166)	(17,026)	—	—
Postretirement health and other obligations	—	—	(24,460)	(17,530)
Accumulated other comprehensive income	—	19,163	—	—
Net amount recognized	$(1,813)	$ 14,389	$(24,460)	$(17,530)

Amounts recognized in accumulated other comprehensive income consist of (net of tax):	Pension Benefits 2007	Pension Benefits 2006	Other Postretirement Benefits 2007	Other Postretirement Benefits 2006
Net transition obligation	$ 123		$ —	
Prior service cost	(2,055)		(2,069)	
Actuarial net loss	16,394		7,400	
Net amount recognized	$14,462		$5,331	

The amounts in accumulated other comprehensive income that are expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows:

	Pension Benefits	Other Postretirement Benefits
Actuarial loss	$1,703	$889
Prior service cost	(718)	(678)
Net amount to be recognized	$ 985	$211

The accumulated benefit obligation for all defined benefit pension plans was $119,544,000 and $121,876,000 at June 30, 2007 and 2006, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets:	June 30, 2007	June 30, 2006
Projected and accumulated benefit obligation	$7,612	$121,876
Fair value of plan assets	3,447	104,623

Components of Net Periodic Benefit Cost

	Pension Benefits 2007	Pension Benefits 2006	Pension Benefits 2005
Service cost	$ 1,278	$ 1,171	$1,285
Interest cost	7,029	6,974	7,169
Expected return on plan assets	(8,730)	(7,820)	(7,321)
Amortization of prior service cost	(766)	96	124
Amortization of transition obligation	66	63	59
Amortization of net loss	2,752	3,138	3,262
Net periodic benefit cost	$1,629	$3,622	$4,578

	Postretirement Benefits 2007	Postretirement Benefits 2006	Postretirement Benefits 2005
Service cost	$ 75	$ 73	$ 52
Interest cost	1,335	1,406	1,674
Amortization of prior service cost	(678)	(678)	(678)
Amortization of net actuarial loss	889	1,022	1,333
Net periodic benefit cost	$ 1,621	$ 1,823	$ 2,381

Additional Information

Assumptions (as of March 31)	Pension Benefits 2007	Pension Benefits 2006	Pension Benefits 2005	Other Postretirement Benefits 2007	Other Postretirement Benefits 2006	Other Postretirement Benefits 2005
Weighted average assumptions used to determine benefit obligations at June 30:						
Discount rate	6.00%	6.00%		6.00%	6.00%	
Expected return on plan assets	8.50%	8.50%		—	—	
Weighted average assumptions used to determine net periodic benefit cost for years ended June 30:						
Discount rate	6.00%	5.75%	6.00%	6.00%	5.75%	6.00%
Expected return on plan assets	8.50%	8.50%	8.50%			
Rate of compensation increase	5.00%	5.00%	5.00%			

The assumed weighted-average healthcare cost trend rate was 9% in 2007, grading down to 6% in 2011. A 1% increase in the assumed healthcare cost trend would increase the accumulated postretirement benefit obligation by approximately $385,000 and the service and interest cost by approximately $23,000. A 1% decrease in the assumed healthcare cost trend would decrease the accumulated postretirement benefit obligation by approximately $359,000 and the service and interest cost by approximately $22,000.

Plan Assets

The Company's pension plan weighted-average asset allocations at June 30, 2007 and 2006, by asset category are as follows:

Asset Category	Target Allocation	June 30 2007	June 30 2006
Equity securities	70%	73%	71%
Debt securities	20%	18%	19%
Real estate	10%	9%	10%
	100%	100%	100%

Due to market conditions and other factors, actual asset allocation may vary from the target allocation outlined above. The pension plans held 124,804 shares of Company stock with a fair market value of $8,974,656 (7.4% percent of total plan assets) and $3,820,250 (3.8% percent of total plan assets) at June 30, 2007 and 2006, respectively.

Twin Disc employs a total return on investment approach whereby a mix of equities and fixed income investments are used to maximize long-term return of plan assets while avoiding excessive risk. Pension plan guidelines have been established based upon an evaluation of market conditions, tolerance for risk, and cash requirements for benefit payments. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, and annual liability measurements.

The plans have a long-term return assumption of 8.50%. This rate was derived based upon historical experience and forward-looking return expectations for major asset class categories.

Cash Flows

Contributions

The Company expects to contribute $1,823,000 to its pension plan in fiscal 2008.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

		OTHER POSTRETIREMENT BENEFITS		
	Pension Benefits	Gross Benefits	Part D Reimbursement	Net Benefit Payments
2008	$ 9,544	$ 3,419	$ 73	$3,346
2009	9,301	3,328	76	3,252
2010	9,384	2,899	78	2,821
2011	9,417	2,808	78	2,730
2012	9,421	2,669	78	2,591
Years 2013–2017	$45,824	$10,710	$358	$10,352

The Company sponsors defined contribution plans covering substantially all domestic employees and certain foreign employees. These plans provide for employer contributions based primarily on employee participation. The total expense under the plans was $1,896,000, $1,745,000 and $1,348,000 in 2007, 2006, and 2005, respectively.

N. INCOME TAXES

United States and foreign earnings before income taxes and minority interest were as follows (in thousands):

	2007	2006	2005
United States	$23,144	$13,996	$ 5,281
Foreign	11,185	9,056	4,211
	$34,329	$23,052	$9,492

The provision (credit) for income taxes is comprised of the following (in thousands):

	2007	2006	2005
Currently payable:			
Federal	$ 3,747	$ 1,640	$ 446
State	1,080	278	32
Foreign	7,487	3,794	3,298
	12,314	5,712	3,776
Deferred:			
Federal	1,808	2,001	(813)
State	100	532	272
Foreign	(1,949)	225	(750)
	(41)	2,758	(1,291)
	$12,273	$ 8,470	$2,485

The components of the net deferred tax asset as of June 30 are summarized in the table below (in thousands):

	2007	2006
Deferred tax assets:		
Retirement plans and employee benefits	$ 14,387	$13,843
Alternative minimum tax credit carryforwards	438	460
Foreign tax credit carryforwards	—	1,662
State net operating loss and other state credit carryforwards	—	19
Inventory	3,029	2,330
Reserves	1,712	1,578
Research and development capitalization	1,053	1,304
Other	352	97
	20,971	21,293
Deferred tax liabilities:		
Property, plant and equipment	5,316	5,215
Intangibles	5,653	6,146
	10,969	11,361
Total net deferred tax assets	$10,002	$9,932

Management believes that it is more likely than not that the results of future operations will generate sufficient taxable income and foreign source income to realize deferred tax assets. The alternative minimum tax credit carryforwards will be carried forward indefinitely.

Following is a reconciliation of the applicable U.S. federal income taxes to the actual income taxes reflected in the statements of operations (in thousands):

	2007	2006	2005
U.S. federal income tax at 35%	$11,944	$8,023	$3,194
Increases (reductions) in tax resulting from:			
Foreign tax items	672	398	(354)
State taxes	767	563	304
Valuation allowance	—	(270)	(1,133)
Research and development tax credits	(1,235)	—	—
Other, net	125	(244)	474
	$12,273	$8,470	$2,485

During fiscal 2006 and 2005, the Company reversed its valuation allowance on certain foreign tax credit carryforwards that were expected to be utilized as a result of certain internal corporate restructurings and transactions, along with improved operating results. These foreign tax credit carryforwards were fully utilized in fiscal 2007.

During fiscal 2007, the Company completed an extensive project to identify, assess and document its research and development activities to determine if the nature of these activities qualified for the Federal research tax credit. This project resulted in the recognition of $1.2 million, primarily in the fourth quarter of fiscal 2007, of Federal and State research tax credits related to the previous four years.

The Company has not provided additional U.S. income taxes on cumulative earnings of consolidated foreign subsidiaries that are considered to be reinvested indefinitely. These earnings relate to ongoing operations and were approximately $7.7 million at June 30, 2007. Such earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. The Company's intent is for such earnings to be reinvested by the subsidiaries or to be repatriated only when it would be tax effective through the utilization of foreign tax credits. It is not practicable to estimate the amount of unrecognized withholding taxes or the deferred tax liability on such earnings.

O. CONTINGENCIES

The Company is involved in litigation of which the ultimate outcome and liability to the Company, if any, is not presently determinable. Management believes that final disposition of such litigation will not have a material impact on the Company's results of operations or financial position.

P. RESTRUCTURING OF OPERATIONS

During the fourth quarter of 2007, the Company recorded a pre-tax restructuring charge of $2,652,000 related to a workforce reduction at its Belgian operation that will allow for improved profitability through targeted outsourcing savings and additional focus on core manufacturing processes. The charge consists of prepension costs for 32 employees; 29 manufacturing employees and 3 salaried employees. During 2007, the Company made no cash payments. Accrued restructuring costs were $2,652,000 at June 30, 2007.

The Company recorded a restructuring charge of $2,076,000 in the fourth quarter of 2005 as the Company restructured its Belgian operation to improve future profitability. The charge consists of prepension costs for 37 employees; 33 manufacturing employees and 4 salaried employees. During 2007 and 2006, the Company made cash payments of $177,000 and $214,000, respectively. Accrued restructuring costs were $1,640,000 and $1,706,000 at June 30, 2007 and 2006, respectively.

Q. ACQUISITIONS

BCS Group Acquisition

Effective May 31, 2006, the Company acquired 100% of the outstanding stock of four related foreign entities: B.C.S. S.r.l., an Italian limited liability company; B.C.S. Service S.r.l., an Italian limited liability company; Boat Equipment Limited, a Maltese limited liability company; and Vetus Italia S.r.l., an Italian limited liability company (collectively the "BCS Group"). This acquisition was accounted for using the purchase method of accounting.

The BCS Group has a fiscal year ended May 31. No results of operations for the BCS Group are included in the consolidated results for the year ended June 30, 2006, as the acquisition was effective with their fiscal year end of May31, consistent with the Company's consolidation principles (see Note A). A full year of BCS Group activity is included in the consolidated results for the year ended June 30, 2007.

The acquisition cost, including consulting fees, net of cash acquired was $20,330,000.

The condensed balance sheet of the BCS Group as of May 31, 2006 is as follows (in thousands):

Current assets	$ 25,471
Net fixed assets	4,136
Other assets	315
Intangibles	10,971
Total assets acquired	$40,893
Current liabilities	$ 13,783
Deferred taxes	3,836
Stockholders' equity	23,274
	$40,893

Intangible assets identified and the amounts assigned are as follows:

Intangible assets subject to amortization:	
Customer relationships	$ 3,156
Distribution network	597
Non-compete agreements	1,449
	$5,202

The weighted average amortization period is 10 years.

Intangible assets not subject to amortization:	
Trademark	$ 1,875
Goodwill	3,894
	$5,769

The goodwill is not expected to be deductible for tax purposes.

The following unaudited pro forma results of operations of the Company for fiscal 2006 are stated as though the transaction and related financing activities had occurred at the beginning of fiscal 2006, in thousands.

Net sales	
As reported	$243,287
Pro forma	269,460
Net earnings	
As reported	$14,453
Pro forma	15,337
Basic earnings per share	
As reported	$2.51
Pro forma	2.66
Diluted earnings per share	
As reported	$2.43
Pro forma	2.58

The unaudited pro forma financial information presented above is for informational purposes only and does not necessarily reflect the results of operations that would have occurred had the acquisition taken place on the date assumed above, and those results are not necessarily indicative of the results of future combined operations.

R. STOCK SPLIT

In January 2006, the Board of Directors approved a two-for-one stock split of the Company's outstanding common stock. The split was issued on March 31, 2006, to shareholders of record at the close of business on March 10, 2006. The split increased the number of shares outstanding to approximately 5.8 million from approximately 2.9 million. The Consolidated Financial Statements and Notes thereto, including all share and per share data, have been restated as if the stock split had occurred as of the earliest period presented.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

for the years ended June 30, 2007, 2006 and 2005 (in thousands)

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Acquired	Net Deductions[1]	Balance at End of of Period
2007:					
Allowance for losses on accounts receivable	$ 1,023	$ 123	$ —	$ 224	$ 922
Reserve for inventory obsolescence	$ 5,953	$2,342	$ —	$ 3,735	$4,560
2006:					
Allowance for losses on accounts receivable	$ 927	$ 126	$ 140	$ 170	$ 1,023
Reserve for inventory obsolescence	$ 4,510	$ 1,753	$ 960	$ 1,270	$ 5,953
2005:					
Allowance for losses on accounts receivable	$ 604	$ 365	$ —	$ 42	$ 927
Reserve for inventory obsolescence	$ 4,672	$2,020	$ —	$ 2,182	$ 4,510

1 Accounts receivable written-off and inventory disposed of during the year and other adjustments (primarily foreign currency translation adjustments).

SIGNATURES

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

TWIN DISC, INCORPORATED

	By	/s/ **JEFFREY S. KNUTSON**
September 13, 2007		Jeffrey S. Knutson, Corporate Controller (Chief 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.

	By	/s/ **MICHAEL E. BATTEN** Michael E. Batten, Chairman, President, Chief Executive Officer and Director
September 13, 2007	By	/s/ **CHRISTOPHER J. EPERJESY** Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Secretary
September 13, 2007		John H. Batten, Director John A. Mellowes, Director David B. Rayburn, Director Harold M. Stratton II, Director David L. Swift, Director Malcolm F. Moore, Director David R. Zimmer, Director
	By	/s/ **CHRISTOPHER J. EPERJESY** Christopher J. Eperjesy, Attorney in Fact

EXHIBIT INDEX
TWIN DISC, INCORPORATED

10-K for Year Ended June 30, 2007

Exhibit	Description	Included Herewith
3a)	Articles of Incorporation, as restated October 21, 1988 (Incorporated by reference to Exhibit 3(a) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
b)	Corporate Bylaws, as amended through July 31, 2006 (Incorporated by reference to Exhibit 3.1 of the Company's Form 8-K dated July 31, 2006, File No. 001-07635).	
4a)	Form of Rights Agreement dated as of April 17, 1998 by and between the Company and the Firstar Trust Company, as Rights Agent, with Form of Rights Certificate (Incorporated by reference to Exhibits 1 and 2 of the Company's Form 8-A dated May 4, 1998). File No. 001-07635.	
b)	Announcement of Shareholder Rights Plan per news release dated April 17, 1998 (Incorporated by reference to Exhibit 6(a), of the Company's Form 10-Q dated May 4, 1998). File No. 001-07635.	
Material Contracts		
10a)	The 1988 Incentive Stock Option Plan (Incorporated by reference to Exhibit 10(a) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
b)	The 1988 Non-Qualified Stock Option Plan for Officers, Key Employees and Directors (Incorporated by reference to Exhibit 10(b) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
c)	Amendment to 1988 Incentive Stock Option Plan of Twin Disc, Incorporated (Incorporated by reference to Exhibit 10(c) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
d)	Amendment to 1988 Non-Qualified Incentive Stock Option Plan for Officers, Key Employees and Directors of Twin Disc, Incorporated (Incorporated by reference to Exhibit 10(d) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
e)	Director Tenure and Retirement Policy (Incorporated by reference to Exhibit 10(g) of the Company's Form 10-K for the year ended June 30, 2004). File No. 001-07635.	
f)	The 1998 Incentive Compensation Plan (Incorporated by reference to Exhibit A of the Proxy Statement for the Annual Meeting of Shareholders held on October 16, 1998). File No. 001-07635.	
g)	The 1998 Stock Option Plan for Non-Employee Directors (Incorporated by reference to Exhibit B of the Proxy Statement for the Annual Meeting of Shareholders held on October 16, 1998). File No. 001-07635.	
h)	The 2004 Stock Incentive Plan as amended (Incorporated by reference to Appendix A of the Proxy Statement for the Annual Meeting of Shareholders held on October 20, 2006). File No. 001-07635.	
i)	The 2004 Stock Incentive Plan for Non-Employee Directors as amended.	X
j)	Form of Performance Stock Award Agreement (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 2, 2005). File No. 001-07635.	
k)	Amendment to Supplemental Retirement Plan (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 2, 2005). File No. 001-07635.	
l)	Forms of Change in Control Severance Agreements (Incorporated by reference to Exhibits 10.3, 10.4 and 10.5 of the Company's Form 8-K dated August 2, 2007). File No. 001-07635.	
m)	Form of Indemnity Agreement (Incorporated by reference to Exhibit 10.5 of the Company's Form 8-K dated August 2, 2005). File No. 001-07635.	
n)	Waiver and Release Agreement (Incorporated by reference to Exhibit 10.7 of the Company's Form 8-K dated August 2, 2005). File No. 001-07635.	
o)	6.05% Senior Notes (Incorporated by reference to Exhibit 4.1 of the Company's Form 8-K dated April 12, 2006). File No. 001-07635.	
p)	Amendment 1 to 6.05% Senior Notes.	X
q)	Amendment 2 to 6.05% Senior Notes.	X
21	Subsidiaries of the Registrant	X
23	Consent of Independent Registered Public Accounting Firm	X
24	Power of Attorney	X
31a	Certification	X
31b	Certification	X
32a	Certification pursuant to 18 U.S.C. Section 1350	X
32b	Certification pursuant to 18 U.S.C. Section 1350	X

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Twin Disc, Incorporated, the registrant (a Wisconsin Corporation) owns directly or indirectly 100% of the following subsidiaries:

1. Twin Disc International, S.A. (a Belgian corporation)
2. Twin Disc Technodrive Srl (an Italian corporation)
3. Rolla SP Propellers SA (a Swiss corporation)
4. Twin Disc Srl (an Italian corporation)
5. Twin Disc (Pacific) Pty. Ltd. (an Australian corporation)
6. Twin Disc (Far East) Ltd. (a Delaware corporation operating in Singapore and Hong Kong)
7. Mill Log Equipment Co., Inc. (an Oregon corporation)
8. Mill Log Equipment Ltd. (a Canadian corporation)
9. Twin Disc Southeast, Inc. (a Florida corporation)
10. Technodrive SARL (a French corporation)
11. BCS S.r.l. (an Italian limited liability corporation)
12. BCS Service S.r.l. (an Italian limited liability corporation)
13. Vetus Italia S.r.l. (an Italian limited liability corporation)
14. Boat Equipment Limited (a Maltese limited liability corporation)
15. Twin Disc Japan (a Japanese corporation)

Twin Disc, Incorporated also owns 66% of Twin Disc Nico Co. LTD. (a Japanese corporation)

The registrant has no parent nor any other subsidiaries. All of the above subsidiaries are included in the consolidated financial statements.

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 333-119770, 333-119771, 333-99229, 333-69361 and 333-69015) of Twin Disc, Incorporated of our report dated September 13, 2007 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Milwaukee, Wisconsin
September 13, 2007

EXHIBIT 24

POWER OF ATTORNEY

The undersigned directors of Twin Disc, Incorporated hereby severally constitute Michael E. Batten and Christopher J. Eperjesy, and each of them singly, true and lawful attorneys with full power to them, and each of them, singly, to sign for us and in our names as directors the Form 10-K Annual Report for the fiscal year ended June 30, 2007 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, and generally do all such things in our names and behalf as directors to enable Twin Disc, Incorporated to comply with the provisions of the Securities and Exchange Act of 1934 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures so they may be signed by our attorneys, or either of them, as set forth below.

July 27, 2007

/s/ **JOHN A. MELLOWES**
John A. Mellowes, Director

/s/ **HAROLD M. STRATTON II**
Harold M. Stratton II, Director

/s/ **MALCOLM F. MOORE**
Malcolm F. Moore, Director

/s/**DAVID L. SWIFT**
David L. Swift, Director

/s/ **DAVID B. RAYBURN**
David B. Rayburn, Director

/s/ **DAVID R. ZIMMER**
David R. Zimmer, Director

EXHIBIT 31a

CERTIFICATIONS

I, Michael E. Batten, certify that:

1. I have reviewed this annual report on Form 10-K of Twin Disc, Incorporated;
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 officers 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this 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 officers 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 registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2007

/s/ **MICHAEL E. BATTEN**
Michael E. Batten
Chairman, President and Chief Executive Officer

EXHIBIT 31b

CERTIFICATIONS

I, Christopher J. Eperjesy, certify that:

1. I have reviewed this annual report on Form 10-K of Twin Disc, Incorporated;
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. The registrant's other certifying officers 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:
4. The registrant's other certifying officers 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)) 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this 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 officers 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 registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2007

/s/ **CHRISTOPHER J. EPERJESY**
Christopher J. Eperjesy
Vice President – Finance, Chief Financial Officer
and Secretary

EXHIBIT 32a

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

In connection with the Annual Report of Twin Disc, Incorporated (the "Company") on Form 10-K for the fiscal year ending June 30, 2007, as filed with the Securities and Exchange Commission as of the date hereof (the "Report"), I, Michael E. Batten, Chairman, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with Section 13(a) 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.

Date: September 13, 2007

/s/ **MICHAEL E. BATTEN**
Michael E. Batten
Chairman, President and Chief Executive Officer

EXHIBIT 32b

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

In connection with the Annual Report of Twin Disc, Incorporated (the "Company") on Form 10-K for the fiscal year ending June 30, 2007, as filed with the Securities and Exchange Commission as of the date hereof (the "Report"), I, Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with Section 13(a) 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.

Date: September 13, 2007

/s/ **CHRISTOPHER J. EPERJESY**
Christopher J. Eperjesy
Vice President – Finance, Chief Financial Officer
and Secretary

DIRECTORS

MICHAEL E. BATTEN
Chairman, President and Chief Executive Officer

JOHN H. BATTEN
Executive Vice President

JOHN A. MELLOWES
Chairman and Chief Executive Officer
Charter Manufacturing Co.
(A privately held producer of bar, rod wire and wire parts)
Mequon, Wisconsin

MALCOLM F. MOORE
Chief Operating Officer
Gehl Company
(Manufacturer and distributor of compact equipment for construction and agricultural markets)
West Bend, Wisconsin

DAVID B. RAYBURN
President and Chief Executive Officer
Modine Manufacturing Company
(Manufacturer of Heat Exchange Equipment)
Racine, Wisconsin

HAROLD M. STRATTON II
Chairman and Chief Executive Officer,
Strattec Security Corporation
(A manufacturer of mechanical locks, electromagnetical locks and related security access control products)
Milwaukee, Wisconsin

DAVID L. SWIFT
Retired Chairman, President – Chief Executive Officer
Acme-Cleveland Corporation
(Manufacturer of Diversified Industrial Products)
Pepper Pike, Ohio

DAVID R. ZIMMER
Managing Partner
Stonebridge Equity, LLC
(A merger, acquisition and finance value consulting firm)
Troy, Michigan

OFFICERS

MICHAEL E. BATTEN
Chairman, President, Chief Executive Officer

CHRISTOPHER J. EPERJESY
Vice President – Finance, Chief Financial Officer and Secretary

JAMES E. FEIERTAG
Executive Vice President

JOHN H. BATTEN
Executive Vice President

HENRI-CLAUDE FABRY
Vice President – Global Distribution

DEAN J. BRATEL
Vice President – Engineering

DENISE L. WILCOX
Vice President – Human Resources

JEFFREY S. KNUTSON
Corporate Controller

5-YEAR FINANCIAL SUMMARY

(In thousands of dollars, except where noted)	2007	2006	2005	2004	2003
STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME					
Net sales	$317,200	$243,287	$218,472	$186,089	$179,591
Costs and expenses, including marketing, engineering and administrative	280,210	218,503	207,794	174,972	181,450
Earnings (loss) from operations	36,990	24,784	10,678	11,117	(1,859)
Other income (expense)	(2,661)	(1,732)	(1,186)	(485)	(823)
Earnings (loss) before income taxes and minority interest	34,329	23,052	9,492	10,632	(2,682)
Income taxes (credits)	12,273	8,470	2,485	4,964	(300)
Minority interest	(204)	(129)	(97)	(25)	(12)
Net earnings (loss)	21,852	14,453	6,910	5,643	(2,394)
BALANCE SHEET					
Assets					
Cash and cash equivalent	19,508	16,427	11,614	9,127	5,908
Receivables, net	63,277	55,963	37,751	37,091	35,367
Inventories, net	76,253	65,081	48,481	48,777	43,289
Other current assets	14,202	13,660	11,679	7,270	8,573
Total current assets	173,240	151,131	109,525	102,265	93,137
Investments and other assets	37,134	38,083	38,181	39,135	44,597
Fixed assets less accumulated depreciation	56,810	46,958	40,331	33,222	30,210
Total assets	267,184	236,172	188,037	174,622	167,944
Liabilities and Shareholders' Equity					
Current liabilities	79,918	79,621	65,909	56,604	46,286
Long-term debt	42,152	38,369	14,958	16,813	16,584
Deferred liabilities	29,032	28,377	39,680	41,980	56,732
Minority interest	645	572	591	509	485
Shareholders' equity	115,437	89,233	66,899	58,716	47,857
Total liabilities and shareholders' equity	267,184	236,172	188,037	174,622	167,944
Comparative Financial Information					
Per share statistics:					
Basic earnings (loss)	3.76	2.51	1.21	1.00	(0.42)
Diluted earnings (loss)	3.68	2.43	1.19	0.99	(0.42)
Dividends	0.410	0.365	0.35	0.35	0.35
Shareholders' equity	19.87	15.47	11.69	10.43	8.53
Return on equity	18.9%	16.2%	10.3%	9.6%	(5.0)%
Return on assets	8.2%	6.1%	3.7%	3.2%	(1.4)%
Return on sales	6.9%	5.9%	3.2%	3.0%	(1.3)%
Average shares outstanding	5,811,310	5,766,638	5,721,084	5,628,394	5,609,830
Diluted shares outstanding	5,940,216	5,940,604	5,815,796	5,686,748	5,609,830
Number of shareholder accounts	778	804	888	917	966
Number of employees	1,011	962	901	860	832
Additions to plant and equipment	15,681	8,385	12,009	4,180	4,410
Depreciation	6,331	5,529	5,108	5,226	5,072
Net working capital	93,322	71,510	43,616	45,661	46,851

CORPORATE DATA

ANNUAL MEETING
Twin Disc Corporate Offices
Racine, Wisconsin
2:00 P.M.
October 19, 2007

SHARES TRADED
NASDAQ: Symbol TWIN

ANNUAL REPORT ON SECURITIES AND EXCHANGE COMMISSION FORM 10-K
Single copies of the Company's 2007 Annual Report on Securities and Exchange Commission Form 10-K, including exhibits, will be provided without charge to shareholders after September 13, 2007, upon written request directed to Secretary, Twin Disc, Incorporated, 1328 Racine Street, Racine, Wisconsin 53403.

TRANSFER AGENT & REGISTRAR
Mellon Human Resources and Investor Solutions
Chicago, Illinois

INDEPENDENT ACCOUNTANTS
PricewaterhouseCoopers LLP
Milwaukee, Wisconsin

GENERAL COUNSEL
von Briesen & Roper, s.c.
Milwaukee, Wisconsin

CORPORATE OFFICES
Twin Disc, Incorporated
Racine, Wisconsin 53403
Telephone: (262) 638-4000

WHOLLY-OWNED SUBSIDIARIES
Twin Disc International S.A.
Nivelles, Belgium
Twin Disc Srl
Capezzano Pianore, Italy
Twin Disc Technodrive Srl
Decima, Italy
Technodrive SARL
Chambery, France
Twin Disc (Pacific) Pty. Ltd.
Brisbane, Queensland, Australia
Twin Disc (Far East) Ltd.
Singapore
Mill Log Equipment Co., Inc.
Coburg, Oregon
Mill Log Wilson Equipment Ltd.
Vancouver, British Columbia
Twin Disc Southeast, Inc.
Miami, Florida
Rolla SP Propellers SA
Novazzano, Switzerland
BCS S.r.l.
Limite sull'Arno, Italy
BCS Service S.r.l.
Limite sull'Arno, Italy
Vetus Italia S.r.l.
Limite sull'Arno, Italy
Boat Equipment Limited
Valletta, Malta
Twin Disc Japan
Saitama, Japan

PARTIALLY OWNED SUBSIDIARIES
Twin Disc Nico Co. Ltd.

MANUFACTURING FACILITIES
Racine, Wisconsin
Nivelles, Belgium
Decima, Italy
Novazzano, Switzerland
Limite sull'Arno, Italy

SALES OFFICES
Domestic
Racine, Wisconsin
Coburg, Oregon
Kent, Washington
Miami, Florida
Jacksonville, Florida
Foreign
Nivelles, Belgium
Brisbane and Perth, Australia
Singapore
Decima, Italy
Limite sull'Arno, Italy
Novazzano, Switzerland
Chambery, France
Edmonton, Canada
Vancouver, Canada
Saitama, Japan
Shanghai, China
Guangzhou, China

MANUFACTURING LICENSES
Hitachi-Nico Transmission Co., Ltd.
Tokyo, Japan

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TWIN DISC®