TWIN DISC, INCORPORATED ANNUAL REPORT 2010

TWIN DISC, INCORPORATED

Twin Disc, Incorporated is an international manufacturer and distributor of heavy-duty off-highway power transmission equipment.

SALES AND EARNINGS BY QUARTER

2010	1ST QTR	2ND QTR	3RD QTR	4TH QTR	YEAR
Net Sales	$47,057	$55,186	$60,977	$64,314	$227,534
Gross Profit	9,747	14,786	16,505	19,427	60,465
Net (Loss) Earnings	(2,404)	(490)	1,451	2,040	597
Basic Earnings Per Share	(0.22)	(0.04)	0.13	0.18	0.05
Diluted Earnings Per Share	(0.22)	(0.04)	0.13	0.18	0.05
Dividends Per Share	0.07	0.07	0.07	0.07	0.28
Stock Price Range (High – Low)	15.23 – 6.21	14.77 – 9.12	13.17 – 8.77	14.92 – 11.35	15.23 – 6.21

2009	1ST QTR	2ND QTR	3RD QTR	4TH QTR	YEAR
Net Sales	$72,671	$81,598	$69,292	$72,057	$295,618
Gross Profit	20,072	22,953	19,151	19,267	81,443
Net Earnings	2,465	3,433	2,850	2,754	11,502
Basic Earnings Per Share	0.22	0.31	0.26	0.25	1.04
Diluted Earnings Per Share	0.22	0.31	0.26	0.25	1.03
Dividends Per Share	0.07	0.07	0.07	0.07	0.28
Stock Price Range (High – Low)	22.94 – 12.92	15.38 – 4.02	8.12 – 4.54	9.72 – 6.06	22.94 – 4.02

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

Cover: The resurgence of oil and gas drilling in North America has led to record order backlogs for the Twin Disc 8500 Series transmission used in well cementing and fracturing operations. A typical fracturing operation could have multiples of eight or more pumping units, which translate to millions of dollars of Twin Disc 8500 Series transmissions on a single job.

Top: Akron-Canton Airport in Ohio stands rescue-ready with three quick response Rosenbauer *Panther 6x6* Airport Rescue and Fire Fighting (ARFF) trucks equipped with Detroit Diesel 665 hp (496 kW) engines driving through Twin Disc TD61-1180 automatic transmission systems featuring “pump and roll” capability.

Above: Croisiéres Inter Iles operates *Melusine*, equipped with twin Volvo 700-hp (522-kW) engines and Twin Disc MGX-5145A QuickShift® transmissions controlled by three-station EC300 controls, to transport sightseers from the ancient French port of La Rochelle to historic areas and islands around the port.

FINANCIAL HIGHLIGHTS

	2010	2009	2008
Net Sales	**$227,534**	**$295,618**	**$331,694**
Net Earnings	**597**	**11,502**	**24,252**
Basic Earnings Per Share	**0.05**	**1.04**	**2.15**
Diluted Earnings Per Share	**0.05**	**1.03**	**2.13**
Dividends Per Share	**0.280**	**0.280**	**0.265**
Average Shares Outstanding For The Year	**11,063,417**	**11,096,750**	**11,278,885**
Diluted Shares Outstanding For The Year	**11,159,282**	**11,194,170**	**11,411,927**

In thousands of dollars except per share and shares outstanding statistics.

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, propellers and boat management systems. 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.

Above: Trican Well Service Ltd, headquartered in Calgary, Alberta, Canada, is currently the largest pressure pumping service provider in Canada and the largest fracturing company in Russia, with growing operations in the United States, Kazakhstan and Algeria. The company uses Twin Disc 8500 transmission systems on many of its high-horsepower, high-pressure pumping applications around the world.

TO OUR SHAREHOLDERS

While sales and earnings compared to the previous fiscal year were down 23 percent and 95 percent respectively, reflecting the significant global recession, the real story for fiscal 2010 lies in the progressive quarterly improvement achieved during the year. Due to quick and decisive action taken in late fiscal 2009 to prepare for the downturn and the increasing demand in certain products and geographic areas in the latter half of fiscal 2010, Twin Disc was able to report a profit for the year and an improving outlook for fiscal 2011.

Our thanks go out to all of our associates around the world for their cooperation and understanding during this period of belt tightening in both expense and asset management.

Not only have we been able to meet our financial objectives for the year, but also we have been able to maintain our schedules on key product development programs that are so important to our future.

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Left: The 260', DPII classed, platform supply vessel *Jean Pierre Lab*, built by Eastern Shipbuilding Group, has two Caterpillar high-displacement engines each producing 2575 hp (1920 kW) and driving through a Twin Disc Marine Control Drive (MCD) model 3000-0-LD to power twin azimuthing Z-drives. The MCD is an essential part of the vessel's propulsion that enhances its overall dynamic positioning (DP) capabilities.

Top: The 25 shunting locomotives of the Rhaetian Railway (RhB), powered by Cummins 434-hp (324-kW) engines driving through Twin Disc TD44-2611 power-shift transmissions equipped with 8-FLW-1754 torque converters, keep its renowned rail excursions through the Grisons/Graubünden region running like a Swiss watch.

FINANCIAL RESULTS

Net sales for fiscal 2010 were $228 million compared to $296 million in fiscal 2009. Net income for the current fiscal year was $0.5 million, or $0.05 per diluted share, compared to $11.5 million, or $1.03 per diluted share, for fiscal 2009.

The softening corporate order and revenue trend that began during fiscal 2009 reached the bottom during the first quarter of fiscal 2010 and began to strengthen during the balance of the fiscal year. The six-month backlog stood at $60.6 million as we entered fiscal 2010 and grew to $84.4 million by year-end. During the course of the year quarterly revenues grew sequentially with corresponding improvement in bottom-line results.

Gross profit, as a percentage of fiscal 2010 sales, was 26.6 percent, compared to 27.6 percent the previous year. However, the quarterly track improved significantly to a fourth-quarter margin of 30.2 percent as contrasted to 26.7 percent for the same period the previous year.

Top: A Chipeador chipper, powered by a Caterpillar 765-hp (570-kW) engine and actuated by a remote-controlled Twin Disc HP600 power take-off disposes of brush waste near Ranquil, Chile.

Above: Baia Yacht's 54' *Aqua* cruises at 44 knots off of Naples, Italy, with its twin Caterpillar 1014-hp (756-kW) engines driving Arneson ASD12 Surface Drives equipped with Rolla propellers.

While marketing, engineering and administrative (ME&A) expenses, as a percentage of sales for fiscal 2010, were 25.0 percent, compared to 20.5 percent for fiscal 2009, overall ME&A expenses were down $3.6 million year-over-year. This reflects a netting of increased expenses in pension and stock-based compensation and reduced expenses resulting from across-the-board cost reduction initiatives including wages and salaries, executive compensation, elimination of bonus plans and changes to certain benefits.

Earnings before interest, taxes, depreciation and amortization (EBITDA) for fiscal 2010 totaled $13.6 million, compared to $30.0 million for fiscal 2009, and were more than sufficient to cover debt covenant compliance.

The Company continued to maintain a strong financial condition despite the global recession. Operating cash flows of $35.1 million were generated during the year; and corporate debt was reduced to $31.1 million at year-end from $50.8 million at June 30, 2009. At the end of fiscal 2010 total debt to capitalization stood at 26.0 percent.

OPERATIONS REVIEW

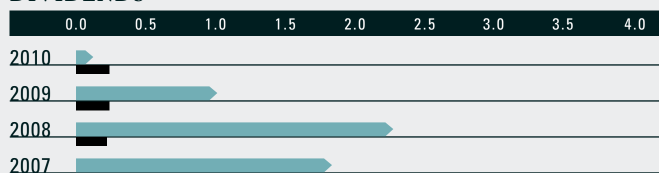
Product market and geographic diversity played an important role in moderating the impact of the global recession on Twin Disc during the year.

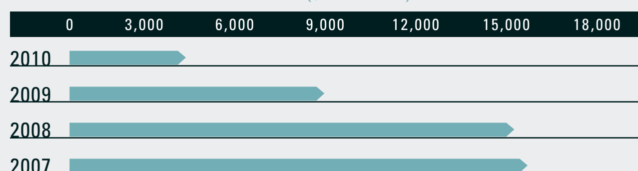
Shipments to the pleasure craft marine market, including megayachts, were very soft in fiscal 2010 as lower demand and rising inventories plagued the industry. Weak demand was also experienced in our industrial markets as orders for power take-offs and other products slowed down from irrigation, recycling and construction applications.

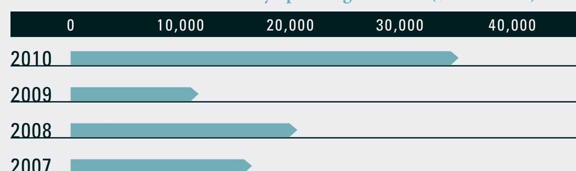
Partially offsetting these declines, several product market areas showed resilience and even growth in spite of recessionary trends. Demand for marine transmissions from the global work boat markets, excluding Europe, held steady, while we experienced solid growth in propulsion systems for worldwide tenders for patrol boats.

Top: This Sides VMA 130 Rescue 7 Airport Rescue and Fire Fighting (ARFF) 6x6 vehicle, equipped with a Caterpillar 705-hp (526-kW) engine driving through a Twin Disc TD61-1180 automatic transmission system putting power to the wheels and the pumps, is one of ten such vehicles bound for Dublin, Shannon and Cork Airports in Ireland.

Above: This all-aluminum USCG Response Boat Medium, built by Kvichak Marine Industries of Seattle, Washington, with twin Detroit Diesel 825-hp (615-kW) engines driving waterjets through Twin Disc MG-5114SC transmissions, has demonstrated speed, maneuverability and comfort in high sea states and adverse weather conditions. The New York City Police Harbor Unit has deployed a sister ship of the same configuration.







In addition, we continued to increase market share in the airport rescue and fire fighting (ARFF) markets during the year. Finally, we benefited from the resurgence in demand for fracturing/pressure pumping transmissions in the oil and gas industry.

While demand from Europe was weak, the mixture of demand in North America could be characterized as generally soft until the second half of the year when oil and gas orders contributed to the increase in backlog. Order rates from the Pacific Basin and Asia were strong. Over 60 percent of our sales are now generated outside of the United States.

Announced at the end of fiscal 2009 but implemented during fiscal 2010, a $25 million cost reduction and avoidance program was a key driver in delivering the improving financial results during the year. Included in the package were a pension freeze, salary and wage reductions, temporary layoffs in the U.S., government-sponsored layoffs in Europe, ME&A cost reductions, restructuring, voluntary retirement packages and the suspension of the corporate incentive program. In addition, we continued to implement key programs in lean manufacturing, our global sourcing efforts and selected capital expenditures.

Despite all of the belt tightening, we were able to continue our key product development programs on schedule, particularly the 7500 pressure pumping transmission and the Express Joystick System® (EJS™). The 7500 transmission has completed lab tests successfully and is now in field test and due to enter production mid-fiscal 2011. The EJS is completing final software development and will also be in production by mid-fiscal 2011. We continue to be active in other organic and external corporate development projects. As with our past innovations, we seek to provide the market and our customers with technologically differentiated products that provide the users with meaningful features.

Right: Operated by Compagnie Oceane and equipped with twin Cummins 1400-hp (1044-kW) engines and Twin Disc MGX-6620SC QuickShift® transmissions with three-station EC300 controls, passenger/freight ferry *Kerdonis* operates from the mainland French port city of Quiberon, Brittany, to Belle Ile and Hovat.

DIRECTORS

On April 16, 2010, Michael C. Smiley was elected to the Board of Directors. Mr. Smiley (50) serves as Chief Financial Officer of Zebra Technologies Corporation, a leading provider of innovative technology solutions used to identify, track and manage the deployment of critical assets for improved business efficiency. We are pleased to have a person with Mike's global growth, technology and international experience on our Board.

At the Annual Meeting to be held on October 15, 2010, John A. Mellowes will retire from the Board of Directors. John has served the Company as a director for twelve years and has contributed greatly to our growth and success during that period. His fellow directors and the management team will miss his insight, counsel and positive attitude.

Top: The acceleration and reliability of Twin Disc's Airport Rescue and Fire Fighting (ARFF) automatic transmission system, along with its unique "pump and roll" feature, has made it a performance prerequisite with ARFF vehicle manufacturers and airports around the world.

Bottom left: The 108' (33-meter) Chilean Navy vessel *Valparaiso*, equipped with a MTU 1800-hp (1342-kW) engine driving through a Twin Disc MG-6619 marine transmission, patrols its sector of coastal waters out of the port of its namesake.

Middle: This Bonciani railway maintenance machine keeps Italian railways running smoothly with the help of a Twin Disc AM 230 pump drive coupled to the machine's Iveco 174-hp (130-kW) diesel engine and driving Rexroth pumps to power various equipment.

Above: Hessen 6 Police Boat, operated by Bereitschaftspolizei Wasserschutzpolizei on the River Main from a base in Frankfurt, Germany, provides fast response with its twin Iveco 394-hp (294-kW) engines driving through Twin Disc MGX-5065A QuickShift® transmissions with EC300 controls.

OUTLOOK

Our six-month backlog at June 30, 2010, was $84.4 million, compared to $60.6 million a year ago. The growing trend over the past year, as well as current order intake, are encouraging signs for the coming year. While we have more modest expectations regarding growth in our other markets, the positive trending reflects primarily improving conditions in the oil and gas markets. The demand for pressure pumping transmissions has grown significantly in the past several months and now includes the initial orders for the 7500 transmission as well as the 8500 transmission system. These bookings point to an improving year for the Company.

John H. Batten

JOHN H. BATTEN
President, Chief Operating Officer

Michael E. Batten

MICHAEL E. BATTEN
Chairman, Chief Executive Officer

INDUSTRIAL TRANSMISSIONS

Twin Disc continues to work with commercial OEMs, military agencies and prime contractors on new vehicles benefiting from applications of our transmission technology.

Sales for our transmission products increased nicely throughout the year. The largest factor in this year-over-year improvement was the intensifying activity in our oil and gas products.

Demand returned for our high-horsepower, pressure pumping transmissions as the price of oil recovered and new technology made natural gas extraction from shale more affordable. Orders for our 8500 transmission system returned to peak levels from fiscal 2007 and fiscal 2008.

Also in fiscal 2010, we completed lab testing for our new 7500 oil field transmission and shipped the first unit for testing in the field. Demand for this model remains strong, as it is expressly designed for the popular, mobile, mid- to high-range pumping applications. Reduction ratios were calculated specifically with the engine ratings and pumping requirements in mind. The torque converter on the 7500 transmission has been replaced with new, patented clutch technology. The aluminum cast housings further reduce weight so that the 7500 is well positioned in the "road-able" (no special permits required for transportation) 1500- to 2250-horsepower segment.

Top: The armor-plated Airmatic RED (Rescue – Extinguish – Defend) vehicle, with its high-pressure vortex extinguishing technology actuated by a Twin Disc AM 450 pump drive, brings speed, agility and personnel protection to the most challenging and threatening fire fighting situations.

Left: 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 transmission systems in its fracturing rigs to obtain maximum productivity and reliability for its customers.

Above: Equipped with a 950-hp (708-kW) Caterpillar engine working through a Twin Disc TD61-2619 automatic transmission system, this Oshkosh Striker™ 4500 8x8 ARFF vehicle, located at Indianapolis International Airport, can go from 0 to 50 mph (80 km/h) within 35 seconds and when on scene shift into Twin Disc's unique "pump and roll" mode.

Fiscal 2010 was a stable year for our Airport Rescue and Fire Fighting (ARFF) vehicle transmission system. Net shipments were down slightly year-over-year but remain at high levels. Airport improvements in developing areas such as China, India and South America continue to drive the demand for these specialized vehicles. We are continuing to add and develop service dealers in these key areas.

Shipments of our XT1410 legacy military transmission increased year-over-year as production of the BAE M88 Hercules Tank Retriever continued at high levels. Also, high usage of the vehicles in-theatre lead to an increased demand for rebuilt units.

Twin Disc continues to work with commercial OEMs, military agencies and prime contractors on new vehicles benefiting from applications of our transmission technology. We are optimistic about continued growth for our industrial transmission products in fiscal 2011.

Top: Howard's Transport utilizes a giant Western Star semi-tractor rig equipped with a Twin Disc TD61-1179 transmission and 8-FLW-1754 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: Rosenbauer *Panther 6x6* ARRF vehicles, powered by Detroit Diesel 600-hp (447-kW) engines driving through TD61-1180 transmission systems featuring 8-MLW-1751 torque converters, stand ready to sprint into service at the Concepción Airport in Chile.

INDUSTRIAL PRODUCTS

Fiscal 2010 showed quarterly improvements for our industrial products, which had seen a dramatic slowing in all geographic regions and markets in the second half of fiscal 2009.

Sales in Europe were particularly hampered by significant amounts of finished equipment inventory, as OEMs were slower than their North American counterparts to react to the falling demand.

In North America, unit and parts orders increased throughout the year. Air clutch demand from the oil field picked up in the second half of the year, as did unit and parts orders for our larger PTOs typically used in larger rock crushers, wood chippers and biomass recyclers. Stimulus spending in North America had no significant effect on new unit orders, as many of the construction projects were delayed until the summer of 2010.

Industrial product development is centered on the expansion of our remote-controlled hydraulic dry clutch PTO line (RC PTOs), upgrading of the control features of the product line and the continued development and expansion of the pump drive line built in Italy.

Left: Werner Chip Company, a division of Werner Saw Mill, Inc., uses a Morbark Model 23 CL Chiparvestor with a Caterpillar 875-hp (652-kW) engine driving an 83" chipper through a Twin Disc wet clutch to reduce timbering scrap in southern Indiana.

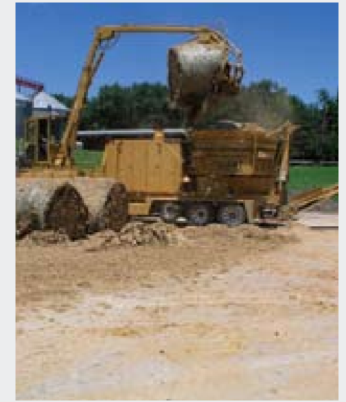
Top: The Rhaetian Railway (RhB), the largest privately owned railway in Switzerland, maintains the schedules of its wonderful train journeys through the mountains of the Grisons/Graubünden region with the help of 25 Twin Disc-equipped shunting locomotives.

We were able to acquire new business in the Middle Eastern irrigation market through market share gains in our smaller mechanical PTO range.

We continued throughout the year with our global outsourcing efforts to control the costs of our industrial line in order to remain competitive in the global marketplace.

Industrial product development is centered on the expansion of our remote-controlled hydraulic dry clutch PTO line (RC PTOs), upgrading of the control features of the product line and the continued development and expansion of the pump drive line built in Italy.

Overall, we expect some improvement in demand for our industrial products in fiscal 2011 as the global economy continues to recover.



Top: Jones Manufacturing Mighty Giant Tub and Hay Grinders use Twin Disc 8-FLW-1854-1 torque converters rated to 765 hp (570 kW) to transmit smooth, cushioned power from big block Caterpillar engines to the heavy driveline loads of high-capacity grinding.

Above: Twin Disc's new line of remote-controlled hydraulic power take-offs (RC PTOs) offers operators of tub grinders, wood chippers, rock crushers and biomass recyclers increased safety and convenience by removing them from close proximity to the machines.

WORK BOAT MARKET

Geography had everything to do with the global work boat market during fiscal 2010. The Asian markets continued at very strong levels with good activity in mining, transportation and offshore supply vessels. The North American markets were softer than the previous year, but still had good demand for crew boats, supply boats and inland waterway tug and push boats. In both the Asian and North American markets we continued to expand sales of our QuickShift® transmissions and EC300 control systems into dynamic positioning applications, which demonstrate our improved station-keeping ability alongside offshore oil rigs.

Overall, the work boat markets in South America declined in fiscal 2010, but we made some inroads into the burgeoning Brazilian off-shore market as the Tupi oil field, which is part of the larger Santos Basin, continued to develop.

The European work boat markets, primarily based on inland water-way transportation, remained very soft throughout fiscal 2010 as a direct result of reduced capital spending for new equipment.

On any given project, we had offices on four continents working to complete application reviews, propeller designs, product designs, installation reviews and sea trials.

PATROL CRAFT

Continuing on the building momentum from the second half of fiscal 2009, our marine team managed to increase our sales into the global patrol boat market. On any given project, we had offices on four continents working to complete application reviews, propeller designs, product designs, installation reviews and sea trials. As most of the marine product models (marine transmissions, controls, propellers, Arneson Surface Drives and boat management systems) used in pleasure craft applications are also used on patrol boats, we were able to offset some of the steep pleasure craft decline with these new projects.

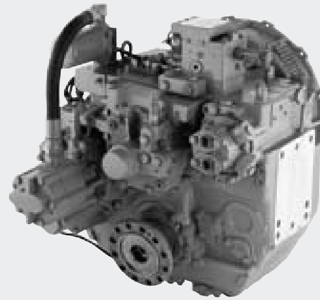
Above: Vintage 1931 river tug *Meteor,* refurbished with twin Wartsila 1015-hp (757-kW) engines working through Twin Disc MGX-5321DC QuickShift® transmissions and EC300 controls, pushes container barges in the Port of Le Havre, France.

Top: In Brazil, the 72-car, 600-person fast ferry *Ivete Sangalo*, equipped with four Caterpillar 600-hp (447-kW) engines and MGX-5135SC QuickShift® transmissions with EC300 controls, cuts in half the crossing time between Salvador and Itaparica Island.

Middle: The Chilean Navy uses Twin Disc marine transmissions in its fleet of 17 ships, such as the *Talcahuano,* to patrol South Pacific waters along the west coast of the country from Arica in the north to Punta Arenas in the south.

Bottom: Small harbor work boat *Avel Vor*, operated by Societe' Lamanage de Lorient, works the harbor of the French port of Lorient, Brittany, powered by a Scania 355-hp (265-kW) engine and Twin Disc MGX-5095A transmission with EC300 controls.

In total, our marine products saw a year-over-year decline from fiscal 2009. We are confident that we are well positioned with new technology to gain market share as the global marine markets improve. We actively continue to monitor the situation in the U.S. Gulf Coast with respect to future drilling activity. Demand for spare parts and service has increased with the number of vessels used in the cleanup effort. The demand for oil and the need for offshore drilling continue to increase, but the demand for Twin Disc-equipped crew boats and supply boats in the Gulf may shift to other regions of the world until the cleanup and drilling safety protocols have been resolved.



Above: Twin Disc QuickShift® transmissions and EC300 controls provide smooth, secure, precise handling for catamaran excursion vessels *Impacto*, *Nueva Leon* and *Patagonia Infinity* to navigate the windy waters of majestic Parque Nacional Los Glaciares in El Calafate, Argentina.

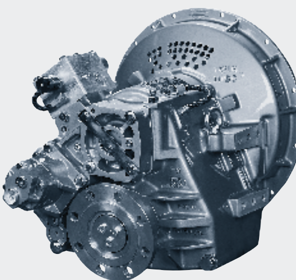
PLEASURE CRAFT MARKET

The response to the EJS was overwhelmingly positive, and we have taken orders from boat builders with whom we previously had no sales.

Fiscal 2010 saw no real improvement in the global pleasure craft markets, as most builders and dealers continued to sell existing inventory. This affected all Twin Disc marine products – transmissions, controls, propellers, Arneson Surface Drives and boat management systems.

During the fiscal year we demonstrated at major pleasure craft shows our newly developed Express Joystick System® (EJS™). This remarkable system, based on our QuickShift® marine transmissions and EC300 controls, unites control of all conventional driveline propulsion components – engine, transmission, propeller – plus thrusters into one joystick control system. The EJS affords boat operators unparalleled precision and ease in slow-speed maneuvering.

The response to the EJS was overwhelmingly positive, and we have taken orders from boat builders with whom we previously had no sales. We feel well positioned to offer builders extremely useful and differentiating technology, which will help those early adopters gain market share while the overall markets remain weak.



Top: Longtime customer of Twin Disc Arneson Surface Drives, Pershing Yachts puts its Pershing *90*, equipped with twin 2000-hp (1491-kW) MTUs driving Arneson ASD16s, through its 44-knot paces in the Adriatic Sea.

During the fiscal year our engineers in Italy developed a hybrid drive system for our QuickShift® transmissions. During docking, idle and slow speed maneuvering and acceleration to cruise, Twin Disc QuickShift® Hybrid Transmissions provide the responsiveness, power, quiet and fuel savings of electric drive propulsion. At cruise the propulsion system switches to diesel power for efficient endurance running. The transmission captures flywheel rotational energy to recharge electric drive batteries.

Above and left: The Twin Disc Express Joystick System (EJS), evolved from the QuickShift® transmission and EC300 controls, revolutionizes docking and slow-speed maneuvering for diesel-powered, conventional driveline boats. It gives instant access to full or incremental power in any direction, immediate yet shockless shifting from forward to reverse, and propeller control down to 50 rpm. The EJS simultaneously actuates and controls engines, transmissions and thrusters. With intuitive, easy fingertip movements the boat operator can instantaneously control all aspects of vessel direction and speed.

Right: Built by Power Boat Shipyard, this 52' Superboat in Sao Vicente, Brazil, achieves a top speed of 70 knots via three 440-hp (328-kW) Yanmar engines driving Arneson ASD8 Surface Drives through Twin Disc MG-5061A transmissions.

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, 2010
Commission File Number 1-7635

TWIN DISC, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Wisconsin	39-0667110
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
1328 Racine Street, Racine, Wisconsin	53403
(Address of Principal Executive Office)	(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:
Common stock, no par	The NASDAQ Stock Market, LLC
Preferred stock purchase rights	The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) 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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [ ]

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
Large Accelerated Filer [ ] Accelerated Filer [√] Non-accelerated Filer [ ] Smaller Reporting Company [ ]

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

At December 25, 2009, 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 $83,250,798. 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 18, 2010, the registrant had 11,313,006 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 15, 2010, 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.

PART I

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.

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 31% of the Company's consolidated net sales during the year ended June 30, 2010. There were no customers that accounted for 10% or more of consolidated net sales in fiscal 2010.

Unfilled open orders for the next six months of $84,419,000 at June 30, 2010, compares to $60,583,000 at June 30, 2009. The Company saw an increase in orders by oil and gas customers for the 8500 transmission system as stable oil and gas prices have driven demand for new high-horsepower rigs. 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. No material portion of the Company's business is 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 costs for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $2,347,000, $2,636,000 and $2,788,000 in fiscal 2010, 2009 and 2008, respectively. Total engineering and development costs were $7,885,000, $9,142,000 and $9,025,000 in fiscal 2010, 2009 and 2008, respectively.

The Company's development of its 7500 transmission has entered its field test phase, and the Company expects to start production in the second half of fiscal 2011. The 7500 transmission is specifically designed for oil and gas high-pressure pumping applications, and is expected to offer significant advantages in those applications over the Company's current product mix. For example, the 7500 transmission will be considerably lighter than the Company's 8500 transmission system, and will be able to fit within the frame rails of on-road fracturing rigs that don't need special permits to move from one field to another. It is also designed to work in a range of 1,500 to 2,500 horsepower, which is a larger market than the 2,500 to 3,000 horsepower application market for the Company's 8500 transmission system.

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, 2010 was 913.

A summary of financial data by segment and geographic area for the years ended June 30, 2010, 2009 and 2008 appears in Note J to the consolidated financial statements.

The Company's internet website address is www.twindisc.com. The Company makes available free of charge (other than an investor's own internet access charges) through its website the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after it electronically files such material with, or furnishes such material to, the United States Securities and Exchange Commission. In addition, the Company makes available, through its website, important corporate governance materials. This information is also available from the Company upon request. The Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

ITEM 1(a). 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, deemed immaterial or that could apply to any issuer 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. In recent 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. In the prior fiscal year, a significant decrease in oil prices, the demand for oil and capital investment in the oil and energy markets had an adverse effect on the sales of these products and ultimately on the Company's profitability. While this market has shown signs of recovery in fiscal 2010, a continued softening or further deterioration in global oil and gas markets could have a further 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.

In the event of an 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 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 were no customers that accounted for 10% or more of consolidated net sales in fiscal 2010, 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 the prospect of 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 returned 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 65% of our consolidated net sales for fiscal 2010. 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. The majority of the Company's manufacturing, based on fiscal 2010'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.

Any failure to meet our debt obligations and satisfy financial covenants could adversely affect our business and financial condition. Beginning in 2008 and continuing into 2010, general worldwide economic conditions have experienced a downturn due to the combined effects of the subprime lending crisis, general credit market crisis, collateral effects on the finance and banking industries, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. These conditions make it difficult for customers, vendors and the Company to accurately forecast and plan future business activities, and cause U.S. and foreign businesses to slow spending on products, which delay and lengthen sales cycles. These conditions led to declining revenues in several of the Company's divisions in fiscal 2009 and 2010. The Company's amended revolving credit facility and senior notes agreements require it to maintain specified quarterly financial covenants such as a minimum consolidated net worth amount, a minimum EBITDA as defined, for the most recent four fiscal quarters of $11,000,000 and a funded debt to EBITDA ratio of 3.0 or less. At June 30, 2010, the Company was in compliance with these financial covenants. Based on its annual financial plan, which reflects these actions and the softening forecast, the Company believes that it will generate sufficient EBITDA levels throughout fiscal 2011 in order to maintain compliance with its financial covenants. However, as with all forward-looking information, there can be no assurance that the Company will achieve the planned results in future periods especially due to the significant uncertainties flowing from the current economic environment. If the Company is not able to achieve these objectives and to meet the required covenants under the agreements, the Company may require forbearance from its existing lenders in the form of waivers and/or amendments of its credit facilities or be required to arrange alternative financing. Failure to obtain relief from covenant violations or to obtain alternative financing, if necessary, would have a material adverse impact on the Company.

The Company may experience negative or unforeseen tax consequences. The Company reviews the probability of the realization of our net deferred tax assets each period based on forecasts of taxable income in both the U.S. and foreign jurisdictions. This review uses historical results, projected future operating results based upon approved business plans, eligible carryforward periods, tax-planning opportunities and other relevant considerations. Adverse changes in the profitability and financial outlook in the U.S. or foreign jurisdictions may require the creation of a valuation allowance to reduce our net deferred tax assets. Such changes could result in material non-cash expenses in the period in which the changes are made and could have a material adverse impact on the Company's results of operations and financial condition.

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 six 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	Limite sull'Arno, Italy
Medley, Florida, U.S.A.	Burnaby, British Columbia, Canada	Singapore
Coburg, Oregon, U.S.A.	Brisbane, Queensland, Australia	Shanghai, China
Kent, Washington, U.S.A.	Perth, Western Australia, Australia	Guangzhou, China

The Company believes its properties are well maintained and adequate for its present and anticipated needs.

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, financial position or statement of cash flows.

ITEM 4. RESERVED

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 15, 2010.

Name	Position	Age
Michael E. Batten	Chairman and Chief Executive Officer	70
John H. Batten	President and Chief Operating Officer	45
Christopher J. Eperjesy	Vice President – Finance, Chief Financial Officer and Treasurer	42
James E. Feiertag	Executive Vice President	53
Henri-Claude Fabry	Vice President - International Distribution and Managing Director, Twin Disc International S.A.	64
Dean J. Bratel	Vice President – Engineering	46
Denise L. Wilcox	Vice President – Human Resources	53
Jeffrey S. Knutson	Corporate Controller	45
Thomas E. Valentyn	General Counsel and Secretary	51

Officers are elected annually by the Board of Directors at the Board meeting held in conjunction with each Annual Meeting of the Shareholders. Each officer holds office until a successor is duly elected, or until he/she resigns or is removed from office.

Michael E. Batten, Chairman and Chief Executive Officer. Mr. Batten has been employed with the Company since 1970, and was named Chairman and Chief Executive Officer in 1991.

John H. Batten, President and Chief Operating Officer. Effective July 1, 2008, Mr. Batten was named President and Chief Operating Officer. Prior to this promotion, Mr. Batten served as Executive Vice President since November 2004, 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.

Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Treasurer. Mr. Eperjesy joined the Company in his current role in November 2002. 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.

Henri Claude Fabry, Vice President – International Distribution and Managing Director, Twin Disc International S.A. Mr. Fabry was appointed to his current position in January 2009, after serving as Vice President – Global Distribution since 2001. 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).

Thomas E. Valentyn, General Counsel and Secretary. Mr. Valentyn joined the Company in his current role in September 2007. Prior to joining Twin Disc, Mr. Valentyn served as Vice President and General Counsel at Norlight Telecommunications, Inc. since July 2000.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol TWIN. The price information below represents the high and low sales prices from July 1, 2008 through June 30, 2010:

Fiscal Year Ended June 30, 2010

	High	Low	Dividend
First Quarter	$15.23	$6.21	$0.0700
Second Quarter	14.77	9.12	0.0700
Third Quarter	13.17	8.77	0.0700
Fourth Quarter	14.92	11.35	0.0700

Fiscal Year Ended June 30, 2009

	High	Low	Dividend
First Quarter	$22.94	$12.92	$0.0700
Second Quarter	15.38	4.02	0.0700
Third Quarter	8.12	4.54	0.0700
Fourth Quarter	9.72	6.06	0.0700

For information regarding the Company's equity-based compensation plans, see the discussion under Item 12 of this report. As of August 18, 2010, shareholders of record numbered 736. The closing price of Twin Disc common stock as of August 18, 2010, was $12.47.

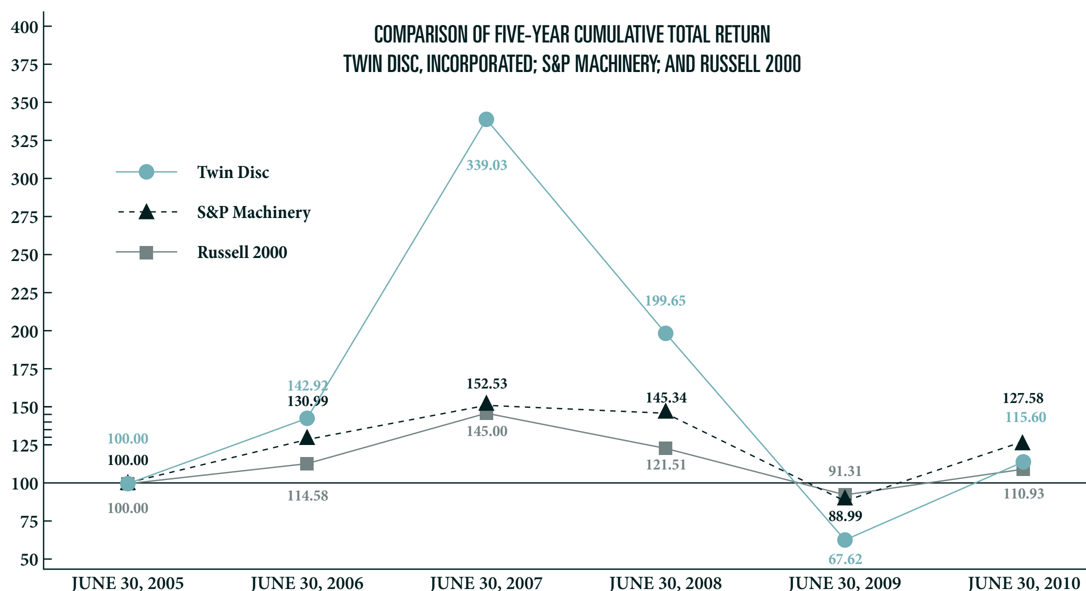
Issuer Purchases of Equity Securities

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
March 27, 2010–April 30, 2010	0	N/A	0	250,000
May 1, 2010–May 28, 2010	0	N/A	0	250,000
May 29, 2010–June 30, 2010	0	N/A	0	250,000
Total	0			

On February 1, 2008, the Board of Directors authorized the purchase of up to 500,000 shares of Common Stock at market values, of which 250,000 shares have already been purchased during the second quarter of fiscal 2009.

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 Company 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, 2005 and based upon cumulative total return values assuming reinvestment of dividends on a quarterly basis.



ITEM 6. SELECTED FINANCIAL DATA

Financial Highlights

(in thousands, except per share amounts)

Statement of Operations Data:	2010	2009	2008	2007	2006
	For the years ended June 30,				
Net sales	$227,534	$295,618	$331,694	$317,200	$243,287
Net earnings attributable to Twin Disc	597	11,502	24,252	21,852	14.453
Basic earnings per share attributable to Twin Disc common shareholders	0.05	1.04	2.15	1.88	1.26
Diluted earnings per share attributable to Twin Disc common shareholders	0.05	1.03	2.13	1.84	1.22
Dividends per share	0.28	0.28	0.265	0.205	0.1825
Balance Sheet Data (at end of period):					
Total assets	$259,056	$290,008	$304,628	$267,184	$236,172
Total long-term debt	27,211	46,348	48,227	42,152	38,369

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 years ended June 30, 2007, 2008, 2009 and 2010.

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 the Company 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)	2010	%	2009	%	2008	%
Net sales	$227,534		$295,618		$331,694	
Cost of goods sold	167,069		214,175		226,826	
Gross profit	60,465	26.6%	81,443	27.6%	104,868	31.6%
Marketing, engineering and administrative expenses	56,886	25.0%	60,470	20.5%	66,349	20.0%
Restructuring of operations	494	0.2%	1,188	0.4%	(373)	(0.1%)
Earnings from operations	$ 3,085	1.4%	$ 19,785	6.7%	$ 38,892	11.7%

Fiscal 2010 Compared to Fiscal 2009

Net Sales

Net sales decreased $68.1 million, or 23.0%, in fiscal 2010. The year-over-year movement in foreign exchange rates resulted in a net favorable translation effect on sales of $3.3 million in fiscal 2010, compared to fiscal 2009.

In fiscal 2010, sales for our worldwide manufacturing operations, before eliminating intra-segment and inter-segment sales, were lower by $82.5 million, or 31.0%, than in the prior fiscal year. Year-over-year changes in foreign exchange rates had a net favorable impact on sales of $1.0 million. Sales at the Company's domestic manufacturing location were down $37.1 million, primarily driven by lower sales of marine transmissions, industrial products and aftermarket parts, partially offset by higher sales of land-based oil and gas transmissions and surface drives for the global patrol boat market. The net remaining decrease came at the Company's European manufacturing operations and was primarily due to the impact of the continued softening experienced in the global megayacht, European commercial marine and industrial markets.

Net sales for distribution operations were down a more modest $11.0 million, or 9.8%, in fiscal 2010. Year-over-year changes in foreign exchange rates had a net favorable impact on sales of $4.9 million. The Company's distribution operation in Singapore, which serves the Asian market, saw a 3.9% year-over-year decrease in sales, off of fiscal 2009's record level. This slight decrease was primarily driven by

decreased shipments in the fourth fiscal quarter of commercial marine transmissions for Asian markets. The Company's distribution operations in Europe, Australia and the Southeastern United States experienced sharper declines versus the prior fiscal year due to the continued softening of the global megayacht and industrial markets. The Company provides marine transmissions, and propulsion and boat management systems to serve the global megayacht market.

Net sales for the Company's largest product market, marine transmission and propulsion systems, were down 22.7% compared to the prior fiscal year. Increased sales of propulsion and transmission systems for the military patrol boat market were up significantly, but were more than offset by continued weakness in the European megayacht market as well as some softening off of record levels in the commercial marine market. Sales of the Company's boat management systems manufactured at our Italian operation and servicing the global megayacht market, were off approximately 40% versus the prior fiscal year. This was primarily driven by continued weakening in sales to builders of megayachts. In the off-highway transmission market, the year-over-year decrease of just over 10% can be attributed primarily to decreased sales of the Company's vehicular transmissions for the airport, rescue and fire fighting (ARFF) and agricultural tractor markets, only partially offset by increased transmission sales in land-based oil field markets. Sales of transmission systems for the military market were relatively flat year-over-year. The decrease experienced in the Company's industrial products of roughly 29% was due to decreased sales in the agriculture, mining and general industrial markets, primarily in the North American and Italian markets, partially offset by increased activity related to oil field markets.

The elimination for net intra-segment and inter-segment sales decreased $25.4 million, or 30.7%, from $82.6 million in fiscal 2009 to $57.2 million in fiscal 2010. Year-over-year changes in foreign exchange rates had a net unfavorable impact of $2.6 million on net intra-segment and inter-segment sales.

Gross Profit

In fiscal 2010, gross profit decreased $21.0 million, or 25.8%, to $60.5 million. Gross profit as a percentage of sales decreased 100 basis points in fiscal 2010 to 26.6%, compared to 27.6% in fiscal 2009. The table below summarizes the gross profit trend by quarter for fiscal years 2010 and 2009:

Gross Profit *($ millions)*	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year
2010	$ 9.7	$14.8	$16.5	$19.5	$60.5
2009	$20.1	$22.9	$19.2	$19.2	$81.4
Percentage of Sales					
2010	20.7%	26.8%	27.1%	30.2%	26.6%
2009	27.6%	28.1%	27.6%	26.7%	27.6%

There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2010. Gross margin for the year was unfavorably impacted by lower volumes, extended shutdowns in the first half of the fiscal year at the Company's domestic and European manufacturing operations, and an increase in expenses related to the Company's defined benefit plans. The Company estimates the net unfavorable impact of lower volumes on gross margin in fiscal 2010 was approximately $27 million. On June 3, 2009, the Company announced it would freeze future accruals under the domestic defined benefit pension plans effective August 1, 2009. This resulted in a curtailment gain of $1.7 million recorded in the fourth quarter of fiscal 2009. Of this amount, $1.2 million was recorded as income in cost of goods sold, with the remainder recorded in ME&A expenses. As a result, there was a net increase in the defined benefit pension expense recorded in cost of goods sold of $2.8 million, from a net benefit of $(0.5) million in fiscal 2009 to a net expense of $2.3 million in fiscal 2010 (see Note M of the Notes to the Consolidated Financial Statements). The net impact of this change was to decrease gross profit as a percentage of sales by nearly 120 basis points. The above were partially offset by a favorable shift in product mix, primarily related to oil field product in the second half of the fiscal year (estimated impact was $0.7 million), selective pricing actions, and lower warranty expenses. Total warranty expense decreased over $2.7 million in the current fiscal year, from $6.4 million in fiscal 2009 to $3.7 million in fiscal 2010 (see Note F of the Notes to the Consolidated Financial Statements). The decrease in warranty expense can be attributed to a decrease in volume and an overall reduction in specific warranty campaigns that were experienced in fiscal 2009. The net impact of this change was to increase gross profit as a percentage of sales by nearly 50 basis points. In addition, the year-over-year movement in foreign exchange rates, primarily driven by movements in the euro and Asian currencies, resulted in a net favorable translation effect on gross profit of $1.2 million in fiscal 2010, compared to fiscal 2009.

Marketing, Engineering and Administrative (ME&A) Expenses

Marketing, engineering, and administrative (ME&A) expenses decreased $3.6 million, or 5.9%, in fiscal 2010 versus fiscal 2009. As a percentage of sales, ME&A expenses increased by 450 basis points to 25.0% in fiscal 2010, compared to 20.5% in fiscal 2009. The table below summarizes significant changes in certain ME&A expenses for the fiscal year:

	Fiscal Year Ended		
$ thousands – (Income)/Expense	June 30, 2010	June 30, 2009	Increase/(Decrease)
Pension	$2,044	$ 413	$1,631
Stock Based Compensation	505	(581)	1,086
Severance	—	1,308	(1,308)
Domestic/Corporate IT Expenses	4,847	5,740	(893)
			516
		Foreign Currency Translation	924
			1,440
		All Other, Net	(5,024)
			$(3,584)

The net remaining decrease in ME&A expenses for the year of $5,024,000 primarily relates to the global cost reduction initiatives implemented by the Company at the end of fiscal 2009. As announced in June 2009, the actions included a reduction of annual base salaries of the Company's salaried employees including all executive officers, removal of the fiscal 2010 bonus/incentive plan, changes to several benefit programs, an across-the-board reduction of marketing, advertising, travel and entertainment expenses, and staff reductions and layoffs. In fiscal 2009, the decrease in stock-based compensation expense for executive officers was primarily driven by the reversal of accruals for long-term incentive compensation awards for fiscal years 2010 and 2011, due to the low probability of achieving the threshold performance levels (see Note K of the Notes to the Consolidated Financial Statements). The severance charge in fiscal 2009 related to actions announced in the second quarter at the Company's Belgian operation. In fiscal 2009, domestic and corporate IT expenses included a higher level of spending related to the implementation of the Company's new global ERP system.

Restructuring of Operations
During the fourth quarter of fiscal 2009, the Company recorded a pre-tax restructuring charge of $948,000 related to a workforce reduction at its Racine, Canadian and Australian operations. The charge consisted of severance costs for 22 salaried employees and voluntary early retirement charges for an additional 16 manufacturing employees. During fiscal 2009, the Company made cash payments of $180,000, resulting in an accrual balance at June 30, 2009, of $767,000. The remainder of this balance was paid during fiscal 2010, resulting in no accrual balance at June 30, 2010.

During the fourth quarter of fiscal 2007, the Company recorded a pre-tax restructuring charge of $2,652,000 related to a workforce reduction at its Belgian operation to improve 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. An adjustment was made in the fourth quarter of fiscal 2009, resulting in a pre-tax expense of $240,000 related to legally required inflationary adjustments to benefits. An additional adjustment was made in the fourth quarter of fiscal 2010, resulting in a pre-tax expense of $342,000 primarily related to a Belgian legislation change surrounding the prepension costs and legally required inflationary adjustments. During fiscal 2010 and 2009, the Company made cash payments of $152,000 and $120,000, respectively. The exchange impact in fiscal 2010 was to reduce the accrual by $292,000. Accrued restructuring costs were $2,315,000 and $2,417,000 at June 30, 2010 and 2009, respectively.

The Company recorded a restructuring charge of $2,076,000 in the fourth quarter of fiscal 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. An adjustment was made in the fourth quarter of fiscal 2010, resulting in a pre-tax expense of $138,000 primarily related to a Belgian legislation change surrounding the prepension costs and legally required inflationary adjustments. During fiscal 2010 and 2009, the Company made cash payments of $192,000 and $200,000, respectively. The exchange impact in fiscal 2010 was to reduce the accrual by $122,000. Accrued restructuring costs were $945,000 and $1,121,000 at June 30, 2010 and 2009, respectively.

Interest Expense
Interest expense decreased by $0.2 million, or 8.2%, in fiscal 2010. Total interest on the Company's $35 million revolving credit facility ("revolver") decreased $0.2 million from $0.8 million in fiscal 2009 to $0.6 million in fiscal 2010. This decrease can be attributed to an overall decrease in the average borrowings year-over-year partially offset by an increase in the interest rate on the revolver year-over-year. The average borrowing on the revolver, computed monthly, decreased to $14.4 million in fiscal 2010, compared to $24.0 million in fiscal 2009. Partially offsetting the average decreased borrowing, the interest rate on the revolver increased from a range of 1.69% to 4.00% in fiscal 2009 to 4.00%, the rate floor, for all of fiscal 2010. Interest expense for the Company's $25 million Senior Notes, which carry a fixed interest rate of 6.05%, remained flat at $1.5 million. The net remaining interest expense of $0.2 million was from various borrowings at the Company's foreign subsidiaries.

Income Taxes
For 2010, the effective tax rate was 57.6 percent, compared to 34.7 percent last fiscal year. The increased rate for 2010 was primarily due to the impact of permanent items, which remained relatively constant with the prior year, but had a greater impact on the tax rate due to the low base of earnings. In addition, the prior fiscal year included a 3.0 percentage point benefit (rate reduction) related to an increase in foreign tax credits, which resulted in the relatively low rate for fiscal 2009.

Order Rates
As of June 30, 2010, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $84.4 million, or approximately 40% higher than the six-month backlog of $60.6 million as of June 30, 2009. The improvement in backlog is a result of increased orders by oil and gas customers for the Company's 8500 transmission system as stable oil and gas prices have driven demand for new high-horsepower rigs. With oil and gas prices remaining firm, the Company is optimistic demand for these transmissions will continue. In addition, the Company continues to work on the development of its 7500 transmission and expects to start production in the second half of fiscal 2011.

Fiscal 2009 Compared to Fiscal 2008

Net Sales
Net sales decreased $36.1 million, or 10.9%, in fiscal 2009. The year-over-year movement in foreign exchange rates resulted in a net unfavorable translation effect on sales of $4.8 million in fiscal 2009, compared to fiscal 2008.

In fiscal 2009, sales for our worldwide manufacturing operations, before eliminating intra-segment and inter-segment sales, were $33.1 million, or 11.1%, lower than in the prior fiscal year. Year-over-year changes in foreign exchange rates had a net unfavorable impact on sales of $5.9 million. Sales at the Company's domestic manufacturing location were down $19.8 million, primarily driven by lower sales of land-based oil and gas transmissions, and surface drives for the global megayacht market. The net remaining decrease came at the

Company's European manufacturing operations and was primarily due to the impact of the softening experienced in the second half of the fiscal year in the megayacht market. Softening demand as a result of the global economic slowdown unfavorably impacted shipments and order rates in the third and fourth fiscal quarters.

Net sales for distribution operations were down $3.3 million, or 2.9%, in fiscal 2009. Year-over-year changes in foreign exchange rates had a net unfavorable impact on sales of $2.2 million. The Company's distribution operation in Singapore, which serves the Asian market, saw a 35% year-over-year increase in sales. This increase was primarily driven by increased shipments of commercial marine transmissions for Asian markets. Offsetting the increase experienced in Asia, the Company's distribution operations in Europe, Australia and the Southeastern United States experienced declines versus the prior fiscal year due to the continued softening of the global megayacht market. The Company provides marine transmissions, and propulsion and boat management systems to serve this market.

Net sales for the Company's largest product market, marine transmission and propulsion systems, were roughly flat compared to the prior fiscal year. Sales of the Company's boat management systems manufactured at our Italian operation and servicing the global megayacht market, were off approximately 30% versus the prior fiscal year. This was primarily driven by second half fall-off in sales to builders of megayachts. In the off-highway transmission market, the year-over-year decrease of nearly 19% can be attributed primarily to decreased transmission sales in land-based oil field markets, only partially offset by increased sales of the Company's transmissions for the agricultural tractor market. Sales of the Company's vehicular transmissions for the airport rescue and fire fighting and military markets remained at or slightly above year ago levels. The decrease experienced in the Company's industrial products of roughly 10% was also due in part to the decreased activity related to oil field markets as well as decreased sales into the agriculture, mining and general industrial markets, primarily in the North American and Italian markets.

The elimination for net intra-segment and inter-segment sales decreased $0.4 million, or 0.4%, from $82.9 million in fiscal 2008 to $82.5 million in fiscal 2009. Year-over-year changes in foreign exchange rates had a net favorable impact of $3.2 million on net intra-segment and inter-segment sales.

Gross Profit

In fiscal 2009, gross profit decreased $23.4 million, or 22.3%, to $81.4 million. Gross profit as a percentage of sales decreased 400 basis points in fiscal 2009 to 27.6%, compared to 31.6% in fiscal 2008. There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2009. Gross margin for the year was unfavorably impacted by lower volumes (estimated impact of $15 million), an unfavorable shift in product mix, and an increase in warranty expenses ($1.7 million). In addition, 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 $3.3 million in fiscal 2009, compared to fiscal 2008. These adverse effects were partially offset by selective pricing actions, improvements achieved through the Company's outsourcing and cost-reduction programs and lower domestic bonus expense. On June 3, 2009, the Company announced it would freeze future accruals under the domestic defined benefit pension plans effective August 1, 2009. This resulted in a curtailment gain of $1.7 million recorded in the fourth quarter of fiscal 2009. Of this amount, $1.2 million was recorded as income in cost of goods sold, with the remainder recorded in ME&A expenses. In addition, the Company's Belgian operation's gross margin was favorably affected by the continued relative strength of the euro versus the U.S. dollar, when compared to the average rate in fiscal 2008. 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 to U.S. dollar exchange rate, computed monthly, in fiscal 2009 was $1.37, which was 7.3% lower than in fiscal 2008. It is estimated that the year-over-year effect of a weaker euro, on average, was to improve margins at our Belgian subsidiary by nearly $1.4 million.

Marketing, Engineering and Administrative (ME&A) Expenses

Marketing, engineering, and administrative (ME&A) expenses decreased $5.9 million, or 8.9%, in fiscal 2009 versus fiscal 2008. As a percentage of sales, ME&A expenses increased by 50 basis points to 20.5% in fiscal 2009, compared to 20.0% in fiscal 2008. The table below summarizes significant changes in certain ME&A expenses for the fiscal year:

	Fiscal Year Ended		
$ thousands – (Income)/Expense	June 30, 2009	June 30, 2008	Increase/(Decrease)
Domestic Bonus	$ —	$3,100	$(3,100)
Stock Based Compensation	(581)	1,879	(2,460)
Pension	(88)	261	(349)
Severance	1,308	—	1,308
Domestic/Corporate IT Expenses	5,740	4,419	1,321
			(3,280)
Foreign Currency Translation			(1,544)
			(4,824)
All Other, Net			(1,055)
			$(5,879)

The decrease in domestic bonus compensation is due to the fact that the annual incentive targets for fiscal year 2009 were not achieved and as a result no bonuses were accrued. The decrease in stock-based compensation expense for executive officers is primarily driven by the reversal of accruals for long-term incentive compensation awards for fiscal years 2010 and 2011, due to the low probability of achieving the threshold performance levels (see Note K of the Notes to the Consolidated Financial Statements). The severance charge related to actions announced in the second quarter of fiscal 2009 at the Company's Belgian operation. The increase in domestic and corporate IT expenses primarily represents increased depreciation expense related to the implementation of the Company's new global ERP system. The net remaining decrease in ME&A expenses primarily relates to global cost reduction initiatives implemented by the Company in the second half of fiscal 2009.

Restructuring of Operations
During the fourth quarter of fiscal 2009, the Company recorded a pre-tax restructuring charge of $948,000 related to a workforce reduction at its Racine, Canadian and Australian operations. The charge consisted of severance costs for 22 salaried employees and voluntary early retirement charges for an additional 16 manufacturing employees. During fiscal 2009, the Company made cash payments of $180,000, resulting in an accrual balance at June 30, 2009, of $767,000.

During the fourth quarter of fiscal 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. This charge was adjusted in the fourth quarter of fiscal 2008, resulting in a pre-tax benefit of $373,000, due to final negotiations primarily related to notice period pay. A further adjustment was made in the fourth quarter of fiscal 2009, resulting in a pre-tax expense of $240,000 related to legally required inflationary adjustments to benefits. During fiscal 2009 and 2008, the Company made cash payments of $120,000 and $103,000, respectively. The exchange impact in fiscal 2009 was to reduce the accrual by $296,000. Accrued restructuring costs were $2,417,000 and $2,603,000 at June 30, 2009 and 2008, respectively.

The Company recorded a restructuring charge of $2,076,000 in the fourth quarter of fiscal 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 fiscal 2009 and 2008, the Company made cash payments of $200,000 and $262,000, respectively. The exchange impact in fiscal 2009 was to reduce the accrual by $137,000. Accrued restructuring costs were $1,121,000 and $1,465,000 at June 30, 2009 and 2008, respectively.

Interest Expense
Interest expense decreased by $0.6 million, or 18.1%, in fiscal 2009. Total interest on the Company's $35 million revolving credit facility ("revolver") decreased $0.6 million from $1.3 million in fiscal 2008 to $0.7 million in fiscal 2009. This decrease can be attributed to a decrease in the interest rate on the revolver year-over-year which more than offset an overall increase in the average borrowings year-over-year. The average borrowing on the revolver, computed monthly, increased to $24.0 million in fiscal 2009, compared to $22.8 million in fiscal 2008. More than offsetting the average increased borrowing, the interest rate on the revolver decreased from a range of 3.71% to 6.97% in fiscal 2008 to a range of 1.69% to 4.00% in fiscal 2009. Interest expense for the Company's $25 million Senior Notes, which carry a fixed interest rate of 6.05%, remained flat at $1.5 million. The net remaining interest expense of $0.2 million was from various borrowings at the Company's foreign subsidiaries.

Income Taxes
In fiscal 2009 and 2008, the Company's effective tax rate approximated 34.7% and 30.9%, respectively. The primary cause for the increase is the one-time benefit recorded in fiscal 2008 related to adjusting the Italian deferred tax balance for the new reduced Italian tax rate (see Note N of the Notes to the Consolidated Financial Statements).

Order Rates
As of June 30, 2009, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $60.6 million, or approximately 50% lower than the six-month backlog of $120.8 million as of June 30, 2008. The Company's domestic manufacturing operation saw an increase in backlog for airport rescue and fire fighting and military vehicular transmissions. This was more than offset by decreases in the six-month backlogs for marine and oil and gas transmissions, industrial products and propulsion systems, due to continued softening in the end markets for these products. The Company's European manufacturing operations saw a net decrease in their six-month backlogs, primarily for products serving the Italian and global megayacht markets.

Liquidity and Capital Resources

Fiscal Years 2010, 2009 and 2008
The net cash provided by operating activities in fiscal 2010 totaled $35.1 million, an increase of $23.5 million, or 203%, versus fiscal 2009. The net increase was driven by a net decrease in working capital, primarily due to decreases in net inventories and trade accounts receivable balances, partially offset by a net decrease in net earnings of $11.1 million. The net decrease in inventory came primarily at the Company's European manufacturing locations and its distribution operation in Singapore. The decrease in trade accounts receivable was a result of lower sales in the second half of fiscal 2010 compared to the same period in fiscal 2009 as well as a continued effort to collect outstanding receivables balances globally.

The net cash provided by operating activities in fiscal 2009 totaled $11.6 million, a decrease of $8.3 million, or 42%, versus fiscal 2008. The net decrease was driven primarily by a net decrease in net earnings of $12.6 million, partially offset by decreases in working capital, primarily accounts payable and accrued liabilities. The decrease in accounts payable can primarily be attributed to the general volume decline in the fourth fiscal quarter as well as reduced inventories at the Company's manufacturing locations. The decrease in accrued liabilities primarily relates to the reduction in bonus and stock-based compensation accruals versus the end of the prior fiscal year. The net increase in inventory came primarily at the Company's distribution operation in Singapore, which saw double-digit sales growth throughout fiscal 2009 when compared to the same period in fiscal 2008.

The net cash provided by operating activities in fiscal 2008 totaled $19.9 million, an increase of $2.2 million, or 13%, versus fiscal 2007. The net increase was driven primarily by a net increase in earnings of $2.3 million partially offset by increases in working capital, primarily inventories, and a decrease in accrued retirement benefits. The increase in inventory came primarily at the Company's European manufacturing operations and distribution operations in the Pacific Basin.

The net cash used for investing activities in fiscal 2010 of $4.6 million consisted primarily of capital expenditures for machinery and equipment at our domestic and Belgian manufacturing operations, and the continuation of the global implementation of a new ERP system started in fiscal 2007. In fiscal 2010, the Company spent $4.5 million for capital expenditures, down from $8.9 million and $15.0 million in fiscal years 2009 and 2008, respectively. The software costs associated with the new ERP have been substantially paid for and were capitalized as appropriate in fiscal years 2007 and 2008.

The net cash used for investing activities in fiscal 2009 of $7.8 million consisted primarily of capital expenditures for machinery and equipment at our domestic and Belgian manufacturing operations, and the continuation of the global implementation of a new ERP system started in fiscal 2007. In fiscal 2010, the Company expects to complete the majority of the remaining ERP implementation work for its foreign manufacturing and distribution operations. The software costs associated with the new ERP have been substantially paid for and capitalized as appropriate in fiscal years 2007 and 2008.

The net cash used for investing activities in fiscal 2008 of $14.7 million consisted primarily of capital expenditures for machinery and equipment at our domestic and Belgian manufacturing operations, and the continuation of the implementation of a new ERP system started in fiscal 2007 at our domestic manufacturing location in Racine. The software costs associated with the new ERP have been substantially paid for and capitalized as appropriate in fiscal years 2007 and 2008.

In fiscal 2010, the net cash used by financing activities of $23.2 million consisted primarily of payments on long-term debt and dividends paid to shareholders of the Company.

In fiscal 2009, the net cash used by financing activities of $4.2 million consisted primarily of dividends paid to shareholders of the Company and the purchase of shares of the Company's outstanding common stock under a Board-authorized stock repurchase program, offset by net borrowings on the Company's revolving credit facility. In the second fiscal quarter of 2009, the Company repurchased a total of 250,000 shares of its outstanding common stock at an average price of $7.25 per share, for a total of $1.8 million. In addition, the Company paid $3.1 million in dividends to its shareholders, a 3.5% increase over fiscal 2008. These were offset by over $2.8 million in additional borrowings under the Company's revolving credit facility.

In fiscal 2008, the net cash used by financing activities of $12.6 million consisted primarily of the purchase of shares of the Company's outstanding common stock under a Board-authorized stock repurchase program. In the first and third fiscal quarters of 2008, the Company repurchased a total of 660,000 shares of its outstanding common stock at an average price of $23.70 per share, for a total of $15.6 million. In addition, the Company paid $3.0 million in dividends to its shareholders, a 25% increase over fiscal 2007. These were offset by over $5 million in additional borrowings under the Company's revolving credit facility.

Future Liquidity and Capital Resources

In December 2002, the Company entered into a $20,000,000 revolving loan agreement with M&I Marshall & Ilsley Bank ("M&I"), 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). During the fourth quarter of fiscal 2009, the term was further extended to May 31, 2012 and the funded debt to four quarter EBITDA maximum was increased from 2.5 to 3.0. This agreement contains certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants include a minimum consolidated net worth amount, a minimum EBITDA for the most recent four fiscal quarters of $11,000,000 at June 30, 2010, and a maximum total funded debt to EBITDA ratio of 3.0 at June 30, 2010. As of June 30, 2010, the Company was in compliance with these covenants with a four quarter EBITDA total of $13,688,000 and a funded debt to EBITDA ratio of 2.27. The minimum net worth covenant fluctuates based upon actual earnings and is subject to adjustment for certain pension accounting adjustments to equity. As of June 30, 2010, the minimum equity requirement was $101,836,000 compared to an actual result of $122,460,000 after all required adjustments. The outstanding balance under the revolving loan agreement of $9,000,000 and $22,450,000 at June 30, 2010 and June 30, 2009, respectively, is classified as long-term debt. In accordance with the loan agreement as amended, the Company has the option of borrowing at the prime interest rate or LIBOR plus an additional "Add-On," between 2% and 3.5%, depending on the Company's Total Funded Debt to EBITDA ratio, subject to a minimum interest rate of 4%. The rate was 4.0% at June 30, 2010 and 2009, 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 outstanding balance was $21,428,571 and $25,000,000 at June 30, 2010 and 2009, respectively. Of the outstanding balance, $3,571,429 was classified as a current maturity of long-term debt at June 30, 2010 and 2009, respectively. The remaining $21,428,571 and $17,857,142 is classified as long-term debt as of June 30, 2010 and 2009, respectively. 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.

Four quarter EBITDA and total funded debt are non-GAAP measures, and are included herein for the purpose of disclosing the status of the Company's compliance with the four quarter EBITDA covenant and the total funded debt to four quarter EBITDA ratio covenant described above. In accordance with the Company's revolving loan agreement with M&I and the Note Agreement:

- "Four quarter EBITDA" is defined as "the sum of (i) Net Income plus, to the extent deducted in the calculation of Net Income, (ii) interest expense, (iii) depreciation and amortization expense, and (iv) income tax expense;" and
- "Total funded debt" is defined as "(i) all Indebtedness for borrowed money (including without limitation, Indebtedness evidenced by promissory notes, bonds, debentures and similar interest-bearing instruments), plus (ii) all purchase money Indebtedness, plus (iii) the principal portion of capital lease obligations, plus (iv) the maximum amount which is available to be drawn under letters of credit then outstanding, all as determined for the Company and its consolidated Subsidiaries as of the date of determination, without duplication, and in accordance with generally accepted accounting principles applied on a consistent basis."
- "Total funded debt to four quarter EBITDA" is defined as the ratio of total funded debt to four quarter EBITDA calculated in accordance with the above definitions.

The Company's total funded debt as of June 30, 2010 and 2009, was equal to the total debt reported on the Company's June 30, 2010 and 2009, Consolidated Balance Sheet, and therefore no reconciliation is included herein. The following table sets forth the reconciliation of the Company's reported Net Earnings to the calculation of four quarter EBITDA for the four quarters ended June 30, 2010:

Four Quarter EBITDA Reconciliation

Net Earnings	$ 597,000
Depreciation & Amortization	9,817,000
Interest Expense	2,282,000
Income Taxes	992,000
Four Quarter EBITDA	$13,688,000

Total Funded Debt to Four Quarter EBITDA

Total Debt	$31,131,000
Divided by: Four Quarter EBITDA	13,688,000
Total Funded Debt to Four Quarter EBITDA	2.27

As of June 30, 2010, the Company was in compliance with all of the covenants described above. As of June 30, 2010, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $84.4 million, or approximately 40% higher than the six-month backlog of $60.6 million as of June 30, 2009. In light of the increasing order backlog and overall improving business trends in some of the Company's key product markets, in particular the global land-based oil & gas transmission market, the Company does not expect to violate any of its financial covenants in fiscal 2011. The current margin surrounding ongoing compliance with the above covenants, in particular, minimum EBITDA for the most recent four fiscal quarters and total funded debt to EBITDA, are expected to improve beginning in the first quarter of fiscal 2011 and continuing thereafter. Please see the factors discussed under Item 1A, Risk Factors, of this Form 10-K for further discussion of this topic.

The Company's balance sheet remains very strong, there are no off-balance-sheet arrangements other than the operating leases listed below, and we continue to have sufficient liquidity for near-term needs. The Company had $26.0 million of available borrowings on our $35 million revolving loan agreement as of June 30, 2010, and continues to generate enough cash from operations to meet our operating and investing needs. For the year ended June 30, 2010, the Company generated net cash from operating activities of $35.1 million. As of June 30, 2010, the Company also had cash of $19.0 million, primarily at its overseas operations. These funds, with limited restrictions, are available for repatriation as deemed necessary by the Company. In the third fiscal quarter, the Company used roughly $2 million of cash at its European operations to pay down some of its local debt. In fiscal 2011, the Company expects to contribute $2,206,000 to its defined benefit plans, the minimum contributions required. However, if the Company elects to make voluntary contributions in fiscal 2011, it intends to do so using cash from operations and, if necessary, from available borrowings under existing credit facilities.

Net working capital decreased approximately $19.5 million, or 18.8%, in fiscal 2010, and the current ratio decreased to 2.3 at June 30, 2010, from 2.5 at June 30, 2009. The decrease in net working capital was primarily driven by a decrease in accounts receivable and inventories.

Twin Disc expects capital expenditures to be between $10 and $15 million in fiscal 2011. These anticipated expenditures reflect the Company's plans to continue investing in modern equipment and facilities, its global sourcing program and new products.

Management believes that available cash, the credit facility, cash generated from future operations, existing lines of credit and potential 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 sheet arrangements, other than operating leases, as of June 30, 2010 and 2009.

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	$ 9,000	—	$9,000	—	—
Long-term debt	$ 22,131	$3,920	$7,470	$7,142	$3,599
Operating leases	$ 5,573	$2,694	$2,549	$ 154	$ 176

The table above does not include tax liabilities for unrecognized tax benefits totaling $808,000, excluding related interest and penalties, as the timing of their resolution cannot be estimated. See Note N of the Consolidated Financial Statements for disclosures surrounding uncertain income tax positions.

The Company maintains defined benefit pension plans for some of its operations in the United States and Europe. The Company has established the Pension Committee to manage the operations and administration of the defined benefit plans. The Company estimates that fiscal 2011 contributions to all defined benefit plans will total $2,206,000.

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.

The Company's significant accounting policies are described in Note A to the consolidated financial statements. 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:

Accounts Receivable
Twin Disc performs ongoing credit evaluations of our customers and adjusts credit limits based on payment history and the customer's credit-worthiness 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.

Goodwill
In conformity with U.S. GAAP, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that an impairment might exist. The Company performs impairment reviews for its reporting units using a fair-value method based on management's judgments and assumptions or third party valuations. The Company is subject to financial statement risk to the extent the carrying amount of a reporting unit exceeds its fair value. The impairment testing performed by the Company at June 30, 2010, indicated that the estimated fair value of each reporting unit exceeded its corresponding carrying value, including goodwill and as such, no impairment existed at that time. While the Company believes its judgments and assumptions were reasonable, different assumptions, economic factors and/or market indicators could change the estimated fair values of the Company's reporting units and, therefore, impairment charges could be required in the future.

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 health care 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 health care cost trend rates as of that date. The approach used to determine the annual assumptions are as follows:

Discount rate – based on the Hewitt Top Quartile Yield Curve at June 30, 2010, as applied to expected payouts from the pension plans. This yield curve is made up of Corporate Bonds rated AA or better.

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 Generational Mortality Table for fiscal 2008, 2009 and 2010.

Health Care 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 ASC Topic 740, "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'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 certain foreign subsidiaries. The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carry-back and carry-forward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset.

Recently Issued Accounting Standards
In April 2010, the Financial Accounting Standards Board ("FASB") issued a standards update providing guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition. Consideration that is contingent on achievement of a milestone in its entirety may be recognized as revenue in the period in which the milestone is achieved only if the milestone is judged to meet certain criteria to be considered substantive. This update is effective for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010, with early adoption permitted. This standards update is not expected to have a material impact on the Company's financial statements.

In February 2010, the FASB issued a standards update removing the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This update was effective upon issuance, and has been incorporated in this report.

In August 2009, the FASB issued a clarification on fair value measurements. This clarification provides that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the techniques provided for in this update. This clarification was effective in the first reporting period following issuance (the Company's first quarter of fiscal 2010), and did not have a material impact on the Company's financial statements.

In June 2009, the FASB issued the FASB Accounting Standards Codification ("Codification"). The Codification is the single source of authoritative U.S. generally accepted accounting principles recognized by the FASB, and is to be applied for financial statements issued for interim and annual periods ending after September 15, 2009. The Codification is not intended to change GAAP and did not have an effect on our financial position, results or liquidity.

In June 2009, the FASB issued an amendment changing how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. New disclosures will be required regarding involvement with variable interest entities and any significant changes in risk exposure due to that involvement. This change will be effective for the start of the first fiscal year beginning after November 15, 2009, (July 1, 2010, for the Company) and is not expected to have a material impact on the Company's financial statements.

In June 2009, the FASB issued a revision which will require more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. It eliminates the concept of a "qualifying special-purpose entity," and changes the requirements for derecognizing financial assets, and requires additional disclosures. This change will be effective for the start of the first fiscal year beginning after November 15, 2009, (July 1, 2010, for the Company) and is not expected to have a material impact on the Company's financial statements.

In April 2009, the FASB issued an update that requires disclosure about the fair value of financial instruments whenever summarized financial information for interim periods is issued, and requires disclosure of the fair value of all financial instruments (where practicable) in the body or accompanying notes of interim and annual financial statements. This update was effective for the Company's first quarter of fiscal 2010, and appropriate disclosures have been included herein.

In March 2009, the FASB concluded that vested share-based payment awards that entitle holders to receive nonforfeitable dividends declared on common stock are participating securities. Accordingly, those awards should be considered in the calculation of earnings per share using the two class method. This guidance is effective for fiscal years beginning after December 15, 2008. The Company implemented this provision in the first fiscal quarter of 2010, with no material impact to the financial statements.

In December 2008, the FASB issued additional guidance on an employer's disclosures regarding plan assets of a defined benefit pension or other postretirement plan. The objectives of the disclosures required under this guidance are to provide users of financial statements with an understanding of:

a) How investment allocation decisions are made;
b) The major categories of plan assets;
c) The inputs and valuation techniques used to measure the fair value of plan assets;
d) The effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period; and
e) Significant concentrations of risk within plan assets.

These disclosures about plan assets are required for fiscal years ending after December 15, 2009. The Company has adopted these new disclosure requirements with this report (See Note M – Pension and Other Postretirement Benefit Plans).

In April 2008, the FASB issued an update that amends the factors to be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. The intent of this update is to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows used to measure the fair value of the asset. This change was effective for the Company's first quarter of fiscal 2010, and had no material impact on the Company's financial statements.

In December 2007, the FASB established new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary, and includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. This new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company implemented this new standard in the first fiscal quarter of 2010, with minimal impact to the presentation of the financial statements.

In September 2006, the FASB issued guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The final phase of this guidance was adopted by the Company in fiscal 2010, with no material impact to the 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 currency exchange rates. To reduce such risks, the Company selectively uses financial instruments and other proactive 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. Discussion of the Company's accounting policies and further disclosure relating to financial instruments is included in Note A to the consolidated financial statements.

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. The Company currently has a $35 million revolving loan agreement, which is due to expire on May 31, 2012. In accordance with the loan agreement as amended, the Company has the option of borrowing at the prime interest rate or LIBOR plus an additional "Add-On," between 2% and 3.5%, depending on the Company's Total Funded Debt to EBITDA ratio, subject to a minimum interest rate of 4%. Due to the relative stability of interest rates, the Company did not utilize any financial instruments at June 30, 2010, 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 $36,000.

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. Direct material cost as a percent of total cost of goods sold was 56.2% for fiscal 2010.

Currency risk – The Company has exposure to foreign currency exchange fluctuations. Approximately thirty percent of the Company's revenues in the year ended June 30, 2010, were denominated in currencies other than the U.S. dollar. Of that total, approximately eighty two percent was denominated in euros with the balance comprised 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 (Loss) 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 fiscal 2010 and 2009 was the euro. At June 30, 2010, the Company had no outstanding forward exchange contracts. At June 30, 2009, the Company had net outstanding forward exchange contracts to purchase U.S. dollars in the value of $156,000 with a weighted average maturity of 74 days. The fair value of the Company's contracts was a gain of $3,000 at June 30, 2009.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Consolidated Financial Statements and Financial Statement Schedule.

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

2010	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$47,057	$55,186	$60,977	$64,314	$227,534
Gross profit	9,747	14,786	16,505	19,427	60,465
Net (loss) earnings attributable to Twin Disc	(2,404)	(490)	1,451	2,040	597
Basic (loss) earnings per share attributable to Twin Disc common shareholders	(0.22)	(0.04)	0.13	0.18	0.05
Diluted (loss) earnings per share attributable to Twin Disc common shareholders	(0.22)	(0.04)	0.13	0.18	0.05
Dividends per share	0.07	0.07	0.07	0.07	0.28

2009	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$72,671	$81,598	$69,292	$72,057	$295,618
Gross profit	20,072	22,953	19,151	19,267	81,443
Net earnings attributable to Twin Disc	2,465	3,433	2,850	2,754	11,502
Basic earnings per share attributable to Twin Disc common shareholders	0.22	0.31	0.26	0.25	1.04
Diluted earnings per share attributable to Twin Disc common shareholders	0.22	0.31	0.26	0.25	1.03
Dividends per share	0.07	0.07	0.07	0.07	0.28

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, 2010.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the Company's consolidated financial statements and the effectiveness of internal control over financial reporting as of June 30, 2010, as stated in their report which is included herein.

Changes in Internal Controls Over Financial Reporting
During the fourth quarter of fiscal 2010, 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.

PART III

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 15, 2010, 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 15, 2010, 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 15, 2010, 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 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 15, 2010, which is incorporated into this report by reference. There were no changes to these procedures since the Company's last disclosure relating to these procedures.

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 15, 2010, 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 15, 2010, 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 15, 2010, which is incorporated into this report by reference.

ITEM 11. EXECUTIVE COMPENSATION
The information set forth under the captions "Executive Compensation," "Director Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report," in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 15, 2010, 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 15, 2010 under the captions "Principal Shareholders" and "Directors and Executive Officers" and incorporated into this report by reference.

For information regarding securities authorized for issuance under equity compensation plans of the Company, see "Equity Compensation Plan Information" in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 15, 2010, which is 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.

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 October 15, 2010, 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 October 15, 2010, 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 Proxy Statement for the Annual Meeting of Shareholders to be held October 15, 2010, under the heading "Fees to Independent Registered Public Accounting Firm."

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Consolidated Financial Statements

See "Index to Consolidated Financial Statements and Financial Statement Schedule," the Report of Independent Registered Public Accounting Firm and the Consolidated Financial Statements, all of which are incorporated by reference.

(a)(2) Consolidated Financial Statement Schedule

See "Index to Consolidated Financial Statements and Financial Statement Schedule," and the Consolidated Financial Statement Schedule, 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

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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 index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Twin Disc, Incorporated and its subsidiaries at June 30, 2010 and June 30, 2009, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2010 in conformity with accounting principles generally accepted in the United Sates of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) 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, 2010, 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. 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.

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

Milwaukee, Wisconsin
September 13, 2010

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

June 30, 2010 and 2009

(In thousands, except share amounts)	2010	2009
ASSETS		
Current assets:		
Cash	$ 19,022	$ 13,266
Trade accounts receivable, net	43,014	53,367
Inventories, net	72,799	92,331
Deferred income taxes	5,224	6,280
Other	7,391	8,677
Total current assets	147,450	173,921
Property, plant and equipment, net	58,243	65,799
Goodwill, net	16,440	17,509
Deferred income taxes	24,029	18,829
Intangible assets, net	6,268	7,855
Other assets	6,626	6,095
	$259,056	$290,008
LIABILITIES and EQUITY		
Current liabilities:		
Short-term borrowings and current maturities of long-term debt	$ 3,920	$ 4,421
Accounts payable	23,842	24,864
Accrued liabilities	35,545	40,967
Total current liabilities	63,307	70,252
Long-term debt	27,211	46,348
Accrued retirement benefits	72,833	60,241
Deferred income taxes	3,914	4,443
Other long-term liabilities	2,472	899
	169,737	182,183
Twin Disc shareholders' equity:		
Preferred shares authorized: 200,000; issued: none; no par value	—	—
Common shares authorized: 30,000,000; issued: 13,099,468; no par value	10,667	13,205
Retained earnings	147,438	149,974
Accumulated other comprehensive loss	(42,048)	(25,935)
	116,057	137,244
Less treasury stock, at cost (1,901,242 and 2,070,124 shares, respectively)	27,597	30,256
Total Twin Disc shareholders' equity	88,460	106,988
Noncontrolling interest	859	837
Total Equity	89,319	107,825
	$259,056	$290,008

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

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

for the years ended June 30, 2010, 2009 and 2008

(In thousands, except per share data)	2010	2009	2008
Net sales	$227,534	$295,618	$331,694
Cost of goods sold	167,069	214,175	226,826
Gross profit	60,465	81,443	104,868
Marketing, engineering and administrative expenses	56,886	60,470	66,349
Restructuring of operations	494	1,188	(373)
Earnings from operations	3,085	19,785	38,892
Other income (expense):			
Interest income	84	207	501
Interest expense	(2,282)	(2,487)	(3,038)
Other, net	835	540	(1,107)
	(1,363)	(1,740)	(3,644)
Earnings before income taxes and noncontrolling interest	1,722	18,045	35,248
Income taxes	992	6,257	10,904
Net earnings	730	11,788	24,344
Less: Net earnings attributable to noncontrolling interest, net of tax	(133)	(286)	(92)
Net earnings attributable to Twin Disc	$ 597	$ 11,502	$ 24,252
Earnings per share data:			
Basic earnings per share attributable to Twin Disc common shareholders	$ 0.05	$ 1.04	$ 2.15
Diluted earnings per share attributable to Twin Disc common shareholders	0.05	1.03	2.13
Weighted average shares outstanding data:			
Basic shares outstanding	11,063	11,097	11,279
Dilutive stock awards	96	97	133
Diluted shares outstanding	11,159	11,194	11,412
Comprehensive (loss) income:			
Net earnings	$ 730	$ 11,788	$24,344
Foreign currency translation adjustment	(9,650)	(10,458)	14,506
Benefit plan adjustments, net	(6,414)	(17,908)	(7,461)
Comprehensive (loss) income	(15,334)	(16,578)	31,389
Comprehensive earnings attributable to noncontrolling interest	(133)	(286)	(92)
Comprehensive (loss) income attributable to Twin Disc	$(15,467)	$(16,864)	$31,297

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

for the years ended June 30, 2010, 2009 and 2008 (in thousands)

	2010	2009	2008
Cash flows from operating activities:			
Net earnings	$730	$11,788	$24,344
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	9,817	9,774	7,881
Loss on sale of plant assets	261	17	468
Restructuring of operations	494	1,188	(373)
Stock compensation expense (benefit)	507	(2,481)	1,301
(Benefit) provision for deferred income taxes	(1,474)	730	2,243
Changes in operating assets and liabilities:			
Trade accounts receivable, net	8,181	9,568	1,795
Inventories, net	16,338	(1,282)	(12,949)
Other assets	1,177	1,200	(1,127)
Accounts payable	(191)	(10,890)	5,491
Accrued liabilities	(3,779)	(6,314)	(4,870)
Accrued/prepaid retirement benefits	3,055	(1,692)	(4,332)
Net cash provided by operating activities	35,116	11,606	19,872
Cash flows from investing activities:			
Proceeds from sale of plant assets	148	20	256
Acquisitions of plant assets	(4,456)	(8,895)	(14,999)
Other, net	(293)	1,111	—
Net cash used by investing activities	(4,601)	(7,764)	(14,743)
Cash flows from financing activities:			
Proceeds from notes payable	86	—	950
Payments of notes payable	(690)	(1,653)	(724)
(Payment of) proceeds from long-term debt	(18,950)	2,787	5,055
Proceeds from exercise of stock options	108	110	246
Acquisition of treasury stock	—	(1,813)	(15,644)
Dividends paid to shareholders	(3,133)	(3,105)	(3,000)
Dividends paid to noncontrolling interest	(160)	(143)	(164)
Other	(449)	(428)	691
Net cash used by financing activities	(23,188)	(4,245)	(12,590)
Effect of exchange rate changes on cash	(1,571)	(778)	2,400
Net change in cash	5,756	(1,181)	(5,061)
Cash:			
Beginning of year	13,266	14,447	19,508
End of year	$19,022	$13,266	$14,447
Supplemental cash flow information:			
Cash paid during the year for:			
Interest	$ 2,092	$ 2,699	$ 3,626
Income taxes	2,832	7,009	7,875

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

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

for the years ended June 30, 2010, 2009 and 2008 (in thousands)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non-controlling Interest	Total Equity
Balance at June 30, 2007	13,304	121,109	(4,493)	(14,483)	$645	116,082
Net earnings	—	24,252	—	—	92	24,344
Translation adjustments	—	—	14,400	—	106	14,506
Benefit plan adjustments, net of tax	—	—	(7,461)	—	—	(7,461)
Cash dividends	—	(3,000)	—	—	(164)	(3,164)
Compensation expense and windfall tax benefits	3,126	—	—	—	—	3,126
Shares (acquired) issued, net	(1,737)	—	—	(15,371)	—	(17,108)
Balance at June 30, 2008	14,693	142,361	2,446	(29,854)	679	130,325
Net earnings	—	11,502	—	—	286	11,788
Translation adjustments	—	—	(10,473)	—	15	(10,458)
Benefit plan adjustments, net of tax	—	—	(17,908)	—	—	(17,908)
Adjustment for the change in measurement date due to the adoption of SFAS No. 158	—	(784)	—	—	—	(784)
Cash dividends	—	(3,105)	—	—	(143)	(3,248)
Compensation expense and windfall tax benefits	840	—	—	—	—	840
Shares (acquired) issued, net	(2,328)	—	—	(402)	—	(2,730)
Balance at June 30, 2009	13,205	149,974	(25,935)	(30,256)	837	107,825
Net earnings	—	597	—	—	133	730
Translation adjustments	—	—	(9,699)	—	49	(9,650)
Benefit plan adjustments, net of tax	—	—	(6,414)	—	—	(6,414)
Cash dividends	—	(3,133)	—	—	(160)	(3,293)
Compensation expense and windfall tax benefits	329	—	—	—	—	329
Shares (acquired) issued, net	(2,867)	—	—	2,659	—	(208)
Balance at June 30, 2010	$10,667	$147,438	$(42,048)	$(27,597)	$859	$89,319

The notes to consolidated financial statements are an integral part of these 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 (loss) income, which is included in equity. Gains and losses from foreign currency transactions are included in earnings. Included in other income (expense) are foreign currency transaction (gains) losses of ($571,000), ($328,000) and $1,208,000 in fiscal 2010, 2009 and 2008, respectively.

Receivables – Trade accounts receivable are stated net of an allowance for doubtful accounts of $1,792,000 and $1,623,000 at June 30, 2010 and 2009, respectively. The Company records an allowance for doubtful accounts provision for certain customers where a risk of default has been specifically identified as well as provisions determined on a general basis when it is believed that some default is probable and estimable but not yet clearly associated with a specific customer. The assessment of likelihood of customer default is based on a variety of factors, including the length of time the receivables are past due, the historical collection experience and existing economic conditions. The current conditions in the global credit markets may reduce a customer's ability to access sufficient liquidity and capital to fund their operations and render the Company's estimation of customer defaults inherently uncertain. While the Company believes current allowances for doubtful accounts are adequate, it is possible that the adverse impact of the global credit crisis may cause higher levels of customer defaults and bad debt expense in future periods.

Fair Value of Financial Instruments – The carrying amount reported in the consolidated balance sheets for cash, trade 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 the Company's 6.05% Senior Notes due April 10, 2016, was approximately $22,977,000 and $23,250,000 at June 30, 2010 and 2009, respectively. The fair value of long-term debt is estimated by discounting the future cash flows at rates offered to the Company for similar debt instruments of comparable maturities. This rate was represented by the U.S. Treasury Three-Year Yield Curve Rate (1.00% and 1.64% for fiscal 2010 and 2009, respectively), plus the current add-on related to the Company's revolving loan agreement (3.00% and 2.50% for fiscal 2010 and 2009, respectively) resulting in a total rate of 4.00% and 4.14% for fiscal 2010 and 2009, respectively. See Note G, "Debt" for the related book value of this debt instrument. The Company's revolving loan agreement approximates fair value at June 30, 2010.

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 fiscal 2010 and 2009 was the euro. At June 30, 2010, the Company had no outstanding forward exchange contracts. At June 30, 2009, the Company had net outstanding forward exchange contracts to purchase U.S. dollars in the value of $156,000 with a weighted average maturity of 74 days. The fair value of the Company's contracts was a gain of $3,000 at June 30, 2009.

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 straightline 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. 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. A significant portion of our consolidated net sales is transacted through a third party distribution network. Sales to third party distributors are subject to the revenue recognition criteria described above. Goods sold to third party distributors are subject to an annual return policy, for which a provision is made at the time of shipment based upon historical experience.

Goodwill and Other Intangibles – Goodwill and other indefinite-lived intangible assets, primarily trademarks, are tested for impairment at least annually on the last day of the Company's fiscal year and more frequently if an event occurs which indicates the asset may be impaired in accordance with the ASC Topic 360-10, "Intangibles – Goodwill and Other." Goodwill and other indefinite-lived intangible assets not subject to amortization have been assigned to reporting units for purposes of impairment testing based upon the relative fair value of the asset to each reporting unit.

A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in expected future cash flows; a sustained, significant decline in the Company's stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on the Company's consolidated financial statements.

Impairment of goodwill is measured according to a two-step approach. In the first step, the fair value of a reporting unit, as defined, 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. For purposes of the June 30, 2010, impairment analysis the Company has utilized discounted cash flow analyses. 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.

Based upon the goodwill impairment review completed at the end of fiscal 2010, which incorporates management's best estimates of economic and market conditions over the projected period and a weighted-average cost of capital that reflects current market conditions, the fair value of goodwill in each reporting unit exceeded the carrying value and therefore goodwill was not impaired.

The Company's other intangible assets with indefinite lives, including trademarks and tradenames, are not amortized, but are reviewed annually for possible impairment. The fair value of these assets is estimated using the relief-from-royalty method, which requires assumptions related to projected revenues; assumed royalty rates that could be payable if the Company did not own the asset; and a discount rate. The Company completed the impairment testing of indefinite-lived intangibles as of June 30, 2010, and concluded there were no impairments.

Changes in circumstances, existing at the measurement date or at other times in the future, or in the numerous estimates associated with management's judgments, assumptions and estimates made in assessing the fair value of goodwill and other intangibles, could result in an impairment charge in the future. The Company will continue to monitor all significant estimates and impairment indicators, and will perform interim impairment reviews as necessary.

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. See Note F for activity in the warranty reserve for fiscal 2010 and 2009.

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, 2010, 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 ASC Topic 718-10, "Compensation-Stock Compensation."

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 goods sold.

Reclassification – Certain amounts in the fiscal 2009 consolidated balance sheet have been reclassified to conform to the presentation in the fiscal 2010 financial statements.

Recently Issued Accounting Standards

In April 2010, the Financial Accounting Standards Board ("FASB") issued a standards update providing guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition. Consideration that is contingent on achievement of a milestone in its entirety may be recognized as revenue in the period in which the milestone is achieved only if the milestone is judged to meet certain criteria to be considered substantive. This update is effective for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010, with early adoption permitted. This standards update is not expected to have a material impact on the Company's financial statements.

In February 2010, the FASB issued a standards update removing the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This update was effective upon issuance, and has been incorporated in this report.

In August 2009, the FASB issued a clarification on fair value measurements. This clarification provides that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the techniques provided for in this update. This clarification was effective in the first reporting period following issuance (the Company's first quarter of fiscal 2010), and did not have a material impact on the Company's financial statements.

In June 2009, the FASB issued the FASB Accounting Standards Codification ("Codification"). The Codification is the single source of authoritative U.S. generally accepted accounting principles recognized by the FASB, and is to be applied for financial statements issued for interim and annual periods ending after September 15, 2009. The Codification is not intended to change GAAP and did not have an effect on our financial position, results or liquidity.

In June 2009, the FASB issued an amendment changing how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. New disclosures will be required regarding involvement with variable interest entities and any significant changes in risk exposure due to that involvement. This change will be effective for the start of the first fiscal year beginning after November 15, 2009, (July 1, 2010, for the Company) and is not expected to have a material impact on the Company's financial statements.

In June 2009, the FASB issued a revision which will require more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. It eliminates the concept of a "qualifying special-purpose entity," and changes the requirements for derecognizing financial assets, and requires additional disclosures. This change will be effective for the start of the first fiscal year beginning after November 15, 2009, (July 1, 2010, for the Company) and is not expected to have a material impact on the Company's financial statements.

In April 2009, the FASB issued an update that requires disclosure about the fair value of financial instruments whenever summarized financial information for interim periods is issued, and requires disclosure of the fair value of all financial instruments (where practicable) in the body or accompanying notes of interim and annual financial statements. This update was effective for the Company's first quarter of fiscal 2010, and appropriate disclosures have been included herein.

In March 2009, the FASB concluded that vested share-based payment awards that entitle holders to receive nonforfeitable dividends declared on common stock are participating securities. Accordingly, those awards should be considered in the calculation of earnings per share using the two class method. This guidance is effective for fiscal years beginning after December 15, 2008. The Company implemented this provision in the first fiscal quarter of 2010, with no material impact to the financial statements.

In December 2008, the FASB issued additional guidance on an employer's disclosures regarding plan assets of a defined benefit pension or other postretirement plan. The objectives of the disclosures required under this guidance are to provide users of financial statements with an understanding of:

a) How investment allocation decisions are made;
b) The major categories of plan assets;
c) The inputs and valuation techniques used to measure the fair value of plan assets;
d) The effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period; and
e) Significant concentrations of risk within plan assets.

These disclosures about plan assets are required for fiscal years ending after December 15, 2009. The Company has adopted these new disclosure requirements with this report (See Note M – Pension and Other Postretirement Benefit Plans).

In April 2008, the FASB issued an update that amends the factors to be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. The intent of this update is to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows used to measure the fair value of the asset. This change was effective for the Company's first quarter of fiscal 2010, and had no material impact on the Company's financial statements.

In December 2007, the FASB established new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary, and includes expanded disclosure requirements regarding the interests of the parent and its non-controlling interest. This new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company implemented this new standard in the first fiscal quarter of 2010, with minimal impact to the presentation of the financial statements.

In September 2006, the FASB issued guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The final phase of this guidance was adopted by the Company in fiscal 2010, with no material impact to the financial statements.

B. INVENTORIES

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

	2010	2009
Finished parts	$47,051	$62,498
Work-in-process	8,998	8,726
Raw materials	16,750	21,107
	$72,799	$92,331

Inventories stated on a LIFO basis represent approximately 22% and 19% of total inventories at June 30, 2010 and 2009, respectively. The approximate current cost of the LIFO inventories exceeded the LIFO cost by $24,617,000 and $23,164,000 at June 30, 2010 and 2009, respectively.

C. PROPERTY, PLANT AND EQUIPMENT

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

	2010	2009
Land	$ 3,557	$ 3,665
Buildings	38,512	39,290
Machinery and equipment	123,629	130,938
	165,698	173,893
Less: accumulated depreciation	107,455	108,094
	$ 58,243	$ 65,799

Depreciation expense for the years ended June 30, 2010, 2009 and 2008 was $9,021,000, $8,766,000 and $6,921,000, respectively.

D. GOODWILL AND OTHER INTANGIBLES

The changes in the carrying amount of goodwill, substantially all of which is allocated to the manufacturing segment, for the years ended June 30, 2010 and 2009, were as follows (in thousands):

Balance at June 30, 2008	18,479
Translation adjustment	(970)
Balance at June 30, 2009	17,509
Translation adjustment	(1,069)
Balance at June 30, 2010	$16,440

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

	2010	2009
Licensing agreements	$3,015	$ 3,015
Non-compete agreements	2,050	2,050
Other	5,991	5,991
	11,056	11,056
Accumulated amortization	(6,980)	(6,184)
Translation adjustment	211	711
Total	$4,287	$5,583

The weighted average remaining useful life of the intangible assets included in the table above is approximately 7 years.

Intangible amortization expense for the years ended June 30, 2010, 2009 and 2008 was $796,000, $1,008,000 and $960,000, respectively. Estimated intangible amortization expense for each of the next five fiscal years is as follows (in thousands):

Fiscal Year	
2011	$ 712
2012	712
2013	669
2014	669
2015	400
Thereafter	1,125
	$4,287

The gross carrying amount of the Company's intangible assets that have indefinite lives and are not subject to amortization as of June 30, 2010 and 2009, are $1,981,000 and $2,272,000, respectively. These assets are comprised of acquired tradenames.

E. ACCRUED LIABILITIES

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

	2010	2009
Salaries and wages	$ 6,067	$ 7,086
Retirement benefits	6,090	6,633
Warranty	4,829	8,028
Customer advances/deferred revenue	8,240	5,551
Accrued income tax	1,691	443
Other	8,628	13,226
	$35,545	$40,967

F. WARRANTY

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

	2010	2009
Reserve balance, July 1	$8,028	$8,125
Current period expense	3,703	6,420
Payments or credits to customers	(5,266)	(6,089)
Translation	(404)	(428)
Reserve balance, June 30	$6,061	$8,028

G. DEBT

Notes Payable

Notes payable consists 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):

	2010	2009
Available credit lines	$7,716	$7,473
Unused credit lines	7,716	7,473
Outstanding credit lines	—	—
Notes payable – other	—	—
Total notes payable	$ 0	$ 0
Weighted-average interest rates on credit lines	4.5%	4.3%

Long-Term Debt

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

	2010	2009
Revolving loan agreement	$ 9,000	$ 22,450
10-year unsecured senior notes	21,429	25,000
Secured long-term debt	23	1,348
Capital lease obligations	61	162
Other long-term debt	618	1,809
Subtotal	31,131	50,769
Less: current maturities	(3,920)	(4,421)
Total long-term debt	$27,211	$46,348

In December 2002, the Company entered into a $20,000,000 revolving loan agreement with M&I Marshall & Ilsley Bank ("M&I"), which had an original expiration date of October 31, 2005. Through a series of amendments, the last of which was agreed to during the fourth quarter of fiscal 2009, the total commitment was increased to $35,000,000 and the term was extended to May 31, 2012. The outstanding balance of $9,000,000 and $22,450,000 at June 30, 2010 and 2009, respectively, is classified as long-term debt. In accordance with the loan agreement as amended, the Company has the option of borrowing at the prime interest rate or LIBOR plus an additional "Add-On," between 2% and 3.5%, depending on the Company's total funded debt to EBITDA ratio, subject to a minimum interest rate of 4%. The rate was 4.0% and 4.0% at June 30, 2010 and 2009, respectively.

This agreement contains certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants include a minimum consolidated net worth amount, as defined, a minimum EBITDA for the most recent four fiscal quarters, and a maximum total funded debt to EBITDA ratio. As of June 30, 2010, the Company was in compliance with these covenants. Based on its annual financial plan, the Company believes it is well positioned to generate sufficient EBITDA levels throughout fiscal 2011 in order to maintain compliance with the above covenants. However, as with all forward-looking information, there can be no assurance that the Company will achieve the planned results in future periods due to the uncertainties in certain of its markets.

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 of June 30, 2010, the Company was in compliance with these covenants.

As a condition to the issuance of the Notes, the Company entered into an amendment to its revolving loan agreement with M&I in which M&I consented to the Company entering into the Note Agreement.

The secured long term debt of $1,348,000 at June 30, 2009, primarily represented a mortgage loan held at a foreign subsidiary maturing in May 2013, carrying an interest rate of 4.00%. This mortgage loan was paid in full in fiscal 2010.

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

Fiscal Year	
2011	$ 3,920
2012	12,814
2013	3,656
2014	3,571
2015	3,571
Thereafter	3,599
	$31,131

H. LEASE COMMITMENTS

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

Fiscal Year	
2011	$2,694
2012	1,704
2013	845
2014	124
2015	30
Thereafter	176
	$5,573

Total rent expense for operating leases approximated $3,989,000, $4,136,000 and $4,259,000 in fiscal 2010, 2009 and 2008, respectively.

I. SHAREHOLDERS' EQUITY

At June 30, 2010 and 2009, treasury stock consisted of 1,901,242 and 2,070,124 shares of common stock, respectively. The Company issued 168,882 shares of treasury stock in fiscal 2010, 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.

In October 2007, the Board of Directors approved a two-for-one stock split of the Company's outstanding common stock. The split was issued on December 31, 2007, to shareholders of record at the close of business on December 10, 2007. The split increased the number of shares outstanding to approximately 11.4 million from approximately 5.7 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.

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 superseded 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. On February 1, 2008, the Board of Directors authorized the purchase of an additional 500,000 shares of Common Stock at market values. In fiscal 2009, the Company purchased 250,000 shares of its outstanding common stock at an average price of $7.25 per share for a total cost of $1,812,500. In fiscal 2008, the Company purchased 660,000 shares of its outstanding common stock at an average price of $23.70 per share for a total cost of $15,644,000.

Cash dividends per share were $0.28, $0.28 and $0.265 in fiscal 2010, 2009 and 2008, respectively (on a post-split basis).

In 1998, the Company's Board of Directors established a Shareholder Rights Plan ("Rights Agreement") and distributed to shareholders one preferred stock purchase right for each outstanding share of common stock. Under certain circumstances, a right could 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 would 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 would become exercisable, if the Company were a party to certain merger or business combination transactions, or were to transfer 50% or more of its assets or earnings power, or certain other events were to occur, each right would 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 expired June 30, 2008.

Effective June 30, 2008, the Company's Board of Directors established a new Shareholder Rights Plan and distributed to shareholders one preferred stock purchase right (a "Right') for each outstanding share of common stock. Under certain circumstances, a Right can be exercised to purchase one four-hundredth of a share of Series A Junior Preferred Stock at an exercise price of $125, subject to certain anti-dilution adjustments. The Rights will become exercisable on the earlier of: (i) ten business days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired, or obtained the right to acquire from shareholders, beneficial ownership of 15% or more of the outstanding Company's common stock (or 30% or more 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 ("Existing Holder")) or (ii) ten business days following the commencement of a tender offer or exchange offer that would result in a person or group beneficially owning 15% or more of such outstanding Common Stock (or 30% or more for an Existing Holder), as such periods may be extended pursuant to the Rights Agreement. In the event that any person or group becomes an Acquiring Person, each holder of a Right

shall thereafter have the right to receive, upon exercise, in lieu of Preferred Stock, common stock of the Company having a value equal to two times the exercise price of the Right. However, Rights are not exercisable as described in this paragraph until such time as the Rights are no longer redeemable by the Company as set forth below. Notwithstanding any of the foregoing, if any person becomes an Acquiring Person all Rights that are, or (under certain circumstances specified in the Rights Agreement) were, beneficially owned by an Acquiring Person will become null and void.

The Rights will expire at the close of business on June 30, 2018, unless earlier redeemed or exchanged by the Company. At any time before a person becomes an Acquiring Person, the Company may redeem the Rights in whole, but not in part, at a price of $.01 per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date hereof. Immediately upon the action of the Board of Directors ordering redemption of the Rights, the Rights will terminate and the only right of the holders of Rights will be to receive the $.01 redemption price.

The Company is authorized to issue 200,000 shares of preferred stock, none of which have been issued. The Company has designated 150,000 shares of the preferred stock for the purpose of the Shareholder Rights Plan.

The components of accumulated other comprehensive loss included in shareholder's equity as of June 30, 2010 and 2009, are as follows (in thousands):

	2010	2009
Translation adjustments	$ 8,938	$ 18,637
Benefit plan adjustments, net of income taxes of $28,672 and $25,213, respectively	(50,986)	(44,572)
Accumulated other comprehensive loss	$(42,048)	$(25,935)

The benefit plan adjustment figure from fiscal 2009 reflects a correction of $283,000 related to the impact of changing the measurement date from March 31 to June 30 in fiscal 2009, with an offsetting correction made to Retained Earnings. The Company believes that this correction was not material to the current or any previously issued financial statements.

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. Management evaluates the performance of its segments based on net earnings.

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

2010	Manufacturing	Distribution	Total
Net sales	$183,369	$101,337	$284,706
Intra-segment sales	10,752	12,990	23,742
Inter-segment sales	29,715	3,715	33,430
Interest income	979	21	1,000
Interest expense	4,795	75	4,870
Income taxes	1,475	2,412	3,887
Depreciation and amortization	7,537	873	8,410
Net earnings	400	5,079	5,479
Assets	217,656	53,514	271,170
Expenditures for segment assets	3,714	234	3,948
2009			
Net sales	$265,852	$112,323	$378,175
Intra-segment sales	27,001	15,906	42,907
Inter-segment sales	34,003	5,647	39,650
Interest income	1,113	94	1,207
Interest expense	5,669	90	5,759
Income taxes	5,920	3,595	9,515
Depreciation and amortization	7,531	899	8,430
Net earnings	16,602	6,438	23,040
Assets	236,923	61,052	297,975
Expenditures for segment assets	8,267	606	8,873
2008			
Net sales	$298,978	$115,645	$414,623
Intra-segment sales	29,701	9,651	39,352
Inter-segment sales	35,521	8,056	43,577
Interest income	1,547	235	1,782
Interest expense	6,807	90	6,897
Income taxes	13,293	3,318	16,611
Depreciation and amortization	7,431	444	7,875
Net earnings	39,591	6,435	46,026
Assets	240,685	60,832	301,517
Expenditures for segment assets	13,878	1,121	14,999

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

	2010	2009	2008
Net sales			
Total net sales from reportable segments	$284,706	$378,175	$414,623
Elimination of inter-company sales	(57,172)	(82,557)	(82,929)
Total consolidated net sales	$227,534	$295,618	$331,694
Net earnings attributable to Twin Disc			
Total earnings from reportable segments	$ 5,479	$ 23,040	$ 46,026
Other corporate expenses	(4,882)	(11,538)	(21,774)
Total consolidated net earnings attributable to Twin Disc	$ 597	$ 11,502	$ 24,252
Assets			
Total assets for reportable segments	$271,170	$297,975	
Corporate assets	(12,114)	(7,967)	
Total consolidated assets	$259,056	$290,008	

Other significant items:	Segment Totals	Adjustments	Consolidated Totals
2010			
Interest income	$1,000	$ (916)	$ 84
Interest expense	4,870	(2,588)	2,282
Income taxes	3,887	(2,895)	992
Depreciation and amortization	8,410	1,407	9,817
Expenditures for segment assets	3,948	508	4,456
2009			
Interest income	$1,207	$(1,000)	$ 207
Interest expense	5,759	(3,272)	2,487
Income taxes	9,515	(3,258)	6,257
Depreciation and amortization	8,430	1,344	9,774
Expenditures for segment assets	8,873	22	8,895
2008			
Interest income	$1,782	$(1,281)	$ 501
Interest expense	6,897	(3,859)	3,038
Income taxes	16,611	(5,707)	10,904
Depreciation and amortization	7,875	6	7,881
Expenditures for segment assets	14,999	—	14,999

All adjustments represent intercompany eliminations and corporate amounts.

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

	2010	2009	2008
Net sales			
United States	$ 79,301	$114,540	$131,650
Italy	30,244	47,676	71,979
Other countries	117,989	133,402	128,065
Total	$227,534	$295,618	$331,694

Net sales by geographic region are based on product shipment destination.

	2010	2009
Long-lived assets (in thousands)		
United States	$ 42,810	$45,804
Belgium	7,785	9,466
Switzerland	7,449	8,388
Italy	6,257	7,661
Other countries	568	575
Total	$64,869	$71,894

There were no customers that accounted for 10% or more of consolidated net sales in fiscal 2010 or fiscal 2008. One customer, Sewart Supply, Inc. (a distributor of Twin Disc), accounted for approximately 10% of consolidated net sales in fiscal 2009.

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 144,000 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 656,000 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 1,200 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. There were no incentive options granted to a greater than 10% shareholder during the years presented.

The Company has 40,800 non-qualified stock options outstanding as of June 30, 2010, under the Directors' Plan.

The Company has 15,800 incentive stock options and 100,200 non-qualified stock options outstanding at June 30, 2010, 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. There were no options outstanding under the Stock Incentive Plan as of June 30, 2010.

Shares available for future options as of June 30 were as follows:	2010	2009
2004 Stock Incentive Plan	242,232	395,853
2004 Stock Incentive Plan for Non-employee Directors	57,600	72,000

Stock option transactions under the plans during 2009 were as follows:

	2010	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Non-qualified stock options:				
Options outstanding at beginning of year	156,200	$ 6.32		
Granted	7,200	14.61		
Canceled/Expired	—	—		
Exercised	(22,400)	4.81		
Options outstanding at June 30	141,000	$ 6.99	3.95	$825,012
Options exercisable at June 30	141,000	$ 6.99	3.95	$825,012
Options price range ($3.25 – $4.98)				
Number of shares	97,800			
Weighted average price	$ 3.75			
Weighted average remaining life	2.39 years			
Options price range ($5.73 – $7.19)				
Number of shares	8,400			
Weighted average price	$ 6.23			
Weighted average remaining life	5.00 years			
Options price range ($10.01 – $27.55)				
Number of shares	34,800			
Weighted average price	$ 16.26			
Weighted average remaining life	8.07 years			

	2010	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Incentive stock options:				
Options outstanding at beginning of year	19,400	$ 4.23		
Granted	—	—		
Canceled/Expired	(3,600)	4.98		
Exercised	—	—		
Options outstanding at June 30	15,800	$ 4.06	1.57	$118,030
Options exercisable at June 30	15,800	$ 4.06	1.57	$118,030
Options price range ($3.76 – $4.98)				
Number of shares	15,800			
Weighted average price	$ 4.06			
Weighted average remaining life	1.57 years			

The Company accounts for stock-based compensation in accordance with ASC Topic 718-10, "Compensation – Stock Compensation." In addition, the Company computes its windfall tax pool using the shortcut method. ASC Topic 718-10 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 fiscal 2010, 2009 and 2008, 7,200, 7,200 and 7,200 non-qualified stock options were granted, respectively. As a result, compensation cost of $44,000, $31,000 and $74,000 has been recognized in the Consolidated Statements of Operations and Comprehensive (Loss) Income for fiscal 2010, 2009 and 2008, respectively.

The total intrinsic value of options exercised during the years ended June 30, 2010, 2009 and 2008, was approximately $89,000, $155,000 and $811,000, respectively.

In fiscal 2010, 2009 and 2008, the Company granted a target number of 91,807, 88,500 and 52,758 performance stock unit award grants, respectively, to various employees of the Company, including executive officers. The performance stock unit awards granted in fiscal 2010 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Unit Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2012. The performance stock unit awards granted in fiscal 2010 are subject to adjustment if the Company's economic profit 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 110,168. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2010. The performance stock unit awards granted in fiscal 2009 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Unit Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2011. The performance stock unit awards granted in fiscal 2009 are subject to adjustment if the Company's economic profit 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 106,200. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2009. The performance stock unit awards granted in fiscal 2008 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Unit Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2010. The performance stock unit awards granted in fiscal 2008 are subject to adjustment if the Company's economic profit 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 63,310. Based upon actual results to date, the Company did not accrue the performance stock unit awards granted in fiscal 2008. There were 233,065, 141,258 and 125,800 unvested performance stock unit awards outstanding at June 30, 2010, 2009 and 2008, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2010, was $22.03. The performance stock unit awards are remeasured at fair-value based upon the Company's stock price 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 (income) expense for the year ended June 30, 2010, 2009 and 2008 related to the performance stock unit award grants, approximated $0, $(852,000) and $579,000, respectively. At June 30, 2010, there was no unrecognized compensation cost related to the unvested shares that are ultimately expected to vest based upon the probability of achieving threshold performance levels. The total fair value of performance stock unit awards vested in fiscal 2010, 2009 and 2008 was $0, $496,000 and $1,868,000, respectively.

In fiscal 2010, 2009 and 2008, the Company granted a target number of 74,173, 66,500 and 37,310 performance stock awards, respectively, to various employees of the Company, including executive officers. The performance stock awards granted in fiscal 2010 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2012. The performance stock awards granted in fiscal 2010 are subject to adjustment if the Company's economic profit 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 89,008. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock awards granted in fiscal 2010. The performance stock awards granted in fiscal 2009 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2011. The performance stock awards granted in fiscal 2009 are subject to adjustment if the Company's economic profit 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 79,800. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2009. The performance stock awards granted in fiscal 2008 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2010. The performance stock awards granted in fiscal 2008 are subject to adjustment if the Company's economic profit 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 44,772. Based upon actual results to date, the Company did not accrue the performance stock unit awards granted in fiscal 2008. There were 177,983, 103,810 and 110,368 unvested performance stock awards outstanding at June 30, 2010, 2009 and 2008, 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, 2010, 2009 and 2008, related to performance stock awards, approximated $0, $31,000 and $1,005,000, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2010 was $21.28. At June 30, 2010, there was no unrecognized compensation cost related to the unvested shares that are ultimately expected to vest based upon the probability of achieving threshold performance levels. The total fair value of performance stock awards vested in fiscal 2010, 2009 and 2008 was $0, $496,000 and $2,540,000, respectively.

In addition to the performance shares mentioned above, the Company has unvested restricted stock outstanding that will vest if certain service conditions are fulfilled. The fair value of the restricted stock grants is recorded as compensation over the vesting period, which is generally 1 to 4 years. During fiscal 2010, 2009 and 2008, the Company granted 109,123, 17,700 and 7,200 service-based restricted shares, respectively, to employees and non-employee directors in each year. There were 126,423, 23,700 and 20,000 unvested shares outstanding at June 30, 2010, 2009 and 2008, respectively. Compensation expense of $463,000, $208,000 and $154,000 was recognized during the year ended June 30, 2010, 2009 and 2008, respectively, related to these service-based awards. The total fair value of restricted stock grants vested in fiscal 2010, 2009 and 2008 was $138,000, $138,000 and $1,560,000, respectively. As of June 30, 2010, the Company had $778,000 of unrecognized compensation expense related to restricted stock which will be recognized over the next three years.

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 costs for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $2,347,000, $2,636,000 and $2,788,000 in fiscal 2010, 2009 and 2008, respectively. Total engineering and development costs were $7,885,000, $9,142,000 and $9,025,000 in fiscal 2010, 2009 and 2008, 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.

On June 3, 2009, the Company announced it would freeze future accruals under the domestic defined benefit pension plans effective August 1, 2009. This resulted in a curtailment gain of $1,700,000 recorded in the fourth quarter of fiscal 2009.

In addition, the Company has unfunded, non-qualified retirement plans for certain management employees and Directors. In the case of management employees, benefits are based either on final average compensation or on an annual credit to a bookkeeping account, intended to restore the benefits that would have been earned under the qualified plans, but for the earnings limitations under the Internal Revenue Code. In the case of Directors, benefits are based on years of service on the Board. All benefits vest upon retirement from the Company.

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

The measurement date for the Company's pension and postretirement benefit plans in fiscal 2010 and 2009 was June 30. The Company was required to adopt the year end measurement date for its pension and postretirement benefit plans in fiscal 2009 using the prospective method. Prior to fiscal 2009, the measurement date was March 31. The adoption of the change in measurement date requirement in fiscal 2009 resulted in a $784,000 charge to retained earnings, net of tax.

Obligations and Funded Status

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

	Pension Benefits		Other Postretirement Benefits	
	2010	2009	2010	2009
Change in benefit obligation:				
Benefit obligation, beginning of year	$115,572	$122,534	$21,985	$23,239
Service cost	292	1,266	28	38
Interest cost	7,282	7,082	1,347	1,297
Adjustment for change in measurement date	—	(179)	—	333
Actuarial loss (gain)	11,740	(6,219)	1,937	(312)
Benefits paid	(9,029)	(8,912)	(2,463)	(2,610)
Benefit obligation, end of year	$125,857	$115,572	$22,834	$21,985
Change in plan assets:				
Fair value of assets, beginning of year	$ 77,517	$111,891	$ —	$ —
Actual return on plan assets	7,075	(24,202)	—	—
Employer contribution	828	801	2,463	2,610
Adjustment for change in measurement date	—	(2,061)	—	—
Benefits paid	(9,029)	(8,912)	(2,463)	(2,610)
Fair value of assets, end of year	$ 76,391	$ 77,517	$ —	$ —
Funded status	$(49,466)	$(38,055)	$(22,834)	$(21,985)

	Pension Benefits		Other Postretirement Benefits	
	2010	2009	2010	2009
Amounts recognized in the balance sheet consist of:				
Prepaid benefit cost	$ 319	$ 110	$ —	$ —
Pension obligation	(49,785)	(38,165)	—	—
Postretirement health and other obligations	—	—	(22,834)	(21,985)
Net amount recognized	$(49,466)	$(38,055)	$(22,834)	$(21,985)
Amounts recognized in accumulated other comprehensive loss consist of (net of tax):				
Net transition obligation	$ —	$ 46	$ —	$ —
Prior service cost	—	—	(760)	(1,194)
Actuarial net loss	45,250	39,913	6,496	5,807
Net amount recognized	$45,250	$39,959	$5,736	$ 4,613

The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during the next fiscal year for the qualified domestic defined benefit plans are as follows (in thousands):

	Pension Benefits	Other Postretirement Benefits
Actuarial net loss	$3,134	$1,124
Prior service cost	—	(678)
Net amount to be recognized	$3,134	$ 446

The accumulated benefit obligation for all defined benefit pension plans was $125,857,000 and $115,572,000 at June 30, 2010 and 2009, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets (in thousands):

	June 30, 2010	June 30, 2009
Projected and accumulated benefit obligation	$123,072	$111,448
Fair value of plan assets	73,287	73,283

Components of Net Periodic Benefit Cost
(in thousands)

	Pension Benefits		
	2010	2009	2008
Service cost	$ 292	$1,266	$1,244
Interest cost	7,282	7,082	6,943
Expected return on plan assets	(6,052)	(8,947)	(9,628)
Curtailment benefit	—	(1,700)	—
Settlement loss	99	—	—
Amortization of prior service cost	—	(718)	(729)
Amortization of transition obligation	60	69	77
Amortization of actuarial net loss	2,637	3,205	1,720
Net periodic benefit cost	$4,318	$ 257	$ (373)

In the fourth quarter of fiscal 2009, the Company discovered that the net periodic pension benefit cost related to its foreign pension plan had been overstated in prior years and during the first three quarters of fiscal 2009. To correct for this error, the Company recorded $626,000 of net periodic pension benefit income in the fourth quarter of fiscal 2009. Of this amount, $345,000 related to previous fiscal years. The Company believes that the error was not material to any previously issued financial statements.

	Other Postretirement Benefits		
	2010	2009	2008
Service cost	$ 28	$ 38	$ 38
Interest cost	1,347	1,297	1,367
Amortization of prior service cost	(678)	(679)	(678)
Amortization of actuarial net loss	859	1,228	1,210
Net periodic benefit cost	$1,556	$1,884	$1,937

Additional Information

Assumptions (as of June 30, 2010 and 2009)	Pension Benefits 2010	Pension Benefits 2009	Other Postretirement Benefits 2010	Other Postretirement Benefits 2009
Weighted average assumptions used to determine benefit obligations at June 30:				
Discount rate	5.09%	6.60%	5.09%	6.60%
Expected return on plan assets	8.50%	8.50%	—	—

	Pension Benefits			Other Postretirement Benefits		
	2010	2009	2008	2010	2009	2008
Weighted average assumptions used to determine net periodic benefit cost for years ended June 30:						
Discount rate	6.60%	6.00%	6.00%	6.60%	6.00%	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 health care cost trend rate was 8.5% in 2010, grading down to 6% in 2015. A 1% increase in the assumed health care cost trend would increase the accumulated postretirement benefit obligation by approximately $480,000 and the service and interest cost by approximately $23,000. A 1% decrease in the assumed health care cost trend would decrease the accumulated postretirement benefit obligation by approximately $430,000 and the service and interest cost by approximately $21,000.

Plan Assets

The Company's Pension Committee ("Committee") oversees investment matters related to the Company's funded benefit plans. The Committee works with external actuaries and investment consultants on an ongoing basis to establish and monitor investment strategies and target asset allocations. The overall objective of the Committee's investment strategy is to earn a rate of return over time to satisfy the benefit obligations of the pension plans and to maintain sufficient liquidity to pay benefits and address other cash requirements of the pension plans. The Committee has established an Investment Policy Statement which provides written documentation of the Company's expectations regarding its investment programs for the pension plans, establishes objectives and guidelines for the investment of the plan assets consistent with the Company's financial and benefit-related goals, and outlines criteria and procedures for the ongoing evaluation of the investment program. The Company employs a total return on investment approach whereby a mix of investments among several asset classes are used to maximize long-term return of plan assets while avoiding excessive risk. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, and annual liability measurements.

The Company's pension plan weighted-average asset allocations at June 30, 2010 and 2009, by asset category are as follows:

Asset Category	Target Allocation	June 30 2010	June 30 2009
Equity securities	70%	69%	69%
Debt securities	20%	21%	19%
Real estate	10%	10%	12%
	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 168,211 shares of Company stock with a fair market value of $1,910,877 (2.6 percent of total plan assets) and $1,145,517 (1.6 percent of total plan assets) at June 30, 2010 and 2009, respectively.

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.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The inputs used to measure fair value are classified into the following hierarchy:

Level I — Unadjusted quoted prices in active markets for identical instruments

Level II — Unadjusted quoted prices in active markets for similar instruments, or
Unadjusted quoted prices for identical or similar instruments in markets that are not active, or
Other inputs that are observable in the market or can be corroborated by observable market data

Level III — Use of one or more significant unobservable inputs

The following table presents plan assets using the fair value hierarchy as of June 30, 2010 (in thousands):

	Total	Level I	Level II	Level III
Cash and cash equivalents	$ 872	$ 872	—	—
Equity securities:				
U.S. (a)	33,388	33,388	—	—
International (b)	9,642	3,318	6,324	—
Fixed income (c)	14,600	3,981	10,619	—
Group insurance contracts	3,104	—	—	3,104
Real estate	7,213	—	—	7,213
Other (d)	7,572	—	—	7,572
Total	$76,391	$41,559	$16,943	$17,889

(a) U.S. equity securities include companies that are well diversified by industry sector and equity style (i.e., growth and value strategies). Investments are primarily in large capitalization stocks and, to a lesser extent, mid- and small-cap stocks.

(b) International equities are invested in companies that are traded on exchanges outside the U.S. and are well diversified by industry sector, country, capitalization and equity style (i.e., growth and value strategies). The vast majority of the investments are made in companies in developed markets with a smaller percentage in emerging markets.

(c) Fixed income consists of corporate bonds with investment grade BBB or better from diversified industries, as well as government debt securities.

(d) Other consists of hedged equity.

The following table presents a reconciliation of the fair value measurements using significant unobservable inputs (Level III) as of June 30, 2010 (in thousands):

	Annuity Contracts	Real Estate	Other
Balance – June 30, 2009	$4,234	$8,156	$10,138
Actual return on plan assets:			
Relating to assets still held at reporting date	(426)	(808)	233
Relating to assets sold during the period	—	—	201
Purchases, sales and settlements	(704)	—	(3,000)
Transfers in and/or out of Level III	—	(135)	—
Balance – June 30, 2010	$3,104	$7,213	$ 7,572

Cash Flows

Contributions

The Company expects to contribute $2,206,000 to its pension plans in fiscal 2011.

Estimated Future Benefit Payments

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

		Other Postretirement Benefits		
	Pension Benefits	Gross Benefits	Part D Reimbursement	Net Benefit Payments
2011	$ 9,349	$2,605	$ —	$2,605
2012	10,008	2,446	—	2,446
2013	9,504	2,319	—	2,319
2014	9,275	2,186	—	2,186
2015	9,268	2,046	—	2,046
Years 2016–2020	44,653	7,846	—	7,846

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 $2,111,000, $1,829,000 and $2,482,000 in fiscal 2010, 2009 and 2008, respectively.

N. INCOME TAXES

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

	2010	2009	2008
United States	$4,127	$ 8,747	$18,099
Foreign	(2,405)	9,298	17,149
	$1,722	$18,045	$35,248

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

	2010	2009	2008
Currently payable:			
Federal	$ 490	$ 120	$ 3,660
State	302	(6)	(333)
Foreign	1,674	5,413	5,334
	2,466	5,527	8,661
Deferred:			
Federal	532	1,725	2,233
State	(58)	1	106
Foreign	(1,948)	(996)	(96)
	(1,474)	730	2,243
	$ 992	$6,257	$10,904

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

Deferred tax assets:	2010	2009
Retirement plans and employee benefits	$27,228	$23,193
Foreign tax credit carryforwards	828	915
AMT credit carryforwards	363	—
Federal tax credits	484	300
State net operating loss and other state credit carryforwards	500	351
Inventory	2,645	2,682
Reserves	1,558	2,118
Research and development capitalization	345	510
Foreign NOL carryforwards	2,058	1,279
Accruals	820	527
	36,829	31,875
Deferred tax liabilities:		
Property, plant and equipment	5,519	5,731
Intangibles	5,403	4,929
Other foreign liabilities	308	337
	11,230	10,997
Valuation allowance	(260)	(212)
Total net deferred tax assets	$25,339	$20,666

The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the tax provision in the period of change. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carry-back and carry-forward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. During fiscal 2010, the Company incurred operating losses in certain foreign jurisdictions where the loss carryforward period is unlimited. The Company has evaluated the realizability of the net deferred tax assets related to these jurisdictions (approximately $1,612,000 at June 30, 2010). This evaluation concluded that it continues to be more likely than not that the net deferred tax assets will be realized, and no valuation allowance is warranted. The Company will continue to evaluate the realizability of its net deferred tax assets related to these foreign jurisdictions in the future, and will establish a valuation allowance in the event that it becomes more likely than not that all or a portion of a net deferred tax asset will not be realized. A valuation allowance of $260,000 has been recorded as of June 30, 2010, as management believes that realization of all state tax credits before they expire is unlikely. 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 the remaining deferred tax assets.

During the third quarter of fiscal 2010, the Company completed and filed its 2009 Federal and State income tax returns. Subsequently, the Company completed its return-to-provision reconciliation to determine differences between positions taken per the year-end fiscal 2009 book tax provision and the actual positions taken per the 2009 returns. This reconciliation identified an error in the fiscal 2009 tax provision, which resulted in understating fiscal 2009 earnings by $188,000. To correct this error, the Company reduced tax expense by $188,000 in the third quarter of fiscal 2010.

During the fourth quarter of fiscal 2010, the Company determined the deferred tax liability surrounding fixed assets at a foreign location was incorrectly recorded. To correct for this, the Company booked a $392,000 deferred tax liability (additional tax expense) in the fourth quarter. Of this amount, $458,000 should have been recorded in prior fiscal periods. In addition, the Company made a correction to the current tax accrual at another foreign location during the fourth quarter. This correction resulted in a $298,000 tax benefit in the fourth quarter which should have been recorded in prior fiscal periods. The Company believes that these errors were not material to the current or any previously issued financial statements.

The Company believes that the above errors were not material to the current or any previously issued financial statements.

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):

	2010	2009	2008
U.S. federal income tax at 34%	$540	$6,135	$12,304
Increases (reductions) in tax resulting from:			
Foreign tax items	587	219	(200)
Italian tax rate change	—	—	(1,040)
State taxes	160	(267)	(147)
Valuation allowance	48	212	—
Change in prior year estimate	(216)	(52)	(164)
Research and development tax credits	(184)	(300)	(150)
Section 199 deduction	—	(34)	(175)
Other, net	57	344	476
	$992	$6,257	$10,904

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 $6.4 million at June 30, 2010. 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.

The Italian Finance Bill of 2008 was enacted on December 24, 2007, and resulted in a decrease of the combined State Tax and Regional Tax rates. The new tax rates are effective for the first fiscal year that begins after December 31, 2007. Deferred taxes were adjusted to reflect the impact of the tax rate changes, resulting in an approximately $1 million dollar reduction to the Company's tax provision in fiscal 2008.

Annually, we file income tax returns in various taxing jurisdictions inside and outside the United States. In general, the tax years that remain subject to examination are 2006 through 2009 for our major operations in the U.S., Italy, Belgium and Japan. The U.S. Internal Revenue Service is currently auditing our consolidated income tax return for fiscal 2003 through 2006. Other audits currently underway include those in Italy. It is reasonably possible that at least one of these audit cycles will be completed during fiscal 2011.

The Company has approximately $0.8 million of unrecognized tax benefits as of June 30, 2010, which, if recognized would impact the effective tax rate. The Company does not anticipate that the net amount of unrecognized tax benefits will change significantly during the next twelve months. The Company's policy is to accrue interest and penalties related to unrecognized tax benefits in income tax expense.

Below is a reconciliation of the beginning and ending amount of unrecognized tax benefits (in thousands):

	June 30, 2010	June 30, 2009
Unrecognized tax benefits, beginning of year	$797	$693
Additions based on tax positions related to the prior year	—	66
Additions based on tax positions related to the current year	116	135
Reductions based on tax positions related to the prior year	—	(97)
Subtractions due to statutes closing	(90)	—
Settlements with taxing authorities	(15)	—
Unrecognized tax benefits, end of year	$808	$797

The amounts reflected in this reconciliation do not include interest and penalties totaling $112,000.

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 fiscal 2009, the Company recorded a pre-tax restructuring charge of $948,000 related to a workforce reduction at its Racine, Canadian and Australian operations. The charge consisted of severance costs for 22 salaried employees and voluntary early retirement charges for an additional 16 manufacturing employees. During fiscal 2009, the Company made cash payments of $180,000, resulting in an accrual balance at June 30, 2009, of $767,000. The remainder of this balance was paid during fiscal 2010, resulting in no accrual balance at June 30, 2010.

During the fourth quarter of fiscal 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 consisted of prepension costs for 32 employees: 29 manufacturing employees and 3 salaried employees. This charge was adjusted in the fourth quarter of fiscal 2008, resulting in a pre-tax benefit of $373,000, due to final negotiations primarily related to notice period pay. A further adjustment was made in the fourth quarter of fiscal 2009, resulting in a pre-tax expense of $240,000 related to legally required inflationary adjustments to benefits. An additional adjustment was made in the fourth quarter of fiscal 2010, resulting in a pre-tax expense of $342,000 primarily related to a Belgian legislation change surrounding the prepension costs and legally required inflationary adjustments. During fiscal 2010 and 2009, the Company made cash payments of $152,000 and $120,000, respectively. The exchange impact in fiscal 2010 was to reduce the accrual by $292,000. Accrued restructuring costs were $2,315,000 and $2,417,000 at June 30, 2010 and 2009, respectively.

The Company recorded a restructuring charge of $2,076,000 in the fourth quarter of fiscal 2005 as the Company restructured its Belgian operation to improve future profitability. The charge consisted of prepension costs for 37 employees: 33 manufacturing employees and 4 salaried employees. An adjustment was made in the fourth quarter of fiscal 2010, resulting in a pre-tax expense of $138,000 primarily related to a Belgian legislation change surrounding the prepension costs and legally required inflationary adjustments. During fiscal 2010 and 2009, the Company made cash payments of $192,000 and $200,000, respectively. The exchange impact in fiscal 2010 was to reduce the accrual by $122,000. Accrued restructuring costs were $945,000 and $1,121,000 at June 30, 2010 and 2009, respectively.

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

for the years ended June 30, 2010, 2009 and 2008 (in thousands)

Description	Balance at Beginning of Period	Additions: Charged to Costs and Expenses	Additions: Net Acquired	Deductions[1]	Balance at End of Period
2010:					
Allowance for losses on accounts receivable	$1,623	$ 412	$ —	$ 243	$1,792
Reserve for inventory obsolescence	$5,406	$ 1,401	$ —	$ 735	$6,072
2009:					
Allowance for losses on accounts receivable	$1,219	$ 524	$ —	$ 120	$1,623
Reserve for inventory obsolescence	$4,311	$ 2,627	$ —	$ 1,532	$5,406
2008:					
Allowance for losses on accounts receivable	$ 922	$ 391	$ —	$ 94	$1,219
Reserve for inventory obsolescence	$4,560	$1,147	$ —	$ 1,396	$4,311

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

September 13, 2010	By	/s/ **MICHAEL E. BATTEN** Michael E. Batten Chairman and Chief Executive 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.

September 13, 2010	By	/s/ **MICHAEL E. BATTEN** Michael E. Batten, Chairman, Chief Executive Officer and Director
September 13, 2010	By	/s/ **JOHN H. BATTEN** John H. Batten, President, Chief Operating Officer and Director
September 13, 2010	By	/s/ **CHRISTOPHER J. EPERJESY** Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Treasurer
September 13, 2010	By	/s/ **JEFFREY S. KNUTSON** Jeffrey S. Knutson, Corporate Controller (Chief Accounting Officer)
September 13, 2010		Michael Doar, Director John A. Mellowes, Director Malcolm F. Moore, Director David B. Rayburn, Director Michael C. Smiley, Director Harold M. Stratton II, Director David R. Zimmer, Director
	By	/s/ **THOMAS E. VALENTYN** Thomas E. Valentyn, General Counsel and Secretary (Attorney In Fact)

EXHIBIT INDEX
TWIN DISC, INCORPORATED

10-K for Year Ended June 30, 2010

Exhibit No.	Description	Included Herewith
3a)	Restated Articles of Incorporation of Twin Disc, Incorporated (Incorporated by reference to Exhibit 3.1 of the Company's Form 8-K dated December 6, 2007). File No. 001-07635.	
3b)	Restated Bylaws of Twin Disc, Incorporated, as amended through January 19, 2010 (Incorporated by reference to Exhibit 3.1 of the Company's Form 8-K dated January 21, 2010). File No. 001-07635.	
4)	Description of Shareholder Rights Plan and Form of Rights Agreement dated as of December 20, 2007 by and between the Company and Mellon Investor Services, LLC, as Rights Agent, with Form of Rights Certificate (Incorporated by reference to Item 3.03 and Exhibit 4 of the Company's Form 8-K dated December 20, 2007). File No. 001-07635.	
Exhibit 10	**Material Contracts**	
a)	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.	
b)	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.	
c)	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.	
d)	The 2004 Stock Incentive Plan as amended (Incorporated by reference to Exhibit B of the Proxy Statement for the Annual Meeting of Shareholders held on October 20, 2006). File No. 001-07635.	
e)	The 2004 Stock Incentive Plan for Non-Employee Directors as amended (Incorporated by reference to Exhibit 99 of the Company's Form 10-K for the year ended June 30, 2007). File No. 001-07635.	
f)	Form of Performance Stock Award Agreement (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 2, 2007). File No. 001-07635.	
g)	Form of Performance Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 2, 2007). File No. 001-07635.	
h)	Form of Performance Stock Award Grant Agreement (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated July 30, 2008). File No. 001-07635.	
i)	Form of Performance Stock Unit Award Grant Agreement (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated July 30, 2008). File No. 001-07635.	
j)	Form of Restricted Stock Grant Agreement (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated July 30, 2008). File No. 001-07635.	
k)	Form of Performance Stock Award Agreement (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 5, 2009). File No. 001-07635.	
l)	Form of Performance Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 5, 2009). File No. 001-07635.	
m)	Form of Restricted Stock Grant Agreement (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated August 5, 2009). File No. 001-07635.	
n)	Form of Performance Stock Award Grant Agreement for targeted award of performance shares on July 29, 2010 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	

10-K for Year Ended June 30, 2010

Exhibit 10	Description	Included Herewith
o)	Form of Performance Stock Unit Award Agreement for targeted award of performance stock units on July 29, 2010 (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	
p)	Form of Restricted Stock Grant Agreement for restricted stock grants on July 29, 2010 (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	
q)	Twin Disc, Incorporated Supplemental Executive Retirement Plan, amended and restated as of July 29, 2010 (Incorporated by reference to Exhibit 10.4 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	
r)	Pension Promise Agreement between Twin Disc International, S.A. and Henri Claude Fabry (Incorporated by reference to Exhibit 10.5 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	
s)	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.	
t)	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.	
u)	Loan Agreement By and Between M&I Marshall & Ilsley Bank and Twin Disc, Incorporated Dated as of December 19, 2002 and Amendments No. 1 through No. 6 to Loan Agreement (Incorporated by reference to Exhibits 10.1 through 10.7 of the Company's Form 10-Q for the quarter ended March 26, 2010). File No. 001-07635.	
v)	Note Agreement for $25,000,000 of 6.05% Senior Notes due April 10, 2016 (Incorporated by reference to Exhibit 4.1 of the Company's Form 8-K dated April 12, 2006). File No. 001-07635.	
w)	Amendment 1 to Note Agreement for 6.05% Senior Notes (Incorporated by reference to Exhibit 10p of the Company's Form 10-K for the year ended June 30, 2007). File No. 001-07635.	
x)	Amendment 2 to Note Agreement for 6.05% Senior Notes (Incorporated by reference to Exhibit 10q of the Company's Form 10-K for the year ended June 30, 2007). File No. 001-07635.	
y)	Amendment 3 to Note Agreement for 6.05% Senior Notes (Incorporated by reference to Exhibit 10w of the Company's Forms 10-K and 10-K/A for the year ended June 30, 2009). File No. 001-07635.	
z)	Amendment 4 to Note Agreement for 6.05% Senior Notes (Incorporated by reference to Exhibit 10x of the Company's Forms 10-K and 10-K/A for the year ended June 30, 2009). File No. 001-07635.	
Exhibit No.	**Description**	
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 Srl (an Italian corporation)
3. Rolla SP Propellers SA (a Swiss corporation)
4. Twin Disc (Pacific) Pty. Ltd. (an Australian corporation)
5. Twin Disc (Far East) Ltd. (a Delaware corporation operating in Singapore and Hong Kong)
6. Mill Log Equipment Co., Inc. (an Oregon corporation)
7. Mill Log Marine, Inc. (an Oregon corporation)
8. Mill Log Wilson Equipment Ltd. (a Canadian corporation)
9. Twin Disc Southeast, Inc. (a Florida corporation)
10. Vetus Italia Srl (an Italian corporation)
11. Technodrive SARL (a French corporation)
12. Boat Equipment Limited (a Maltese limited liability corporation)
13. Twin Disc Japan (a Japanese corporation)
14. Twin Disc Power Transmission Private, Ltd. (an Indian limited liability 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 Statement on Form S-8 (Nos. 333-99229, 333-119770, 333-119771, 333-69361 and 333-69015) of Twin Disc, Incorporated of our report dated September 13, 2010 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

Milwaukee, Wisconsin
September 13, 2010

EXHIBIT 24

POWER OF ATTORNEY

The undersigned directors of Twin Disc, Incorporated hereby severally constitute Michael E. Batten and Thomas E. Valentyn, 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, 2010, 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 30, 2010

/s/MICHAEL DOAR
Michael Doar, Director

/s/ MICHAEL C. SMILEY
Michael C. Smiley, Director

/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 R. ZIMMER
David R. Zimmer, Director

/s/ DAVID B. RAYBURN
David B. Rayburn, 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, 2010

/s/ MICHAEL E. BATTEN
Michael E. Batten
Chairman 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. 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, 2010

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

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, 2010, as filed with the Securities and Exchange Commission as of the date hereof (the "Report"), I, Michael E. Batten, Chairman 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, 2010

/s/ MICHAEL E. BATTEN
Michael E. Batten
Chairman 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, 2010, 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 Treasurer 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, 2010

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

DIRECTORS

MICHAEL E. BATTEN
Chairman and Chief Executive Officer

JOHN H. BATTEN
President and Chief Operating Officer

MICHAEL DOAR
Chairman and Chief Executive Officer
Hurco Companies, Inc.
(A global manufacturer of machine tools)
Indianapolis, Indiana

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
Former President and Chief Operating Officer
Gehl Company
(Manufacturer and distributor of compact equipment for construction and agricultural markets)
West Bend, Wisconsin

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

MICHAEL C. SMILEY
Chief Financial Officer
Zebra Technologies Corporation
(A global provider of asset management solutions)
Lincolnshire, Illinois

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

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

OFFICERS

MICHAEL E. BATTEN
Chairman and Chief Executive Officer

JOHN H. BATTEN
President and Chief Operating Officer

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

JAMES E. FEIERTAG
Executive Vice President

DEAN J. BRATEL
Vice President – Engineering

HENRI-CLAUDE FABRY
Vice President – International Distribution and Managing Director, Twin Disc International S.A.

DENISE L. WILCOX
Vice President – Human Resources

THOMAS E. VALENTYN
General Counsel and Secretary

JEFFREY S. KNUTSON
Corporate Controller

CORPORATE DATA

ANNUAL MEETING
Twin Disc Corporate Offices
Racine, Wisconsin
2:00 P.M.
October 15, 2010

SHARES TRADED
NASDAQ: Symbol TWIN

ANNUAL REPORT ON SECURITIES AND EXCHANGE COMMISSION FORM 10-K
Single copies of the Company's 2010 Annual Report on Securities and Exchange Commission Form 10-K, including exhibits, will be provided without charge to shareholders after September 13, 2010, upon written request directed to Secretary, Twin Disc, Incorporated, 1328 Racine Street, Racine, Wisconsin 53403.

TRANSFER AGENT & REGISTRAR
BNY Mellon Shareowner Services
480 Washington Boulevard
Jersey City, New Jersey 07310
Toll Free: 800-839-2614
Web: www.bnymellon.com/shareowner/isd

INDEPENDENT ACCOUNTANTS
PricewaterhouseCoopers LLP
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
Decima, Italy
Rolla SP Propellers SA
Novazzano, Switzerland
Twin Disc (Pacific) Pty. Ltd.
Brisbane, Queensland, Australia
Twin Disc (Far East) Ltd.
Singapore
Mill Log Equipment Co., Inc.
Coburg, Oregon
Mill Log Marine, Inc.
Coburg, Oregon
Mill Log Wilson Equipment Ltd.
Burnaby, British Columbia
Twin Disc Southeast, Inc.
Jacksonville, Florida
Technodrive SARL
Chambery, France
Boat Equipment Limited
Valletta, Malta
Vetus Italia Srl
Limite sull'Arno, Italy
Twin Disc Japan
Saitama, Japan
Twin Disc Power Transmission Private, Ltd.
Chennai, India

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
Medley, Florida
Jacksonville, Florida
Foreign
Nivelles, Belgium
Brisbane and Perth, Australia
Singapore
Decima, Italy
Limite sull'Arno, Italy
Novazzano, Switzerland
Chambery, France
Edmonton, Canada
Burnaby, Canada
Saitama, Japan
Shanghai, China
Guangzhou, China

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

5-YEAR FINANCIAL SUMMARY

(In thousands of dollars, except where noted)	2010	2009	2008	2007	2006
STATEMENT OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME					
Net sales	$227,534	$295,618	$331,694	$317,200	$243,287
Costs and expenses, including marketing, engineering and administrative	224,449	275,833	292,802	280,210	218,503
Earnings from operations	3,085	19,785	38,892	36,990	24,784
Other expense	(1,363)	(1,740)	(3,644)	(2,661)	(1,732)
Earnings before income taxes and minority interest	1,722	18,045	35,248	34,329	23,052
Income taxes	992	6,257	10,904	12,273	8,470
Noncontrolling interest	(133)	(286)	(92)	(204)	(129)
Net earnings attributable to Twin Disc	597	11,502	24,252	21,852	14,453
BALANCE SHEET					
Assets					
Cash	19,022	13,266	14,447	19,508	16,427
Receivables, net	43,014	53,367	67,611	63,277	55,963
Inventories, net	72,799	92,331	97,691	76,253	65,081
Other current assets	12,615	14,957	15,946	14,202	13,660
Total current assets	147,450	173,921	195,695	173,240	151,131
Investments and other assets	53,363	50,288	41,078	37,134	38,083
Fixed assets less accumulated depreciation	58,243	65,799	67,855	56,810	46,958
Total assets	259,056	290,008	304,628	267,184	236,172
Liabilities and Equity					
Current liabilities	63,307	70,252	89,588	79,918	79,621
Long-term debt	27,211	46,348	48,227	42,152	38,369
Deferred liabilities	79,219	65,583	36,488	29,032	28,377
Shareholders' equity	88,460	106,988	129,646	115,437	89,233
Noncontrolling interest	859	837	679	645	572
Total liabilities and equity	259,056	290,008	304,628	267,184	236,172
Comparative Financial Information					
Per share statistics:					
Basic earnings	0.05	1.04	2.15	1.88	1.26
Diluted earnings	0.05	1.03	2.13	1.84	1.22
Dividends	0.280	0.280	0.2650	0.205	0.1825
Shareholders' equity	8.00	9.72	11.55	9.99	7.79
Return on equity	0.7%	10.7%	18.6%	18.8%	16.1%
Return on assets	0.2%	4.0%	8.0%	8.2%	6.1%
Return on sales	0.3%	3.9%	7.3%	6.9%	5.9%
Average shares outstanding	11,063,417	11,096,750	11,278,885	11,622,620	11,533,276
Diluted shares outstanding	11,159,282	11,194,170	11,411,927	11,880,432	11,881,208
Number of shareholder accounts	736	761	756	778	804
Number of employees	913	959	1,019	1,011	962
Additions to plant and equipment	4,456	8,895	14,999	15,681	8,385
Depreciation	9,021	8,766	6,921	6,331	5,529
Net working capital	84,143	103,669	106,107	93,322	71,510

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