

SCHMITT INDUSTRIES INC  
Form 10-Q  
April 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended: February 28, 2009

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from: \_\_\_\_\_ To: \_\_\_\_\_

Commission File Number: 000-23996

**SCHMITT INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Oregon**  
(State or other jurisdiction of  
incorporation or organization)

**93-1151989**  
(IRS Employer Identification Number)

**2765 NW Nicolai Street, Portland, Oregon 97210-1818**

(Address of principal executive offices) (Zip Code)

**(503) 227-7908**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant has (1) 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of each class of common stock outstanding as of March 31, 2009

Common stock, no par value	2,870,160
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SCHMITT INDUSTRIES, INC.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

## SCHMITT INDUSTRIES, INC.

## CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	February 28, 2009	May 31, 2008
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 4,453,798	\$ 3,020,131
Short-term investments		2,499,863
Accounts receivable, net of allowance of \$24,636 and \$26,584 at February 28, 2009 and May 31, 2008, respectively	1,283,212	1,590,975
Inventories	4,226,326	3,910,431
Prepaid expenses	215,427	100,614
Income taxes receivable	132,885	
Deferred tax asset	158,810	158,810
	10,470,458	11,280,824
<b>Property and equipment</b>		
Land	299,000	299,000
Buildings and improvements	1,564,880	1,548,104
Furniture, fixtures and equipment	1,035,072	918,232
Vehicles	90,452	95,848
	2,989,404	2,861,184
Less accumulated depreciation and amortization	(1,511,118)	(1,409,405)
	1,478,286	1,451,779
<b>Other assets</b>		
Long-term deferred tax asset		194,443
Intangible assets	2,639,203	2,800,437
	2,639,203	2,994,880
<b>TOTAL ASSETS</b>	<b>\$ 14,587,947</b>	<b>\$ 15,727,483</b>
<b>LIABILITIES &amp; STOCKHOLDERS EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 402,788	\$ 528,485
Accrued commissions	175,327	233,943
Accrued payroll liabilities	155,288	78,707
Other accrued liabilities	164,177	254,742
Income taxes payable		304,201
<b>Total current liabilities</b>	<b>897,580</b>	<b>1,400,078</b>
<b>Long-term liabilities</b>	<b>240,730</b>	<b>570,942</b>

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**Stockholders equity**

Common stock, no par value, 20,000,000 shares authorized, 2,870,160 shares issued and outstanding at both February 28, 2009 and May 31, 2008	9,514,992	9,370,352
Accumulated other comprehensive loss	(234,260)	(123,788)
Retained earnings	4,168,905	4,509,899

<b>Total stockholders equity</b>	<b>13,449,637</b>	<b>13,756,463</b>
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<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 14,587,947</b>	<b>\$ 15,727,483</b>
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The accompanying notes are an integral part of these financial statements.

## SCHMITT INDUSTRIES, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 28, 2009 AND FEBRUARY 29, 2008

(UNAUDITED)

	Three Months Ended February 28 and 29, 2009		Nine Months Ended February 28 and 29, 2008	
	2009	2008	2009	2008
Net sales	\$ 1,761,747	\$ 2,811,111	\$ 7,944,413	\$ 8,261,037
Cost of sales	954,175	1,359,778	4,076,782	3,885,011
Gross profit	807,572	1,451,333	3,867,631	4,376,026
Operating expenses:				
General, administration and sales	1,150,973	1,120,664	3,894,242	3,320,455
Research and development	273,651	180,916	771,764	416,110
Total operating expenses	1,424,624	1,301,580	4,666,006	3,736,565
Operating income (loss)	(617,052)	149,753	(798,375)	639,461
Other income	17,198	64,378	35,215	197,924
Income (loss) before income taxes	(599,854)	214,131	(763,160)	837,385
Provision (benefit) for income taxes	(338,980)	(14,000)	(422,166)	160,000
Net income (loss)	\$ (260,874)	\$ 228,131	\$ (340,994)	\$ 677,385
Net income (loss) per common share:				
Basic	\$ (0.09)	\$ 0.08	\$ (0.12)	\$ 0.25
Weighted average number of common shares, basic	2,870,160	2,692,158	2,870,160	2,676,375
Diluted	\$ (0.09)	\$ 0.08	\$ (0.12)	\$ 0.24
Weighted average number of common shares, diluted	2,870,160	2,790,626	2,870,160	2,786,329

The accompanying notes are an integral part of these financial statements.

## SCHMITT INDUSTRIES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED FEBRUARY 28, 2009 AND FEBRUARY 29, 2008

(UNAUDITED)

	Nine Months Ended February 28 and 29, 2009		2008	
<b>Cash flows relating to operating activities</b>				
Net income (loss)	\$	(340,994)	\$	677,385
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization		306,460		141,870
Loss on disposal of property and equipment				703
Deferred taxes				(1,900)
Stock based compensation		144,640		22,957
Tax benefit related to stock options				10,175
Excess tax benefit from stock based compensation				(10,202)
Other, net				(30,871)
(Increase) decrease in:				
Accounts receivable		211,495		22,432
Inventories		(352,075)		63,544
Prepaid expenses		(117,837)		(43,763)
Income taxes receivable		(132,885)		(47,486)
Increase (decrease) in:				
Accounts payable		(111,826)		134,780
Accrued liabilities and customer deposits		(193,430)		(17,188)
Income taxes payable		(304,201)		(22,562)
Net cash provided by (used in) operating activities		(890,653)		899,874
<b>Cash flows relating to investing activities</b>				
Purchase of short-term investments		(1,019,199)		(7,551,016)
Maturities of short-term investments		3,519,062		10,000,000
Purchase of property and equipment		(171,733)		(170,817)
Proceeds from sale of property and equipment				100
Advances and payments on business being acquired				(484,158)
Net cash provided by investing activities		2,328,130		1,794,109
<b>Cash flows relating to financing activities</b>				
Common stock issued on exercise of stock options				13,104
Excess tax benefit from stock based compensation				10,202
Net cash provided by financing activities				23,306
Effect of foreign exchange translation on cash		(3,810)		7,920
<b>Increase in cash and cash equivalents</b>		<b>1,433,667</b>		<b>2,725,209</b>
<b>Cash and cash equivalents, beginning of period</b>		<b>3,020,131</b>		<b>1,513,061</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$</b>	<b>4,453,798</b>	<b>\$</b>	<b>4,238,270</b>

## Supplemental Disclosure of Cash Flow Information

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Cash paid during the period for income taxes	\$	143,351	\$	252,894
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The accompanying notes are an integral part of these financial statements.



## SCHMITT INDUSTRIES, INC.

## CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

## AND COMPREHENSIVE INCOME

FOR THE NINE MONTHS ENDED FEBRUARY 28, 2009

(UNAUDITED)

	Shares	Amount	Accumulated other comprehensive loss	Retained earnings	Total	Total comprehensive loss
<b>Balance, May 31, 2008</b>	2,870,160	\$ 9,370,352	\$ (123,788)	\$ 4,509,899	\$ 13,756,463	
Stock based compensation		144,640			144,640	
Net loss				(340,994)	(340,994)	\$ (340,994)
Other comprehensive loss			(110,472)		(110,472)	(110,472)
<b>Balance, February 28, 2009</b>	2,870,160	\$ 9,514,992	\$ (234,260)	\$ 4,168,905	\$ 13,449,637	
<b>Comprehensive loss, nine months ended February 28, 2009</b>						\$ (451,466)

The accompanying notes are an integral part of these financial statements.

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**SCHMITT INDUSTRIES, INC.**

**NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**Note 1:**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The consolidated financial information included herein has been prepared by Schmitt Industries, Inc. (the Company or Schmitt) and its wholly owned subsidiaries. In the opinion of management, the accompanying unaudited Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly its financial position as of February 28, 2009 and its results of operations and its cash flows for the periods presented. The consolidated balance sheet at May 31, 2008 has been derived from the Annual Report on Form 10-K for the fiscal year ended May 31, 2008. The accompanying unaudited financial statements and related notes should be read in conjunction with the audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2008. Operating results for the interim periods presented are not necessarily indicative of the results that may be experienced for the fiscal year ending May 31, 2009. Certain amounts in prior periods financial statements have been reclassified to conform to the current period's presentation. These reclassifications did not affect consolidated net income.

**Revenue Recognition and Accounts Receivable**

The Company recognizes revenue for sales and billing for freight charges upon delivery of the product to the customer at a fixed and determinable price with a reasonable assurance of collection, passage of title to the customer as indicated by shipping terms and fulfillment of all significant obligations, pursuant to the guidance provided by Staff Accounting Bulletin No. 104, Revenue Recognition, issued by the Securities and Exchange Commission in December 2003. For sales to all customers, including manufacturer representatives, distributors or their third-party customers, these criteria are met at the time product is shipped. When other significant obligations remain after products are delivered, revenue is recognized only after such obligations are fulfilled. In addition, judgments are required in evaluating the credit worthiness of our customers. Credit is not extended to customers and revenue is not recognized until we have determined that collectability is reasonable.

**Recent Issued Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. The provisions of SFAS 157 are effective for the fiscal year beginning June 1, 2008. The Company's adoption of SFAS 157 did not impact its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an Amendment of FASB Statement No. 115, (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The provisions of SFAS 159 are effective for the fiscal year beginning June 1, 2008. The Company's adoption of SFAS 159 did not impact its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations, (SFAS 141(R)) which replaces SFAS No 141. SFAS 141(R) establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141(R) is to be applied prospectively to business combinations for which the acquisition date is after May 31, 2009. The Company will assess the impact of SFAS 141(R) if and when a future acquisition occurs after that date.

**Note 2:****INVENTORY**

Inventory is valued at the lower of cost or market with cost determined on the average cost basis. Costs included in inventories consist of materials, labor and manufacturing overhead, which are related to the purchase or production of inventories. As of February 28, 2009 and May 31, 2008, inventories consisted of:

	Feb. 28, 2009	May 31, 2008
Raw materials	\$ 1,808,936	\$ 1,784,580
Work-in-process	944,431	722,223
Finished goods	1,472,959	1,403,628
	\$ 4,226,326	\$ 3,910,431

**Note 3:****LINE OF CREDIT**

In February 2009, the Company renewed its \$1.0 million bank line of credit secured by U.S. accounts receivable, inventories and general intangibles that expires on March 1, 2011. Interest is payable at the bank's prime rate, (3.25% as of February 28, 2009) or LIBOR plus 2.0%, (2.50% as of February 28, 2009). There were no outstanding balances on the line of credit at February 28, 2009 and May 31, 2008.

**Note 4:****STOCK OPTIONS AND STOCK-BASED COMPENSATION**

Stock-based compensation includes expense charges for all stock-based awards to employees and directors granted under the Company's stock option plan. Stock-based compensation recognized during the period is based on the value of the portion of the stock-based award that will vest during the period, adjusted for expected forfeitures. Compensation cost for all stock-based awards is recognized using the straight-line method. Stock-based compensation recognized in the Company's Consolidated Financial Statements for the three and nine months ended February 28, 2009 includes compensation cost for stock-based awards granted prior to, but not fully vested as of, May 31, 2006. For those awards granted subsequent to June 1, 2006, compensation has been recognized in accordance with FAS123R. The Company uses the Black-Scholes option pricing model as its method of valuation for stock-based awards. The Black-Scholes option pricing model requires the input of highly subjective assumptions, and other reasonable assumptions could provide differing results. These variables include, but are not limited to:

*Risk-Free Interest Rate.* The Company bases the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award.

*Expected Life.* The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company determines the expected life based on historical experience with similar awards, giving consideration to the contractual terms, vesting schedules and pre-vesting and post-vesting forfeitures.

*Expected Volatility.* The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock. The volatility factor the Company uses is based on its historical stock prices over the most recent period commensurate with the estimated expected life of the award. These historical periods may exclude portions of time when unusual transactions occurred.

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*Expected Dividend Yield.* The Company has never paid any cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero.

*Expected Forfeitures.* The Company uses relevant historical data to estimate pre-vesting option forfeitures. The Company records stock-based compensation only for those awards that are expected to vest.

The Company has computed, to determine stock-based compensation expense recognized for the three and nine months ended February 28, 2009 and February 29, 2008, the value of all stock options granted using the Black-Scholes option pricing model using the following assumptions:

	Nine Months Ended February 28 and 29,	
	2009	2008
Risk-free interest rate	4.0%	3.6%
Expected life	4.8 years	4.8 years
Expected volatility	54.4%	56.7%

At February 28, 2009, the Company had a total of 219,734 outstanding stock options (163,484 vested and exercisable and 56,250 non-vested) with a weighted average exercise price of \$3.34. The Company estimates that a total of approximately \$31,000 will be recorded as additional stock-based compensation expense during the remainder of the year ending May 31, 2009 for all options that were outstanding as of February 28, 2009, but which were not yet vested.

Outstanding Options			Exercisable Options	
Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (yrs)	Number of Shares	Weighted Average Exercise Price
76,110	\$ 1.20	3.0	76,110	\$ 1.20
62,499	2.30	5.3	62,499	2.30
5,000	5.80	3.8	5,000	5.80
76,125	6.17	9.1	19,875	6.18
219,734	\$ 3.34	5.8	163,484	\$ 2.37

Options granted, exercised, and forfeited or canceled under the Company's stock option plan during the three and nine months ended February 28, 2009 are summarized as follows:

	Three Months Ended February 28, 2009		Nine Months Ended February 28, 2009	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options outstanding - beginning of period	219,734	\$ 3.34	188,484	\$ 2.89
Options granted			50,000	6.25
Options exercised				
Options forfeited/canceled			(18,750)	6.58
Options outstanding - February 28, 2009	219,734	\$ 3.34	219,734	\$ 3.34

**Note 5:****EPS RECONCILIATION**

	<b>Three Months Ended February 28 and 29, 2009</b>		<b>Nine Months Ended February 28 and 29, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Weighted average shares (basic)	2,870,160	2,692,158	2,870,160	2,676,375
Effect of dilutive stock options		98,468		109,954
Weighted average shares (diluted)	2,870,160	2,790,626	2,870,160	2,786,329

Basic earnings per share are computed using the weighted average number of shares outstanding. Diluted earnings per share are computed using the weighted average number of shares outstanding, adjusted for dilutive incremental shares attributed to outstanding options to purchase common stock. In periods in which a net loss is incurred, no common stock equivalents are included since they are antidilutive and as such all stock options outstanding were excluded from the computation of diluted net loss per share for the three and nine months ended February 28, 2009.

**Note 6:****INCOME TAXES**

The Company accounts for income taxes using the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Adoption of FIN 48**

Each year the Company files income tax returns in the various national, state and local income taxing jurisdictions in which it operates. These tax returns are subject to examination and possible challenge by the taxing authorities. Positions challenged by the taxing authorities may be settled or appealed by the Company. As a result, there is an uncertainty in income taxes recognized in the Company's financial statements in accordance with SFAS No. 109. In 2006, the FASB issued FIN 48, which clarifies the application of SFAS 109 by defining criteria that an individual income tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements and provides guidance on measurement, de-recognition, classification, accounting for interest and penalties, accounting in interim periods, disclosure, and transition.

On June 1, 2007, the Company adopted the provisions of FIN 48. The adoption of FIN 48 resulted in a \$34,464 decrease in the Company's liability for unrecognized tax benefits, which was accounted for as an increase to the June 1, 2007 retained earnings balance. At June 1, 2007, the gross amount of unrecognized tax benefits was approximately \$586,000, which included approximately \$150,000 of net unrecognized tax benefits that, if recognized, would reduce the Company's effective income tax rate. During the third quarter of Fiscal 2009, the Company completed an examination of its federal tax returns for the years ended May 31, 2005 through 2007. The Company recognized tax benefits of approximately \$150,000 including interest and penalties during the three and nine months ended February 28, 2009. Other long-term liabilities related to tax contingencies were \$0 as of February 28, 2009.

Interest and penalties associated with uncertain tax positions are recognized as components of the Provision for income taxes. The Company's accrual for interest and penalties was \$96,500 upon adoption of FIN 48. The liability for payment of interest and penalties was \$0 as of February 28, 2009. The liability for payment of interest and penalties decreased during the nine months ended February 28, 2009 due to the completion of the federal examinations.

Several tax years are subject to examination by major tax jurisdictions. In the United States, federal tax years for Fiscal 2007 and 2008 are subject to examination. In the United Kingdom, tax years for Fiscal 2006 and subsequent years are subject to examination. In the United States, returns related to an acquired subsidiary for the year ended October 31, 1994 and final return for the period ended May 19, 1995 are also subject to examination.



**Effective Tax Rate**

Our effective tax rate on consolidated net loss was 56.5% for the three months ended February 28, 2009 and 55.3% for the nine months ended February 28, 2009. Our effective tax rate on consolidated net loss differs from the federal statutory tax rate primarily due to certain expenses not being deductible for income tax reporting purposes offset by the benefit due to the completion of federal examinations, adjustments to the current year provision related to the prior year tax returns and tax credits related to research and experimentation expenses. One of the items not deductible for income tax reporting is stock based compensation Management believes the effective tax rate for Fiscal 2009 will be approximately 54.0% due to the items noted above.

**Note 7:****SEGMENTS OF BUSINESS**

The Company has two reportable business segments: the design and assembly of dynamic balancing systems for the machine tool industry (Balancer), and the design and assembly of laser-based measurement systems (Measurement). The Company operates in three principal geographic markets: North America, Europe and Asia.

**Segment Information**

	<b>Three Months Ended February 28 and 29,</b>			
	<b>2009</b>		<b>2008</b>	
	<b>Balancer</b>	<b>Measurement</b>	<b>Balancer</b>	<b>Measurement</b>
Gross sales	\$ 1,388,680	\$ 509,089	\$ 2,308,342	\$ 841,921
Intercompany sales	(123,532)	(12,490)	(333,446)	(5,706)
Net sales	\$ 1,265,148	\$ 496,599	\$ 1,974,896	\$ 836,215
Operating income (loss)	\$ (385,881)	\$ (231,171)	\$ 149,893	\$ (140)
Depreciation expense	\$ 37,238	\$ 13,880	\$ 32,861	\$ 7,949
Amortization expense	\$	\$ 53,745	\$	\$ 8,639
Advances and payments on asset acquisition	\$	\$	\$	\$ 1,434,447
Capital expenditures	\$ 44,333	\$ 9,945	\$ 20,017	\$ 46,110

	<b>Nine Months Ended February 28 and 29,</b>			
	<b>2009</b>		<b>2008</b>	
	<b>Balancer</b>	<b>Measurement</b>	<b>Balancer</b>	<b>Measurement</b>
Gross sales	\$ 6,423,784	\$ 2,138,955	\$ 6,765,470	\$ 2,153,444
Intercompany sales	(581,733)	(36,593)	(633,216)	(24,661)
Net sales	\$ 5,842,051	\$ 2,102,362	\$ 6,132,254	\$ 2,128,783
Operating income (loss)	\$ (348,428)	\$ (449,947)	\$ 753,258	\$ (113,797)
Depreciation expense	\$ 106,563	\$ 38,663	\$ 93,947	\$ 22,005
Amortization expense	\$	\$ 161,234	\$	\$ 25,918
Advances and payments on asset acquisition	\$	\$	\$	\$ 1,664,023



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Capital expenditures	\$ 134,476	\$ 37,257	\$ 96,683	\$ 74,134
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**Geographic Information-Net Sales by Geographic Area**

Geographic Sales	Three Months Ended February 28 and 29, 2009		Nine Months Ended February 28 and 29, 2008	
	2009	2008	2009	2008
North American	\$ 983,274	\$ 1,447,327	\$ 4,331,292	\$ 4,417,566
European	219,685	638,037	1,108,956	1,456,048
Asia	541,249	535,879	2,244,344	1,975,993
Other markets	17,539	189,868	259,821	411,430
<b>Total Net Sales</b>	<b>\$ 1,761,747</b>	<b>\$ 2,811,111</b>	<b>\$ 7,944,413</b>	<b>\$ 8,261,037</b>

	Three Months Ended February 28 and 29,			
	2009		2008	
	United States	Europe	United States	Europe
Operating income (loss)	\$ (605,140)	\$ (11,912)	\$ 97,429	\$ 52,324
Depreciation expense	\$ 51,118	\$	\$ 39,008	\$ 1,802
Amortization expense	\$ 53,745	\$	\$ 8,639	\$
Capital expenditures	\$ 54,278	\$	\$ 66,127	\$

	Nine Months Ended February 28 and 29,			
	2009		2008	
	United States	Europe	United States	Europe
Operating income (loss)	\$ (979,297)	\$ 180,922	\$ 413,604	\$ 225,857
Depreciation expense	\$ 145,069	\$ 157	\$ 110,229	\$ 5,723
Amortization expense	\$ 161,234	\$	\$ 25,918	\$
Capital expenditures	\$ 171,733	\$	\$ 170,817	\$

Note Europe is defined as the European subsidiary, Schmitt Europe, Ltd.

**Segment and Geographic Assets**

	February 28, 2009	May 31, 2008
Segment assets to total assets		
Balancer	\$ 4,965,692	\$ 4,613,456
Measurement	4,876,762	5,140,166
Corporate assets	4,745,493	5,973,861
<b>Total assets</b>	<b>\$ 14,587,947</b>	<b>\$ 15,727,483</b>
Geographic assets to long-lived assets		
United States	\$ 1,478,286	\$ 1,451,622
Europe		157

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Total assets	\$	1,478,286	\$	1,451,779
Geographic assets to total assets				
United States	\$	14,142,776	\$	15,224,281
Europe		445,171		503,202
Total assets	\$	14,587,947	\$	15,727,483

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Schmitt Industries, Inc. designs, manufactures and markets computer controlled balancing equipment (the Balancer Segment) primarily to the machine tool industry. Through its wholly owned subsidiary, Schmitt Measurement Systems, Inc. (SMS), the Company designs, manufactures and markets precision laser-based test and measurement products and ultra sonic measurement systems for a variety of industrial applications (the Measurement Segment). The Company also sells and markets its products in Europe through its wholly owned subsidiary, Schmitt Europe Ltd. (SEL), located in the United Kingdom. The accompanying unaudited financial information should be read in conjunction with our Annual Report filed with the Securities and Exchange Commission (SEC) on Form 10-K for the fiscal year ended May 31, 2008. Certain amounts in prior periods' financial information have been reclassified to conform to the current period's presentation. These reclassifications did not affect consolidated net income.

**Forward-Looking Statements**

This Quarterly Report filed with the SEC on Form 10-Q (the Report), including Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 herein, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Schmitt Industries, Inc. and its consolidated subsidiaries (the Company) that are based on management's current expectations, estimates, projections and assumptions about the Company's business. Words such as expects, anticipates, intends, plans, believes, sees, estimates and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in the Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Report as well as those discussed from time to time in the Company's other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

**RESULTS OF OPERATIONS****Overview**

Schmitt Industries, Inc. designs, manufactures and markets computer controlled balancing equipment (the Balancer segment) to the worldwide machine tool industry and, through its wholly owned subsidiary, Schmitt Measurement Systems, Inc., precision laser-based test and measurement products and ultrasonic measurement systems (the Measurement segment) for a variety of industrial applications worldwide. The Company sells and markets its products in Europe through its wholly owned subsidiary, Schmitt Europe Ltd. (SEL), located in the United Kingdom. The Company is organized into two operating segments: the Balancer segment and the Measurement segment.

For the three months ended February 28, 2009, total sales decreased \$1.0 million, or 37.3%, to \$1.8 million from \$2.8 million in the three months ended February 29, 2008. For the nine months ended February 28, 2009, total sales decreased \$317,000, or 3.8%, to \$7.9 million from \$8.3 million for the nine months ended February 29, 2008. Balancer segment sales primarily come from end-users, rebuilders and original equipment manufacturers of grinding machines with the target geographic markets of North America, Asia and Europe. Balancer segment sales decreased \$710,000, or 35.9%, to \$1.3 million for the three months ended February 28, 2009 compared to \$2.0 million for the three months ended February 29, 2008. Balancer segment sales decreased \$290,000, or 4.7%, to \$5.8 million for the nine months ended February 28, 2009 compared to \$6.1 million for the nine months ended February 29, 2008. The Measurement segment product line consists of both laser light-scatter surface measurement and laser-based dimensional sizing products. Total Measurement segment sales decreased \$340,000, or 40.6%, to \$497,000 for the three months ended February 28, 2009 compared to \$836,000 for the three months ended February 29, 2008. Total Measurement segment sales decreased \$26,000, or 1.2%, to \$2.1 million for the nine months ended February 28, 2009 compared to \$2.1 million for the nine months ended February 29, 2008.

Total Measurement segment sales decreased \$26,000, or 1.2%, to \$2.1 million for the nine months ended February 28, 2009 compared to \$2.1 million for the nine months ended February 29, 2008.

During the third quarter of Fiscal 2008, the Company completed its acquisition of Xtero Datacom, Inc. ( Xtero ). The Company acquired Xtero s business including its patented technologies that utilize ultrasonic measurement systems to remotely measure and report via satellite to a secure website the capacity and volumes of large chemical storage tanks anywhere in the world. This acquisition resulted in higher research and development costs of \$93,000 during the three months ended February 28, 2009 and \$356,000 during the first nine months of Fiscal 2009. These higher expenses negatively impacted operating results during Fiscal 2009.

Net loss was \$261,000, or \$0.09 per fully diluted share, for the three months ended February 28, 2009 as compared to net income of \$228,000, or \$0.08 per fully diluted share, for the three months ended February 29, 2008. Net loss was \$341,000, or \$0.12 per fully diluted share, for the nine months ended February 28, 2009 as compared to net income of \$677,000, or \$0.25 per fully diluted share, for the nine months ended February 29, 2008. Earnings per share in the third quarter and the first nine months of Fiscal 2009 as compared to the same periods in the prior year were also negatively impacted due to the issuance of 200,000 shares of the Company s common stock issued in connection with the acquisition of Xtero during the third quarter of Fiscal 2008.

#### **Critical Accounting Policies**

There were no material changes in our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended May 31, 2008.

#### **Recently Issued Accounting Pronouncements:**

Refer to Note 1 of the Notes to Consolidated Interim Financial Statements for discussion of recently issued accounting pronouncements.

**Discussion of Operating Results**

	<b>Three Months Ended February 28 and 29,</b>			
	<b>2009</b>		<b>2008</b>	
Balancer sales	\$ 1,265,148	71.8%	\$ 1,974,896	70.3%
Measurement sales	496,599	28.2%	836,215	29.7%
<b>Total sales</b>	<b>1,761,747</b>	<b>100.0%</b>	<b>2,811,111</b>	<b>100.0%</b>
Cost of sales	954,175	54.2%	1,359,778	48.4%
<b>Gross profit</b>	<b>807,572</b>	<b>45.8%</b>	<b>1,451,333</b>	<b>51.6%</b>
Operating expenses:				
General, administration and sales	1,150,973	65.3%	1,120,664	39.9%
Research and development	273,651	15.5%	180,916	6.4%
<b>Total operating expenses</b>	<b>1,424,624</b>	<b>80.9%</b>	<b>1,301,580</b>	<b>46.3%</b>
Operating income (loss)	(617,052)	-35.0%	149,753	5.3%
Other income	17,198	1.0%	64,378	2.3%
Income (loss) before income taxes	(599,854)	-34.0%	214,131	7.6%
Benefit for income taxes	(338,980)	-19.2%	(14,000)	-0.5%
<b>Net income (loss)</b>	<b>\$ (260,874)</b>	<b>-14.8%</b>	<b>\$ 228,131</b>	<b>8.1%</b>

	<b>Nine Months Ended February 28 and 29,</b>			
	<b>2009</b>		<b>2008</b>	
Balancer sales	\$ 5,842,051	73.5%	\$ 6,132,254	74.2%
Measurement sales	2,102,362	26.5%	2,128,783	25.8%
<b>Total sales</b>	<b>7,944,413</b>	<b>100.0%</b>	<b>8,261,037</b>	<b>100.0%</b>
Cost of sales	4,076,782	51.3%	3,885,011	47.0%
<b>Gross profit</b>	<b>3,867,631</b>	<b>48.7%</b>	<b>4,376,026</b>	<b>53.0%</b>
Operating expenses:				
General, administration and sales	3,894,242	49.0%	3,320,455	40.2%
Research and development	771,764	9.7%	416,110	5.0%
<b>Total operating expenses</b>	<b>4,666,006</b>	<b>58.7%</b>	<b>3,736,565</b>	<b>45.2%</b>
Operating income (loss)	(798,375)	-10.0%	639,461	7.7%
Other income	35,215	0.4%	197,924	2.4%
Income (loss) before income taxes	(763,160)	-9.6%	837,385	10.1%
Provision (benefit) for income taxes	(422,166)	-5.3%	160,000	1.9%
<b>Net income (loss)</b>	<b>\$ (340,994)</b>	<b>-4.3%</b>	<b>\$ 677,385</b>	<b>8.2%</b>

Sales - Sales in the Balancer segment decreased \$710,000, or 35.9%, to \$1.3 million for the three months ended February 28, 2009 compared to \$2.0 million for the three months ended February 29, 2008. This decrease is primarily due to lower unit sales volumes in North America and Europe during the third quarter of Fiscal 2009. Market demand in Asia for the Balancer segment products during the three month period was flat with that region showing an increase of \$2,000 for the three months ended February 28, 2009 compared to the same period in the prior year. European sales decreased \$311,000, or 62.1%, in the third quarter of Fiscal 2009 compared to third quarter of Fiscal 2008. North American sales decreased \$314,000, or 36.6%, in the three months ended February 28, 2009 compared to the same period in the prior year. Sales in other regions of the world decreased \$87,000 in the third quarter of Fiscal 2009 as compared to the same period in Fiscal 2008. As with the North American market, the duration of the strength or weakness in demand in Asia and Europe cannot be forecasted with any certainty given the weaknesses in the global economy.

Sales in the Balancer segment decreased \$290,000, or 4.7%, to \$5.8 million for the nine months ended February 28, 2009 compared to \$6.1 million for the nine months ended February 29, 2008. This decrease is primarily due to lower unit sales volumes in North America and Europe offset by higher sales volumes in Asia during the first nine months of Fiscal 2009. Market demand in Asia for the Balancer segment products remained healthy with that region showing an increase of \$337,000, or 18.7%, for the nine months ended February 28, 2009 compared to the same period in the prior year. European sales decreased \$274,000, or 22.4%, in the first nine months of Fiscal 2009 compared to first nine months of Fiscal 2008. North American sales decreased \$322,000, or 11.1%, in the nine months ended February 28, 2009 compared to the same period in the prior year.

Sales in the Measurement segment decreased \$340,000, or 40.6%, to \$497,000 in the three months ended February 28, 2009 compared to \$836,000 in the three months ended February 29, 2008. Sales of laser-based dimensional sizing products decreased \$27,000, or 6.6%, in the three months ended February 28, 2009 as compared to the same period in the prior year primarily due to the lower volume of shipments in the current fiscal year. Sales of laser-based surface measurement products in the three months ended February 28, 2009 as compared to the same period in the prior year decreased \$313,000, or 72.1%, as sales to disk drive and silicon wafer manufacturers decreased. These industries have undergone significant technological change and consolidation as manufacturers merged or exited the markets resulting in a redeployment of equipment rather than the making of additional investments in capital equipment, and future sales of laser-based surface measurement products cannot be forecasted with any certainty.

Sales in the Measurement segment decreased \$26,000, or 1.2%, to \$2.1 million in the nine months ended February 28, 2009 compared to \$2.1 million in the nine months ended February 29, 2008. Sales of laser-based dimensional sizing products increased \$462,000, or 36.3%, in the nine months ended February 28, 2009 as compared to same period in the prior year primarily due to the lower volume of shipments in the prior year. Laser-based surface measurement products decreased \$489,000, or 57.1%, as sales to disk drive and silicon wafer manufacturers decreased.

Gross margin Gross margin for the three months ended February 28, 2009 decreased to 45.8% as compared to 51.6% for the three months ended February 29, 2008. Gross margin for the nine months ended February 28, 2009 decreased to 48.7% as compared to 53.0% for the nine months ended February 29, 2008. These decreases were due to changes in the product sales mix shifting toward lower margin products.

Operating expenses Operating expenses increased \$123,000, or 9.5%, to \$1.4 million for the three months ended February 28, 2009 as compared to \$1.3 million for the three months ended February 29, 2008. General, administrative and selling expenses increased \$30,000, or 2.7%, for the three months ended February 28, 2009 as compared to the same period in the prior year primarily due to higher personnel costs resulting from increased headcount, higher stock based compensation and higher amortization expenses related to the identifiable intangible assets acquired from Xtero, offset by lower commissions related to the decrease in sales. Research and development expenses increased \$93,000, or 51.3%, as compared to the same period in the prior year primarily due to new product development associated with technologies acquired from Xtero and new product development related to existing product lines.

Operating expenses increased \$929,000, or 24.9%, to \$4.7 million for the nine months ended February 28, 2009 as compared to \$3.7 million for the nine months ended February 29, 2008. General, administrative and selling expenses increased \$574,000, or 17.3%, for the nine months ended February 28, 2009 as compared to the same period in the prior year. Research and development expenses increased \$356,000 as compared to the same period in the prior year. These increases are primarily due to the same reasons as noted above.

**Other income** Other income consists of interest income, foreign currency exchange gain (loss) and other income (expense). Interest income was \$10,000 and \$56,000 for the three months ended February 28, 2009 and February 29, 2008, respectively. Interest income was \$68,000 and \$190,000 for the nine months ended February 28, 2009 and February 29, 2008, respectively. Interest income has decreased due to lower interest rates and decreased cash and investment balances. Foreign currency exchange gains were \$7,000 and \$8,000 for the three months ended February 28, 2009 and February 29, 2008, respectively. The foreign currency exchange loss was \$32,000 and the foreign currency exchange gain was \$8,000 for the nine months ended February 28, 2009 and February 29, 2008, respectively. The increase in the losses is primarily due to the rapid weakening of foreign currencies against the US dollar during the current period.

**Income tax provision** The Company's effective tax rate on consolidated net loss was 56.5% for the three months ended February 28, 2009 and 55.3% for the nine months ended February 28, 2009. The Company's effective tax rate on consolidated net loss differs from the federal statutory tax rate primarily due to certain expenses not being deductible for income tax reporting purposes offset by the benefit due to the completion of federal examinations, adjustments to the current year provision related to the prior year tax returns and tax credits related to research and experimentation expenses. One of the items not deductible for income tax reporting is stock based compensation. Management believes the effective tax rate for Fiscal 2009 will be approximately 54.0% due to the items noted above. The effective tax rate in the three and nine months ended February 29, 2008 was 6.5% and 19.1%, respectively.

**Net income** Net income decreased \$489,000 to a net loss of \$261,000, or \$0.09 per diluted share, for the three months ended February 28, 2009 as compared to net income of \$228,000, or \$0.08 per diluted share, for the three months ended February 29, 2008. Net income decreased \$1.0 million to a net loss of \$341,000, or \$0.12 per diluted share, from net income of \$677,000, or \$0.25 per diluted share, for the nine months ended February 28, 2009 and February 29, 2008, respectively. Net income decreased due primarily to higher general, administrative and selling expenses, higher research and development expenses, lower sales, lower gross margins and a higher effective tax rate during the three and nine months ended February 28, 2009 and February 29, 2008.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital decreased \$308,000 to \$9.6 million as of February 28, 2009 compared to \$9.9 million as of May 31, 2008. Cash, cash equivalents and short term investments totaled \$4.5 million and \$5.5 million as of February 28, 2009 and May 31, 2008, respectively. As of February 28, 2009, the Company had \$4.5 million in cash and cash equivalents on hand compared to \$3.0 million at May 31, 2008. The Company had \$0 and \$2.5 million in short-term investments as of February 28, 2009 and May 31, 2008, respectively. The Company moved their short-term investments to money market funds as they matured during Fiscal 2009.

Cash used in operating activities totaled \$891,000 for the nine months ended February 28, 2009 as compared to cash provided by operating activities of \$900,000 for the nine months ended February 29, 2008. The decrease was primarily due to decreases in net income, account receivable, accounts payable, other accrued liabilities and income taxes payable, and by increases in inventories, prepaid expenses, income tax receivable, depreciation and amortization and stock based compensation.

At February 28, 2009, the Company had accounts receivable of \$1.3 million as compared to \$1.6 million at May 31, 2008. The decrease in accounts receivable of \$308,000 is due to the decrease in sales in the third quarter of Fiscal 2009. At February 28, 2009, inventories increased \$316,000 to \$4.2 million as compared to \$3.9 million as of May 31, 2008. At February 28, 2009, total current liabilities decreased \$502,000 to \$898,000 as compared to \$1.4 million at May 31, 2008. The decrease is primarily due to the timing of payments and decreases in taxes payable due to the net loss as compared to the prior year.

During the three months ended February 28, 2009, net cash provided by investing activities was \$2.3 million, which consisted of net maturities of short-term investments of \$2.5 million offset by additions to property and equipment of \$172,000. Additions to property and equipment consisted primarily of new manufacturing and office equipment.

The Company has a \$1.0 million bank line of credit agreement secured by U.S. accounts receivable, inventories and general intangibles. Interest is payable at the bank's prime rate, (3.25% as of February 28, 2009), or LIBOR plus 2.0%, (2.5% as of February 28, 2009), and the agreement expires on March 1, 2011. There were no outstanding balances on the line of credit at February 28, 2009 and May 31, 2008.



We believe that our existing cash and investments combined with the cash we anticipate to generate from operating activities, and our available line of credit and financing available from other sources will be sufficient to meet our cash requirements for the foreseeable future. We do not have any significant commitments nor are we aware of any significant events or conditions that are likely to have a material impact on our liquidity or capital resources.

### **Business Risks**

The following are important factors that could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of the Company (see the forward-looking statements disclaimer at the beginning of Item 2 in this Report). In addition, the risks and uncertainties described below are not the only ones that the Company faces. Unforeseen risks could arise and problems or issues that the Company now views as minor could become more significant. If the Company were unable to adequately respond to known or unknown risks, the Company's business, financial condition or results of operations could be materially adversely affected. In addition, the Company cannot be certain that any actions taken to reduce known or unknown risks and uncertainties will be effective.

#### *Demand for Company products may change*

During the first nine months of Fiscal 2009, the Company experienced decreased sales of its Balancer products, primarily in North America and Europe offset by higher sales volumes in Asia. During Fiscal 2008, the Company experienced increased demand for its Balancer products in North America, its largest market, attributed primarily to an improving economy in North America. However, during Fiscal 2007, Balancer sales in North America declined when compared to Fiscal 2006. Economic conditions and circumstances, and therefore sales volumes, in our various markets could change materially in future periods, and as a result demand for the Company's products could decline.

The laser light-scatter surface measurement products of the Measurement segment have relied heavily upon sales to disk drive and silicon wafer manufacturers. Sales for the first nine months of Fiscal 2009 and for the full Fiscal 2008 and 2007 years have decreased 57.1%, 50.4% and 13.6%, respectively. Disk drive manufacturers have scaled back their outlook for the current calendar year, blaming a price war over high-capacity desktop computer drives, which now store as much as about one trillion bytes of data. With respect to handheld applications, disk drive manufacturers believe disk drive products with smaller than 1.8 inch form factors have to a large extent been replaced by competing storage technologies, such as solid state or flash memory. In addition, the silicon wafer industry is notoriously cyclical and is currently experiencing a downturn in demand. Consequently, the long-term impact on demand for the Company's surface measurement products in these two primary markets cannot be predicted with any certainty.

#### *The introduction of the Xact product may not be successful*

On February 20, 2008, the Company completed the acquisition of Xtero Datacom Inc. ( Xtero ) and Xtero's patented and patent pending technology for remote satellite sensing of large chemical storage tanks. Management believes the Xtero product called Xact has reached technological feasibility. Although our acquisition of Xtero with related research and development costs has negatively impacted current operating results, the acquisition should allow us to enter new measurement markets and is expected to add sales and profits to the Company in future years. However, the introduction of the Xact product may not be successful, anticipated market demand for the product may not materialize and additional product or market opportunities may not be identified and developed and brought to market in a timely and cost-effective manner, each of which could continue to negatively impact future operating results and result in large and immediate write-offs of recorded intangible asset balances.

#### *New products may not be developed to satisfy changes in customer demands*

The failure to develop new technologies, or react to changes in existing technologies, could materially delay development of new products, which could result in decreased revenues and a loss of market share to competitors. Financial performance depends on the ability to design, develop, manufacture, assemble, test, market and support new products and enhancements on a timely and cost-effective basis. New product opportunities may not be identified and developed and brought to market in a timely and cost-effective manner. Products or technologies developed by other companies may render products or technologies obsolete or noncompetitive, or a fundamental shift in technologies in the product markets could have a material adverse effect on the Company's competitive position within historic industries.

*Failure to protect intellectual property rights could adversely affect future performance and growth*

Failure to protect existing intellectual property rights may result in the loss of valuable technologies or paying other companies for infringing on their intellectual property rights. The Company relies on patent, trade secret, trademark and copyright law to protect such technologies. There is no assurance any of the Company's U.S. patents will not be invalidated, circumvented, challenged or licensed to other companies.

*Competition is intense and the Company's failure to compete effectively would adversely affect its business*

Competition in the markets for the Company's products is intense. The speed with which companies can identify new applications for the Company's various technologies, develop products to meet those needs and supply commercial quantities at low prices to those new markets are important competitive factors. The principal competitive factors in the Company's markets are product features, performance, reliability and price. Many of the Company's competitors have greater financial, technical, research and development and marketing resources. No assurance can be given that the Company will be able to compete effectively in the future, and the failure to do so would have a material adverse effect on the Company's business, financial condition and results of operations.

*Production time and the overall cost of products could increase if any of the primary suppliers are lost or if a primary supplier increased the prices of raw materials*

Manufacturing operations depend upon obtaining adequate supplies of raw materials on a timely basis. The results of operations could be adversely affected if adequate supplies of raw materials cannot be obtained in a timely manner or if the costs of raw materials increased significantly.

*Fluctuations in quarterly and annual operating results make it difficult to predict future performance*

Quarterly and annual operating results are likely to fluctuate in the future due to a variety of factors, some of which are beyond management's control. As a result of quarterly operating fluctuations, it is important to realize quarter-to-quarter comparisons of operating results are not necessarily meaningful and should not be relied upon as indicators of future performance.

*The Company may not be able to reduce operating costs quickly enough if sales decline*

Operating expenses are generally fixed in nature and largely based on anticipated sales. However, should future sales decline significantly and rapidly, there is no guarantee management could take actions that would further reduce operating expenses in either a timely manner or without seriously impacting the operations of the Company.

*The Company maintains a significant investment in inventories in anticipation of future sales*

The Company believes it maintains a competitive advantage by shipping product to its customers more rapidly than its competitors. As a result, the Company has a significant investment in inventories. These inventories are recorded using the lower-of-cost or market method, which requires management to make certain estimates. Management evaluates the recorded inventory values based on customer demand, market trends and expected future sales and changes these estimates accordingly. A significant shortfall of sales may result in carrying higher levels of inventories of finished goods and raw materials thereby increasing the risk of inventory obsolescence and corresponding inventory write-downs. As a result, the Company may not carry adequate reserves to offset such write-downs.

*Future success depends in part on attracting and retaining key management and qualified technical and sales personnel*

Future success depends on the efforts and continued services of key management, technical and sales personnel. Significant competition exists for such personnel and there is no assurance that the Company can retain key technical and sales personnel or attract, assimilate and retain other highly qualified technical and sales personnel as required. There is also no guarantee key employees will not leave and subsequently compete against the Company. The inability to retain key personnel could adversely impact the business, financial condition and results of operations.

*Changes in securities laws and regulations have increased and will continue to increase Company expenses*

Changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules promulgated by the Securities and Exchange Commission, have increased and will continue to increase Company expenses as the Company devotes resources to ensure compliance with all applicable laws and regulations. In particular, the Company will continue to incur significant additional administrative expense and a diversion of management's time to



implement and comply with Section 404 of the Sarbanes-Oxley Act which requires management to report on, and the Company's independent registered public accounting firm to ultimately attest to, our internal control over financial reporting. The Company may also incur additional fees necessary for them to provide their attestation. In addition, the NASDAQ Capital Market, on which the Company's common stock is listed, has also adopted comprehensive rules and regulations relating to corporate governance. These laws, rules and regulations have increased the scope, complexity and cost of corporate governance, reporting and disclosure practices. The Company may be required to hire additional personnel and use outside legal, accounting and advisory services to address these laws, rules and regulations. The Company also expects these developments to make it more difficult and more expensive for the Company to obtain director and officer liability insurance in the future, and the Company may be required to reduce coverage or incur substantially higher costs to obtain coverage. Further, Company board members, Chief Executive Officer and Chief Financial Officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified board members and executive officers, which would adversely affect the Company.

*The Company faces risks from international sales and currency fluctuations*

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. International sales are subject to a number of risks, including: the imposition of governmental controls; trade restrictions; difficulty in collecting receivables; changes in tariffs and taxes; difficulties in staffing and managing international operations; political and economic instability; general economic conditions; and fluctuations in foreign currencies. No assurances can be given these factors will not have a material adverse effect on future international sales and operations and, consequently, on business, financial condition and results of operations.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### **Interest Rate Risk**

The Company did not have any derivative financial instruments as of February 28, 2009. However, the Company could be exposed to interest rate risk at any time in the future and, therefore, employs established policies and procedures to manage its exposure to changes in the market risk of its marketable securities.

The Company's interest income and expense are most sensitive to changes in the general level of U.S. and European interest rates. In this regard, changes in U.S. and European interest rates affect the interest earned on the Company's interest bearing cash equivalents and short term investments. The Company has a variable rate line of credit facility with a bank but there is no outstanding balance as of February 28, 2009. Also, there is no other long-term obligation whose interest rates are based on variable rates that may fluctuate over time based on economic changes in the environment. Therefore, at this time, the Company is not subject to interest rate risk on outstanding interest bearing obligations if market interest rates fluctuate and does not expect any change in the interest rates to have a material effect on the Company's results from operations.

#### **Foreign Currency Risk**

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. The Company operates a subsidiary in the United Kingdom and acquires certain materials and services from vendors transacted in foreign currencies. Therefore, the Company's business and financial condition is sensitive to currency exchange rates or any other restrictions imposed on their currencies. For the three months ended February 28, 2009 and February 29, 2008, results of operations included gains on foreign currency translation of \$7,000 and \$8,000, respectively. For the nine months ended February 28, 2009 and February 29, 2008, results of operations included losses on foreign currency translation of \$32,000 and gains on foreign currency translation of \$8,000, respectively.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

As of February 28, 2009, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e). Based on the evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**Remediation of Material Weakness**

As of November 30, 2008, we did not maintain effective controls around the review of significant non-routine transactions and the preparation and review of the related tax accounts. This control deficiency resulted in a material audit adjustment that was properly reflected in the financial statements for the year ended May 31, 2008. As of February 28, 2009, we implemented additional control procedures necessary to remediate this material weakness. Specifically, we have hired an independent, qualified third party to review the Company's tax provision calculation on a quarterly basis and, if necessary, we will hire additional third parties to review significant non-routine transactions when and if they occur in the future.

**Changes in Internal Control Over Financial Reporting**

Other than as noted above, there has been no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended February 28, 2009 that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**Item 6. Exhibits**

<b>Exhibit</b>	<b>Description</b>
3.1	Second Restated Articles of Incorporation of Schmitt Industries, Inc. (the Company ). Incorporated by reference to Exhibit 3(i) to the Company s Annual Report on Form 10-K for the fiscal year ended May 31, 1998.
3.2	Second Restated Bylaws of the Company. Incorporated by reference to Exhibit 3(ii) to the Company s Annual Report on Form 10-K for the fiscal year ended May 31, 1998.
4.1	See exhibits 3.1 and 3.2 for provisions of the Articles of Incorporation and Bylaws defining the rights of security holders.
10.1	Loan Agreement between Schmitt Industries, Inc. and Bank of America, N.A. dated February 13, 2009.
10.2	Security Agreement between Schmitt Industries, Inc. and Bank of America, N.A. dated February 13, 2009.
31.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

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

SCHMITT INDUSTRIES, INC.  
(Registrant)

Date: April 14, 2009

/s/ Wayne A. Case  
Wayne A. Case,  
Chairman of the Board, President and  
Chief Executive Officer

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