

AMERICAN WOODMARK CORP

Form 10-K

June 28, 2013

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 April 30, 2013

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 000-14798

AMERICAN WOODMARK CORPORATION
(Exact name of registrant as specified in its charter)

VIRGINIA

(State or other jurisdiction of incorporation or
organization)

54-1138147

(I.R.S. Employer Identification No.)

3102 Shawnee Drive, Winchester, Virginia
(Address of principal executive offices)

22601

(Zip Code)

Registrant's telephone number, including area code: (540) 665-9100
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 value)	NASDAQ Global Select Market

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

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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 (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the registrant's Common Stock, no par value, held by non-affiliates of the registrant as of October 31, 2012, the last business day of the Company's most recent second quarter was \$252,894,016.

As of June 17, 2013, 14,923,930 shares of the Registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 22, 2013 ("Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

PART I

Item 1. BUSINESS

American Woodmark Corporation (“American Woodmark” or the “Company”) manufactures and distributes kitchen cabinets and vanities for the remodeling and new home construction markets. American Woodmark was incorporated in 1980 by the four principal managers of the Boise Cascade Cabinet Division through a leveraged buyout of that division. American Woodmark was operated privately until 1986 when it became a public company through a registered public offering of its common stock.

American Woodmark currently offers framed stock cabinets in approximately 550 different cabinet lines, ranging in price from relatively inexpensive to medium-priced styles. Styles vary by design and color from natural wood finishes to low-pressure laminate surfaces. The product offering of stock cabinets includes 86 door designs in 18 colors. Stock cabinets consist of cabinet interiors of varying dimensions and construction options and a maple, oak, cherry, or hickory front frame, door and/or drawer front.

Products are sold under the brand names of American Woodmark®, Timberlake®, Shenandoah Cabinetry®, Potomac®, and Waypoint Living Spaces®.

American Woodmark’s products are sold on a national basis across the United States to the remodeling and new home construction markets. The Company services these markets through three primary channels: home centers, builders, and independent dealers and distributors. The Company provides complete turnkey installation services to its direct builder customers via its network of nine service centers that are strategically located throughout the United States. The Company distributes its products to each market channel directly from four assembly plants through a third party logistics network.

The primary raw materials used include hard maple, oak, cherry, soft maple, and hickory lumber and plywood. Additional raw materials include paint, particleboard, manufactured components, and hardware. The Company currently purchases paint from one supplier; however, other sources are available. Other raw materials are purchased from more than one source and are readily available.

American Woodmark operates in a highly fragmented industry that is composed of several thousand local, regional, and national manufacturers. The Company’s principal means for competition is its breadth and variety of product offering, expanded service capabilities, geographic reach and affordable quality. The Company believes it is one of the three largest manufacturers of kitchen cabinets in the United States.

The Company’s business has historically been subject to seasonal influences, with higher sales typically realized in the second and fourth fiscal quarters. General economic forces and changes in the Company’s customer mix have reduced seasonal fluctuations in revenue over the past few years. The Company does not consider its level of order backlog to be material.

In recognition of the cyclicity of the housing industry, the Company’s policy is to operate with a minimal amount of financial leverage. The Company regularly maintains a debt to capital ratio of well below 20%, and working capital exclusive of cash of less than 6% of net sales. At April 30, 2013, debt to capital was 13.9%, and working capital net of cash was 1.9% of net sales.

During the last fiscal year, American Woodmark had two primary customers, The Home Depot and Lowe’s Companies, Inc., which together accounted for approximately 59% of the Company’s sales in its fiscal year ended April 30, 2013 (fiscal 2013). The loss of either customer would have a material adverse effect on the Company.

As of May 31, 2013, the Company had 4,537 employees. None of the Company's employees are represented by labor unions. The Company believes that its employee relations are good.

American Woodmark's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and all amendments to those reports are available free of

charge on the Company's web site at www.americanwoodmark.com as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The contents of the Company's web site are not, however, part of this report.

Item 1A.

RISK FACTORS

There are a number of business risks and uncertainties that may affect the Company's business, results of operations and financial condition. These risks and uncertainties could cause future results to differ from past performance or expected results, including results described in statements elsewhere in this report that constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Additional risks and uncertainties not presently known to the Company or currently believed to be immaterial also may adversely impact the business. Should any risks or uncertainties develop into actual events, these developments could have material adverse effects on the Company's business, financial condition, and results of operations. These risks and uncertainties, which the Company considers to be most relevant to specific business activities, include, but are not limited to, the following, as well as additional risk factors included in Item 7A, "Quantitative and Qualitative Disclosures about Market Risk." Additional risks and uncertainties that may affect the Company's business, results of operations and financial condition are discussed elsewhere in this report, including in "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the headings "Forward-Looking Statements," "Market Risks," and "Outlook for Fiscal 2014."

The Company's business is dependent upon remodeling activity and residential construction. The Company's results of operations are affected by levels of home improvement and residential construction activity, including repair and remodeling and new construction. Job creation levels, interest rates, availability of credit, energy costs, consumer confidence, national and regional economic conditions, and weather conditions and natural disasters can significantly impact levels of home improvement and residential construction activity.

Prolonged economic downturns may adversely impact the Company's sales, earnings and liquidity. Although they have recently rebounded, the Company's fiscal 2013 sales levels were 25% below their peak levels of 2006. The Company's industry historically has been cyclical in nature and has fluctuated with economic cycles. During economic downturns, the Company's industry could experience longer periods of recession and greater declines than the general economy. The Company believes that its industry is significantly influenced by economic conditions generally and particularly by housing activity, consumer confidence, the level of personal discretionary spending, demographics and credit availability. These factors not only may affect the ultimate consumer of the Company's products, but also may impact home centers, builders and the Company's other primary customers. As a result, a worsening of current conditions could adversely affect the Company's sales and earnings as well as its cash flow and liquidity.

The Company's future financial performance depends in part on the success of its new product development and other growth strategies. The Company has increased its emphasis on new product development in recent years and continues to focus solely on organic growth. Consequently, the Company's financial performance will, in part, reflect its success in implementing its growth strategies in its existing markets and in introducing new products.

The loss of, or a reduction in business from, either of the Company's key customers would have a material adverse effect upon its business. The size and importance to the Company of its two largest customers is significant. These customers could make significant changes in their volume of purchases and could otherwise significantly affect the terms and conditions on which the Company does business. Sales to The Home Depot and Lowe's Companies, Inc. were approximately 59% of total company sales for fiscal 2013. Although builders, dealers, and other retailers represent other channels of distribution for the Company's products, an unplanned loss of a substantial portion of sales to The Home Depot or Lowe's Companies, Inc. would have a material adverse impact on the Company.

Manufacturing realignments and cost savings programs similar to the Company's 2012 Restructuring Plan could result in a decrease in the Company's near-term earnings and liquidity. The Company continually reviews its manufacturing operations. These reviews could result in manufacturing realignments and cost savings programs, such as the consolidation and integration of facilities, functions, systems, or procedures, which in turn could result in a charge that would decrease near-term earnings and liquidity until the expected cost reductions are achieved. Any such realignments would likely result in significant costs including, among others, severance, impairment, exit, and disposal costs and capital expenditures.

Impairment charges could reduce the Company's profitability. The Company has significant long-lived assets, including deferred tax assets, recorded on its balance sheets. If operating results decline or if the Company decides to restructure results as it did with the 2012 Restructuring Plan, the Company could incur impairment charges, which could have a material impact on its financial results. The Company evaluates the recoverability of the carrying amount of its long-lived assets on an ongoing basis. The outcome of future reviews could result in substantial impairment charges. Impairment assessments inherently involve judgments as to assumptions about market conditions and the Company's ability to generate future cash flows and profitability, given those assumptions. Future events and changing market conditions may impact the Company's assumptions as to prices, costs or other factors that may result in changes in the Company's estimates. Although the Company believes the assumptions used in testing for impairment are reasonable, significant changes in these assumptions could produce a significantly different result.

The Company's operating results are affected by the cost and availability of raw materials. Because the Company is dependent on outside suppliers for raw material needs, it must obtain sufficient quantities of quality raw materials from its suppliers at acceptable prices and in a timely manner. The Company has no long-term supply contracts with its key suppliers. A substantial decrease in the availability of products from the Company's suppliers, the loss of key supplier arrangements, or a substantial increase in the cost of its raw materials could adversely impact the Company's results of operations.

The Company may not be able to maintain or raise the prices of its products in response to inflation and increasing costs. Short-term market and competitive pressures may prohibit the Company from raising prices to offset inflationary raw material and freight costs, which would adversely impact profit margins.

Item 1B.

UNRESOLVED STAFF COMMENTS

None.

Item 2.

PROPERTIES

American Woodmark leases its Corporate Office located in Winchester, Virginia. In addition, the Company leases 1 manufacturing facility in Hardy County, West Virginia and owns 8 manufacturing facilities located primarily in the eastern United States. The Company also leases 9 primary service centers, 2 satellite service centers, and 3 additional office centers located throughout the United States that support the sale and distribution of products to each market channel. The Company considers its properties suitable for the business and adequate for its needs.

Primary properties as of April 30, 2013 include:

LOCATION	DESCRIPTION
Allegany County, MD	Manufacturing Facility
Berryville, VA	Service Center*
Coppell, TX	Service Center*
Gas City, IN	Manufacturing Facility
Hardy County, WV	Manufacturing Facility*
Houston, TX	Satellite Service Center*
Humboldt, TN	Manufacturing Facility
Huntersville, NC	Service Center*
Jackson, GA	Manufacturing Facility
Kingman, AZ	Manufacturing Facility
Kennesaw, GA	Service Center*
Montgomeryville, PA	Service Center*
Monticello, KY	Manufacturing Facility
Orange, VA	Manufacturing Facility
Orlando, FL	Service Center*
Raleigh, NC	Satellite Service Center*
Phoenix, AZ	Service Center*
Rancho Cordova, CA	Service Center*
Tampa, FL	Service Center*
Toccoa, GA	Manufacturing Facility
Winchester, VA	Corporate Office*
Winchester, VA	Office (Customer Service)*
Winchester, VA	Office (MIS)*
Winchester, VA	Office (Product Dev./Logistics)*

*Leased facility.

In addition, American Woodmark owns two manufacturing facilities that are permanently closed.

Item 3.

LEGAL PROCEEDINGS

The Company is involved in suits and claims in the normal course of business, including without limitation product liability and general liability claims and claims pending before the Equal Employment Opportunity Commission. On at least a quarterly basis, the Company consults with its legal counsel to ascertain the reasonable likelihood that such claims may result in a loss. As required by ASC Topic 450, "Contingencies" (ASC 450), the Company categorizes the various suits and claims into three categories according to their likelihood for resulting in potential loss: those that are probable, those that are reasonably possible and those that are deemed to be remote. The Company accounts for these loss contingencies in accordance with ASC 450. Where losses are deemed to be probable and estimable, accruals are made. Where losses are deemed to be reasonably possible or remote, a range of loss estimates is determined and considered for disclosure. Where no loss estimate range can be made, the Company and its counsel perform a worst-case estimate. In determining these loss range estimates, the Company considers known values of similar claims and consultation with independent counsel.

The Company believes that the aggregate range of estimated loss stemming from the various suits and asserted and unasserted claims which were deemed to be either probable or reasonably possible was not material as of April 30, 2013.

Also see the information under "Legal Matters" under "Note K – Commitments and Contingencies" to the Consolidated Financial Statements included in this report under Item 8, "Financial Statements and Supplementary Data."

Item 4.

MINE SAFETY DISCLOSURES

None.

EXECUTIVE OFFICERS OF THE REGISTRANT

Executive officers of the Company are elected by the Board of Directors and generally hold office until the next annual election of officers. There are no family relationships between any executive officer and any other officer or director of the Company or any arrangement or understanding between any executive officer and any other person pursuant to which such officer was elected. The executive officers of the Company as of April 30, 2013 are as follows:

Name	Age	Position(s) Held During Past Five Years
Kent B. Guichard	57	Company Chairman, President and Chief Executive Officer from August 2009 to present; Company President and Chief Executive Officer from August 2007 to August 2009; Company Director from November 1997 to present.
Jonathan H. Wolk	51	Company Senior Vice President and Chief Financial Officer from September 2010 to present; Company Vice President and Chief Financial Officer from December 2004 to September 2010; Company Corporate Secretary from May 2005 to present.

- S. Cary Dunston 48 Company Executive Vice President, Operations from September 2012 to present; Company Senior Vice President, Manufacturing and Supply Chain Services from October 2006 to September 2012.
- Bradley S. Boyer 54 Company Senior Vice President, Sales and Marketing Remodel from September 2010 to present; Company Vice President, Remodeling Sales and Marketing from July 2008 to September 2010; Company Vice President, Home Center Sales and Marketing from January 2005 to July 2008.

PART II

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

MARKET INFORMATION

American Woodmark Corporation common stock is quoted on The NASDAQ Global Select Market under the "AMWD" symbol. Common stock per share market prices and cash dividends declared during the last two fiscal years were as follows:

(in dollars)	MARKET PRICE		DIVIDENDS DECLARED
	High	Low	
FISCAL 2013			
First quarter	\$18.95	\$15.46	\$ 0.00
Second quarter	23.30	16.45	0.00
Third quarter	29.28	21.66	0.00
Fourth quarter	36.68	27.63	0.00
FISCAL 2012			
First quarter	\$22.51	\$15.73	\$ 0.09
Second quarter	19.87	11.53	0.00
Third quarter	17.99	10.88	0.00
Fourth quarter	19.52	13.19	0.00

As of May 16, 2013, there were approximately 6,500 shareholders of record of the Company's common stock. Included are approximately 52% of the Company's employees, who are shareholders through the American Woodmark Stock Ownership Plan. The Company paid dividends on its common stock during the first quarter of 2012 and then its quarterly dividend was suspended. The determination as to the payment and the amount of any future dividends will be made by the Board of Directors from time to time and will depend on the Company's then-current financial condition, capital requirements, results of operations and any other factors then deemed relevant by the Board of Directors.

On August 24, 2007, the Company announced that the Company's Board of Directors approved the repurchase of up to \$100 million of the Company's common stock. This authorization has no expiration date. In the fourth quarter of 2013, the Company did not repurchase any shares under this authorization. At April 30, 2013, \$93.3 million remained authorized by the Company's Board of Directors to repurchase shares of the Company's common stock.

Item 6.

SELECTED FINANCIAL DATA

(in millions except per share data)	FISCAL YEARS ENDED APRIL 30									
	2013	1	2012	1,2	2011	2	2010	2	2009	2
FINANCIAL STATEMENT DATA										
Net sales	\$630.4		\$515.8		\$452.6		\$406.5		\$545.9	
Operating income (loss)	17.2		(33.4)		(31.1)		(37.3)		(7.2)	
Net income (loss)	9.8		(20.8)		(20.0)		(22.3)		(3.2)	
Earnings (loss) per share:										
Basic	0.67		(1.45)		(1.40)		(1.58)		(0.23)	
Diluted	0.66		(1.45)		(1.40)		(1.58)		(0.23)	
Depreciation and amortization expense	14.4		23.4		26.7		30.9		35.1	
Total assets	294.0		265.1		268.4		282.4		303.7	
Long-term debt, less current maturities	23.6		23.8		24.7		25.6		26.5	
Total shareholders' equity	146.2		130.0		154.0		175.3		203.7	
Cash dividends declared per share	0.00		0.09		0.36		0.36		0.36	
Average shares outstanding										
Basic	14.6		14.3		14.3		14.1		14.1	
Diluted	14.8		14.3		14.3		14.1		14.1	
PERCENT OF SALES										
Gross profit	16.3	%	12.9	%	11.7	%	12.0	%	16.4	%
Selling, general and administrative expenses	13.5		16.2		18.5		20.5		15.9	
Income (loss) before income taxes	2.7		(6.4)		(6.6)		(9.1)		(1.1)	
Net income (loss)	1.5		(4.0)		(4.4)		(5.5)		(0.6)	
RATIO ANALYSIS										
Current ratio	2.6		2.2		2.4		2.5		2.6	
Inventory turnover ³	20.4		19.2		16.1		12.3		11.5	
Collection period - days ⁴	31.4		30.0		30.1		32.9		33.5	
Percentage of capital (long-term debt plus equity):										
Long-term debt, less current maturities	13.9	%	15.5	%	13.8	%	12.7	%	11.5	%
Equity	86.1		84.5		86.2		87.3		88.5	
Return on equity (average %)	7.1		(14.6)		(12.2)		(11.8)		(1.5)	

¹The Company announced plans to realign its manufacturing network during fiscal 2012. The impact of these initiatives in fiscal 2012 increased operating loss, net loss and loss per share by \$15,917,000, \$9,710,000 and \$0.68, respectively. During fiscal 2013, the charges related to these initiatives decreased operating income, net income and earnings per share by \$1,433,000, \$874,000 and \$0.06, respectively.

²The Company performed a reduction-in-force of salaried personnel and announced plans to realign its manufacturing network during fiscal 2009. The impact of these initiatives in fiscal 2009 reduced operating income (loss), net income (loss) and earnings (loss) per share by \$9,743,000, \$6,050,000 and \$0.43, respectively. During fiscal 2010, these initiatives increased operating loss, net loss and loss per share by \$2,808,000, \$1,722,000 and \$0.12, respectively. During fiscal 2011, these initiatives increased

operating loss, net loss and loss per share by \$62,000, \$39,000 and \$0.00, respectively. During fiscal 2012, these initiatives increased operating loss, net loss and loss per share by \$404,000, \$246,000 and \$0.01, respectively.

3Based on the average of beginning and ending inventory.

4Based on the ratio of average monthly customer receivables to average sales per day.

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

Results of Operations

The following table sets forth certain income and expense items as a percentage of net sales:

	PERCENTAGE OF NET SALES		
	Fiscal Years Ended April 30		
	2013	2012	2011
Net sales	100.0%	100.0%	100.0%
Cost of sales and distribution	83.7	87.1	88.3
Gross profit	16.3	12.9	11.7
Selling and marketing expenses	9.1	11.3	13.5
General and administrative expenses	4.4	4.9	5.0
Restructuring charges	0.2	3.2	0.0
Insurance recovery	(0.1)	0.0	0.0
Operating income (loss)	2.7	(6.5)	(6.8)
Interest expense/other (income) expense	0.1	(0.1)	(0.2)
Income (loss) before income taxes	2.7	(6.4)	(6.6)
Income tax expense (benefit)	1.1	(2.4)	(2.2)
Net income (loss)	1.5	(4.0)	(4.4)

The following discussion should be read in conjunction with the Five-Year Selected Financial Information and the Consolidated Financial Statements and the related notes contained elsewhere herein.

Forward-Looking Statements

This annual report contains statements concerning the Company's expectations, plans, objectives, future financial performance and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In most cases, the reader can identify these forward-looking statements by words such as "anticipate," "estimate," "forecast," "expect," "believe," "should," "could," "would," "plan," "may," or other similar words. Forward-looking statements contained in this annual report, including in Management's Discussion and Analysis, are based on current expectations and our actual results may differ materially from those projected in any forward-looking statements. In addition, the Company participates in an industry that is subject to rapidly changing conditions and there are numerous factors that could cause the Company to experience a decline in sales and/or earnings or deterioration in financial condition. These include but are not limited to: (1) general economic or business conditions and instability in the financial and credit markets, including their potential impact on our (i) sales and operating costs and access to financing; and (ii) customers and suppliers and their ability to obtain financing or generate the cash necessary to conduct their respective businesses; (2) the cyclical nature of the Company's industry, which is particularly sensitive to changes in consumer confidence, the amount of consumers' income available for discretionary purchases, and the availability and terms of consumer credit; (3) economic weakness in a specific channel of distribution; (4) the loss of sales from specific customers due to their loss of market share, bankruptcy or switching to a competitor; (5) risks associated with domestic manufacturing operations, including fluctuations in capacity utilization and the prices and availability of key raw materials as well as fuel, transportation, warehousing and labor costs and environmental compliance and remediation costs; (6) the need to respond to price or product initiatives launched by a competitor; (7) the Company's ability to successfully implement initiatives related to increasing market share, new products, maintaining and increasing its sales force and new product displays; and (8) sales growth at a rate that outpaces the Company's ability to install new capacity or a sales decline that requires

reduction or realignment of the Company's manufacturing capacity. Additional information concerning the factors that could cause actual results to differ materially from those in forward-looking statements is contained in this annual report, including elsewhere in "Management's Discussion and Analysis" and also in the Company's most recent annual report on

Form 10-K for the fiscal year ended April 30, 2013, filed with the U.S. Securities and Exchange Commission (SEC), including under Item 1A, "Risk Factors," and Item 7A, "Quantitative and Qualitative Disclosures about Market Risk." While the Company believes that these risks are manageable and will not adversely impact the long-term performance of the Company, these risks could, under certain circumstances, have a material adverse impact on its operating results and financial condition.

Any forward-looking statement that the Company makes speaks only as of the date of this annual report. The Company undertakes no obligation to publicly update or revise any forward-looking statements or cautionary factors, as a result of new information, future events or otherwise, except as required by law.

Overview

American Woodmark Corporation manufactures and distributes kitchen cabinets and vanities for the remodeling and new home construction markets. Its products are sold on a national basis directly to home centers, major builders and home manufacturers and through a network of independent dealers and distributors. At April 30, 2013, the Company operated 9 manufacturing facilities and 9 service centers across the country.

During the Company's fiscal year that ended on April 30, 2013 (fiscal 2013), the Company experienced improving housing market conditions for the first time since the housing market downturn that began in 2007.

A number of positive factors evidenced the improving housing market, including:

- Creation of approximately 2 million private sector jobs in the U.S. during the Company's fiscal years 2012 and 2013 (according to the U.S. Department of Labor);
- A 15% improvement in Gross Private Residential Fixed Investment reported by the U.S. Department of Commerce during the most recent four quarters through the first quarter of calendar 2013, as compared with the same period one year ago;
- Increases in total housing starts and single family housing starts during the Company's fiscal 2013 of 32% and 28%, respectively, as compared to the Company's fiscal 2012, according to the U.S. Department of Commerce;
- The median price of existing homes sold in the U.S. improved for the first time in 7 years, rising by 10% during the Company's fiscal 2013, according to data provided by the National Association of Realtors;
- Consumer confidence, as reported by the University of Michigan, averaged 10% higher during the Company's fiscal 2013 than in its prior fiscal year; and
- Cabinet sales, as reported by members of the Kitchen Cabinet Manufacturers Association (KCMA), increased by 11% during fiscal 2013, suggesting an increase in both new construction and remodeling sales of cabinets.

Faced with an improving but still relatively subdued remodeling market, the Company's largest remodeling customers and competitors continued to utilize an elevated level of sales promotions in the Company's product category during fiscal 2013 to boost sales, although a noticeable easing occurred in the second half of fiscal 2013. The Company strives to maintain its promotional levels in line with market activity, with a goal of remaining competitive. The Company experienced promotional levels during fiscal 2013 that were lower than those experienced in its prior fiscal year. The Company's remodeling sales increased at a high-single digit pace during fiscal 2013 in a remodeling market that appears to have improved by a bit less than that level.

The Company increased its net sales by 22% during fiscal 2013. The Company realized strong sales gains in its new construction channel during fiscal 2013, where sales increased by more than 40%, significantly outpacing the improvement in single-family housing starts. Management believes this

result, combined with the Company's increased remodeling sales, indicates the Company realized market share gains in both of its sales channels during fiscal 2013.

During the third quarter of fiscal 2012, the Company announced several initiatives designed to reduce its cost base (the 2012 Restructuring), including the permanent closure of two manufacturing plants, the decision to sell a previously closed manufacturing facility, and the realignment of its retirement program, including the freezing of its pension plans. All of these initiatives were completed either prior to or just after the beginning of the Company's fiscal 2013, and restructuring charges related to these actions have been reflected in the Company's results during both years.

Gross margin for fiscal 2013 was 16.3%, significantly improved from 12.9% in fiscal 2012. The increase in the Company's gross margin rate was driven by reductions in the labor and overhead costs associated with the Company's restructuring activities, the beneficial impact of increased sales volume and the absence of the prior year's inventory write down, which more than offset the impact of rising materials costs.

The Company recorded restructuring charges of \$15.9 million (pre-tax) and \$10.0 million (after-tax) during fiscal 2012 and \$1.4 million (pre-tax) and \$0.9 million (after-tax) during fiscal 2013 in connection with these initiatives. Because the bulk of these restructuring efforts have been completed, the Company expects that its future out-of-pocket costs will be nominal. The Company sold a previously closed plant during fiscal 2013 and continues to include in "Other Assets" at an aggregate \$2.7 million book value the other two plants held for sale that were included in the 2012 Restructuring.

The Company regularly considers the need for a valuation allowance against its deferred tax assets. The Company had a history of profitable operations for 16 consecutive years, from 1994 to 2009, followed by losses that coincided with the industry downturn from 2010 to 2012. As of April 30, 2013, the Company had total deferred tax assets of \$38.7 million, down from \$42.1 million at April 30, 2012. Growth in the Company's deferred tax assets in recent fiscal years resulted primarily from growth in its defined benefit pension liabilities and the impact of its recent losses prior to fiscal 2013. The Company earned sufficient net income during fiscal 2013 to fully utilize its Federal net operating loss carryforward. To fully realize these net deferred tax assets, the Company will need to, among other things, substantially reduce its net unfunded pension obligation of \$53.7 million at April 30, 2013. The Company took definitive actions when it froze its pension plans as part of the 2012 Restructuring to enhance the probability that this objective is achieved in the future.

The Company resumed the funding of its pension plans during fiscal year 2012, and expects to continue funding these plans for the foreseeable future, which will reduce both its unfunded pension plan obligation and its deferred tax asset. These actions, coupled with the recent improvement in the U.S. housing market and the Company's continued ability to grow its sales at a faster rate than its competitors, have enabled the Company to generate net income and reduce its deferred tax assets and unfunded pension obligation during fiscal 2013. The Company believes that the positive evidence of the housing industry improvement, coupled with the benefits from the Company's successful restructuring and continued market share gains have already driven a return to profitability that is expected to continue, and that the combined impact of these positive factors outweighs the negative factor of the Company's previous losses. Accordingly, Management has concluded it is more likely than not that the Company will realize its deferred tax assets.

The Company also regularly assesses its long-lived assets to determine if any impairment has occurred. The Company has concluded that none of the long-lived assets pertaining to its 9 manufacturing plants or any of its other long-lived assets were impaired as of April 30, 2013.

Results of Operations

(in thousands)	FISCAL YEARS ENDED APRIL 30			2013 vs.	2012 vs.
	2013	2012	2011	2012 PERCENT CHANGE	2011 PERCENT CHANGE
Net sales	\$630,437	\$515,814	\$452,589	22 %	14 %
Gross profit	102,656	66,475	52,751	54	26
Selling and marketing expenses	57,402	58,271	61,034	(1)	(5)
General and administrative expenses	27,575	25,329	22,709	9	12
Interest expense	643	527	572	22	(8)

Net Sales

Net sales were \$630.4 million in fiscal 2013, an increase of \$114.6 million, or 22%, compared with fiscal 2012. Overall unit volume for fiscal 2013 was 17% higher than in fiscal 2012, which management believes was driven primarily by the Company's increased market share. Average revenue per unit increased 4% in fiscal 2013, driven by improvements in the Company's product mix.

Net sales for fiscal 2012 increased 14% to \$515.8 million from \$452.6 million in fiscal 2011. Overall unit volume for fiscal 2012 was 9% higher than in fiscal 2011, which management believes was driven primarily by the Company's increased market share. Average revenue per unit increased 5% during fiscal 2012, driven primarily by improvements in product mix.

Gross Profit

Gross profit as a percentage of sales increased to 16.3% in fiscal 2013 as compared with 12.9% in fiscal 2012. The improvement in gross profit margin was due primarily to the beneficial impact of higher sales volume and labor and overhead cost savings associated with the Company's two plant closures in April and May of 2012. This favorability was partially offset by an increase in material costs. Specific changes and additional information included:

- Labor and overhead costs improved by 3.6% as a percentage of net sales compared with the prior fiscal year, as the combination of the increased sales volume and the plant closures caused both a decrease in overhead costs and improved absorption of fixed overhead costs, while labor costs became increasingly more efficient throughout fiscal 2013 as productivity gains were realized following the plant closures;
- Materials and freight costs increased as a percentage of net sales by 1.6% during fiscal 2013 as compared with fiscal 2012, driven primarily by inflationary pressures in finishing materials, lumber, cartons, plywood, particleboard and paint, as well as from increased levels of outsourcing following the recent plant closures; and
- Sales promotion costs improved by 1.4% of net sales during fiscal 2013 compared with the prior year, as a result of both an increased proportion of new construction sales to the Company's total sales and reduced promotional activity. Sales promotions that involved the use of free products or cash reimbursements back to the Company's large remodeling customers were deducted from gross margin as opposed to being classified as operating expenses.

During fiscal 2012, the Company's gross profit increased as a percentage of net sales to 12.9% from 11.7% in fiscal 2011. Increased sales volume in fiscal 2012 created improved labor efficiencies and more favorable absorption of

manufacturing overhead costs, which were partially offset by increased sales promotion costs, material costs and diesel fuel. Specific changes and additional information included:

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- Labor and overhead costs improved by 3.7% as a percentage of net sales during fiscal 2012 compared with the prior fiscal year, as increased sales volume caused increased productivity of direct labor and absorption of fixed overhead costs;
- Materials and freight costs increased as a percentage of net sales by 1.8% during fiscal 2012 as compared with fiscal 2011, driven primarily by inflationary pressures in finishing materials, lumber, cartons, imported components, and diesel fuel; and
- Sales promotion costs increased by 0.7% of net sales during fiscal 2012, as the Company chose to remain competitive with competitors' promotional offerings to drive sales growth in a challenging market.

Selling and Marketing Expenses

Selling and marketing expenses in fiscal 2013 were 9.1% of net sales, compared with 11.3% of net sales in fiscal 2012. Selling and marketing costs decreased by 1% despite a 22% increase in net sales. The improvement in sales and marketing costs in relation to net sales was due to reduced spending on product launch costs and cost reductions related to the Company's retirement plan changes, which were offset in part by increased sales compensation and staffing costs related to the Company's increased sales levels.

Selling and marketing expenses were 11.3% of net sales in fiscal 2012 compared with 13.5% in fiscal 2011. Cost savings from lower marketing collateral and branding costs, as well as reductions in product display costs more than offset the increases in employee compensation and travel costs incurred by the Company in fiscal 2012.

General & Administrative Expenses

General and administrative expenses increased by \$2.2 million or 9% during fiscal 2013. The increase in cost was entirely related to increased pay-for-performance compensation. However, G&A costs declined to 4.4% of net sales in fiscal 2013 compared with 4.9% of net sales in fiscal 2012.

General and administrative expenses in fiscal 2012 increased by \$2.6 million, or 12%, compared with fiscal 2011 and represented 4.9% of net sales, compared with 5.0% of net sales for fiscal 2011. The majority of the cost increase was related to increased pay-for-performance compensation.

Effective Income Tax Rates

The Company generated pre-tax income of \$16.7 million during fiscal 2013, including \$1.4 million of restructuring charges. The Company's effective tax rate increased from 37.6% in fiscal 2012 to 41.7% in fiscal 2013. The higher effective tax rate was the result of relatively consistent amounts of permanent tax differences in relation to the net income generated in fiscal 2013 compared with the net loss generated in the prior year.

Outlook for Fiscal 2014

The Company tracks several metrics, including but not limited to housing starts, existing home sales, mortgage interest rates, new jobs growth, GDP growth and consumer confidence, which it believes are leading indicators of overall demand for kitchen and bath cabinetry. The Company believes that housing prices finally bottomed during its fiscal 2012 and have begun what it expects will be a multi-year improvement, driven by employment growth and a resumption of growth in new household formation. However, because the number of homeowners still owing more than what their homes are worth remains at historically high levels, the Company expects that while the cabinet remodeling market will show modest improvement it will continue to be well below the historic highs reached in the

previous decade.

Driven by an improving housing market, the Company expects that industry-wide cabinet remodeling sales will continue a trend that began during fiscal 2013 and improve at roughly a mid-single digit rate during its fiscal 2014. The Company expects that its home center market share will

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be relatively stable in fiscal 2014 and it will continue to gain market share in its growing dealer business. This combination is expected to result in remodeling sales growth that outpaces the market by several percentage points.

The Company agrees with the consensus estimate that new construction starts will continue to grow at a mid-20% rate during its fiscal 2014. The Company's new construction sales growth outperformed the new construction market by approximately 20 points during fiscal 2013, and expects that it will again outperform the new construction market during fiscal 2014 but by a significantly lesser rate, as its comparable prior year sales levels become more challenging.

Inclusive of the potential for modest sales mix and pricing improvements, the Company expects that it will grow its total sales at a mid-teen rate in fiscal 2014. The Company experienced production inefficiencies during the first half of its fiscal 2013 driven by the combination of work transition issues from its closed plants, coupled with production volume increases that were driven by unexpectedly high sales levels. These issues were resolved during the third quarter of the Company's fiscal 2013, enabling the Company's gross margin rate to improve in the fourth quarter of fiscal 2013. The Company expects that its gross margin rate and net income for fiscal 2014 will improve compared with its fiscal 2013 performance.

The Company had gross outlays for capital expenditures and customer display units of \$13.5 million during fiscal 2013, and plans to increase this spending level modestly during fiscal 2014. However, the Company is undertaking a multi-year review of its manufacturing capacity and capital expenditure plans which could cause its capital expenditures to exceed this level.

Additional risks and uncertainties that could affect the Company's results of operations and financial condition are discussed elsewhere in this annual report, including under "Forward-Looking Statements," and elsewhere in "Management's Discussion and Analysis," as well as in the Company's annual report on Form 10-K for the fiscal year ended April 30, 2013 filed with the SEC, including under Item 1A, "Risk Factors" and Item 7A, "Quantitative and Qualitative Disclosures about Market Risk."

Liquidity and Capital Resources

The Company's cash, cash equivalents and restricted cash totaled \$97.0 million at April 30, 2013, which represented an increase of \$23.3 million from April 30, 2012. Total debt was \$24.7 million at April 30, 2013, virtually unchanged from the prior fiscal year and long-term debt, excluding current maturities, to capital was 13.9% at April 30, 2013, down from 15.5% at April 30, 2012.

The Company's main source of liquidity is its cash and cash equivalents on hand and cash generated from its operating activities. During fiscal 2013 the Company renegotiated its revolving credit agreement with its primary lender and is no longer required to hold restricted cash to secure borrowings under that agreement.

OPERATING ACTIVITIES

Cash provided by operating activities in fiscal 2013 was \$24.5 million, compared with \$16.1 million in fiscal 2012. The \$8.4 million improvement was primarily attributable to the Company's \$22.9 million improvement in net income and reduction in asset impairments related to the 2012 Restructuring. This improvement was offset in part by a \$13.6 million net working capital investment in its operating assets and liabilities to fund growth and increased contributions to its pension plans of \$2.0 million.

Cash provided by operating activities in fiscal 2012 was \$16.1 million, compared with \$13.2 million in fiscal 2011. The \$2.9 million improvement was primarily attributable to the reduction in the Company's operating loss exclusive of restructuring charges of \$13.9 million. This improvement was offset in part by reductions in proceeds

from income tax refunds of \$7.1 million, from increasing funding to its pension plans of \$2.9 million, and from funding restructuring costs of \$1.2 million.

INVESTING ACTIVITIES

The Company's investing activities primarily consist of capital expenditures and investments in promotional displays. Net cash used by investing activities in fiscal 2013 was \$6.1 million, compared with \$9.9 million in fiscal 2012 and \$5.5 million in fiscal 2011. Investments in property, plant and equipment for fiscal 2013 were \$8.9 million, compared with \$6.7 million in fiscal 2012 and \$5.0 million in fiscal 2011. Investments in promotional displays were \$4.8 million in fiscal 2013, compared with \$3.3 million in fiscal 2012 and \$3.5 million in fiscal 2011. The increased level of investment during fiscal 2013 primarily represents machinery and equipment enhancements to enable production volume to increase and an increase in the number of display units deployed with customers.

During fiscal 2013, the Company's reduced net cash used for investing activities was driven by the receipt of \$6.4 million in proceeds from the sales of assets from closed plants and insurance proceeds of \$1.0 million, which more than offset the aggregate \$3.6 million increase in outflows for capital expenditures and promotional displays.

The Company generated positive free cash flow (defined as cash provided by operating activities less cash used for investing activities) of \$18.4 million during fiscal 2013, compared with \$6.1 million in fiscal 2012 and \$7.7 million in fiscal 2011. The increase in fiscal 2013 was driven by the net improvements in both cash provided by operating activities and decreased net outflows used for investing activities. The reduction in fiscal 2012 was driven by increased net outflows used for investing activities that more than offset net improvements in cash provided by operating activities.

FINANCING ACTIVITIES

The Company realized a net inflow of \$11.9 million from financing activities in fiscal 2013, compared with a \$5.1 million inflow in fiscal 2012, and a net outflow of \$5.5 million in fiscal 2011. Reductions in the amount of restricted cash drove inflows of approximately \$7 million in both fiscal 2013 and 2012. Additional proceeds of \$5.9 million were generated during fiscal 2013 from the exercise of stock options. Approximately \$1 million was used to repay long-term debt in each of the years in the three-year period ended in fiscal 2013, while fiscal 2012 and 2011 was further impacted by dividend payments to shareholders of \$1.3 million and \$5.1 million, respectively.

The Company elected to suspend its quarterly dividend during fiscal 2012. The Company ended fiscal 2013 with a record level of nearly \$97 million in cash and cash equivalents. The Company is authorized to repurchase up to \$93.3 million of its stock under an authorization approved by its Board of Directors in 2007. The Company continues to evaluate its cash on hand and prospects for future cash generation, and compare these against its go-forward reinvestment plans for future capital expenditures. Although the evaluation of its future capital expenditures is ongoing, the Company expects that it will make repurchases of its common stock from time to time during fiscal 2014.

The Company can borrow up to \$35 million under the Wells Fargo credit facility, subject to a maximum borrowing base equal to 75% of eligible accounts receivable, 50% of eligible pre bill reserves and up to \$20 million for equipment value (each as defined in the agreement). At April 30, 2013, \$10 million of loans and \$3.7 million of letters of credit were outstanding under the Wells Fargo facility.

An amendment to the revolving credit facility and modifications to related security arrangements completed on March 18, 2013 eliminated the requirement that 50% of the Company's outstanding indebtedness and other obligations to Wells Fargo be secured by cash and securities held in certain of the Company's accounts with Wells Fargo. The Company's outstanding indebtedness and other obligations to Wells Fargo are secured by substantially all of the Company's assets. The Company can borrow under the revolving credit facility up to the lesser of \$35 million or the maximum borrowing base (which equals 75% of eligible accounts receivable, 50% of eligible pre bill reserves and up

to \$20 million for equipment value, each as defined in the agreement) less any outstanding loan balance. Any outstanding loan balance bears interest at the London Interbank Offered Rate (LIBOR) (0.25% at April 30, 2013) plus 2.625%. Under the terms of the revolving credit facility, the Company must: (1) maintain at the end of each fiscal quarter a ratio of total liabilities to tangible net

worth of not greater than 1.4 to 1.0; (2) maintain at the end of each fiscal quarter a ratio of cash flow to fixed charges of not less than 1.25 to 1.0 measured on a rolling four-quarter basis; (3) maintain at least \$1.00 in net income for the fiscal quarter ending April 30, 2013 and at least \$1.00 in net income on a rolling four-quarter basis for the fiscal quarter ending July 31, 2013; and comply with other customary affirmative and negative covenants.

The Company was in compliance with all covenants specified in the amended credit facility as of April 30, 2013, as follows: (1) the Company's ratio of total liabilities to tangible net worth at April 30, 2013 was 1.0 to 1.0; (2) cash flow to fixed charges for its most recent four quarters was 2.72 to 1.0; and (3) its net income for the fiscal quarter ended April 30, 2013 was \$5.2 million.

The revolving credit facility does not limit the Company's ability to pay dividends or repurchase its common stock as long as the Company is in compliance with these covenants.

Cash flow from operations combined with accumulated cash and cash equivalents on hand are expected to be more than sufficient to support forecasted working capital requirements, service existing debt obligations and fund capital expenditures for fiscal 2014.

The timing of the Company's contractual obligations as of April 30, 2013 is summarized in the table below:

(in thousands)	Total Amounts	FISCAL YEARS ENDED APRIL 30			2019 and Thereafter
		2014	2015-2016	2017-2018	
Revolving credit facility	\$10,000	\$--	\$10,000	\$--	\$--
Economic development loans	3,480	--	--	--	3,480
Term loans	3,530	349	763	2,418	--
Capital lease obligations	7,739	806	1,689	1,356	3,888
Interest on long-term debt ¹	2,622	659	1,113	488	362
Operating lease obligations	10,926	3,411	5,870	1,553	92
Pension contributions ²	33,208	2,258	10,020	15,700	5,230
Total	\$71,505	\$7,483	\$29,455	\$21,515	\$13,052

¹ Interest commitments under interest bearing debt consist of interest under the Company's primary loan agreement, term loans and capitalized lease agreements. Amounts outstanding under the Company's revolving credit facility, \$10 million at April 30, 2013, bear a variable interest rate determined by the London Interbank Offered Rate (LIBOR) plus 2.625%. Interest under the Company's term loans and capitalized lease agreements is fixed at rates between 2% and 6.5%. Interest commitments under interest bearing debt for the Company's revolving credit facility are at LIBOR plus the spread as of April 30, 2013, throughout the remaining term of the facility.

² The estimated cost of the Company's two defined benefit pension plans is determined annually based upon the discount rate and other assumptions at fiscal year end. Future pension funding contributions beyond fiscal 2019 have not been determined at this time.

MARKET RISKS

The Company's business has historically been subjected to seasonal influences, with higher sales typically realized in the second and fourth fiscal quarters.

The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able, over time, to recover the effects of inflation and commodity price fluctuations through sales price increases.

On April 30, 2013, the Company had no material exposure to changes in interest rates for its debt agreements.

The Company does not currently use commodity or interest rate derivatives or similar financial instruments to manage its commodity price or interest rate risks.

For additional discussion of risks that could affect the Company and its business, see “Forward-Looking Statements” above and “Risk Factors” in the Company’s most recent annual report on Form 10-K filed with the SEC.

OFF-BALANCE SHEET ARRANGEMENTS

As of April 30, 2013 and 2012, the Company had no off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES

Management has chosen accounting policies that are necessary to give reasonable assurance that the Company’s operational results and financial position are accurately and fairly reported. The significant accounting policies of the Company are disclosed in Note A to the Consolidated Financial Statements included in this annual report. The following discussion addresses the accounting policies that management believes have the greatest potential impact on the presentation of the financial condition and operating results of the Company for the periods being reported and that require the most judgment.

Management regularly reviews these critical accounting policies and estimates with the Audit Committee of the Board of Directors.

Long-lived Asset Impairment. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. For purposes of assessing if impairment exists, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. To determine whether an impairment has occurred, the Company compares estimates of the future undiscounted net cash flows of groups of assets to their carrying values. The Company has not recognized impairments of long-lived assets in the last three years other than the impairments related to restructuring activities.

Revenue Recognition. The Company utilizes signed sales agreements that provide for transfer of title to the customer upon delivery. The Company must estimate the amount of sales that have been transferred to third-party carriers but not delivered to customers. The estimate is calculated using a lag factor determined by analyzing the actual difference between shipment date and delivery date of orders over the past 12 months. Revenue is only recognized on those shipments which the Company believes have been delivered to the customer.

The Company recognizes revenue based on the invoice price less allowances for sales returns, cash discounts and other deductions as required under U.S. generally accepted accounting principles (GAAP). Collection is reasonably assured as determined through an analysis of accounts receivable data, including historical product returns and the evaluation of each customer’s ability to pay. Allowances for sales returns are based on the historical relationship between shipments and returns. The Company believes that its historical experience is an accurate reflection of future returns.

Self Insurance. The Company is self-insured for certain costs related to employee medical coverage and workers’ compensation liability. The Company maintains stop-loss coverage with third-party insurers to limit total exposure. The Company establishes a liability at each balance sheet date based on estimates for a variety of factors that influence the Company’s ultimate cost. In the event that actual experience is substantially different from the estimates, the financial results for the period could be adversely affected. The Company believes that the methodologies used to estimate all factors related to employee medical coverage and workers’ compensation are an accurate reflection of the

liability as of the date of the balance sheet.

Pensions. The Company has two non-contributory defined benefit pension plans covering many of the Company's employees hired prior to April 30, 2012.

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Effective April 30, 2012, the Company froze all future benefit accruals under the Company's hourly and salary defined benefit pension plans.

The estimated expense, benefits and pension obligations of these plans are determined using various assumptions. The most significant assumptions are the long-term expected rate of return on plan assets and the discount rate used to determine the present value of the pension obligations. In fiscal 2013 and 2012, the Company determined the discount rate by referencing the Aon Hewitt AA Bond Universe Yield Curve. In fiscal 2011, the Company referred to the Hewitt Above Median Yield Curve in establishing the discount rate. This change was caused by the merger of Aon and Hewitt and the corresponding elimination of the Hewitt Above Median Yield Curve. The Company believes that using a yield curve approach accurately reflects changes in the present value of liabilities over time since each cash flow is discounted at the rate at which it could effectively be settled. The long-term expected rate of return on plan assets reflects the current mix of the plan assets invested in equities and bonds.

The following is a summary of the potential impact of a hypothetical 1% change in actuarial assumptions for the discount rate, expected return on plan assets and consumer price index:

(in millions) (decrease) increase	IMPACT OF 1% INCREASE	IMPACT OF 1% DECREASE
Effect on annual pension expense	\$ (1.1)	\$ 1.1
Effect on projected pension benefit obligation	\$ (21.1)	\$ 26.9

Pension expense for fiscal 2013 and the assumptions used in that calculation are presented in Note H of the Consolidated Financial Statements. At April 30, 2013, the discount rate was 4.21% compared with 4.66% at April 30, 2012. The expected return on plan assets was 7.5% at both April 30, 2013, and April 30, 2012. The assumed rate of increase in compensation levels was 4.0% for the fiscal years ended April 30, 2012 and 2011. The rate of compensation increase is not applicable for periods beyond April 30, 2012 because the Company froze its pension plans as of that date.

The projected performance of the Company's pension plans is largely dependent on the assumptions used to measure the obligations of the plans and to estimate future performance of the plans' invested assets. Over the past two measurement periods, the most material deviations between results based on assumptions and the actual plan performance have resulted from changes to the discount rate used to measure the plans' benefit obligations and the actual return on plan assets. Accounting guidelines require the discount rate to be set to market at each annual measurement date. From the fiscal 2011 to fiscal 2012 measurement dates, the discount rate decreased from 5.66% at April 30, 2011 to 4.66% at April 30, 2012, which caused an actuarial loss of \$26.3 million. From the fiscal 2012 to fiscal 2013 measurement dates, the discount rate decreased from 4.66% to 4.21% which caused an actuarial loss of \$10.8 million.

The Company strives to balance expected long-term returns and short-term volatility of pension plan assets. Favorable and unfavorable differences between the assumed and actual returns on plan assets are generally amortized over a period no longer than the average life expectancy of the plans' active participants. The actual rates of return on plan assets realized, net of investment manager fees, were 10.2%, 3.1% and 11.9% for fiscal 2013, 2012 and 2011, respectively.

The fair value of plan assets at April 30, 2013 was \$95.7 million compared with \$85.7 million at April 30, 2012. The Company's projected benefit obligation exceeded plan assets by \$53.7 million in fiscal 2013 and by \$50.5 million in fiscal 2012. The \$3.2 million increase in the Company's net under-funded position during fiscal 2013 was primarily driven by the Company's \$10.8 million actuarial losses, offset in part by a higher return on plan assets and Company contributions. The Company expects its pension expense to decrease from \$0.6 million in fiscal 2013 to \$0.2 million in fiscal 2014, due primarily to a higher expected return on plan assets. The Company expects to contribute \$2.3 million to its pension plans in fiscal 2014, which represents required funding. The Company made contributions of \$4.9 million to its pension plans in fiscal 2013.

Promotional Displays. The Company invests in promotional displays in retail stores to demonstrate product features, product and quality specifications and serve as a training tool for designers. The investment is carried at cost less applicable amortization. Amortization is provided by the straight-line method on an individual display basis over the estimated period of economic benefit, approximately 30 to 36 months. The Company believes that the estimated period of economic benefit provides an accurate reflection of the value of displays as of the date of the balance sheet based on historical experience.

Product Warranty. The Company estimates outstanding warranty costs based on the historical relationship between warranty claims and revenues. The warranty accrual is reviewed monthly to verify that it properly reflects the Company's remaining obligation based on anticipated expenditures over the balance of the obligation period. Adjustments are made when actual warranty claim experience differs from estimates. Warranty claims are generally made within two months of the original shipment date.

Stock-Based Compensation Expense. The calculation of stock-based compensation expense involves estimates that require management's judgment. These estimates include the fair value of each stock option and restricted stock unit award granted. Stock option awards are estimated on the date of grant using a Black-Scholes option pricing model. There are two significant inputs into the Black-Scholes option pricing model: expected volatility and expected term. The Company estimates expected volatility based on the historical volatility of the Company's stock over a term equal to the expected term of the option granted. The expected term of stock option awards granted is derived from historical exercise experience under the Company's stock option plans and represents the period of time that stock option awards granted are expected to be outstanding.

For performance-based restricted stock units, the Company estimates the number of shares that will be granted upon satisfaction of the performance conditions, based upon actual and expected future operating results. The assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of significant management judgment. As a result, if factors change or the Company uses different assumptions, stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If the Company's actual forfeiture rate is materially different from its estimate, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period. See Note G to the Consolidated Financial Statements for further discussion on stock-based compensation.

Valuation of Deferred Tax Assets. The Company regularly considers the need for a valuation allowance against its deferred tax assets. Based upon the Company's analysis at April 30, 2013 and 2012, the Company determined in each case that a valuation allowance was not required. The Company considered all available evidence, both positive and negative, in determining the need for a valuation allowance. Based upon this analysis, management determined that it is more likely than not that the Company's deferred tax assets will be realized through expected future income and the reversal of taxable temporary differences. The Company will continue to update this analysis on a periodic basis and changes in expectations about future income or the timing of the reversal of taxable temporary differences could cause the Company to record a valuation allowance in a future period.

RECENT ACCOUNTING PRONOUNCEMENTS

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, "Comprehensive Income (Topic 220): Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income," which requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income if the amount reclassified is

required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. The ASU does not change the current requirements for reporting net income or other comprehensive income in

financial statements. The ASU is effective prospectively for fiscal years and interim periods within those years beginning after December 15, 2012. The adoption of ASU 2013-02 is not expected to have a significant impact on the Company's results of operations or financial position.

In June 2011, the FASB issued ASU No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income," which requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. Additionally, ASU 2011-05 eliminates the option to present comprehensive income and its components as part of the statement of shareholders' equity. The ASU does not change the items that must be reported in other comprehensive income. The Company adopted this guidance effective May 1, 2012 and now includes Statements of Comprehensive Income (Loss) in its financial statements.

In December 2011, the FASB issued ASU No. 2011-12, "Comprehensive Income (Topic 220): Deferral of the Effective Date of Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU No. 2011-05." The amendments were made to allow FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able, over time, to recover the effects of inflation and commodity price fluctuations through sales price increases.

On April 30, 2013, the Company had no material exposure to changes in interest rates for its debt agreements.

The Company does not currently use commodity or interest rate derivatives or similar financial instruments to manage its commodity price or interest rate risks.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONSOLIDATED BALANCE SHEETS

	APRIL 30	
(in thousands, except share and per share data)	2013	2012
ASSETS		
Current Assets		
Cash and cash equivalents	\$96,971	\$66,620
Customer receivables, net	39,044	32,533
Inventories	29,338	22,340
Prepaid expenses and other	3,084	2,523
Deferred income taxes	9,481	7,086
Total Current Assets	177,918	131,102
Property, plant and equipment, net	74,064	75,375
Restricted cash	--	7,064
Promotional displays, net	5,811	5,073
Deferred income taxes	29,262	34,969
Other assets	6,938	11,538
TOTAL ASSETS	\$293,993	\$265,121
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$23,306	\$19,492
Current maturities of long-term debt	1,155	875
Accrued compensation and related expenses	26,213	21,963
Accrued marketing expenses	10,159	8,756
Other accrued expenses	8,275	8,135
Total Current Liabilities	69,108	59,221
Long-term debt, less current maturities	23,594	23,790
Defined benefit pension liabilities	53,696	50,547
Other long-term liabilities	1,400	1,543
Shareholders' Equity		
Preferred stock, \$1.00 par value; 2,000,000 shares authorized, none issued	--	--
Common stock, no par value; 40,000,000 shares authorized; issued and outstanding shares: at April 30, 2013: 14,822,580, at April 30, 2012: 14,395,273	107,165	96,205
Retained earnings	71,180	61,422
Accumulated other comprehensive loss -		
Defined benefit pension plans	(32,150)	(27,607)
Total Shareholders' Equity	146,195	130,020
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$293,993	\$265,121

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)	FISCAL YEARS ENDED APRIL 30		
	2013	2012	2011
Net sales	\$630,437	\$515,814	\$452,589
Cost of sales and distribution	527,781	449,339	399,838
Gross Profit	102,656	66,475	52,751
Selling and marketing expenses	57,402	58,271	61,034
General and administrative expenses	27,575	25,329	22,709
Restructuring charges	1,433	16,321	62
Insurance proceeds	(975)	--	--
Operating Income (Loss)	17,221	(33,446)	(31,054)
Interest expense	643	527	572
Other income	(162)	(685)	(1,666)
Income (Loss) Before Income Taxes	16,740	(33,288)	(29,960)
Income tax expense (benefit)	6,982	(12,502)	(9,942)
Net Income (Loss)	\$9,758	\$(20,786)	\$(20,018)

SHARE INFORMATION

Earnings (loss) per share			
Basic	\$0.67	\$(1.45)	\$(1.40)
Diluted	0.66	(1.45)	(1.40)
Cash dividends per share	0.00	0.09	0.36

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)	FISCAL YEARS ENDED APRIL 30		
	2013	2012	2011
Net income (loss)	\$9,758	\$(20,786)	\$(20,018)
Other comprehensive loss net of tax:			
Change in pension benefits, net of deferred taxes of \$2,905, \$3,624 and \$294, respectively	(4,543)	(5,669)	(460)
Total Comprehensive Income (Loss)	\$5,215	\$(26,455)	\$(20,478)

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except share data)	COMMON STOCK		RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS		TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT				
Balance, May 1, 2010	14,205,462	\$88,153	\$ 108,643	\$ (21,478	) \$	175,318
Net loss			(20,018	)		(20,018
Other comprehensive loss, net of tax				(460	)	(460
Stock-based compensation		3,995				3,995
Adjustments to excess tax benefit from stock-based compensation		(1,347	)			(1,347
Cash dividends			(5,130	)		(5,130
Exercise of stock-based compensation awards	27,401	394				394
Employee benefit plan contributions	62,677	1,213				1,213
Balance, April 30, 2011	14,295,540	\$92,408	\$ 83,495	\$ (21,938	) \$	153,965
Net loss			(20,786	)		(20,786
Other comprehensive loss, net of tax				(5,669	)	(5,669
Stock-based compensation		3,413				3,413
Adjustments to excess tax benefit from stock-based compensation		(859	)			(859
Cash dividends			(1,287	)		(1,287
Exercise of stock-based compensation awards	19,410	12				12
Employee benefit plan						