

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 September 30, 2011.

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 000-10843

CSP Inc.

(Exact name of Registrant as specified in its Charter)

Massachusetts  
(State of incorporation)

04-2441294  
(I.R.S. Employer Identification No.)

43 Manning Road, Billerica, Massachusetts 01821-3901 (978) 663-7598  
(Address and telephone number of principal executive offices)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Exchange of Which Registered</u>
Common Stock, par value \$0.01 per share	NASDAQ Global Market

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

None

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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

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

As of March 31, 2011, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$17,938,843 based on the closing sale price of \$4.58 as reported on the Nasdaq Global Market.

As of January 9, 2012, we had outstanding 3,396,154 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the information required in Part III of this Form 10-K are incorporated by reference from our definitive proxy statement for our 2012 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of our fiscal year ended September 30, 2011.



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## Explanatory Note

### Overview of Restatement

In this Annual Report on Form 10-K, CSP Inc.:

1. Restates its Consolidated Statement of Operations for the year ended September 30, 2010, and the related disclosures in Notes to Consolidated Financial Statements; and Restates its Unaudited Quarterly Statements of Operations for the first three quarters in the year ended
2. September 30, 2011;

### Background on the Restatement

As previously disclosed in the Company's press release dated December 14, 2011 the Company announced that it was postponing its fourth quarter and fiscal-year 2011 financial results announcement and related conference call originally scheduled for Wednesday, December 14, 2011, because the Company and its independent accounting firm required additional time to complete the review and audit of the Company's fiscal 2011 financial results.

In the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on January 6, 2012, as amended by Form 8-K/A filed January 11, 2012, the Company announced that the Audit Committee of its Board of Directors, upon the recommendation of management, had determined that its previously issued financial statements included in its Annual Report on Form 10-K for the fiscal year ended September 30, 2010 and its Quarterly Reports on Forms 10-Q for the quarters ended December 31, 2010, March 31, 2011 and June 30, 2011, should no longer be relied upon as a result of the re-evaluation of certain technical accounting guidance affecting the classification of revenues and costs of revenues.

The restatements of the financial statements referred to above resulted from the identification of sales that are maintenance and support services provided by third parties where the Company is not the primary obligor for the service, which requires presentation of the revenue reported by the Company net of the cost of the services as opposed to recognition as the gross sales value of the services. In addition, the Company identified certain other services provided pursuant to third party contracts for which the Company is primary obligor and reported these services correctly at the gross sales value; however these services were reported as product revenue and should have been included as service revenue. We have therefore, reclassified both the revenue and cost of sales for these services from product revenue and product cost of sales to service revenue and service cost of sales.

The adjustments made to the restated financial statements referred to above did not affect gross profit, income before taxes, net income, cash flow, total assets, total liabilities, retained earnings or total shareholder equity.

The adjustments made as a result of the restatement are more fully discussed in Note 16, Restatement of Previously Issued Financial Statements, of the Notes to Consolidated Financial Statements in Part II, Item 8 of this Annual Report. For a description of the control deficiencies identified by management as a result of our internal reviews, and management's plan to remediate those deficiencies, see Part II, Item 9A, Controls and Procedures.

Previously filed Annual Reports on Form 10-K and quarterly reports on Form 10-Q for quarterly and annual periods ended prior to December 31, 2010 have not been and will not be amended. Accordingly, investors should no longer rely upon the Company's previously released financial statements for those periods ended prior to December 31, 2010 and any earnings releases or other communications relating to those periods. The Company will file amendments to the Forms 10-Q for the quarters ended December 31, 2010, March 31, 2011 and June 30, 2011 no later than March 2, 2012.

## PART I

### Item 1. *Business*

CSP Inc. (“CSPI” or “the Company” or “we” or “our”) was incorporated in 1968 and is based in Billerica, Massachusetts, just off Route 128 in the Boston computer corridor. To meet the diverse requirements of our industrial, commercial, and defense customers worldwide, CSPI and its subsidiaries develop and market IT integration solutions and high-performance cluster computer systems.

#### Segments

CSPI operates in two segments, the Systems segment and the Service and System Integration segment.

- The Systems segment consists primarily of CSPI’s MultiComputer Division (the “MultiComputer Division”) which designs and manufactures commercial high-performance computer signal processing systems for a variety of complex real time applications in defense and commercial markets. MultiComputer Division products are based on an architectural solution that is open, standards-based, vendor independent, easily integrated with third-party products and compatible with future product offerings. The MultiComputer Division’s products are known as multicomputers or cluster computers, which use multiple microprocessors linked together with a high performance network to achieve very high performance processing capabilities. Our MultiComputer systems utilize “blades” (self-contained, high-density computer boards) to achieve a high level of compute processing per-cubic-foot-per-watt. The blades and other components that make up the system can be housed in commercially available air-cooled chassis or in ruggedized chassis, designed to withstand physically demanding environments. In addition, CSPI’s MultiComputer products are designed to operate in environments that require low power, or have limited cooling and/or space available. These systems have traditionally been utilized for sonar and radar digital signal processing (“DSP”), image recognition and simulation, image processing for medical and machine vision, and seismic data acquisition applications. The MultiComputer Division sells all its products through its own direct sales force in the United States and via distributors and authorized resellers in Europe and the Asia-Pacific region.
- The Service and System Integration Segment consists of the computer maintenance and integration services and third-party computer hardware and software value added reseller (“VAR”) businesses of our Modcomp subsidiary (“Modcomp”). Modcomp is a wholly owned subsidiary of CSPI which operates in the United States, Germany and the United Kingdom (the “U.K.”). Modcomp markets and sells its products through its own direct sales force. Modcomp provides solutions and services for complex IT environments including storage and servers, unified communications solutions, IT security solutions and consulting services. Modcomp also provides managed IT services through its state of the art network operations center (“NOC”).

#### Financial Information about Industry Segments

The following table details our sales by operating segment for fiscal years ending September 30, 2011 and 2010. Additional segment and geographical information is set forth in Note 13 to our financial statements.

<u>Segment</u>	<u>2011</u>	<u>%</u>	<u>2010</u>	<u>%</u>
	<b>(Amounts in thousands)</b>			
Systems	\$ 7,822	11%	\$ 8,311	9%
Service and System Integration	65,823	89%	81,801	91%
Total Sales	<u>\$ 73,645</u>	<u>100%</u>	<u>\$ 90,112</u>	<u>100%</u>

## **Systems Segment**

### **Products and Services**

The Systems segment's MultiComputer products utilize commercially available hardware components that are compliant with industry standards as well as open source software and deliver a high-performance, high density and low power consuming computer solution to our customers. These systems incorporate tens to hundreds of processors, all interconnected by a very high-bandwidth network. They are specifically designed for analysis of complex signals and images in real-time or in modeling and simulations. CSPI's leadership in processing density, large memory subsystems, high-bandwidth networking components, optimized signal processing libraries, and specialized algorithms make these products a natural fit for applications in the commercial/industrial, medical/biotechnology, geophysics, scientific/engineering and military/defense markets.

#### ***Hardware Products***

Our MultiComputer Division cluster computer systems are currently marketed under the commercial brand name FastCluster. Introduced in 1997, the first generation of FastCluster products was referred to as the FastCluster 2000 SERIES. Based upon industry standards, the 2000 SERIES systems included a VME 6U form factor (the form factor best suited for use in rugged applications), the Motorola™ G4 PowerPC RISC processors with AltiVec™ technology, high-speed memory and Myrinet-2000™ cluster interconnect. The 2000 SERIES product line is ideally suited for use by customers in the aerospace, commercial and defense markets seeking Commercial-Off-The-Shelf ("COTS") solutions to reduce costs and ensure widespread availability. To remain competitive, our COTS solutions incorporate the latest industry standard technologies and minimize the risks associated with proprietary solutions. The 2000 SERIES advanced processing capabilities coupled with the smaller footprint was also suited for exploration operations in the geophysical market.

Building upon the momentum of the 2000 SERIES, we announced the next generation FastCluster product line, the 3000 SERIES, in fiscal 2006. The first prototype of a 3000 SERIES component was shipped to a customer for evaluation purposes in September 2007. This prototype was successfully evaluated by the customer during fiscal 2008. We received and shipped additional 3000 SERIES orders in fiscal 2010 and we shipped a significant order for 3000 SERIES systems in fiscal 2011. We expect to receive additional significant orders for 3000Series systems in fiscal 2012 and beyond. The 3000 SERIES product line is designed to deliver performance that is superior to our predecessor products in interconnect bandwidth and processing density while preserving absolute code reuse at the application layer. The 3000 SERIES product line targets high performance DSP, signal intelligence ("SIGINT"), radar and sonar applications in airborne, shipboard and unmanned aerial vehicle ("UAV") platforms where space, power and cooling are at a premium. With its built-in 10-Gigabit Ethernet technology, the 3000 SERIES supports the most prevalent networking standard found in both business and industrial settings.

In fiscal 2010, we announced the 3000 SERIES OpenVPXTM with Intel multi-core processors and the OpenVPXTM VITA/ANSI standard (Vita 65) to support high performance radar, sonar, C4ISR and SIGINT applications. OpenVPXTM is the architecture framework that defines system-level interoperability for multivendor, multimode, integrated system environments. OpenVPXTM's consideration of system-level requirements improves interoperability between computing and communications platforms and reduces customization, testing, cost and risk.

Also, in fiscal 2010, we announced our new 4000 SERIES ATCA products. The 4000 SERIES is based on InfiniBand, Advanced Telecom Computing Architecture ("AdvancedTCA" or "ATCA") and Network Building Equipment System ("NEBS") standards to deliver affordability, sustainability and high availability to manned and unmanned large mobile platforms (land, sea and air.) ATCA was originally designed to address the high availability, robust system management and DC power distribution needs of the telecom and communications markets. ATCA has since become attractive to defense markets as well as commercial markets.

The 4000 Series ATCA products target computing and communication applications that share the need for increased bandwidth and reliability, extremely robust mechanical and electrical definitions, power efficiency and unprecedented processor density. ATCA provides built-in high reliability features such as a 40-gigabit Ethernet backplane, redundant shelf managers, fail-over capability and support of live insertion of boards, power supplies and fans.

All of the products of the MultiComputer Division offer the user a choice in selecting the system software best suited to their application requirements. For customers wanting a lower cost solution, our cluster computer systems are available with the commercially available open-source Linux operating system and toolkit. Customer applications requiring real-time response have the option of purchasing systems with the industry standard VxWorks real-time operating system and Tornado II development tools suite.

All MultiComputer cluster computer systems use the best of open systems software technologies, such as message passing interface (“MPI”) software for interprocessor communications and the highly optimized industry standard math libraries: Industry Standard Signal Processing Library and Vector Signal and Image Processing Library. These libraries facilitate the development of truly portable code for seamless reuse across applications, while taking advantage of optimized performance on the PowerPC with AltiVec.

## **Markets, Marketing and Dependence on Certain Customers**

### ***Aerospace & Defense Market***

We market our MultiComputer systems to defense and commercial markets with an emphasis on applications requiring the analysis of complex signals such as seismic exploration, scientific/engineering research, sonar and radar. We commercially distribute our products in these markets as an original equipment manufacturer (“OEM”) supplier to system integrators, distributors and value-added resellers. In these markets, the supplier/customer relationship is viewed as a long-term strategic partnership.

A prime contractor will typically incorporate our products into their own future product developments and, therefore, will need early access to low-level, detailed technical specifications, prototype units and long term product availability and support. As a supplier in this market, we recognize that there may be a significant up-front investment of time and resources in building a business partnership. However, the result of this partnership is a strong potential for long-term revenue streams as products progress from development phases into deployment.

Our cluster computing technologies that support information exchange in real-time are becoming increasingly significant to twenty-first century “network centric warfare” military operations. There has been steady growth of new programs requiring signal/image processing and analysis equipment as well as upgrades to existing military programs. However, the efficiency inherent in these technologies reduces the number of systems required to achieve the same results. Both new and upgraded programs require a substantial investment in development and evaluation before products deploy into field use. The time from development to deployment varies based on the program; however, it very often extends beyond twenty-four months. Looking forward to fiscal 2012 and beyond, our focus is to build interest in our 3000 SERIES and 4000 SERIES multicomputers among our existing customers as well as additional commercial application customers.

## **Competition**

The Systems segment’s markets are very competitive. Customer requirements coupled with advances in technology drive our efforts to continuously improve existing products and develop new ones. Starting with Intel i860 microprocessors used in the SuperCards of the 1980s to the Motorola PowerPCs with AltiVec processors incorporated in the early FastCluster 2000 SERIES and later the addition of Linux open source software, we have responded with product offerings that are vital to remaining competitive. Product development efforts in fiscal year 2011 involved completing and launching new enhancements to our 3000 SERIES product line, with a focus on continuing to provide our customers with increased processing capabilities based on the latest industry standard technologies: VXS (VITA 41), multi-core processors, FPGAs and Myricom’s Myri-10G high speed interconnect with 10 Gigabit Ethernet support.

Applications expertise, product innovation, strong technical support and dedicated customer service allow us to compete favorably as a provider of high-performance cluster computer systems.

Our direct competitors in the aerospace and defense market are Mercury Computer Inc., Kontron, Curtis Wright and G. E. Intelligent Platforms. Our indirect competitors are the board manufacturers that specialize in the DSP segment of this market. In the past, manufacturers such as Emerson, HP, IBM and Dell participated in the low performance segment of the general-purpose computer and single board computer market. Today, those companies manufacture general-purpose computer systems incorporating multi-core processors and have the potential to become formidable competitors in compute intensive applications, such as radar and sonar. While our products are designed to offer the best overall value in combined performance, features and price, we may not overcome the capabilities of larger companies to



address the needs of the cost sensitive customer, where price, as opposed to system performance, size and specialized packaging, is the primary factor in the buying decision.

New companies enter the field periodically and larger companies with greater technical resources and marketing organizations could decide to compete in the future. The future growth of this market depends upon continued growth in strategic partnerships and providing high density and scalability in a compact, low power and cost effective package that can easily be integrated into OEM designs for high performance computation. Since the majority of sales are to prime contractors, the principal barrier to gaining market share is the reluctance of established users to redesign their product once it is in production. A key area of opportunity exists in design wins on new programs.

### **Manufacturing, Assembly and Testing**

All MultiComputer systems are shipped to our customers directly from our plant in Billerica, Massachusetts. Our manufacturing activities consist mainly of final assembly and testing of printed circuit boards and systems that are designed by us and fabricated by outside vendors.

Upon receipt of material and components by us from outside suppliers, our quality assurance technicians inspect these products and components. During manufacture and assembly, both subassemblies and completed systems are subjected to extensive testing, including burn-in and environmental stress screening designed to minimize equipment failure at delivery and over its useful service life. We also use diagnostic programs to detect and isolate potential component failures. A comprehensive log is maintained of all past failures to monitor the ongoing reliability of our products and improve design standards.

We provide a warranty covering defects arising from products sold and service performed, which varies from 90 days to one year, depending upon the particular unit.

### **Customer Support**

Our MultiComputer Division supports our customers with telephone assistance, on-site service, system installation, training and education. We provide product support service during the warranty period. Customers may purchase extended software and hardware maintenance and on-site service contracts for support beyond the warranty period.

We offer training courses at our corporate headquarters or the customer site. Field and customer service support is provided by employees located at our headquarters in Billerica, Massachusetts for Systems segment customers.

### **Sources and Availability of Raw Materials**

Several components used in our Systems segment products are obtained from sole-source suppliers. We are dependent on key vendors like Myricom, Inc. and Mellanox Technologies for our high-speed interconnect components, Freescale Semiconductor, Inc. for PowerPC processors for our 2000 Series and some of our 3000 Series products and Intel for our microprocessors for our 3000 SERIES OpenVPXTM and Wind River Systems, Inc. for VxWorks operating system software. Despite our dependence on these sole-source suppliers, we do not consider the risk of interruption of supply to be significant to meet our projected revenue requirements for the near term. Also, all components used to build our new 3000 SERIES and 4000 SERIES systems are currently available in a timely manner.

### **Research and Development**

For the year ended September 30, 2011, our expenses for research and development were approximately \$1.8 million compared to approximately \$2.0 million for fiscal year 2010. Expenditures for research and development are expensed as they are incurred. Our Systems segment expects to continue to have substantial expenditures related to the development of new hardware products and the software that enables the hardware to function. Our current development plan is intended to extend the usefulness and marketability of existing products and introduce new products into existing market segments, including the 3000 SERIES and 4000 SERIES product lines.

We do not have any patents that are material to our business.

## **Backlog**

The backlog of customer orders and contracts in the Systems segment was approximately \$1.4 million at September 30, 2011 as compared to \$2.0 million at September 30, 2010. Our backlog can fluctuate greatly. These fluctuations can be due to the timing of receiving large orders representing prime contractor purchases. It is expected that all of the customer orders in backlog will ship within the next twelve months.

## **Service and System Integration Segment**

### **Products and Services**

#### ***Integration Solutions***

Over the past several years, the business of our Service and System Integration segment has evolved away from selling our proprietary process control and data acquisition (“PCDA”) computer systems, into becoming a systems integrator and VAR of integrated solutions including third-party hardware, software and technical computer-related consulting services and managed services via a state of the art NOC. Our value proposition is our ability to integrate diverse third-party components together into a complete solution and install the system at the customer site and to offer high value IT consulting services to deliver solutions.

#### ***Third-Party Hardware and Software***

Modcomp sells third-party hardware and software products in the information technology market, with a strategic focus on industry standard servers and data center infrastructure solutions, midrange data storage infrastructure products, network products, unified communications and IT security hardware and software solutions. Our key offerings include products from HP, Cisco Systems, Sun/Oracle, IBM, Juniper Networks, Hitachi, QLogic, Dell, Enterasys, Citrix, APC, EMC, Intel, VMWare, Fortinet, nCircle, Microsoft and Checkpoint. Through our supplier relationships with these vendors, we are able to offer competitively priced best-of-breed products to meet our customers’ diverse technology needs, providing procurement and engineering expertise in server infrastructure, storage, security, unified communications and networking, to the small-to-medium sized businesses (“SMBs”) and large enterprise businesses (“LEBs”) with complex IT environments. We offer our customers a single point of contact for complex multi-vendor technology purchases. Many of our SMB customers have unique technology needs and may lack technical purchasing expertise or have very limited IT engineering resources on staff. We also provide installation, integration, logistical assistance and other value-added services that customers may require. Our current customers are in web and infrastructure hosting, education, telecommunications, health services, distribution, financial services, professional services, manufacturing and entertainment industries. We target SMB and LEB customers across all industries.

#### ***Professional Services***

We provide professional IT consulting services in the following areas:

- Maintenance and technical support both for third-party products and proprietary Modcomp legacy PCDA systems—hardware and software, operating system and user support.
- Implementation, integration, configuration and installation services.
- Storage area network (“SAN”) solutions – We help our customers implement SAN solutions using products from Hitachi, EMC, HP, DataDomain and NetApp. SANs allow system administrators to realize the benefits of SANs over conventional storage architecture. These benefits include cost savings from better utilization of hardware and lower headcount requirements to run and maintain data storage systems, higher availability and faster data access rates resulting in increased productivity.
- Virtualization – We implement virtualization solutions using products from companies such as VMWare. Virtualization allows one computer to do the job of multiple computers by sharing resources of a single computer across multiple environments. With virtual servers and desktops, users can host multiple operating systems and applications, which can eliminate physical and geographical limitations. Other benefits include energy cost savings, lower capital expenditure requirements, high availability of resources, better desktop management, increased security and improved disaster recovery processes.

- Enterprise security intrusion prevention, network access control and unified threat management—Using third-party products from companies like Checkpoint, Juniper Networks and Cisco Systems, our services are designed to ensure data security and integrity through the establishment of virtual private networks, firewalls and other technologies.
- IT security compliance services—We provide services for IT security compliance with personal privacy laws such as HIPAA and internal control regulations under the Sarbanes-Oxley Act.
- Unified communications, wireless and routing and switching solutions using Cisco Systems’ products and services.
- Custom software applications and solutions development and support—We develop custom applications to customer specifications using industry standard platforms such as Microsoft.Net, Sharepoint and OnBase. We are a Microsoft Gold Partner.
- NOC managed IT services that include monitoring, reporting and management of alerts for the resolution and preventive general IT and IT security support tasks.

### **Markets, Marketing and Dependence on Certain Customers**

We are an IT systems integrator and computer hardware and software Value Added Reseller (“VAR”). We also provide technical services to achieve a value-add to our customers. We operate within the VAR sales channels of major computer hardware and software OEMs, primarily within the geographic areas of our sales offices and across the U.S. We provide innovative IT solutions, including a myriad of infrastructure products with customized integration consulting services and managed services to meet the unique requirements of our customers. We market the products we sell and services we provide through various sales offices in the U.S., Germany and the U.K. using our direct sales force (for a detailed list of our locations, see Item 2 of this Form 10-K).

### **Competition**

The primary competition in the Service and System Integration segment are other VARs, ranging from small companies that number in the thousands, to large enterprises such as CDW, PC Connection, Insight, MoreDirect, Dimension Data, Bechtle AG, Presidio and Computacenter. In addition, we compete directly with many of the companies who manufacture the third-party products that we sell including Cisco Systems, IBM, HP EMC, Hitachi and others. In the network management, security and storage systems integration services business, our competitors are extensive and vary to a certain degree in each of the geographical markets, but they include such competitors as HP/EDS, IBM and Cap Gemini.

Nearly all of our product offerings are available through other channels. Favorable competitive factors for the Service and System Integration segment include procurement capability, product diversity allowing for delivery of complete and custom solutions to our customers, strength of key partner relationships with the major IT OEMs, ability to supply unique and/or specialized needs of the SMB and LEB markets, strong knowledge of the IT products that we sell, ability to provide managed services through our NOC and the consulting integration services required to design and install the custom solutions that fit our customers’ IT needs. Unfavorable competitive factors include low name recognition, limited geographic coverage and pricing.

### **Backlog**

The backlog of customer orders and contracts for the Service and System Integration segment was approximately \$6.7 million at September 30, 2011, as compared to \$6.3 million at September 30, 2010. Our backlog can fluctuate greatly. These fluctuations can be due to the timing of receiving large orders for third-party products and/or IT services. It is expected that all of the customer orders in backlog will ship and/or be provided within the next twelve months.

### **Significant Customers**

See Note 13 for detailed information regarding customers which comprised 10% or more of consolidated revenues for the years ended September 30, 2011 and 2010.

## Employees

On September 30, 2011, we had approximately 138 full time equivalent employees worldwide for our consolidated operations. None of our employees are represented by a labor union and we had no work stoppages. We consider relations with our employees to be good.

## Financial Information about Geographic Areas

Information regarding our sales by geographic area and percentage of sales based on the location to which the products are shipped or services are rendered are in Note 13 of our consolidated financial statements.

### Item 1A. Risk Factors

*We Depend on a Small Number of Customers for a Significant Portion of our Revenue and Loss of any Customer Could Significantly Affect the Business*

We are dependent on a small number of customers for a large portion of our revenues. Both the Systems and Service and System Integration segments are reliant upon a small number of significant customers, the loss of any one of which could have a material adverse effect on our business. A significant diminution in the sales to or loss of any of our major customers would have a material adverse effect on our business, financial condition and results of operations. In addition, our revenues are largely dependent upon the ability of our customers to have continued growth or need for services or to develop and sell products that incorporate our products. No assurance can be given that our customers will not experience financial or other difficulties that could adversely affect their operations and, in turn, our results of operations.

*We Depend on Defense Business for a Significant Amount of our Revenue and the Loss or Decline of Existing or Future Defense Business Could Adversely Affect our Financial Results*

Sales of our products and services to the defense market accounted for approximately 10% and 9% of our consolidated revenues and virtually all of the Systems segment sales for the fiscal years ended September 30, 2011 and 2010, respectively. Reductions in government spending on programs that incorporate our products could have a material adverse effect on our business, financial condition and results of operations. Moreover, our subcontracts are subject to special risks, such as:

- delays in funding;
- ability of the government agency to unilaterally terminate the prime contract;
- reduction or modification in the event of changes in government policies or as the result of budgetary constraints or political changes;
- increased or unexpected costs under fixed price contracts; and
- other factors that are not under our control.

In addition, consolidation among defense industry contractors has resulted in fewer contractors with increased bargaining power relative to our bargaining power. No assurance can be given that such increased bargaining power will not adversely affect our business, financial condition or results of operations in the future.

Changes in government administration, as well as changes in the geo-political environment such as the current "War on Terrorism," can have significant impact on defense spending priorities and the efficient handling of routine contractual matters. Such changes could have a negative impact on our business, financial condition, or results of operations in the future.

### *We Face Competition That Could Adversely Affect our Sales and Profitability*

The markets for our products are highly competitive and are characterized by rapidly changing technology, frequent product performance improvements and evolving industry standards. Due to the rapidly changing nature of technology, new competitors may emerge of which we have no current awareness. Competitors may be able to offer more attractive pricing or develop products that could offer performance features that are superior to our products, resulting in reduced demand for our products. Such competitors could have a negative impact on our ability to win future business opportunities. There can be no assurance that a new competitor will not attempt to penetrate the various markets for our products and services. Their entry into markets historically targeted by us may have a material adverse effect on our business, financial condition and results of operations.

*Our business could be adversely impacted if we have deficiencies in our disclosure controls and procedures or internal controls over financial reporting.*

The Company reported in this Form 10-K that we had a material weakness in our internal controls over financial reporting for the period ended September 30, 2011, which resulted in our having to restate prior period financial statements. (See “Explanatory Note” on page 3 and note 16 in the Notes to Financial Statements.)

Effective internal control over financial reporting and disclosure controls and procedures are necessary in order for us to provide reliable financial and other reports and effectively prevent fraud. These types of controls are designed to provide reasonable assurance regarding the reliability of financial reporting and the proper preparation of our financial statements, as well as regarding the timely reporting of material information. If we cannot maintain effective internal control or disclosure controls and procedures, or provide reliable financial statements or SEC reports or prevent fraud, investors may lose confidence in our reported financial information, our common stock could be subject to delisting on the stock exchange where it is traded, our operating results and the trading price of our common stock could suffer and we might become subject to litigation.

While our management will continue to review the effectiveness of our internal control over financial reporting and disclosure controls and procedures, there is no assurance that our disclosure controls and procedures or our internal control over financial reporting will be effective in accomplishing all control objectives, including the prevention and detection of fraud, all of the time.

### *Slowdown in the Economy Can Affect our Revenue and Profitability*

The uncertainty regarding the growth rate of the worldwide economies has caused companies to reduce capital investment and this may cause further reduction of demand for our products and services. These reductions have been particularly severe in the electronics and technology industries.

### *Our Operating Results May Fluctuate Significantly*

Our operating results have fluctuated widely on a quarterly and annual basis during the last several years and we expect to experience significant fluctuations in future operating results. Many factors, some of which are beyond our control, have contributed to these fluctuations in the past and may continue to do so. Such factors include:

- sales in relatively large dollar amounts to a relatively small number of customers;
- competitive pricing programs and volume discounts;
- loss of customers;
- market acceptance of our products;
- product obsolescence;
- general economic conditions;
- change in the mix of products sold;
- whether or not we are able to secure design wins for significant customer systems;

- timing of significant orders;
- delays in completion of internal product development projects;
- delays in shipping our products;
- delays in acceptance testing by customers;
- production delays due to quality programs with outsourced components;
- shortages of components;
- timing of product line transitions;
- declines of revenues from previous generations of products following announcement of replacement products containing more advance technology; and
- fixed nature of our expenditures on personnel, facilities and marketing programs.

We believe that period-to-period comparisons of our results of operations will not necessarily be meaningful and should not be relied upon as indicative of our future performance. It is also possible that in some periods, our operating results may be below the expectations of securities analysts and investors. In such circumstances, the price of our common stock may decline.

*We Rely on Single Sources for Supply of Certain Components and our Business may be Seriously Harmed if our Supply of any of These Components or Other Components is Disrupted*

Several components used in our Systems products are currently obtained from sole-source suppliers. We are dependent on key vendors like Myricom, Inc. and Mellanox Technologies for our high-speed interconnect components, Freescale for many of our PowerPC line of processors and Intel for our microprocessors, and Wind River Systems, Inc. for VxWorks operating system software. Generally, suppliers may terminate their purchase order with us without cause upon 30-days notice and may cease offering products to us upon 180-days notice. If Myricom or Freescale were to limit or reduce the sale of such components to us, or if these or other component suppliers to us, some of which are small companies, were to experience financial difficulties or other problems which could prevent them from supplying us with the necessary components, such events could have a material adverse effect on our business, financial condition and results of operations. These sole source and other suppliers are each subject to quality and performance issues, materials shortages, excess demand, reduction in capacity and other factors that may disrupt the flow of goods to us or our customers, which thereby may adversely affect our business and customer relationships.

We have no guaranteed supply arrangements with our suppliers and there can be no assurance that our suppliers will continue to meet our requirements. If our supply arrangements are interrupted, there can be no assurance that we would be able to find another supplier on a timely or satisfactory basis. Any shortage or interruption in the supply of any of the components used in our products, or the inability to procure these components from alternate sources on acceptable terms, could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that severe shortages of components will not occur in the future. Such shortages could increase the cost or delay the shipment of our products, which could have a material adverse effect on our business, financial condition and results of operations. Significant increases in the prices of these components would also materially adversely affect our financial performance since we may not be able to adjust product pricing to reflect the increase in component costs. We could incur set-up costs and delays in manufacturing should it become necessary to replace any key vendors due to work stoppages, shipping delays, financial difficulties or other factors and, under certain circumstances, these costs and delays could have a material adverse effect on our business, financial condition and results of operations.

### *We Depend on Key Personnel and Skilled Employees and Face Competition in Hiring and Retaining Qualified Employees*

We are largely dependent upon the skills and efforts of our senior management, managerial, sales and technical employees. None of our senior management personnel or other key employees are subject to any employment contracts except Alex Lupinetti, our Chief Executive Officer, and Victor Dellovo, President of Modcomp. The loss of services of any of our executives or other key personnel could have a material adverse effect on our business, financial condition and results of operations. Our future success will depend to a significant extent on our ability to attract, train, motivate and retain highly skilled technical professionals. Our ability to maintain and renew existing engagements and obtain new business depends, in large part, on our ability to hire and retain technical personnel with the skills that keep pace with continuing changes in industry standards and technologies. The inability to hire additional qualified personnel could impair our ability to satisfy our growing client base, requiring an increase in the level of responsibility for both existing and new personnel. There can be no assurance that we will be successful in retaining current or future employees.

### *Our International Operations are Subject to a Number of Risks*

We market and sell our products in certain international markets and we have established operations in the U.K. and Germany. Foreign-based revenue is determined based on the location to which the product is shipped or services are rendered and represented 41% and 30% of our total revenue for the fiscal years ended September 30, 2011 and 2010, respectively. If revenues generated by foreign activities are not adequate to offset the expense of establishing and maintaining these foreign subsidiaries and activities, our business, financial condition and results of operations could be materially adversely affected. In addition, there are certain risks inherent in transacting business internationally, such as changes in applicable laws and regulatory requirements, export and import restrictions, export controls relating to technology, tariffs and other trade barriers, longer payment cycles, problems in collecting accounts receivable, political instability, fluctuations in currency exchange rates, expatriation controls and potential adverse tax consequences, any of which could adversely impact the success of our international activities. A portion of our revenues are from sales to foreign entities, including foreign governments, which are primarily paid in the form of foreign currencies. There can be no assurance that one or more of such factors will not have a material adverse effect on our future international activities and, consequently, on our business, financial condition or results of operations.

### *To be Successful, We Must Respond to the Rapid Changes in Technology*

Our future success will depend in part on our ability to enhance our current products and to develop new products on a timely and cost-effective basis in order to respond to technological developments and changing customer needs. The defense market, in particular, demands constant technological improvements as a means of gaining military advantage. Military planners historically have funded significantly more design projects than actual deployments of new equipment and those systems that are deployed tend to contain the components of the subcontractors selected to participate in the design process. In order to participate in the design of new defense electronics systems, we must be able to demonstrate our ability to deliver superior technological performance on a timely and cost-effective basis. There can be no assurance that we will be able to secure an adequate number of defense electronics design wins in the future, that the equipment in which our products are intended to function eventually will be deployed in the field, or that our products will be included in such equipment if it is eventually deployed.

The design-in process is typically lengthy and expensive and there can be no assurance that we will be able to continue to meet the product specifications of our customers in a timely and adequate manner. In addition, if we fail to anticipate or to respond adequately to changes in technology and customer preferences, or if there is any significant delay in product developments or introductions, this could have a material adverse effect on our business, financial condition and results of operations, including the risk of inventory obsolescence. Because of the complexity of our products, we have experienced delays from time to time in completing products on a timely basis. If we are unable to design, develop or introduce competitive new products on a timely basis, our future operating results would be adversely affected, particularly in our Systems segment. There can be no assurance that we will be successful in developing new products or enhancing our existing products on a timely or cost-effective basis, or that such new products or product enhancements will achieve market acceptance.

*We Need to Continue to Expend Resources on Research and Development Efforts to Meet the Needs of our Customers*

The industry in which our Systems segment competes is characterized by the need for continued investment in research and development. If we fail to invest sufficiently in research and development, our products could become less attractive to potential customers and our business and financial condition could be materially adversely affected. As a result of our need to maintain or increase our spending levels in this area and the difficulty in reducing costs associated with research and development, our operating results could be materially harmed if our revenues fall below expectations. In addition, as a result of CSPI's commitment to invest in research and development, spending as a percent of revenues may fluctuate in the future.

*We May be Unable to Successfully Integrate Acquisitions*

In order to achieve strategic objectives to maintain and grow our market position, we may have a need to acquire or make investments in complementary companies, products or technologies. Acquisitions may pose risks to our operations, including:

- problems and increased costs in connection with the integration of the personnel, operations, technologies or products of the acquired companies;
- unanticipated costs;
- diversion of management's attention from our core business;
- adverse effects on business relationships with suppliers and customers and those of the acquired company;
- acquired assets becoming impaired as a result of technical advancements or worse-than-expected performance by the acquired company;
- entering markets in which we have no, or limited, prior experience; and
- potential loss of key employees, particularly those of the acquired organization.

In addition, in connection with any acquisitions or investments we could:

- issue stock that would dilute existing shareholders' percentage of ownership;
- incur debt and assume liabilities;
- obtain financing on unfavorable terms;
- incur amortization expenses related to acquired intangible assets or incur large and immediate write-offs;
- incur large expenditures related to office closures of the acquired companies, including costs relating to termination of employees and leasehold improvement charges relating to vacating the acquired companies' premises; and
- reduce the cash that would otherwise be available to fund operations or to use for other purposes.

The failure to successfully integrate any acquisition or for acquisitions to yield expected results may negatively impact our financial condition and operating results. Any resulting impairment of goodwill would have a negative effect on results of operations.

*Our Stock Price May Continue to be Volatile*

Historically, the market for technology stocks has been extremely volatile. Our common stock has experienced and may continue to experience, substantial price volatility. The following factors could cause the market price of our common stock to fluctuate significantly:



- loss of a major customer;
- loss of a major supplier;
- the addition or departure of key personnel;
- variations in our quarterly operating results;
- announcements by us or our competitors of significant contracts, new products or product enhancements;
- acquisitions, distribution partnerships, joint ventures or capital commitments;
- regulatory changes;
- sales of our common stock or other securities in the future;
- changes in market valuations of technology companies; and
- fluctuations in stock market prices and volumes.

In addition, the stock market in general and the NASDAQ Global Market and technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These broad market and industry factors may materially adversely affect the market price of our common stock, regardless of our actual operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against such companies.

*Slowdown in the Economy Can Affect our Revenue and Profitability*

The uncertainty regarding the growth rate of the worldwide economies has caused companies to reduce capital investment and this may cause further reduction of demand for our products and services. These reductions have been particularly severe in the electronics and technology industries.

*Factors that may Affect Future Performance*

This document contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. Further, any forward-looking statement speaks only as of the date on which such statement is made and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made. As it is not possible to predict every new factor that may emerge, forward-looking statements should not be relied upon as a prediction of actual future financial condition or results. In response to competitive pressures or new product introductions, we may take certain pricing or marketing actions that could adversely affect our operating results. In addition, changes in the products and services mix may cause fluctuations in our gross margin. Due to the potential quarterly fluctuations in operating results, we believe that quarter-to-quarter comparisons of our results of operations are not necessarily an indicator of future performance.

Markets for our products and services are characterized by rapidly changing technology, new product introductions and short product life cycles. These changes can adversely affect our business and operating results. Our success will depend upon our ability to enhance our existing products and services and to develop and introduce, on a timely and cost effective basis, new products that keep pace with technological developments and address increasing customer requirements. The inability to meet these demands could adversely affect our business and operating results.

**Item 2. Properties**

Listed below are our principal facilities as of September 30, 2011. Management considers all facilities listed below to be suitable for the purpose(s) for which they are used, including manufacturing, research and development, sales, marketing, service and administration.

<b>Location</b>	<b>Principal Use</b>	<b>Owned or Leased</b>	<b>Approximate Floor Area</b>
<b>Systems Segment Properties:</b>			
CSP Inc. 43 Manning Road Billerica, MA	Corporate Headquarters Manufacturing, Sales, Marketing and Administration	Leased	11,450 S.F.
<b>Service and Systems Integration Segment Properties:</b>			
Modcomp, Inc. 1500 S. Powerline Road Deerfield Beach, FL	Division Headquarters Sales, Marketing and Administration	Leased	15,482 S.F.
Modcomp, Inc. 9155 South Dadeland Blvd, Suite 1112 Miami, FL	Sales, Marketing and Service	Leased	1,356 S.F.
Modular Computer Systems GmbH Oskar-Jager-Strasse 50 D-50825 Koln Germany	Sales, Marketing, Service and Administration	Leased	12,443 S.F.
Modcomp, Ltd. 12a Oaklands Business Park, Fishponds Road Wokingham Berkshire United Kingdom	Sales, Marketing and Administration	Leased	2,490 S.F.
Modcomp AG Gartenstr. 23-27 D-61352 Bad Homburg Germany	Sales, Marketing and Service	Leased	323 S.F.

**Item 3. Legal Proceedings**

On September 4, 2011, the Company's U.S. Modcomp division ("Modcomp U.S."), which is part of the Service and System Integration segment, received a summons entitled "Complaint to Avoid Preferential and Fraudulent Transfers and to Recover Property Transferred Pursuant to 11 U.S.C. § 550" (the "Summons"). The Summons is in regard to a former customer of Modcomp U.S. (the "Debtor") who commenced a chapter 11 bankruptcy case on August 14, 2009. The Summons alleges that Modcomp US received approximately \$1.1 million in preferential transfers and approximately \$0.2 million in otherwise avoidable transfers from the Debtor, in connection with the Debtor's bankruptcy petition.

After reviewing this matter with counsel to assess the likelihood of a loss and estimate the amount of any loss, we determined that Modcomp U.S. has a strong defense against this complaint in that these payments were made to Modcomp US from the Debtor in the ordinary course of business; therefore they were not in fact preferential or otherwise avoidable transfers. We are in the process of vigorously defending our position with respect to this matter. In accordance with this assessment however, despite our strong defense, we have estimated a loss contingency in connection with the Summons in the amount of approximately \$0.1 million.

We are currently not a party to any other material legal proceedings.

**Item 4. [Reserved]****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

*Market information.* Our common stock is traded on the Nasdaq Global Market under the symbol CSPI. The following table provides the high and low sales prices of our common stock as reported on the Nasdaq Global Market for the periods indicated.

<b>Fiscal Year:</b>	<b>2011</b>		<b>2010</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
1st Quarter	\$ 5.25	\$ 3.61	\$ 4.06	\$ 3.30
2nd Quarter	4.60	3.69	3.98	3.20
3rd Quarter	4.95	3.94	4.70	3.32
4th Quarter	4.52	3.26	4.65	3.85

*Stockholders.* We had approximately 80 holders of record of our common stock as of January 9, 2012. This number does not include stockholders for whom shares were held in a "nominee" or "street" name. We believe the number of beneficial owners of our shares of common stock (including shares held in street name) at that date was approximately 1,300.

*Dividends.* Through our fiscal year ended September 30, 2011, we had never paid any cash dividends on our common stock. We may from time to time consider the payment of a cash dividend. On January 12, 2012, our Board of Directors declared a cash dividend of \$.10 per share payable to stockholders of record as of January 27, 2012, the record date. Payment of this dividend should not be considered to mean that dividends will be paid in the future.

*Share Repurchase Plans.* The following table provides information with respect to shares of our common stock that we repurchased during the year ended September 30, 2011:

<b>Month Ended</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans (1)</b>	<b>Maximum number of Shares that May Yet Be Purchased Under the Plans</b>
October 31, 2010	7,940	\$ 4.53	7,940	
November 30, 2010	9,500	4.52	9,500	
December 31, 2010	28,221	3.98	28,221	
January 31, 2011	44,393	3.98	44,393	
February 28, 2011	3,543	4.01	3,543	
March 31, 2011	3,000	4.20	3,000	
April 30, 2011	—	—	—	
May 31, 2011	4,145	4.47	4,145	
June 30, 2011	8,692	4.36	8,692	
July 31, 2011	1,251	4.35	1,251	
August 31, 2011	12,315	3.64	12,315	
September 30, 2011	42,731	3.44	42,731	
<b>Total</b>	<b>165,731</b>	<b>\$ 3.91</b>	<b>165,731</b>	<b>228,825</b>

(1) All shares were purchased under publicly announced plans. For additional information about these publicly announced plans please refer to Note 12 of our financial statements.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The discussion below contains certain forward-looking statements related to statements concerning future revenues and future business plans. Actual results may vary from those contained in such forward-looking statements.

### ***Overview of Fiscal 2011 Results of Operations***

CSP Inc. operates in two segments:

- **Systems**—the Systems segment consists of our MultiComputer Division which designs, commercially develops and manufactures signal processing computer platforms that are used primarily in military applications and the process control and data acquisition (“PCDA”) proprietary hardware business of our Modcomp subsidiary.
- **Service and System Integration**—the Service and System Integration segment includes the computer systems’ maintenance and integration services and third-party computer hardware and software products businesses of our Modcomp subsidiary.

### ***Highlights include:***

- Revenue decreased by approximately \$16.5 million, or 18%, to \$73.6 million for the year ended September 30, 2011 versus \$90.1 million for the year ended September 30, 2010.
- Operating income decreased by approximately \$0.3 million, to operating income of approximately \$0.8 million for the year ended September 30, 2011 versus operating income of approximately \$1.1 million for the year ended September 30, 2010.
- Net income was approximately \$0.4 million, for the year ended September 30, 2011 versus net income of approximately \$0.9 million for the year ended September 30, 2010, for an unfavorable variance of \$0.5 million.
- Net cash provided by operating activities was approximately \$1.5 million for the year ended September 30, 2011 compared to net cash used by operating activities of \$1.9 million for the year ended September 30, 2010.

The decrease in revenues of \$16.5 million was due in a large part to decreased revenues in our Service and System Integration segment where revenues were down by approximately \$16.0 million versus the year ended September 30, 2010. Revenues in fiscal 2011 in the Systems segment were \$7.8 million compared with \$8.3 million for fiscal 2010, for a decrease of approximately \$0.5 million versus the prior year.

It should be noted that despite the significant decrease in total revenue of \$16.5 million, operating income and net income decreased by significantly lesser amounts, as referred to above. This is because the overall gross profit margin for the fiscal year ended September 30, 2011 was 22% compared to 19% for the fiscal year ended September 30, 2010. The gross margin in the Service and System Integration segment increased from 14% for the fiscal year ended September 30, 2010 to 17% for the fiscal year ended September 30, 2011. This increase in gross profit margin for the Service and System Integration segment was due to smaller orders with better margins (i.e., higher relative selling prices per unit), on the product sales side. In the prior year, a higher percentage of our sales were to higher-volume-lower-margin customers, particularly in the US division. Secondly, we had better utilization of service resources in the fiscal year ended September 30, 2011 versus the prior year, which resulted in lower service cost of sales as a percent of revenue in fiscal 2011. In the Service and System Integration segment product gross margin improved by two percentage points, and services gross margin improved by five percentage points, for an overall increase in the gross profit margin for the segment of three percentage points. The gross margin in the Systems segment decreased to 65% from 67% as described above. This decrease in Systems segment gross margin had a lesser impact on the overall gross margin, because Systems segment revenues are a far lower percentage of total revenues versus the Service and System Integration segment.

Also, in fiscal 2011, we were engaged in research and development efforts in the Systems segment making significant progress with on-going development of our newest product lines, the Fast Cluster Series 3000 and 4000 SERIES product lines, which are designed to provide what we believe is the most advanced interconnect technology

available today. The 3000 and 4000 SERIES products are expected to provide our customers with another state-of-the-art, fully ruggedized open source system, which will be essential to our future growth opportunities.

Revenues in the Service and System Integration segment for fiscal 2011 were \$65.8 million versus fiscal 2010 revenues of \$81.8 million, for a decrease of \$16.0 million year over year. The U.S. operations of this segment experienced a decline in sales for fiscal 2011 versus fiscal 2010 of \$17.6 million, for a 31% decrease. This decrease was due in large part to a decrease in sales to our largest customer of approximately \$11.5 million and a decrease in sales to our second largest customer of approximately \$3.3 million. These customers are both IT managed service providers, which did not require the level of expansion of capacity as in prior years due to lost customers and a general leveling off of the size of their infrastructure. Decreases in sales to other large customers accounted for the remainder of the decrease in sales in the US division of this segment. Offsetting the decline in the U.S. operation's sales, revenues in the German division of the segment for fiscal year 2011 versus fiscal 2010 increased by approximately \$1.6 million, or 7%. The increase was due primarily to favorable foreign exchange fluctuation of the Euro versus the US dollar, which accounted for approximately \$0.8 million, and an increase in sales volume primarily to a large telecom customer of approximately \$0.8 million.

Based on the current economic environment, we plan to manage the Service and System Integration segment assuming relatively weak demand in fiscal 2012. We plan to focus our attention and resources on higher-margin business and away from low margin business as we move forward. While this may put pressure on sales growth in fiscal 2012, we believe this strategy will accelerate profitable growth for the long term.

The following table sets forth certain information which is based on data from our Consolidated Statements of Operations:

	Percentage of sales		Period to
	Fiscal year ended September		Dollar
	2011	2010	increase (decrease)
			2011 compared to 2010
	(Dollar amounts in thousands)		
Sales	100.0%	100.0%	\$ (16,467)
Costs and expenses:			
Cost of sales	77.8%	80.9%	(15,645)
Engineering and development	2.4%	2.2%	(168)
Selling, general and administrative	18.7%	15.6%	(321)
Total costs and expenses	98.9%	98.7%	(16,134)
Operating income	1.1%	1.3%	(333)
Other income (expense)	(0.1)%	—%	(101)
Income (loss) before income taxes	1.0%	1.3%	(434)
Income tax expense	0.5%	0.3%	111
Net income	0.5%	1.0%	\$ (545)

#### ***Results of Operations—2011 Compared to 2010***

For the fiscal year ended September 30, 2011, sales decreased to \$73.6 million, compared to \$90.1 million for fiscal year ended September 30, 2010. Net income for the year ended September 30, 2011 was \$0.4 million, or \$0.10 per diluted share compared with net income of \$0.9 million, or \$0.25 per diluted share for fiscal year ended September 30, 2010.

## Revenue

The following table details the Company's sales by geographical region for fiscal years September 30, 2011 and 2010:

	For the Year Ended				\$ Increase/ (Decrease)	% Increase (Decrease)
	September 30, 2011	%	September 30, 2010	%		
	(Dollar amounts in thousands)					
Americas	\$ 43,528	59%	\$ 63,750	71%	\$ (20,222)	(32)%
Europe	26,273	36%	25,256	28%	1,017	4%
Asia Pacific	3,844	5%	1,106	1%	2,738	248%
Totals	<u>\$ 73,645</u>	<u>100%</u>	<u>\$ 90,112</u>	<u>100%</u>	<u>\$ (16,467)</u>	<u>(18)%</u>

The decrease in Americas revenue for the year ended September 30, 2011 versus the year ended September 30, 2010 was primarily the result of the changes in revenues described below in the Systems segment relating to product and services sales to US defense programs, which accounted for approximately \$3.2 million of the decrease and the decreases in sales to customers in the Americas from the U.S. division of our Service and System Integration segment, which accounted for the remaining \$17.0 million of the decrease.

The increase in sales in Europe was primarily the result of the higher sales described above from the German division of the Service and System Integration segment which accounted for approximately \$1.8 million in increased sales to Europe, offset by decreases in sales to European customers of approximately \$0.5 million and \$0.1 million from the US and UK divisions of the Service and System Integration segment, respectively. The increase in Asia sales was the result of the increase in sales to our existing customer which supplies a large Japanese defense program.

The following table details the Company's sales for products and services by operating segment for the fiscal years ended September 30, 2011 and 2010:

	Systems	Service and System Integration	Total	% of Total
	(Dollar amounts in thousands)			
<b>2011</b>				
Product	\$ 5,624	\$ 49,110	\$ 54,734	74%
Services	2,198	16,713	18,911	26%
Total	<u>\$ 7,822</u>	<u>\$ 65,823</u>	<u>\$ 73,645</u>	<u>100%</u>
% of Total	11%	89%	100%	
<b>2010</b>				
Product	\$ 4,888	\$ 64,746	\$ 69,634	77%
Services	3,423	17,055	20,478	23%
Total	<u>\$ 8,311</u>	<u>\$ 81,801</u>	<u>\$ 90,112</u>	<u>100%</u>
% of Total	9%	91%	100%	
	(Dollar amounts in thousands)			
<b>Increase (Decrease)</b>				
Product	\$ 736	\$ (15,636)	\$ (14,900)	(21)%
Services	(1,225)	(342)	(1,567)	(8)%
Total	<u>\$ (489)</u>	<u>\$ (15,978)</u>	<u>\$ (16,467)</u>	<u>(18)%</u>
% Decrease	(6)%	(20)%	(18)%	

As shown above, total revenues decreased by approximately \$16.5 million, or 18%, for the year ended September 30, 2011 compared to the same period of fiscal year 2010. Revenue in the Systems segment decreased for the current year versus the prior year by approximately \$0.5 million, while revenues in the Service and System Integration segment decreased by approximately \$16.0 million, resulting in the overall decrease of approximately \$16.5 million.

Product revenues decreased by approximately \$14.9 million, or 21% for the year ended September 30, 2011 compared to the year ended September 30, 2010. This change in product revenues was made up of a decrease in product revenues in the Service and System Integration segment of approximately \$15.6 million offset by an increase in the Systems segment of approximately \$0.7 million versus the prior year.

The decrease in the Service and System Integration segment product sales of approximately \$15.6 million was due primarily to a decrease in product sales in the U.S. division of the segment of approximately \$17.5 million, offset by an increase in this segment's German division of approximately \$1.7 million and an increase in the UK division of approximately \$0.2 million.

In the US division, product sales to our five largest customers of fiscal 2010 decreased by a total of approximately \$19.1 million, including a decrease in sales to our largest customer of approximately \$12.0 million and a decrease in product sales to our second largest customer of approximately \$3.3 million. These customers are both IT managed service providers, which did not require the level of expansion of capacity as in prior years due to lost customers and a general leveling off of the size of their infrastructure. Aggregate product sales to these five largest customers in fiscal year 2010 were approximately \$34.4 million or 64% of total product revenues for the US division versus \$15.3 million in fiscal year 2011, or 42% of total product revenues for the US division. In Germany, sales volume was up \$1.3 million in constant dollars versus the prior year. This constant dollar increase in sales was due primarily to an increase in sales to one of our largest systems integration customers. The remainder of the increases in sales was due to the favorable impact of currency fluctuation of approximately \$0.4 million affecting a weaker US dollar versus the Euro for the year ended September 30, 2011 versus 2010. In the UK, product revenue increased by approximately \$0.2 million as a result of the commencement of a hardware reseller business in this location. Prior to fiscal year 2011, the UK location was focused on their custom application development business. The hardware reseller business line was subsequently added to the offerings of the UK location.

The increase in product revenues in the Systems segment of approximately \$0.7 million was due to an increase of approximately \$2.6 million in product sales in the current year versus the prior year, to an existing customer that supplies equipment to the Japanese defense market. This increase in shipments included a \$1.3 million order for our 3000 Series product line. In addition we realized increases in product sales to two other major customers that supply US defense programs that totaled approximately \$1.5 million. Offsetting these increases, sales to another large U.S. defense department customer decreased due to having shipped a large order in the year ended September 30, 2010, for approximately \$3.6 million, consisting of two major systems to this customer, which was a follow on order for a major US defense program, that we began supplying in fiscal 2007. No sales of this nature were made in the year ended September 30, 2011.

As shown in the table above, service revenues decreased by approximately \$1.6 million, or 8% for the year ended September 30, 2011 compared to fiscal 2010. Service revenue in the Systems segment decreased by approximately \$1.2 million, while service revenue in the Service and System Integration segment decreased by approximately \$0.3 million.

The \$1.2 million decrease in Systems segment service revenue was the result of a decrease in royalty revenue from a large US defense program supplier which was approximately \$3.0 million for the year ended September 30, 2010, versus approximately \$1.6 million for the year ended September 30, 2011, for a total decrease of approximately \$1.4 million. Offsetting this decrease, maintenance and repair revenue in the Systems segment increased by approximately \$0.2 million when comparing fiscal year 2011 to fiscal year 2010.

Service revenue in the Service and System Integration segment service overall was largely consistent year over year, only decreasing by approximately \$0.3 million.

### Cost of Sales, Gross Profit and Gross Margins

The following table details our cost of sales by operating segment for fiscal years ended September 30, 2011 and 2010:

	Systems	Service and system integration	Total
	(Dollar amounts in thousands)		
<b>2011</b>			
<i>Cost of Sales:</i>			
Product	\$ 2,391	\$ 42,419	\$ 44,810
Services	330	12,136	12,466
Total	<u>2,721</u>	<u>54,555</u>	<u>57,276</u>
% of Total	5%	95%	100%
% of sales	35%	83%	78%
<i>Gross Profit:</i>			
Product	\$ 3,233	\$ 6,691	\$ 9,924
Services	1,868	4,577	6,445
Total	<u>5,101</u>	<u>11,268</u>	<u>16,369</u>
% of Total	31%	69%	100%
<i>Gross Margins:</i>			
Product	57%	14%	18%
Services	85%	27%	34%
Total	65%	17%	22%
<b>2010</b>			
<i>Cost of Sales:</i>			
Product	\$ 2,449	\$ 57,012	\$ 59,461
Services	306	13,154	13,460
Total	<u>2,755</u>	<u>70,166</u>	<u>72,921</u>
% of Total	4%	96%	100%
% of sales	33%	86%	81%
<i>Gross Profit:</i>			
Product	\$ 2,439	\$ 7,735	\$ 10,174
Services	3,117	3,900	7,017
Total	<u>5,556</u>	<u>11,635</u>	<u>17,191</u>
% of Total	32%	68%	100%
<i>Gross Margins:</i>			
Product	50%	12%	15%
Services	91%	23%	34%
Total	67%	14%	19%
<b>Increase (Decrease)</b>			
<i>Cost of Sales:</i>			
Product	\$ (58)	\$ (14,593)	\$ (14,651)
Services	24	(1,018)	(994)
Total	<u>(34)</u>	<u>(15,611)</u>	<u>(15,645)</u>
% Decrease	(1)%	(22)%	(21)%
% of Sales	2%	(3)%	(3)%
<i>Gross Profit:</i>			
Product	\$ 794	\$ (1,044)	\$ (250)
Services	(1,249)	677	(572)
Total	<u>(455)</u>	<u>(367)</u>	<u>(822)</u>
% decrease	(8)%	(3)%	(5)%
<i>Change in Gross Margin percentage:</i>			
Product	7%	2%	3%
Services	(6)%	4%	—%
Total	(2)%	3%	3%



Total cost of sales decreased by approximately \$15.6 million when comparing the fiscal year ended September 30, 2011 versus the fiscal year ended September 30, 2010. This decrease in cost of sales of 21% overall, compares with a decrease in sales of 18%.

Cost of sales in the Systems segment was essentially unchanged, having decreased by less than \$0.1 million, when comparing the current fiscal year with the prior year fiscal year, while sales in the Systems segment decreased by approximately \$0.5 million, or 6%. This occurred because more of fiscal year 2010 revenues consisted of royalties versus fiscal year 2011, and because royalty revenues carries no cost of sales, cost of sales did not decrease in proportion to the decrease in sales. This is also reflected in the decrease in the gross profit and the gross profit margins as shown in the table above.

Cost of sales in the Service and System Integration segment decreased by approximately \$15.6 million, which is a 22% decrease when comparing the current fiscal year with the prior fiscal year. While this trend is relatively consistent with the decrease in sales over the prior year, the rate of decrease of 22% in cost of sales is greater than the rate of decrease in sales, which was 20%. The reason for this is two-fold. First, on the product sales side we experienced smaller deal size with better margins (i.e., higher relative selling prices per unit). In the prior year, a higher percentage of our sales were to higher-volume-lower-margin customers, particularly in the US division. Secondly, we had better utilization of service resources in the fiscal year ended September 30, 2011 versus the prior year, which resulted in lower cost as a percent of revenue. This is also reflected in the higher gross margin percentages for fiscal year 2011 as shown in the table above.

The overall gross profit margin for the fiscal year ended September 30, 2011 was 22% compared to 19% for the fiscal year ended September 30, 2010. The gross profit margin in the Systems segment decreased to 65% from 67% as described above. The gross margin in the Service and System Integration segment increased from 14% for the fiscal year ended September 30, 2010 to 17% for the fiscal year ended September 30, 2011. This increase in gross profit margin for the Service and System Integration segment was also due to the reasons described in the preceding paragraph.

#### ***Engineering and Development Expenses***

The following table details engineering and development expenses by operating segment for fiscal years ended September 30, 2011 and 2010:

	<u>2011</u>	<u>% of Total</u>	<u>2010</u>	<u>% of Total</u>	<u>\$ Decrease</u>	<u>% Decrease</u>
	(Dollar amounts in thousands)					
<b>By Operating Segment:</b>						
Systems	\$ 1,785	100%	\$ 1,953	100%	\$ (168)	(9)%
Service and System Integration	—	—%	—	—%	—	—%
Total	<u>\$ 1,785</u>	<u>100%</u>	<u>\$ 1,953</u>	<u>100%</u>	<u>\$ (168)</u>	<u>(9)%</u>

The decrease in engineering and development expenses displayed above was due to lower engineering consulting expenditures in connection with the development of the next generation of MultiComputer products in the Systems segment.

### *Selling, General and Administrative*

The following table details selling, general and administrative (“SG&A”) expense by operating segment for fiscal years ending September 30, 2011 and 2010:

	<u>2011</u>	<u>% of Total</u>	<u>2010</u>	<u>% of Total</u>	<u>\$ Decrease</u>	<u>% Decrease</u>
<b>(Dollar amounts in thousands)</b>						
<b>By Operating Segment:</b>						
Systems	\$ 3,908	28%	\$ 3,919	28%	\$ (11)	---%
Service and System Integration	9,867	72%	10,177	72%	(310)	(3)%
Total	<u>\$ 13,775</u>	<u>100%</u>	<u>\$ 14,096</u>	<u>100%</u>	<u>\$ (321)</u>	<u>(2)%</u>

The decrease in selling, general and administrative (“SG&A”) expenses displayed above was predominantly in the Service and System Integration segment. The decrease was due to lower commission expense of approximately \$0.4 million resulting from lower gross profit and lower sales, lower salaries and fringe benefit costs of approximately \$0.2 million due to reductions of sales personnel, offset by a charge for \$0.1 million for a contingency loss, relating to the bankruptcy of a former customer in the US division of the segment. In the European segments, SG&A expenses increased by approximately \$0.2 million, which was driven primarily from foreign exchange fluctuation of the stronger Euro and British pound versus the dollar on average for the year ended September 30, 2011, versus 2010.

### *Other Income/Expenses*

The following table details Other Income/(Expense) for fiscal years ended September 30, 2011 and 2010:

	<u>2011</u>	<u>% of Total</u>	<u>2010</u>	<u>% of Total</u>	<u>\$ Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
<b>(Dollar amounts in thousands)</b>						
Interest income	\$ 44	(47)%	\$ 61	871%	\$ (17)	(28)%
Interest expense	(86)	92%	(90)	(1286)%	4	(4)%
Foreign exchange loss	(16)	17%	(1)	(14)%	(15)	15%
Other income (expense), net	(36)	38%	37	529%	(73)	(197)%
Total other income (expense), net	<u>\$ (94)</u>	<u>100%</u>	<u>\$ 7</u>	<u>100%</u>	<u>\$ (101)</u>	<u>(1443)%</u>

Total other income (expense), net, changed from other, net income of \$7 thousand for fiscal year 2010, to other net expense of approximately \$0.1 million for fiscal year 2011. This change was primarily due to lower interest income and greater losses on foreign exchange transactions for fiscal 2011 versus fiscal 2010.

### *Income Taxes*

For the year ended September 30, 2011, the Company recorded an income tax provision of \$0.3 million reflecting an effective income tax rate of 48% compared to an income tax provision of \$0.2 million for the fiscal year ended September 30, 2010, which reflected an effective tax rate of 20%. The effective tax rate for the year ended September 30, 2010, was impacted favorably by the de-recognition of a liability of approximately \$0.3 million for an unrecognized tax benefit, which the Company had recorded pursuant to accounting principles regarding uncertain tax positions. This de-recognition was the result of the lapsing of the statute of limitations and the completion of an audit by the Internal Revenue Service, which did not result in any adjustments.

In assessing the realizability of deferred tax assets, we considered our taxable future earnings and the expected timing of the reversal of temporary differences. Accordingly, we have recorded a valuation allowance which reduces the gross deferred tax asset to an amount which we believe will more likely than not be realized. Our inability to project future profitability beyond fiscal year 2012 in the U.S. and cumulative losses incurred in recent years in the UK represent sufficient negative evidence to record a valuation allowance against certain deferred tax assets. We maintained a substantial valuation allowance against our UK deferred tax assets as we have experienced cumulative losses and do not have any indication that the operation will be profitable in the future to an extent that will allow us to utilize much of our

net operating loss carryforwards. To the extent that actual experience deviates from our assumptions, our projections would be affected and hence our assessment of realizability of our deferred tax asset may change. Our German subsidiary has no valuation allowance recorded against its gross deferred tax assets because it has projected sufficient future income that we believe it is more likely than not will be realized.

### **Liquidity and Capital Resources**

Our primary source of liquidity is our cash and cash equivalents, which increased by approximately \$0.4 million to \$15.9 million as of September 30, 2011. This compares to \$15.5 million as of September 30, 2010. At September 30, 2011, the Company's cash equivalents of \$3.5 million were held in money market funds.

Significant sources of cash for the fiscal year ended September 30, 2011 were net income of approximately \$0.4 million, depreciation and amortization of approximately \$0.5 million, a decrease in refundable income taxes of approximately \$0.5 million and an increase in accounts payable and accrued expenses of approximately \$2.2 million. The significant uses of cash during the period were an increase in accounts receivable of approximately \$1.2 million, an increase in inventories of approximately \$0.9 million, the repurchase of CSPI common stock of approximately \$0.6 million, the purchase of property, plant and equipment for approximately \$0.3 million and a decrease in income taxes payable of approximately \$0.3 million.

As of September 30, 2011 and September 30, 2010, cash held by our foreign subsidiaries located in Germany and the UK totaled approximately \$5.6 million and \$6.0 million, respectively. This cash is included in our total cash and cash equivalents reported above. We consider this cash to be permanently reinvested into these foreign locations because repatriating it would result in unfavorable tax consequences. Consequently, it is not available for activities that would require it to be repatriated to the U.S.

If cash generated from operations is insufficient to satisfy working capital requirements, we may need to access funds through bank loans or other means. There is no assurance that we will be able to raise any such capital on terms acceptable to us, on a timely basis or at all. If we are unable to secure additional financing, we may not be able to complete development or enhancement of products, take advantage of future opportunities, respond to competition or continue to effectively operate our business.

Based on our current plans and business conditions, management believes that the Company's available cash and cash equivalents, the cash generated from operations and availability on our lines of credit will be sufficient to provide for the Company's working capital and capital expenditure requirements for the foreseeable future.

### ***Critical Accounting Policies***

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate our estimates, including those related to uncollectible receivables, inventory valuation, goodwill and intangibles, income taxes, deferred compensation, revenue recognition, retirement plans, restructuring costs and contingencies. We base our estimates on historical performance and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements: revenue recognition; valuation allowances, specifically the allowance for doubtful accounts and net deferred tax asset valuation allowance; inventory valuation; intangibles; and pension and retirement plans.

### ***Revenue recognition***

The Company recognizes product revenue from customers at the time of transfer of title and risk of loss which is generally at the time of shipment, provided that persuasive evidence of an arrangement exists, the price is fixed or determinable and collectability of sales proceeds is reasonably assured. We include freight billed to our customers as sales and the related freight costs as cost of sales. The Company reduces revenue for estimated customer returns.

The Company recognizes revenue from the sale of third party software licenses when persuasive evidence of an arrangement exists, delivery of the product has occurred and the fee is fixed or determinable and collectability is probable. When delivery of services accompany software sales, and vendor specific objective evidence does not exist, and the only undelivered element is services that do not involve significant modification, or customization, of software, then the entire fee is recognized as the services are performed. If no pattern of performance is discernable, the fee is recognized straight line over the service period.

The Company also offers training, maintenance agreements and support services. The Company has established fair value on its training, maintenance and support services based on prices charged in separate sales to customers at prices established and published in its standard price lists. These prices are not discounted. Revenue from these service obligations under maintenance contracts is deferred and recognized on a straight-line basis over the contractual period, which is typically three to twelve months, if all other revenue recognition criteria have been met. Support services provided on a time and material basis are recognized as provided if all of the revenue recognition criteria have been met for that element and the support services have been provided. Training revenue is recognized when performed.

In certain multiple-element revenue arrangements, the Company is obligated to deliver to its customers multiple products and/or services (“multiple elements”). In these transactions, the Company allocates the total revenue to be earned under the arrangement among the various elements based on the Company’s best estimate of the standalone selling price. The allocation is based on vendor specific objective evidence, third party evidence or estimated selling price when that element is sold separately. The Company recognizes revenue related to the delivered products or services only if the above revenue recognition criteria are met and the delivered element has standalone value.

In October 2009, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2009-13 - “Multiple-Deliverable Revenue Arrangements—a Consensus of the FASB Emerging Issues Task Force” (“ASU 2009-13”) and ASU 2009-14 – “Certain Revenue Arrangements that Contain Software Elements.” (“ASU 2009-14”). ASU 2009-13 amends existing revenue recognition accounting principles regarding multiple-deliverable revenue arrangements. The consensus provides accounting principles and application guidance on whether multiple deliverables exist, how the arrangement should be separated, and how the consideration should be allocated. This guidance eliminates the requirement to establish verifiable, objective evidence of the fair value of undelivered products and services and also eliminates the residual method of allocating arrangement consideration. The new guidance provides for separate revenue recognition based upon management’s estimate of the selling price for an undelivered item when there is no other means to determine the fair value of that undelivered item. Under the previous guidance, if the fair value of all of the elements in the arrangement was not determinable, then revenue was deferred until all of the items were delivered or fair value was determined. This pronouncement is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted.

ASU 2009-14 removes the sale of tangible products containing software components and non-software components that function together to deliver the tangible product’s essential functionality from the scope of software revenue recognition guidance.

The Company adopted these standards as of October 1, 2009.

Adoption of the new revenue recognition guidance has had an impact on the pattern and timing of revenue recognition. In some cases, revenue that would have been deferred pursuant to the previously existing multiple-element revenue recognition guidance, has been recognized pursuant to the newly issued guidance. This is because in some cases we are not able to determine VSOE or third-party evidence of the service element in our arrangements. Under the new guidance, because the requirement to determine fair value of undelivered elements has been eliminated, and we may use estimated selling price to allocate revenue to elements in an arrangement, we are now more likely to be able to separate arrangements into separate units of accounting, and thereby recognize the delivered elements (typically product revenue) without having delivered the other elements in the arrangements (typically services).

#### *Description of multiple-deliverable arrangements and Software Elements*

In many cases, our multiple-deliverable arrangements involve initial shipment of hardware (including tangible products that include software and non-software elements), software products and subsequent delivery of services which add value to the products that have been shipped. In some instances, services are performed prior to product shipment, but more typically services are performed subsequent to shipment of the hardware products. The timing of the delivery and performance of deliverables may vary case-by-case. We evaluate whether we can determine vendor-specific objective evidence (“VSOE”) or third-party evidence to allocate revenue among the various elements in an arrangement.

When VSOE or third-party evidence cannot be determined, we use estimated selling prices to allocate revenue to the various elements. Estimated selling prices are determined using the targeted gross margin for each element and calculating the gross revenue for each element that would have been required to achieve the targeted gross margin, and allocating revenue to each element based on those relative values.

Typically, product revenue, which may consist of hardware (including tangible products that include software and non-software elements) and/or software elements, are recognized upon shipment, or when risk of loss passes to the customer. Services elements are typically recognized upon completion for fixed-price service arrangements, and as services are performed for time and materials service arrangements. For software elements that include services that do not involve significant production, modification or customization, and VSOE does not exist, the entire fee allocable to that element is recognized as the services are performed. If no pattern of performance is discernable, the fee is recognized straight line over the service period. The period over which services are delivered typically ranges from approximately sixty to ninety days, or longer in some cases.

For tangible products containing software components and non-software components, we determine whether these elements function together to deliver the tangible product essential functionality. If the software and non-software components of the tangible product function together to deliver the tangible product's essential functionality, software revenue recognition guidance is not applied, but rather other appropriate revenue recognition guidance as described above.

The following policies are applicable to the Company's major categories of segment revenue transactions:

#### Systems Segment Revenue

Revenue in the Systems Segment consists of product and service revenue. Generally, product revenue is recognized when product is shipped, provided that all revenue recognition criteria are met. Service revenue consists principally of royalty revenue related to the licensing of certain of the Company's proprietary system technology and repair services. The Company recognizes royalty revenues upon notification by the customer of shipment of the systems produced pursuant to the royalty agreement. Repair service revenue is generally based upon a fixed price and is recognized upon completion of the repair.

From time to time we enter into multiple element arrangements in the Systems Segment. We follow the accounting policies described above for such arrangements.

The Company's standard sales agreements generally do not include customer acceptance provisions. However, in certain instances when arrangements include a customer acceptance provision or there is uncertainty about customer acceptance, revenue is deferred until the Company has evidence of customer acceptance. Customers generally do not have the right of return once customer acceptance has occurred.

#### Service and System Integration Segment Revenue

Revenue in the Service and System Integration Segment consists of product and service revenue.

Revenue from the sale of third-party hardware and third-party software is recognized when the revenue recognition criteria are met. The Company's standard sales agreements generally do not include customer acceptance provisions. However, in certain instances when arrangements include a customer acceptance provision or there is uncertainty about customer acceptance, revenue is deferred until the Company has evidence of customer acceptance. Customers do not have the right of return.

Service revenue is comprised of information technology consulting development, installation, implementation and maintenance services. We follow the accounting policies described above for service transactions. For arrangements that include a customer acceptance provision, or if there is uncertainty about customer acceptance of services rendered, revenue is deferred until the Company has evidence of customer acceptance.

For sales that are financed by customers through leases with a third party, when risk of loss does not pass to the customer until the lease is executed, revenue is recognized upon cash receipt and execution of the lease.

We sell certain third party service contracts, which are evaluated to determine whether the sale of such service revenue should be recorded as gross sales or net sales in accordance with the sales recognition criteria as required by accounting principles generally accepted in the U.S. We must determine whether we act as a principal in the transaction and assume the risks and reward of ownership or if we are simply acting as an agent or broker. Under gross sales recognition, the entire selling price is recorded in sales and our cost to the third-party service provider or vendor is recorded in cost of goods sold. Under net sales recognition, the cost to the third-party service provider or vendor is recorded as a reduction to sales resulting in net sales equal to the gross profit on the transaction and there are no costs of goods sold. We use the net sales recognition method for the third party service contracts that we sell when we are not the primary obligor on the contract. We use the gross sales recognition for the third party services that we sell when we act as principal and are the primary obligor.

### ***Engineering and Development Expenses***

Engineering and development expenses include payroll, employee benefits, stock-based compensation and other headcount-related expenses associated with product development. Engineering and development expenses also include third-party development and programming costs. We consider technological feasibility for our software products is reached upon the release of the software and, accordingly, no internal software development costs have been capitalized.

### ***Product Warranty Accrual***

Our product sales generally include a 90-day to one-year hardware warranty. At time of product shipment, we accrue for the estimated cost to repair or replace potentially defective products. Estimated warranty costs are based upon prior actual warranty costs for substantially similar products.

### ***Income Taxes***

We use the asset and liability method of accounting for income taxes whereby deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We also reduce deferred tax assets 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 recorded deferred tax assets will not be realized in future periods. This methodology requires estimates and judgments in the determination of the recoverability of deferred tax assets and in the calculation of certain tax liabilities. Valuation allowances are recorded against the gross deferred tax assets that management believes, after considering all available positive and negative objective evidence, historical and prospective, with greater weight given to historical evidence, that it is more likely than not that these assets will not be realized.

In addition, we are required to recognize in the consolidated financial statements, those tax positions determined to be more-likely-than-not of being sustained upon examination, based on the technical merits of the positions as of the reporting date. If a tax position is not considered more-likely-than-not to be sustained based solely on its technical merits, no benefits of the position are recognized. This is a different standard for recognition than was previously required. The more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of a benefit.

In addition, the calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions. The Company records liabilities for estimated tax obligations in the U.S. and other tax jurisdictions. These estimated tax liabilities include the provision for taxes that may become payable in the future.

### ***Inventory***

Inventories are stated at the lower of cost or market, with cost determined using the first-in, first-out method. The recoverability of inventories is based upon the types and levels of inventories held, forecasted demand, pricing, competition and changes in technology. We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

### ***Trade Accounts Receivable and Allowance for Doubtful Accounts***

Trade accounts receivable are stated at amounts that have been billed to customers less an allowance for doubtful accounts. Allowances for doubtful accounts are recorded for the estimated losses resulting from the inability of our customers to make required payments. The estimates for allowance for doubtful accounts are based on the length of time the receivables are past due, current business environment and our historical experience. If the financial condition of our customers were to deteriorate, resulting in impairment of their ability to make payments, additional allowances may be required.

### ***Intangible Assets***

Intangible assets that are not subject to amortization are required to be tested annually, or more frequently if events or circumstances indicate that the asset may be impaired. We did not have intangible assets with indefinite lives at any time during the two years ended September 30, 2011. Intangible assets subject to amortization are amortized over their estimated useful lives, generally three to ten years, and are carried at cost, less accumulated amortization. The remaining useful lives of intangible assets are evaluated on an annual basis. Intangible assets subject to amortization are also tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. If the fair value of an intangible asset subject to amortization is determined to be less than its carrying value, then an impairment charge is recorded to write down that asset to its fair value.

### ***Pension and Retirement Plans***

The funded status of pension and other postretirement benefit plans is recognized prospectively on the balance sheet. Gains and losses, prior service costs and credits and any remaining transition amounts that have not yet been recognized through pension expense will be recognized in accumulated other comprehensive income, net of tax, until they are amortized as a component of net periodic pension/postretirement benefits expense. Additionally, plan assets and obligations are measured as of our fiscal year-end balance sheet date (September 30).

We have defined benefit and defined contribution plans in the U.K., Germany and in the U.S. In the U.K. and Germany, the Company provides defined benefit pension plans for certain employees and former employees and defined contribution plans for the majority of the employees. The defined benefit plans in both the U.K. and Germany are closed to newly hired employees and have been for the two years ended September 30, 2011. In the U.S., the Company also provides defined contribution plans that cover most employees and supplementary retirement plans to certain employees and former employees who are now retired. These supplementary retirement plans are also closed to newly hired employees and have been for the two years ended September 30, 2011. These supplemental plans are funded through whole life insurance policies. The Company expects to recover all insurance premiums paid under these policies in the future, through the cash surrender value of the policies and any death benefits or portions thereof to be paid upon the death of the participant. These whole life insurance policies are carried on the balance sheet at their cash surrender values as they are owned by the Company and are not assets of the defined benefit plans. In the U.S., the Company also provides for officer death benefits and post-retirement health insurance benefits through supplemental post-retirement plans to certain officers. The Company also funds these supplemental plans' obligations through whole life insurance policies on the officers.

Pension expense is based on an actuarial computation of current future benefits using estimates for expected return on assets, expected compensation increases and applicable discount rates. Management has reviewed the discount rates and expected returns with our consulting actuary and investment advisor and concluded they were reasonable. A decrease in the expected return on pension assets would increase pension expense. Expected compensation increases are estimated based on historical and expected increases in the future. Increases in estimated compensation increases would result in higher pension expense while decreases would lower pension expense. Discount rates are selected based upon rates of return on high quality fixed income investments currently available and expected to be available during the period to maturity of the pension benefit. A decrease in the discount rate would result in greater pension expense while an increase in the discount rate would decrease pension expense.

The Company funds its pension plans in amounts sufficient to meet the requirements set forth in applicable employee benefits laws and local tax laws. Liabilities for amounts in excess of these funding levels are accrued and reported in the consolidated balance sheets.

## Recent Accounting Pronouncements

In June 2011, the FASB issued Accounting Standards Update 2011-05, *Comprehensive Income (Topic 220) – Presentation of Comprehensive Income (“ASU 2011-05”)*, which requires all non-owner changes in stockholders’ equity to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 is effective for fiscal years and interim periods within those years beginning after December 15, 2011.

## Inflation and Changing Prices

Management does not believe that inflation and changing prices had significant impact on sales, revenues or income (loss) during fiscal 2011 or 2010. There is no assurance that the Company’s business will not be materially and adversely affected by inflation and changing prices in the future.

### Item 8. *Financial Statements and Supplementary Data*

The consolidated financial statements are included herein.

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### Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

### Item 9A. **Controls and Procedures**

#### *Evaluation of Controls and Procedures*

*Disclosure Controls and Procedures.* The Company evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2011. Our chief executive officer, our chief financial officer and other members of our senior management team supervised and participated in this evaluation. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2011, the Company’s chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective.



*Management's Report on Internal Control over Financial Reporting.* The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rule 13a-15(f) under the Exchange Act, internal control over financial reporting is a process designed by or under the supervision of a company's principal executive and principal financial officers and effected by a company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. It includes those policies and procedures that:

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

Management has assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2011. In making its assessment of internal control, management used the criteria described in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission. As a result of its assessment, management has concluded that the Company's internal control over financial reporting was not effective as of September 30, 2011.

We have identified the following material weaknesses in our system of internal controls over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected in a timely basis.

We did not file our Annual Report on Form 10-K for the fiscal year 2011 by the due date in order to allow us additional time for the reexamination of our revenue recognition under Accounting Standards Codification (ASC) 605-45-45, Principal Agent Considerations, previously referred to as Emerging Issues Task Force No. 99-19, "Reporting Revenue Gross as a Principal versus Net as an Agent".

In our Current Report on Form 8-K filed with the SEC on January 6, 2012, as amended by Form 8-K/A filed January 11, 2012, we announced that the Audit Committee of our Board of Directors, upon the recommendation of management, had determined that our previously issued financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010 and our Quarterly Reports on Forms 10-Q for the quarters ended December 31, 2010, March 31, 2011 and June 30, 2011, should no longer be relied upon as a result of certain errors affecting recognition of revenues and costs of revenues.

In this Form 10-K filing and in Forms 10-Q/A which we shall subsequently file for the first three quarters of 2011, we restate our financial statements for the fiscal 2011 quarterly and fiscal year 2010 annual periods.

In connection with the efforts which we undertook to perform the restatement, we determined that we did not sufficiently assess and apply certain aspects of ASC 605-45-45 Principal Agent Considerations to the particular facts and circumstances of many of our revenue arrangements. Accordingly, we have determined that this failure to accurately assess an accounting principal amounts to a material weakness in our controls over financial reporting. As a result of this material weakness, we have concluded that the Company's internal control over financial reporting was not effective as of September 30, 2011.

Management is in the process of assessing various alternatives it may deploy to modify our existing internal control processes and systems to remediate this material weakness. Currently, we have devised a method whereby we are able to utilize data-mining techniques to identify the applicable transactions, and then apply the appropriate accounting treatment to them. We have incorporated this process into our existing internal control structure to insure that we apply the appropriate accounting for these transactions beginning in the quarter ended December 31, 2011 (the first fiscal quarter of fiscal year 2012).

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

This Annual Report on Form 10-K does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's assessment of the effectiveness of the Company's internal control over financial reporting as of September 30, 2011 was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that call for the Company to provide only management's report in this Annual Report on Form 10-K.

*Changes in Internal Control over Financial Reporting.*

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

**Item 9B. Other Information**

None.

### PART III

#### Item 10. *Directors, Executive Officers and Corporate Governance*

We incorporate the information required by this item by reference to the sections captioned “Nominees for Election”, “Our Board of Directors”, “Our Executive Officers”, “Section 16(a) Beneficial Ownership Reporting Compliance” and “Corporate Governance” in our Schedule 14A Proxy Statement for our 2012 Annual Meeting of Stockholders, to be filed with the SEC within 120 days after the end of our fiscal year ended September 30, 2011.

#### Item 11. *Executive Compensation*

We incorporate the information required by this item by reference to the sections captioned “Compensation of Executive Officers” and “Compensation of Non-Employee Directors” in our Schedule 14A Proxy Statement for our 2012 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended September 30, 2011.

#### Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

##### **Securities Authorized for Issuance Under Equity Compensation Plans.**

The equity compensation plans approved by our stockholders consist of the CSP, Inc. 1991 Incentive Stock Option Plan, 1997 Incentive Stock Option Plan, 2003 Stock Incentive Plan, 2007 Stock Incentive Plan and 1997 Employee Stock Purchase Plan (the “ESPP”). The equity compensation plan not approved by our stockholders is a stock option plan for certain employees of Modcomp. Stock options issued under this plan were granted at the fair market value of our common stock on the date of grant, have a term of ten years and vest at the rate of 25% per year starting one year from the date of grant. In fiscal 2010 and 2011, the Company granted certain officers including its Chief Executive Officer and non-employee directors shares of non-vested common stock instead of stock options. The vesting periods for the officers’, the Chief Executive Officer’s and the directors’ non-vested stock awards are four years, three years and one year, respectively. The following table sets forth information as of September 30, 2011 regarding the total number of securities outstanding under these stock option and stock purchase plans.

<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights, and non-vested shares issued</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders	(1) 296,725	\$ 5.53	151,200
Equity compensation plans not approved by security holders	40,000	\$ 2.70	—
<b>Total</b>	<b>336,725</b>	<b>\$ 5.20</b>	<b>151,200</b>

(1) Includes 91,300 non-vested shares issued.

We incorporate additional information required by this Item by reference to the section captioned “Security Ownership of Certain Beneficial Owners and Management” in our Schedule 14A Proxy Statement for our 2012 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended September 30, 2011.

**Item 13.      *Certain Relationships and Related Transactions and Director Independence***

We incorporate the information required by this item by reference to the section captioned “Corporate Governance” in our Schedule 14A Proxy Statement for our 2012 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended September 30, 2011.

**Item 14.      *Principal Accountant Fees and Services***

We incorporate the information required by this item by reference to the section captioned “Fees for Professional Services” and “Pre-approval Policies and Procedures” in our Schedule 14A Proxy Statement for our 2012 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended September 30, 2011.

## PART IV

### Item 15. *Exhibits and Financial Statement Schedules*

(a) (1) *Financial statements filed as part of this report:*

Consolidated Balance Sheets as of September 30, 2011 and 2010

Consolidated Statements of Operations for the years ended September 30, 2011 and 2010

Consolidated Statements of Shareholders' Equity and Comprehensive income (loss) for the years ended September 30, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended September 30, 2011 and 2010

Notes to Consolidated Financial Statements

(2) *Financial Statement Schedules*

All other financial statements and schedules not listed have been omitted since the required information is included in the consolidated financial statements or the notes thereto included in Item 8, or is not applicable, material or required.

(3) Exhibits

Exhibit No.	Description	Filed with this Form 10-K	Incorporated by Reference		Exhibit No.
			Form	Filing Date	
3.1	Articles of Organization and amendments thereto		10-K	December 26, 2007	3.1
3.2	By-laws, as amended January 8, 1998		10-K	December 26, 2007	3.2
10.1	Form of Employee Invention and Non-Disclosure Agreement		10-K	November 22, 1996	10.3
10.2	CSPI Supplemental Retirement Income Plan		10-K	December 29, 2008	10.2
10.4*	1991 Incentive Stock Option Plan		10-K	December 29, 2008	10.4
10.5*	Employment Agreement with Alexander R. Lupinetti dated September 12, 1996		10-K	November 27, 1996	10.14
10.6*	1997 Incentive Stock Option Plan, as amended		DEF 14A	December 1, 1997	A
10.7*	1997 Employee Stock Purchase Plan		DEF 14A	December 1, 1997	B
10.8*	2003 Stock Incentive Plan		DEF 14A	December 23, 2003	B
10.9*	2007 Stock Incentive Plan		DEF 14A	March 30, 2007	B
10.10*	2011 Variable Compensation (Executive Bonus) and Base Programs dated November 9, 2010	X			
10.11*	Form of Change of Control Agreement with Alexander R. Lupinetti dated January 11, 2008		10-K	December 22, 2009	10.11
10.12*	Form of Change of Control Agreement with Gary W. Levine, Walter Pastucha and William E. Bent Jr. each dated January 11, 2008		10-K	December 22, 2009	10.11
10.13*	Form of Change of Control Agreement with Robert A. Stellato, Andrew Shieh, Robert Gove, Joseph Parent, William M. Newbanks, Ronald Cook, Michael Schumacher, Peter Haebler, Kevin Magee and Stephen Pfeil each dated January 11, 2008		10-K	December 22, 2009	10.11
10.14*	Employment Agreement with Victor Dellovo dated April 11, 2003		10-K	December 22, 2009	10.11
21.1	Subsidiaries	X			
23.1	Consent of McGladrey & Pullen, LLP, Independent Registered Public Accounting Firm	X			
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101.INS**	XBRL Instance	X			
101.SCH**	XBRL Taxonomy Extension Schema	X			
101.CAL**	XBRL Taxonomy Extension Calculation	X			
101.DEF**	XBRL Taxonomy Extension Definition	X			
101.LAB**	XBRL Taxonomy Extension Labels	X			
101.PRE**	XBRL Taxonomy Extension Presentation	X			

\* Management contract or compensatory plan.

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

## SIGNATURES

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

CSP INC.

By: /s/ Alexander R. Lupinetti

**Alexander R. Lupinetti**  
Chief Executive Officer, President and Chairman

Date: January 13, 2012

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alexander R. Lupinetti</u> <b>Alexander R. Lupinetti</b>	Chief Executive Officer, President and Chairman	January 13, 2012
<u>/s/ Gary W. Levine</u> <b>Gary W. Levine</b>	Chief Financial Officer (Principal Financial Officer)	January 13, 2012
<u>/s/ Robert A. Stellato</u> <b>Robert A. Stellato</b>	Vice President of Finance (Chief Accounting Officer)	January 13, 2012
<u>/s/ J. David Lyons</u> <b>J. David Lyons</b>	Director	January 13, 2012
<u>/s/ Shelton James</u> <b>C. Shelton James</b>	Director	January 13, 2012
<u>/s/ Robert M. Williams</u> <b>Robert M. Williams</b>	Director	January 13, 2012
<u>/s/ Christopher J. Hall</u> <b>Christopher J. Hall</b>	Director	January 13, 2012

**CSP INC.**  
**ANNUAL REPORT ON FORM 10-K**

**Item 8**  
**Financial Statements**  
**Years Ended September 30, 2011 and 2010**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders  
CSP Inc.

We have audited the accompanying consolidated balance sheets of CSP Inc. and subsidiaries as of September 30, 2011 and 2010, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CSP Inc. and subsidiaries as of September 30, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

As discussed in Note 16 to the consolidated financial statements, the 2010 consolidated statement of operations has been restated to correct a misstatement in the presentation of revenue and cost of sales related to certain maintenance and support services performed by third parties.

/s/ McGladrey & Pullen, LLP

January 13, 2012



**CSP INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except par value)

	<u>September 30, 2011</u>	<u>September 30, 2010</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 15,874	\$ 15,531
Accounts receivable, net of allowance for doubtful accounts of \$302 in 2011 and \$288 in 2010	13,148	12,190
Inventories, net	6,777	5,862
Refundable income taxes	231	721
Deferred income taxes	158	124
Other current assets	1,690	1,523
Total current assets	<u>37,878</u>	<u>35,951</u>
Property, equipment and improvements, net	<u>833</u>	<u>873</u>
Other assets:		
Intangibles, net	574	687
Deferred income taxes	663	880
Cash surrender value of life insurance	2,918	2,689
Other assets	242	299
Total other assets	<u>4,397</u>	<u>4,555</u>
Total assets	<u>\$ 43,108</u>	<u>\$ 41,379</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 12,103	\$ 10,049
Deferred revenue	2,937	3,078
Pension and retirement plans	709	441
Income taxes payable	121	380
Total current liabilities	<u>15,870</u>	<u>13,948</u>
Pension and retirement plans	9,056	8,928
Capital lease obligation	—	24
Other long term liabilities	286	—
Total liabilities	<u>25,212</u>	<u>22,900</u>
Commitments and contingencies		
Shareholders' equity:		
Common stock, \$.01 par; authorized, 7,500 shares; issued and outstanding 3,417 and 3,520 shares, respectively	34	35
Additional paid-in capital	10,880	11,280
Retained earnings	12,885	12,516
Accumulated other comprehensive loss	(5,903)	(5,352)
Total shareholders' equity	<u>17,896</u>	<u>18,479</u>
Total liabilities and shareholders' equity	<u>\$ 43,108</u>	<u>\$ 41,379</u>

See accompanying notes to consolidated financial statements.

**CSP INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in thousands, except for per share data)

	Years ended September 30,	
	2011	2010
<b>Sales:</b>		
Product	\$ 54,734	\$ 69,634
Services	18,911	20,478
Total sales	73,645	90,112
 <b>Cost of sales:</b>		
Product	44,810	59,461
Services	12,466	13,460
Total cost of sales	57,276	72,921
Gross profit	16,369	17,191
 <b>Operating expenses:</b>		
Engineering and development	1,785	1,953
Selling, general and administrative	13,775	14,096
Total operating expenses	15,560	16,049
<b>Operating income</b>	809	1,142
Other income (expense):		
Interest income	44	61
Interest expense	(86)	(90)
Foreign exchange loss	(16)	(1)
Other income (expense), net	(36)	37
<b>Total other income (expense), net</b>	(94)	7
Income before income tax	715	1,149
Income tax expense	346	235
<b>Net income</b>	\$ 369	\$ 914
 <b>Net income attributable to common stockholders</b>	\$ 363	\$ 905
Net income per share-basic	\$ 0.11	\$ 0.26
Weighted average shares outstanding-basic	3,439	3,538
Net income per share-diluted	\$ 0.10	\$ 0.25
Weighted average shares outstanding-diluted	3,482	3,567

See accompanying notes to consolidated financial statements.

**CSP INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
AND COMPREHENSIVE INCOME (LOSS)  
Years ended September 30, 2011 and 2010  
(Amounts in thousands)**

	Shares	Amount	Additional paid-in Capital	Retained Earnings	Accumulated other comprehensive loss	Total Shareholders' Equity	Comprehensive loss
<b>Balance September 30, 2009</b>	3,542	\$ 36	\$ 11,325	\$ 11,602	\$ (4,268)	\$ 18,695	
Comprehensive loss:							
Net income	—	—	—	914	—	914	\$ 914
Other comprehensive loss:							
Effect of foreign currency translation	—	—	—	—	(282)	(282)	(282)
Increase in minimum pension liability	—	—	—	—	(802)	(802)	(802)
Total comprehensive loss							\$ (170)
Stock-based compensation	—	—	154	—	—	154	
Issuance of shares under employee stock purchase plan	42	—	114	—	—	114	
Restricted stock shares issued	31	—	69	—	—	69	
Purchase of common stock	(95)	(1)	(382)	—	—	(383)	
<b>Balance September 30, 2010</b>	<b>3,520</b>	<b>\$ 35</b>	<b>\$ 11,280</b>	<b>\$ 12,516</b>	<b>\$ (5,352)</b>	<b>\$ 18,479</b>	
Comprehensive loss:							
Net income	—	—	—	369	—	369	\$ 369
Other comprehensive loss:							
Effect of foreign currency translation	—	—	—	—	(95)	(95)	(95)
Increase in minimum pension liability	—	—	—	—	(456)	(456)	(456)
Total comprehensive loss							\$ (182)
Stock-based compensation	—	—	68	—	—	68	
Issuance of shares under employee stock purchase plan	25	—	75	—	—	75	
Restricted stock shares issued	37	1	100	—	—	101	
Purchase of common stock	(165)	(2)	(643)	—	—	(645)	
<b>Balance September 30, 2011</b>	<b>3,417</b>	<b>\$ 34</b>	<b>\$ 10,880</b>	<b>\$ 12,885</b>	<b>\$ (5,903)</b>	<b>\$ 17,896</b>	

See accompanying notes to consolidated financial statements.

**CSP INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)

	<b>Years ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 369	\$ 914
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	370	399
Amortization of intangibles	113	113
Loss on disposal of property, net	4	12
Foreign exchange loss	16	1
Non-cash changes in accounts receivable	16	(8)
Deferred income taxes	179	(360)
Increase in cash surrender value of life insurance	(86)	(104)
Stock based compensation expense	169	223
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	(1,150)	(4,914)
Decrease (increase) in inventories	(938)	58
Decrease (increase) in refundable income taxes	497	405
Decrease (increase) in other current assets	(189)	235
Decrease (increase) in other assets	56	(45)
Increase (decrease) in accounts payable and accrued expenses	2,199	(183)
Increase (decrease) in deferred revenue	(103)	1,108
Increase (decrease) in pension and retirement plans	(7)	230
Increase (decrease) in income taxes payable	(258)	350
Increase (decrease) in other liabilities	286	(365)
Net cash provided by (used in) operating activities	1,543	(1,931)
<b>Cash flows from investing activities:</b>		
Purchases of investments	—	(1,100)
Sale of investments	—	1,100
Life insurance premiums paid	(143)	(124)
Purchases of property, equipment and improvements	(339)	(483)
Net cash used in investing activities	(482)	(607)
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of shares under employee stock purchase plan	74	114
Purchase of common stock	(645)	(383)
Capital lease obligations	(25)	—
Net cash used in financing activities	(596)	(269)
Effects of exchange rate on cash	(122)	(566)
Net increase (decrease) in cash and cash equivalents	343	(3,373)
Cash and cash equivalents, beginning of year	15,531	18,904
<b>Cash and cash equivalents, end of year</b>	<b>\$ 15,874</b>	<b>\$ 15,531</b>
<b>Supplementary cash flow information:</b>		
Cash paid for income taxes	\$ (220)	\$ (535)
Cash paid for interest	\$ (85)	\$ (89)

See accompanying notes to consolidated financial statements.

## CSP INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED SEPTEMBER 30, 2011 and 2010

#### Organization and Business

CSP Inc. (“CSPI” or “the Company” or “we” or “our”) was founded in 1968 and is based in Billerica, Massachusetts. To meet the diverse requirements of its industrial, commercial and defense customers worldwide, CSPI and its subsidiaries develop and market IT integration solutions and high-performance cluster computer systems. The Company operates in two segments, its Systems segment and its Service and System Integration segment.

#### 1. Summary of Significant Accounting Policies

##### *Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant inter-company accounts and transactions have been eliminated.

##### *Foreign Currency Translation*

The U.S. Dollar is the reporting currency for all periods presented. The financial information for entities outside the United States is measured using the local currency as the functional currency. Assets and liabilities of the Company’s foreign operations are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. Revenue and expenses are translated at average rates in effect during the period. The resulting translation adjustment is reflected as accumulated other comprehensive income (loss), a separate component of shareholders’ equity on the consolidated balance sheets. The translation adjustment for intercompany foreign currency loans that are of a long-term-investment nature is also reflected as accumulated other comprehensive income (loss). Currency transaction gains and losses are recorded as other income (expense) in the statements of operations.

##### *Cash Equivalents*

For purposes of the consolidated statement of cash flows, highly liquid investments with original maturities of three months or less at the time of acquisition are considered cash equivalents.

##### *Fair Value Measurements*

We follow current accounting standards for fair value measurements, which define fair value as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date” and establish a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. There are three levels of inputs that may be used to measure fair value:

##### *Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

##### *Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

### *Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

#### *Investments*

The Company classifies its investments at the time of purchase as either held-to-maturity or available-for-sale. Held-to-maturity securities are those investments that the Company has the ability and intent to hold until maturity. Held-to-maturity securities are recorded at cost, adjusted for the amortization of premiums and discounts, which approximates market value at the purchase date. Available-for-sale securities are recorded at fair value. Unrealized gains and losses net of the related tax effect, if any, on available-for-sale securities is reported in accumulated other comprehensive income (loss), a component of shareholders' equity, until realized. The fair value of available-for-sale investments are measured based on quoted market prices as of the end of the reporting period (ie., Level 1 inputs.)

Interest income is accrued as earned. Dividend income is recognized as income on the date the stock trades "ex-dividend." The cost of marketable securities sold is determined by the specific identification method and realized gains or losses are reflected in income.

#### *Impairment of Long-Lived Assets*

The Company reviews its long-lived assets, including intangible assets subject to amortization, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Management assesses the recoverability of the long-lived assets (other than goodwill) by comparing the estimated undiscounted cash flows associated with the related asset or group of assets against their respective carrying amounts. The amount of impairment, if any, is calculated based on the excess of the carrying amount over the fair value of those assets.

#### *Intangible Assets*

Intangible assets that are not subject to amortization are also required to be tested annually, or more frequently if events or circumstances indicate that the asset may be impaired. We did not have intangible assets with indefinite lives other than goodwill at any time during the two years ended September 30, 2011. Intangible assets subject to amortization are amortized over their estimated useful lives, generally three to ten years, and are carried at cost, less accumulated amortization. The remaining useful lives of intangible assets are evaluated on an annual basis. Intangible assets subject to amortization are also tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. If the fair value of an intangible asset subject to amortization is determined to be less than its carrying value, then an impairment charge is recorded to write down that asset to its fair value.

#### *Inventories*

Inventories are stated at the lower of cost or market, with cost determined using the first-in, first-out method. The recoverability of inventories is based upon the types and levels of inventories held, forecasted demand, pricing, competition and changes in technology. We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

#### *Property, Equipment and Improvements*

The components of property, equipment and improvements are stated at cost. The Company provides for depreciation by use of the straight-line method over the estimated useful lives of the related assets (three to seven years). Leasehold improvements are amortized by use of the straight-line method over the lesser of the estimated useful life of the asset or the lease term. Repairs and maintenance costs are expensed as incurred. Property, equipment and improvements are tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. If the fair value of property, equipment and improvements is determined to be less than their carrying value, then an impairment charge is recorded to write down that asset to its fair value.

### *Trade Accounts Receivable and Allowance for Doubtful Accounts*

Trade accounts receivable are stated at amounts that have been billed to customers less an allowance for doubtful accounts. Allowances for doubtful accounts are recorded for the estimated losses resulting from the inability of our customers to make required payments. The estimates for the allowance for doubtful accounts are based on the length of time the receivables are past due, current business environment and our historical experience. If the financial condition of our customers were to deteriorate, resulting in impairment of their ability to make payments, additional allowances may be required.

### *Pension and Retirement Plans*

The funded status of pension and other postretirement benefit plans is recognized prospectively on the balance sheet. Gains and losses, prior service costs and credits and any remaining transition amounts that have not yet been recognized through pension expense will be recognized in accumulated other comprehensive income, net of tax, until they are amortized as a component of net periodic pension/postretirement benefits expense. Additionally, plan assets and obligations are measured as of our fiscal year-end balance sheet date (September 30).

We have defined benefit and defined contribution plans in the United Kingdom (the "U.K."), Germany and in the U.S. In the U.K. and Germany, the Company provides defined benefit pension plans for certain employees and former employees and defined contribution plans for the majority of the employees. The defined benefit plans in both the U.K. and Germany are closed to newly hired employees and have been for the two years ended September 30, 2011. In the U.S., the Company also provides defined contribution plans that cover most employees and supplementary retirement plans to certain employees and former employees who are now retired. These supplementary retirement plans are also closed to newly hired employees and have been for the two years ended September 30, 2011. These supplementary plans are funded through whole life insurance policies. The Company expects to recover all insurance premiums paid under these policies in the future, through the cash surrender value of the policies and any death benefits or portions thereof to be paid upon the death of the participant. These whole life insurance policies are carried on the balance sheet at their cash surrender values as they are owned by the Company and not assets of the defined benefit plans. In the U.S., the Company also provides for officer death benefits and post-retirement health insurance benefits through supplemental post-retirement plans to certain officers. The Company also funds these supplemental plans' obligations through whole life insurance policies on the officers.

Pension expense is based on an actuarial computation of current future benefits using estimates for expected return on assets, expected compensation increases and applicable discount rates. Management has reviewed the discount rates and rates of return with our consulting actuaries and investment advisor and concluded they were reasonable. A decrease in the expected return on pension assets would increase pension expense. Expected compensation increases are estimated based on historical and expected increases in the future. Increases in estimated compensation increases would result in higher pension expense while decreases would lower pension expense. Discount rates are selected based upon rates of return on high quality fixed income investments currently available and expected to be available during the period to maturity of the pension benefit. A decrease in the discount rate would result in greater pension expense while an increase in the discount rate would decrease pension expense.

The Company funds its pension plans in amounts sufficient to meet the requirements set forth in applicable employee benefits laws and local tax laws. Liabilities for amounts in excess of these funding levels are accrued and reported in the consolidated balance sheet.

### *Revenue Recognition*

The Company recognizes product revenue from customers at the time of transfer of title and risk of loss which is generally at the time of shipment, provided that persuasive evidence of an arrangement exists, the price is fixed or determinable and collectability of sales proceeds is reasonably assured. We include freight billed to our customers as sales and the related freight costs as cost of sales. The Company reduces revenue for estimated customer returns.

The Company recognizes revenue from software licenses when persuasive evidence of an arrangement exists, delivery of the product has occurred and the fee is fixed or determinable and collectability is probable. When delivery of services accompany software sales, and vendor specific objective evidence does not exist, and the only undelivered element is services that do not involve significant modification, or customization, of software, then the entire fee is recognized as the services are performed. If no pattern of performance is discernable, the fee is recognized straight line over the service period.

The Company also offers training, maintenance agreements and support services. The Company has established fair value on its training, maintenance and support services based on prices charged in separate sales to customers at prices established and published in its standard price lists. These prices are not discounted. Revenue from these service obligations under maintenance contracts is deferred and recognized on a straight-line basis over the contractual period, which is typically three to twelve months, if all other revenue recognition criteria have been met. Support services provided on a time and material basis are recognized as provided if all of the revenue recognition criteria have been met for that element and the support services have been provided. Training revenue is recognized when performed.

In certain multiple-element revenue arrangements, the Company is obligated to deliver to its customers multiple products and/or services (“multiple elements”). In these transactions, the Company allocates the total revenue to be earned under the arrangement among the various elements based on the Company’s best estimate of the standalone selling price. The allocation is based on vendor specific objective evidence, third party evidence or estimated selling price when that element is sold separately. The Company recognizes revenue related to the delivered products or services only if the above revenue recognition criteria are met and the delivered element has standalone value.

In October 2009, the FASB issued Accounting Standards Update (“ASU”) 2009-13 - “Multiple-Deliverable Revenue Arrangements—a Consensus of the FASB Emerging Issues Task Force” (“ASU 2009-13”) and ASU 2009-14 – “Certain Revenue Arrangements that Contain Software Elements.” (“ASU 2009-14”). ASU 2009-13 amends existing revenue recognition accounting principles regarding multiple-deliverable revenue arrangements. The consensus provides accounting principles and application guidance on whether multiple deliverables exist, how the arrangement should be separated, and how the consideration should be allocated. This guidance eliminates the requirement to establish verifiable, objective evidence of the fair value of undelivered products and services and also eliminates the residual method of allocating arrangement consideration. The new guidance provides for separate revenue recognition based upon management’s estimate of the selling price for an undelivered item when there is no other means to determine the fair value of that undelivered item. Under the previous guidance, if the fair value of all of the elements in the arrangement was not determinable, then revenue was deferred until all of the items were delivered or fair value was determined. This pronouncement is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted.

ASU 2009-14 removes the sale of tangible products containing software components and non-software components that function together to deliver the tangible product’s essential functionality from the scope of software revenue recognition guidance.

The Company adopted these standards as of October 1, 2009.

Adoption of the new revenue recognition guidance has had an impact on the pattern and timing of revenue recognition. In some cases, revenue that would have been deferred pursuant to the previously existing multiple-element revenue recognition guidance, has been recognized pursuant to the newly issued guidance. This is because in some cases we are not able to determine vendor-specific objective evidence (“VSOE”) or third-party evidence of the service element in our arrangements. Under the new guidance, because the requirement to determine fair value of undelivered elements has been eliminated, and we may use estimated selling price to allocate revenue to elements in an arrangement, we are now more likely to be able to separate arrangements into separate units of accounting, and thereby recognize the delivered elements (typically product revenue) without having delivered the other elements in the arrangements (typically services).

#### *Description of multiple-deliverable arrangements and Software Elements*

In many cases, our multiple-deliverable arrangements involve initial shipment of hardware (including tangible products that include software and non-software elements), software products and subsequent delivery of services which add value to the products that have been shipped. In some instances, services are performed prior to product shipment, but more typically services are performed subsequent to shipment of the hardware products. The timing of the delivery and performance of deliverables may vary case-by-case. We evaluate whether we can determine VSOE or third-party evidence to allocate revenue among the various elements in an arrangement. When VSOE or third-party evidence cannot be determined, we use estimated selling prices to allocate revenue to the various elements. Estimated selling prices are determined using the targeted gross margin for each element and calculating the gross revenue for each element that would have been required to achieve the targeted gross margin, and allocating revenue to each element based on those relative values.



Typically, product revenue which may consist of hardware (including tangible products that include software and non-software elements) and/or software elements are recognized upon shipment, or when risk of loss passes to the customer. Services elements are typically recognized upon completion for fixed-price service arrangements, and as services are performed for time and materials service arrangements. For software elements that include services that do not involve significant production, modification or customization, and VSOE does not exist, the entire fee allocable to that element is recognized as the services are performed. If no pattern of performance is discernable, the fee is recognized straight line over the service period. The period over which services are delivered typically ranges from approximately sixty to ninety days, or longer in some cases.

For tangible products containing software components and non-software components, we determine whether these elements function together to deliver the tangible product essential functionality. If the software and non-software components of the tangible product function together to deliver the tangible product's essential functionality, software revenue recognition guidance is not applied, but rather other appropriate revenue recognition guidance as described above.

The following policies are applicable to the Company's major categories of segment revenue transactions:

#### Systems Segment Revenue

Revenue in the Systems Segment consists of product and service revenue. Generally, product revenue is recognized when product is shipped, provided that all revenue recognition criteria are met. Service revenue consists principally of royalty revenue related to the licensing of certain of the Company's proprietary system technology and repair services. The Company recognizes royalty revenues upon notification by the customer of shipment of the systems produced pursuant to the royalty agreement. Repair service revenue is generally based upon a fixed price and is recognized upon completion of the repair.

From time to time we enter into multiple element arrangements in the Systems Segment. We follow the accounting policies described above for such arrangements.

The Company's standard sales agreements generally do not include customer acceptance provisions. However, in certain instances when arrangements include a customer acceptance provision or there is uncertainty about customer acceptance, revenue is deferred until the Company has evidence of customer acceptance. Customers generally do not have the right of return, once customer acceptance has occurred.

#### Service and System Integration Segment Revenue

Revenue in the Service and System Integration Segment consists of product and service revenue.

Revenue from the sale of third-party hardware and third-party software is recognized when the revenue recognition criteria are met. The Company's standard sales agreements generally do not include customer acceptance provisions. However, in certain instances when arrangements include a customer acceptance provision or there is uncertainty about customer acceptance, revenue is deferred until the Company has evidence of customer acceptance. Customers do not have the right of return.

Service revenue is comprised of information technology consulting development, installation, implementation and maintenance services. We follow the accounting policies described above for service transactions. For arrangements that include a customer acceptance provision, or if there is uncertainty about customer acceptance of services rendered, revenue is deferred until the Company has evidence of customer acceptance.

For sales that are financed by customers through leases with a third party, when risk of loss does not pass to the customer until the lease is executed, revenue is recognized upon cash receipt and execution of the lease.

We sell certain third party service contracts, which are evaluated to determine whether the sale of such service revenue should be recorded as gross sales or net sales in accordance with the sales recognition criteria as required by accounting principles generally accepted in the U.S. We must determine whether we act as a principal in the transaction and assume the risks and reward of ownership or if we are simply acting as an agent or broker. Under gross sales recognition, the entire selling price is recorded in sales and our cost to the third-party service provider or vendor is recorded in cost of goods sold. Under net sales recognition, the cost to the third-party service provider or vendor is recorded as a reduction to sales resulting in net sales equal to the gross profit on the transaction and there are no costs of

goods sold. We use the net sales recognition method for the third party service contracts that we sell when we are not the primary obligor on the contract. We use the gross sales recognition for the third party service contracts that we sell when we act as principal and are the primary obligor.

#### *Product Warranty Accrual*

Our product sales generally include a 90-day to one-year hardware warranty. At time of product shipment, we accrue for the estimated cost to repair or replace potentially defective products. Estimated warranty costs are based upon prior actual warranty costs for substantially similar products.

#### *Engineering and Development Expenses*

Engineering and development expenses include payroll, employee benefits, stock-based compensation and other headcount-related expenses associated with product development. Engineering and development expenses also include third-party development and programming costs. We consider technological feasibility for our software products to be reached upon the release of the software, accordingly, no internal software development costs have been capitalized.

#### *Income Taxes*

We use the asset and liability method of accounting for income taxes whereby deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We also reduce deferred tax assets 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 recorded deferred tax assets will not be realized in future periods. This methodology requires estimates and judgments in the determination of the recoverability of deferred tax assets and in the calculation of certain tax liabilities. Valuation allowances are recorded against the gross deferred tax assets that management believes, after considering all available positive and negative objective evidence, historical and prospective, with greater weight given to historical evidence, that it is more likely than not that these assets will not be realized.

In addition, we are required to recognize in the consolidated financial statements, those tax positions determined to be more-likely-than-not of being sustained upon examination, based on the technical merits of the positions as of the reporting date. If a tax position is not considered more-likely-than-not to be sustained based solely on its technical merits, no benefits of the position are recognized.

In addition, the calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions. The Company records liabilities for estimated tax obligations in the U.S. and other tax jurisdictions. These estimated tax liabilities include the provision for taxes that may become payable in the future.

#### *Earnings per Share of Common Stock*

Basic net income per common share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted net income per common share reflects the maximum dilution that would have resulted from the assumed exercise and share repurchase related to dilutive stock options and is computed by dividing net income by the assumed weighted average number of common shares outstanding.

We are required to present earnings per share, or EPS, utilizing the two class method because we had outstanding, non-vested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents, which are considered participating securities.

Basic and diluted earnings per share computations for the Company's reported net income attributable to common stockholders are as follows:

	<b>For the year ended</b>	
	<b>September 30, 2011</b>	<b>September 30, 2010</b>
	<b>(Amounts in thousands except per share data)</b>	
Net income	\$ 369	\$ 914
Less: Net income attributable to nonvested common stock	6	9
Net income attributable to common stockholders	<u>\$ 363</u>	<u>\$ 905</u>
Weighted average total shares outstanding – basic	3,491	3,574
Less: weighted average non-vested shares outstanding	<u>52</u>	<u>36</u>
Weighted average number of common shares outstanding – basic	3,439	3,538
Potential common shares from non-vested stock awards and the assumed exercise of stock options	<u>43</u>	<u>29</u>
Weighted average common shares outstanding – diluted	<u>3,482</u>	<u>3,567</u>
Net income per share – basic	<u>\$ 0.11</u>	<u>\$ 0.26</u>
Net income per share – diluted	<u>\$ 0.10</u>	<u>\$ 0.25</u>

All anti-dilutive securities, including stock options, are excluded from the diluted income per share computation. For the year ended September 30, 2011, 204 thousand options were excluded from the diluted income per share calculation because their inclusion would have been anti-dilutive. For the year ended September 30, 2010, approximately 240 thousand options were excluded from the diluted income per share calculation because their inclusion would have been anti-dilutive.

#### *Use of Estimates*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates under different assumptions or conditions.

#### *Stock-Based Compensation*

We measure and recognize compensation expense for all stock-based payment awards made to employees and directors including stock options and nonvested shares of common stock based on estimated fair values of stock-based payment awards on the date of grant. The Company uses the Black-Scholes option-pricing model to calculate the fair value of stock option grants. The fair value of nonvested share awards is equal to the quoted market price of our common stock as quoted on the Nasdaq Global Market on the date of grant. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's Consolidated Statement of Operations.

Because stock-based compensation expense recognized in the Consolidated Statements of Operations for the fiscal years ended September 30, 2011 and 2010 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures and will be revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Stock-based compensation expense recognized for the fiscal years ended September 30, 2011 and 2010 consisted of stock-based compensation expense related to options and nonvested stock granted pursuant to the Company's stock incentive and employee stock purchase plans of approximately \$168 thousand and \$223 thousand, respectively.

### Concentrations of Credit Risk

Cash and cash equivalents are maintained with several financial institutions in the US, Germany and in the UK. Deposits held with banks may exceed the amount of insurance on such deposits. Generally, these deposits may be redeemed upon demand. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

### Subsequent Events

The Company recognizes in the consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of financial position, including the estimates inherent in the process of preparing financial statements.

### New Accounting Pronouncements

In June 2011, the FASB issued Accounting Standards Update 2011-05, *Comprehensive Income (Topic 220) – Presentation of Comprehensive Income (“ASU 2011-05”)*, which requires all non-owner changes in stockholders’ equity to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 is effective for fiscal years and interim periods within those years beginning after December 15, 2011.

## 2. Inventories

Inventories consist of the following:

	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
	<b>(Amounts in thousands)</b>	
Raw materials	\$ 886	\$ 1,029
Work-in-process	539	439
Finished goods	5,352	4,394
Total	<u>\$ 6,777</u>	<u>\$ 5,862</u>

Finished goods includes inventory that has been shipped, but for which all revenue recognition criteria has not been met of approximately \$3.4 million and \$2.4 million as of September 30, 2011 and 2010, respectively.

Total inventory balances in the table above are shown net of reserves for obsolescence of approximately \$4.3 million and \$4.1 million as of September 30, 2011 and 2010, respectively.

## 3. Accumulated Other Comprehensive Loss

The components of Accumulated Other Comprehensive Loss are as follows:

	<b>Effect of Foreign Currency Translation</b>	<b>Minimum Pension Liability</b>	<b>Accumulated Other Comprehensive Loss</b>
	<b>(Amounts in thousands)</b>		
Balance September 30, 2009	\$ (1,851)	\$ (2,417)	\$ (4,268)
Change in period	(282)	(995)	(1,277)
Tax effect of change in period	—	193	193
Balance September 30, 2010	<u>\$ (2,133)</u>	<u>\$ (3,219)</u>	<u>\$ (5,352)</u>
Change in period	(95)	(439)	(534)
Tax effect of change in period	—	(17)	(17)
Balance September 30, 2011	<u>\$ (2,228)</u>	<u>\$ (3,675)</u>	<u>\$ (5,903)</u>

The changes in the minimum pension liability are net of amortization of net loss of \$147 thousand in 2011 and \$137 thousand in 2010 included in net periodic pension cost.

#### 4. Income Taxes:

The components of income (loss) before income tax and income tax expense (benefit) are comprised of the following:

	<b>Years Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
	<b>(Amounts in thousands)</b>	
Income (loss) before income tax:		
U.S.	\$ 501	\$ 1,448
Foreign	214	(299)
	<u>\$ 715</u>	<u>\$ 1,149</u>
Income tax expense (benefit):		
Current:		
Federal	\$ 157	\$ 410
State	39	51
Foreign	(12)	(158)
	<u>184</u>	<u>303</u>
Deferred:		
Federal	(16)	(59)
State	19	(9)
Foreign	159	--
	<u>162</u>	<u>(68)</u>
	<u>\$ 346</u>	<u>\$ 235</u>

Reconciliation of “expected” income tax expense (benefit) to “actual” income tax expense (benefit) is as follows:

	<b>Years Ended September 30,</b>			
	<b>2011</b>		<b>2010</b>	
	<b>(Dollar amounts in thousands)</b>			
Computed “expected” tax expense	\$ 243	34.0%	\$ 391	34.0%
Increases (reductions) in taxes resulting from:				
State income taxes, net of federal tax benefit	38	5.2%	28	2.4%
Foreign operations	(85)	(11.9)%	(57)	(5.0)%
Change in valuation allowance	(46)	(6.4)%	70	6.1%
Permanent differences	8	1.1%	4	0.4%
Stock-based compensation	11	1.6%	34	3.0%
Foreign net operating loss	163	22.8%	--	--
Uncertain tax liability adjustment	14	2.0%	(320)	(27.8)%
Tax refund adjustment	--	--	79	6.9%
Other items	--	--	6	0.5%
Income tax expense	<u>\$ 346</u>	<u>48.4%</u>	<u>\$ 235</u>	<u>20.5%</u>

The Company recorded a consolidated income tax expense of \$346 thousand in fiscal year 2011 reflecting an effective tax rate of 48.4% compared to a tax expense of \$235 thousand in fiscal year 2010 with an effective tax rate of 20.5%. We utilized approximately \$142 thousand of our net operating loss carryovers which were applied against our 2010 U.S. taxable income.

For the years ended September 30, 2011 and 2010, temporary differences, which give rise to deferred tax assets (liabilities), are as follows:

	<b>September 30, 2011</b>	<b>September 30, 2010</b>
	<b>(Amounts in thousands)</b>	
Deferred tax assets:		
Pension	\$ 2,142	\$ 2,502
Goodwill	821	954
Other reserves and accruals	483	409
Inventory reserves and other	566	618
State credits, net of federal benefit	86	485
Federal and state net operating loss carryforwards	54	132
Foreign net operating loss carryforwards	1,898	2,874
Foreign tax credits	7	7
Depreciation and amortization	111	228
Gross deferred tax assets	<u>6,168</u>	<u>8,209</u>
Less: valuation allowance	<u>(5,347)</u>	<u>(7,205)</u>
Realizable deferred tax asset	821	1,004
Deferred tax liabilities:		
Pension	—	—
Reserves	—	—
Gross deferred tax liabilities	<u>—</u>	<u>—</u>
Net deferred tax assets	<u>\$ 821</u>	<u>\$ 1,004</u>

The deferred tax valuation allowance decreased by \$1.9 million, from \$7.2 million at September 30, 2010, to \$5.3 million at September 30, 2011. In assessing the realizability of deferred tax assets, the Company considers its taxable future earnings and the expected timing of the reversal of temporary differences. Accordingly, the Company has recorded a valuation allowance which reduces the gross deferred tax asset to an amount which management believes will more likely than not be realized. The valuation allowance was determined, by assessing both positive and negative evidence, whether it is more likely than not that deferred tax assets are realizable. Such assessment is done on a jurisdiction-by-jurisdiction basis. The Company's inability to project future profitability beyond fiscal year 2013 in the U.S. and the cumulative losses incurred in recent years in the U.K. represent sufficient negative evidence to record a valuation allowance against certain deferred tax assets.

As of September 30, 2011 and 2010, the Company had U.S. net operating loss carryforwards for state tax purposes of approximately \$ 1.5 million and \$1.9 million, respectively which are available to offset future taxable income through 2029.

As of September 30, 2011, the Company had U.K. net operating loss carryforwards of approximately \$8.8 million that have an indefinite life with no expiration.

Undistributed earnings of the Company's foreign subsidiaries amounted to approximately \$3.0 million and \$3.7 million at September 30, 2011 and 2010, respectively. The Company's policy is that its undistributed foreign earnings are indefinitely reinvested and, accordingly, no U.S. federal and state deferred tax liabilities have been recorded.

In addition, the calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions. The Company records liabilities for estimated tax obligations in the U.S. and other tax jurisdictions. These estimated tax liabilities include the provision for taxes that may become payable in the future.

As of September 30, 2011, the total amount of uncertain tax liabilities was \$0.5 million all of which would affect our effective tax rate if recognized. We do not expect any of these uncertain tax liabilities to reverse in the next twelve months. We recognize interest and potential penalties accrued related to unrecognized tax benefits in our provision for income taxes.

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits is as follows:

	<b>Year Ended September 30, 2011</b>	<b>Year Ended September 30, 2010</b>
	<b>(Amounts in thousands)</b>	
Balance, beginning of year	\$ —	\$ 320
Increases in tax positions in the current year	458	—
Settlements	—	—
Accrued penalties and interest	14	14
Decrease in current and prior year tax positions	—	(334)
Balance, end of year	<u>\$ 472</u>	<u>\$ —</u>

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company has reviewed the tax positions taken on returns filed domestically and in its foreign jurisdictions for all open years, generally 2008 through 2011, and believes that tax adjustments in any audited year will not be material.

## 5. Property, Equipment and Improvements, Net

Property, equipment and improvements, net consist of the following:

	<b>September 30, 2011</b>	<b>September 30, 2010</b>
	<b>(Amounts in thousands)</b>	
Leasehold improvements	\$ 364	\$ 305
Equipment	6,717	6,993
Automobiles	118	118
	<u>7,199</u>	<u>7,416</u>
Less accumulated depreciation and amortization	(6,366)	(6,543)
Property, equipment and improvements, net	<u>\$ 833</u>	<u>\$ 873</u>

The Company uses the straight-line method over the estimated useful lives of the assets to record depreciation expense. Depreciation expense was \$370 thousand and \$399 thousand for the years ended September 30, 2011 and 2010, respectively.

## 6. Acquired Intangible Assets

As of September 30, 2011 and 2010 intangible assets are as follows:

	<b>September 30, 2011</b>				<b>September 30, 2010</b>			
	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross</b>	<b>Accumulated Amortization</b>	<b>Net</b>
	<b>(Amounts in thousands)</b>							
Customer list	7 years	\$ 820	\$ 246	\$ 574	8 years	\$ 820	\$ 164	\$ 656
Non-Compete agreements	---	93	93	---	1 year	93	62	31
Total	7 years	<u>\$ 913</u>	<u>\$ 339</u>	<u>\$ 574</u>	7.7 years	<u>\$ 913</u>	<u>\$ 226</u>	<u>\$ 687</u>

Amortization expense on these intangible assets was \$113 thousand and \$113 thousand for fiscal 2011 and 2010, respectively.

Annual amortization expense related to intangible assets for each of the following successive fiscal years is as follows:

<u>Fiscal year ending September 30:</u>	<b>(Amounts in thousands)</b>	
2012	\$	82
2013		82
2014		82
2015		82
2016		82
Thereafter		164
Total	<u>\$</u>	<u>574</u>

## 7. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of the following:

	<u>September 30,</u>	
	<u>2011</u>	<u>2010</u>
	<b>(Amounts in thousands)</b>	
Accounts payable	\$ 8,974	\$ 6,349
Commissions	155	186
Compensation and fringe benefits	1,719	1,827
Professional fees and shareholders' reporting costs	501	513
Taxes, other than income	174	633
Warranty	150	143
Current portion of capital lease	24	55
Other	406	343
	<u>\$ 12,103</u>	<u>\$ 10,049</u>

## 8. Stock Options and Awards

In 1991, the Company adopted the 1991 Stock Option Plan (the "1991 Plan"), and authorized 332,750 shares of common stock to be reserved for issuance pursuant to the 1991 Plan. The 1991 Plan expired on October 23, 2001. In 1997, the Company adopted the 1997 Stock Option Plan (the "1997 Plan"), and authorized 199,650 shares of common stock to be reserved for issuance pursuant to the 1997 Plan. The 1997 plan expired in 2007. Because the 1991 Plan and the 1997 Plan have expired, no further awards will be issued under these plans. In 2003, the Company adopted the 2003 Stock Incentive Plan (the "2003 Plan") and authorized 200,000 shares of common stock to be reserved for issuance pursuant to the 2003 Plan. As of September 30, 2011, there were 7,500 shares available to be granted under the 2003 Plan. In 2007, the Company adopted the 2007 Stock Incentive Plan (the "2007 Plan") and authorized 250,000 shares of common stock to be reserved for issuance pursuant to the 2007 Plan. As of September 30, 2011, there were 143,700 shares available to be granted under the 2007 Plan. In 2003, the Company issued non-qualified stock options to non-officer employees hired as part of the Technisource acquisition. These options were granted at their fair value on the date of grant. These options vested over a period of four years and expire ten years from the date of grant. Under all of the stock incentive plans, both incentive stock options and non-qualified stock options may be granted to officers, key employees and other persons providing services to the Company. The 2003 Plan and 2007 Plan also provide for awards of nonvested shares of common stock. All of the Company's stock incentive plans have a ten year life. The total number of available shares under all plans for future awards was 151,200 as of September 30, 2011.

Options issued under any of the stock option plans are not affected by termination of the plan. The Company issues stock options at their fair market value on the date of grant. Vesting of stock options granted pursuant to the Company's stock incentive plans is determined by the Company's compensation committee. Generally, options granted to employees vest over four years and expire ten years from the date of grant. Options granted to non-employee directors, have historically been cliff vesting after six months from the date of grant and expire three years from the date of grant. In fiscal 2009, 2010 and 2011, the Company granted certain officers including its Chief Executive Officer and non-employee directors shares of nonvested common stock instead of stock options. The vesting periods for the officers', the Chief Executive Officer's and the directors' nonvested stock awards are four years, three years and one year, respectively.



We measure and recognize compensation expense for all stock-based payment awards made to employees and directors including employee stock options and awards of nonvested stock based on estimated fair values, as described in note 1. Stock-based compensation expense incurred and recognized for the years ended September 30, 2011 and 2010 related to stock options and nonvested stock granted to employees and non-employee directors under the Company's stock incentive and employee stock purchase plans totaled approximately \$168 thousand and \$223 thousand, respectively. The classification of the cost of share-based compensation, in the statements of operations, is consistent with the nature of the services being rendered in exchange for the share based payment. The following table summarizes stock-based compensation expense in the Company's consolidated statements of operations:

	<b>Years ended</b>	
	<b>September 30, 2011</b>	<b>September 30, 2010</b>
	<b>(Amounts in thousands)</b>	
Cost of sales	\$ 1	\$ 1
Engineering and development	12	28
Selling, general and administrative	156	194
Total	<u>\$ 169</u>	<u>\$ 223</u>

For the year ended September 30, 2011, the Company granted 1,750 share options to certain key employees, 27,000 nonvested shares to certain officers including the Chief Executive Officer and 10,000 nonvested shares to its non-employee directors. For the year ended September 30, 2010, the Company granted 2,250 share options to certain key employees, 21,000 nonvested shares to certain officers including its Chief Executive Officer and 10,000 nonvested shares to its non-employee directors.

The Company measures the fair value of nonvested stock awards based upon the market price of its common stock as of the date of grant. The Company uses the Black-Scholes option-pricing model to value stock options. The Black-Scholes model requires the use of a number of assumptions including volatility of the Company's stock price, the weighted average risk-free interest rate and the weighted average expected life of the options, at the time of grant. Because the Company had never paid a dividend prior to and including the grant dates in fiscal year 2011, the dividend rate variable in the Black-Scholes model is zero. The table below summarizes the assumptions used to value these options:

	<b>Years ended</b>	
	<b>September 30, 2011</b>	<b>September 30, 2010</b>
Expected volatility	57%	59%
Expected dividend yield	—	—
Risk-free interest rate	2.88%	2.72%-3.08%
Expected term (in years)	6.88	6.1-7.6

The volatility assumption is based on the historical weekly price data of the Company's stock over a period equivalent to the weighted average expected life of the Company's options. Management evaluated whether there were factors during those periods which would distort the volatility figures if used to estimate future volatility and concluded that there were no such factors.

The risk-free interest rate assumptions are based on U.S. Treasury rates determined at the date of option grant.

The expected terms of employee stock options represent weighted-average periods that the stock options are expected to remain outstanding. They are based upon the historical average of the actual terms that stock options were outstanding, or are expected to be outstanding. Management believes this historical data is representative of the expected term of options granted for the years ended September 30, 2011 and 2010.

As stock-based compensation expense recognized in the consolidated statements of operations is based on awards ultimately expected to vest, expense for grants beginning upon adoption on October 1, 2005 has been reduced for estimated forfeitures. Forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The forfeiture rates for the years ended September 30, 2011 and 2010 were based on actual forfeitures.

No cash was used to settle equity instruments granted under share-base payment arrangements in any of the years in the two-year period ended September 30, 2011.

The following tables provide summary data of stock option award activity:

	<u>Number of Shares</u>	<u>Weighted average exercise price</u>	<u>Weighted Average Remaining Contractual Term</u>	<u>Aggregate Intrinsic Value (in thousands)</u>
Outstanding at September 30, 2009	370,962	\$ 6.61	—	—
Granted	2,250	\$ 3.85	—	—
Expired	(98,437)	\$ 5.61	—	—
Forfeited	—	—	—	—
Exercised	—	—	—	—
Outstanding at September 30, 2010	<u>274,775</u>	\$ 6.95	—	—
Granted	1,750	\$ 3.85	—	—
Expired	(31,100)	\$ 5.05	—	—
Forfeited	—	—	—	—
Exercised	—	—	—	—
Outstanding at September 30, 2011	<u>245,425</u>	\$ 7.13	4.17 Years	\$ 38
Exercisable at September 30, 2011	229,298	\$ 7.31	3.96 Years	\$ 35
Vested and expected to vest at September 30, 2011	245,425	\$ 7.13	4.17 Years	\$ 38

The weighted average grant date fair value of share options granted during the years ended September 30, 2011 and 2010 was \$2.27 and \$2.32, respectively. The aggregate intrinsic value of stock options exercised during the years ended September 30, 2011 and 2010 was zero (there were no stock options exercised in fiscal 2011 and 2010).

The following table provides summary data of nonvested stock award activity:

	Number of nonvested shares	Weighted Average grant date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value  (in thousands)
Nonvested shares outstanding at September 30, 2009	23,300	\$ 3.17	—	—
Activity in 2010:				
Granted	31,000	\$ 3.79	—	—
Vested	(14,434)	\$ 3.28	—	—
Forfeited	—	—	—	—
Nonvested shares outstanding at September 30, 2010	39,866	\$ 3.61	—	—
Activity in 2011:				
Granted	37,000	\$ 3.97	—	—
Vested	(21,017)	\$ 3.58	—	—
Forfeited	—	—	—	—
Nonvested shares outstanding at September 30, 2011	55,849	\$ 3.86	8.82 Years	\$ 195
Vested at September 30, 2011	35,451	\$ 3.46	7.76 Years	\$ 124
Vested and expected to vest at September 30, 2011	91,300	\$ 3.71	8.41 Years	\$ 320

As of September 30, 2011 there was \$160 thousand of total unrecognized compensation cost related to nonvested share-based compensation arrangements (including share option and nonvested share awards) granted under the company's stock incentive plans. This cost is expected to be expensed over a weighted average period of approximately 2.22 years. The total fair value of shares vested during the years ended September 30, 2011 and 2010 was \$154 thousand and \$169 thousand, respectively.

## 9. Stock Purchase Plan

In October 1997, the Board of Directors of the Company adopted an Employee Stock Purchase Plan (the "1997 Purchase Plan"), which was ratified by the shareholders. There are 332,750 shares of common stock reserved for issuance under the 1997 Purchase Plan. Under the 1997 Purchase Plan, the Company's employees may purchase shares of common stock at a price per share that is 85% of the lesser of the fair market value as of the beginning or end of semi-annual option periods. Compensation expense recorded for shares issued pursuant to the 1997 Purchase Plan for the years ended September 30, 2011 and 2010 was approximately \$1 thousand and \$46 thousand, respectively. For the years ended September 30, 2011 and 2010, 25,023 and 42,121 shares were issued pursuant to the 1997 Purchase Plan, respectively. Since inception of the plan, all 332,750 shares have been issued and there are no shares available for future issuance under the 1997 Purchase Plan as of September 30, 2011.

## 10. Pension and Retirement Plans

We have defined benefit and defined contribution plans in the U.K., Germany and in the U.S. In the U.K. and Germany, the Company provides defined benefit pension plans for certain employees and former employees and defined contribution plans for the majority of the employees. The defined benefit plans in both the U.K. and Germany are closed to newly hired employees and have been for the two years ended September 30, 2011. In the U.S., the Company also provides defined contribution plans that cover most employees and supplementary retirement plans to certain employees and former employees who are now retired. These supplementary retirement plans are also closed to newly hired employees and have been for the two years ended September 30, 2011. These supplementary plans are funded through whole life insurance policies. The Company expects to recover all insurance premiums paid under these policies in the future, through the cash surrender value of the policies and any death benefits or portions thereof to be paid upon the death of the participant. These whole life insurance policies are carried on the balance sheet at their cash surrender values as they are owned by the Company and not assets of the defined benefit plans. In the U.S., the Company also provides for officer death benefits and post-retirement health insurance benefits through supplemental post-retirement plans to certain officers. The Company also funds these supplemental plans' obligations through whole life insurance policies on the officers.

### Defined Benefit Plans

The Company funds its pension plans in amounts sufficient to meet the requirements set forth in applicable employee benefits laws and local tax laws. Liabilities for amounts in excess of these funding levels are accrued and reported in the consolidated balance sheet.

The German Plan does not have any assets and therefore all costs and benefits of the plan are funded annually with cash flow from operations.

The domestic supplemental retirement plans have life insurance policies which are not considered plan assets but were purchased by the Company as a vehicle to fund the costs of the plan. These insurance policies are included in the balance sheet at their cash surrender value, net of policy loans, aggregating \$1.8 million and \$1.8 million as of September 30, 2011 and 2010, respectively. The loans against the policies have been taken out by the Company to pay the premiums. The costs and benefit payments for these plans are paid through operating cash flows of the Company to the extent that they can not be funded through the use of the cash values in the insurance policies. The Company expects that the recorded value of the insurance policies will be sufficient to fund all of the Company's obligations under these plans.

#### Assumptions:

The following table provides the weighted average actuarial assumptions used to determine the actuarial present value of projected benefit obligations at:

	<b>Domestic</b>		<b>International</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Discount rate:	4.75%	5.25%	5.04%	4.66%
Expected return on plan assets:	—%	—%	5.40%	6.20%
Rate of compensation increase:	—%	—%	1.12%	1.20%

The following table provides the weighted average actuarial assumptions used to determine net periodic benefit cost for years ended:

	<b>Domestic</b>		<b>International</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Discount rate:	5.25%	5.75%	4.66%	5.63%
Expected return on plan assets:	—%	—%	6.20%	6.20%
Rate of compensation increase:	—%	—%	1.20%	1.17%

For domestic plans, the discount rate was determined by comparison against the Citigroup Pension Discount Curve and Liability Index for AA rated corporate instruments. The Company monitors other indices to assure that the pension obligations are fairly reported on a consistent basis. The international discount rates were determined by comparison against country specific AA corporate indices, adjusted for duration of the obligation.

The periodic benefit cost and the actuarial present value of projected benefit obligations are based on actuarial assumptions that are reviewed on an annual basis. The Company revises these assumptions based on an annual evaluation of long-term trends, as well as market conditions that may have an impact on the cost of providing retirement benefits.

The components of net periodic benefit costs related to the U.S. and international plans are as follows:

	Years Ended September 30					
	2011			2010		
	Foreign	U.S.	Total	Foreign	U.S.	Total
	(amounts in thousands)					
<b>Pension:</b>						
Service cost	\$ 73	\$ 10	\$ 83	\$ 58	\$ 9	\$ 67
Interest cost	688	99	787	669	116	785
Expected return on plan assets	(503)	—	(503)	(448)	—	(448)
Amortization of:						
Prior service gains	—	—	—	—	—	—
Amortization of net (gain)/loss	69	31	100	42	30	72
Net periodic benefit cost	<u>\$ 327</u>	<u>\$ 140</u>	<u>\$ 467</u>	<u>\$ 321</u>	<u>\$ 155</u>	<u>\$ 476</u>
<b>Post Retirement:</b>						
Service cost	\$ —	\$ 20	\$ 20	\$ —	\$ 18	\$ 18
Interest cost	—	68	68	—	69	69
Expected return on plan assets	—	—	—	—	—	—
Amortization of:						
Prior service costs/(gains)	—	—	—	—	—	—
Amortization of net (gain)/loss	—	47	47	—	65	65
Net periodic benefit cost	<u>\$ —</u>	<u>\$ 135</u>	<u>\$ 135</u>	<u>\$ —</u>	<u>\$ 152</u>	<u>\$ 152</u>
<b>Pension:</b>						
Increase in minimum liability included in other comprehensive income (loss)	\$ 373	\$ (3)	\$ 370	\$ 1,048	\$ 2	\$ 1,050
<b>Post Retirement:</b>						
Increase (decrease) in minimum liability included in other comprehensive income (loss)	—	69	69	—	(55)	(55)
<b>Total:</b>						
Increase (decrease) in minimum liability included in comprehensive income (loss)	<u>\$ 373</u>	<u>\$ 66</u>	<u>\$ 439</u>	<u>\$ 1,048</u>	<u>\$ (53)</u>	<u>\$ 995</u>

The following table presents an analysis of the changes in 2011 and 2010 of the benefit obligation, the plan assets and the funded status of the plans:

	Years Ended September 30					
	2011			2010		
	Foreign	U.S.	Total	Foreign	U.S.	Total
	(Amounts in thousands)					
<b>Pension:</b>						
<b>Change in projected benefit obligation ("PBO")</b>						
Balance beginning of year	\$ 14,118	\$ 1,895	\$ 16,013	\$ 12,769	\$ 2,011	\$ 14,780
Service cost	73	10	83	58	9	67
Interest cost	687	99	786	669	116	785
Changes in actuarial assumptions	(294)	28	(266)	1,248	32	1,280
Foreign exchange impact	(154)	—	(154)	(357)	—	(357)
Benefits paid	(324)	(273)	(597)	(269)	(273)	(542)
Projected benefit obligation at end of year	<u>\$ 14,106</u>	<u>\$ 1,759</u>	<u>\$ 15,865</u>	<u>\$ 14,118</u>	<u>\$ 1,895</u>	<u>\$ 16,013</u>
Changes in fair value of plan assets:						
Fair value of plan assets at beginning of year	\$ 7,937	\$ —	\$ 7,937	\$ 7,410	\$ —	\$ 7,410
Actual gain (loss) on plan assets	(270)	—	(270)	606	—	606
Company contributions	309	273	582	306	273	579
Foreign exchange impact	(55)	—	(55)	(117)	—	(117)
Benefits paid	(323)	(273)	(596)	(268)	(273)	(541)
Fair value of plan assets at end of year	<u>\$ 7,598</u>	<u>\$ —</u>	<u>\$ 7,598</u>	<u>\$ 7,937</u>	<u>\$ —</u>	<u>\$ 7,937</u>
Funded status	<u>\$ (6,508)</u>	<u>\$ (1,759)</u>	<u>\$ (8,267)</u>	<u>\$ (6,181)</u>	<u>\$ (1,895)</u>	<u>\$ (8,076)</u>
Unamortized net loss	—	—	—	—	—	—
Net amount recognized	<u>\$ (6,508)</u>	<u>\$ (1,759)</u>	<u>\$ (8,267)</u>	<u>\$ (6,181)</u>	<u>\$ (1,895)</u>	<u>\$ (8,076)</u>
<b>Post Retirement:</b>						
<b>Change in projected benefit obligation ("PBO"):</b>						
Balance beginning of year	\$ —	\$ 1,293	\$ 1,293	\$ —	\$ 1,197	\$ 1,197
Service cost	—	20	20	—	18	18
Interest cost	—	68	68	—	68	68
Changes in actuarial assumptions	—	116	116	—	10	10
Foreign exchange impact	—	—	—	—	—	—
Benefits paid	—	—	—	—	—	—
Projected benefit obligation at end of year	<u>\$ —</u>	<u>\$ 1,497</u>	<u>\$ 1,497</u>	<u>\$ —</u>	<u>\$ 1,293</u>	<u>\$ 1,293</u>
Changes in fair value of plan assets:						
Fair value of plan assets at beginning of year	—	—	—	—	—	—
Actual gain/(loss) on plan assets	—	—	—	—	—	—
Company contributions	—	—	—	—	—	—
Foreign exchange impact	—	—	—	—	—	—
Benefits paid from plan assets	—	—	—	—	—	—
Fair value of plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status	<u>\$ —</u>	<u>\$ (1,497)</u>	<u>\$ (1,497)</u>	<u>\$ —</u>	<u>\$ (1,293)</u>	<u>\$ (1,293)</u>
Unamortized net loss	—	—	—	—	—	—
Net amount recognized	<u>\$ —</u>	<u>\$ (1,497)</u>	<u>\$ (1,497)</u>	<u>\$ —</u>	<u>\$ (1,293)</u>	<u>\$ (1,293)</u>

The amounts recognized in the consolidated balance sheet consist of:

	<b>Years Ended September 30</b>					
	<b>2011</b>			<b>2010</b>		
	<b>Foreign</b>	<b>U.S.</b>	<b>Total</b>	<b>Foreign</b>	<b>U.S.</b>	<b>Total</b>
	<b>(Amounts in thousands)</b>					
<b>Pension:</b>						
Accrued benefit liability	\$ (6,508)	\$ (1,759)	\$ (8,267)	\$ (6,181)	\$ (1,895)	\$ (8,076)
Deferred tax	31	—	31	48	—	48
Accumulated other comprehensive income	3,376	89	3,465	2,985	92	3,077
Net amount recognized	<u>\$ (3,101)</u>	<u>\$ (1,670)</u>	<u>\$ (4,771)</u>	<u>\$ (3,148)</u>	<u>\$ (1,803)</u>	<u>\$ (4,951)</u>
<b>Post Retirement:</b>						
Accrued benefit liability	\$ —	\$ (1,497)	\$ (1,497)	\$ —	\$ (1,293)	\$ (1,293)
Deferred tax	—	—	—	—	—	—
Accumulated other comprehensive income	—	209	209	—	142	142
Net amount recognized	<u>\$ —</u>	<u>\$ (1,288)</u>	<u>\$ (1,288)</u>	<u>\$ —</u>	<u>\$ (1,151)</u>	<u>\$ (1,151)</u>
<b>Total pension and post retirement:</b>						
Accrued benefit liability	\$ (6,508)	\$ (3,257)	\$ (9,765)	\$ (6,181)	\$ (3,188)	\$ (9,369)
Deferred tax	31	—	31	48	—	48
Accumulated other comprehensive income	3,376	298	3,674	2,985	234	3,219
Net amount recognized	<u>\$ (3,101)</u>	<u>\$ (2,959)</u>	<u>\$ (6,060)</u>	<u>\$ (3,148)</u>	<u>\$ (2,954)</u>	<u>\$ (6,102)</u>
<b>Accumulated Benefit Obligation:</b>						
Pension	\$ (14,029)	\$ (1,759)	\$ (15,788)	\$ (14,006)	\$ (1,895)	\$ (15,901)
Post Retirement	—	(1,498)	(1,498)	—	(1,293)	(1,293)
Total accumulated benefit obligation	<u>\$ (14,029)</u>	<u>\$ (3,257)</u>	<u>\$ (17,286)</u>	<u>\$ (14,006)</u>	<u>\$ (3,188)</u>	<u>\$ (17,194)</u>

Plans with projected benefit obligations in excess of plan assets are attributable to unfunded domestic supplemental retirement plans, our German plans which are legally not required to be funded and our U.K. retirement plan.

Accrued benefit liability reported as:

	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
	<b>(Amounts in thousands)</b>	
Current accrued benefit liability	\$ 709	\$ 441
Noncurrent accrued benefit liability	9,056	8,928
Total accrued benefit liability	<u>\$ 9,765</u>	<u>\$ 9,369</u>

As of September 30, 2011 and 2010 the amounts included in accumulated other comprehensive income, consisted of deferred net losses totaling approximately \$3.7 million and \$3.2 million, respectively.

The amount of net deferred loss expected to be recognized as a component of net periodic benefit cost for the year ending September 30, 2012, is approximately \$187 thousand.

### Contributions

The Company expects to contribute \$709 thousand to its pension plans for fiscal 2012.

## Estimated Future Benefit Payments

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

<u>Fiscal year ending September 30:</u>	<u>(Amounts in thousands)</u>
2012	\$ 643
2013	668
2014	764
2015	819
2016	837
Thereafter	4,451

## Plan Assets

At September 30, 2011, our pension plan in the U.K. was the only plan with assets, holding investments of approximately \$7.6 million. Pension plan assets are managed by a fiduciary committee. The Company's investment strategy for pension plan assets is to maximize the long-term rate of return on plan assets within an acceptable level of risk while maintaining adequate funding levels. Local regulations, local funding rules, and local financial and tax considerations are part of the funding and investment process. In deciding on the investments to be held, the trustees take into account the risk of possible fluctuations in income from, and market values of, the assets as well as the risk of departing from an asset profile which broadly matches the liability profile. The committee has invested the plan assets in a single pooled fund with an authorized investment company (the "Fund"). The Fund selected by the trustees is consistent with the plan's overall investment principles and strategy described herein. There are no specific targets as to asset allocation other than those contained within the Fund that is managed by the authorized investment company.

The fair value of the assets held by the UK pension plan by asset category are as follows:

<b>(Thousands)</b> <b>Asset Category</b>	<b>Fair Value at September 30, 2011</b>				<b>Fair Value at September 30, 2010</b>			
	<b>Fair Value Measurements Using Inputs</b>				<b>Fair Value Measurements Using Inputs</b>			
	<b>Considered as</b>				<b>Considered as</b>			
	<b>Total</b>	<b>Level I</b>	<b>Level II</b>	<b>Level III</b>	<b>Total</b>	<b>Level I</b>	<b>Level II</b>	<b>Level III</b>
Cash on deposit	\$ 375	\$ 375	\$ —	—	\$ 389	\$ 389	—	—
Pooled Funds	7,223	—	7,223	—	7,548	—	7,548	—
Total Plan Assets	<u>\$ 7,598</u>	<u>\$ 375</u>	<u>\$ 7,223</u>	<u>—</u>	<u>\$ 7,937</u>	<u>\$ 389</u>	<u>\$ 7,548</u>	<u>—</u>

The expected long-term rates of return on plan assets are equal to the yields to maturity of appropriate indices for government and corporate bonds and by adding a premium to the government bond return for equities. The expected rate of return on cash is the Bank of England base rate in force at the effective date. The Fund is not exchange traded. The Fund is not subject to any redemption notice periods or restrictions and can be redeemed on a daily basis. No gates or holdbacks or dealing suspensions are being applied to the Fund. The Fund is of perpetual duration.

### *Defined Contribution Plans*

The Company has defined contribution plans in domestic and international locations under which the Company matches a portion of the employee's contributions and may make discretionary contributions to the plans. The Company's contributions were \$170 thousand and \$141 thousand for the years ended September 30, 2011 and 2010, respectively.

## 11. Lines of Credit

As of September 30, 2011 and September 30, 2010, the Company maintained lines of credit notes that allow for borrowings of up to \$2.5 million. Availability under these facilities is reduced by outstanding borrowings thereunder. The interest rates on outstanding borrowings range from 2.5% over the London Inter-Bank Offer Rate ("LIBOR") with a floor of 4% to Prime plus 1%. Borrowings under the credit agreements are required to be repaid on demand by the lender in some cases, upon termination of the agreements or may be prepaid by the Company without penalty. The credit



agreements contain various covenants including financial covenants which require the Company to maintain various financial ratios at prescribed levels. The Company is in compliance with all covenants as of September 30, 2011.

The Company had no borrowings outstanding under its lines of credit as of September 30, 2011 and September 30, 2010.

## 12. Commitments and Contingencies

### *Leases*

The Company occupies office space under lease agreements expiring at various dates during the next five years. The leases are classified as operating leases and provide for the payment of real estate taxes, insurance, utilities and maintenance.

The Company was obligated under non-cancelable operating leases as follows:

<b>Fiscal year ending September 30:</b>	<b>(Amounts in thousands)</b>
2012	991
2013	688
2014	744
2015	232
2016	16
Thereafter	-
	<u>\$ 2,671</u>

Occupancy expenses under the operating leases approximated \$1.2 million in 2011 and \$1.4 million in 2010.

### *Common Stock Repurchase*

On February 8, 2011, the Board of Directors authorized the Company to purchase up to 250 thousand additional shares of the Company's outstanding common stock at market price. On February 3, 2009, the Board of Directors authorized the Company to purchase up to 350 thousand additional shares of the Company's outstanding common stock at market price. Pursuant to the aforementioned authorizations and an authorization by our board of directors on November 13, 2007 to purchase 250 thousand shares, the Company repurchased approximately 165 thousand shares of its outstanding common stock during the year ended September 30, 2011. As of September 30, 2011, approximately 229 thousand shares remain authorized to repurchase under its stock repurchase program.

### 13. Segment and Geographical Information

The following table presents certain operating segment information.

Years Ended September 30,	Systems Segment	Service and System Integration Segment				Consolidated Total
		Germany	UK	US	Total	
(Amounts in thousands)						
<b>2011</b>						
Sales:						
Product	\$ 5,624	\$ 12,703	\$ 200	\$ 36,207	\$ 49,110	\$ 54,734
Service	2,198	12,025	1,429	3,259	16,713	18,911
Total sales	<u>7,822</u>	<u>24,728</u>	<u>1,629</u>	<u>39,466</u>	<u>65,823</u>	<u>73,645</u>
Profit (loss) from operations	(592)	387	(24)	1,141	1,504	912
Assets	12,819	12,662	3,632	13,995	30,289	43,108
Capital expenditures	148	95	20	76	191	339
Depreciation and amortization	89	183	27	184	394	483
<b>2010</b>						
Sales:						
Product	\$ 4,888	\$ 10,995	\$ 50	\$ 53,701	\$ 64,746	\$ 69,634
Service	3,423	12,093	1,585	3,377	17,055	20,478
Total sales	<u>8,311</u>	<u>23,088</u>	<u>1,635</u>	<u>57,078</u>	<u>81,801</u>	<u>90,112</u>
Profit (loss) from operations	(316)	(153)	(81)	1,722	1,488	1,142
Assets	13,400	11,565	3,667	12,747	27,979	41,379
Capital expenditures	78	260	30	115	405	483
Depreciation and amortization	114	171	27	200	398	512

Profit (loss) from operations is sales less cost of sales, engineering and development, selling, general and administrative expenses but is not affected by either non-operating charges/income or by income taxes. Non-operating charges/income consists principally of interest income/expense and foreign exchange gain/loss.

All intercompany transactions have been eliminated.

The following table details the Company's sales by operating segment for fiscal years September 30, 2011 and 2010. The Company's sales by geographic area based on the location of where the products were shipped or services rendered are as follows:

2011	Americas	Europe	Asia	Total	% of Total
	(Amounts in thousands)				
Systems	\$ 4,012	\$ —	\$ 3,810	\$ 7,822	11%
Service and System Integration	39,517	26,273	33	65,823	89%
Total	<u>\$ 43,529</u>	<u>\$ 26,273</u>	<u>\$ 3,843</u>	<u>\$ 73,645</u>	<u>100%</u>
% of Total	59%	36%	5%	100%	
2010	Americas	Europe	Asia	Total	% of Total
(Amounts in thousands)					
Systems	\$ 7,239	\$ —	\$ 1,072	\$ 8,311	9%
Service and System Integration	56,511	25,256	34	81,801	91%
Total	<u>\$ 63,750</u>	<u>\$ 25,256</u>	<u>\$ 1,106</u>	<u>\$ 90,112</u>	<u>100%</u>
% of Total	71%	28%	1%	100%	

Substantially all Americas amounts are United States.

Long-lived assets by geographic location at September 30, 2011 and 2010 were as follows:

	<u>September 30, 2011</u>	<u>September 30, 2010</u>
	<b>(Amounts in thousands)</b>	
North America	\$ 934	\$ 985
Europe	473	575
Totals	<u>\$ 1,407</u>	<u>\$ 1,560</u>

Deferred tax assets by geographic location at September 30, 2011 and 2010 were as follows:

	<u>September 30, 2011</u>	<u>September 30, 2010</u>
	<b>(Amounts in thousands)</b>	
North America	\$ 374	\$ 377
Europe	447	627
Totals	<u>\$ 821</u>	<u>\$ 1,004</u>

The Company had two customers from which we derived revenues in excess of 10% of total revenues for the years ended September 30, 2011 and 2010, listed below.

	<b>Years Ended</b>			
	<u>September 30, 2011</u>		<u>September 30, 2010</u>	
	<b>% of</b>		<b>% of</b>	
	<u>Amount</u>	<u>Revenues</u>	<u>Amount</u>	<u>Revenues</u>
	<b>(Dollar amounts in thousands)</b>			
Customer A	\$ 10.2	14%	\$ 22.3	25%
Customer B	\$ 9.0	12%	\$ 8.7	10%

#### 14. Loss Contingency

We record estimated loss contingencies when information is available that indicates that it is probable that a material loss has been incurred or an asset has been impaired and the amount of the loss can be reasonably estimated. We disclose if the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, or if an exposure to loss exists in excess of the amount accrued. Loss contingencies considered remote are generally not disclosed. Determining the likelihood of incurring a liability and estimating the amount of the liability involves judgment by management. If the event results in an outcome that has greater adverse consequences to us than management expects, then we may have to record additional charges in future periods.

On September 4, 2011, the Company's U.S. Modcomp division ("Modcomp U.S."), which is part of the Service and System Integration segment, received a summons entitled "Complaint to Avoid Preferential and Fraudulent Transfers and to Recover Property Transferred Pursuant to 11 U.S.C. § 550" (the "Summons"). The Summons is in regard to a former customer of Modcomp U.S. (the "Debtor") who commenced a chapter 11 bankruptcy case on August 14, 2009. The Summons alleges that Modcomp US received approximately \$1.1 million in preferential transfers and approximately \$0.2 million in otherwise avoidable transfers from the Debtor, in connection with the Debtor's bankruptcy petition.

After reviewing this matter with counsel to assess the likelihood of a loss and estimate the amount of any loss, we determined that Modcomp U.S. has a strong defense against this complaint in that these payments were made to Modcomp US from the Debtor in the ordinary course of business; therefore they were not in fact preferential or otherwise avoidable transfers. We are in the process of vigorously defending our position with respect to this matter. In accordance with this assessment however, despite our strong defense, we have estimated a loss contingency in connection with the Summons in the amount of approximately \$0.1 million. Our assessment indicates that this loss contingency is probable.

Accordingly, we have accrued approximately \$0.1 million for this contingent loss in our Consolidated Statement of Operations for the year ended September 30, 2011.

## 15. Fair Value Measures

Assets and Liabilities measured at fair value on a recurring basis are as follows:

	Fair Value Measurements Using				
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Input (Level 3)	Total Balance	Gain or (loss)
<b>As of September 30, 2011</b>					
(Amounts in thousands)					
<b>Assets:</b>					
Money Market funds	\$ 3,493	\$ —	\$ —	\$ 3,493	\$ —
Total assets measured at fair value	<u>\$ 3,493</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,493</u>	<u>\$ —</u>
<b>As of September 30, 2010</b>					
(Amounts in thousands)					
<b>Assets:</b>					
Money Market funds	\$ 3,482	\$ —	\$ —	\$ 3,482	\$ —
Total assets measured at fair value	<u>\$ 3,482</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,482</u>	<u>\$ —</u>

These assets are included in cash and cash equivalents in the accompanying consolidated balance sheets. All other monetary assets and liabilities are short-term in nature and approximate their fair value.

The Company had no liabilities measured at fair value as of September 30, 2011. The Company had no assets or liabilities measured at fair value on a non recurring basis as of September 30, 2011.

## 16. Restatement of Financial Statements for the periods ended September 30, 2010, December 31, 2010, March 31, 2011 and June 30, 2011

The Company has restated its Consolidated Statements of Operations for the year ended September 30, 2010, and the three months ended December 31, 2010, the three months and six months ended March 31, 2011 and the three months and nine months ended June 30, 2011 to reflect adjustments and reclassifications of revenue and cost of sales, in connection with the identification of sales that are maintenance and support services provided by third parties where the Company is not the primary obligor of the service, which requires presentation of the revenue reported by the Company net of the cost of the services as opposed to recognition of the gross sales value of the services. In addition, the Company identified certain other services provided pursuant to third party contracts for which the Company is the primary obligor and reported these services correctly at the gross sales value; however these services were reported as product revenue and should have been included as service revenue. We have therefore, reclassified both the revenue and cost of sales for these services from product revenue and product cost of sales to service revenue and service cost of sales.

The adjustments made to the restated financial statements referred to above did not affect gross profit, income before taxes, net income, cash flow, total assets, total liabilities, retained earnings or total shareholder equity.

The tables below show the impact to the balance sheets and statements of operations for the restated periods.

*September 30, 2010*  
*Restated Consolidated Statements of Operations*

	<b>Year ended September 30, 2010</b>		
	<b>As reported</b>	<b>Restatement Adjustment</b>	<b>Restated</b>
	<b>(Amounts in thousands except per share date)</b>		
<b>Sales:</b>			
Product	\$ 78,743	\$ (9,109)	\$ 69,634
Services	16,275	4,203	20,478
Total sales	<u>95,018</u>	<u>(4,906)</u>	<u>90,112</u>
<b>Cost of sales:</b>			
Product	67,385	(7,924)	59,461
Services	10,442	3,018	13,460
Total cost of sales	<u>77,827</u>	<u>(4,906)</u>	<u>72,921</u>
Gross profit	17,191	–	17,191
<b>Operating Expenses</b>	<u>16,049</u>	<u>–</u>	<u>16,049</u>
<b>Operating income</b>	<u>1,142</u>	<u>–</u>	<u>1,142</u>
<b>Total other income (expense), net</b>	<u>7</u>	<u>–</u>	<u>7</u>
Income before income taxes	1,149	–	1,149
Income tax expense	235	–	235
<b>Net income</b>	<u>\$ 914</u>	<u>–</u>	<u>\$ 914</u>
Net income per share – basic	<u>\$ 0.26</u>	<u>–</u>	<u>\$ 0.26</u>
Weighted average shares outstanding – basic	<u>3,538</u>	<u>–</u>	<u>3,538</u>
Net income per share – diluted	<u>\$ 0.25</u>	<u>–</u>	<u>\$ 0.25</u>
Weighted average shares outstanding – diluted	<u>3,567</u>	<u>–</u>	<u>3,567</u>

December 31, 2010  
Restated Consolidated Statements of Operations

	<b>For the three months ended December 31, 2010 (unaudited)</b>		
	<b>As reported</b>	<b>Restatement Adjustment</b>	<b>Restated</b>
	<b>(Amounts in thousands except for per share data)</b>		
<b>Sales:</b>			
Product	\$ 17,424	\$ (2,132)	\$ 15,292
Services	4,686	649	5,335
Total sales	<u>22,110</u>	<u>(1,483)</u>	<u>20,627</u>
<b>Cost of sales:</b>			
Product	15,293	(1,878)	13,415
Services	2,289	395	2,684
Total cost of sales	<u>17,582</u>	<u>(1,483)</u>	<u>16,099</u>
Gross profit	4,528	–	4,528
<b>Operating expenses</b>	<u>3,885</u>	<u>–</u>	<u>3,885</u>
<b>Operating income</b>	<u>643</u>	<u>–</u>	<u>643</u>
<b>Other expense, net</b>	<u>(21)</u>	<u>–</u>	<u>(21)</u>
Income before income taxes	622	–	622
Income tax expense	233	–	233
<b>Net income</b>	<u>\$ 389</u>	<u>–</u>	<u>\$ 389</u>
Net income per share – basic	<u>\$ 0.11</u>	<u>–</u>	<u>\$ 0.11</u>
Weighted average shares outstanding – basic	<u>3,485</u>	<u>–</u>	<u>3,485</u>
Net income per share – diluted	<u>\$ 0.11</u>	<u>–</u>	<u>\$ 0.11</u>
Weighted average shares outstanding – diluted	<u>3,521</u>	<u>–</u>	<u>3,521</u>

March 31, 2011  
Restated Consolidated Statements of Operations

	Three months ended March 31, 2011 (unaudited)			Six months ended March 31, 2011 (unaudited)		
	As reported	Restatement Adjustment	Restated	As reported	Restatement Adjustment	Restated
(Amounts in thousands except for per share data)						
<b>Sales:</b>						
Product	\$ 15,726	\$ (2,959)	\$ 12,767	\$ 33,150	\$ (5,092)	\$ 28,058
Services	3,483	1,379	4,862	8,169	2,029	10,198
Total sales	<u>19,209</u>	<u>(1,580)</u>	<u>17,629</u>	<u>41,319</u>	<u>(3,063)</u>	<u>38,256</u>
<b>Cost of sales:</b>						
Product	12,457	(2,496)	9,961	27,750	(4,374)	23,376
Services	2,503	916	3,419	4,792	1,311	6,103
Total cost of sales	<u>14,960</u>	<u>(1,580)</u>	<u>13,380</u>	<u>32,542</u>	<u>(3,063)</u>	<u>29,479</u>
Gross profit	4,249	–	4,249	8,777	–	8,777
<b>Operating expenses</b>	<u>3,818</u>	<u>–</u>	<u>3,818</u>	<u>7,703</u>	<u>–</u>	<u>7,703</u>
<b>Operating income</b>	<u>431</u>	<u>–</u>	<u>431</u>	<u>1,074</u>	<u>–</u>	<u>1,074</u>
<b>Other income (expense), net</b>	<u>(1)</u>	<u>–</u>	<u>(1)</u>	<u>(22)</u>	<u>–</u>	<u>(22)</u>
Income before income taxes	430	–	430	1,052	–	1,052
Income tax expense	144	–	144	377	–	377
<b>Net income</b>	<u>\$ 286</u>	<u>–</u>	<u>\$ 286</u>	<u>\$ 675</u>	<u>–</u>	<u>\$ 675</u>
Net income per share – basic	<u>\$ 0.08</u>	<u>–</u>	<u>\$ 0.08</u>	<u>\$ 0.19</u>	<u>–</u>	<u>\$ 0.19</u>
Weighted average shares outstanding – basic	<u>3,437</u>	<u>–</u>	<u>3,437</u>	<u>3,455</u>	<u>–</u>	<u>3,455</u>
Net income per share – diluted	<u>\$ 0.08</u>	<u>–</u>	<u>\$ 0.08</u>	<u>\$ 0.19</u>	<u>–</u>	<u>\$ 0.19</u>
Weighted average shares outstanding – diluted	<u>3,471</u>	<u>–</u>	<u>3,471</u>	<u>3,491</u>	<u>–</u>	<u>3,491</u>

June 30, 2011  
Restated Consolidated Statements of Operations

	Three months ended June 30, 2011 (unaudited)			Nine months ended June 30, 2011 (unaudited)		
	As reported	Restatement Adjustment	Restated	As reported	Restatement Adjustment	Restated
(Amounts in thousands except for per share data)						
<b>Sales:</b>						
Product	\$ 16,416	\$ (1,690)	\$ 14,726	\$ 49,566	\$ (6,782)	\$ 42,784
Services	3,265	798	4,063	11,434	2,827	14,261
Total sales	<u>19,681</u>	<u>(892)</u>	<u>18,789</u>	<u>61,000</u>	<u>(3,955)</u>	<u>57,045</u>
<b>Cost of sales:</b>						
Product	13,690	(1,434)	12,256	41,440	(5,809)	35,631
Services	2,370	542	2,912	7,162	1,854	9,016
Total cost of sales	<u>16,060</u>	<u>(892)</u>	<u>15,168</u>	<u>48,602</u>	<u>(3,955)</u>	<u>44,647</u>
Gross profit	3,621	–	3,621	12,398	–	12,398
<b>Operating expenses</b>	<u>3,892</u>	<u>–</u>	<u>3,892</u>	<u>11,595</u>	<u>–</u>	<u>11,595</u>
<b>Operating income (loss)</b>	<u>(271)</u>	<u>–</u>	<u>(271)</u>	<u>803</u>	<u>–</u>	<u>803</u>
<b>Other income (expense), net</b>	<u>(33)</u>	<u>–</u>	<u>(33)</u>	<u>(55)</u>	<u>–</u>	<u>(55)</u>
Income (loss) before income taxes	(304)	–	(304)	748	–	748
Income tax expense (benefit)	(90)	–	(90)	287	–	287
<b>Net income(loss)</b>	<u>\$ (214)</u>	<u>–</u>	<u>\$ (214)</u>	<u>\$ 461</u>	<u>–</u>	<u>\$ 461</u>
Net income (loss) per share – basic	<u>\$ (0.06)</u>	<u>–</u>	<u>\$ (0.06)</u>	<u>\$ 0.13</u>	<u>–</u>	<u>\$ 0.13</u>
Weighted average shares outstanding – basic	<u>3,428</u>	<u>–</u>	<u>3,428</u>	<u>3,446</u>	<u>–</u>	<u>3,446</u>
Net income (loss) per share – diluted	<u>\$ (0.06)</u>	<u>–</u>	<u>\$ (0.06)</u>	<u>\$ 0.13</u>	<u>–</u>	<u>\$ 0.13</u>
Weighted average shares outstanding – diluted	<u>3,428</u>	<u>–</u>	<u>3,428</u>	<u>3,485</u>	<u>–</u>	<u>3,485</u>



## **Corporate Information**

### **Board of Directors**

Alexander R. Lupinetti  
Chairman of the Board,  
President and Chief Executive Officer  
CSP Inc.

Christopher J. Hall  
Municipal Bond Investor  
(Self Employed)

C. Shelton James  
Principal  
C. Shelton James Associates

J. David Lyons  
Retired Managing Director  
The Carter Group, L.L.C.

Robert M. Williams  
Retired Vice President  
IBM Corporation

### **General Counsel**

Foley Hoag LLP  
Boston, MA

### **Auditors**

McGladrey & Pullen, LLP  
Boston, MA

### **Transfer Agent**

American Stock Transfer Company  
New York, NY

### **Officers**

Alexander R. Lupinetti  
Chairman of the Board,  
President and Chief Executive Officer  
CSP Inc.

Gary W. Levine  
Chief Financial Officer, Clerk and Treasurer  
CSP Inc.

William E. Bent, Jr.  
Vice President and General Manager  
MultiComputer Division  
CSP Inc.

Robert A. Stellato  
Vice President of Finance  
Chief Accounting Officer  
CSP Inc.

Victor Dellovo  
Vice President and General Manager  
Modcomp Division  
CSP Inc.

### **Annual Meeting of Stockholders**

All interested parties are cordially invited to attend the Annual Meeting of Stockholders on Thursday, February 23, 2012 at 9:00 a.m. at the Company's corporate offices at 43 Manning Road, Billerica, MA 01821

### **Investor Relations**

To obtain additional copies of the Company's Annual Report for the Fiscal Year 2011, including Form 10-K as filed with the Securities and Exchange Commission, contact the Vice President of Finance at CSP Inc.

Financial data may also be accessed online at [www.cspi.com](http://www.cspi.com)

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