PHOTRONICS INC
Form 10-Q
September 09, 2010

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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended August 1, 2010

OR

o 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 0-15451

PHOTRONICS, INC.
(Exact name of registrant as specified in its charter)

Connecticut	06-0854886
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

15 Secor Road, Brookfield, Connecticut 06804
(Address of principal executive offices and zip code)

(203) 775-9000
(Registrant's telephone number, including area code)

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No o

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

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large Accelerated Filer o Accelerated Filer x Non-Accelerated Filer o Smaller Reporting Company o

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at September 1, 2010
Common Stock, $0.01 par value	53,735,648 Shares

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of Photronics, Inc. ("Photronics" or the "Company"). These statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Forward-looking statements may be identified by words like "expect", "anticipate", "believe", "plan", "projects", and similar expressions. All forward-looking statements involve risks and uncertainties that are difficult to predict. In particular, any statement contained in this quarterly report on Form 10-Q, in press releases, written statements, or other documents filed with the Securities and Exchange Commission or, in the Company's communications and discussions with investors and analysts in the normal course of business through meetings, phone calls, or conference calls, regarding the consummation and benefits of future acquisitions, expectations with respect to future sales, financial performance, operating efficiencies, or product expansion, are subject to known and unknown risks, uncertainties, and contingencies, many of which are beyond the control of the Company. These factors may cause actual results, performance, or achievements to differ materially from anticipated results, performance, or achievements. Factors that might affect such forward-looking statements include, but are not limited to, overall economic and business conditions; economic and political conditions in international markets; the demand for the Company's products; competitive factors in the industries and geographic markets in which the Company competes; changes in federal, state and international tax requirements (including tax rate changes, new tax laws and revised tax law interpretations); interest rate fluctuations and other capital market conditions, including changes in the market price of the Company's common stock; foreign currency exchange rate fluctuations; changes in technology; the timing, impact, and other uncertainties of future acquisitions; the seasonal and cyclical nature of the semiconductor and flat panel display industries; management changes; damage or destruction to the Company's facilities by natural disasters, labor strikes, political unrest, or terrorist activity; the ability of the Company to place new equipment in service on a timely basis; obtain additional financing; achieve anticipated synergies and other cost savings in connection with acquisitions and productivity programs; fully utilize its tools; achieve desired yields, pricing, product mix, and market acceptance of its products; and obtain necessary export licenses. Any forward-looking statements should be considered in light of these factors. Accordingly, there is no assurance that the Company's expectations will be realized. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements and does not assume an obligation to provide revisions to any forward-looking statements except as otherwise required by securities and other applicable laws.

PHOTRONICS, INC.
AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)
(unaudited)

	August 1, 2010	November 1, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 104,027	$ 88,539
Accounts receivable, net of allowance of $4,054 in 2010 and $2,669 in 2009	79,995	66,920
Inventories	14,328	14,826
Deferred income taxes	3,321	3,264
Prepaid expenses	5,811	3,792
Other current assets	3,950	2,656
Total current assets	211,432	179,997
Property, plant and equipment, net	354,422	347,889
Investment in joint venture	60,914	60,945
Intangible assets, net	49,261	55,054
Other assets	18,535	19,771
	$ 694,564	$ 663,656
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term borrowings	$ 11,577	$ 10,301
Accounts payable	93,210	59,187
Accrued liabilities	29,471	20,967
Total current liabilities	134,258	90,455
Long-term borrowings	76,439	112,137
Deferred income taxes	1,328	1,487
Other liabilities	9,085	9,881
Total liabilities	221,110	213,960
Commitments and contingencies		
Equity:		
Preferred stock, $0.01 par value, 2,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.01 par value, 150,000 shares authorized, 53,515 shares issued and outstanding at August 1, 2010 and 53,011 at November 1, 2009	535	530

Additional paid-in capital	435,467	432,160
Accumulated deficit	(10,768)	(26,546)
Accumulated other comprehensive loss	(4,648)	(6,389)
Total Photronics, Inc. shareholders' equity	420,586	399,755
Non-controlling interests	52,868	49,941
Total equity	473,454	449,696
	$ 694,564	$ 663,656

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net sales	$ 112,251	$ 95,401	$ 315,518	$ 266,676
Costs and expenses:				
Cost of sales	(85,979)	(77,347)	(248,979)	(226,622)
Selling, general and administrative	(11,068)	(9,963)	(32,086)	(30,995)
Research and development	(3,427)	(3,854)	(10,983)	(11,655)
Consolidation, restructuring and related (charges) credits	(26)	(10,660)	4,810	(12,746)
Impairment of long-lived assets	-	-	-	(1,458)
Operating income (loss)	11,751	(6,423)	28,280	(16,800)
Other income (expense):				
Interest expense	(1,827)	(5,351)	(7,807)	(14,427)
Investment and other income (expense), net	593	(8,869)	1,937	(8,418)
Income (loss) before income taxes	10,517	(20,643)	22,410	(39,645)
Income tax provision	(2,910)	(1,805)	(5,790)	(2,927)
Net income (loss)	7,607	(22,448)	16,620	(42,572)
Net (income) loss attributable to noncontrolling interests	84	(399)	(842)	(580)
Net income (loss) attributable to Photronics, Inc.	$ 7,691	$ (22,847)	$ 15,778	$ (43,152)
Income (loss) per share:				
Basic	$ 0.14	$ (0.55)	$ 0.30	$ (1.03)
Diluted	$ 0.13	$ (0.55)	$ 0.29	$ (1.03)
Weighted average number of common shares outstanding:				
Basic	53,516	41,819	53,341	41,772
Diluted	66,280	41,819	65,689	41,772

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Months Ended	
	August 1, 2010	August 2, 2009
Cash flows from operating activities:		
Net income (loss)	$ 16,620	$ (42,572)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	67,786	64,419
Consolidation, restructuring and related charges (credits)	(5,059)	10,517
Impairment of long-lived assets	-	1,458
Changes in assets and liabilities:		
Accounts receivable	(12,419)	(247)
Inventories	630	2,204
Other current assets	(3,592)	1,767
Accounts payable, accrued liabilities and other	10,211	4,061
Net cash provided by operating activities	74,177	41,607
Cash flows from investing activities:		
Purchases of property, plant and equipment	(38,040)	(29,867)
Proceeds from sale of facility	12,880	-
Proceeds from sales of investments and other	288	996
Distribution from joint venture	-	5,000
Net cash used in investing activities	(24,872)	(23,871)
Cash flows from financing activities:		
Repayments of long-term borrowings	(62,288)	(39,342)
Proceeds from long-term borrowings	28,680	27,204
Payments of deferred financing fees	(1,225)	(4,317)
Other	75	(88)
Net cash used in financing activities	(34,758)	(16,543)
Effect of exchange rate changes on cash	941	575
Net increase in cash and cash equivalents	15,488	1,768
Cash and cash equivalents at beginning of period	88,539	83,763
Cash and cash equivalents at end of period	$ 104,027	$ 85,531
Supplemental disclosure of cash flow information:		
Change in accrual for purchases of property, plant and equipment	$ 35,735	$ (18,712)
Change in capital lease obligation for purchases of property, plant and equipment	$ -	$ (28,244)
Common stock warrants issuance and fair value adjustment	$ -	$ 10,086
Non-cash reduction of notes payable	$ 475	$ -

See accompanying notes to condensed consolidated financial statements.

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PHOTRONICS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
Three and Nine Months Ended August 1, 2010 and August 2, 2009
(unaudited)
(in thousands, except share amounts)

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

Photronics, Inc. and its subsidiaries ("Photronics" or the "Company") is one of the world's leading manufacturers of photomasks, which are high precision photographic quartz plates containing microscopic images of electronic circuits. Photomasks are a key element in the manufacture of semiconductors and flat panel displays ("FPDs"), and are used as masters to transfer circuit patterns onto semiconductor wafers and flat panel substrates during the fabrication of integrated circuits ("ICs") and a variety of FPDs and, to a lesser extent, other types of electrical and optical components. The Company currently operates principally from nine manufacturing facilities, two of which are located in Europe, two in Taiwan, one in Korea, one in Singapore, and three in the United States.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the fiscal year ending October 31, 2010. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended November 1, 2009.

Certain amounts in the November 1, 2009 condensed consolidated financial statements were reclassified to conform with the current period presentation related to noncontrolling interests (see Note 2).

NOTE 2 - CHANGES IN EQUITY AND COMPREHENSIVE INCOME (LOSS)

On November 2, 2009, the Company adopted new accounting standards for noncontrolling interests as set forth in the Consolidation Topic No. 810 of the Accounting Standards Codification. These standards require companies to classify expenses related to noncontrolling interests' share in income (loss) below net income (loss). Earnings per share continues to be determined after the impact of the noncontrolling interests' share in net income (loss) of the Company. In addition, these standards require noncontrolling interests to be presented on the condensed consolidated balance sheets as a separate caption within equity. The presentation and disclosure requirements of these standards were retrospectively applied. The adoption of these standards resulted in the reclassification of $49.9 million of noncontrolling interests in the condensed consolidated balance sheet to equity on November 2, 2009.

The following tables set forth the Company's consolidated changes in equity for the three and nine months ended August 1, 2010 and August 2, 2009:

	Three Months Ended August 1, 2010							
	Photronics, Inc. Shareholders							
					Accumulated			
					Other			
			Add'l		Comprehensive	Total	Non-	
	Common Stock		Paid-in	Accumulated	Income	Photronics,	controlling	Total
	Shares	Amount	Capital	Deficit	(Loss)	Inc.	Interests	Equity
Balance at May 2, 2010	53,497	$ 535	$ 434,976	$ (18,459)	$ 6,217	$ 423,269	$ 52,900	$ 476,169
Comprehensive income:								
Net income (loss)	-	-	-	7,691	-	7,691	(84)	7,607
Reclassification adjustment – unrealized holding gain	-	-	-	-	(76)	(76)	(56)	(132
Amortization of cash flow hedges	-	-	-	-	31	31	-	31
Foreign currency translation								
adjustments	-	-	-	-	(10,820)	(10,820)	108	(10,712
Total comprehensive loss	-	-	-	-	-	(3,174)	(32)	(3,206
Sale of common stock through	-	-	-	-	-			
employee stock option and								
purchase plans	5	-	4	-	-	4	-	4
Share-based compensation expense	13	-	487	-	-	487	-	487
Balance at August 1, 2010	53,515	$ 535	$ 435,467	$ (10,768)	$ (4,648)	$ 420,586	$ 52,868	$ 473,454

	Three Months Ended August 2, 2009							
	Photronics, Inc. Shareholders							
					Accumulated			
			Add'l		Other	Total	Non-	
	Common Stock		Paid-in	Accumulated	Comprehensive	Photronics,	controlling	Total
	Shares	Amount	Capital	Deficit	Loss	Inc.	Interests	Equity
Balance at May 3, 2009	41,777	$ 418	$ 385,826	$ (4,941)	$ (22,007)	$ 359,296	$ 48,799	$ 408,095
Comprehensive income:								
Net income (loss)	-	-	-	(22,847)	-	(22,847)	399	(22,448
Reclassification adjustment – unrealized holding gain	-	-	-	-	(31)	(31)	-	(31
Amortization of cash flow hedges	-	-	-	-	32	32	-	32
Foreign currency translation								
adjustments	-	-	-	-	8,924	8,924	497	9,421
Total comprehensive income (loss)	-	-	-	-	-	(13,922)	896	(13,026
Sale of common stock through								
employee stock option and								
purchase plans	-	-	8	-	-	8	-	8
Share-based compensation expense	34	-	374	-	-	374	-	374
Common stock warrants exercised	67	1	339	-	-	340	-	340
Common stock registration fees	-	-	(87)	-	-	(87)	-	(87
Balance at August 2, 2009	41,878	$ 419	$ 386,460	$ (27,788)	$ (13,082)	$ 346,009	$ 49,695	$ 395,704

Nine Months Ended August 1, 2010

Photronics, Inc. Shareholders

	Common Stock Shares	Common Stock Amount	Add'l Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Photronics, Inc.	Non-controlling Interests	Total Equity
Balance at November 1, 2009	53,011	$ 530	$ 432,160	$ (26,546)	$ (6,389)	$ 399,755	$ 49,941	$ 449,696
Comprehensive income:								
Net income	-	-	-	15,778	-	15,778	842	16,620
Unrealized holding gain	-	-	-	-	76	76	56	132
Reclassification adjustment – unrealized holding gain	-	-	-	-	(76)	(76)	(56)	(132)
Amortization of cash flow hedges	-	-	-	-	96	96	-	96
Foreign currency translation adjustments	-	-	-	-	1,645	1,645	2,085	3,730
Total comprehensive income	-	-	-	-	-	17,519	2,927	20,446
Sale of common stock through employee stock option and purchase plans	98	1	108	-	-	109	-	109
Share-based compensation expense	56	-	1,518	-	-	1,518	-	1,518
Common stock warrants exercised	350	4	1,681	-	-	1,685	-	1,685
Balance at August 1, 2010	53,515	$ 535	$ 435,467	$ (10,768)	$ (4,648)	$ 420,586	$ 52,868	$ 473,454

Nine Months Ended August 2, 2009

Photronics, Inc. Shareholders

	Common Stock Shares	Common Stock Amount	Add'l Paid-in Capital	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total Photronics, Inc.	Non-controlling Interests	Total Equity
Balance at November 2, 2008	41,712	$ 417	$ 384,502	$ 15,364	$ (17,501)	$ 382,782	$ 49,616	$ 432,398
Comprehensive income:								
Net income (loss)	-	-	-	(43,152)	-	(43,152)	580	(42,572)
Reclassification adjustment – unrealized holding gain	-	-	-	-	59	59	39	98
Amortization of cash flow hedges	-	-	-	-	545	545	-	545
Foreign currency translation adjustments	-	-	-	-	3,815	3,815	(103)	3,712
Total comprehensive income (loss)	-	-	-	-	-	(38,733)	516	(38,217)
Sale of common stock through employee stock option and purchase plans	-	-	46	-	-	46	-	46
Share-based compensation expense	99	1	1,660	-	-	1,661	-	1,661
Common stock warrants exercised	67	1	339	-	-	340	-	340
Common stock registration fees	-	-	(87)	-	-	(87)	-	(87)
Noncontrolling interests' subsidiary dividend	-	-	-	-	-	-	(437)	(437)
Balance at August 2, 2009	41,878	$ 419	$ 386,460	$ (27,788)	$ (13,082)	$ 346,009	$ 49,695	$ 395,704

NOTE 3 - JOINT VENTURE

On May 5, 2006, Photronics and Micron Technology, Inc. ("Micron") entered into the MP Mask joint venture, which develops and produces photomasks for leading-edge and advanced next generation semiconductors. As part of the formation of the joint venture, Micron contributed its existing photomask technology center located at its Boise, Idaho, headquarters to MP Mask and Photronics invested $135 million in exchange for a 49.99% interest in MP Mask (to which $64.2 million of the original investment was allocated), a license for photomask technology of Micron, and certain supply agreements.

This joint venture is a variable interest entity (as that term is defined in the Accounting Standards Codification) primarily because all costs of the joint venture will be passed on to the Company and Micron through purchase agreements they have entered into with the joint venture. The Company determined that, in regards to this variable interest entity ("VIE"), it and Micron are de facto agents (as that term is defined in the Accounting Standards Codification) and that Micron is the primary beneficiary of the VIE as it is the de facto agent within the aggregated group of de facto agents (i.e. the Company and Micron) that is the most closely associated with the VIE. The primary reasons the Company concluded that Micron is the most closely associated of the de facto agents to the VIE are that Micron is both the ultimate purchaser of substantially all of the products produced by the VIE and that it is the holder of decision making authority in the ordinary course of business.

The Company has utilized MP Mask for both high-end IC photomask production and research and development purposes. MP Mask charges its variable interest holders based on their actual usage of its facility. MP Mask separately charges for any research and development activities it engages in at the requests of its owners. The Company recorded cost of sales of $1.8 million and $4.5 million and research and development expenses of $0.2 million and $0.7 million during the three and nine month periods ended August 1, 2010. Cost of sales of $1.4 million and $2.9 million and research and development expenses of $0.2 million and $1.0 million were recorded during the three and nine month periods ended August 2, 2009.

MP Mask is governed by a Board of Managers, appointed by Micron and the Company. Since MP Mask's inception, Micron, as a result of its majority ownership, has appointed the majority of its managers. The number of managers appointed by each party is subject to change as ownership interests change. Under the MP Mask joint venture operating agreement, in order to maintain its 49.99% interest, the Company may be required to make additional capital contributions to the joint venture up to the maximum amount defined in the operating agreement. However, should the Board of Managers determine that further additional funding is required, the joint venture shall pursue its own financing. If the joint venture is unable to obtain its own financing, it may request additional capital contributions from the Company. Should the Company choose not to make a requested contribution to the joint venture, its ownership interest may be reduced. The Company received no distributions from MP Mask during the three and nine month periods ended August 1, 2010, and received a $5 million distribution during the nine month period ended August 2, 2009. The Company made no contributions to MP Mask during the three and nine month periods ended August 1, 2010 and August 2, 2009.

The Company's investment in the VIE, which represents its maximum exposure to loss, was $60.9 million at August 1, 2010 and November 1, 2009. This amount is reported in the Company's condensed consolidated balance sheets as "Investment in joint venture."

NOTE 4 - EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share is presented below.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net income (loss) attributable to Photronics, Inc.	$ 7,691	$ (22,847)	$ 15,778	$ (43,152)
Effect of dilutive securities:				
Interest expense on convertible notes, net of related tax effects	1,022	-	3,063	-
Gain related to common stock warrants fair value adjustment	(388)	-	-	-
Earnings (loss) for diluted earnings (loss) per share	$ 8,325	$ (22,847)	$ 18,841	$ (43,152)
Weighted-average common shares computations:				
Weighted-average common shares used for basic earnings (loss) per share	53,516	41,819	53,341	41,772
Effect of dilutive securities:				
Convertible notes	11,311	-	11,311	-
Employee stock options and restricted shares	969	-	983	-
Common stock warrants	484	-	54	-
Potentially dilutive common shares	12,764	-	12,348	-
Weighted-average common shares used for diluted earnings (loss) per share	66,280	41,819	65,689	41,772
Basic earnings (loss) per share	$ 0.14	$ (0.55)	$ 0.30	$ (1.03)
Diluted earnings (loss) per share	$ 0.13	$ (0.55)	$ 0.29	$ (1.03)

The table below shows the outstanding weighted-average employee stock options, restricted shares and common stock warrants that were excluded from the calculation of diluted earnings per share because their exercise price exceeded the average market value of the common shares for the period or, under application of the treasury stock method, they were otherwise determined to be anti-dilutive.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Employee stock options and restricted shares	2,700	1,950	2,668	2,064
Common stock warrants	250	1,793	792	598
Total potentially dilutive shares excluded	2,950	3,743	3,460	2,662

In periods in which the Company incurred a net loss, the assumed exercise of certain outstanding employee stock options and the vesting of restricted shares had an antidilutive effect. Had the Company recognized sufficient net income, there would have been 0.2 million of incremental weighted-average shares of these employee stock options and restricted shares outstanding during both the three and nine month periods ended August 2, 2009, respectively.

NOTE 5 - SHARE-BASED COMPENSATION PLANS

In March 2007, the Company’s shareholders approved a new share-based compensation plan ("Plan"), under which options, restricted stock, restricted stock units, stock appreciation rights, performance stock, performance units, and other awards based on, or related to, shares of the Company's common stock may be granted from shares authorized but unissued, shares previously issued and reacquired by the Company, or both. The maximum number of shares of common stock approved by the Company’s shareholders to be issued under the Plan was increased from three million shares to six million shares during the three month period ended May 2, 2010. Awards may be granted to officers, employees, directors, consultants, advisors, and independent contractors of the Company or its subsidiaries. In the event of a change in control (as defined in the Plan) the vesting of awards may be accelerated. The Plan, aspects of which are more fully described below, prohibits further awards from being issued under prior plans. The Company incurred total share-based compensation expense for the three and nine month periods ended August 1, 2010 of $0.5 million and $1.5 million, respectively, and $0.4 million and $1.7 million for the three and nine month periods ended August 2, 2009, respectively. The Company received cash from option exercises of $0.1 million during the nine month period ended August 1, 2010, respectively, and did not receive any cash from option exercises during the three and nine month periods ended August 2, 2009. No share-based compensation cost was capitalized as part of inventory and no related income tax benefits were recorded during the periods presented.

Stock Options

Option awards generally vest in one to four years, and have a ten-year contractual term. All incentive and non-qualified stock option grants have an exercise price equal to the market value of the underlying common stock on the date of grant. The grant date fair value of options is based upon the closing price on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on the historical volatility of the Company's stock. The Company uses historical option exercise behavior and employee termination data to estimate the expected term, which represents the period of time that the options granted are expected to remain outstanding. The risk-free rate of return for the estimated term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Inputs used to calculate the grant date fair value of options issued during the three and nine month periods ended August 1, 2010 and August 2, 2009, are presented in the following table.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Expected volatility	91.6%	N/A	89.5%	69.8%
Risk free rate of return	1.7%	N/A	1.7% - 2.4%	1.9% - 2.5%
Dividend yield	0.0%	N/A	0.0%	0.0%
Expected term	4.3 years	N/A	4.5 years	4.7 years

A summary of option awards under the plan as of August 1, 2010 is presented below.

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at August 1, 2010	3,911,740	$ 9.33	6.7 years	$ 4,766
Exercisable at August 1, 2010	1,928,686	$ 16.22	4.6 years	$ 878

There were 80,000 share options granted during the three month period ended August 1, 2010 with a weighted-average grant date fair value of $3.08 per share. There were no share options issued during the three month period ended August 2, 2009. There were 926,400 share options granted during the nine month period ended August 1, 2010, with a weighted-average grant date fair value of $2.98 per share and 1,348,250 share options granted during the nine month period ended August 2, 2009, with a weighted-average grant date fair value of $0.44 per share. As of August 1, 2010, the total unrecognized compensation cost related to non-vested option awards was approximately $2.3 million, which is expected to be recognized over a weighted-average amortization period of 3.2 years.

Restricted Stock

The Company periodically grants restricted stock awards. The restrictions on these awards lapse over a service period that has ranged from less-than-one to eight years. No restricted stock awards were issued during the three or nine month periods ended August 1, 2010 or during the three month period ended August 2, 2009, and 75,000 shares with a weighted-average grant date fair value of $0.76 per share were granted during the nine month period ended August 2, 2009. As of August 1, 2010, the total compensation cost not yet recognized related to nonvested restricted stock awards was approximately $1.4 million, which is expected to be recognized over a weighted-average amortization period of 3.1 years. As of August 1, 2010, there were 100,272 shares of restricted stock outstanding with an aggregate intrinsic value of $0.5 million.

NOTE 6 - CONSOLIDATION, RESTRUCTURING AND RELATED CHARGES

Shanghai, China, Facility

During the three months ended August 2, 2009, the Company ceased the manufacture of photomasks at its Shanghai, China, facility. In connection with this restructuring, which was substantially completed during the three month period ended August 1, 2010, the Company has recorded total net charges of $5.4 million, including $4.2 million of net asset write-downs. The fair value of the assets written down was determined by management using a market approach. Approximately 75 employees were affected by this restructuring.

The Company recorded an initial restructuring charge of $10.1 million during the three month period ended August 2, 2009, which included $7.7 million to write down the carrying value of the Company's Shanghai manufacturing facility to its estimated fair value at that time. During the three months ended May 2, 2010, the Company sold its facility in Shanghai, China, for net proceeds of $12.9 million which resulted in a gain of $5.2 million. This gain was recorded as a credit to the restructuring reserve during the three months ended May 2, 2010.

The following tables set forth the Company's restructuring reserve related to the closing of its former Shanghai, China, facility as of August 1, 2010 and August 2, 2009, and reflect the activity affecting the reserve for the three and nine month periods then ended. The remaining balance at August 1, 2010 primarily relates to expenses incurred relating to the sale of the facility.

	Three Months Ended August 1, 2010				Nine Months Ended August 1, 2010			
	May 3, 2010	Charges	Utilized	August 1, 2010	November 2, 2009	Charges (credits)	Utilized	August 1, 2010
Net gain on sales of assets	$ 218	$ -	$ (21)	$ 197	$ -	$ (5,020)	$ 5,217	$ 197
Employee terminations and other	-	26	(26)	-	134	210	(344)	-
	$ 218	$ 26	$ (47)	$ 197	$ 134	$ (4,810)	$ 4,873	$ 197

	Three Months Ended August 2, 2009				Nine Months Ended August 2, 2009			
	May 4, 2009	Charges	Utilized	August 2, 2009	November 3, 2008	Charges	Utilized	August 2, 2009
Asset write-downs	$ -	$ 9,898	$ (9,898)	$ -	$ -	$ 9,898	$ (9,898)	$ -
Other	-	183	-	183	-	183	-	183
	$ -	$ 10,081	$ (9,898)	$ 183	$ -	$ 10,081	$ (9,898)	$ 183

Manchester, U.K., Facility

During the three months ended February 1, 2009, the Company ceased the manufacture of photomasks at its Manchester, U.K., facility and, in connection therewith, incurred total restructuring charges of $3.3 million through its completion in the fourth quarter of fiscal 2009, primarily for employee termination costs and asset write-downs. Approximately 85 employees were affected by this restructuring. The following table sets forth the Company's 2009 restructuring reserve related to its Manchester, U.K., facility as of August 2, 2009, and reflects the activity affecting the reserve for the three and nine month periods then ended.

	Three Months Ended August 2, 2009				Nine Months Ended August 2, 2009			
	May 4, 2009	Charges	Utilized	August 2, 2009	November 3, 2008	Charges	Utilized	August 2, 2009
Employee terminations	$ -	$ 498	$ (498)	$ -	$ -	$ 1,888	$ (1,888)	$ -
Asset write-downs and other	-	81	(81)	-	-	777	(777)	-
	$ -	$ 579	$ (579)	$ -	$ -	$ 2,665	$ (2,665)	$ -

NOTE 7 - INCOME TAXES

The effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes in 2009 primarily because income tax provisions incurred in jurisdictions where the Company generated income before income taxes were, due to valuation allowances, not significantly offset by income tax benefits in jurisdictions where the Company incurred losses before income taxes. In 2010, the effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes primarily due to lower statutory rates in international locations. Further, various investment tax credits have been utilized in Korea and Taiwan which reduced the Company's effective income tax rate in both years.

The Company accounts for uncertain tax positions by recording a liability for unrecognized tax benefits resulting from uncertain tax positions taken, or expected to be taken, in its tax returns. The Company recognizes any interest and penalties related to uncertain tax positions in the income tax provision in its condensed consolidated statement of operations.

As of August 1, 2010 and November 1, 2009, the gross unrecognized tax benefits for income taxes associated with uncertain tax positions was approximately $2.0 million (including interest and penalties of $0.4 million). If recognized, the benefits would favorably impact the Company's effective tax rate in future periods. As of August 1, 2010, the Company believes it is not reasonably possible that the total amounts of unrecognized benefits will significantly increase or decrease in the next twelve months.

PKLT, the Company's FPD manufacturing facility in Taiwan, is accorded a tax holiday, which expires in 2012. In addition, the Company has been accorded a tax holiday in China which is expected to expire in 2011. These tax holidays had no dollar or per share effect in the three and nine month periods ended August 1, 2010 and August 2, 2009.

Currently, the statutes of limitations remain open subsequent to and including 2006 in the U.S., 2007 in the U.K., 2008 in Germany and 2005 in Korea.

NOTE 8 - DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company utilizes derivative instruments to reduce its exposure to the effects of the variability of interest rates and foreign currencies on its financial performance when it believes such action is warranted. Historically, the Company has been a party to derivative instruments to hedge either the variability of cash flows of a prospective transaction or the fair value of a recorded asset or liability. In certain instances, the Company has designated these transactions as hedging instruments. However, whether or not a derivative was designated as being a hedging instrument, the Company's purpose for engaging in the derivative has always been for risk management (and not speculative) purposes. The Company has historically not been a party to a significant number of derivative instruments and does not expect its derivative activity to significantly increase in the foreseeable future.

In addition to the utilization of derivative instruments discussed above, the Company attempts to minimize its risk of foreign currency exchange rate variability by, whenever possible, procuring production materials within the same country that it will utilize the materials in manufacturing, and by selling to customers from manufacturing sites within the country in which the customers are located.

On May 15, 2009, in connection with an amendment to its credit facility, the Company issued 2.1 million warrants, each exercisable for one share of the Company's common stock at an exercise price of $0.01 per share. Forty percent of the warrants were exercisable upon issuance, and the remaining balance was to become exercisable in twenty percent increments at various points in time after October 31, 2009. As a result of certain net cash settleable put provisions within the warrant agreement, the warrants were recorded as a liability in the Company's condensed consolidated balance sheet. As of the issuance date and for future periods that such warrants remain outstanding, the Company has, and will continue to, adjust the liability based upon the current fair value of the warrants, with any changes in their fair value being recognized in earnings. Due to the warrants' exercise price of $0.01 per share, their fair value will approximate the market price of the Company's common stock. Approximately 1.2 million of these warrants were cancelled as a result of the Company's early repayment of certain amounts under its credit facility during the year ended November 1, 2009, and the associated liability was reduced accordingly.

The Company was a party to two foreign currency forward contracts which expired during the year ended November 1, 2009, both of which were not accounted for as hedges, as they were economic hedges of intercompany loans denominated in U.S. dollars that were remeasured at fair value and recognized immediately in earnings. A portion of an existing loss on a cash flow hedge in the amount of $0.1 million is expected to be reclassified into earnings over the next twelve months.

The table below presents the effect of derivative instruments on the Company's condensed consolidated balance sheets at August 1, 2010 and November 1, 2009.

Derivatives Not Designated as Hedging Instruments Under ASC 815	Balance Sheet Location	Fair Value at August 1, 2010	November 1, 2009
Warrants on common stock	Other liabilities	$ 1,884	$ 3,205

The table below presents the effect of derivative instruments on the Company's condensed consolidated statements of operations for the three and nine month periods ended August 1, 2010 and August 2, 2009.

Derivatives Not Designated as Hedging Instruments Under ASC 815	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives			
		Three Months Ended		Nine Months Ended	
		August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Warrants on common stock	Investment and other income (expense), net	$ 388	$ (6,848)	$ (363)	$ (6,848)
Foreign exchange contracts	Investment and other income (expense), net	$ -	$ -	$ -	$ 93

NOTE 9 - LONG-TERM BORROWINGS

Long-term borrowings consist of the following:

	August 1, 2010	November 1, 2009
5.5% convertible senior notes due on October 1, 2014	$ 57,500	$ 57,500
Borrowings under revolving credit facility, which bears interest at a variable rate, as defined (4.06% at August 1, 2010 and 8.0% November 1, 2009)	-	2,568
8.0% capital lease obligation payable through January 2013	17,850	22,552
5.6% capital lease obligation payable through October 2012	9,659	12,614
4.75% financing loan with customer	3,007	-
Term loan which bore interest at a variable rate as defined (8.0% at November 1, 2009)	-	27,204
	88,016	122,438
Less current portion	11,577	10,301
	$ 76,439	$ 112,137

On February 12, 2010, the Company amended its revolving credit facility, which was originally established on June 6, 2007, to a three-year $50 million revolving credit facility ("the credit facility"). At the time of the February 12, 2010 amendment, the then existing revolving credit facility and term loan were repaid in full with borrowings from the credit facility of $20.8 million and, in connection therewith, the Company wrote off $1.0 million of deferred financing fees. On May 7, 2010, the credit facility was further amended to increase its borrowing capacity to $65 million. The credit facility bears interest at LIBOR plus a spread, as defined in the agreement based upon the Company's total leverage ratio. As of August 1, 2010, the Company had no outstanding borrowings under the credit facility and $65 million was available for borrowing.

The credit facility, which matures on February 12, 2013, is secured by substantially all of the Company's assets in the United States as well as common stock the Company owns in certain of its foreign subsidiaries. The credit facility is subject to the following financial covenants: fixed charge coverage ratio, total leverage ratio, minimum unrestricted cash balance, and maximum capital expenditures, all as defined in the agreement.

In May 2009, the Company amended its then existing revolving credit facility and entered into a warrant agreement with its lenders for 2.1 million shares of its common stock. Forty percent of the warrants were exercisable upon issuance while the remaining warrants were cancelled as a result of the Company's September 2009 early repayment of a portion of the outstanding balance under its June 6, 2007 credit agreement. As of August 1, 2010, approximately 0.4 million warrants have been exercised, including 0.3 million of which were exercised during the nine month period ended August 1, 2010. There were no warrant exercises during the three month period ended August 1, 2010. The warrants, approximately 0.4 million of which remained outstanding at August 1, 2010, are exercisable for one share of the Company's common stock, at an exercise price of $.01 per share. The warrant agreement also included a net cash settleable put provision exercisable starting in May 2012 and a call provision exercisable starting in May 2013, both of which were exercisable only if the Company's common stock was not traded on a national exchange or, in the case of the put provision, such repurchase does not create a default under the credit facility or any refinancing of it. As a result of the aforementioned net cash settleable put provisions, the warrants were initially recorded as a liability (included in other liabilities) and have been subsequently reported at their fair value.

In addition to the former credit facility discussed above, the Company also entered into a term loan agreement with an aggregate commitment of $27.2 million in the U.S. dated on June 8, 2009. This loan was repaid in February 2010 with funds from the credit facility.

On September 11, 2009, the Company sold, through a public offering, $57.5 million aggregate principal amount of 5.5% convertible senior notes which mature on October 1, 2014. Note holders may convert each $1,000 principal amount of notes to 196.7052 shares of stock (equivalent to an initial conversion price of approximately $5.08 per share of common stock) on September 30, 2014. The conversion rate may be increased in the event of a make-whole fundamental change (as defined in the prospectus supplement filed by the Company on September 11, 2009) and the Company may not redeem the notes prior to their maturity date. The net proceeds of the convertible senior notes offering were approximately $54.9 million.

In January 2010 the Company borrowed $3.7 million from a customer to purchase manufacturing equipment. This loan bears interest at 4.75% and will be repaid with product supplied to the customer. Product valued at $0.3 million and $0.5 million was shipped to the customer and applied against the loan during the three and nine month periods ended August 1, 2010, respectively. The Company estimates that the loan will be fully repaid by September 2014.

In the first quarter of 2008 a capital lease agreement commenced for the U.S. nanoFab facility which bore interest at 8%. This lease was cancelled in the third fiscal quarter of 2009, at which time the Company and Micron (the lessor) entered into a new lease agreement for the facility. Under the provisions of the new lease agreement, quarterly lease payments were reduced from $3.8 million to $2.0 million, the term of the lease was extended from December 31, 2012 to December 31, 2014, and ownership of the property will not transfer to the Company at the end of the lease term. As a result of the new lease agreement, the Company reduced its lease obligation and the carrying value of its assets under capital leases by approximately $28 million. The lease will continue to be accounted for as a capital lease until the end of its original lease term. For the additional two years of the new lease term, the lease will be accounted for as an operating lease. As of August 1, 2010, total capital lease amounts payable were $19.9 million, of which $17.9 million represented principal and $2.0 million represented interest.

In October 2007, the Company entered into a capital lease agreement in the amount of $19.9 million associated with certain equipment. Under the capital lease agreement, the Company is required to maintain the equipment in good working condition, and is required to comply with certain non-financial covenants. Payments under the lease are $0.4 million per month over a 5-year term at a 5.6% interest rate.

NOTE 10 - COMMON STOCK WARRANTS

On September 10, 2009, the Company entered into two warrant agreements with Intel Capital Corporation to purchase a total of 750,000 shares of the Company's common stock. Under one warrant agreement 500,000 shares of the Company's common stock can be purchased at an exercise price of $4.15 per share and under the second warrant agreement 250,000 shares of the Company's common stock can be purchased at an exercise price of $5.08 per share. The warrant agreements expire on September 10, 2014. Also, on September 10, 2009, the Company and Intel Corporation entered into an agreement to share technical and operations information regarding the development of the Company's products, the capabilities of the Company's photomask manufacturing lines and the alignment of photomask toolsets. Intel Capital Corporation also invested in the Company's September 2009 convertible debt offering. The warrants were recorded at their fair value on their date of grant, which was determined using the Black-Scholes option pricing model. As of August 1, 2010, none of the warrants had been exercised.

In conjunction with its May 2009 amendment to its credit facility, the Company also entered into a warrant agreement with its lenders. See Note 9 for further discussion of these warrants.

NOTE 11 - FAIR VALUE MEASUREMENTS

Fair value, as defined in accounting guidance, is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. An "orderly transaction" is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities (i.e. it is not a forced transaction). The transaction to sell an asset or transfer a liability is a hypothetical transaction at the measurement date, considered from the perspective of a market participant that holds the asset or owes the liability. Therefore, the objective of a fair value measurement is to determine the price that would be received to sell the asset or paid to transfer the liability (an exit price) at the measurement date.

A fair value measurement further assumes that the hypothetical transaction occurs in the principal (or if no principal market exists, the most advantageous) market for the asset or liability. Further, a fair value measurement assumes a transaction involving the highest and best use of an asset and the consideration of assumptions that would be made by market participants when pricing an asset or liability, such as transfer restrictions or non-performance risk.

The Company follows a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. This fair value hierarchy gives the highest priority to unadjusted, quoted market prices in active markets for identical assets or liabilities (including when the liabilities are traded as assets) while giving the lowest priority to unobservable inputs, which are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing assets or liabilities, based upon the best information available under existing circumstances. In cases when the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. When, due to changes in the inputs to valuation techniques used to measure its fair value, an asset or liability is transferred between levels of the fair value hierarchy, the Company recognizes all transfer to or from any level to be as of the beginning of the reporting period. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, including the consideration of factors specific to the asset or liability. The hierarchy consists of the following three levels:

Level 1 - Inputs are prices in active markets that are accessible at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 are observable for the asset or liability, either directly or indirectly. At August 1, 2010 and November 1, 2009, the Company's Level 2 liability consists of its common stock warrants which are reported in other liabilities.

Level 3 - Inputs are unobservable inputs for the asset or liability. At November 1, 2009, the Company's Level 3 asset is a foreign bond fund which is reported in other current assets.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The tables below present assets and liabilities as of August 1, 2010 and November 1, 2009, that are measured at fair value on a recurring basis.

	August 1, 2010			
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock warrants	$ -	$ (1,884)	$ -	$ (1,884)
Total liabilities	$ -	$ (1,884)	$ -	$ (1,884)

	November 1, 2009			
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Foreign bond fund	$ -	$ -	$ 148	$ 148
Total assets	$ -	$ -	$ 148	$ 148
Common stock warrants	$ -	$ (3,205)	$ -	$ (3,205)
Total liabilities	$ -	$ (3,205)	$ -	$ (3,205)

The foreign bond fund above represents the Company's investment in a fund whose fair value was provided by the trust. During the three month period ended August 1, 2010, the Company determined that its investment in the fund was not recoverable. As a result of this determination the Company wrote off its entire investment in the fund. This resulted in a net of tax charge of $0.2 million (included in investment and other income (expense), net) and a reclassification adjustment of an unrealized holding gain to earnings of $0.1 million.

The fair value of the common stock warrants liability was determined using the Black-Scholes option pricing model. Significant observable inputs into the model included the market price of the Company's common stock at the measurement date. Gains or losses related to fair value adjustments to the common stock warrants liability are included in other income (expense), net.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company, as permitted under accounting guidance issued in 2008, deferred the effective date for applying fair value guidance to nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis until November 2, 2009. As a result of this election, certain long-lived assets that, in fiscal year 2009 and in connection with the Company's restructuring initiatives, were measured at fair value on a nonrecurring basis did not have fair value disclosure provisions applied to them. The Company did not have any nonfinancial assets or liabilities measured at fair value on a nonrecurring basis during the three and nine month periods ended August 1, 2010.

Fair Value of Other Financial Instruments

The fair values of the Company's cash and cash equivalents, accounts receivable, accounts payable, and certain other current assets and current liabilities approximate their carrying value due to their short-term maturities. The fair value of the Company's variable rate long-term debt approximates its carrying value due to the variable nature of the underlying interest rates. As of August 1, 2010, the estimated fair value of the Company's outstanding 5.5% convertible senior notes was approximately $66 million.

NOTE 12 - GEOGRAPHIC INFORMATION

The Company operates as a single operating segment as a manufacturer of photomasks, which are high precision quartz plates containing microscopic images of electronic circuits for use in the fabrication of semiconductors. Geographic net sales are based primarily on where the Company's manufacturing facility is located. The Company's net sales for the three and nine month periods ended August 1, 2010 and August 2, 2009, and its long-lived assets by geographic area as of August 1, 2010 and November 1, 2009, are presented below.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net sales				
Asia	$ 70,349	$ 60,278	$ 192,977	$ 167,461
Europe	11,116			