

KEWAUNEE SCIENTIFIC CORP /DE/

Form 10-K

July 22, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended April 30, 2013 or

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

Commission file number 0-5286

**KEWAUNEE SCIENTIFIC CORPORATION**

(Exact name of registrant as specified in its charter)

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

**38-0715562**  
(IRS Employer  
Identification No.)

**2700 West Front Street**

**Statesville, North Carolina**  
(Address of principal executive offices)

**28677-2927**  
(Zip Code)

**Registrant's telephone number, including area code: (704) 873-7202**

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

<b>Title of Each Class</b>	<b>Name of Exchange on which registered</b>
<b>Common Stock \$2.50 par value</b>	<b>NASDAQ Global Market</b>

**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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) 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: (Check one):

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

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

The aggregate market value of shares of voting stock held by non-affiliates of the registrant was approximately \$23,760,686 based on the last reported sale price of the registrant's Common Stock on October 31, 2012, the last business day of the registrant's most recently completed second fiscal quarter. Only shares beneficially owned by directors of the registrant (excluding shares subject to options) and each person owning more than 10% of the outstanding Common Stock of the registrant were excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of July 15, 2013, the registrant had outstanding 2,598,784 shares of Common Stock.

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DOCUMENTS INCORPORATED BY REFERENCE: Those portions of the Company's proxy statement for use in connection with Kewaunee Scientific Corporation's annual meeting of stockholders to be held on August 28, 2013, indicated in this report are incorporated by reference into Part III hereof.

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PART I

**Item 1. Business**

**GENERAL**

Kewaunee Scientific Corporation was founded in 1906, incorporated in Michigan in 1941, became publicly-held in 1968, and was reincorporated in Delaware in 1970. Our principal business is the design, manufacture, and installation of laboratory, healthcare, and technical furniture products. Laboratory furniture products include both steel and wood cabinetry, fume hoods, adaptable modular systems, moveable workstations, biological safety cabinets, and epoxy resin counters and sinks. Healthcare furniture products include laminate casework, storage systems, and related products for healthcare applications. Technical furniture products include column systems, slotted-post systems, pedestal systems, and stand-alone benches.

Our products are sold primarily through purchase orders and contracts submitted by customers through our dealers and commissioned agents and a national distributor, as well as through competitive bids submitted by us and our subsidiaries in India and Singapore. Products are sold principally to pharmaceutical, biotechnology, industrial, chemical and commercial research laboratories, educational institutions, healthcare institutions, governmental entities, manufacturing facilities and users of networking furniture. We consider the markets in which we compete to be highly competitive, with a significant amount of the business involving competitive public bidding.

It is common in the laboratory and healthcare furniture industries for customer orders to require delivery at extended future dates, as products are frequently to be installed in buildings yet to be constructed. Changes or delays in building construction may cause delays in delivery of the orders and our recognition of the sale. Since prices are normally quoted on a firm basis in the industry, we bear the burden of possible increases in labor and material costs between quotation of an order and delivery of the product. The impact of such possible increases is considered when determining the sales price.

Our need for working capital and our credit practices are comparable to those of other companies manufacturing, selling and installing similar products in similar markets. Since our products are used in building construction projects, in many cases payments for our products are received over longer periods of time than payments for many other types of manufactured products, thus requiring increased working capital. In addition, payment terms associated with certain projects provide for a retention amount until completion of the project, thus also increasing required working capital. On average, payments for our products are received during the quarter following shipment, with the exception of the retention amounts which are collected at the completion of the project.

The principal raw materials and products manufactured by others and used by us in our products are cold-rolled carbon and stainless steel, hardwood lumber and plywood, paint, chemicals, resins, hardware, plumbing and electrical fittings. Such materials and products are purchased from multiple suppliers and are typically readily available.

We hold various patents and patent rights, but do not consider that our success or growth is dependent upon our patents or patent rights. Our business is not dependent upon licenses, franchises, concessions, trademarks, royalty agreements, or labor contracts.

Our business is not generally cyclical, although sales are sometimes lower during our third quarter because of slower construction activity in certain areas of the country during the winter months. Our business is not dependent on any one or a few customers; however, sales to our national distributor, VWR International, LLC, represented approximately 11%, 12% and 14% of net sales in each of fiscal years 2013, 2012 and 2011, respectively.

Our order backlog at April 30, 2013 was \$80.2 million, as compared to \$86.2 million at April 30, 2012 and \$65.7 million at April 30, 2011. All but \$12.6 million of the backlog at April 30, 2013 was scheduled for shipment during fiscal year 2014; however, it may reasonably be expected that delays in shipments will occur because of customer rescheduling or delay in completion of projects which involve the installation of our products. Based on scheduled shipment dates and past experience, we estimate that more than 80 percent of our order backlog at April 30, 2013 will be shipped during fiscal year 2014.

**SEGMENT INFORMATION**

See Note 9 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for information concerning our Domestic and International business segments.



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### **COMPETITION**

We consider the industries in which we compete to be highly competitive and believe that the principal competitive factors are price, product performance, and customer service. A significant portion of our business is based upon competitive public bidding.

### **RESEARCH AND DEVELOPMENT**

The amount spent and expensed by us during the fiscal year ended April 30, 2013 on research and development activities related to new or redesigned products was \$872,000. The amounts spent for similar purposes in the fiscal years ended April 30, 2012 and 2011 were \$941,000 and \$1,181,000, respectively.

### **ENVIRONMENTAL COMPLIANCE**

In the last three fiscal years, compliance with federal, state, or local provisions enacted or adopted regulating the discharge of materials into the environment has had no material effect on us. There is no material capital expenditure anticipated for such purposes, and accordingly, such regulation is not expected to have a material effect on our earnings or competitive position.

### **EMPLOYEES**

At April 30, 2013, we had 456 domestic and 131 international full-time employees.

### **OTHER INFORMATION**

Our Internet address is [www.kewaunee.com](http://www.kewaunee.com). We make available, free of charge through this web site, our annual report to stockholders. Our Form 10-K and 10-Q financial reports may be obtained by stockholders by writing the Secretary of the Company, Kewaunee Scientific Corporation, P.O. Box 1842, Statesville, NC 28687-1842. The public may also obtain information on our reports, proxy, and information statements at the SEC Internet site [www.sec.gov](http://www.sec.gov). The reference to our website does not constitute incorporation by reference of any information contained at that site.

### **SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Certain statements included and referenced in this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Reform Act). Such forward-looking statements involve known and unknown risks, uncertainties, and other factors that could significantly impact results or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to, economic, competitive, governmental and technological factors affecting our operations, markets, products, services and prices, as well as prices for certain raw materials and energy. The cautionary statements made by us pursuant to the Reform Act herein and elsewhere should not be construed as exhaustive. We cannot always predict what factors would cause actual results to differ materially from those indicated by the forward-looking statements. In addition, readers are urged to consider statements that include the terms believes, belief, expects, plans, objectives, anticipates, intends or the like to be uncertain and forward-looking.

### **EXECUTIVE OFFICERS OF THE REGISTRANT**

Included in Part III, Item 10(b) of this Annual Report on Form 10-K.

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### **Item 1A. Risk Factors**

You should carefully consider the following risks before you decide to buy shares of our common stock. If any of the following risks actually occur, our business, results of operations, or financial condition would likely suffer. In such case, the trading price of our common stock would decline, and you may lose all or part of the money you paid to buy our stock.

This and other public reports may contain forward-looking statements based on current expectations, assumptions, estimates and projections about us and our industry. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those forward-looking statements as a result of many factors, as more fully described below and elsewhere in our public reports. We do not undertake to update publicly any forward-looking statements for any reasons, even if new information becomes available or other events occur in the future.

#### **Disruptions in the financial markets have created uncertainty and deteriorating economic conditions may adversely affect our customers and our business.**

The financial markets in the United States, Europe and Asia continue to be volatile. The tightening of credit in financial markets, continuation or worsening of the current economic conditions, a prolonged global, national or regional economic recession or other similar events could have a material adverse effect on the demand for our products and on our sales, pricing and profitability. We are unable to predict the likely duration of these adverse economic conditions and the impact these events may have on our operations and the laboratory furniture industry in general.

#### **If we fail to compete effectively, our revenue and profit margins could decline.**

We face a variety of competition in all of the markets in which we participate. Competitive pricing, including price competition or the introduction of new products, could have material adverse effects on our revenues and profit margins.

Our ability to compete effectively depends to a significant extent on the specification or approval of our products by architects, engineers, and customers. If a significant segment of those communities were to decide that the design, materials, manufacturing, testing, or quality control of our products is inferior to that of any of our competitors, our sales and profits would be materially and adversely affected.

#### **If we lose a large customer, our sales and profits would decline.**

We have substantial sales to one large customer. That distributor accounted for approximately 11% of our net sales in fiscal year 2013. Loss of all or a part of our sales to a large customer would have a material effect on our revenues and profits.

#### **An increase in the price of raw materials and energy could negatively affect our sales and profits.**

It is common in the laboratory and healthcare furniture industries for customers to require delivery at extended future dates, as products are frequently to be installed in buildings yet to be constructed. Since prices are normally quoted on a firm basis in the industry, we bear the burden of possible increases in labor, material and energy costs between the quotation of an order and the delivery of the products. Our principal raw materials are steel, including stainless steel, wood and epoxy resin. Numerous factors beyond our control, such as general economic conditions, competition, worldwide demand, labor costs, energy costs, and import duties and other trade restrictions, influence prices for our raw materials. We have not always been able, and in the future we might not be able, to increase our product prices in amounts that correspond to increases in costs of raw materials, without materially and adversely affecting our sales and profits. Where we are not able to increase our prices, increases in our raw material costs will adversely affect our profitability.

#### **Our future growth may depend on our ability to penetrate new international markets.**

International laws and regulations, construction customs, standards, techniques and methods differ from those in the United States. Significant challenges of conducting business in foreign countries include, among other factors, local acceptance of our products, political instability, currency controls, changes in import and export regulations, changes in tariff and freight rates and fluctuations in foreign exchange rates.

#### **Events outside our control may affect our operating results.**

We have little control over the timing of shipping customer orders, as customers' required delivery dates are subject to change by the customer. Construction delays and customer changes to product designs are among the factors that may delay the





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start of manufacturing and shipments of orders. Shipments that we anticipate in one quarter may occur in another quarter, affecting both quarters results. Weather conditions, such as unseasonably warm, cold, or wet weather, can also affect and sometimes delay projects. Political and economic events can also affect our revenues. When sales do not meet our expectations, our operating results will be reduced for the relevant quarters.

Our principal markets are in the laboratory building construction industry. This industry is subject to significant volatility due to various factors, none of which is within our control. Declines in construction activity or demand for our products could materially and adversely affect our business and financial condition.

### **We depend on key management and technical personnel, the loss of whom could harm our business.**

We depend on certain key management and technical personnel. The loss of one or more key employees may materially and adversely affect us. Our success also depends on our ability to attract and retain additional highly qualified technical, marketing, and management personnel necessary for the maintenance and expansion of our activities. We might not be able to attract or retain such personnel.

### **Our stock price is likely to be volatile and could drop.**

The trading price of our Common Stock could be subject to wide fluctuations in response to quarter-to-quarter variation in operating results, announcement of technological innovations or new products by us or our competitors, general conditions in the construction and construction materials industries, relatively low trading volume in our common stock and other events or factors. In addition, in recent years, the stock market has experienced extreme price fluctuations. This volatility has had a substantial effect on the market prices of securities issued by many companies for reasons unrelated to the operating performance of those companies. Securities market fluctuations may adversely affect the market price of our common stock.

### **We are subject to a number of significant risks that might cause our actual results to vary materially from our forecasts, targets, or projections, including:**

Failing to anticipate the need for, appropriately invest in and effectively manage the human, information technology and logistical resources necessary to support our business, including managing the costs associated with such resources;

Failing to generate sufficient future positive operating cash flows and, if necessary, secure adequate external financing to fund our growth; and

Interruptions in service by common carriers that ship goods within our distribution channels.

## **Item 2. Properties**

We own and operate three adjacent manufacturing facilities in Statesville, North Carolina. These facilities also house our corporate offices, as well as sales and marketing, administration, engineering and drafting personnel. These facilities together comprise approximately 413,000 square feet and are located on approximately 20 acres of land. In addition, at April 30, 2013, we leased our primary distribution facility and other warehouse facilities totaling 220,000 square feet in Statesville, North Carolina. In Bangalore, India we also lease and operate a manufacturing facility comprising 55,000 square feet, a warehouse facility comprising 11,000 square feet and a facility comprising 7,000 square feet that houses sales and administrative offices. The Company's real property and equipment located in Statesville, North Carolina are pledged as collateral for the Company's term loan that is scheduled to mature on August 1, 2017. We believe our facilities are suitable for their respective uses and are adequate for our current needs.

## **Item 3. Legal Proceedings**

From time to time, we are involved in disputes and litigation relating to claims arising out of our operations in the ordinary course of business. Further, we are periodically subject to government audits and inspections. We believe that any such matters presently pending will not, individually or in the aggregate, have a material adverse effect on our results of operations or financial condition.

**Item 4. Mine Safety Disclosures**

Not Applicable.

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## PART II

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is traded on the NASDAQ Global Market, under the symbol KEQU. The following table sets forth the quarterly high and low prices reported on the NASDAQ Global Market for our stock over the last two fiscal years.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2013</b>				
High	\$ 13.45	\$ 13.40	\$ 12.96	\$ 13.18
Low	\$ 7.90	\$ 11.03	\$ 11.00	\$ 12.27
Close	\$ 11.85	\$ 11.25	\$ 12.37	\$ 13.05
<b>2012</b>				
High	\$ 11.10	\$ 10.20	\$ 9.87	\$ 9.67
Low	\$ 9.56	\$ 8.01	\$ 7.90	\$ 8.00
Close	\$ 9.90	\$ 9.62	\$ 9.35	\$ 8.59

As of July 15, 2013, we estimate there were approximately 1,000 stockholders of our common shares, of which 180 were stockholders of record. We paid cash dividends per share of \$0.40 for fiscal years 2013, 2012 and 2011, respectively. We expect to pay dividends in the future in line with our actual and anticipated future operating results.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

See Item 12 in this Form 10-K for a discussion of securities authorized for issuance under our equity compensation plans.

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The following tables set forth selected historical consolidated financial and other data for the periods indicated. The consolidated financial data should be read in conjunction with Item 8, Financial Statements and Supplementary Data, and with Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

\$ and shares in thousands, except per share amounts	Years Ended April 30				
	2013	2012	2011	2010	2009
<b>OPERATING STATEMENT DATA:</b>					
Net sales	\$ 117,121	\$ 102,847	\$ 100,003	\$ 99,093	\$ 103,978
Costs of products sold	94,863	83,691	80,719	77,690	82,605
Gross profit	22,258	19,156	19,284	21,403	21,373
Operating expenses	16,981	16,443	16,127	15,576	14,289
Operating earnings	5,277	2,713	3,157	5,827	7,084
Other income (expense)	306	271	4	1	(28)
Interest expense	(362)	(445)	(199)	(157)	(280)
Earnings before income taxes	5,221	2,539	2,962	5,671	6,776
Income tax expense	1,540	739	864	1,921	2,264
Net earnings	3,681	1,800	2,098	3,750	4,512
Less: net earnings attributable to noncontrolling interest	637	769	248	178	265
Net earnings attributable to Kewaunee Scientific Corporation	\$ 3,044	\$ 1,031	\$ 1,850	\$ 3,572	\$ 4,247
Weighted average shares outstanding:					
Basic	2,587	2,579	2,575	2,564	2,555
Diluted	2,600	2,580	2,585	2,575	2,561
<b>PER SHARE DATA:</b>					
Net earnings attributable to Kewaunee Scientific Corporation					
Basic	\$ 1.18	\$ 0.40	\$ 0.72	\$ 1.39	\$ 1.66
Diluted	1.17	0.40	0.72	1.39	1.66
Cash dividends	0.40	0.40	0.40	0.38	0.32
Year-end book value	12.22	11.44	12.21	11.83	10.54
<b>BALANCE SHEET DATA:</b>					
<b>As of April 30</b>					
\$ in thousands	2013	2012	2011	2010	2009
Current assets	\$ 47,230	\$ 42,823	\$ 42,379	\$ 38,582	\$ 37,545
Current liabilities	22,115	19,465	20,264	18,497	18,663
Net working capital	25,115	23,358	22,115	20,085	18,882
Net property, plant and equipment	15,098	15,346	16,575	13,815	11,369
Total assets	68,742	63,361	63,058	56,621	52,529
Total borrowings/long-term debt	10,464	10,519	10,574	5,073	6,141
Kewaunee Scientific Corporation Stockholders' equity	31,676	29,511	31,491	30,433	26,953
<b>OTHER DATA:</b>					
Capital expenditures	\$ 2,405	\$ 1,435	\$ 5,247	\$ 4,239	\$ 1,500
Year-end stockholders of record	180	198	206	208	212

Year-end employees (domestic)	<b>456</b>	440	475	462	466
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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this document constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Reform Act). Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could significantly impact results or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to, economic, competitive, governmental and technological factors affecting our operations, markets, products, services and prices. The cautionary statements made pursuant to the Reform Act herein and elsewhere by us should not be construed as exhaustive. We cannot always predict what factors would cause actual results to differ materially from those indicated by the forward-looking statements. In addition, readers are urged to consider statements that include the terms believes, belief, expects, plans, objectives, anticipates, intends, or the like to be and forward-looking. Over time, our actual results, performance, or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and harmful to our stockholders' interest. Many important factors that could cause such a difference are described under the caption Risk Factors, in Item 1A of this Annual Report, which you should review carefully.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**INTRODUCTION**

Kewaunee Scientific Corporation is a recognized leader in the design, manufacture and installation of laboratory, healthcare and technical furniture. The Company's corporate headquarters are located in Statesville, North Carolina. The Company's manufacturing facilities are located in Statesville and Bangalore, India. The Company has subsidiaries in Singapore and Bangalore that serve the Asian and Middle East markets. Kewaunee Scientific's website is located at [www.kewaunee.com](http://www.kewaunee.com).

Our products are primarily sold through purchase orders and contracts submitted by customers through our dealers and commissioned agents, a national distributor, and through competitive bids submitted by us and our subsidiaries. Products are sold principally to pharmaceutical, biotechnology, industrial, chemical and commercial research laboratories, educational institutions, healthcare institutions, governmental entities, manufacturing facilities and users of networking furniture. We consider the markets in which we compete to be highly competitive, with a significant amount of the business involving competitive public bidding.

It is common in the laboratory and healthcare furniture industries for customer orders to require delivery at extended future dates, as products are frequently to be installed in buildings yet to be constructed. Changes or delays in building construction may cause delays in delivery of the orders and our recognition of the sale. Since prices are normally quoted on a firm basis in the industry, we bear the burden of possible increases in labor and material costs between quotation of an order and delivery of the product. The impact of such possible increases is considered when determining the sales price. The principal raw materials and products manufactured by others used in our products are cold-rolled carbon and stainless steel, hardwood lumbers and plywood, paint, chemicals, resins, hardware, plumbing and electrical fittings. Such materials and products are purchased from multiple suppliers and are typically readily available.

**CRITICAL ACCOUNTING POLICIES**

In the ordinary course of business, we have made a number of estimates and assumptions relating to the reporting of results of operations and financial position in the preparation of our consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. Actual results could differ significantly from those estimates. We believe that the following discussion addresses our most critical accounting policies, which are those that are most important to the portrayal of our financial condition and results of operations, and require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

**Revenue Recognition**

A portion of our product sales result from fixed-price construction contracts. In these instances, we are usually in the role of a subcontractor, but in some cases may enter into a contract directly with the end-user of the products. Our contract arrangements

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normally do not contain a general right of return relative to the delivered items. Product sales resulting from fixed-price construction contracts are generated from multiple-element arrangements that require separate units of accounting and estimates regarding the fair value of individual elements. The Company has determined that its multiple-element arrangements that qualify as separate units of accounting are (1) product sales and (2) installation services. There is objective and reliable evidence of fair value for both the product sales and installation services, and allocation of arrangement consideration for each of these units is based on their relative fair values. Each of these elements represents individual units of accounting, as the delivered item has value to a customer on a stand-alone basis. The Company's products are regularly sold on a stand-alone basis to customers which provides vendor-specific objective evidence of fair value. The fair value of installation services is separately calculated using expected costs of installation services. Many times the value of installation services is calculated using price quotations from subcontractors to the Company, who perform installation services on a stand-alone basis. Assuming all other criteria for revenue recognition have been met, we recognize revenue for product sales at the date of shipment. Product sales resulting from purchase orders involve a purchase order received by us from our dealers or our stocking distributor. This category includes product sales for standard products, as well as products which require some customization. These sales are recognized under the terms of the purchase order which generally are freight on board ( FOB ) shipping point and do not include rights of return. Accordingly, these sales are recognized at the time of shipment.

**Allowance for Doubtful Accounts**

Evaluation of the allowance for doubtful accounts involves management judgments and estimates. We evaluate the collectability of our trade accounts receivable based on a number of factors. In circumstances where management is aware of a customer's inability to meet its financial obligations to us, or a project dispute makes it unlikely that all of the receivable owed by a customer will be collected, a specific reserve for bad debts is estimated and recorded to reduce the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, a general reserve for bad debts is estimated and recorded based on our recent past loss history and an overall assessment of past due trade accounts receivable amounts outstanding.

**Inventories**

The majority of inventories are valued at the lower of cost or market under the last-in, first-out ( LIFO ) method. The LIFO method allocates the most recent costs to cost of products sold, and, therefore, recognizes into operating results fluctuations in raw materials and other inventory costs more quickly than other methods. Inventories at our international subsidiaries are measured on the first-in, first-out ( FIFO ) method.

**Pension Benefits**

We sponsor pension plans covering all employees who met eligibility requirements as of April 30, 2005. In February 2005, our pension plans were amended as of April 30, 2005. No further benefits have been, or will be, earned under the plans subsequent to the amendment date, and no additional participants have been, or will be, added to the plans. Several statistical and other factors, which attempt to anticipate future events, are used in calculating the expense and liability related to the pension plans. These factors include assumptions about the discount rate used to calculate and determine benefit obligations and expected return on plan assets within certain guidelines. The actuarial assumptions used by us may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates, or longer or shorter life spans of participants. These differences may significantly affect the amount of pension income or expense recorded by us in future periods.

**RESULTS OF OPERATIONS**

Sales for fiscal year 2013 were \$117.1 million, an increase of 13.9% from fiscal year 2012 sales of \$102.8 million. Domestic Operations sales for fiscal year 2013 were \$93.5 million, an increase of 11.4% from fiscal year 2012 sales of \$84.0 million. International Operations sales for fiscal year 2013 were \$23.6 million, an increase of 25% from fiscal year 2012 sales of \$18.9 million. The increase in Domestic Operations sales was due to increased activity for mid-sized projects and several large direct projects. The increase in International Operations sales was due to the shipment of several large international orders. Sales for fiscal year 2012 were \$102.8 million, an increase of 3% from fiscal year 2011 sales of \$100.0 million. Domestic Operations sales for fiscal year 2012 were \$84.0 million, comparable to fiscal year 2011 sales of \$84.1 million. International Operations sales for fiscal year 2012 were \$18.9 million, an increase of 19% from fiscal year 2011 sales of \$15.9 million. The increase in International Operations sales reflected increased sales opportunities as the international marketplace continued to recover.



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Our order backlog was \$80.2 million at April 30, 2013, as compared to \$86.2 million at April 30, 2012 and \$65.7 million at April 30, 2011.

Gross profit represented 19.0%, 18.6% and 19.3% of sales in fiscal years 2013, 2012 and 2011, respectively. The increase in gross profit margin for fiscal year 2013 was primarily due to cost savings initiatives and a more favorable product mix. The decrease in gross profit margin for fiscal year 2012 was primarily due to increased competitive pricing in the marketplace and higher costs for steel and epoxy resin raw materials.

Operating expenses were \$17.0 million, \$16.4 million and \$16.1 million in fiscal years 2013, 2012 and 2011, respectively, and 14.5%, 16.0% and 16.1% of sales, respectively. The increase in fiscal year 2013 as compared to fiscal year 2012 resulted primarily from higher pension expense of \$442,000 and \$519,000 in expense related to compensation earned under performance incentive plans. These increases were partially offset by decreases in bad debt expenses of \$180,000 and sales and marketing expenses of \$317,000. The increase in operating expenses in fiscal year 2012 as compared to fiscal year 2011 resulted primarily from an increase in operating expenses of \$378,000 attributable to the growth in International Operations and an increase in depreciation expense of \$147,000. These increases were partially offset by a decrease of \$148,000 in pension expense and a decrease of \$100,000 in sales and marketing expenses.

Other income was \$306,000, \$271,000 and \$4,000 in fiscal years 2013, 2012 and 2011, respectively. The increase in other income in fiscal year 2013 was primarily due to an increase in interest income earned on cash on hand of the international subsidiaries. The increase in other income in fiscal year 2012 was primarily due to a property insurance settlement in the amount of \$156,000 and an increase in interest income.

Interest expense was \$362,000, \$445,000 and \$199,000 in fiscal years 2013, 2012 and 2011, respectively. The decrease in interest expense for fiscal year 2013 was primarily due to lower levels of bank borrowings and the increase in fiscal year 2012 was due to higher levels of borrowings.

Income tax expense was \$1,540,000, \$739,000 and \$864,000 in fiscal years 2013, 2012 and 2011, respectively, or 29.5%, 29.1% and 29.2% of pretax earnings, respectively. The effective tax rate for each of these years is lower than the statutory rate due to the favorable impact of tax rates for the Company's international subsidiaries and the impact of state and federal tax credits.

Net earnings attributable to the noncontrolling interest related to our two subsidiaries that are not 100% owned by the Company were \$637,000, \$769,000 and \$248,000, for fiscal years 2013, 2012 and 2011, respectively. The changes from year-to-year in the net earnings attributable to the noncontrolling interest were directly attributable to changes in the levels of net income of the subsidiaries.

Net earnings in fiscal year 2013 were \$3,044,000, or \$1.17 per diluted share. Net earnings in fiscal year 2012 were \$1,031,000, or \$0.40 per diluted share, and net earnings in fiscal year 2011 were \$1,850,000, or \$0.72 per diluted share.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our principal sources of liquidity have historically been funds generated from operating activities, supplemented as needed by borrowings under our revolving credit facility. Additionally, certain machinery and equipment are financed by non-cancelable operating leases. We believe that these sources of funds will be sufficient to support ongoing business requirements, including capital expenditures, through fiscal year 2014.

At April 30, 2013, we had advances of \$6.7 million and standby letters of credit aggregating \$2.1 million outstanding under our unsecured \$15 million revolving credit facility. The credit facility matures on July 31, 2014. See Note 3 and Note 10 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report for additional information concerning our credit facility. We did not have any off balance sheet arrangements at April 30, 2013.

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The following table summarizes the cash payment obligations for our lease arrangements and long-term loan as of April 30, 2013:

## PAYMENTS DUE BY PERIOD

(\$ in thousands)

Contractual Obligations	Total	1 Year	2-3 Years	4-5 Years	After 5 years
Operating Leases	\$ 7,284	\$ 1,832	\$ 2,969	\$ 1,913	\$ 570
Long-term Loan	3,467	200	400	400	2,467
<b>Total Contractual Cash Obligations</b>	<b>\$ 10,751</b>	<b>\$ 2,032</b>	<b>\$ 3,369</b>	<b>\$ 2,313</b>	<b>\$ 3,037</b>

Operating activities provided cash of \$3.8 million in fiscal year 2013, primarily from earnings and an increase in accounts payable and other accrued expenses, partially offset by increases in accounts receivable and inventory. Operating activities provided cash of \$6.9 million in fiscal year 2012, primarily from operating earnings and a decrease in accounts receivable, partially offset by an increase in the provision for deferred income taxes and an increase in inventory. Operating activities provided cash of \$1.3 million in fiscal year 2011, primarily from operating earnings, partially offset by increases in accounts receivable and inventory.

The majority of the April 30, 2013 accounts receivable balances are expected to be collected during the first quarter of fiscal year 2014, with the exception of retention amounts on fixed-price contracts which are collected when the entire construction project is completed and all retention funds are paid by the owner.

As discussed above, no further benefits have been, or will be, earned under our pension plans after April 30, 2005, and no additional participants have been, or will be, added to the plans. We expect to make contributions of approximately \$370,000 to the plans in fiscal year 2014. We made contributions of \$1,000,000 and \$402,000 to the plans in fiscal years 2013 and 2012, respectively.

Capital expenditures were \$2.4 million, \$1.4 million and \$5.2 million in fiscal years 2013, 2012 and 2011, respectively. Capital expenditures in fiscal year 2013 were funded primarily from operations. The increase in capital expenditures in fiscal year 2011 was primarily attributable to the completion of the expansion and remodeling of our Statesville facilities. Capital expenditures in fiscal year 2011 were primarily funded by long-term bank financing. Fiscal year 2014 capital expenditures are anticipated to be approximately \$3.0 million, with the majority of these expenditures for manufacturing equipment. The fiscal year 2014 expenditures are expected to be funded primarily by operating activities, supplemented as needed by borrowings under our revolving credit facility.

Working capital was \$25.1 million at April 30, 2013, up from \$23.4 million at April 30, 2012, and the ratio of current assets to current liabilities was 2.1-to-1.0 at April 30, 2013 and 2.2-to-1.0 at April 30, 2012. The increase in working capital for fiscal year 2013 was primarily due to cash provided by operating activities.

We paid cash dividends of \$0.40 per share in fiscal years 2013, 2012 and 2011. We expect to pay dividends in the future in line with our actual and anticipated future operating results.

**RECENT ACCOUNTING STANDARDS**

**New Accounting Standards** In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income. This update requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in either a single continuous statement or two separate but consecutive statements. This guidance does not change the items that must be reported in other comprehensive income. Subsequently, in December 2011, the FASB issued ASU 2011-12 which deferred some aspects of the June guidance that relate to the presentation of reclassification adjustments. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this standard effective May 1, 2012. The adoption of this standard did not have a significant impact on the Company's consolidated financial position or results of operations.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This guidance adds new disclosure requirements for items reclassified out of accumulated other comprehensive

income ( AOCI ), including changes in AOCI balances by component and significant items reclassified out of AOCI. This guidance does not amend any existing requirements for reporting net income or AOCI in the

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financial statements. The Company will adopt this standard in fiscal year 2014. The Company does not expect the adoption of this standard to have a significant impact on the Company's consolidated financial position or results of operations.

In March 2013, the FASB issued ASU 2013-05 Foreign Currency Matters (Topic 830) Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. This guidance issued amendments to address the accounting for the cumulative translation adjustment when a parent entity sells or transfers either a subsidiary or group of assets within a foreign entity. The Company will adopt this standard in fiscal year 2015. The Company does not expect the adoption of this standard to have a significant impact on the Company's consolidated financial position or results of operations.

**OUTLOOK**

Our ability to predict future demand for our products continues to be limited given our role as subcontractor or supplier to dealers for subcontractors. Demand for our products is also dependent upon the number of laboratory construction projects planned and/or current progress in projects already under construction. Our earnings are also impacted by increased costs of raw materials, including stainless steel, wood, and epoxy resin, and whether we are able to increase product prices to customers in amounts that correspond to such increases without materially and adversely affecting sales. Additionally, since prices are normally quoted on a firm basis in the industry, we bear the burden of possible increases in labor and material costs between the quotation of an order and delivery of a product. We are also unable to predict the timing and strength of the global economic recovery and its short-term and long-term impact on our operations and the markets in which we compete.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk in the area of interest rates. This exposure is associated with advances outstanding under our bank line of credit and certain lease obligations for production machinery, all of which are priced on a floating rate basis. Advances outstanding under the bank line of credit were \$6.7 million at April 30, 2013. In June 2010, we entered into an interest rate swap agreement whereby the interest rate payable on the outstanding principal balance of our \$4 million term loan was effectively converted to a fixed rate of 4.875%. In July 2009, we entered into an interest rate swap agreement whereby the interest rate payable on \$2 million of outstanding advances under the revolving credit facility effectively converted to a fixed interest rate of 3.9% for the period beginning August 3, 2009 and ending August 1, 2012. We entered into these interest rate swaps to mitigate future interest rate risk associated with borrowings under the credit facility. We believe that our exposure to market risk is not material.

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

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**REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

**TO THE STOCKHOLDERS AND BOARD OF DIRECTORS**

**OF KEWAUNEE SCIENTIFIC CORPORATION**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, 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.

Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, Management concluded the Company maintained effective internal control over financial reporting as of April 30, 2013.

/s/ David M. Rausch  
President and Chief Executive Officer

/s/ D. Michael Parker  
Senior Vice President, Finance  
Chief Financial Officer  
July 18, 2013

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS**

**OF KEWAUNEE SCIENTIFIC CORPORATION**

**STATESVILLE, NORTH CAROLINA**

We have audited the accompanying consolidated balance sheets of Kewaunee Scientific Corporation and subsidiaries (the Company) as of April 30, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended April 30, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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. An audit 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, and 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 consolidated financial position of the Company as of April 30, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended April 30, 2013, in conformity with accounting principles generally accepted in the United States of America.

We were not engaged to examine management's assertion about the effectiveness of the Company's internal control over financial reporting as of April 30, 2013 included in the accompanying Report of Management on Internal Control over Financial Reporting, and, accordingly, we do not express an opinion thereon.

/s/ CHERRY BEKAERT LLP  
Charlotte, North Carolina  
July 18, 2013

**Table of Contents****CONSOLIDATED STATEMENTS OF OPERATIONS**

<b>Years Ended April 30</b>	<b>Kewaunee Scientific Corporation</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<i>\$ and shares in thousands, except per share amounts</i>			
Net sales	\$ 117,121	\$ 102,847	\$ 100,003
Costs of products sold	94,863	83,691	80,719
Gross profit	22,258	19,156	19,284
Operating expenses	16,981	16,443	16,127
Operating earnings	5,277	2,713	3,157
Other income (expense)	306	271	4
Interest expense	(362)	(445)	(199)
Earnings before income taxes	5,221	2,539	2,962
Income tax expense	1,540	739	864
Net earnings	3,681	1,800	2,098
Less: net earnings attributable to the noncontrolling interest	637	769	248
Net earnings attributable to Kewaunee Scientific Corporation	\$ 3,044	\$ 1,031	\$ 1,850
Net earnings per share attributable to Kewaunee Scientific Corporation stockholders			
Basic	\$ 1.18	\$ 0.40	\$ 0.72
Diluted	\$ 1.17	\$ 0.40	\$ 0.72
Weighted average number of Common shares outstanding			
Basic	2,587	2,579	2,575
Diluted	2,600	2,580	2,585

*The accompanying Notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

<b>Years Ended April 30</b>	<b>Kewaunee Scientific Corporation</b>		
<b>\$ in thousands</b>	<b>2013</b>	2012	2011
Net earnings	<b>\$ 3,681</b>	\$ 1,800	\$ 2,098
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	<b>84</b>	(466)	21
Change in unrecognized actuarial loss on pension obligations	<b>(256)</b>	(1,682)	54
Change in fair value of cash flow hedge	<b>21</b>	(98)	(107)
Comprehensive income (loss), net of tax	<b>3,530</b>	(446)	2,066
Less comprehensive income (loss) attributable to the noncontrolling interest	<b>(637)</b>	(769)	(248)
<b>Total comprehensive income (loss) attributable to Kewaunee Scientific Corporation</b>	<b>\$ 2,893</b>	\$ (1,215)	\$ 1,818

*The accompanying Notes are an integral part of these Consolidated Financial Statements.*



**Table of Contents****CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY****Kewaunee Scientific Corporation**

<i>\$ in thousands, except per share amounts</i>	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at April 30, 2010	\$ 6,550	\$ 855	\$ (472)	\$ 28,398	\$ (4,898)	\$ 30,433
Net earnings				1,850		1,850
Other comprehensive income (loss)					(32)	(32)
Cash dividends declared, \$.40 per share				(1,030)		(1,030)
Stock options exercised, 13,850 shares		11	140			151
Stock options granted, 136,400 shares		225				225
Purchase of treasury stock, 8,323 shares			(106)			(106)
Balance at April 30, 2011	6,550	1,091	(438)	29,218	(4,930)	31,491
Net earnings				1,031		1,031
Other comprehensive income (loss)					(2,246)	(2,246)
Cash dividends declared, \$.40 per share				(1,031)		(1,031)
Stock options exercised, 14,500 shares		(11)	152			141
Stock options granted, 55,000 shares		261				261
Purchase of treasury stock, 13,306 shares			(136)			(136)
Balance at April 30, 2012	6,550	1,341	(422)	29,218	(7,176)	29,511
Net earnings				3,044		3,044
Other comprehensive income (loss)					(151)	(151)
Cash dividends declared, \$.40 per share				(1,071)		(1,071)
Stock options exercised, 26,750 shares		(1)	286			285
Stock options granted, 40,000 shares		227				227
Purchase of treasury stock, 13,752 shares			(169)			(169)
Balance at April 30, 2013	\$ 6,550	\$ 1,567	\$ (305)	\$ 31,191	\$ (7,327)	\$ 31,676

*The accompanying Notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****CONSOLIDATED BALANCE SHEETS****Years Ended April 30****Kewaunee Scientific Corporation***\$ and shares in thousands, except per share amounts*

	2013	2012
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 5,811	\$ 6,188
Restricted cash	691	704
Receivables, less allowance: \$194 (2013); \$311 (2012)	25,884	22,469
Inventories	13,203	11,760
Deferred income taxes	654	713
Prepaid expenses and other current assets	987	989
<b>Total Current Assets</b>	<b>47,230</b>	<b>42,823</b>
<b>Property, Plant and Equipment, Net</b>	<b>15,098</b>	<b>15,346</b>
<b>Other Assets</b>		
Deferred income taxes	2,241	1,656
Other	4,173	3,536
<b>Total Other Assets</b>	<b>6,414</b>	<b>5,192</b>
<b>Total Assets</b>	<b>\$ 68,742</b>	<b>\$ 63,361</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>Current Liabilities</b>		
Short-term borrowings and interest rate swap	\$ 6,997	\$ 6,816
Current obligations under capital leases		36
Current portion of long-term debt	200	200
Accounts payable	10,406	8,848
Employee compensation and amounts withheld	2,076	1,304
Deferred revenue	488	587
Other accrued expenses	1,948	1,674
<b>Total Current Liabilities</b>	<b>22,115</b>	<b>19,465</b>
Long-term debt	3,267	3,467
Accrued pension and deferred compensation costs	9,667	8,771
<b>Total Liabilities</b>	<b>35,049</b>	<b>31,703</b>
<b>Commitments and Contingencies (Note 7)</b>		
<b>Stockholders Equity</b>		
Common stock, \$2.50 par value, Authorized - 5,000 shares; Issued - 2,620 shares; Outstanding - 2,592 shares (2013); 2,579 shares (2012)	6,550	6,550
Additional paid-in-capital	1,567	1,341
Retained earnings	31,191	29,218
Accumulated other comprehensive loss	(7,327)	(7,176)
Common stock in treasury, at cost: 27 shares (2013); 40 shares (2012)	(305)	(422)
<b>Total Kewaunee Scientific Corporation Stockholders Equity</b>	<b>31,676</b>	<b>29,511</b>
Noncontrolling Interest	2,017	2,147

<b>Total Equity</b>	<b>33,693</b>	31,658
<b>Total Liabilities and Stockholders Equity</b>	<b>\$ 68,742</b>	\$ 63,361

*The accompanying Notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS****Years Ended April 30****Kewaunee Scientific Corporation***\$ in thousands*

	2013	2012	2011
<b>Cash Flows from Operating Activities</b>			
Net earnings	\$ 3,681	\$ 1,800	\$ 2,098
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	2,653	2,664	2,487
Bad debt provision	34	214	60
Non-cash stock option expense	239	261	225
Provision for deferred income tax expense (benefit)	(526)	(1,539)	223
(Increase) decrease in receivables	(2,674)	4,663	(1,237)
Increase in inventories	(1,443)	(1,294)	(2,116)
Increase (decrease) in accounts payable and other accrued expenses	2,604	(459)	(672)
(Decrease) increase in deferred revenue	(874)	(521)	522
Other, net	133	1,134	(319)
Net cash provided by operating activities	3,827	6,923	1,271
<b>Cash Flows from Investing Activities</b>			
Capital expenditures	(2,405)	(1,435)	(5,247)
Decrease (increase) in restricted cash	13	(151)	(9)
Net cash used in investing activities	(2,392)	(1,586)	(5,256)
<b>Cash Flows from Financing Activities</b>			
Dividends paid	(1,035)	(1,031)	(1,030)
Dividends paid to noncontrolling interest in subsidiaries	(744)		
Net increase in short-term borrowings	181	228	1,716
Proceeds from long-term debt			4,000
Payments on capital leases	(36)	(83)	(82)
Payments on long-term debt	(200)	(200)	(133)
Net proceeds from exercise of stock options (including tax benefit)	116		34
Net cash (used in) provided by financing activities	(1,718)	(1,086)	4,505
Effect of exchange rate changes on cash, net	(94)	(465)	160
<b>(Decrease) increase in Cash and Cash Equivalents</b>	<b>(377)</b>	<b>3,786</b>	<b>680</b>
<b>Cash and Cash Equivalents at Beginning of Year</b>	<b>6,188</b>	<b>2,402</b>	<b>1,722</b>
<b>Cash and Cash Equivalents at End of Year</b>	<b>\$ 5,811</b>	<b>\$ 6,188</b>	<b>\$ 2,402</b>
<b>Supplemental Disclosure of Cash Flow Information</b>			
Interest paid	\$ 374	\$ 444	\$ 174
Income taxes paid	\$ 1,722	\$ 418	\$ 1,474

*The accompanying Notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Note 1 Summary of Significant Accounting Policies**

Kewaunee Scientific Corporation (the Company) designs, manufactures, and installs laboratory, healthcare, and technical furniture products. Laboratory furniture products include both steel and wood cabinetry, fume hoods, adaptable modular systems, moveable workstations, biological safety cabinets, and epoxy resin counters and sinks. Healthcare furniture products include laminate casework, storage systems, and related products for healthcare applications. Technical furniture products include column systems, slotted-post systems, pedestal systems, and stand-alone benches. The Company's sales are made through purchase orders and contracts submitted by customers, dealers and agents, a national stocking distributor, competitive bids submitted by the Company and its subsidiaries located in Singapore and Bangalore, India. The majority of the Company's products are sold to customers located in North America, primarily within the United States. The Company's laboratory products are used in chemistry, physics, biology and other general science laboratories in the pharmaceutical, biotechnology, industrial, chemical, commercial, educational, government and health care markets. Technical products are used in facilities manufacturing computers and light electronics and by users of computer and networking furniture. Laminate casework is used in educational, healthcare and industrial applications.

**Principles of Consolidation** The Company's consolidated financial statements include the accounts of Kewaunee Scientific Corporation and its four international subsidiaries. A brief description of each subsidiary, along with the amount of the Company's controlling financial interests, is as follows: (1) Kewaunee Labway Asia Pte. Ltd., a dealer for the Company's products in Singapore, is 51% owned by the Company; (2) Kewaunee Labway India Pvt. Ltd., a dealer for the Company's products in Bangalore, India, is 90% owned by Kewaunee Labway Asia, Pte. Ltd.; (3) Kewaunee Scientific Corporation India Pvt. Ltd. in Bangalore, India, a manufacturing and assembly operation, is 100% owned by the Company, and (4) Kewaunee Scientific Corporation Singapore Pte. Ltd., a holding company in Singapore, is 100% owned by the Company. All intercompany balances, transactions, and profits have been eliminated. Included in the consolidated financial statements are net assets of \$11,189,000 and \$9,648,000 at April 30, 2013 and 2012, respectively, of the Company's subsidiaries. Net sales by the Company's subsidiaries in the amount of \$23,602,000, \$18,876,000 and \$15,882,000 were included in the consolidated statements of operations for fiscal years 2013, 2012 and 2011, respectively. On June 24, 2013, the Company entered into an agreement to purchase the minority shareholders' interest in Kewaunee Labway Asia Pte. Ltd. See Note 10 Subsequent Event for additional information.

**Cash and Cash Equivalents** Cash and cash equivalents consist of cash on hand and highly liquid investments with original maturities of three months or less. During the years ended April 30, 2013 and 2012, the Company had cash deposits in excess of FDIC insured limits. The Company has not experienced any losses from such deposits.

**Restricted Cash** Restricted cash includes bank deposits of a subsidiary used for performance guarantees against customer orders.

**Allowance for Doubtful Accounts** The Company evaluates the collectability of its trade accounts receivable based on a number of factors. In circumstances where management is aware of a customer's inability to meet its financial obligations to the Company, or a project dispute makes it unlikely that all of the receivable owed by a customer will be collected, a specific reserve for bad debts is estimated and recorded to reduce the recognized receivable to the estimated amount the Company believes will ultimately be collected. In addition to specific customer identification of potential bad debts, a general reserve for bad debts is estimated and recorded based on the customer's recent past loss history and an overall assessment of past due trade accounts receivable amounts outstanding. Accounts are written off when it is clearly established that the receivable is a bad debt. Recoveries of receivables previously written off are recorded when received. The activity in the allowance for doubtful accounts for each of the three years ended April 30 was:

\$ in thousands	2013	2012	2011
Balance at beginning of year	\$ 311	\$ 250	\$ 259
Bad debt provision	34	214	60
Doubtful accounts written off (net)	(151)	(153)	(69)
Balance at end of year	\$ 194	\$ 311	\$ 250

**Inventories** The majority of inventories are valued at the lower of cost or market under the last-in, first-out (LIFO) method. The LIFO method allocates the most recent costs to cost of products sold; and, therefore, recognizes into operating results fluctuations in costs of raw materials more quickly than other methods. Inventories at our international subsidiaries are measured on the first-in, first-out (FIFO) method.



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**Property, Plant and Equipment** Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is determined for financial reporting purposes principally on the straight-line method over the estimated useful lives of the individual assets or, for leaseholds, over the terms of the related leases, if shorter. Property, plant and equipment consisted of the following at April 30:

\$ in thousands	2013	2012	Useful Life
Land	\$ 41	\$ 41	N/A
Building and improvements	14,921	14,626	10-40 years
Machinery and equipment	30,147	28,889	5-10 years
Total	45,109	43,556	
Less accumulated depreciation	(30,011)	(28,210)	
Net property, plant and equipment	\$ 15,098	\$ 15,346	

At April 30, 2012, equipment financed under capital leases with a cost of \$307,000 was included in machinery and equipment. Management reviews the carrying value of property, plant and equipment for impairment whenever changes in circumstances or events indicate that such carrying value may not be recoverable. If projected undiscounted cash flows are not sufficient to recover the carrying value of the potentially impaired asset, the carrying value is reduced to estimated fair value. There were no impairments in fiscal years 2013, 2012 and 2011.

**Other Assets** Other assets at April 30, 2013 and 2012 included \$4,077,000 and \$3,454,000, respectively, of assets held in a trust account for non-qualified benefit plans and \$96,000 and \$83,000, respectively, of cash surrender values of life insurance policies. Life insurance policies are recorded at the amount that could be realized under the insurance contract as of the date of the Company's consolidated balance sheet with the change in cash surrender or contract value being recorded as income or expense during each period.

**Use of Estimates** The presentation of consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates. Significant estimates impacting the accompanying consolidated financial statements include the allowance for uncollectible accounts receivable, inventory valuation, and pension liabilities.

**Fair Value of Financial Instruments** A financial instrument is defined as cash equivalents, evidence of an ownership interest in an entity, or a contract that creates a contractual obligation or right to deliver or receive cash or another financial instrument from another party. The Company's financial instruments consist primarily of cash and equivalents, mutual funds, cash surrender value of life insurance policies and short-term borrowings. The carrying value of these assets and liabilities approximate their fair value.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also expands disclosures about instruments measured at fair value and establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value as follows:

Level 1	Quoted prices in active markets for identical assets or liabilities as of the reporting date.
Level 2	Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities as of the reporting date.
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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The following tables summarize the Company's fair value hierarchy for its financial assets and liabilities measured at fair value on a recurring and nonrecurring basis as of April 30, 2013 and 2012 (in thousands):

Financial Assets	2013			Total
	Level 1	Level 2	Level 3	
Trading securities held in deferred compensation plan (1)	\$ 4,077	\$	\$	\$ 4,077
Cash surrender value of life insurance policies (1)		96		96
<b>Total</b>	<b>\$ 4,077</b>	<b>\$ 96</b>	<b>\$</b>	<b>\$ 4,173</b>

Financial Liabilities	2013			Total
	Level 1	Level 2	Level 3	
Deferred compensation plans (2)	\$	\$ 4,399	\$	\$ 4,399
Interest rate swap derivative		344		344
<b>Total</b>	<b>\$</b>	<b>\$ 4,743</b>	<b>\$</b>	<b>\$ 4,743</b>

Financial Assets	2012			Total
	Level 1	Level 2	Level 3	
Trading securities held in deferred compensation plan (1)	\$ 3,454	\$	\$	\$ 3,454
Cash surrender value of life insurance policies (1)		83		83
<b>Total</b>	<b>\$ 3,454</b>	<b>\$ 83</b>	<b>\$</b>	<b>\$ 3,537</b>

Financial Liabilities	2012			Total
	Level 1	Level 2	Level 3	
Deferred compensation plans (2)	\$	\$ 3,717	\$	\$ 3,717
Interest rate swap derivative		378		378
<b>Total</b>	<b>\$</b>	<b>\$ 4,095</b>	<b>\$</b>	<b>\$ 4,095</b>

(1) The Company maintains an executive compensation plan which includes investment assets in a rabbi trust. These assets consist of marketable securities, which are valued using quoted market prices multiplied by the number of shares owned, and the cash surrender value of life insurance policies.

(2) The deferred compensation plan liability is equal to the individual participants' account balances under the plan.

**Revenue Recognition** Product sales and installation revenue are recognized when all of the following criteria have been met: (1) products have been shipped, or customers have purchased and accepted title to the goods, but because of construction delays, have requested that the Company temporarily store the finished goods on the customer's behalf; service revenue for installation of products sold is recognized as the installation services are performed, (2) persuasive evidence of an arrangement exists, (3) the price to the customer is fixed, and (4) collectability is reasonably assured.

Deferred revenue consists of customer deposits and advance billings of the Company's products where sales have not yet been recognized. Accounts receivable includes retainage in the amounts of \$2,659,000 and \$2,015,000 at April 30, 2013 and 2012, respectively. Shipping and handling costs are included in cost of sales. Because of the nature and quality of the Company's products, any warranty issues are determined in a relatively short period after the sale and are infrequent in nature, and as such, warranty costs are immaterial to the Company's consolidated financial position and results of operations and are expensed as incurred.

Product sales resulting from fixed-price construction contracts involve a signed contract for a fixed price to provide the Company's laboratory furniture and fume hoods for a construction project. In these instances, the Company is usually in the role of a subcontractor, but in some cases may enter into a contract directly with the end-user of the products. Contract arrangements normally do not contain a general right of return relative to the delivered items. Product sales resulting from fixed-price construction contracts are generated from multiple-element arrangements that require separate units of accounting and estimates regarding the fair value of individual elements. The Company has determined that its



multiple-element arrangements that qualify as separate units of accounting are (1) product sales and (2) installation services. There is objective and reliable evidence of fair value for both the product sales and installation services and allocation of arrangement consideration for each of these units is based on

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their relative fair values. Each of these elements represent individual units of accounting, as the delivered item has value to a customer on a stand-alone basis. The Company's products are regularly sold on a stand-alone basis to customers which provides vendor-specific objective evidence of fair value. The fair value of installation services is separately calculated using expected costs of installation services. Many times the value of installation services is calculated using price quotations from subcontractors to the Company who perform installation services on a stand-alone basis.

Product sales resulting from purchase orders involve a purchase order received by the Company from its dealers or its stocking distributor. This category includes product sales for standard products, as well as products which require some customization. Any customization requirements are approved by the customer prior to manufacture of the customized product. Sales from purchase orders are recognized under the terms of the purchase order which generally are freight on board ( FOB ) shipping point and do not include rights of return. Accordingly, these sales are recognized at the time of shipment.

**Credit Concentration** Credit risk is generally not concentrated with any one customer or industry, although the Company does enter into large contracts with individual customers from time to time. The Company performs credit evaluations of its customers. Revenues from the Company's national stocking distributor, VWR International, LLC, represented approximately 11%, 12% and 14% of the Company's total sales in fiscal years 2013, 2012 and 2011, respectively.

**Income Taxes** In accordance with ASC 740, *Income Taxes*, the Company uses the liability method in measuring the provision for income taxes and recognizing deferred tax assets and liabilities on the balance sheet. ASC 740 clarifies the financial statement recognition threshold and measurement attribute of a tax position taken or expected to be taken in a tax return. Under ASC 740, the Company applies a more-likely-than-not recognition threshold for all tax uncertainties. ASC 740 only allows the recognition of those tax benefits that have a greater than 50% likelihood of being sustained upon examination by the taxing authorities. The Company does not have any significant uncertain tax positions at April 30, 2013 and 2012.

**Research and Development Costs** Research and development costs are charged to expense in the periods incurred. Expenditures for research and development costs were \$872,000, \$941,000 and \$1,181,000 for the fiscal years ended April 30, 2013, 2012 and 2011, respectively.

**Advertising Costs** Advertising costs are expensed as incurred, and include trade shows, training materials, sales samples, and other related expenses. Advertising costs for the years ended April 30, 2013, 2012 and 2011 were \$395,000, \$344,000 and \$398,000, respectively.

**Derivative Financial Instruments** The Company records derivatives on the balance sheet at fair value and establishes criteria for designation and effectiveness of hedging relationships. The nature of the Company's business activities involves the management of various financial and market risks, including those related to changes in interest rates. The Company does not enter into derivative instruments for speculative purposes. In June 2010, the Company entered into an interest rate swap agreement whereby the interest rate payable by the Company on the outstanding balance of the term loan was effectively converted to a fixed rate of 4.875% beginning August 2, 2010. In July 2009, the Company entered into an interest rate swap agreement whereby the interest rate payable by the Company on \$2 million of outstanding advances under the revolving credit facility was effectively converted to a fixed interest rate of 3.9% for the period beginning August 3, 2009 and ending August 1, 2012. The Company entered into these interest rate swap arrangements to mitigate future interest rate risk associated with its loan balances and has designated these as cash flow hedges. (See Note 3.)

**Foreign Currency Translation** The financial statements of subsidiaries located outside the United States are measured using the local currency as the functional currency. Assets and liabilities of the Company's foreign subsidiaries are translated into United States dollars at fiscal year-end exchange rates. Sales, expenses, and cash flows are translated at weighted average exchange rates for each period. Net translation gains or losses are included in other comprehensive income, a separate component of stockholders' equity. The Company does not provide for U.S. income taxes on foreign currency translation adjustments, since it does not provide for taxes on undistributed earnings of foreign subsidiaries. Gains and losses from foreign currency transactions of these subsidiaries are included in net earnings.

**Earnings Per Share** Basic earnings per share is based on the weighted average number of common shares outstanding during the year. Diluted earnings per share reflects the assumed exercise and conversion of outstanding options under the Company's stock option plans, except when options have an antidilutive effect. Accordingly, options to purchase 72,850, 253,050 and 118,900 shares at April 30, 2013, 2012 and 2011, respectively, were not included in earnings per share. These options were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the common shares at that date, and accordingly, such options would have an antidilutive effect.



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The following is a reconciliation of basic to diluted weighted average common shares outstanding:

Shares in thousands	2013	2012	2011
Weighted average common shares outstanding			
Basic	2,587	2,579	2,575
Dilutive effect of stock options	13	1	10
Weighted average common shares outstanding diluted	2,600	2,580	2,585

**Accounting for Stock Options** Compensation costs related to all stock awards granted by the Company are charged against income during their vesting period, under ASC 718, Compensation Stock Compensation, for stock options. The Company granted stock options for 40,000, 55,000 and 136,400 shares during fiscal years 2013, 2012 and 2011, respectively. (See Note 5.)

**Reclassifications** Certain 2012 amounts have been reclassified to conform with the 2013 presentation in the consolidated balance sheets and consolidated statements of cash flows. Such reclassifications had no impact on net earnings.

**New Accounting Standards** In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income. This update requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in either a single continuous statement or two separate but consecutive statements. This guidance does not change the items that must be reported in other comprehensive income. Subsequently, in December 2011, the FASB issued ASU 2011-12 which deferred some aspects of the June guidance that relate to the presentation of reclassification adjustments. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this standard effective May 1, 2012. The adoption of this standard did not have a significant impact on the Company's consolidated financial position or results of operations.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This guidance adds new disclosure requirements for items reclassified out of accumulated other comprehensive income (AOCI), including changes in AOCI balances by component and significant items reclassified out of AOCI. This guidance does not amend any existing requirements for reporting net income or AOCI in the financial statements. The Company will adopt this standard in fiscal year 2014. The Company does not expect the adoption of this standard to have a significant impact on the Company's consolidated financial position or results of operations.

In March 2013, the FASB issued ASU 2013-05 Foreign Currency Matters (Topic 830) Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. This guidance issued amendments to address the accounting for the cumulative translation adjustment when a parent entity sells or transfers either a subsidiary or group of assets within a foreign entity. The Company will adopt this standard in fiscal year 2015. The Company does not expect the adoption of this standard to have a significant impact on the Company's consolidated financial position or results of operations.

**Note 2 Inventories**

Inventories consisted of the following at April 30:

\$ in thousands	2013	2012
Finished goods	\$ 4,052	\$ 3,570
Work-in-process	1,678	1,831
Materials and components	7,473	6,359
Total inventories	\$ 13,203	\$ 11,760

At April 30, 2013 and 2012, the Company's international subsidiaries' inventories were \$2,077,000 and \$1,253,000, respectively, measured using the first-in, first-out (FIFO) method. If all of the Company's inventories had been determined using the FIFO method at April 30, 2013 and 2012,

reported inventories would have been \$1.3 million and \$1.6 million greater, respectively. During fiscal year 2013, the LIFO index was less than 100% due to lower prices paid for certain raw materials. This reduction resulted in a liquidation of LIFO inventory quantities carried at higher costs prevailing in prior years as compared with the cost of purchases in fiscal year 2013, the effect of which decreased the cost of sales by \$273,000. During fiscal year 2012, the LIFO index

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was higher than 100% due to higher prices for certain raw materials. This increase resulted in the addition of LIFO inventory quantities carried at lower costs prevailing in prior years as compared to the cost of purchases in fiscal year 2012, the effect of which increased the cost of sales by \$146,000.

**Note 3 Long-term Debt and Other Credit Arrangements**

At April 30, 2013 the Company had an unsecured revolving credit facility in the amount of \$15 million with an expiration date of July 31, 2014. Monthly interest payments under the facility are payable calculated at the 30-day LIBOR Market Interest Rate plus a variable rate ranging from 1.575% to 2.175%. The borrowing rate at April 30, 2013 was 1.773%, including a variable rate adjustment of 1.575%. The credit facility includes financial covenants with respect to certain ratios, including (a) debt-to-net worth, (b) fixed charge coverage, and (c) asset coverage. At April 30, 2013 and 2012, the Company was in compliance with all of the financial covenants.

At April 30, 2013, there were advances of \$6.7 million outstanding under the revolving credit facility. Additionally, at April 30, 2013, the Company's Asia subsidiaries had standby letters of credit and bank guarantees in the aggregate amount of \$2.1 million outstanding under the credit facility to guarantee performance on certain customer projects. All of the letters of credit and bank guarantees outstanding at April 30, 2013 have expiration dates during fiscal year 2014.

On August 2, 2010, the Company entered into a \$4 million seven-year term loan secured by the Company's real property and equipment located in Statesville, North Carolina. Amounts outstanding under the term loan were as follows as of April 30:

\$ in thousands	2013	2012
Term loan payable	\$ 3,467	\$ 3,667
Less: current portion	(200)	(200)
<b>Long-term debt</b>	<b>\$ 3,267</b>	<b>\$ 3,467</b>

The term loan requires monthly principal payments of \$17,000, plus interest calculated at the 30-day LIBOR Market Index Rate plus 1.575%, with payment of the outstanding principal balance and any unpaid interest at the term loan maturity date. In June 2010, the Company entered into an interest rate swap agreement with a notional amount that is adjusted to match the outstanding principal on the related debt. Accordingly, the interest rate payable by the Company on the term loan was effectively converted to a fixed rate of 4.875% beginning August 2, 2010. Scheduled annual principal payments for the term loan are \$200,000 for fiscal years 2014 through 2017 and \$2,667,000 for fiscal year 2018.

On May 6, 2013, the Company entered into a new credit and security agreement that replaced and repaid the above credit facility and term loan. See Note 10 Subsequent Event for additional information.

**Note 4 Income Taxes**

Income tax expense consisted of the following:

\$ in thousands	2013	2012	2011
<b>Current tax expense (benefit):</b>			
Federal	\$ 941	\$ 247	\$ 300
State and local	184	63	124
Foreign	791	838	185
<b>Total current tax expense</b>	<b>1,916</b>	<b>1,148</b>	<b>609</b>
<b>Deferred tax expense (benefit):</b>			
Federal	(346)	(338)	170
State and local	(24)	(12)	83

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Foreign	(6)	(59)	2
Total deferred tax expense (benefit)	(376)	(409)	255
Net income tax expense	\$ 1,540	\$ 739	\$ 864

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The reasons for the differences between the above net income tax expense and the amounts computed by applying the statutory federal income tax rates to earnings before income taxes are as follows:

<b>\$ in thousands</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Income tax expense at statutory rate	\$ 1,775	\$ 863	\$ 1,007
State and local taxes, net of federal income tax benefit (expense)	128	3	96
Tax credits (state, net of federal benefit)	(118)	(76)	(122)
Effects of differing US and foreign tax rates	(106)	(61)	(155)
(Decrease) increase in valuation allowance	(14)	73	
Other items, net	(125)	(63)	38
<b>Net income tax expense</b>	<b>\$ 1,540</b>	<b>\$ 739</b>	<b>\$ 864</b>

Significant items comprising deferred tax assets and liabilities as of April 30 were as follows:

<b>\$ in thousands</b>	<b>2013</b>	<b>2012</b>
<b>Deferred tax assets:</b>		
Accrued employee benefit expenses	\$ 568	\$ 480
Allowance for doubtful accounts	52	95
Deferred compensation	1,688	1,446
Tax credits	336	375
Unrecognized actuarial loss, defined benefit plans	4,309	4,146
Other	86	93
<b>Total deferred tax assets</b>	<b>7,039</b>	<b>6,635</b>
<b>Deferred tax liabilities:</b>		
Book basis in excess of tax basis of property, plant and equipment	(1,953)	(2,166)
Prepaid pension	(2,260)	(2,180)
Other	128	153
<b>Total deferred tax liabilities</b>	<b>(4,085)</b>	<b>(4,193)</b>
Less: valuation allowance	(59)	(73)
<b>Net deferred tax assets (liabilities)</b>	<b>\$ 2,895</b>	<b>\$ 2,369</b>
<b>Deferred tax assets classified in the balance sheet:</b>		
Current	\$ 654	\$ 713
Long-term	2,241	1,656
<b>Net deferred tax assets (liabilities)</b>	<b>\$ 2,895</b>	<b>\$ 2,369</b>

At April 30, 2013, the Company had federal tax credit carryforwards in the amount of \$50,000 expiring beginning in 2020 and state tax credit carryforwards in the amount of \$286,000, net of federal benefit, expiring beginning in 2014. After a review of the expiration schedule of the tax credits and future taxable income required to utilize such credits before their expiration, a valuation allowance of \$59,000 and \$73,000 was recorded at April 30, 2013 and 2012, respectively.

**Note 5 Stock Options and Share-Based Compensation**



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The stockholders approved the 2010 Stock Option Plan for Directors ( 2010 Plan ) in fiscal year 2011 which allows the Company to grant options on an aggregate of 100,000 shares of the Company s common stock. Under this plan, each eligible director will be granted options to purchase 10,000 shares at the fair market value at the date of grant for a term of five years. These options will be exercisable in four equal installments, one-fourth becoming exercisable on the next August 1 following the date of grant, and one-fourth becoming exercisable on August 1 of each of the next three years. At April 30, 2013, there were 45,000 shares available for future grants under the 2010 Plan.

The stockholders approved the 2008 Key Employee Stock Option Plan ( 2008 Plan ) in fiscal year 2009 which allows the Company to grant options on an aggregate of 300,000 shares of the Company s common stock. This plan replaced the Company s previous stock option plans, but certain unexercised options previously granted under the old plans remain outstanding. Under both

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plans, options were granted at not less than the fair market value at the date of grant and options are exercisable in such installments, for such terms (up to 10 years), and at such times, as the Board of Directors may determine at the time of the grant. At April 30, 2013, there were 80,300 shares available for future grants under the 2008 Plan.

The Company recorded stock-based compensation expense in accordance with ASC 718. In order to determine the fair value of stock options on the date of grant, the Company applied the Black-Scholes option pricing model. Inherent in the model are assumptions related to expected stock-price volatility, option life, risk-free interest rate, and dividend yield. For stock options granted during the fiscal years 2013, 2012 and 2011, the Company believes that its historical share option experience does not provide a reasonable basis upon which to estimate expected term. The stock options granted have the plain-vanilla characteristics as defined in SEC Staff Accounting Bulletin No. 107 (SAB 107). The Company utilized the Safe Harbor option Simplified Method to determine the expected term of these options in accordance with the guidance of SAB 107 for options granted. The Company intends to continue to utilize the Simplified Method for future grants in accordance with the guidance of SAB 110 until such time that the Company believes that its historical share option experience will provide a reasonable basis to estimate expected term. The fair value of the options granted as shown below was estimated using the Black-Scholes model with the following assumptions:

	2013	2012		2011	
	2008 Plan	2008 Plan	2010 Plan	2008 Plan	2010 Plan
Options granted	<b>40,000</b>	45,000	10,000	56,400	80,000
Weighted average expected stock price volatility	<b>51.18%</b>	48.51%	29.92%	47.53%	57.63%
Expected option life	<b>6.25 years</b>	6.25 years	2.42 years	6.25 years	3.75 years
Average risk-free interest rate	<b>1.35%</b>	2.74%	0.90%	1.80%	0.95%
Average dividend yield	<b>4.34%</b>	3.48%	3.38%	2.95%	2.95%
Estimated fair value of each option	<b>\$3.86</b>	\$3.06	\$1.53	\$3.79	\$3.83

The stock-based compensation expense is recorded over the vesting period (4 years) for the options granted, net of tax. The Company recorded \$239,000, \$261,000 and \$225,000 of compensation expense and \$93,000, \$100,000 and \$86,000 deferred income tax benefit in fiscal years 2013, 2012 and 2011, respectively. The remaining compensation expense of \$373,000 and \$145,000 deferred income tax benefit will be recorded over the remaining vesting periods.

The Company utilized treasury stock to satisfy stock options exercised during fiscal years 2013, 2012 and 2011. Stock option activity and weighted average exercise price is summarized as follows:

	2013		2012		2011	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of year	<b>298,050</b>	<b>\$ 11.60</b>	279,800	\$ 11.94	158,925	\$ 12.86
Granted	<b>40,000</b>	<b>11.78</b>	55,000	8.90	136,400	10.64
Canceled	<b>(15,750)</b>	<b>10.57</b>	(22,250)	10.64	(1,675)	11.83
Exercised	<b>(26,750)</b>	<b>9.86</b>	(14,500)	9.39	(13,850)	9.71
Outstanding at end of year	<b>295,550</b>	<b>\$ 11.84</b>	298,050	\$ 11.60	279,800	\$ 11.94
Exercisable at end of year	<b>157,250</b>	<b>\$ 12.91</b>	126,425	\$ 13.00	81,588	\$ 12.86

The number of options outstanding, exercisable, and their weighted average exercise prices were within the following price ranges at April 30, 2013:

Exercise Price Range
<b>\$8.59-\$12.66</b>
<b>\$14.69-\$14.90</b>

Options outstanding	222,700	72,850
Weighted average exercise price	\$10.87	\$14.79
Weighted average remaining contractual life	6.58 years	4.84 years
Aggregate intrinsic value	\$485,000	
Options exercisable	84,400	72,850
Weighted average exercise price	\$11.28	\$14.79
Aggregate intrinsic value	\$150,000	

**Table of Contents****Note 6 Accumulated Other Comprehensive Income (Loss)**

The Company's other comprehensive income (loss) consists of unrealized gains and losses on the translation of the assets, liabilities, and equity of its foreign subsidiaries, changes in the fair value of its cash flow hedges, and additional minimum pension liability adjustments, net of income taxes. The before tax income (loss), related income tax effect, and accumulated balances are as follows:

\$ in thousands	Cash Flow Hedge	Foreign Currency Translation Adjustment	Minimum Pension Liability Adjustment	Total Accumulated Other Comprehensive Income (Loss)
Balance at April 30, 2010	(31)	17	(4,884)	(4,898)
Foreign currency translation adjustment		21		21
Change in fair value of cash flow hedges	(172)			(172)
Change in unrecognized actuarial loss on pension obligations			88	88
Income tax effect	65		(34)	31
Balance at April 30, 2011	(138)	38	(4,830)	(4,930)
Foreign currency translation adjustment		(466)		(466)
Change in fair value of cash flow hedges	(157)			(157)
Change in unrecognized actuarial loss on pension obligations			(2,753)	(2,753)
Income tax effect	59		1,071	1,130
Balance at April 30, 2012	(236)	(428)	(6,512)	(7,176)
Foreign currency translation adjustment		84		84
Change in fair value of cash flow hedges	34			34
Change in unrecognized actuarial loss on pension obligations			(419)	(419)
Income tax effect	(13)		163	150
Balance at April 30, 2013	\$ (215)	\$ (344)	\$ (6,768)	\$ (7,327)

**Note 7 Commitments and Contingencies**

The Company leases both its primary distribution facility and warehouse facility under non-cancelable operating leases. The Company also leases some of its machinery and equipment under non-cancelable operating leases. Most of these leases provide the Company with renewal and purchase options, and most leases of machinery and equipment have certain early cancellation rights. Rent expense for these operating leases was \$2,288,000, \$2,425,000 and \$2,323,000 in fiscal years 2013, 2012 and 2011, respectively. Future minimum payments under the above non-cancelable lease arrangements for the years ending April 30 are as follows:

\$ in thousands	Operating
2014	\$ 1,832
2015	1,671
2016	1,298
2017	1,088
2018	825
Thereafter	570
Total minimum lease payments	\$ 7,284

The Company is involved in certain claims and legal proceedings in the normal course of business which management believes will not have a material adverse effect on the Company's consolidated financial condition or results of operations.



**Table of Contents****Note 8 Retirement Benefits****Defined Benefit Plans**

The Company has non-contributory defined benefit pension plans covering a significant number of salaried and hourly employees. These plans were amended as of April 30, 2005; no further benefits have been, or will be, earned under the plans subsequent to the amendment date, and no additional participants will be added to the plans. The defined benefit plan for salaried employees provides pension benefits that are based on each employee's years of service and average annual compensation during the last 10 consecutive calendar years of employment as of April 30, 2005. The benefit plan for hourly employees provides benefits at stated amounts based on years of service as of April 30, 2005. The Company uses an April 30 measurement date for its defined benefit plans. The change in projected benefit obligations and the change in fair value of plan assets for the non-contributory defined benefit pension plans for each of the years ended April 30 are summarized as follows:

\$ in thousands	2013	2012
<b>Accumulated Benefit Obligation, April 30</b>	<b>\$ 20,683</b>	<b>\$ 19,061</b>
<b>Change in Projected Benefit Obligations</b>		
Projected benefit obligations, beginning of year	\$ 19,061	\$ 17,328
Interest cost	906	942
Actuarial loss	1,610	1,611
Actual benefits paid	(894)	(820)
Projected benefit obligations, end of year	20,683	19,061
<b>Change in Plan Assets</b>		
Fair value of plan assets, beginning of year	14,007	14,979
Actual return (loss) on plan assets	1,302	(554)
Employer contributions	1,000	402
Actual benefits paid	(894)	(820)
Fair value of plan assets, end of year	15,415	14,007
Funded status under	\$ (5,268)	\$ (5,054)
<b>Amounts Recognized in the Consolidated Balance Sheets consist of:</b>		
Noncurrent assets	\$	\$
Noncurrent liabilities	(5,268)	(5,054)
Net amount recognized	\$ (5,268)	\$ (5,054)
<b>Amounts recognized in accumulated other comprehensive income (loss) consist of:</b>		
Net actual loss	\$ 11,078	\$ 10,658
Deferred tax benefit	(4,310)	(4,146)
After-tax actuarial loss	\$ 6,768	\$ 6,512
<b>Weighted-Average Assumptions Used to Determine Benefit Obligations at April 30</b>		
Discount rate	4.25%	4.75%

Rate of compensation increase	N/A	N/A
-------------------------------	-----	-----

**Weighted-Average Assumptions Used to Determine Net Periodic Benefit Cost for Years Ended April 30**

Discount rate	4.75%	5.60%
Expected long-term return on plan assets	8.50%	8.75%
Rate of compensation increase	N/A	N/A

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The components of the net periodic pension cost for each of the fiscal years ended April 30 are as follows:

<b>\$ in thousands</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Interest cost	\$ 906	\$ 942	\$ 959
Expected return on plan assets	(1,213)	(1,306)	(1,155)
Recognition of net loss	1,102	717	687
<b>Net periodic pension cost</b>	<b>\$ 795</b>	<b>\$ 353</b>	<b>\$ 491</b>

The estimated net actuarial loss for the defined benefit pension plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost during the fiscal year 2014 is \$1,138,000.

The Company's funding policy is to contribute to the plans when pension laws and economics either require or encourage funding. Contributions of \$1,000,000 and \$402,000 were made to the plan in fiscal years 2013 and 2012, respectively. The Company anticipates that contributions in the amount of \$370,000 will be made to the plans in fiscal year 2014.

The following benefit payments are expected to be paid from the benefit plans in the fiscal years ending April 30:

<b>\$ in thousands</b>	<b>Amount</b>
2014	\$ 1,050
2015	1,122
2016	1,199
2017	1,220
2018	1,266
2019-2023	6,684

The Company employs a building block approach in determining the long-term rate of return for plan assets. Historical markets are studied and long-term historical relationships between equities and fixed-income securities are preserved consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long-term. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. The expected long-term portfolio return is established via a building block approach with proper consideration of diversification and rebalancing. Peer data and historical returns are also reviewed to check for reasonableness and appropriateness.

The Company uses a Yield Curve technique methodology to determine its GAAP discount rate. Under this approach, future benefit payment cash flows are projected from the pension plan on a projected benefit obligation basis. The payment stream is discounted to a present value using an interest rate applicable to the timing of each respective cash flow. The graph of these time-dependent interest rates is known as a yield curve. The interest rates comprising the Yield Curve are determined through a statistical analysis performed by the IRS and issued each month in the form of a pension discount curve. For this purpose, the universe of possible bonds consists of a set of bonds which are designated as corporate, have high quality ratings (AAA, AA, or A) from nationally recognized statistical rating organizations, and have at least \$250 million in par amount outstanding on at least one day during the reporting period. A 1% increase/decrease in the discount rate for fiscal years 2013 and 2012 would decrease/increase pension expense by approximately \$166,000 and \$152,000, respectively.

The Company uses a total return investment approach, whereby a mix of equities and fixed-income investments are used to attempt to maximize the long-term return on plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolio contains a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value, and small and large capitalizations. The target allocations based on the Company's investment policy were 70% in equity securities and 30% in fixed-income securities at both April 30, 2013 and April 30, 2012. A 1% increase/decrease in the expected return on assets for fiscal years 2013 and 2012 would decrease/increase pension expense by approximately \$143,000 and \$149,000, respectively.





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Plan assets by asset categories as of April 30, 2013 and 2012 were as follows:

\$ in thousands Asset Category	2013		2012	
	Amount	%	Amount	%
Equity Securities	\$ 7,754	50	\$ 9,417	67
Fixed Income Securities	4,475	29	4,547	33
Cash and Cash Equivalents	3,186	21	43	
Totals	\$ 15,415	100	\$ 14,007	100

The following tables present the fair value of the assets in our defined benefit pension plans at April 30, 2013 and 2012:

Asset Category	2013		
	Level 1	Level 2	Level 3
Large Cap	\$ 5,875	\$	\$
Small/Mid Cap	1,535		
Emerging Markets	216		
Real Estate/Commodities	128		
Fixed Income	4,475		
Cash and Cash Equivalents	3,186		
Totals	\$ 15,415	\$	\$

Asset Category	2012		
	Level 1	Level 2	Level 3
Large Cap	\$ 5,225	\$	\$
Small/Mid Cap	1,329		
International	1,202		
Emerging Markets	1,134		
Real Estate/Commodities	527		
Fixed Income	4,547		
Cash and Cash Equivalents	43		
Totals	\$ 14,007	\$	\$

Level 1 retirement plan assets include United States currency held by a designated trustee and equity funds of common and preferred securities issued by domestic and foreign corporations. These equity funds are traded actively on exchanges and price quotes for these shares are readily available.

**Defined Contribution Plan**

The Company has a defined contribution plan covering substantially all salaried and hourly employees. The plan provides benefits to all employees who have attained age 21, completed three months of service, and who elect to participate. The plan provides that the Company make matching contributions equal to 100% of the employee's qualifying contribution up to 3% of the employee's compensation, and make matching contributions equal to 50% of the employee's contributions between 3% and 5% of the employee's compensation, resulting in a maximum employer contribution equal to 4% of the employee's compensation. Additionally, the plan provides that the Company may elect to make a non-matching contribution for participants employed by the Company on December 31 of each year up to 1% of the participant's qualifying compensation for that calendar year. The Company's contributions to the plan in fiscal years 2013, 2012 and 2011 were \$659,000, \$664,000 and

\$847,000, respectively.

**Table of Contents****Note 9 Segment Information**

The Company's operations are classified into two business segments: Domestic Operations and International Operations. The Domestic Operations segment principally designs, manufactures, and installs scientific and technical furniture, including steel and wood laboratory cabinetry, fume hoods, laminate casework, flexible systems, worksurfaces, workstations, workbenches, and computer enclosures. The International Operations segment, which consists of four foreign subsidiaries as identified in Note 1, provides both the Company's products and services, including facility design, detailed engineering, construction, and project management from the planning stage through testing and commissioning of laboratories.

Intersegment transactions are recorded at normal profit margins. All intercompany balances and transactions have been eliminated. Certain corporate expenses shown below have not been allocated to the business segments.

The following table shows revenues, earnings, and other financial information by business segment for each of the three years ended April 30:

\$ in thousands	Domestic Operations	International Operations	Corporate	Total
<b>Fiscal Year 2013</b>				
Revenues from external customers	\$ 93,519	\$ 23,602	\$	\$ 117,121
Intersegment revenues	6,722	2,443	(9,165)	
Depreciation	2,523	130		2,653
Operating earnings (loss) before income taxes	6,908	2,622	(4,309)	5,221
Income tax expense (benefit)	2,025	786	(1,271)	1,540
Net earnings attributable to noncontrolling interest		637		637
Net earnings (loss) attributable to Kewaunee Scientific Corporation	4,883	1,199	(3,038)	3,044
Segment assets	52,252	16,490		68,742
Expenditures for segment assets	2,314	91		2,405
Revenues (excluding intersegment) to customers in foreign countries	942	23,602		24,544
<b>Fiscal Year 2012</b>				
Revenues from external customers	\$ 83,971	\$ 18,876	\$	\$ 102,847
Intersegment revenues	5,290	3,051	(8,341)	
Depreciation	2,513	151		2,664
Operating earnings (loss) before income taxes	3,400	2,472	(3,333)	2,539
Income tax expense (benefit)	1,349	779	(1,389)	739
Net earnings attributable to noncontrolling interest		769		769
Net earnings (loss) attributable to Kewaunee Scientific Corporation	2,051	924	(1,944)	1,031
Segment assets	49,373	13,988		63,361
Expenditures for segment assets	1,395	40		1,435
Revenues (excluding intersegment) to customers in foreign countries	1,717	18,876		20,593
<b>Fiscal Year 2011</b>				
Revenues from external customers	\$ 84,121	\$ 15,882	\$	\$ 100,003
Intersegment revenues	3,825	1,297	(5,122)	
Depreciation	2,312	175		2,487
Operating earnings (loss) before income taxes	5,150	1,008	(3,196)	2,962
Income tax expense (benefit)	1,650	188	(974)	864
Net earnings attributable to noncontrolling interest		248		248
Net earnings (loss) attributable to Kewaunee Scientific Corporation	3,500	572	(2,222)	1,850
Segment assets	52,812	10,246		63,058
Expenditures for segment assets	5,070	177		5,247
Revenues (excluding intersegment) to customers in foreign countries	2,663	15,882		18,545

**Table of Contents****Note 10 Subsequent Event**

On May 6, 2013, the Company entered into a new credit and security agreement (the **Loan Agreement**) with a new lender consisting of (1) a \$20 million revolving credit facility which matures on May 1, 2016 (**Line of Credit**), (2) a term loan in the amount of \$3,450,000 which matures on May 1, 2020 (**Term Loan A**) and (3) a term loan in the amount of \$1,550,000 which matures on May 1, 2020 (**Term Loan B**) and together with Term Loan A, the **Term Loans**). The Line of Credit provided funds to refinance all existing indebtedness to the Company's current lender and for working capital and other general corporate purposes. In addition, it provides for the issuance of up to \$4.7 million of letters of credit for our account. Indebtedness under the Line of Credit bears interest at a variable rate per annum equal to Daily One Month LIBOR plus 1.5% per annum. Payments are due under Term Loan A in consecutive equal monthly principal payments in the amount of \$17,000 until August 1, 2017, and then in consecutive equal monthly principal payments in the amount of \$79,000 each, commencing on September 1, 2017 and continuing on the first business day of each month thereafter until May 1, 2020, and at that time, all principal, accrued unpaid interest and other charges outstanding under Term Loan A shall be due and payable in full. The interest rate on Term Loan A, after consideration of interest rate swap agreements, is a fixed rate per annum equal to 4.875%, and effective August 1, 2017, such rate converts to a fixed rate per annum of 4.37%. Payments are due under the Term Loan B in consecutive equal monthly principal payments in the amount of \$18,000 until May 1, 2020, and at that time, all principal, accrued unpaid interest and other charges outstanding under Term Loan B shall be due and payable in full. The interest rate on Term Loan B, after consideration of interest rate swap agreement, is a variable rate per annum equal to One Month LIBOR plus 1.575% per annum, and effective November 3, 2014, such rate converts to a fixed rate per annum of 3.07%.

On June 24, 2013, the Company entered into an Agreement (the **Agreement**) through one of its subsidiaries, to purchase the 49% minority ownership of its subsidiary, Kewaunee Labway Asia Pte. Ltd. (the **Subsidiary**) for a total purchase price of \$3,550,000. The purchase price includes \$1,800,000 representing the minority ownership share of the accumulated undistributed earnings of the Subsidiary reported as noncontrolling interest in the Company's total equity shown in the Company's consolidated balance sheet at April 30, 2013. The terms under the Agreement include payments of \$1,775,000 at the date of the agreement, \$887,500 on June 24, 2014 and \$887,500 on June 24, 2015. The Subsidiary and its subsidiary in India, Kewanee Labway India Pvt. Ltd., serve as the Company's principal sales and distribution organization for sales to international customers.

**Note 11 Consolidated Quarterly Data (Unaudited)**

Selected quarterly financial data for fiscal years 2013 and 2012 were as follows:

<b>\$ in thousands, except per share amounts</b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
<b>Fiscal Year 2013</b>				
Net sales	\$ 26,683	\$ 31,185	\$ 27,450	\$ 31,803
Gross profit	5,243	5,227	5,009	6,779
Net earnings	688	807	782	1,404
Less: net earnings attributable to the noncontrolling interest	54	158	238	187
Net earnings attributable to Kewaunee Scientific Corporation	634	649	544	1,217
<b>Net earnings per share attributable to Kewaunee Scientific Corporation</b>				
Basic	0.25	0.25	0.21	0.47
Diluted	0.25	0.25	0.21	0.46
Cash dividends per share	0.10	0.10	0.10	0.10
<b>Fiscal Year 2012</b>				
Net sales	\$ 26,321	\$ 25,962	\$ 21,574	\$ 28,990
Gross profit	4,188	3,845	3,771	7,352
Net earnings (loss)	108	(156)	34	1,814
Less: net earnings (loss) attributable to the noncontrolling interest	86	(31)	156	558
Net earnings (loss) attributable to Kewaunee Scientific Corporation	22	(125)	(122)	1,256
<b>Net earnings (loss) per share attributable to Kewaunee Scientific Corporation</b>				
Basic	0.01	(0.05)	(0.05)	0.49

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Diluted	0.01	(0.05)	(0.05)	0.49
Cash dividends per share	0.10	0.10	0.10	0.10

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8, (No. 333-98963, No. 333-160276 and No. 333-176447) of Kewaunee Scientific Corporation of our report dated July 18, 2013 relating to the consolidated financial statements which report appears in this Form 10-K.

/s/ CHERRY BEKAERT LLP

Charlotte, North Carolina

July 18, 2013

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

None

**Item 9A. Controls and Procedures**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are intended to ensure that the information required to be disclosed in our filings under the Securities Exchange Act of 1934 (the Exchange Act) is properly and timely recorded, processed, summarized, and reported. Our management, including the Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures as of April 30, 2013 pursuant to Exchange Act Rule 13a-14. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective to provide reasonable assurance that we are able to collect, process, record, and disclose, within the required time periods, the information we are required to disclose in the reports filed with the Securities and Exchange Commission. In designing disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives, and that management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Nevertheless, we believe that our disclosure controls and procedures are effective.

**Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, Management concluded the Company maintained effective internal control over financial reporting as of April 30, 2013.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, 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 does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report.

**Changes in Internal Control Over Financial Reporting**

There have been no significant changes in our internal controls over financial reporting that occurred during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**Item 9B. Other Information**

None.



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## PART III

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

- (a) The information appearing in the sections entitled "Election of Directors" and "Meetings and Committees of the Board" included in our Proxy Statement for use in connection with our annual meeting of stockholders to be held on August 28, 2013 (the "Proxy Statement") is incorporated herein by reference. The Proxy Statement will be filed with the SEC within 120 days of our most recently completed fiscal year.
- (b) The names and ages of our executive officers as of July 8, 2013 and their business experience during the past five years are set forth below:

Executive Officers

Name	Age	Position
David M. Rausch	54	President and Chief Executive Officer
D. Michael Parker	61	Senior Vice President, Finance, Chief Financial Officer, Treasurer and Secretary
K. Bain Black	67	Vice President, Sales and Marketing, Healthcare and Technical Products
Dana L. Dahlgren	57	Vice President, Sales and Marketing, Laboratory Products
Elizabeth D. Phillips	36	Vice President, Human Resources
Kurt P. Rindoks	55	Vice President, Engineering and Product Development
Keith D. Smith	44	Vice President, Manufacturing
Sudhir K. (Steve) Vadehra	66	Vice President, International Operations

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*David M. Rausch* has served as President and Chief Executive Officer since July 1, 2013. He joined the Company in March 1994 as Manager of Estimating and was promoted to Southeast Regional Sales Manager in December 1996, then to Director of Sales for Network Storage Systems products in May 2000. In August 2001, he was promoted to Project Sales Manager, and in this position, he also had direct management responsibility for the Estimating Department. Mr. Rausch was elected Vice President of Construction Services in June 2007. In June 2011, he was elected Senior Vice President of Construction Services and General Manager of the Laminate Furniture Division, and in March 2012, he was elected President and Chief Operating Officer.

*D. Michael Parker* joined the Company in November 1990 as Director of Financial Reporting and Accounting and was promoted to Corporate Controller in November 1991. Mr. Parker has served as Chief Financial Officer, Treasurer and Secretary since August 1995. He was elected Vice President of Finance in August 1995 and Senior Vice President of Finance in August 2000.

*K. Bain Black* joined the Company in August 2004 as the General Sales Manager for the Technical Products Group. He was elected Vice President and General Manager of the Technical Products Group, effective July 1, 2005 and Vice President, Sales and Marketing of Healthcare and Technical Products, effective June 27, 2012. Prior to joining the Company, Mr. Black was Director of Marketing for Newton Instrument Company, a manufacturer of products for the telecom industry, from 2001 to 2003. Prior thereto, he was a partner and President of TechMetals, LLC beginning in 1997.

*Dana L. Dahlgren* joined the Company in November 1989 as a Regional Sales Manager and was promoted to Director of Sales and Marketing of the Laboratory Products Group in September 1998. Mr. Dahlgren was elected Vice President of Sales and Marketing of the Laboratory Products Group in June 2004.

*Elizabeth D. Phillips* joined the Company in August 2006 as Human Resources and Training Manager. She was promoted to Director of Human Resources in June 2007 and was elected Vice President of Human Resources in June 2009. Prior to joining the Company, she was Director of Human Resources for Vanguard Furniture Co., Inc., a manufacturer of household furniture, from April 2004 until August 2006.

*Kurt P. Rindoks* joined the Company in January 1985 as an engineer. He was promoted to Director of Product Development in August 1991 and assumed the additional responsibilities of Director of Engineering in July 1995. He has served as Vice President of Engineering and Product Development since September 1996. Additionally, from May 1998 through October 2001, he served as General Manager of the Company's Resin Materials Division.

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*Keith D. Smith* joined the Company in 1993 as a department supervisor in the Metal Plant and served as Resin Plant Manager from 1995 until April 2001 when he was promoted to Wood Plant Manager. He served as Wood Plant Manager until he assumed the position of Director of Manufacturing in November 2003, a position he held until he was promoted to Vice President of Manufacturing, effective July 1, 2005.

*Sudhir K. (Steve) Vadehra* joined the Company in October 1999. He was elected Vice President of International Operations in June 2004. He also has served as the Managing Director of Kewaunee Labway Asia Pte. Ltd., the Company's joint venture subsidiary in Singapore, since the subsidiary's formation in June 1998.

**Section 16(a) Beneficial Ownership Reporting Compliance**

The information appearing in the section entitled Securities Ownership of Certain Beneficial Owners Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement is incorporated herein by reference.

**Code of Ethics**

A copy of our code of ethics that applies to our Chief Executive Officer and Chief Financial Officer, entitled Ethics Obligations for Chief Executive Officer and Employees with Financial Reporting Responsibilities, is available free of charge through our website at [www.kewaunee.com](http://www.kewaunee.com).

**Audit Committee**

The information appearing in the section entitled Election of Directors Meetings and Committees of the Board in our Proxy Statement is incorporated herein by reference.

**Item 11. Executive Compensation**

The information appearing in the sections entitled Compensation Discussion and Analysis, Compensation Tables, Agreements with Certain Executives, and Election of Directors Compensation Committee Interlocks and Insider Participation in the Proxy Statement is incorporated herein by reference.

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

The information appearing in the sections entitled Security Ownership of Directors and Executive Officers and Security Ownership of Certain Beneficial Owners in the Proxy Statement is incorporated herein by reference.

The following table sets forth certain information as of April 30, 2013 with respect to compensation plans under which our equity securities are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by Security Holders:			
2000 Key Employee Stock Option Plan	40,100	\$ 14.88	

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2008 Key Employee Stock Option Plan	205,450	\$	11.55	80,300
2010 Stock Option Plan for Directors	50,000	\$	10.58	45,000

### Equity Compensation Plans not approved by Security Holders:

Refer to Note 5 of the Company's consolidated financial statements for additional information.

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

The information appearing in the sections entitled "Election of Directors" and "Agreements with Certain Executives" in the Proxy Statement is incorporated herein by reference.

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

The information appearing in the section entitled "Independent Registered Public Accounting Firm - Audit Fees and Non-Audit Fees" in the Proxy Statement is incorporated herein by reference.

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PART IV

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

The following documents are filed or incorporated by reference as part of this Annual Report:

	<b>Page</b>
(a)(1) <u>Consolidated Financial Statements</u>	
<u>Report of Independent Registered Public Accounting Firm Cherry Bekaert LLP</u>	15
<u>Consolidated Statements of Operations – Years ended April 30, 2013, 2012 and 2011</u>	16
<u>Consolidated Statements of Comprehensive Income (Loss) – Years ended April 30, 2013, 2012 and 2011</u>	17
<u>Consolidated Statements of Stockholders' Equity – Years ended April 30, 2013, 2012 and 2011</u>	18
<u>Consolidated Balance Sheets – April 30, 2013 and 2012</u>	19
<u>Consolidated Statements of Cash Flows – Years ended April 30, 2013, 2012 and 2011</u>	20
<u>Notes to Consolidated Financial Statements</u>	21
<u>Consent of Independent Registered Public Accounting Firm</u>	35
(a)(2) <u>Consolidated Financial Statement Schedules</u>	
Financial statement schedules have been omitted because the information required has been separately disclosed in the consolidated financial statements or related notes.	
(a)(3) <u>Exhibits</u>	
Exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index, which is attached hereto at pages 40 through 41 and which is incorporated herein by reference.	

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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.

KEWAUNEE SCIENTIFIC CORPORATION

By: /s/ David M. Rausch  
 David M. Rausch  
 President and Chief Executive Officer

Date: July 18, 2013

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

(i)	Principal Executive Officer	)	
		)	
	/s/ David M. Rausch	)	
	David M. Rausch	)	
	President and Chief Executive Officer	)	
		)	
(ii)	Principal Financial and Accounting Officer	)	
		)	
	/s/ D. Michael Parker	)	
	D. Michael Parker	)	
	Senior Vice President, Finance	)	
	Chief Financial Officer,	)	
	Treasurer and Secretary	)	
		)	
(iii)	A majority of the Board of Directors:	)	July 18, 2013
		)	
		)	
	/s/ John C. Campbell, Jr.	)	
	John C. Campbell, Jr.	)	
		)	
	/s/ David S. Rhind	)	
	David S. Rhind	)	
		)	
	/s/ Ross W. McCanless	)	
	Ross W. McCanless	)	
		)	
	/s/ John D. Russell	)	
	John D. Russell	)	
		)	
	/s/ Margaret B. Pyle	)	
	Margaret B. Pyle	)	
		)	
	/s/ Donald F. Shaw	)	
	Donald F. Shaw	)	
		)	
	/s/ David M. Rausch	)	
	David M. Rausch	)	
		)	
	/s/ William A. Shumaker	)	
	William A. Shumaker	)	
		)	
		)	

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KEWAUNEE SCIENTIFIC CORPORATION

Exhibit Index

Articles of Incorporation and bylaws

Restated Certificate of Incorporation (as amended)

By-Laws (as amended as of July 1, 2013)

Additional Contracts

Re-Established Retirement Plan for Salaried Employees of Kewaunee Scientific Corporation (as amended and restated effective as of May 1, 2012)

Re-Established Retirement Plan for Hourly Employees of Kewaunee Scientific Corporation (as amended and restated effective as of May 1, 2012)

Kewaunee Scientific Corporation Executive Severance Pay Policy

401(K) Incentive Savings Plan for Salaried and Hourly Employees of Kewaunee Scientific Corporation (as amended and restated effective September 1, 2009)

\* First Amendment to the 401(K) Incentive Savings Plan for Salaried and Hourly Employees of Kewaunee Scientific Corporation, effective July 15, 2011.

Change of Control Employment Agreement restated as of December 4, 2008 between William A. Shumaker and the Company

\* Change of Control Employment Agreement extension dated August 24, 2011 between William A. Shumaker and the Company

Change of Control Employment Agreement restated as of December 4, 2008 between D. Michael Parker and the Company

\* Change of Control Employment Agreement extension dated August 24, 2011 between D. Michael Parker and the Company

Change of Control Employment Agreement restated as of December 4, 2008 between Dana L. Dahlgren and the Company

\* Change of Control Employment Agreement extension dated August 24, 2011 between Dana L. Dahlgren and the Company

Change of Control Employment Agreement restated as of December 4, 2008 between Kurt P. Rindoks and the Company

\* Change of Control Employment Agreement extension dated August 24, 2011 between Kurt P. Rindoks and the Company

Employment Letter Agreement dated as of August 2, 2004 between K. Bain Black and the Company

Change of Control Employment Agreement restated as of December 4, 2008 between Keith D. Smith and the Company

\* Change of Control Employment Agreement extension dated August 24, 2011 between Keith D. Smith and the Company

Kewaunee Scientific Corporation 2000 Key Employee Stock Option Plan

\* First Amendment to Kewaunee Scientific Corporation 2000 Key Employee Stock Option Plan

\* Second Amendment to Kewaunee Scientific Corporation 2000 Key Employee Stock Option Plan

Change of Control Employment Agreement restated as of December 4, 2008 between David M. Rausch and the Company

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Control Employment Agreement extension dated August 24, 2011 between David M. Rausch and the Company

Control Employment Agreement restated as of December 4, 2008 between K. Bain Black and the Company

Control Employment Agreement extension dated August 24, 2011 between K. Bain Black and the Company

Scientific Corporation 2008 Key Employee Stock Option Plan

Control Employment Agreement restated as of December 4, 2008 between Elizabeth D. Phillips and the Company

Control Employment Agreement extension dated August 24, 2011 between Elizabeth D. Phillips and the Company

Restated Loan and Security Agreement dated as of August 2, 2010 between Bank of America, N.A. and Kewaunee Scientific Corporation

o. 1 to Amended and Restated Loan and Security Agreement dated as of August 25, 2011

o. 2 to Amended and Restated Loan and Security Agreement dated August 3, 2012

Scientific Corporation 2010 Stock Option Plan for Directors

2013 Incentive Bonus Plan

Security Agreement dated as of May 6, 2013 between Wells Fargo Bank, National Association and Kewaunee Scientific Corporation including the forms of notes executed

ment to Credit and Security Agreement dated July 9, 2013

2014 Incentive Bonus Plan

Agreement dated June 24, 2013 between Sudhir K. Vadehra and the Company

Agreement dated July 10, 2013 between William A. Shumaker and the Company

the Company

July 18, 2013 of Cherry Bekaert LLP, Independent Registered Public Accounting Firm (incorporated by reference to page 35 of this Report on Form 10-K)

Principal Executive Officer of the Company pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a)

Principal Financial Officer of the Company pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a)

Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Document

Company Extension Schema Document

Company Extension Calculation Linkbase Document

Company Extension Definition Linkbase Document

Company Extension Label Linkbase Document

Company Extension Presentation Linkbase Document



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**Table of Contents**

\* The referenced exhibit is a management contract or compensatory plan, or arrangement.  
(All other exhibits are either inapplicable or not required.)

Footnotes

- (1) Filed with this Form 10-K with the Securities and Exchange Commission.
- (2) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 1985, and incorporated herein by reference.
- (3) Filed as Appendix A to the Kewaunee Scientific Corporation Proxy Statement for its Annual Meeting of Stockholders on August 23, 2000 (Commission File No. 0-5286) filed on July 20, 2000, and incorporated hereby by reference.
- (4) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 2005, and incorporated herein by reference.
- (5) Filed as an exhibit to the Kewaunee Scientific Corporation Quarterly Report to the Securities and Exchange Commission on Form 10-Q (Commission File No. 0-5286) for the quarterly period ended October 31, 2005 and incorporated herein by reference.
- (6) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 2008, and incorporated herein by reference.
- (7) Filed as Appendix A to the Kewaunee Scientific Corporation Proxy Statement for its Annual Meeting of Stockholders on August 27, 2008 (Commission File No. 0-5286) filed on July 21, 2008, and incorporated herein by reference.
- (8) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 2009, and incorporated herein by reference.
- (9) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 2010, and incorporated herein by reference.
- (10) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on August 4, 2010, and incorporated herein by reference.
- (11) Filed as Appendix A to the Kewaunee Scientific Corporation Proxy Statement for its Annual Meeting of Stockholders on August 25, 2010 (Commission File No. 0-5286) filed on July 23, 2010, and incorporated herein by reference.
- (12) Filed as an exhibit to the Kewaunee Scientific Corporation Annual Report to the Securities and Exchange Commission on Form 10-K (Commission File No. 0-5286) for the fiscal year ended April 30, 2011, and incorporated herein by reference.
- (13) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on August 30, 2011, and incorporated herein by reference.
- (14) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on June 29, 2012, and incorporated herein by reference.
- (15) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on August 27, 2012, and incorporated herein by reference.
- (16) Filed as an exhibit to the Kewaunee Scientific Corporation Quarterly Report to the Securities and Exchange Commission on Form 10-Q (Commission File No. 0-5286) for the quarterly period ended October 31, 2012 and incorporated herein by reference.
- (17) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on May 9, 2013, and incorporated herein by reference.
- (18) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on July 2, 2013, and incorporated herein by reference.
- (19) Filed as an exhibit to the Kewaunee Scientific Corporation Current Report on Form 8-K (Commission File No. 0-5286) filed on July 11, 2013, and incorporated herein by reference.