

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 4, 2009

OR

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

Commission file number 1-11406

KADANT INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

52-1762325
(I.R.S. Employer Identification No.)

One Technology Park Drive
Westford, Massachusetts
(Address of Principal Executive Offices)

01886
(Zip Code)

Registrant's telephone number, including area code: (978) 776-2000

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

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

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

Large accelerated filer Accelerated Filer Non-accelerated filer Smaller reporting company

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

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

Class	Outstanding at April 29, 2009
Common Stock, \$.01 par value	12,264,997

PART I – FINANCIAL INFORMATION

Item 1 – Financial Statements

KADANT INC.

Condensed Consolidated Balance Sheet
(Unaudited)

Assets

(In thousands)	April 4, 2009	January 3, 2009
Current Assets:		
Cash and cash equivalents	\$ 46,914	\$ 40,139
Accounts receivable, less allowances of \$2,944 and \$2,985	35,744	54,517
Inventories (Note 4)	45,686	55,762
Unbilled contract costs and fees	11,327	9,631
Other current assets	12,894	16,434
Assets of discontinued operation	517	524
Total Current Assets	153,082	177,007
Property, Plant, and Equipment, at Cost	100,436	103,225
Less: accumulated depreciation and amortization	59,236	61,587
	41,200	41,638
Other Assets	42,728	43,242
Goodwill	93,537	95,030
Total Assets	\$ 330,547	\$ 356,917

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

KADANT INC.

Condensed Consolidated Balance Sheet (continued)
(Unaudited)

Liabilities and Shareholders' Investment

(In thousands, except share amounts)	April 4, 2009	January 3, 2009
Current Liabilities:		
Short-term obligations and current maturities of long-term obligations (Note 6)	\$ 2,185	\$ 3,289
Accounts payable	17,121	24,212
Accrued payroll and employee benefits	9,995	14,475
Customer deposits	7,090	11,747
Other current liabilities	24,216	22,840
Liabilities of discontinued operation	2,427	2,427
Total Current Liabilities	63,034	78,990
Other Long-Term Liabilities	30,566	31,412
Long-Term Obligations (Note 6)	51,985	52,122
Shareholders' Investment:		
Preferred stock, \$.01 par value, 5,000,000 shares authorized; none issued	-	-
Common stock, \$.01 par value, 150,000,000 shares authorized; 14,624,159 shares issued	146	146
Capital in excess of par value	93,500	92,916
Retained earnings	149,657	152,548
Treasury stock at cost, 2,359,162 and 2,074,362 shares	(49,493)	(46,707)
Accumulated other comprehensive items (Note 2)	(10,481)	(6,188)
Total Kadant Shareholders' Investment	183,329	192,715
Noncontrolling interest	1,633	1,678
Total Shareholders' Investment	184,962	194,393
Total Liabilities and Shareholders' Investment	\$ 330,547	\$ 356,917

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

KADANT INC.

Condensed Consolidated Statement of Operations
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended	
	April 4, 2009	March 29, 2008
Revenues	\$ 64,957	\$ 85,864
Costs and Operating Expenses:		
Cost of revenues	40,317	51,804
Selling, general, and administrative expenses	22,205	25,369
Research and development expenses	1,470	1,608
Restructuring costs and other income, net	757	(473)
	<u>64,749</u>	<u>78,308</u>
Operating Income	208	7,556
Interest Income	207	541
Interest Expense	<u>(813)</u>	<u>(595)</u>
(Loss) Income from Continuing Operations Before Provision for Income Taxes	(398)	7,502
Provision for Income Taxes	<u>2,464</u>	<u>2,288</u>
(Loss) Income from Continuing Operations	(2,862)	5,214
Loss from Discontinued Operation (net of income tax benefit of \$3 and \$3)	<u>(4)</u>	<u>(4)</u>
Net (Loss) Income	(2,866)	5,210
Net Income Attributable to Noncontrolling Interest	<u>(25)</u>	<u>(97)</u>
Net (Loss) Income Attributable to Kadant	\$ (2,891)	\$ 5,113
Amounts Attributable to Kadant:		
(Loss) Income from Continuing Operations	\$ (2,887)	\$ 5,117
Loss from Discontinued Operation	(4)	(4)
Net (Loss) Income Attributable to Kadant	<u>\$ (2,891)</u>	<u>\$ 5,113</u>
(Loss) Earnings per Share from Continuing Operations (Note 3):		
Basic	\$ (.23)	\$.36
Diluted	\$ (.23)	\$.36
(Loss) Earnings per Share Attributable to Kadant (Note 3):		
Basic	\$ (.23)	\$.36
Diluted	\$ (.23)	\$.36
Weighted Average Shares (Note 3):		
Basic	<u>12,506</u>	<u>14,167</u>
Diluted	<u>12,506</u>	<u>14,273</u>

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

KADANT INC.

Condensed Consolidated Statement of Cash Flows
(Unaudited)

(In thousands)	Three Months Ended	
	April 4, 2009	March 29, 2008
Operating Activities:		
Net (loss) income attributable to Kadant	\$ (2,891)	\$ 5,113
Net income attributable to noncontrolling interest	25	97
Loss from discontinued operation	4	4
(Loss) income from continuing operations	(2,862)	5,214
Adjustments to reconcile (loss) income from continuing operations to net cash provided by operating activities:		
Depreciation and amortization	1,843	1,858
Stock-based compensation expense	683	731
Gain on the sale of property, plant, and equipment	(11)	(652)
Provision for losses on (recovery of) accounts receivable	528	(6)
Other, net	(981)	289
Changes in current accounts, net of effects of acquisition:		
Accounts receivable	17,348	8,265
Unbilled contract costs and fees	(2,032)	521
Inventories	9,020	(4,489)
Other current assets	2,808	(280)
Accounts payable	(6,463)	444
Other current liabilities	(6,114)	(5,567)
Net cash provided by continuing operations	13,767	6,328
Net cash provided by discontinued operation	3	3
Net cash provided by operating activities	13,770	6,331
Investing Activities:		
Purchases of property, plant, and equipment	(1,157)	(1,610)
Acquisition	-	(1,197)
Proceeds from sale of property, plant, and equipment	31	887
Other, net	-	7
Net cash used in continuing operations for investing activities	(1,126)	(1,913)
Financing Activities:		
Proceeds from issuance of long-term obligations	17,000	28,000
Repayments of long-term obligations	(18,224)	(25,974)
Purchases of Company common stock	(3,341)	(12,004)
Proceeds from issuances of Company common stock	-	725
Other, net	6	(617)
Net cash used in continuing operations for financing activities	(4,559)	(9,870)
Exchange Rate Effect on Cash and Cash Equivalents	(1,310)	2,426
Increase (Decrease) in Cash and Cash Equivalents	6,775	(3,026)
Cash and Cash Equivalents at Beginning of Period	40,139	61,553
Cash and Cash Equivalents at End of Period	\$ 46,914	\$ 58,527
Non-cash Financing Activities:		
Issuance of Company common stock	\$ 39	\$ 122

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

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. General

The interim condensed consolidated financial statements and related notes presented have been prepared by Kadant Inc. (also referred to in this document as “we,” “Kadant,” “the Company,” or “the Registrant”), are unaudited, and, in the opinion of management, reflect all adjustments of a normal recurring nature necessary for a fair statement of the Company’s financial position at April 4, 2009, and its results of operations and cash flows for the three-month periods ended April 4, 2009 and March 29, 2008. Interim results are not necessarily indicative of results for a full year.

The condensed consolidated balance sheet presented as of January 3, 2009, has been derived from the consolidated financial statements that have been audited by the Company’s independent registered public accounting firm. The condensed consolidated financial statements and related notes are presented as permitted by Form 10-Q and do not contain certain information included in the annual consolidated financial statements and related notes of the Company. The condensed consolidated financial statements and notes included herein should be read in conjunction with the consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended January 3, 2009, filed with the Securities and Exchange Commission.

Certain prior-period amounts have been reclassified to conform to the 2009 presentation, including the adoption of a new accounting standard. See Note 16 for further information.

2. Comprehensive (Loss) Income

Comprehensive (loss) income attributable to Kadant combines net (loss) income, other comprehensive items, and comprehensive income (loss) attributable to noncontrolling interest. Other comprehensive items represent certain amounts that are reported as components of shareholders’ investment in the accompanying condensed consolidated balance sheet, including foreign currency translation adjustments, deferred gains and losses and unrecognized prior service loss associated with pension and other post-retirement plans, and deferred gains and losses on hedging instruments. The components of comprehensive (loss) income attributable to Kadant are as follows:

(In thousands)	Three Months Ended	
	April 4, 2009	March 29, 2008
Net (Loss) Income	\$ (2,866)	\$ 5,210
Other Comprehensive Items:		
Foreign Currency Translation Adjustment	(4,257)	7,874
Pension and Other Post-Retirement Liability Adjustments, net (net of income tax of \$21 and \$54 in 2009 and 2008, respectively)	(41)	(95)
Deferred (Loss) Gain on Hedging Instruments (net of income tax of \$98 and \$61 in 2009 and 2008, respectively)	(65)	238
	(4,363)	8,017
Comprehensive (Loss) Income	(7,229)	13,227
Comprehensive Income (Loss) Attributable to Noncontrolling Interest	45	(226)
Comprehensive (Loss) Income Attributable to Kadant	\$ (7,184)	\$ 13,001

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

3. (Loss) Earnings per Share

Basic and diluted (loss) earnings per share are calculated as follows:

(In thousands, except per share amounts)	Three Months Ended	
	April 4, 2009	March 29, 2008
Amounts Attributable to Kadant:		
(Loss) Income from Continuing Operations	\$ (2,887)	\$ 5,117
Loss from Discontinued Operation	(4)	(4)
Net (Loss) Income	\$ (2,891)	\$ 5,113
Basic Weighted Average Shares	12,506	14,167
Effect of Stock Options, Restricted Stock Awards and Employee Stock Purchase Plan	—	106
Diluted Weighted Average Shares	12,506	14,273
Basic (Loss) Earnings per Share:		
Continuing Operations	\$ (.23)	\$.36
Discontinued Operation	—	—
Net (Loss) Income	\$ (.23)	\$.36
Diluted (Loss) Earnings per Share:		
Continuing Operations	\$ (.23)	\$.36
Discontinued Operation	—	—
Net (Loss) Income	\$ (.23)	\$.36

Options to purchase approximately 75,700 and 55,500 shares of common stock for the first quarters of 2009 and 2008, respectively, were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price for the common stock and the effect of their inclusion would have been anti-dilutive. In addition, the dilutive effect of restricted stock units totaling 117,000 shares of common stock was not included in the computation of diluted (loss) earnings per share in the first quarter of 2009 as the effect would have been anti-dilutive.

4. Inventories

The components of inventories are as follows:

(In thousands)	April 4, 2009	January 3, 2009
Raw Materials and Supplies	\$ 19,540	\$ 21,687
Work in Process	7,488	16,230
Finished Goods	18,658	17,845
	\$ 45,686	\$ 55,762

5. Income Taxes

The provision for income taxes was \$2,464,000 and \$2,288,000 in the first quarters of 2009 and 2008, respectively. The provision for income taxes in the first quarter of 2009 included income tax expense of \$1,134,000 associated with earnings from the Company's foreign operations and income tax expense of \$1,178,000 associated with applying a valuation allowance to certain deferred tax assets. The provision for income taxes of \$2,464,000 in the first quarter of 2009 does not include a tax benefit of \$1,405,000, as the Company was not able to record a tax benefit on its U.S. pre-tax losses due to its accumulated loss position in the U.S. tax jurisdiction and the uncertainty of profitability in future periods.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

6. Short- and Long-Term Obligations

Short- and Long-term Obligations

Short- and Long-term obligations are as follows:

(In thousands)	April 4, 2009	January 3, 2009
Revolving Credit Facility	\$ 38,000	\$ 38,000
Variable Rate Term Loan, due from 2009 to 2016	8,625	8,750
Variable Rate Term Loan, due from 2010 to 2011	5,860	5,872
Short-Term Obligation under Kadant Jining Credit Facilities	1,685	2,789
Total Short- and Long-Term Obligations	54,170	55,411
Less: Short-Term Obligations and Current Maturities	(2,185)	(3,289)
Long-Term Obligations, less Current Maturities	\$ 51,985	\$ 52,122

The weighted average interest rate for long-term obligations was 3.41% as of April 4, 2009.

Revolving Credit Facility

On February 13, 2008, the Company entered into a five-year unsecured revolving credit facility (2008 Credit Agreement) in the aggregate principal amount of up to \$75,000,000, which includes an uncommitted unsecured incremental borrowing facility of up to an additional \$75,000,000. The Company can borrow up to \$75,000,000 under the 2008 Credit Agreement with a sublimit of \$60,000,000 within the 2008 Credit Agreement available for the issuances of letters of credit and bank guarantees. The principal on any borrowings made under the 2008 Credit Agreement is due on February 13, 2013. As of April 4, 2009, the outstanding balance on the 2008 Credit Agreement was \$38,000,000 and the Company had \$33,474,000 of borrowing capacity available under the committed portion of the 2008 Credit Agreement.

The obligations of the Company under the 2008 Credit Agreement may be accelerated upon the occurrence of an event of default under the 2008 Credit Agreement, which includes customary events of default including without limitation payment defaults, defaults in the performance of affirmative and negative covenants, the inaccuracy of representations or warranties, bankruptcy and insolvency related defaults, defaults relating to such matters as the Employment Retirement Income Security Act (ERISA), uninsured judgments and the failure to pay certain indebtedness, and a change of control default.

The 2008 Credit Agreement contains negative covenants applicable to the Company and its subsidiaries, including financial covenants requiring the Company to comply with a maximum consolidated leverage ratio of 3.5 and a minimum consolidated fixed charge coverage ratio of 1.2, and restrictions on liens, indebtedness, fundamental changes, dispositions of property, making certain restricted payments (including dividends and stock repurchases), investments, transactions with affiliates, sale and leaseback transactions, swap agreements, changing its fiscal year, arrangements affecting subsidiary distributions, entering into new lines of business, and certain actions related to the discontinued operation. As of April 4, 2009, the Company was in compliance with these covenants.

Commercial Real Estate Loan

On May 4, 2006, the Company borrowed \$10,000,000 under a promissory note (2006 Commercial Real Estate Loan), which is repayable in quarterly installments of \$125,000 over a ten-year period with the remaining principal balance of \$5,000,000 due upon maturity. As of April 4, 2009, the remaining balance on the 2006 Commercial Real Estate Loan was \$8,625,000.

The Company's obligations under the 2006 Commercial Real Estate Loan may be accelerated upon the occurrence of an event of default under the 2006 Commercial Real Estate Loan and the related Mortgage and Security Agreements, which include customary events of default including without limitation payment defaults, defaults in the performance of covenants and obligations, the inaccuracy of representations or warranties, bankruptcy- and insolvency-related defaults, liens on the properties or collateral and uninsured judgments. In addition, the occurrence of an event of default under the 2008 Credit Agreement or any successor credit facility would be an event of default under the 2006 Commercial Real Estate Loan.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

6. Short- and Long-Term Obligations (continued)

Kadant Jining Loan and Credit Facilities

On January 28, 2008, the Company's Kadant Jining subsidiary (Kadant Jining) borrowed 40 million Chinese renminbi, or approximately \$5,860,000 at the April 4, 2009 exchange rate (2008 Kadant Jining Loan). Principal on the 2008 Kadant Jining Loan is due as follows: 24 million Chinese renminbi, or approximately \$3,516,000, on January 28, 2010 and 16 million Chinese renminbi, or approximately \$2,344,000, on January 28, 2011.

On July 30, 2008, Kadant Jining and the Company's Kadant Yanzhou subsidiary (Kadant Yanzhou) each entered into a short-term credit line facility agreement (2008 Facilities) that would allow Kadant Jining to borrow up to an aggregate principal amount of 45 million Chinese renminbi, or approximately \$6,593,000 at the April 4, 2009 exchange rate, and Kadant Yanzhou to borrow up to an aggregate principal amount of 15 million Chinese renminbi, or approximately \$2,198,000 at the April 4, 2009 exchange rate. The 2008 Facilities have a term of 364 days and are renewable annually on or before July 30 at the discretion of the lender. As of April 4, 2009, Kadant Jining had borrowed \$1,685,000 and Kadant Jining and Yanzhou had \$7,106,000 of borrowing capacity available under the 2008 Facilities.

7. Warranty Obligations

The Company provides for the estimated cost of product warranties at the time of sale based on the actual historical return rates and repair costs. In the Pulp and Papermaking Systems (Papermaking Systems) segment, the Company typically negotiates the terms regarding warranty coverage and length of warranty depending on the products and applications. While the Company engages in extensive product quality programs and processes, the Company's warranty obligation is affected by product failure rates, repair costs, service delivery costs incurred in correcting a product failure, and supplier warranties on parts delivered to the Company. Should actual product failure rates, repair costs, service delivery costs, or supplier warranties on parts differ from the Company's estimates, revisions to the estimated warranty liability would be required.

The changes in the carrying amount of the Company's product warranties included in other current liabilities in the accompanying condensed consolidated balance sheet are as follows:

(In thousands)	Three Months Ended <u>April 4, 2009</u>
Balance at Beginning of Period	\$ 3,671
Provision charged to income	195
Usage	(582)
Currency translation	(60)
Balance at End of Period	<u>\$ 3,224</u>

See Note 17 for warranty information related to the discontinued operation.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

8. Restructuring Costs and Other Income, Net

2008 Restructuring Plan

The Company recorded additional restructuring costs, which consisted of severance and associated costs of \$34,000, in the first quarter of 2009 associated with its 2008 Restructuring Plan.

2009 Restructuring Plan

The Company recorded restructuring costs of \$723,000 in the first quarter of 2009 associated with its 2009 Restructuring Plan, which consisted of severance and associated costs related to the reduction of 43 full-time positions in China, the U.S., and France, all at its Papermaking Systems segment. These actions were taken to adjust the Company's cost structure and streamline its operations in response to the continued weak economic environment.

A summary of the changes in accrued restructuring costs, of which \$2,117,000 is included in other current liabilities and \$589,000 is included in other long-term liabilities as of April 4, 2009 in the accompanying condensed consolidated balance sheet, is as follows:

(In thousands)	Severance Costs
<i>2008 Restructuring Plan</i>	
Balance at January 3, 2009	\$ 2,872
Provision	34
Payments	(544)
currency translation	(3)
Balance at April 4, 2009	<u>\$ 2,359</u>
<i>2009 Restructuring Plan</i>	
Balance at January 3, 2009	\$ —
Provision	723
Payments	(380)
currency translation	4
Balance at April 4, 2009	<u>\$ 347</u>

The Company expects to pay the remaining accrued restructuring costs as follows: \$2,117,000 in 2009 and \$589,000 from 2010 to 2015.

Other Income

In the first quarter of 2008, the Company sold real estate in France for \$746,000, resulting in a pre-tax gain of \$594,000 on the sale.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

9. Business Segment Information

The Company has combined its operating entities into one reportable operating segment, Papermaking Systems, and a separate product line, Fiber-based Products, which is reported in Other. In classifying operational entities into a particular segment, the Company aggregated businesses with similar economic characteristics, products and services, production processes, customers, and methods of distribution.

(In thousands)	Three Months Ended	
	April 4, 2009	March 29, 2008
Revenues:		
Papermaking Systems	\$ 61,987	\$ 83,258
Other	2,970	2,606
	\$ 64,957	\$ 85,864
(Loss) Income from Continuing Operations Before Provision for Income Taxes:		
Papermaking Systems	\$ 2,882	\$ 10,878
Corporate and Other (a)	(2,674)	(3,322)
Total Operating Income	208	7,556
Interest Expense, Net	(606)	(54)
	\$ (398)	\$ 7,502
Capital Expenditures:		
Papermaking Systems	\$ 1,112	\$ 1,425
Corporate and Other	45	185
	\$ 1,157	\$ 1,610

(a) Corporate primarily includes general and administrative expenses.

10. Stock-Based Compensation

Restricted Stock Units

On March 4, 2009, the Company granted an aggregate of 20,000 restricted stock units (RSUs) to its outside directors with an aggregate fair value of \$157,000, which will vest at a rate of 5,000 shares per quarter on the last day of each quarter in 2009. On March 4, 2009, the Company also granted to its outside directors an aggregate of 40,000 RSUs with an aggregate fair value of \$314,000, which will only vest and compensation expense will only be recognized upon a change in control as defined in the Company's 2006 equity incentive plan. The 40,000 RSUs will be forfeited if a change in control does not occur prior to the end of the first quarter of 2010.

On March 3, 2008, the Company granted an aggregate of 40,000 RSUs to its outside directors with an aggregate fair value of \$975,000, which only would have vested and compensation expense would have been recognized upon a change in control prior to the end of the first quarter of 2009, as defined in the Company's 2006 equity incentive plan. The 40,000 RSUs were forfeited at the end of the first quarter of 2009 and no compensation expense was recognized.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

10. Stock-Based Compensation (continued)

Performance-Based Restricted Stock Units

On March 3, 2009, the Company granted to certain officers of the Company performance-based RSUs, which represent, in aggregate, the right to receive 92,500 shares (the target RSU amount), subject to adjustment, with a grant date fair value of \$8.47 per share. The RSUs will cliff vest in their entirety on the last day of the Company's 2011 fiscal year, provided that the officer remains employed by the Company through the vesting date. The target RSU amount is subject to adjustment based on the achievement of a specified EBITDA target generated from continuing operations for the 2009 fiscal year.

The performance-based RSU agreements provide for forfeiture in certain events, such as voluntary or involuntary termination of employment, and for acceleration of vesting in certain events, such as death, disability or a change in control of the Company. If the officer dies or is disabled prior to the vesting date, then a ratable portion of the RSUs will vest. If a change in control occurs prior to the end of the performance period, the officer will receive the target RSU amount; otherwise, the officer will receive the number of deliverable RSUs based on the achievement of the performance goal, as stated in the RSU agreements.

Each performance-based RSU represents the right to receive one share of the Company's common stock upon vesting. The Company is recognizing compensation expense associated with performance-based RSUs ratably over the vesting period based on the grant date fair value. Compensation expense of \$490,000 and \$417,000 was recognized in the first quarter of 2009 and 2008, respectively, associated with performance-based RSUs. Unrecognized compensation expense related to the unvested performance-based RSUs totaled approximately \$2,575,000 at April 4, 2009, and will be recognized over a weighted average period of 1.6 years.

Time-Based Restricted Stock Units

The Company granted time-based RSUs in prior periods to certain employees of the Company. Each time-based RSU represents the right to receive one share of the Company's common stock upon vesting. The Company is recognizing compensation expense associated with these time-based RSUs ratably over the vesting period based on the grant date fair value. Compensation expense of \$106,000 and \$114,000, respectively, was recognized in the first quarter of 2009 and 2008 associated with time-based RSUs. Unrecognized compensation expense related to the time-based RSUs totaled approximately \$1,106,000 as of April 4, 2009, and will be recognized over a weighted average period of 2.4 years.

A summary of the changes in the Company's unvested RSUs for the first quarter of 2009 is as follows:

	Units (In thousands)	Weighted Average Grant- Date Fair Value
Unvested RSUs at January 3, 2009	294	\$ 27.05
Granted	153	\$ 8.23
Vested	(5)	\$ 7.85
Forfeited / Expired	(42)	\$ 24.53
Unvested RSUs at April 4, 2009	<u>400</u>	<u>\$ 20.37</u>

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

11. Employee Benefit Plans

Defined Benefit Pension Plans and Post-Retirement Welfare Benefits Plans

The Company's Kadant Web Systems subsidiary has a noncontributory defined benefit retirement plan. Benefits under the plan are based on years of service and employee compensation. Funds are contributed to a trustee as necessary to provide for current service and for any unfunded projected benefit obligation over a reasonable period. Effective December 31, 2005, this plan was closed to new participants. This same subsidiary also has a post-retirement welfare benefits plan (included in the table below in "Other Benefits"). No future retirees are eligible for this post-retirement welfare benefits plan.

The Company's Kadant Lamort subsidiary sponsors a defined benefit pension plan (included in the table below in "Other Benefits"). Benefits under this plan are based on years of service and projected employee compensation.

The Company's Kadant Johnson subsidiary also offers a post-retirement welfare benefits plan (included in the table below in "Other Benefits") to its U.S. employees upon attainment of eligible retirement age. This plan will be closed to employees who will not meet its retirement eligibility requirements on January 1, 2012.

The components of the net periodic benefit cost (income) for the pension benefits and other benefits plans in the first quarters of 2009 and 2008 are as follows:

(In thousands)	Three Months Ended April 4, 2009		Three Months Ended March 29, 2008	
	Pension Benefits	Other Benefits	Pension Benefits	Other Benefits
Components of Net Periodic Benefit Cost (Income):				
Service cost	\$ 205	\$ 35	\$ 216	\$ 21
Interest cost	330	60	297	63
Expected return on plan assets	(324)	–	(368)	–
Recognized net actuarial loss	124	–	11	–
Amortization of prior service cost (income)	14	(183)	14	(198)
Net periodic benefit cost (income)	<u>\$ 349</u>	<u>\$ (88)</u>	<u>\$ 170</u>	<u>\$ (114)</u>

The weighted-average assumptions used to determine net periodic benefit cost (income) are as follows:

Discount rate	6.25%	6.10%	6.00%	5.90%
Expected long-term return on plan assets	8.50%	–	8.50%	–
Rate of compensation increase	4.00%	2.00%	4.00%	2.00%

The Company made a \$1,200,000 cash contribution to the Kadant Web Systems noncontributory defined benefit retirement plan in the first quarter of 2009 and expects to make three quarterly cash contributions of \$1,200,000 each over the remainder of 2009. For the remaining pension and post-retirement welfare benefits plans, no cash contributions other than the funding of current benefit payments are expected in 2009.

KADANT INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

12. Derivatives

The Company uses derivative instruments primarily to reduce its exposure to currency exchange and interest rate risk. The Company accounts for such instruments in accordance with Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133), as amended. When the Company enters into a derivative contract, it makes a determination as to whether the transaction is deemed to be a hedge for accounting purposes. For a contract deemed to be a hedge, the Company formally documents the relationship between the derivative instrument and the risk being hedged. In this documentation, the Company specifically identifies the asset, liability, forecasted transaction, cash flow, or net investment that has been designated as the hedged item, and evaluates whether the derivative instrument is expected to reduce the risks associated with the hedged item. To the extent these criteria are not met, the Company does not use hedge accounting for the derivative instrument. The changes in the fair value of a derivative not deemed to be a hedge are recorded currently in earnings. The Company does not hold or engage in transactions involving derivative instruments for purposes other than risk management.

Interest Rate Swaps

The Company entered into interest rate swap agreements in 2008 and 2006 to hedge its exposure to variable-rate debt and has designated these agreements as cash flow hedges. On February 13, 2008, the Company entered into a swap agreement (2008 Swap Agreement) to hedge the exposure to movements in the 3-month LIBOR rate on future outstanding debt. The 2008 Swap Agreement has a five-year term and a \$15,000,000 notional value, which decreases to \$10,000,000 on December 31, 2010, and \$5,000,000 on December 30, 2011. Under the 2008 Swap Agreement, on a quarterly basis the Company will receive a 3-month LIBOR rate and pay a fixed rate of interest of 3.265% plus the applicable margin. The Company entered into a swap agreement in 2006 to convert a portion of the Company's outstanding debt from floating to fixed rates of interest. The swap agreement has the same terms and quarterly payment dates as the corresponding debt, and reduces proportionately in line with the amortization of the debt. The fair values for these instruments as of April 4, 2009, are included in other liabilities with an offset to accumulated other comprehensive items (net of tax) in the accompanying condensed consolidated balance sheet. The Company has structured these interest rate swap agreements to be 100% effective and as a result, there is no current impact to earnings resulting from hedge ineffectiveness. Management believes that any credit risk associated with the swap agreements is remote based on the creditworthiness of the financial institution issuing the swap agreements.

The counterparty to the swap agreement could demand an early termination of the swap agreement if the Company is in default under the 2008 Credit Agreement, or any agreement that amends or replaces the 2008 Credit Agreement in which the counterparty is a member, and the Company is unable to cure the default. An event of default under the 2008 Credit Agreement includes customary events of default and failure to comply with financial covenants, including a maximum consolidated leverage ratio of 3.5 and a minimum consolidated fixed charge coverage ratio of 1.2. The unrealized gain (loss) represents the estimated amount that the Company would receive (pay) to the counterparty in the event of an early termination.

Forward Currency-Exchange Contracts

The Company uses forward currency-exchange contracts primarily to hedge exposures resulting from fluctuations in currency exchange rates. Such exposures primarily result from portions of the Company's operations and assets and liabilities that are denominated in currencies other than the functional currencies of the businesses conducting the operations or holding the assets and liabilities. The Company typically manages its level of exposure to the risk of currency-exchange fluctuations by hedging a portion of its currency exposures anticipated over the ensuing 12-month period, using forward currency-exchange contracts that have maturities of 12 months or less.

Forward currency-exchange contracts that hedge forecasted accounts receivable or accounts payable are designated as cash flow hedges. The fair values for these instruments are included in other current assets for unrecognized gains and in other current liabilities for unrecognized losses, with an offset in accumulated other comprehensive items (net of tax). For forward currency-exchange contracts that are designated as fair value hedges, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item are recognized currently in earnings. The fair values of forward currency-exchange contracts that are not designated as a hedge are recorded currently in earnings. The Company recognized a gain of \$288,000 in the first quarter of 2009 included in selling, general, and administrative expenses associated with forward currency-exchange contracts that were not designated as a hedge.

KADANT INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

12. Derivatives (continued)

The following table summarizes the fair value of the Company's derivative instruments designated and not designated as hedging instruments, the notional values of the associated derivative contracts, and the location of these instruments in the condensed consolidated balance sheet as of April 4, 2009:

(In thousands)	Balance Sheet Location	Asset (Liability)	Notional Amount (a)
Derivatives Designated as Hedging Instruments:			
Derivatives in a Liability Position:			
Interest rate swap agreements	Other Long-Term Liabilities	\$ (1,975)	\$ 23,625
Forward currency-exchange contracts	Other Current Liabilities	\$ (67)	\$ 3,643
Derivatives Not Designated as Hedging Instruments:			
Derivatives in an Asset Position:			
Forward currency-exchange contracts	Other Current Assets	\$ 290	\$ 13,188
Derivatives in a Liability Position:			
Forward currency-exchange contracts	Other Current Liabilities	\$ (2)	\$ 402

(a) The total notional amount is indicative of the level of the Company's derivative activity during the first quarter of 2009.

The following table summarizes the activity in accumulated other comprehensive items (OCI) associated with the Company's derivative instruments designated as cash flow hedges as of and for the period ended April 4, 2009:

(In thousands)	Interest Rate Swap Agreements	Forward Currency- Exchange Contracts	Total
Unrealized loss (gain), net of tax, at January 3, 2009	\$ 1,800	\$ (151)	\$ 1,649
Gain Reclassified to Earnings (a)	-	151	151
(Gain) Loss Recognized in OCI	(130)	44	(86)
Unrealized loss, net of tax, at April 4, 2009	<u>\$ 1,670</u>	<u>\$ 44</u>	<u>\$ 1,714</u>

(a) Included in revenues in the accompanying condensed consolidated statement of operations.

As of April 4, 2009, \$44,000 of the unrealized loss included in OCI related to interest rate swap agreements and forward currency-exchange contracts is expected to be reclassified to earnings in 2009.

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13. Fair Value Measurements

The Company adopted SFAS No. 157, "Fair Value Measurements" (SFAS 157), on December 30, 2007, which did not have a material impact on the Company's fair value measurements. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. SFAS 157 establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly.
- Level 3—Unobservable inputs based on the Company's own assumptions.

The following table presents the fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of April 4, 2009:

(In thousands)	Fair Value			
	Level 1	Level 2	Level 3	Total
Assets:				
Forward currency-exchange contracts	\$ —	\$ 290	\$ —	\$ 290
Liabilities:				
Forward currency-exchange contracts	\$ —	\$ 69	\$ —	\$ 69
Interest rate swap agreements	\$ —	\$ 1,975	\$ —	\$ 1,975

The Company uses the market approach technique to value its financial assets and liabilities, and there were no changes in valuation techniques during the first quarter of 2009. The Company's financial assets and liabilities carried at fair value comprise derivative instruments used to hedge the Company's foreign currency and interest rate risks. The fair values of the Company's interest rate swap agreements are based on LIBOR yield curves at the reporting date. The fair values of the Company's forward currency-exchange contracts are based on quoted forward foreign exchange prices at the reporting date. The forward currency-exchange contracts and interest rate swap agreements are hedges of either recorded assets or liabilities or anticipated transactions. Changes in values of the underlying hedged assets and liabilities or anticipated transactions are not reflected in the table above.

14. Letters of Credit

Certain of the Company's contracts, particularly for stock-preparation and systems orders, require the Company to provide a standby letter of credit to a customer as beneficiary, limited in amount to a negotiated percentage of the total contract value, in order to guarantee warranty and performance obligations of the Company under the contract. Typically, these standby letters of credit expire without being drawn by the beneficiary. In the first quarter of 2009, one of the Company's customers indicated its intention to draw upon all outstanding standby letters of credit issued to the customer as beneficiary to secure warranty and performance obligations under multiple contracts. The Company believes the attempted draws by the customer are for reasons unrelated to the Company's warranty and performance obligations and the Company has and intends to continue to vigorously oppose such actions. As of April 4, 2009, the customer had submitted draws against standby letters of credit totaling \$421,000 and the Company has obtained a preliminary injunction against payment to the customer. In May 2009, the customer submitted additional draws against standby letters of credit totaling \$1,153,000 and the Company has obtained a temporary restraining order against payment to the customer and is seeking a preliminary injunction, but there is no assurance that the Company will be able to obtain such preliminary injunction. The outstanding standby letters of credit to such customer, including those that have been submitted for draws, total \$5,845,000. These outstanding standby letters of credit have expiration dates ranging from 2009 to 2011.

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Notes to Condensed Consolidated Financial Statements (Unaudited)

15. Pending Litigation

The Company has been named as a co-defendant, together with the Company's Kadant Composites LLC subsidiary (Composites LLC) and another defendant, in a consumer class action lawsuit filed in the United States District Court for the District of Massachusetts (the Court) on December 27, 2007 on behalf of a putative class of individuals who own GeoDeck™ decking or railing products manufactured by Composites LLC between April 2002 and October 2003. The complaint in this matter purports to assert, among other things, causes of action for unfair and deceptive trade practices, fraud, negligence, breach of warranty and unjust enrichment, and it seeks compensatory damages and punitive damages under various state consumer protection statutes, which plaintiffs claim exceed \$50 million. On March 14, 2008, the Company, Composites LLC, and the other co-defendant filed motions to dismiss all counts in the complaint. On November 19, 2008, the Court dismissed the complaint in its entirety, including all claims against the Company, Composites LLC, and the other co-defendant. On December 4, 2008, the plaintiffs sought to vacate this order of dismissal in order to amend their complaint, and this motion was denied without prejudice by the Court on January 12, 2009. On January 27, 2009, the plaintiffs renewed their motion to vacate the order of dismissal in order to amend their complaint, which motion was opposed by the Company on February 10, 2009 and denied by the Court on March 3, 2009. On March 27, 2009, the plaintiffs filed an amended notice of appeal, clarifying an earlier notice and seeking to challenge the Court's dismissal on November 19, 2008 and the Court's denial on March 3, 2009. On April 16, 2009, the Court formally opened the plaintiffs appeal and on April 23, 2009, the defendants moved to dismiss as untimely that portion of the plaintiffs appeal seeking to challenge the November 19, 2008 dismissal. The Court has yet to schedule a hearing on the plaintiffs' appeal or defendants' partial motion to dismiss. The Company intends to defend against this action vigorously, but there is no assurance the Company will prevail in such defense. The Company could incur significant costs to defend this lawsuit and a judgment or a settlement of the claims against the defendants could have a material adverse impact on the Company's condensed consolidated financial results. The Company has not made an accrual related to this litigation as it believes that an adverse outcome is not probable and estimable at this time.

16. Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 141(R) "Business Combinations" (SFAS 141(R)), which replaces SFAS No. 141. SFAS 141(R) requires the acquiring entity in a business combination to recognize the assets acquired and the liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose certain information to enable users to evaluate and understand the nature and financial effects of the business combination. SFAS 141(R) also requires that cash outflows, such as transaction costs and post-acquisition restructuring costs, be charged to expense instead of capitalized as a cost of the acquisition. Contingent purchase price will be recorded at its initial fair value and then re-measured as time passes through adjustments to net income. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. The Company adopted SFAS 141(R) on January 4, 2009 and the adoption did not have a material effect on its condensed consolidated financial statements. As of January 3, 2009, the Company had a tax valuation allowance of \$1,012,000 relating to the 2005 Kadant Johnson Inc. acquisition, a liability for unrecognized tax benefits of \$517,000, and accrued interest and penalties of \$843,000, all of which would have affected goodwill if recognized prior to the end of fiscal 2008, but will now affect the Company's annual effective tax rate in the future, if recognized.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an Amendment of Accounting Research Bulletin No. 51" (SFAS 160), which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company adopted SFAS 160 prospectively, effective January 4, 2009, except for the presentation and disclosure requirements, which require retrospective application. Amounts previously reported as minority interest liability are presented as noncontrolling interest within total shareholders' investment and amounts previously reported as minority interest expense are shown as net income attributable to noncontrolling interest in the accompanying condensed consolidated financial statements. The adoption did not have a material effect on the Company's condensed consolidated financial statements.

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16. Recent Accounting Pronouncements (continued)

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" (SFAS 161). SFAS 161 requires disclosures of how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for; and how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. SFAS 161 is effective for fiscal years beginning after November 15, 2008. The Company adopted SFAS 161 in the first quarter of 2009 and as a result it has included enhanced disclosures for derivative instruments and hedging activities in the accompanying condensed consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, "Determination of the Useful Life of Intangible Assets" (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing the renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets." FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. The Company adopted FSP FAS 142-3 on January 4, 2009, which had no effect on its condensed consolidated financial statements.

In December 2008, the FASB issued FSP No. 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets" (FSP 132(R)-1). FSP 132(R)-1 requires additional disclosures about an employer's plan assets of defined benefit pension or other postretirement plans. This rule expands current disclosures of defined benefit pension and postretirement plan assets to include information regarding the fair value measurements of plan assets similar to the Company's current SFAS 157 disclosures. FSP 132(R)-1 is effective for fiscal years ending after December 15, 2009. The Company is currently evaluating the potential impact of the adoption of FSP 132(R)-1 on its financial statement disclosures.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2 (FSP 115-2 and 124-2), "Recognition and Presentation of Other-Than-Temporary Impairments." This FSP amends the other-than-temporary impairment guidance for certain debt securities and will require the investor to assess the likelihood of selling the debt security prior to recovery of its cost basis. If an investor is able to meet the criteria to assert that it does not intend to sell the debt security and more likely than not will not be required to sell the debt security before its anticipated recovery, impairment charges related to credit losses would be recognized in earnings whereas impairment charges related to non-credit losses would be reflected in other comprehensive income. FSP 115-2 and 124-2 is effective for interim and annual reporting periods ending after June 15, 2009. The Company does not expect the changes associated with the adoption of FSP 115-2 and 124-2 to have a material effect on the Company's condensed consolidated financial statements.

In April 2009, the FASB issued FSP No. FAS 107-1 and APB 28-1 (FSP FAS 107-1 and APB 28-1), "Interim Disclosures about Fair Value of Financial Instruments." This FSP requires the fair value disclosures required by SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," regarding the fair value of financial instruments to be included in interim financial statements. FSP FAS 107-1 and APB 28-1 is effective for interim periods ending after June 15, 2009 and requires additional disclosure from that currently required.

In April 2009, the FASB issued FSP No. 157-4 (FSP 157-4), "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly." FSP 157-4 provides additional guidance for estimating fair value in accordance with SFAS 157 when the volume and level of activity for the asset or liability have significantly decreased. FSP 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP 157-4 is effective for interim and annual reporting periods ending after June 15, 2009. The Company does not expect the changes associated with the adoption of FSP 157-4 to have a material effect on the Company's condensed consolidated financial statements.

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17. Discontinued Operation

In 2005, Composites LLC sold substantially all of its assets to LDI Composites Co. (Buyer). Under the terms of the asset purchase agreement, Composites LLC retained certain liabilities associated with the operation of the business prior to the sale, including the warranty obligations associated with products manufactured prior to the sale date. Composites LLC retained all of the cash proceeds received from the asset sale and continued to administer and pay warranty claims from the sale proceeds into the third quarter of 2007. On September 30, 2007, Composites LLC announced that it no longer had sufficient funds to honor warranty claims, was unable to pay or process warranty claims, and ceased doing business. All activity related to this business is classified in the results of the discontinued operation in the accompanying condensed consolidated financial statements.

Through the sale date of October 21, 2005, Composites LLC offered a standard limited warranty to the owner of its decking and roofing products, limited to repair or replacement of the defective product or a refund of the original purchase price. Composites LLC records the minimum amount of the potential range of loss for products under warranty in accordance with SFAS No. 5, "Accounting for Contingencies" (SFAS 5). As of April 4, 2009, the accrued warranty costs associated with the composites business were \$2,142,000, which represents the low end of the estimated range of warranty reserve required based on the level of claims received. Composites LLC has calculated that the total potential warranty cost ranges from \$2,142,000 to approximately \$13,100,000. The high end of the range represents the estimated maximum level of warranty claims remaining based on the total sales of the products under warranty. Composites LLC will continue to record adjustments to the accrued warranty costs to reflect the minimum amount of the potential range of loss for products under warranty based on judgments entered against it in litigation, if any.

See Note 15 for information related to pending litigation associated with the composites business.

Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q includes forward-looking statements that are not statements of historical fact, and may include statements regarding possible or assumed future results of operations. Forward-looking statements are subject to risks and uncertainties and are based on the beliefs and assumptions of our management, using information currently available to our management. When we use words such as “believes,” “expects,” “anticipates,” “intends,” “plans,” “estimates,” “should,” “likely,” “will,” “would,” or similar expressions, we are making forward-looking statements.

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties, and assumptions. Our future results of operations may differ materially from those expressed in the forward-looking statements. Many of the important factors that will determine these results and values are beyond our ability to control or predict. You should not put undue reliance on any forward-looking statements. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. For a discussion of important factors that may cause our actual results to differ materially from those suggested by the forward-looking statements, you should read carefully the section captioned “Risk Factors” in Part II, Item 1A, of this Report.

Overview

Company Background

We are a leading supplier of equipment used in the global papermaking and paper recycling industries and are also a manufacturer of granules made from papermaking byproducts. Our continuing operations are comprised of one reportable operating segment: Pulp and Papermaking Systems (Papermaking Systems), and a separate product line, Fiber-based Products, reported in Other Business. Through our Papermaking Systems segment, we develop, manufacture, and market a range of equipment and products for the global papermaking and paper recycling industries. We have a large customer base that includes most of the world’s major paper manufacturers. We believe our large installed base provides us with a spare parts and consumables business that yields higher margins than our capital equipment business, and which should be less susceptible to the cyclical trends in the paper industry.

Through our Fiber-based Products line, we manufacture and sell granules derived from pulp fiber for use as carriers for agricultural, home lawn and garden, and professional lawn, turf and ornamental applications, as well as for oil and grease absorption.

In addition, prior to its sale in 2005, our Kadant Composites LLC subsidiary (Composites LLC) operated a composite building products business, which is presented as a discontinued operation in the accompanying condensed consolidated financial statements.

We were incorporated in Delaware in November 1991. On July 12, 2001, we changed our name to Kadant Inc. from Thermo Fibertek Inc. Our common stock is listed on the New York Stock Exchange, where it trades under the symbol “KAI.”

Papermaking Systems Segment

Our Papermaking Systems segment designs and manufactures stock-preparation systems and equipment, fluid-handling systems and equipment, paper machine accessory equipment, and water-management systems primarily for the paper and paper recycling industries. Our principal products include:

- *Stock-preparation systems and equipment:* custom-engineered systems and equipment, as well as standard individual components, for pulping, de-inking, screening, cleaning, and refining recycled and virgin fibers for preparation for entry into the paper machine during the production of recycled paper;
- *Fluid handling systems and equipment:* rotary joints, precision unions, steam and condensate systems, components, and controls used primarily in the dryer section of the papermaking process and during the production of corrugated boxboard, metals, plastics, rubber, textiles and food;
- *Paper machine accessory equipment:* doctoring systems and related consumables that continuously clean papermaking rolls to keep paper machines running efficiently; doctor blades made of a variety of materials to perform functions

Overview (continued)

including cleaning, creping, web removal, and application of coatings; and profiling systems that control moisture, web curl, and gloss during paper production; and

- *Water-management systems:* systems and equipment used to continuously clean paper machine fabrics, drain water from pulp mixtures, form the sheet or web, and filter the process water for reuse.

Other Business

Our other business includes our Fiber-based Products business that produces biodegradable, absorbent granules from papermaking byproducts for use primarily as carriers for agricultural, home lawn and garden, and professional lawn, turf and ornamental applications, as well as for oil and grease absorption.

Discontinued Operation

In 2005, Composites LLC sold substantially all of its assets to LDI Composites Co. Under the terms of the asset purchase agreement, Composites LLC retained certain liabilities associated with the operation of the business prior to the sale, including the warranty obligations associated with products manufactured prior to the sale date. Composites LLC retained all of the cash proceeds received from the asset sale and continued to administer and pay warranty claims from the sale proceeds into the third quarter of 2007. On September 30, 2007, Composites LLC announced that it no longer had sufficient funds to honor warranty claims, was unable to pay or process warranty claims, and ceased doing business.

Through the sale date of October 21, 2005, Composites LLC offered a standard limited warranty to the owners of its decking and roofing products, limited to repair or replacement of the defective product or a refund of the original purchase price. As of April 4, 2009, the accrued warranty costs associated with the composites business were \$2.1 million, which represents the low end of the estimated range of warranty reserve required based on the level of claims received. Composites LLC has calculated that the total potential warranty cost ranges from \$2.1 million to approximately \$13.1 million. The high end of the range represents the estimated maximum level of warranty claims remaining based on the total sales of the products under warranty. Composites LLC will continue to record adjustments to accrued warranty costs to reflect the minimum amount of the potential range of loss for products under warranty based on judgments known to be entered against it in litigation, if any.

All activity related to this business is classified in the results of the discontinued operation in the accompanying condensed consolidated financial statements.

Composites LLC's inability to pay or process warranty claims has exposed us to greater risks associated with litigation. For more information regarding our current litigation arising from these claims, see Part II, Item 1, "Legal Proceedings," and Part II, Item 1A, "Risk Factors".

International Sales

During the first quarters of 2009 and 2008, approximately 63% and 59%, respectively, of our sales were to customers outside the United States, principally in Asia and Europe. We generally seek to charge our customers in the same currency in which our operating costs are incurred. However, our financial performance and competitive position can be affected by currency exchange rate fluctuations affecting the relationship between the U.S. dollar and foreign currencies. We seek to reduce our exposure to currency fluctuations through the use of forward currency exchange contracts. We may enter into forward contracts to hedge certain firm purchase and sale commitments denominated in currencies other than our subsidiaries' functional currencies. These contracts hedge transactions principally denominated in U.S. dollars.

Overview (continued)*Application of Critical Accounting Policies and Estimates*

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of our condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those that reflect significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that our most critical accounting policies, upon which our financial condition depends and which involve the most complex or subjective decisions or assessments, are those described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under the section captioned “Application of Critical Accounting Policies and Estimates” in Part I, Item 7, of our Annual Report on Form 10-K for the fiscal year ended January 3, 2009, filed with the Securities and Exchange Commission (SEC). There have been no material changes to these critical accounting policies since fiscal year-end 2008 that warrant disclosure.

Industry and Business Outlook

Our products are primarily sold to the global pulp and paper industry. The worldwide economic downturn, which accelerated in the fourth quarter of 2008, continues to negatively impact paper producers. In response to the economic slowdown, paper producers have taken numerous steps to control operating costs including closing factories, increasing downtime at paper mills, deferring maintenance and upgrades, and delaying or canceling projects. Revenues in all of our product lines within our papermaking systems segment in the first quarter of 2009 were negatively impacted and we experienced a \$20.9 million, or 24%, decrease in revenues in the first quarter of 2009 compared to the first quarter of 2008. A significant factor contributing to this decrease was the slowdown in China, where the linerboard market is experiencing overcapacity. Our revenues from China are primarily derived from large capital orders, the timing of which is often difficult to predict. The recent downturn has caused many paper producers in China to significantly delay or even cancel projects. These delays, as well as delays in receiving down payments, could cause us to recognize revenue on these projects in periods later than originally anticipated. We expect our revenues in 2009 will continue to be negatively impacted by the current economic environment.

In response to this difficult environment, we have taken a number of steps to optimize our business structure and maximize internal efficiencies, which include integrating multiple operations in a region, merging our sales teams in certain markets, and reducing the number of employees in certain locations, including China and North America. In addition, we continue to concentrate our efforts on several initiatives intended to improve our operating results, including: increasing aftermarket sales, delivering products and technical solutions that provide our customers with a good return on their investments through energy-savings and fiber-yield improvements, penetrating existing markets where we see opportunity, and increasing our use of low-cost manufacturing bases. We also continue to focus our efforts on managing our operating costs, capital expenditures, and working capital.

For 2009, we expect GAAP (generally accepted accounting principles) revenues and earnings per share from continuing operations, which exclude the results from our discontinued operation, as follows: For the second quarter of 2009, we expect to report a loss from continuing operations between \$.24 and \$.26 per diluted share, on revenues of \$50 to \$52 million. This includes \$.08 of incremental tax provision principally due to not being able to benefit the expected U.S. losses and \$.06 of estimated restructuring costs. For 2009, we expect to report a loss from continuing operations between \$.55 and \$.65 per diluted share, on revenues of \$220 to \$230 million, revised from our previous guidance of diluted earnings per share of \$.43 to \$.53, on revenues of \$260 to \$270 million. The full year guidance includes \$.39 of incremental tax provision and \$.14 of estimated restructuring costs. The incremental tax provision is due to applying a valuation allowance to certain deferred tax assets and our inability to record a tax benefit on pre-tax losses in the U.S. as a result of our cumulative loss position in the U.S. caused by the large goodwill impairment charge recorded in the fourth quarter of 2008.

KADANT INC.

Results of Operations

First Quarter 2009 Compared With First Quarter 2008

The following table sets forth our unaudited condensed consolidated statement of operations expressed as a percentage of total revenues from continuing operations for the first fiscal quarters of 2009 and 2008. The results of operations for the fiscal quarter ended April 4, 2009 are not necessarily indicative of the results to be expected for the full fiscal year.

	Three Months Ended	
	April 4, 2009	March 29, 2008
Revenues	100%	100%
Costs and Operating Expenses:		
Cost of revenues	62	60
Selling, general, and administrative expenses	34	30
Research and development expenses	2	2
Restructuring costs and other income, net	1	(1)
	<u>99</u>	<u>91</u>
Operating Income	1	9
Interest Income	–	1
Interest Expense	<u>(1)</u>	<u>(1)</u>
(Loss) Income from Continuing Operations Before Provision for Income Taxes	–	9
Provision for Income Taxes	<u>(4)</u>	<u>(3)</u>
(Loss) Income from Continuing Operations	<u>(4)</u>	<u>6</u>
Net (Loss) Income Attributable to Kadant	<u>(4)%</u>	<u>6%</u>

Revenues

Revenues decreased \$20.9 million, or 24%, to \$65.0 million in the first quarter of 2009 from \$85.9 million in the first quarter of 2008, including a \$7.0 million, or 8%, decrease from the unfavorable effects of currency translation. Excluding the effects of currency translation, revenues decreased \$13.9 million, or 16%, in the first quarter of 2009 due to a decrease in revenues in all of our major product lines as our customers continued to take steps to control operating costs including increasing downtime at paper mills and delaying or canceling projects. Excluding the effects of currency translation, the largest revenue declines in the first quarter of 2009 were in our fluid-handling product line, which decreased \$5.0 million, or 22%, and our stock-preparation equipment product line in China and North America, which decreased \$16.8 million, or 67%. Partially offsetting these decreases in revenues in the first quarter of 2009 was an increase of \$12.6 million, or 114%, in stock-preparation equipment sales in Europe primarily due to a large capital equipment project in Vietnam.

KADANT INC.

Results of Operations (continued)

Revenues for the first quarters of 2009 and 2008 from our Papermaking Systems segment and our other business are as follows:

(In thousands)	Three Months Ended	
	April 4, 2009	March 29, 2008
Revenues:		
Papermaking Systems	\$ 61,987	\$ 83,258
Other Business	2,970	2,606
	<u>\$ 64,957</u>	<u>\$ 85,864</u>

Papermaking Systems Segment. Revenues in the Papermaking Systems segment decreased \$21.3 million, or 26%, to \$62.0 million in the first quarter of 2009 from \$83.3 million in the first quarter of 2008, including a \$7.0 million, or 9%, decrease from the unfavorable effects of currency translation. Excluding the effects of currency translation, revenues in the Papermaking Systems segment decreased \$14.3 million, or 17%, due to a decrease in revenues in all of the segment's product lines as our customers significantly reduced their order volumes in the current economic environment. Excluding the effects of currency translation, the largest revenue declines in the first quarter of 2009 were in our fluid-handling product line, which decreased \$5.0 million, or 22%, and our stock-preparation equipment product line, which decreased \$4.2 million, or 12%. We expect to continue to see declines in revenues compared to the prior year periods in all of the segment's product lines until late in 2009 due to the significant decrease in order volumes.

Other Business. Revenues from the Fiber-based Products business increased \$0.4 million, or 14%, to \$3.0 million in the first quarter of 2009 from \$2.6 million in the first quarter of 2008 primarily due to stronger sales of Biodac™, our line of biodegradable granular products.

The following table presents revenues at the Papermaking Systems segment by product line, the changes in revenues by product line between the first quarters of 2009 and 2008, and the changes in revenues by product line between the first quarters of 2009 and 2008 excluding the effect of currency translation. The presentation of the changes in revenues by product line excluding the effect of currency translation is a non-GAAP (generally accepted accounting principles) measure. We believe this non-GAAP measure helps investors gain a better understanding of our underlying operations, consistent with how our management measures and forecasts our performance, especially when comparing such results to prior periods. This non-GAAP measure should not be considered superior to or a substitute for the corresponding GAAP measure.

(In millions)	Three Months Ended		Decrease	Decrease Excluding Effect of Currency Translation
	April 4, 2009	March 29, 2008		
Product Line:				
Stock-Preparation Equipment	\$ 29.2	\$ 36.3	\$ (7.1)	\$ (4.2)
Fluid-Handling	15.7	22.5	(6.8)	(5.0)
Accessories	11.6	15.9	(4.3)	(2.6)
Water-Management	5.1	8.0	(2.9)	(2.4)
Other	0.4	0.6	(0.2)	(0.1)
	<u>\$ 62.0</u>	<u>\$ 83.3</u>	<u>\$ (21.3)</u>	<u>\$ (14.3)</u>

Revenues from the segment's stock-preparation equipment product line decreased \$7.1 million, or 20%, in the first quarter of 2009 compared to the first quarter of 2008, including a \$2.9 million, or 8%, decrease from the unfavorable effect of currency translation. Excluding the effect of currency translation, revenues from the segment's stock preparation equipment product line decreased \$4.2 million, or 12%, primarily due to an \$11.1 million, or 91%, decrease in our stock-preparation equipment sales in

Results of Operations (continued)

China and a \$5.7 million, or 44%, decrease in stock-preparation equipment sales in North America. These significant decreases were due to a reduction in orders as major manufacturers cancelled or postponed projects due to the current economic environment. Partially offsetting the decreases in revenues in the first quarter of 2009 was an increase of \$12.6 million, or 114%, in stock-preparation sales in Europe primarily due to a large capital equipment project in Vietnam. We expect to continue to see declines in stock-preparation equipment sales, especially in China, North America and Europe, for the foreseeable future given the current economic environment and its impact on paper producers.

Revenues from the segment's fluid-handling product line decreased \$6.8 million, or 30%, in the first quarter of 2009 compared to the first quarter of 2008, including a \$1.8 million, or 8%, decrease from the unfavorable effect of currency translation. Excluding the effect of currency translation, revenues from the segment's fluid-handling product line decreased \$5.0 million, or 22%, primarily due to a decrease in revenues in Europe, China, and the U.S. due to significantly lower demand in the current economic environment.

Revenues from the segment's accessories product line decreased \$4.3 million, or 27%, in the first quarter of 2009 compared to the first quarter of 2008, including a \$1.7 million, or 10%, decrease from the unfavorable effect of currency translation. Excluding the effect of currency translation, revenues from the segment's accessories product line decreased \$2.6 million, or 17%, primarily due to decreased demand in North America as customers curtailed production and reduced their order volumes.

Revenues from the segment's water-management product line decreased \$2.9 million, or 36%, in the first quarter of 2009 compared to the first quarter of 2008, including a \$0.5 million, or 6%, decrease from the unfavorable effect of currency translation. Excluding the effect of currency translation, revenues from the segment's water management product line decreased \$2.4 million, or 30%, primarily due to a decrease in capital sales in Europe and North America.

Gross Profit Margin

Gross profit margins for the first quarters of 2009 and 2008 are as follows:

	Three Months Ended	
	April 4, 2009	March 29, 2008
Gross Profit Margin:		
Papermaking Systems	38%	40%
Other	34	39
	38%	40%

Gross profit margin decreased to 38% in the first quarter of 2009 from 40% in the first quarter of 2008.

Papermaking Systems Segment. The gross profit margin in the Papermaking Systems segment decreased to 38% in the first quarter of 2009 from 40% in the first quarter of 2008. This decrease was primarily due to lower margins in our water-management product line due to the underabsorption of overhead costs given reduced order volumes. We are in the process of consolidating our water-management manufacturing facility into our facilities in Massachusetts and Mexico and we expect to continue to see reduced margins in this product line until this consolidation is completed in the fourth quarter of 2009. The gross profit margin also decreased due to an unfavorable product mix as higher-margin fluid-handling revenues accounted for a smaller portion of our revenues in 2009.

Other Business. The gross profit margin in our Fiber-based Products business decreased to 34% in the first quarter of 2009 from 39% in the first quarter of 2008.

Operating Expenses

Selling, general, and administrative expenses as a percentage of revenues increased to 34% in the first quarter of 2009 from 30% in the first quarter of 2008. Selling, general, and administrative expenses decreased \$3.2 million, or 12%, to \$22.2 million in the first quarter of 2009 from \$25.4 million in the first quarter of 2008. This decrease includes a \$1.7 million decrease from the

Results of Operations (continued)

favorable effect of foreign currency translation and a \$1.6 million decrease in selling expenses due, in part, to our recent restructuring efforts that reduced the number of employees and merged our sales force in certain markets. These decreases in 2009 were offset, in part, by an increase of \$0.4 million in bad debt expense associated with a customer bankruptcy and an increase of \$0.5 million in legal expenses primarily associated with a customer dispute.

Total stock-based compensation expense was \$0.7 million in both the first quarters of 2009 and 2008, and is included in selling, general, and administrative expenses in the accompanying condensed consolidated statement of operations. As of April 4, 2009, unrecognized compensation cost related to restricted stock units was approximately \$3.8 million, which will be recognized over a weighted average period of 1.8 years.

Research and development expenses decreased \$0.1 million to \$1.5 million in the first quarter of 2009 compared to \$1.6 million in the first quarter of 2008 and represented 2% of revenues in both periods.

Restructuring Costs and Other Income, Net

We recorded net restructuring costs and other income of \$0.8 million and (\$0.5) million in the first quarters of 2009 and 2008, respectively. The restructuring costs in the first quarter of 2009 consisted of severance and associated charges of \$0.8 million primarily related to the reduction of 43 full-time positions in China, the U.S., and France. The restructuring costs in the first quarter of 2008 consisted of severance charges of \$0.1 million related to our 2008 restructuring plan. Other income of \$0.6 million in the first quarter of 2008 consisted of a pre-tax gain of \$0.6 million resulting from the sale of land for \$0.7 million in cash. All of these items occurred in the Papermaking Systems segment. We estimate annualized savings of \$1.0 million in cost of revenues and \$0.7 million in selling, general, and administrative expenses from the 2009 restructuring actions. We expect to incur an additional \$1.8 million in restructuring costs during the remainder of 2009.

Interest Income

Interest income decreased \$0.3 million, or 62%, to \$0.2 million in the first quarter of 2009 from \$0.5 million in the first quarter of 2008 due to lower average interest rates and, to a lesser extent, lower average invested balances in the 2009 period.

Interest Expense

Interest expense increased \$0.2 million, or 37%, to \$0.8 million in the first quarter of 2009 from \$0.6 million in the first quarter of 2008 primarily due to higher average outstanding borrowings during the first quarter of 2009 compared to the first quarter of 2008.

Provision for Income Taxes

Our provision for income taxes in the first quarter of 2009 included a \$1.1 million tax provision associated with earnings from our foreign operations and a \$1.2 million tax provision associated with applying a valuation allowance to certain deferred tax assets. Our provision for income taxes in the first quarter of 2009 does not include a tax benefit of \$1.4 million, as we were not able to record a tax benefit on our U.S. pre-tax losses due to our accumulated loss position in the U.S. tax jurisdiction and the uncertainty of profitability in future periods.

(Loss) Income from Continuing Operations

Loss from continuing operations was \$2.9 million in the first quarter of 2009 compared to income from continuing operations of \$5.2 million in the first quarter of 2008. The decrease in the 2009 period was primarily due to a decrease in operating income of \$7.3 million (see *Revenues and Gross Profit Margin* discussed above).

Loss from Discontinued Operation

Loss from the discontinued operation was \$4 thousand in both the first quarters of 2009 and 2008.

As of April 4, 2009, the accrued warranty costs associated with the composites business were \$2.1 million, which represents the low end of the estimated range of warranty reserve required based on the level of claims received. Composites LLC has calculated that the total potential warranty cost ranges from \$2.1 million to approximately \$13.1 million. The high end of the range represents the estimated maximum level of warranty claims remaining based on the total sales of the products under warranty.

Results of Operations (continued)

Composites LLC retained all of the cash proceeds received from the asset sale in October 2005 and continued to administer and pay warranty claims from the sale proceeds into the third quarter of 2007. On September 30, 2007, Composites LLC announced that it no longer had sufficient funds to honor warranty claims, was unable to pay or process warranty claims, and ceased doing business. Composites LLC will continue to record adjustments to accrued warranty costs to reflect the minimum amount of the potential range of loss for products under warranty based on judgments entered against it in litigation. Our consolidated results in future reporting periods will be negatively impacted if the future level of warranty claims exceeds the warranty reserve.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141(R), "Business Combinations" (SFAS 141(R)), which replaces SFAS No. 141. SFAS 141(R) requires the acquiring entity in a business combination to recognize the assets acquired and the liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose certain information to enable users to evaluate and understand the nature and financial effects of the business combination. SFAS 141(R) also requires that cash outflows, such as transaction costs and post-acquisition restructuring costs, be charged to expense instead of capitalized as a cost of the acquisition. Contingent purchase price will be recorded at its initial fair value and then re-measured as time passes through adjustments to net income. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. We adopted SFAS 141(R) on January 4, 2009 and the adoption did not have a material affect on our condensed consolidated financial statements. As of January 3, 2009, we had a tax valuation allowance of \$1,012,000 relating to the 2005 Kadant Johnson Inc. acquisition, a liability for unrecognized tax benefits of \$517,000, and accrued interest and penalties of \$843,000, all of which would have affected goodwill if recognized prior to the end of fiscal 2008, but will now affect our annual effective tax rate in the future, if recognized.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an Amendment of Accounting Research Bulletin No. 51" (SFAS 160), which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. We adopted SFAS 160 prospectively, effective January 4, 2009, except for the presentation and disclosure requirements, which require retrospective application. Amounts previously reported as minority interest liability are presented as noncontrolling interest within total shareholders' investment and amounts previously reported as minority interest expense are shown as net income attributable to noncontrolling interest in the accompanying condensed consolidated financial statements. The adoption did not have a material affect on our condensed consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" (SFAS 161). SFAS 161 requires disclosures of how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for; and how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. SFAS 161 is effective for fiscal years beginning after November 15, 2008. We adopted SFAS 161 in the first quarter of 2009 and as a result have included enhanced disclosures for derivative instruments and hedging activities in the accompanying condensed consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, "Determination of the Useful Life of Intangible Assets" (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing the renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets." FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. We adopted FSP FAS 142-3 on January 4, 2009, which had no affect on our condensed consolidated financial statements.

In December 2008, the FASB issued FSP No. 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets" (FSP 132(R)-1). FSP 132(R)-1 requires additional disclosures about an employer's plan assets of defined benefit pension or other postretirement plans. This rule expands current disclosures of defined benefit pension and postretirement plan assets to include information regarding the fair value measurements of plan assets similar to our current SFAS No. 157, "Fair Value

Results of Operations (continued)

Measurements," disclosures. FSP 132(R)-1 is effective for fiscal years ending after December 15, 2009. We are currently evaluating the potential impact of the adoption of FSP 132(R)-1 on our financial statement disclosures.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2 (FSP 115-2 and 124-2), "Recognition and Presentation of Other-Than-Temporary Impairments." This FSP amends the other-than-temporary impairment guidance for certain debt securities and will require the investor to assess the likelihood of selling the debt security prior to recovery of its cost basis. If an investor is able to meet the criteria to assert that it does not intend to sell the debt security and more likely than not will not be required to sell the debt security before its anticipated recovery, impairment charges related to credit losses would be recognized in earnings whereas impairment charges related to non-credit losses would be reflected in other comprehensive income. FSP 115-2 and 124-2 is effective for interim and annual reporting periods ending after June 15, 2009. We do not expect the changes associated with the adoption of FSP 115-2 and 124-2 to have a material effect on our condensed consolidated financial statements.

In April 2009, the FASB issued FSP No. FAS 107-1 and APB 28-1 (FSP FAS 107-1 and APB 28-1), "Interim Disclosures about Fair Value of Financial Instruments." This FSP requires the fair value disclosures required by SFAS No. 107, "Disclosures about Fair Value of Financial Instruments" regarding the fair value of financial instruments to be included in interim financial statements. FSP FAS 107-1 and APB 28-1 is effective for interim periods ending after June 15, 2009 and requires additional disclosure from that currently required.

In April 2009, the FASB issued FSP No. 157-4 (FSP 157-4), "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly." FSP 157-4 provides additional guidance for estimating fair value in accordance with SFAS 157 when the volume and level of activity for the asset or liability have significantly decreased. FSP 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP 157-4 is effective for interim and annual reporting periods ending after June 15, 2009. We do not expect the changes associated with the adoption of FSP 157-4 to have a material effect on our condensed consolidated financial statements.

Liquidity and Capital Resources

Consolidated working capital, including the discontinued operation, was \$90.0 million at April 4, 2009, compared with \$98.0 million at January 3, 2009. Included in working capital are cash and cash equivalents of \$46.9 million at April 4, 2009, compared with \$40.1 million at January 3, 2009. At April 4, 2009, \$39.5 million of cash and cash equivalents were held by our foreign subsidiaries.

First Quarter 2009

Our operating activities provided cash of \$13.8 million in the first quarter of 2009 primarily related to our continuing operations. The cash provided by our continuing operations in the first quarter of 2009 primarily resulted from a decrease in accounts receivable of \$17.3 million and a decrease in inventories of \$9.0 million. These sources of cash in 2009 were offset in part by uses of cash from a decrease in accounts payable of \$6.5 million and a decrease in other current liabilities of \$6.1 million. The decreases in accounts receivable and accounts payable were primarily associated with our stock-preparation equipment product line in North America. In addition, the shipment of a large order in our stock-preparation equipment product line to Vietnam contributed to decreases in customer deposits and inventory.

Our investing activities used cash of \$1.1 million in the first quarter of 2009 related entirely to our continuing operations. We used cash of \$1.2 million in the first quarter of 2009 to purchase property, plant, and equipment.

Our financing activities used cash of \$4.6 million in the first quarter of 2009 related entirely to our continuing operations. We used cash of \$18.2 million in the first quarter of 2009 to pay off our outstanding short- and long-term obligations and we used cash of \$3.3 million to repurchase our common stock on the open market. We received \$17.0 million of proceeds from the issuance of long-term obligations.

First Quarter 2008

Our operating activities provided cash of \$6.3 million in the first quarter of 2008 related primarily to our continuing operations. The cash provided by our continuing operations in the first quarter of 2008 was primarily due to income from

Liquidity and Capital Resources (continued)

continuing operations of \$5.2 million, a decrease in accounts receivable of \$8.3 million, and a non-cash charge of \$1.9 million for depreciation and amortization expense. These sources of cash in the first quarter of 2008 were offset in part by a decrease in other current liabilities of \$5.6 million and an increase in inventories of \$4.5 million. The decrease in other current liabilities of \$5.6 million was primarily due to a decrease of \$4.1 million in accrued payroll and employee benefits primarily related to incentive payments made in the first quarter of 2008.

Our investing activities used cash of \$1.9 million in the first quarter of 2008 related entirely to our continuing operations. We used cash of \$1.6 million to purchase property, plant, and equipment and \$1.2 million of cash associated with the acquisition of Jining Huayi Light Industry Machinery Co., Ltd. We received cash of \$0.9 million from the sale of property, plant, and equipment.

Our financing activities used cash of \$9.9 million in the first quarter of 2008 related entirely to our continuing operations. We used cash of \$26.0 million in the first quarter of 2008 to pay off our outstanding long term obligations and we used cash of \$12.0 million to repurchase our common stock on the open market. We received \$28.0 million of proceeds from the issuance of long-term obligations.

Revolving Credit Facility

On February 13, 2008, we entered into a five-year unsecured revolving credit facility (2008 Credit Agreement) in the aggregate principal amount of up to \$75 million, which includes an uncommitted unsecured incremental borrowing facility of up to an additional \$75 million. We can borrow up to \$75 million under the 2008 Credit Agreement with a sublimit of \$60 million within the 2008 Credit Agreement available for the issuance of letters of credit and bank guarantees. The principal on any borrowings made under the 2008 Credit Agreement is due on February 13, 2013. As of April 4, 2009, the outstanding balance borrowed under the 2008 Credit Agreement was \$38.0 million. The amount we are able to borrow under the 2008 Credit Agreement is the total borrowing capacity less any outstanding borrowings, letters of credit and multi-currency borrowings issued under the 2008 Credit Agreement. As of April 4, 2009, we had \$33.5 million of borrowing capacity available under the committed portion of the 2008 Credit Agreement.

Our obligations under the 2008 Credit Agreement may be accelerated upon the occurrence of an event of default under the 2008 Credit Agreement, which includes customary events of default including, without limitation, payment defaults, defaults in the performance of affirmative and negative covenants, the inaccuracy of representations or warranties, bankruptcy and insolvency related defaults, defaults relating to such matters as the Employment Retirement Income Security Act (ERISA), uninsured judgments and the failure to pay certain indebtedness, and a change of control default.

The 2008 Credit Agreement contains negative covenants applicable to us and our subsidiaries, including financial covenants requiring us to comply with a maximum consolidated leverage ratio of 3.5 and a minimum consolidated fixed charge coverage ratio of 1.2, and restrictions on liens, indebtedness, fundamental changes, dispositions of property, making certain restricted payments (including dividends and stock repurchases), investments, transactions with affiliates, sale and leaseback transactions, swap agreements, changing our fiscal year, arrangements affecting subsidiary distributions, entering into new lines of business, and certain actions related to the discontinued operation. As of April 4, 2009, we were in compliance with these covenants. Our earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the 2008 Credit Agreement, is a factor used in the consolidated leverage and fixed charge ratios. Based on our projected EBITDA for 2009, we expect to repay approximately \$25 to \$30 million of our debt obligations in the latter half of 2009 to stay in compliance with these financial covenants.

Commercial Real Estate Loan

On May 4, 2006, we borrowed \$10 million under a promissory note (2006 Commercial Real Estate Loan). The 2006 Commercial Real Estate Loan is repayable in quarterly installments of \$125 thousand over a ten-year period with the remaining principal balance of \$5 million due upon maturity. As of April 4, 2009, the remaining balance on the 2006 Commercial Real Estate Loan was \$8.6 million.

Our obligations under the 2006 Commercial Real Estate Loan may be accelerated upon the occurrence of an event of default under the 2006 Commercial Real Estate Loan and the Mortgage and Security Agreements, which includes customary events of

Liquidity and Capital Resources (continued)

default including without limitation payment defaults, defaults in the performance of covenants and obligations, the inaccuracy of representations or warranties, bankruptcy- and insolvency-related defaults, liens on the properties or collateral and uninsured judgments. In addition, the occurrence of an event of default under the 2008 Credit Agreement or any successor credit facility would be an event of default under the 2006 Commercial Real Estate Loan.

Kadant Jining, Loan, and Credit Facilities

On January 28, 2008, our Kadant Jining subsidiary borrowed 40 million Chinese renminbi, or approximately \$5.9 million at the April 4, 2009 exchange rate (2008 Kadant Jining Loan). Principal on the 2008 Kadant Jining Loan is due as follows: 24 million Chinese renminbi, or approximately \$3.5 million, on January 28, 2010 and 16 million Chinese renminbi, or approximately \$2.4 million, on January 28, 2011.

On July 30, 2008, Kadant Jining and our Kadant Yanzhou subsidiary (Kadant Yanzhou) each entered into a short-term credit line facility agreement (2008 Facilities) that would allow Kadant Jining to borrow up to an aggregate principal amount of 45 million Chinese renminbi, or approximately \$6.6 million at the April 4, 2009 exchange rate, and Kadant Yanzhou to borrow up to an aggregate principal amount of 15 million Chinese renminbi, or approximately \$2.2 million at the April 4, 2009 exchange rate. The 2008 Facilities have a term of 364 days and are renewable annually on or before July 30 at the discretion of the lender. As of April 4, 2009, Kadant Jining had borrowed \$1.7 million under the 2008 Facilities.

Interest Rate Swap Agreements

To hedge the exposure to movements in the 3-month LIBOR rate on outstanding debt, on February 13, 2008, we entered into a swap agreement (2008 Swap Agreement). The 2008 Swap Agreement has a five-year term and a \$15 million notional value, which decreases to \$10 million on December 31, 2010, and \$5 million on December 30, 2011. Under the 2008 Swap Agreement, on a quarterly basis we will receive a 3-month LIBOR rate and pay a fixed rate of interest of 3.265%. We also entered into a swap agreement in 2006 (2006 Swap Agreement) to convert the 2006 Commercial Real Estate Loan from a floating to a fixed rate of interest. The 2006 Swap Agreement has the same terms and quarterly payment dates as the corresponding debt, and reduces proportionately in line with the amortization of the 2006 Commercial Real Estate Loan. Under the 2006 Swap Agreement, we will receive a three-month LIBOR rate and pay a fixed rate of interest of 5.63%. As of April 4, 2009, we hedged \$23.6 million, or 44%, of our outstanding debt through interest rate swap agreements, which had an unrealized loss of \$2.0 million. Our management believes that any credit risk associated with the 2006 and 2008 Swap Agreements is remote based on the creditworthiness of the financial institution issuing the swap agreements.

Additional Liquidity and Capital Resources

On May 5, 2008, our board of directors approved the repurchase by us of up to \$30 million of our equity securities during the period from May 5, 2008 through May 5, 2009. We purchased 1,353,107 shares for \$30.0 million in 2008 under this authorization. On October 22, 2008, our board of directors approved the repurchase by us of up to an additional \$30 million of our equity securities during the period from October 22, 2008 through October 22, 2009. As of April 4, 2009, we had repurchased 494,493 shares of our common stock for \$5.9 million and have \$24.1 million remaining under this authorization. Repurchases under this authorization may be made in public or private transactions, including under Securities Exchange Act Rule 10b-5-1 trading plans.

It is our practice to reinvest indefinitely the earnings of our international subsidiaries, except in instances in which we can remit such earnings without a significant associated tax cost. Through April 4, 2009, we have not provided for U.S. income taxes on approximately \$99.6 million of unremitted foreign earnings. The U.S. tax cost has not been determined due to the fact that it is not practicable to estimate at this time. The related foreign tax withholding, which would be required if we remitted the foreign earnings to the U.S., would be approximately \$5.8 million.

It is our policy to provide for uncertain tax positions and the related interest and penalties based upon management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. At April 4, 2009, we had a liability for unrecognized tax benefits and an accrual for the payment of interest and penalties totaling \$6.9 million. To the extent we prevail in matters for which a liability for an unrecognized tax benefit is established or are required to pay amounts in excess of the liability, our effective tax rate in a given financial statement period may be affected.

Liquidity and Capital Resources (continued)

In 2005, Composites LLC sold its composites business, which is presented as a discontinued operation in the accompanying condensed consolidated financial statements. Under the terms of the asset purchase agreement, Composites LLC retained certain liabilities associated with the operation of the business prior to the sale, including warranty obligations related to products manufactured prior to the sale date. Composites LLC retained all of the cash proceeds received from the asset sale and continued to administer and pay warranty claims from the sale proceeds into the third quarter of 2007. On September 30, 2007, Composites LLC announced that it no longer had sufficient funds to honor warranty claims, was unable to pay or process warranty claims, and ceased doing business. At April 4, 2009, the accrued warranty costs for Composites LLC were \$2.1 million.

Although we currently have no material commitments for capital expenditures, we plan to make expenditures of approximately \$2 to \$3 million during the remainder of 2009 for property, plant, and equipment.

In the future, our liquidity position will be primarily affected by the level of cash flows from operations, cash paid to satisfy debt repayments, capital projects, stock repurchases, or additional acquisitions, if any. We believe that our existing resources, together with the cash available from our credit facilities and the cash we expect to generate from continuing operations, will be sufficient to meet the capital requirements of our current operations for the foreseeable future.

Item 3 – Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk from changes in interest rates and foreign currency exchange rates has not changed materially from our exposure at year-end 2008 as disclosed in Item 7A of our Annual Report on Form 10-K for the fiscal year ended January 3, 2009 filed with the SEC.

Item 4 – Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of April 4, 2009. The term “disclosure controls and procedures,” as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based upon the evaluation of our disclosure controls and procedures as of April 4, 2009, our Chief Executive Officer and Chief Financial Officer concluded that as of April 4, 2009, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the fiscal quarter ended April 4, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

We have been named as a co-defendant, together with Composites LLC and another defendant, in a consumer class action lawsuit filed in the United States District Court for the District of Massachusetts (the Court) on December 27, 2007 on behalf of a putative class of individuals who own GeoDeck™ decking or railing products manufactured by Composites LLC between April 2002 and October 2003. The complaint in this matter purports to assert, among other things, causes of action for unfair and deceptive trade practices, fraud, negligence, breach of warranty and unjust enrichment, and it seeks compensatory damages and punitive damages under various state consumer protection statutes, which plaintiffs claim exceed \$50 million. On March 14, 2008, we, Composites LLC, and the other co-defendant filed motions to dismiss all counts in the complaint. On November 19, 2008, the Court dismissed the complaint in its entirety, including all claims against us, Composites LLC, and the other co-defendant. On December 4, 2008, the plaintiffs sought to vacate this order of dismissal in order to amend their complaint, and this motion was denied without prejudice by the Court on January 12, 2009. On January 27, 2009, the plaintiffs renewed their motion to vacate the order of dismissal in order to amend their complaint, which motion was opposed by the Company on February 10, 2009 and denied by the Court on March 3, 2009. On March 27, 2009, the plaintiffs filed an amended notice of appeal, clarifying an earlier notice and seeking to challenge the Court's dismissal on November 19, 2008 and the Court's denial on March 3, 2009. On April 16, 2009, the Court formally opened the plaintiffs' appeal and on April 23, 2009, the defendants moved to dismiss as untimely that portion of the plaintiffs' appeal seeking to challenge the November 19, 2008 dismissal. The Court has yet to schedule a hearing on the plaintiffs' appeal or defendants' partial motion to dismiss. We intend to defend against this action vigorously, but there is no assurance we will prevail in such defense. We could incur significant costs to defend this lawsuit and a judgment or a settlement of the claims against the defendants could have a material adverse impact on our condensed consolidated financial results. We have not made an accrual related to this litigation as we believe that an adverse outcome is not probable and estimable at this time.

Item 1A – Risk Factors

In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, we wish to caution readers that the following important factors, among others, in some cases have affected, and in the future could affect, our actual results and could cause our actual results in 2009 and beyond to differ materially from those expressed in any forward-looking statements made by us, or on our behalf.

Our business is dependent on worldwide and local economic conditions as well as the condition of the pulp and paper industry.

We sell products primarily to the pulp and paper industry, which is a cyclical industry. Generally, the financial condition of the global pulp and paper industry corresponds to the condition of the worldwide economy, as well as to a number of other factors, including pulp and paper production capacity relative to demand. Recently, worldwide equity and credit markets have been experiencing extreme volatility and disruption and the markets in which we sell our products, both globally and locally, are experiencing severe economic downturns, the lengths of which are difficult to predict. This global uncertainty and turmoil and the recession in many economies have adversely affected demand for our customers' products, as well as for our products, especially our capital equipment products. Our stock-preparation equipment product line has been particularly affected since it contains a higher proportion of capital products than our other product lines. The slowing of demand as consumer and economic activity declines results in reduced demand for paper and board products. This reduced demand has resulted in an overcapacity situation in many grades of paper, particularly linerboard, in most regions of the world, which adversely affects our capital business. In addition, paper producers are lowering their production rates, which adversely impacts the sales of our products, including parts and consumables. Also, the crisis affecting financial institutions has caused, and is likely to continue to cause, liquidity and credit issues for many businesses, including our customers in the pulp and paper industry as well as other industries, and results in their inability to fund projects, capacity expansion plans and, to some extent, routine operations. We expect these factors to particularly affect planned or proposed projects in developing economies in Eastern Europe and Russia, which have recently been a source of significant capital expansion projects for both our stock-preparation and fluid-handling systems and equipment product lines. These conditions have resulted in a number of structural changes in the pulp and paper industry, including decreased spending, mill closures, consolidations, and bankruptcies, all of which adversely affect our business, revenue, and profitability.

Furthermore, the inability of our customers to obtain credit may affect our ability to recognize revenue and income, particularly on large capital equipment orders from new customers for which we may require letters of credit. We may also be unable to issue letters of credit to our customers, required in some cases to guarantee performance, if the economic crisis continues and we exhaust our existing sources of credit. In addition, paper producers have been and continue to be negatively affected by higher operating costs, especially higher energy and chemical costs.

KADANT INC.

Paper companies have curtailed their capital and operating spending in the current economic environment and will likely be cautious about resuming spending, if and when market conditions improve. As paper companies consolidate in response to market weakness, they frequently reduce capacity and postpone or even cancel capacity addition or expansion projects. For example, in China, the worsening economic conditions have resulted in an oversupply of linerboard as demand has fallen with the reduction in exports to the U.S. and other countries. Major paper producers in that country have curtailed production to address the oversupply and announced delays or cancellations of several new paper machines used to produce linerboard. Several large projects in Asia and Russia have been cancelled or delayed by several quarters or into 2010. These cancellations and delays have caused us to lower our expectations of revenues and earnings per share for the 2009 fiscal year and may negatively impact us in future years as well. Our financial performance for 2009 and potentially longer will be negatively impacted if there are additional delays in customers securing financing or our customers become unable to secure such financing. In addition, the ability to accurately forecast revenues and earnings per share is extremely difficult in the current economic environment.

Certain of our contracts, particularly for stock-preparation and systems orders, require us to provide a standby letter of credit to a customer as beneficiary to guarantee our warranty and performance obligations under the contract. One of our customers has indicated its intention to draw upon all of the outstanding standby letters of credit, which total \$5.8 million. These letters of credit were issued to secure our warranty and performance obligations under multiple contracts with that customer and we believe that the reasons for the draws are principally unrelated to our warranty and performance obligations. We have and intend to continue to vigorously oppose these draws and any other potential claims and may incur significant legal expenses in the process, and if we are unsuccessful we could incur a significant expense that would adversely affect our financial results. In addition, due to this dispute we currently have poor relations with this customer, and unless they improve, the loss of this customer could negatively affect our future revenues.

A significant portion of our international sales has, and may in the future, come from China and we operate several manufacturing facilities in China, which exposes us to political, economic, operational and other risks.

We have historically had significant revenues from China, operate significant facilities in China, and expect to manufacture and source more of our equipment and components from China in the future. Our manufacturing facilities in China, as well as the significant level of revenues from China, expose us to increased risk in the event of economic slowdowns, changes in the policies of the Chinese government, political unrest, unstable economic conditions, or other developments in China or in U.S.-China relations that are adverse to trade, including enactment of protectionist legislation or trade or currency restrictions. In addition, orders from customers in China, particularly for large stock-preparation systems that have been tailored to a customer's specific requirements, have credit risks higher than we generally incur elsewhere, and some orders are subject to the receipt of financing approvals from the Chinese government. For this reason, we do not record signed contracts from customers in China for large stock-preparation systems as orders until we receive the down payments for such contracts. The timing of the receipt of these orders and the down payments are uncertain and there is no assurance that we will be able to recognize revenue on these contracts. We may experience a loss if the contract is cancelled prior to the receipt of a down payment in the event we commence engineering or other work associated with the contract. In addition, we may experience a loss if the contract is cancelled, or the customers do not fulfill their obligations under the contract, prior to the receipt of a letter of credit covering the remaining balance of the contract. Typically, the letter of credit represents 80% or more of the total order.

Worsening economic conditions have led some customers in China to defer, slow down, or cancel planned capital projects, especially those dependent on exports to Western economies, such as linerboard production. These actions will cause us to recognize revenue on certain contracts in periods later than originally anticipated, or not at all.

Our business is subject to economic, currency, political, and other risks associated with international sales and operations.

During the first quarters of 2009 and 2008, approximately 63% and 59% of our sales, respectively, were to customers outside the United States, principally in China and Europe. In addition, we operate several manufacturing operations worldwide, including those in Asia, Europe, Mexico, and Brazil. International revenues and operations are subject to a number of risks, including the following:

- agreements may be difficult to enforce and receivables difficult to collect through a foreign country's legal system,
- foreign customers may have longer payment cycles,
- foreign countries may impose additional withholding taxes or otherwise tax our foreign income, impose tariffs, adopt other restrictions on foreign trade, impose currency restrictions or enact other protectionist or anti-trade measures,
- worsening economic conditions may result in worker unrest, labor actions, and potential work stoppages,
- it may be difficult to repatriate funds, due to unfavorable tax consequences or other restrictions or limitations imposed by foreign governments, and
- the protection of intellectual property in foreign countries may be more difficult to enforce.

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Although we seek to charge our customers in the same currency in which our operating costs are incurred, fluctuations in currency exchange rates may affect product demand and adversely affect the profitability in U.S. dollars of products we provide in international markets where payment for our products and services is made in their local currencies. In addition, our inability to repatriate funds could adversely affect our ability to service our debt obligations. Any of these factors could have a material adverse impact on our business and results of operations. Furthermore, while some risks can be hedged using derivatives or other financial instruments, or may be insurable, such attempts to mitigate these risks may be costly and not always successful.

We are subject to intense competition in all our markets.

We believe that the principal competitive factors affecting the markets for our products include quality, price, service, technical expertise, and product performance and innovation. Our competitors include a number of large multinational corporations that may have substantially greater financial, marketing, and other resources than we do. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements, or to devote greater resources to the promotion and sale of their services and products. Competitors' technologies may prove to be superior to ours. Our current products, those under development, and our ability to develop new technologies may not be sufficient to enable us to compete effectively. Competition, especially in China, has increased as new companies enter the market and existing competitors expand their product lines and manufacturing operations.

Adverse changes to the soundness of our suppliers and customers could affect our business and results of operations.

All of our businesses are exposed to risk associated with the creditworthiness of our key suppliers and customers, including pulp and paper manufacturers and other industrial customers, many of which may be adversely affected by the volatile conditions in the financial markets, worldwide economic downturns, and worsening economic conditions. These conditions could result in financial instability, bankruptcy, or other adverse effects at any of our suppliers or customers. The consequences of such adverse effects could include the interruption of production at the facilities of our suppliers, the reduction, delay or cancellation of customer orders, delays in or the inability of customers to obtain financing to purchase our products, and bankruptcy of customers or other creditors. For example, two of our customers in North America, Smurfit-Stone Container Corporation and Abitibi Bowater Inc., recently filed for bankruptcy protection, which will adversely affect our revenues and ability to collect on certain receivables, among other things. Any adverse changes to the soundness of our suppliers or customers may adversely affect our cash flow, profitability and financial condition.

Our debt may adversely affect our cash flow and may restrict our investment opportunities.

In 2008, we entered into a five-year unsecured revolving credit facility (2008 Credit Agreement) in the aggregate principal amount of up to \$75 million, which includes an uncommitted unsecured incremental borrowing facility of up to an additional \$75 million. We had \$38 million outstanding under the 2008 Credit Agreement as of April 4, 2009 and we have also borrowed additional amounts under other agreements to fund our operations. We may also obtain additional long-term debt and working capital lines of credit to meet future financing needs, which would have the effect of increasing our total leverage.

Our indebtedness could have negative consequences, including:

- increasing our vulnerability to adverse economic and industry conditions,
- limiting our ability to obtain additional financing,
- limiting our ability to pay dividends on or to repurchase our capital stock,
- limiting our ability to complete a merger or an acquisition,
- limiting our ability to acquire new products and technologies through acquisitions or licensing agreements, and
- limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we compete.

Our existing indebtedness bears interest at floating rates and as a result, our interest payment obligations on our indebtedness will increase if interest rates increase. To reduce the exposure to floating rates, we hedged \$23.6 million, or 44%, of our outstanding floating rate debt as of April 4, 2009 through interest rate swap agreements. The unrealized loss associated with these swap agreements was \$2.0 million as of April 4, 2009. This unrealized loss represents the estimated amount that the swap agreements could be settled for. The counterparty to the swap agreements could demand an early termination of the swap agreements if we are in default under the 2008 Credit Agreement, or any agreement that amends or replaces the 2008 Credit Agreement in which the counterparty is a member, and we are unable to cure the default. An event of default under the 2008 Credit Agreement includes customary events of default including failure to comply with a maximum consolidated leverage ratio of 3.5 and a minimum consolidated fixed charge coverage ratio of 1.2. If these swap agreements were terminated prior to the scheduled maturity date and if we were required to pay cash for the value of the swap, we would incur a loss, which would adversely affect our financial results.

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Our ability to satisfy our obligations and to reduce our total debt depends on our future operating performance and on economic, financial, competitive, and other factors beyond our control. Our business may not generate sufficient cash flows to meet these obligations or to successfully execute our business strategy. The 2008 Credit Agreement includes certain financial covenants requiring us to comply with a maximum consolidated leverage ratio of 3.5 and a minimum consolidated fixed charge coverage ratio of 1.2. Our earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the 2008 Credit Agreement, is a factor used in these ratios. As of April 4, 2009, we were in compliance with these covenants. Based on our projected EBITDA for 2009, we expect to repay approximately \$25 to \$30 million of our debt obligations in the latter half of 2009 to stay in compliance with these financial covenants. A default under our 2008 Credit Agreement would have significant negative consequences on our current operations, our swap agreements, and our future ability to fund our operations and grow our business. If we are unable to service our debt and fund our business, we may be forced to reduce or delay capital expenditures or research and development expenditures, seek additional financing or equity capital, restructure or refinance our debt, or sell assets. We may not be able to obtain additional financing or refinance existing debt or sell assets on terms acceptable to us or at all.

Restrictions in our 2008 Credit Agreement may limit our activities.

Our 2008 Credit Agreement contains, and future debt instruments to which we may become subject may contain, restrictive covenants that limit our ability to engage in activities that could otherwise benefit us, including restrictions on our ability and the ability of our subsidiaries to:

- incur additional indebtedness,
- pay dividends on, redeem, or repurchase our capital stock,
- make investments,
- create liens,
- sell assets,
- enter into transactions with affiliates, and
- consolidate, merge, or transfer all or substantially all of our assets and the assets of our subsidiaries.

We are also required to meet specified financial ratios under the terms of our 2008 Credit Agreement. Our ability to comply with these financial restrictions and covenants is dependent on our future performance, which is subject to prevailing economic conditions and other factors, including factors that are beyond our control such as currency exchange rates, interest rates, changes in technology, and changes in the level of competition.

Our failure to comply with any of these restrictions or covenants may result in an event of default under our 2008 Credit Agreement and other loan obligations, which could permit acceleration of the debt under those instruments and require us to repay the debt before its scheduled due date.

If an event of default were to occur, we may not have sufficient funds available to make the payments required under our indebtedness. If we are unable to repay amounts owed under our debt agreements, those lenders may be entitled to foreclose on and sell the collateral that secures our borrowings under the agreements.

Adverse changes to the soundness of financial institutions could affect us.

We have relationships with many financial institutions, including lenders under our credit facilities and insurance underwriters, and from time to time, we execute transactions with counterparties in the financial industry, such as our interest swap arrangements and other hedging transactions. As a consequence of the recent and continuing volatility in the financial markets, these financial institutions or counterparties could be adversely affected and we may not be able to access credit facilities, complete transactions as intended, or otherwise obtain the benefit of the arrangements we have entered into with such financial parties, which could adversely affect our business and results of operations.

The inability of Kadant Composites LLC to pay claims against it has exposed us to litigation, which if we are unable to successfully defend, could have a material adverse effect on our condensed consolidated financial results.

On October 21, 2005, our Kadant Composites LLC subsidiary (Composites LLC) sold substantially all of its assets to LDI Composites Co. (Buyer). Under the terms of the asset purchase agreement, Composites LLC retained certain liabilities associated with the operation of the business prior to the sale, including warranty obligations related to products manufactured prior to the sale date (Retained Liabilities), and, jointly and severally with its parent company Kadant Inc., agreed to indemnify the Buyer against losses caused to the Buyer arising from claims associated with the Retained Liabilities. Pursuant to the asset purchase agreement, the indemnification obligation was contractually limited to approximately \$8.9 million. On May 1, 2009, the Buyer sold the business to a third party and pursuant to the second amendment to the asset purchase agreement, among other matters,

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the new buyer was included as an indemnified party and the indemnification obligation was lowered to \$8.4 million. All activity related to this business is classified in the results of the discontinued operation in our condensed consolidated financial statements.

Composites LLC retained all of the cash proceeds received from the asset sale and continued to administer and pay warranty claims from the sale proceeds into the third quarter of 2007. On September 30, 2007, Composites LLC announced that it no longer had sufficient funds to honor warranty claims, was unable to pay or process warranty claims, and ceased doing business. We are now co-defendants in a purported consumer class action, together with Composites LLC and another defendant, arising from these warranty claims, in which the plaintiffs claim that such damages exceed \$50 million. See Part II, Item 1, "Legal Proceedings" for further information. We could incur substantial costs to defend ourselves and the Buyer under our indemnification obligations in this lawsuit and a judgment or a settlement of the claims against the defendants could have a material adverse impact on our condensed consolidated financial results. Creditors or other claimants against Composites LLC may seek other parties, including us, against whom to assert claims. While we believe any such asserted or possible claims against us or the Buyer would be without merit, the cost of litigation and the outcome, if we were unable to successfully defend such claims, could adversely affect our condensed consolidated financial results.

An increase in the accrual for warranty costs of the discontinued operation adversely affects our condensed consolidated financial results.

The discontinued operation has experienced significant liabilities associated with warranty claims related to its composite decking products manufactured prior to the sale date. The accrued warranty costs of the discontinued operation as of April 4, 2009 represents the low end of the estimated range of warranty costs required to be recorded under SFAS No. 5, "Accounting for Contingencies" based on the level of claims received. Composites LLC has calculated that the total potential warranty cost ranges from \$2.1 million to approximately \$13.1 million. The high end of the range represents the estimated maximum level of warranty claims remaining based on the total sales of the products under warranty. On September 30, 2007, the discontinued operation ceased doing business and has no employees or other service providers to collect or process warranty claims. Composites LLC will continue to record adjustments to accrued warranty costs to reflect the minimum amount of the potential range of loss for products under warranty based on judgments entered against it in litigation, which will adversely affect our consolidated results.

Our inability to successfully identify and complete acquisitions or successfully integrate any new or previous acquisitions could have a material adverse effect on our business.

Our strategy includes the acquisition of technologies and businesses that complement or augment our existing products and services. Our most recent acquisition was the Kadant Jining acquisition in June 2006. Any such acquisition involves numerous risks that may adversely affect our future financial performance and cash flows. These risks include:

- competition with other prospective buyers resulting in our inability to complete an acquisition or in us paying substantial premiums over the fair value of the net assets of the acquired business,
- inability to obtain regulatory approval, including antitrust approvals,
- difficulty in assimilating operations, technologies, products and the key employees of the acquired business,
- inability to maintain existing customers or to sell the products and services of the acquired business to our existing customers,
- diversion of management's attention away from other business concerns,
- inability to improve the revenues and profitability or realize the cost savings and synergies expected in the acquisition,
- assumption of significant liabilities, some of which may be unknown at the time,
- potential future impairment of the value of goodwill and intangible assets acquired, and
- identification of internal control deficiencies of the acquired business.

In the fourth quarter of 2008, we recorded a \$40.3 million impairment charge to write down the goodwill associated with the stock-preparation reporting unit within our Papermaking Systems segment. We may incur additional impairment charges to write down the value of our goodwill and acquired intangible assets in the future if the assets are not deemed recoverable, which could have a material adverse affect on our operating results.

We may be required to reorganize our operations in response to changing conditions in the worldwide economy and the pulp and paper industry, and such actions may require significant expenditures and may not be successful.

We have undertaken various restructuring measures in response to changing market conditions in the countries in which we operate and in the pulp and paper industry in general, which have affected our business. We may engage in additional cost reduction programs in the future. We may not recoup the costs of programs we have already initiated, or other programs in which we may decide to engage in the future, the costs of which may be significant. In connection with any future plant closures, delays

or failures in the transition of production from existing facilities to our other facilities in other geographic regions could also adversely affect our results of operations. In addition, our profitability may decline if our restructuring efforts do not sufficiently reduce our future costs and position us to maintain or increase our sales.

Our fiber-based products business is subject to a number of factors that may adversely influence its profitability, including high costs of natural gas and dependence on a few suppliers of raw materials.

We use natural gas, the price of which is subject to fluctuation, in the production of our fiber-based granular products. We seek to manage our exposure to natural gas price fluctuations by entering into short-term forward contracts to purchase specified quantities of natural gas from a supplier. We may not be able to effectively manage our exposure to natural gas price fluctuations. Higher costs of natural gas will adversely affect our consolidated results if we are unable to effectively manage our exposure or pass these costs on to customers in the form of surcharges.

We are dependent on three paper mills for the fiber used in the manufacture of our fiber-based granular products. Due to process changes at the mills, we have experienced some difficulty obtaining sufficient raw material to operate at optimal production levels. We continue to work with the mills to ensure a stable supply of raw material. To date, we have been able to meet all of our customer delivery requirements, but there can be no assurance that we will be able to meet future delivery requirements. Although we believe our relationships with the mills are good, the mills could decide not to continue to supply sufficient papermaking byproducts, or may not agree to continue to supply such products on commercially reasonable terms. If the mills were unable or unwilling to supply us sufficient fiber, we would be forced to find an alternative supply for this raw material. We may be unable to find an alternative supply on commercially reasonable terms or could incur excessive transportation costs if an alternative supplier were found, which would increase our manufacturing costs, and might prevent prices for our products from being competitive or require closure of the business.

Our inability to protect our intellectual property could have a material adverse effect on our business. In addition, third parties may claim that we infringe their intellectual property, and we could suffer significant litigation or licensing expense as a result.

We seek patent and trade secret protection for significant new technologies, products, and processes because of the length of time and expense associated with bringing new products through the development process and into the marketplace. We own numerous U.S. and foreign patents, and we intend to file additional applications, as appropriate, for patents covering our products. Patents may not be issued for any pending or future patent applications owned by or licensed to us, and the claims allowed under any issued patents may not be sufficiently broad to protect our technology. Any issued patents owned by or licensed to us may be challenged, invalidated, or circumvented, and the rights under these patents may not provide us with competitive advantages. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture increased market share. We could incur substantial costs to defend ourselves in suits brought against us, including for alleged infringement of third party rights, or in suits in which we may assert our intellectual property rights against others. An unfavorable outcome of any such litigation could have a material adverse effect on our business and results of operations. In addition, as our patents expire, we rely on trade secrets and proprietary know-how to protect our products. We cannot be sure the steps we have taken or will take in the future will be adequate to deter misappropriation of our proprietary information and intellectual property. Of particular concern are developing countries, such as China, where the laws, courts, and administrative agencies may not protect our intellectual property rights as fully as in the United States or Europe.

We seek to protect trade secrets and proprietary know-how, in part, through confidentiality agreements with our collaborators, employees, and consultants. These agreements may be breached, we may not have adequate remedies for any breach, and our trade secrets may otherwise become known or be independently developed by our competitors or our competitors may otherwise gain access to our intellectual property.

Our share price will fluctuate.

Stock markets in general and our common stock in particular have experienced significant price and volume volatility over the past year. The market price and trading volume of our common stock may continue to be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our operations, business prospects, or future funding. Given the nature of the markets in which we participate and the impact of accounting standards related to revenue recognition, we may not be able to reliably predict future revenues and profitability, and unexpected changes may cause us to adjust our operations. A large proportion of our costs are fixed, due in part to our significant selling, research and development, and manufacturing costs. Thus, small declines in revenues could disproportionately affect our operating results. Other factors that could affect our share price and quarterly operating results include:

- failure of our products to pass contractually agreed upon acceptance tests, which would delay or prohibit recognition of revenues under applicable accounting guidelines,
- changes in the assumptions used for revenue recognized under the percentage-of-completion method of accounting,
- failure of a customer, particularly in Asia, to comply with an order’s contractual obligations or inability of a customer to provide financial assurances of performance,
- adverse changes in demand for and market acceptance of our products,
- competitive pressures resulting in lower sales prices for our products,
- adverse changes in the pulp and paper industry,
- delays or problems in our introduction of new products,
- delays or problems in the manufacture of our products,
- our competitors’ announcements of new products, services, or technological innovations,
- contractual liabilities incurred by us related to guarantees of our product performance,
- increased costs of raw materials or supplies, including the cost of energy,
- changes in the timing of product orders,
- fluctuations in our effective tax rate,
- the operating and share price performance of companies that investors consider to be comparable to us, and
- changes in global financial markets and global economies and general market conditions.

Anti-takeover provisions in our charter documents, under Delaware law, and in our shareholder rights plan could prevent or delay transactions that our shareholders may favor.

Provisions of our charter and bylaws may discourage, delay, or prevent a merger or acquisition that our shareholders may consider favorable, including transactions in which shareholders might otherwise receive a premium for their shares. For example, these provisions:

- authorize the issuance of “blank check” preferred stock without any need for action by shareholders,
- provide for a classified board of directors with staggered three-year terms,
- require supermajority shareholder voting to effect various amendments to our charter and bylaws,
- eliminate the ability of our shareholders to call special meetings of shareholders,
- prohibit shareholder action by written consent, and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by shareholders at shareholder meetings.

In addition, our board of directors has adopted a shareholder rights plan intended to protect shareholders in the event of an unfair or coercive offer to acquire our company and to provide our board of directors with adequate time to evaluate unsolicited offers. Preferred stock purchase rights have been distributed to our common shareholders pursuant to the rights plan. This rights plan may have anti-takeover effects. The rights plan will cause substantial dilution to a person or group that attempts to acquire us on terms that our board of directors does not believe are in our best interests and those of our shareholders and may discourage, delay, or prevent a merger or acquisition that shareholders may consider favorable, including transactions in which shareholders might otherwise receive a premium for their shares.

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Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about purchases by us of our common stock during the first quarter of 2009:

Issuer Purchases of Equity Securities				
Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans
1/4/09 – 1/31/09	–	–	–	\$ 27,003,554
2/1/09 – 2/29/09	–	–	–	\$ 27,003,554
3/1/09 – 4/4/09	289,800	\$ 9.98	289,800	\$ 24,112,548
Total:	289,800	\$ 9.98	289,800	

- (1) On October 22, 2008, our board of directors approved the repurchase by us of up to \$30 million of our equity securities during the period from October 22, 2008 through October 22, 2009. Repurchases may be made in public or private transactions, including under Securities Exchange Act Rule 10b-5-1 trading plans. As of April 4, 2009, we had repurchased 494,493 shares of our common stock for \$5.9 million under this authorization.

Item 5 – Other Information

Not applicable.

Item 6 – Exhibits

See Exhibit Index on the page immediately preceding exhibits.

KADANT INC.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized as of the 13th day of May, 2009.

KADANT INC.

/s/ Thomas M. O'Brien

Thomas M. O'Brien

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
2.1	Second Amendment dated as of May 1, 2009 to the Asset Purchase Agreement dated as of October 21, 2005, among the Registrant, Kadant Composites LLC, a Delaware limited liability company and a subsidiary of the Registrant, LDI Composites Co., a Minnesota corporation, and Liberty Diversified Industries, Inc., a Minnesota corporation and parent company of LDI Composites Co.
10.1*	Form of Performance-Based Restricted Stock Unit Agreement between the Registrant and its executive officers used for restricted stock unit awards granted on and after March 3, 2009.
31.1	Certification of the Principal Executive Officer of the Registrant Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Principal Financial Officer of the Registrant Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32	Certification of the Chief Executive Officer and the Chief Financial Officer of the Registrant Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Management contract or compensatory plan or arrangement.

**SECOND AMENDMENT TO
ASSET PURCHASE AGREEMENT**

among

KADANT COMPOSITES LLC,

KADANT INC.,

LDI COMPOSITES CO.

and

LIBERTY DIVERSIFIED INDUSTRIES, INC.

dated as of

May 1, 2009

SECOND AMENDMENT TO ASSET PURCHASE AGREEMENT

This Second Amendment to Asset Purchase Agreement (the "Second Amendment") is made and entered into as of May 1, 2009, among **KADANT COMPOSITES LLC**, a Delaware limited liability company ("Seller"), **KADANT INC.**, a Delaware corporation ("Kadant"), **LDI COMPOSITES CO.**, a Minnesota corporation ("Buyer"), and **LIBERTY DIVERSIFIED INDUSTRIES, INC.**, a Minnesota corporation, and parent corporation of Buyer ("Buyer Parent"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Agreement (defined below).

WHEREAS, effective October 21, 2005, Seller, Kadant, Buyer and Buyer Parent entered into that certain Asset Purchase Agreement, as amended by a First Amendment to Asset Purchase Agreement dated October 10, 2006 (as so amended, the "**Agreement**"), pursuant to which Seller sold to Buyer all of the tangible and intangible assets of Seller other than the Excluded Assets, and Buyer purchased the same on the terms set forth therein;

WHEREAS, the Buyer Parent has indicated to the Seller that the Buyer Parent intends to sell a portion of the Assets, comprising the Geodeck decking and railing business to a third party Nature's Deck LLC ("Purchaser") on or about May 1, 2009 (the "Sale Transaction"); and

WHEREAS, the parties wish to further amend the Agreement to reflect certain terms relating to or resulting from the Sale Transaction;

NOW, THEREFORE, in consideration of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. **Extension of Indemnification to Purchaser in Sale Transaction.** Notwithstanding the prohibitions on assignment set forth in Section 13 of the Agreement, each of Kadant and Seller agree that Purchaser shall be an "Indemnified Party" for purposes of Section 12 of the Agreement from and after the closing of the Sale Transaction on the terms and conditions set forth below:

(a) Notwithstanding the provisions of Section 12(a) of the Agreement, the indemnification obligations of Kadant and Seller applicable to the Purchaser shall relate solely to valid Third Party Claims (a) existing as of the date of the closing of the Sale Transaction or (b) made after the date of the closing of the Sale Transaction, in each case solely with respect to Warranty Claims associated with GeoDeck decking and railing products manufactured and sold by Seller on or before October 21, 2005 (the "Seller's Product"). For the avoidance of doubt, in no event shall Kadant or Seller have any obligation to indemnify Purchaser for any claim that Purchaser may have against Buyer or Buyer Parent.

(b) The Parties agree that the provisions of the last sentence of Section 12(c)(iii) of the Agreement shall be deleted and of no further force or effect.

(c) For purposes of Section 12(f) of the Agreement, the aggregate liability of Kadant and Seller for the aggregate of all Losses for which the Indemnified Parties are entitled to receive indemnification shall not exceed \$8,400,000 minus the sum of (A) the aggregate amount of Losses paid by Kadant and Seller prior to the closing of the Sale Transaction and (B) any amounts paid by Kadant or Seller from and after the closing of the Sale Transaction with respect to any claims for indemnification pending as of the date of the closing of the Sale Transaction (such amount, the "Seller's Indemnification Limitation").

(d) For all purposes of the Agreement (and from and after October 21, 2005), attorneys fees and expenses incurred in defending any Third Party Claim shall be applied to the Seller's Indemnification Limitation as follows: (A) 15% of the aggregate attorneys fees, expenses, costs, settlement and judgment expenses (collectively, "Expenses") incurred by Kadant or Seller in the defense of a Third Party Claim naming one or more Indemnified Party, until such time as all Indemnified Parties are dismissed or otherwise no longer a party to the case, shall be applied to the Seller's Indemnification Limitation, (B) 100% of the Expenses that relate solely to the defense of an Indemnified Party (and not to Kadant or Seller) in a Third Party Claim shall be applied to the Seller's Indemnification Limitation and (C) 100% of Expenses in the defense of a Third Party Claim naming one or more Indemnified Parties and to which Kadant or Seller is not then a named defendant shall be applied to the Seller's Indemnification Limitation.

(e) From and after the closing of the Sale Transaction and for so long as Purchaser shall manufacture or sell composite decking and railing materials, Purchaser shall sell, at Purchaser's wholesale list price, such amounts of replacement composite decking and railing materials as Seller or Kadant may request to satisfy any Warranty Claim arising from the sale of Seller's Product.

(f) From and after the closing of the Sale Transaction, Purchaser shall be bound by the provisions of Section 10(b) of the Agreement and the last sentence of Section 11(c) of the Agreement.

(g) From and after the closing of the Sale Transaction, each Indemnified Party shall fully cooperate with Seller and Kadant in the defense of any Third Party Claim already instituted or which may be instituted hereafter for which Seller and Kadant have indemnification obligations under the Agreement. In connection therewith, each Indemnified Party shall preserve all evidence in its possession or control related to any such Third Party Claim.

(h) On the date of the closing of the Sale Transaction, Purchaser shall have executed and delivered to Seller and Kadant a joinder to this Second Amendment agreeing to be bound by the provisions hereof.

2. Further Assignment. For purposes of this Second Amendment and the Agreement, Purchaser shall have no right to assign to any other entity or person, to any successor by operation of law or otherwise, the obligations of Kadant and Seller set forth herein or in the Agreement, without Kadant and Seller's written consent.

3. Survival of Remaining Provisions. Except as set forth above, all of the other terms, provisions and conditions set forth in the Agreement shall remain in full force and legal effect as if the terms of the Amendment had been originally included in the Agreement.

IN WITNESS WHEREOF, this Second Amendment has been duly executed as of the day and year first above written.

KADANT COMPOSITES LLC

By: Kadant GranTek Inc., its sole member

By: /s/ Paul A. Dongieux, Jr.

Name: Paul A. Dongieux, Jr.

Title: President

KADANT INC.

By: /s/ Jonathan W. Painter

Name: Jonathan W. Painter

Title: Executive Vice President

LDI COMPOSITES CO.

By: /s/ Stephen Richardson

Name: Stephen Richardson

Title: Vice President – Chief Financial Officer

LIBERTY DIVERSIFIED INDUSTRIES, INC.

By: /s/ Stephen Richardson

Name: Stephen Richardson

Title: Vice President – Chief Financial Officer

The undersigned Purchaser hereby joins in the foregoing Second Amendment and agrees to be bound by the obligations of Purchaser set forth therein.

NATURE'S DECK LLC

By: /s/ Donald Krueger

Name: Donald Krueger

Title: Vice President

Signature Page to Second Amendment to Asset Purchase Agreement

FORM OF EXECUTIVE OFFICER PERFORMANCE-BASED RESTRICTED STOCK UNIT AWARD AGREEMENT

Kadant Inc.

ID: 52-1762325
Notice of Grant of Award
and Award Agreement

One Technology Park Drive
Westford, MA 01886

[Recipient name]	Award Number:	[##]
[Recipient address]	Plan:	[##]
	ID:	[##]

Effective [Date], you have been granted an award of [##] restricted stock units. These units are restricted until the vest date(s) shown below, at which time you will receive shares of Kadant Inc. (the Company) common stock.

The current total value of the award is \$[##].

The award will vest in increments on the date(s) shown.

<u>Shares</u>	<u>Full Vest</u>	
[##]	[Date]	

By your signature and the Company's signature below, you and the Company agree that this award is granted under and governed by the terms and conditions of the Company's Award Plan as amended and the Award Agreement, all of which are attached and made a part of this document.

Kadant Inc.

Date

[Recipient name]

Date

KADANT INC.

AWARD AGREEMENT FOR
PERFORMANCE-BASED RESTRICTED STOCK UNITS
("Award Agreement")

- 1. Preamble.** On the effective date shown on the first page of this Award Agreement ("Award Date"), the Company granted to the Recipient restricted stock units ("RSUs") with respect to the number of shares of common stock of the Company identified on the first page of this Award Agreement ("Award Shares"), subject to the terms, conditions and restrictions set forth in this Award Agreement and the provisions of the Company's 2006 Equity Incentive Plan ("Plan"). The RSUs represent a promise by the Company to deliver the Award Shares upon vesting. Any consideration due to the Company on the issuance of Award Shares pursuant to this Award Agreement will be deemed to have been satisfied by services rendered by the Recipient to the Company during the vesting period.
- 2. Restrictions on Transfer.** Unless and until the Award Shares shall have vested as provided in Section 3 below, the Recipient shall not sell, transfer, pledge, hypothecate, assign or otherwise dispose of, by operation of law or otherwise, any RSUs, or any interest therein.
- 3. Vesting Date.** Subject to the terms, conditions and restrictions of this Award Agreement, including the Forfeiture provisions described in Section 4 below, the Recipient shall vest in all RSUs on the last day of the Company's [year] fiscal year, [Date] (the "Vesting Date"), provided that the performance measure set forth in this Section 3 is met.

The Company has established as the performance measure earnings before interest, taxes, depreciation and amortization (EBITDA) generated by its continuing operations during the [year] fiscal year (beginning [date] and ending [date] (the "Measurement Period"), equal to the amount set forth in Exhibit A to this Award Agreement and as such amount may be adjusted as set forth in such Exhibit A (the "Target EBITDA"). Upon the conclusion of the Measurement Period, the Company shall calculate and determine the actual EBITDA generated by its continuing operations during the Measurement Period as set forth in Exhibit A ("Actual EBITDA"). The number of Award Shares deliverable to the Recipient will be adjusted and determined by a continuous line graph based on the following data points, which graph is included as Exhibit B:

<u>Actual EBITDA is:</u>	<u>Number of Award Shares Deliverable</u>
Less than 50% of Target EBITDA	0% of Award Shares
50% of Target EBITDA	50% of Award Shares
100% of Target EBITDA	100% of Award Shares
115% or greater of Target EBITDA	150% of Award Shares

In the event that the Company does not generate Actual EBITDA equal to or more than 50% of Target EBITDA, then all of the RSUs shall be automatically forfeited to the Company. The Compensation Committee of the Company's Board of Directors shall be responsible for certifying the extent to which the performance measure has been met, prior to the release of the Company's earnings for the full [year] fiscal year.

As soon as administratively practicable after the Vesting Date, but in any event within the period ending on the later to occur of the date that is 2 ½ months from the end of the (i) Recipient's tax year that includes the Vesting Date, or (ii) the Company's fiscal year that includes the Vesting Date, the Company shall cause its transfer agent to issue and deliver the Award Shares in the name of the Recipient, subject to payment of all applicable withholding taxes pursuant to Section 6 below.

4. Forfeiture.

(a) **Definitions.** For purposes of this Award Agreement, “Forfeiture” shall mean any forfeiture of RSUs pursuant to Section 4(b) below. For purposes of this Award Agreement, “employ” or “employment” with the Company shall include employment with a parent or subsidiary of the Company, which controls, is controlled by, or under common control of the Company.

(b) **Termination of Employment.**

(i) In the event that the Recipient ceases to be employed by the Company prior to the Vesting Date for any reason or no reason (except for death or disability), with or without cause, then all of the Recipient’s RSUs shall be automatically and immediately forfeited and returned to the Company as of the date employment ceases.

(ii) In the event that the Recipient ceases to be employed by the Company by reason of death or disability, then the Company shall vest in the Recipient a pro rata portion of the Award Shares covered by the RSUs determined in accordance with the schedule set forth below. The balance of the Recipient’s RSUs and Award Shares that are not so vested shall be automatically and immediately forfeited and returned to the Company as of the date of the Recipient’s death or disability. For purposes of this Award Agreement, “disability” means that you are receiving disability benefits under the Company’s Long Term Disability Coverage, as then in effect, on the date employment ceases.

Event occurs:	% of Award Shares Vested
Prior to [date]	0%
On or after [date]	33 1/3%
On or after [date]	66 2/3%
On or after [date]	100%

(c) **Change in Control.** In the event of a “Change in Control” that occurs (i) prior to the Vesting Date and before the last day of the Measurement Period and (ii) on a date on which the Recipient is employed by the Company, then 100% of the Recipient’s RSUs that have not previously been forfeited shall become immediately vested and shall no longer be subject to the Forfeiture provisions in this Section 4, and the Company shall deliver as soon as administratively feasible but no later than 30 days after the Vesting Date that number of Award Shares to the Recipient equal to the number shown on the first page of this Award Agreement, without adjustment. In the event of a “Change in Control” that occurs (i) prior to the Vesting Date and on or after the last day of the Measurement Period and (ii) on a date on which the Recipient is employed by the Company, then 100% of the Recipient’s RSUs that have not previously been forfeited shall become immediately vested and shall no longer be subject to the Forfeiture provisions in this Section 4, and the Company shall deliver as soon as administratively feasible but no later than 30 days after the Vesting Date that number of Award Shares to the Recipient equal to the number of Award Shares deliverable based on the achievement of the performance measures, as adjusted and determined in Section 3. A “Change in Control” shall have the same meaning for the purposes of this Award Agreement as set forth in Section 8 of the Plan, as the same may be amended from time to time.

5. No Stockholder Rights. Except as set forth in the Plan, neither the Recipient nor any person claiming under or through the Recipient shall be, or have any rights or privileges of, a stockholder of the Company in respect of the Award Shares issuable pursuant to the RSUs until the Award Shares are issued in the name of the Recipient.

6. Withholding Taxes. The Company’s obligation to deliver Award Shares to the Recipient upon the vesting of the RSUs shall be subject to the satisfaction of all income tax (including federal, state, local and foreign taxes), social insurance, payroll tax, payment on account or other tax-related withholding requirements of any applicable jurisdiction, based on minimum statutory withholding rates for all tax purposes, including payroll and social security taxes (“Withholding Taxes”). In order to satisfy all Withholding Taxes due in connection with the award or vesting of the RSUs or the delivery of the Award Shares, the Recipient hereby irrevocably agrees to the following actions by the Company, at the Company’s sole election:

- (a) The Company may sell, or arrange for the sale of, such number of the Award Shares that the Recipient is entitled to receive on the Vesting Date, with no further action by the Recipient, as is sufficient to generate net proceeds at least equal to the value of the Withholding Taxes, and the Company shall retain such net proceeds in satisfaction of such Withholding Taxes. The Company shall remit to the Recipient in cash any portion of such net proceeds in excess of the value of such Withholding Taxes.
- (b) The Company may retain such number of the Award Shares that the Recipient is otherwise entitled to receive on the Vesting Date, with no further action by the Recipient, by deducting and retaining from the number of Award Shares to which the Recipient is entitled that number of Award Shares as is equal to the value of the Withholding Taxes. The Recipient understands that the fair market value of the surrendered Award Shares will be determined in accordance with the Company's Stock Option and Equity Award Grant and Exercise Procedures as then in effect.
- (c) The Recipient hereby appoints each of the Chief Financial Officer, General Counsel and the Secretary of the Company as his or her attorney in fact to sell or transfer the Recipient's Award Shares in accordance with this Section 6. The Recipient agrees to execute and deliver such documents, instruments and certificates as may reasonably be required in connection with the sale, transfer or retention of Award Shares pursuant to this Section 6, including an irrevocable order to sell shares authorizing a brokerage firm selected by the Company to sell the Recipient's Award Shares.

7. No Compensation Deferral. Neither the Plan nor this Award Agreement is intended to provide for any deferral of compensation that would be subject to Section 409A ("Section 409A") of the U.S. Internal Revenue Code of 1986, as amended. The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that all awards (including, without limitation, the RSUs) are either exempt from or compliant with the requirements of Section 409A.

8. Administration. The Compensation Committee of the Company's Board of Directors or other committee designated in the Plan, shall have the authority to manage and control the operation and administration of this Award Agreement. Any interpretation of the Award Agreement by any of the entities specified in the preceding sentence and any decision made by any of them with respect to the Award Agreement is final and binding.

9. Plan Definitions. Notwithstanding anything in this Award Agreement to the contrary, the terms of this Award Agreement shall be subject to the terms of the Plan, a copy of which has already been provided to the Recipient.

10. Recipient's Undertakings. In signing this Award Agreement and accepting the RSU, the Recipient acknowledges that:

- (a) The Plan and this Award were established voluntarily by the Company, each is discretionary in nature, and each may be modified, amended, suspended or terminated by the Company at any time, unless otherwise provided in the Plan and this Award Agreement;
- (b) The grant of RSUs is voluntary and occasional and does not create any contractual or other right to receive future awards of RSUs, or benefits in lieu of RSUs even if RSUs have been awarded repeatedly in the past or future;
- (c) All decisions with respect to future grants of RSUs, if any, will be at the sole discretion of the Company;
- (d) The Recipient's participation in the Plan and receipt and acceptance of the Award is voluntary;
- (e) RSUs are an extraordinary item that do not constitute compensation of any kind for services of any kind rendered to the Company or to the Recipient's employer, and RSUs are outside the scope of the Recipient's employment contract, if any;
- (f) RSUs are not part of normal or expected compensation or salary for any purpose, including, but not limited to, calculation of any severance, resignation, termination, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services for the Company or the Recipient's employer;

The future value of the underlying Award Shares is unknown and cannot be predicted with certainty;

- (g)

(h) The value of the Award Shares underlying the RSUs may increase or decrease in value during the period from the Award Date to the Vesting Date;

(i) In consideration of the grant of RSUs, no claim or entitlement to compensation or damages arises from termination of the RSUs or diminution in value of the RSUs or Award Shares received upon vesting of RSUs resulting from termination of the Recipient's employment by the Company or the Recipient's employer (for any reason whatsoever and whether or not in breach of local labor laws) and the Recipient irrevocably releases the Company and his or her employer from any such claim that may arise; and if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by signing this Award Agreement, the Recipient shall be deemed irrevocably to have waived his or her entitlement to pursue such claim; and

(j) Further, if the Recipient ceases to be an employee (whether or not in breach of local labor laws), the Recipient's right to receive RSUs and vest under the Award Agreement or Plan, if any, will terminate effective as of the date that the Recipient is no longer actively employed by the Company and will not be extended by any notice period mandated under local law (e.g., active employment would not include a period of "garden leave" or similar period pursuant to local law); and the Compensation Committee of the Company's Board of Directors shall have the exclusive discretion to determine when the Recipient is no longer actively employed for purposes of this Award Agreement and the Plan.

11. Data Privacy Notice and Consent. The Recipient hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of his or her personal data as described in this paragraph, by and among, as applicable, the Recipient's employer and the Company and its subsidiaries and affiliates for, among other purposes, implementing, administering and managing the Recipient's participation in the Plan. The Recipient understands that the Company and its subsidiaries hold or will hold certain personal information about the Recipient, including the Recipient's name, home address and telephone number, date of birth, social security number or identification number, salary, nationality, job title, any shares or directorships held in the Company, details of all options or awards or any other interests in shares awarded, canceled, exercised, vested, unvested or outstanding in the Recipient's name, for the purposes of managing and administering the Plan ("Data"). The Recipient further understands that the Company and its subsidiaries will transfer Data amongst themselves as necessary for employment purposes, including implementation, administration and management of the Recipient's participation in the Plan, and that the Company and any of its subsidiaries may each further transfer Data to a broker or other stock plan service provider or other third parties assisting the Company with the processing of Data. The Recipient understands that these third parties may be located in the United States, and that the third party's country may have different data privacy laws and protections than in the Recipient's country. The Recipient authorizes them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes described in this Section, including any requisite transfer to a broker or other stock plan service provider or other third party as may be required for the administration of the Plan and the subsequent holding of Award Shares on the Recipient's behalf. The Recipient understands that he or she may, at any time, request access to the Data, request any necessary amendments to it or refuse or withdraw the consents herein, in any case without cost, by contacting in writing the Company's Stock Option Manager at the Company's headquarters address. The Recipient understands, however, that withdrawal of consent may affect the Recipient's ability to participate in or realize the benefits of the Plan and this Award Agreement. For more information on the consequences of refusal to consent or withdrawal of consent, the Recipient understands that he or she may contact the Company's Stock Option Manager.

12. Miscellaneous.

(a) No Rights to Employment. The Recipient acknowledges and agrees that the vesting of the RSUs pursuant to this Award Agreement is earned only in accordance with the terms hereof. The Recipient further acknowledges and agrees that the transactions contemplated hereunder and the vesting schedule set forth herein do not constitute an express or implied promise of continued engagement as an employee for the vesting period, for any period, or at all.

(b) Unfunded Rights. The right of the Recipient to receive Award Shares pursuant to this Award Agreement is an unfunded and unsecured obligation of the Company. The Recipient shall have no rights under this Award Agreement other than those of an unsecured general creditor of the Company.

(c) Severability. The invalidity or unenforceability of any provision of this Award Agreement shall not affect the validity or enforceability of any other provision of this Award Agreement, and each other provision of this Award Agreement shall be severable and enforceable to the extent permitted by law.

(d) Waiver. Any provision for the benefit of the Company contained in this Award Agreement may be waived, either generally or in any particular instance, by the Compensation Committee of the Board of Directors of the Company.

(e) Binding Effect. This Award Agreement shall be binding upon and inure to the benefit of the Company and the Recipient and their respective heirs, executors, administrators, legal representatives, successors and assigns, subject to the restrictions on transfer set forth in this Award Agreement.

- (f) Language. The English version of this Award Agreement, the Plan and any other document delivered pursuant to either the Award Agreement or the Plan, will control over any translated version of any such document in the event such translated version is different from the English version.
- (g) Entire Agreement. This Award Agreement and the Plan constitute the entire agreement between the parties, and supercedes all prior agreements and understandings, relating to the subject matter of this Award Agreement.
- (h) Governing Law. This Award Agreement shall be construed, interpreted and enforced in accordance with the internal laws of the State of Delaware without regard to any applicable conflicts of laws.
- (i) Amendment. This Award Agreement may be amended only by written agreement between the Recipient and the Company, without the consent of any other person.

CERTIFICATION

I, William A. Rainville, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009 of Kadant Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2009

/s/ William A. Rainville

William A. Rainville
Chief Executive Officer

CERTIFICATION

I, Thomas M. O'Brien, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009 of Kadant Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2009

/s/ Thomas M. O'Brien

Thomas M. O'Brien
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, the undersigned, William A. Rainville, Chief Executive Officer, and Thomas M. O'Brien, Chief Financial Officer, of Kadant Inc., a Delaware corporation (the "Company"), do hereby certify, to our best knowledge and belief, that:

The Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in this Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 13, 2009

/s/ William A. Rainville

William A. Rainville
Chief Executive Officer

/s/ Thomas M. O'Brien

Thomas M. O'Brien
Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.
