CPS TECHNOLOGIES CORP/DE/
Form 10-K
March 26, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)
[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 26, 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: 0-16088

CPS TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	04-2832509 (I.R.S. Employer Identification No.)
111 South Worcester Street Norton, MA (Address of principal executive offices)	02766-2102 (Zip Code)

Registrant`s telephone no., including area code: 508-222-0614

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

Common Stock, par value, $0.01 per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

[ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

[ ] Yes [X] No

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

Indicate by check mark whether the registrant ha submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[ ] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant`s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K. [ ]

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

Large accelerated filer [ ]   Accelerated filer [ ]

Non-accelerated filer [ ]   Smaller reporting company [X]

(Do not check if a smaller reporting company)

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

The aggregate market value of the voting Common Stock held by non-affiliates of the Registrant was $11,012,371 based on the average of the reported closing bid and asked prices for the Common Stock as of the last business day of the registrant`s most recently completed second fiscal quarter as reported on the OTC Bulletin Board.

Number of shares of Common Stock outstanding as of March 25, 2010: 12,624,959 shares.

Documents incorporated by reference.

Part I

Item 1. Business.

CPS Technologies Corporation (the `Company` or `CPS`) (formerly Ceramics Process Systems Corporation) provides advanced material solutions to the electronics, power generation, automotive and other industries. In 2008 the Company also entered into a cooperative agreement with the U.S. Army to further develop its composite technology to produce armor.

The Company`s products are generally used in high-power, high-reliability applications. These applications always involve energy use or energy generation and the Company`s products allow higher performance and improved energy efficiency. The Company is an important participant in the growing movement towards alternative energy and "green" lifestyles. For example, the Company`s products are used in mass transit, hybrid and electric cars, wind-turbines for electricity generation as well as routers and switches for the internet which in turn allows telecommuting.

Our primary advanced material solution is metal matrix composites (MMCs), a new class of materials which are a combination of metal and ceramic. CPS has a leading, proprietary position in metal matrix composites. Metal matrix composites have several superior properties compared to conventional materials including improved thermal conductivity, thermal expansion matching, stiffness and light weight which enable higher performance and higher reliability in our customers` products.

Like plastics several decades ago, we believe metal-matrix composites will penetrate many end markets over many years. CPS management believes our business model of providing advanced material solutions to a portfolio of high growth end markets which are, at any point in time, in various stages of the technology adoption lifecycle, provides CPS with the opportunity for sustained growth and a diversified customer base. We believe we have validated this model as we are now supplying customers at all stages of the technology adoption lifecycle.

CPS is the leader in supplying metal matrix composites to certain high growth electronics end markets which are well along in the adoption lifecycle and therefore generating significant demand. These end markets include high-performance integrated circuits and circuit boards used in internet switches and routers, as well as motor controllers used in high-speed electric trains, subway cars and wind turbines. CPS supplies heat spreaders, lids and baseplates to customers in these end markets. CPS is a fully qualified manufacturer for many of the world`s largest electronics OEMs.

CPS also assembles housings and packages for hybrid circuits. These housings and packages may include components made of metal-matrix composites; they may include components made of more traditional materials such as aluminum, copper-tungsten, etc.

Concurrently, CPS is participating in certain end markets that are at an earlier stage of the adoption lifecycle. Management believes these end markets will generate additional growth in both the intermediate and longer term. An example of such an end market is motor controllers for hybrid automotives and trucks. In 2009, hybrid automobiles containing the Company`s baseplates were introduced into the market by two of the major automobile manufacturers.

We are also actively working with customers in end markets at the beginning stages of the adoption lifecycle. An example of such a market is the market for armor. In 2008 the Company entered into a cooperative agreement with the Army Research Laboratory to further develop large hybrid metal matrix composite modules which integrally combine metal matrix composites and ceramics by enveloping ceramic tiles with MMCs. This system offers a lighter weight, durable, multi-hit capable and cost competitive alternative to conventional steel, aluminum and ceramic based armor systems. CPS hybrid hard face armor modules are comprised of multiple materials completely enveloped within and mechanically and chemically bonded to lightweight and stiff aluminum metal matrix composites.

The Company believes that its hybrid hard face armor tiles will find application in many military vehicles as well as armored commercial vehicles.

Our products are manufactured by proprietary processes we have developed including the QuicksetTM Injection Molding Process (`Quickset Process`) and the QuickCastTM Pressure Infiltration Process (`QuickCast Process`).

CPS was incorporated in Massachusetts in 1984 as Ceramics Process Systems Corporation and reincorporated in Delaware in April 1987 through a merger into a wholly-owned Delaware subsidiary organized for purposes of the reincorporation. In July 1987, CPS completed our initial public offering of 1.5 million shares of our Common Stock.

In March 2007, we changed our name from Ceramics Process Systems Corporation to CPS Technologies Corporation.

Overview of Markets and Products

Electronics Markets Overview

Consumer demand continues to motivate the electronics industry to produce products which:
- operate at higher speeds;
- are smaller in size; and
- operate with higher reliability.

While these three requirements result in products of ever-increasing performance, these requirements also create a fundamental challenge for the designer to manage the heat generated by the system moving at higher speeds and/or higher power. Smaller assemblies further concentrate the heat and increase the difficulty of removing it.

This challenge is found at each level in an electronic assembly: at the integrated circuit level speeds are increasing and line widths are decreasing; at the circuit board level higher density devices are placed closer together on circuit boards; and at the system level higher density circuit boards are being assembled closer together.

The designer must resolve the thermal management issues or the system will fail. For every 10 degree Celsius rise in temperature above a threshold level, the reliability of a circuit is decreased by approximately half. In addition, heat usually causes changes in parameters which degrade the performance of both active and passive electronic components.

To resolve thermal management issues the designer is primarily concerned with two properties of the materials which comprise the system: 1) thermal conductivity, which is the rate at which heat moves through materials, and 2) thermal expansion rate (Coefficient of Thermal Expansion or CTE) which is the rate at which materials expand or contract as temperature changes. The designer must ensure that the temperature of an electronic assembly stays within a range in which the differences in the expansion rates of the materials in the assembly do not cause a failure from breaking, delaminating, etc.

CPS combines at the microstructural level a ceramic with a metal to produce a metal matrix composite which has the thermal conductivity needed to remove heat, and a thermal expansion rate which is sufficiently close to other components in the assembly to ensure the assembly is reliable. The ceramic is silicon carbide (SiC), the metal is aluminum (Al), and the composite is aluminum silicon carbide (AlSiC), a metal-matrix composite. CPS can adjust the thermal expansion rate of AlSiC components to match the specific application by modifying the amount of SiC compared to the amount of Al in the component.

CPS produces products made of AlSiC in the shapes and configurations required for each application, for example, in the form of lids, substrates, housings, etc. Every product is made to a customer`s blueprint. The CPS process technology allows most products to be made to net shape, requiring no or little final machining.

Although our focus today is on AlSiC components, we believe our proprietary Quickset- Quickcast process technology can be used to produce other metal-matrix composites which may meet future market needs.

Today, the problem of thermal management is most acute in high-performance, high-density applications such as high-performance microprocessors, application-specific integrated circuits for internet routers and switches, motor controllers for trains, subway cars and wind turbines, and components for satellite communications. However, as the trends towards faster speeds, reduced size and increased reliability continue, and as high-density circuitry is used in a larger number of applications, we believe our products will be used in an increasing number of applications across many end markets.

Structural Markets Overview

Structural applications perform primarily a mechanical rather than electrical function. In any mechanical assembly with moving parts the stiffness and weight of moving parts can have a significant impact on the performance and energy efficiency of the assembly. In particular, in equipment with reciprocating components increasing the stiffness and reducing the weight of reciprocating components improves the performance and energy efficiency of the equipment.

Today many mechanical components are made of steel because steel has the stiffness required for the particular application. AlSiC has approximately the same stiffness as steel, but is only one-third the weight of steel. AlSiC is, however, higher cost than steel. However, we believe there are many mechanical applications where the customer will pay the higher cost for AlSiC because of significant improvements in performance resulting from the superior stiffness-to-weight ratio of AlSiC.

Examples of structural applications for which we are developing and supplying components include armor, robotic arms for semiconductor manufacturing equipment and certain components for specialty internal combustion engines.

Specific Markets and Products

Lids and Heat Spreaders for High-Performance Microprocessors, Application-Specific Integrated Circuits and Other Integrated Circuits ("Flip-chip Applications")

Increases in speed, circuit density, and the number of connections in microprocessor chips (CPUs) and application-specific integrated circuits (ASICs) are accelerating a transition in the way in which these circuits are packaged. Packages provide mechanical protection to the integrated circuit (IC), enable the IC to be connected to other circuits via pins, solder bumps or other connectors, and allow attachment of a heat sink or fan to ensure the IC does not overheat. In the past most high-performance ICs were electrically connected to the package by fine wires in a process known as wire bonding. Increasingly high-performance semiconductors are connected to the package by placing metal bumps on the connection points of the die, turning the die upside down in the package, and directly connecting the bumps on the die with corresponding bumps on the package base by reflowing the bumps. This is referred to as a "flip-chip package". Flip chip packages allow for connection of a larger number of leads in a smaller space, and can provide other electrical performance advantages compared to wire bonded packages.

In many flip chip configurations a lid or heat spreader is placed over the die to protect the die from mechanical damage and to facilitate the removal of heat from the die. Often a heat sink or fan is then attached to the lid. For a high-density die the package designer must ensure that the lid has sufficient thermal conductivity to remove heat from the die and that all components of the package assembly - the die itself, the package base, and the package lid - are made from materials with sufficiently similar thermal expansion rates to ensure the assembly will not break itself apart over time as it thermally cycles.

Our composite material, AlSiC, has been developed to meet these two needs: it is engineered to have sufficient thermal conductivity to allow the heat generated by the die to be removed through the lid, and it is engineered to expand upon heating at a rate similar to other materials used in the package assembly in order to ensure reliability of the package over time as it thermally cycles. We produce lids made of AlSiC for high performance microprocessors and application-specific integrated circuits used in servers, internet switches and other applications.

Most participants in the semiconductor industry believe the densities of ICs will continue to increase following the well-known "Moore`s Law". As IC densities increase, generally so does the IC size, and the amount of heat generated by the IC. We believe the need for thermal management will continue to grow rapidly.

Motor Controller Applications (Insulated Gate Bipolar Transistor ("IGBT") Applications)

The use of power modules to control electric motors of all sizes is growing. This growth is the result of several factors including emerging high-power applications which demand power controllers such as trains, subways and certain industrial equipment, and cost declines in power modules which increasingly make variable speed drives cost effective. Power semiconductors are a very significant portion of the cost of variable speed drives, and the cost of the module housing and thermal management system are also significant; declines in the costs of all these components is driving increased use of variable speed drives.

We provide substrates, baseplates and heat spreaders on which power semiconductors are mounted to produce modules for motor control. The power semiconductors are typically insulated gate bipolar transistors and these applications are often referred to as IGBT applications. Our AlSiC baseplates have sufficient thermal conductivity to allow for removal of heat through the baseplate, and have a thermal expansion rate sufficiently similar to the other components in the assembly to ensure reliability over time as the assembly thermally cycles. We believe this market will continue to grow as the use of power modules penetrates additional motor applications, and as electric motors themselves penetrate new applications such as the hybrid electric vehicle.

Today our primary products for IGBT applications are used in electric trains, subway cars, wind-generating turbines and hybrid and electric vehicles.

Major automobile companies around the world are introducing hybrid electric vehicles (HEVs) and electric vehicle (EVs) at an increasing rate. This focus on more energy efficient vehicles is being driven by increases in energy costs and concerns about climate change. There are many varieties of HEVs and EVs, but all HEVs and EVs contain an electric motor and contain one or more motor controller modules. The Company provides baseplates on which motor controller modules are assembled; these baseplates are lighter weight and provide greater reliability than baseplates made from more conventional materials.

The Company is working with multiple tier one and tier two suppliers to the automobile industry on several new designs for future introduction. The Company believes the HEV and EV markets will be the source of significant and long-term growth for the Company.

Customers

We sell primarily to major microelectronics systems houses in the United States, Europe and Asia. Our customers typically purchase prototype and evaluation quantities of our products over a one to three year period before purchasing production volumes.

In 2009, our four largest customers accounted for 25%, 24%, 13% and 9% of revenues, respectively. In 2009, 81% of our revenues were derived from commercial applications and 19% from defense-related applications.

Research and Development

In 2009, research and development costs were incurred related to the Cooperative Agreement with the US Army. These costs consist of materials, labor, overhead expenses, sales general and administrative expenses, and equipment purchases. Total expenditures incurred in 2009 under this Cooperative Agreement amounted to $1.775 million of which $1.541 million are included in cost of research and development under cooperative agreement in the Statement of Income. $1.679 million of these costs were funded by the US Army in 2009 and are classified as research and development cooperative agreement revenues in the Statement of Income. The $89 thousand funded by CPS consists of $81 thousand of direct and indirect costs in connection with the contract included in costs of research and development under cooperative agreements and the Company`s allocated portion of general and administrative expenses allowed under the contract included in selling, general and administrative expenses of $8 thousand. An additional $7 thousand is included in total expenditures in 2009 and was unbilled to the US Army as of December 26, 2009.

Unfunded research and development costs, if any, are charged to expense as incurred and were $0 in 2009, 2008 and 2007.

Availability of Raw Materials

We use a variety of raw materials from numerous domestic and foreign suppliers. These materials are primarily aluminum ingots, ceramic powders and chemicals. The raw materials we use are available from domestic and foreign sources and none is believed to be scarce or restricted for national security reasons.

Patents and Trade Secrets

As of December 26, 2009, we had 13 United States patents and three United States patent pending. We also have several international patents covering the same subject matter as the U.S. patents. Our licensees have rights to use certain patents as defined in their respective license agreements. As of December 26, 2009, none of our licensees are producing products under license agreements signed previously, and we do not expect the license agreements in place to generate additional license revenues in the future.

We intend to continue to apply for domestic and foreign patent protection in appropriate cases. In other cases, we believe we are better served by reliance on trade secret protection. In all cases, we seek protection for our technological developments to preserve our competitive position.

Backlog and Contracts

As of December 26, 2009, we had a total backlog of approximately $8.9 million consisting of product backlog of $8.4 million and backlog remaining on the second-year funding under the Cooperative Agreement with the US Army of $508 thousand.

The total backlog as of December 27, 2008, was approximately $8.6 million. We shipped 100% of the year-end 2008 backlog in 2009.

Competition

We have developed and expect to continue to develop products for a number of different end markets and we will encounter competition from different producers of metal-matrix composites and other competing materials.

We believe that the principal competitive factors in our end markets today include technical competence, product performance, quality, reliability, price, corporate reputation, and strength of sales and marketing resources. We believe our proprietary processes, reputation, and the price at which we can offer products for sale will enable us to compete successfully in the many electronics end markets. However, many of the American and foreign companies now producing or developing metal-matrix composites have far greater financial and sales and marketing resources than we do which may enable them to develop and market products which would compete against those developed by us.

Government Regulation

We produce non-nuclear, non-medical hazardous waste in our development and manufacturing operations. The disposal of such waste is governed by state and federal regulations. Various customers, vendors, and collaborative development agreement partners of CPS may reside abroad, thereby possibly requiring export and import of raw materials, intermediate products, and finished products, as well as potential technology transfer abroad under collaborative development agreements. These types of activities are regulated by bureaus within the Departments of Commerce, State and Treasury.

In 2008, the Company entered into a cooperative agreement with the US Army Research Laboratory to perform research and development concerning hybrid metal matrix composite encapsulated ceramic armor technology. The Cooperative Agreement is a four-year agreement which is 95% funded by the US Department of Defense and 5% funded by CPS.

Revenues from this Cooperative Agreement are recognized proportionally as costs are incurred. We are reimbursed for reasonable and allocable costs up to the reimbursement limits set by the Cooperative Agreement. All payments to the Company for work performed on this Cooperative Agreement are subject to audit and adjustment by the Defense Contract Audit Agency. Adjustments are recognized in the period made.

<u>Employees</u>

As of December 26, 2009, we had 138 full-time employees and 3 part-time employees, of whom 127 were engaged in manufacturing and engineering and 14 in sales and administration. We also employ temporary employees as needed to support production and program requirements.

None of our employees is covered by a collective bargaining agreement. We consider our relations with our employees to be excellent.

Item 1A. Risk Factors.

We are heavily dependent on the electronics industry and changes in the industry could harm our business and operating results.

The electronics industry is subject to economic cycles and is currently experiencing recessionary pressures, and is likely in the future to experience recessionary periods. A protracted general recession in the electronics industry could have a material adverse effect on our business, financial condition and results of operations.

Our operating results may fluctuate substantially, which may cause our stock price to fall.

Our quarterly and annual results of operations have varied in the past, and our operating results may vary significantly in the future due to a number of factors including, but not limited to, the following: timing of orders from major customers; mix of products and services; pricing and other competitive pressures; delays in prototype shipments, economic conditions in the electronics industry, raw material costs, and our ability to time expenditures in anticipation of future revenues.

Some executive officers and key personnel are critical to our business and these key personnel may not remain with the Company in the future.

Our success depends upon the continued service of some executive officers and other key personnel. Our employees are not bound by employment agreements, and there can be no assurance that the Company will retain its officers and key employees.

We may need additional capital in the future, which may not be available.

If our capital resources are insufficient to meet future capital requirements, we will have to raise additional funds. The sale of equity or convertible debt securities in the future may be dilutive to our shareholders. If we are unable to obtain adequate funds on reasonable terms, we may be required to curtail operations significantly or to obtain funds by entering into financing agreements on unattractive terms.

The trading price of our common stock may be volatile.

The trading prices of our common stock has been and could in the future be subject to significant fluctuations in response to variations in quarterly operating results, developments in the electronics industry, changes in general economic conditions and economic conditions in the electronics industry, and other factors. In addition, the stock market in recent years has experienced significant price and volume fluctuations which have affected the market prices of technology companies and which have been unrelated to or disproportionately impacted by the operating performance of those companies. These broad market fluctuations may cause the market price of our common stock to decline.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties.

All of our manufacturing, engineering, sales and administrative operations are located in a leased facility in Norton, Massachusetts. The Company entered into a 10-year lease for the Norton facilities effective on March 1, 2006. The leased facilities comprise approximately 38 thousand square feet. Prior to entering into this lease, the Company was renting a portion of the facilities as a tenant-at-will.

Item 3. Legal Proceedings.

We are not a party to any litigation which could have a material adverse effect on us or on our business and we are not aware of any pending or threatened material litigation against us.

Item 4. (Removed and Reserved)

Part II

Item 5. Market for Registrant`s Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities.

On December 26, 2009, we had approximately 870 shareholders. The high and low closing bid prices of our common stock for each quarter during the years ended December 26, 2009 and December 27, 2008 are shown below.

	2009		2008	
	High	Low	High	Low
1st Quarter	$ 1.39	$ 0.75	$ 2.60	$ 2.05
2nd Quarter	$ 1.49	$ 0.70	$ 2.20	$ 1.75
3rd Quarter	$ 1.49	$ 0.85	$ 2.10	$ 1.55
4th Quarter	$ 1.45	$ 0.81	$ 2.01	$ 1.10

CPS has never paid cash dividends on our Common Stock. We currently plan to reinvest our earnings, if any, for use in the business and do not intend to pay cash dividends in the foreseeable future. Future dividend policy will depend, among other factors, upon our earnings and financial condition.

Our Common Stock is traded on NASD`s Over-the-Counter Bulletin Board (OTCBB) under the symbol CPSH.OB

Item 6. Selected Financial Data

The following selected financial data of CPS should be read in conjunction with the financial statements and related notes filed as part of this Annual Report on Form 10-K. Amounts are in thousands except per share amounts.

SELECTED FINANCIAL DATA

For the Fiscal Year:	2009	2008	2007	2006	2005
Summary of Operations					
Product Revenue	$11,301	$14,456	$12,447	$11,908	$7,019
License and Royalty Revenue	--	--	--	--	137
Cooperative Agreement Revenue	1,679	357	--	--	--
Operating Expenses	12,831	13,429	11,496	10,387	6,834
Operating Income	149	1,384	950	1,520	322
Other Income (Expense), Net	(39)	(44)	(60)	(30)	(25)
Net Income Before Taxes	110	1,340	890	1,490	297
Provision (Benefit) for Income Taxes	(452)	(134)	(58)	(288)	10
Net Income	562	1,474	949	1,778	287
Net Income Per Basic Common Share	$0.04	$0.12	$0.08	$0.14	$0.02
Weighted Average Basic Number of Common Shares Outstanding	12,625	12,613	12,543	12,473	12,308
Net Income Per Diluted Common Share	$0.04	$0.11	$0.07	$0.14	$0.02
Weighted Average Diluted Number of Common Shares Outstanding	12,931	13,243	13,299	13,067	12,832
Year-End Position					
Working Capital	$5,020	$4,663	$3,549	$2,971	$1,972
Total Assets	$9,230	$8,367	$7,007	$6,389	$3,670
Long-term Obligations	$263	$152	$274	$246	$312
Stockholders` Equity	$7,553	$6,981	$5,406	$4,381	$2,551

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SELECTED QUARTERLY FINANCIAL DATA

	First Fiscal Quarter	Second Fiscal Quarter	Third Fiscal Quarter	Fourth Fiscal Quarter
2009				
Total Revenues	$3,053	$3,602	$2,864	$3,461
Gross Margin	$620	$673	$316	$638
Net Income (loss)	$95	$66	$(136)	$537
Net Income (loss) Per Basic Share	$0.01	$0.01	$(0.01)	$0.04
Net Income (loss) Per Diluted Common Share	$0.01	$0.01	$(0.01)	$0.04
2008				
Total Revenues	$3,415	$4,472	$3,581	$3,346
Gross Margin	$1,062	$1,370	$793	$759
Net Income	$423	$567	$165	$320
Net Income Per Basic Share	$0.03	$0.05	$0.01	$0.03
Net Income Per Diluted Common Share	$0.03	$0.04	$0.01	$0.02

Our results of operations fluctuate from quarter to quarter. The fluctuations are caused by various factors, primarily fluctuations in the timing of customer demand for our products. Quarterly data may not sum to annual data due to rounding.

Net income for the fourth fiscal quarter of 2009 includes tax benefits of $442 thousand compared to tax benefits of $261 thousand in the fourth fiscal quarter of 2008. These benefits result from reductions in the valuation allowance for deferred tax assets due to management`s assessment of the likelihood of the realization of these assets.

Item 7. Management`s Discussion and Analysis of Financial Condition and Results of Operations

This document contains forward-looking statements, based on numerous assumptions, subject to risks and uncertainties. Although we believe that the forward-looking statements are reasonable, we do not and cannot give any assurance that our beliefs and expectations will prove to be correct. Many factors could significantly affect our operations and cause our actual results to be substantially different from our expectations. Those factors include, but are not limited to: (I) general economic and business conditions; (ii) customer acceptance of our products; (iii) materials and manufacturing costs; (iv) the financial condition of customers, competitors and suppliers; (v) technological developments; (vi) increased competition; (vii) changes in capital market conditions; (viii) governmental and business conditions in countries where our products are manufactured and sold; (ix) changes in trade regulations; (x) the effect of acquisition activity; (xi) changes in our plans, strategies, objectives, expectations or intentions; and (xii) other risks and uncertainties indicated from time to time in our filings with the Securities and Exchange Commission. Actual results might differ materially from results suggested by any forward-looking statements in this report. We do not have an obligation to publicly update any forward-looking statements, whether as a result of the receipt of new information, the occurrence of future events or otherwise.

Overview

We provide advanced material solutions to the electronics, robotics, automotive, defense and other industries.

Our primary advanced material solution is metal matrix composites, a new class of materials which are a combination of metal and ceramic. CPS has a leading, proprietary position in metal matrix composites. Metal matrix composites have several superior properties compared to conventional materials including improved thermal conductivity, thermal expansion matching, stiffness and light weight, which enable higher performance and higher reliability in our customers` products.

The end markets which account for a majority of our sales today are all electronics markets: primarily the high-performance microprocessor and application-specific integrated circuits market and the motor controller market. Our products are typically in the form of housings, packages, lids, substrates, thermal planes, heat spreaders or baseplates, and are used in applications where thermal management and/or weight are important considerations.

In addition to electronics end markets, we are developing, manufacturing and marketing metal-matrix composite components for some structural end-markets including armor.

The objective of the Cooperative Agreement is to further develop large hybrid metal matrix composite modules which integrally combine metal matrix composites and ceramics by enveloping ceramic tiles with MMCs. This system offers a lighter weight, durable, multi-hit capable and cost competitive alternative to conventional steel, aluminum and ceramic based armor systems. CPS hybrid hard face armor modules are comprised of multiple materials completely enveloped within and mechanically and chemically bonded to lightweight and stiff aluminum metal matrix composites. The Company believes that its hybrid hard face armor tiles will find application in many military vehicles as well as armored commercial vehicles.

Our products are custom rather than catalog items. They are made to customers` blueprints and are used as components in systems built and sold by our customers. At any point in time our product mix will consist of some products with on-going production demand, and some products which are in the prototyping or evaluation stages at our customers. We seek to have a portfolio of products which include products in every stage of the technology adoption lifecycle at our customers. Our growth is dependent upon the level of demand for those products already in production, as well as our success in achieving new "design wins" for future products.

As a manufacturer of highly technical and custom products, we incur fixed costs needed to support the business, but which do not vary significantly with changes in sales volume. These costs include the fixed costs of applications engineering, tooling design and fabrication, process engineering, etc. Accordingly, particularly given our current size, changes in sales volume generally result in even greater changes in financial performance on a percentage basis as fixed costs are spread over a larger or smaller base. Sales volume is therefore a key financial metric used by management.

We believe the underlying demand for metal matrix composites is growing as the electronics and other industries desire higher performance, higher reliability, and reduced costs. We believe that we are well positioned to offer our solutions to current and new customers as these demands grow. In 2009 our top four customers accounted for 70% of revenue and the remaining 30% of revenue was derived from approximately 51 customers. In 2008, our top four customers accounted for 76% of revenue, and the remaining 24% of revenue was derived from approximately 51 other customers.

Application of Critical Accounting Policies

Management prepares our financial statements in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that we believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Our significant accounting policies are presented within Note 2 to the financial statements; the significant accounting policies which management believes are most critical to aid in fully understanding and evaluating our reported financial results include the following:

Revenue Recognition

We recognize revenue in accordance with the provisions of the Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 104 which establishes guidance in applying generally accepted accounting principles to revenue recognition in financial statements. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the price to the buyer is fixed or determinable; and (4) collectibility is reasonably assured.

Our shipping terms are customarily FOB shipping point. Revenues for products sold in the normal course of business are recognized upon shipment when delivery terms are FOB shipping point and all other revenue recognition criteria have been met.

We have entered into consigned inventory agreements with several customers. For product shipped under consigned inventory agreements, we recognize revenue when the customer notifies us that they have picked the product from the consigned inventory. Of the total finished goods inventory of $983,006 at December 26, 2009, $355,868 was located at the Company`s facility in Norton, Massachusetts and $627,138 was located at customers` locations pursuant to consigned inventory agreements. Of the total finished goods inventory of $943,122 at December 27, 2008, $629,736 was located at the Company`s facility in Norton, Massachusetts and $313,386 was located at customers` locations pursuant to consigned inventory agreements.

Advance payments in excess of revenue recognized are recorded as deferred revenue.

In 2008, we entered into a cooperative agreement with the US Army Research Laboratory to perform research and development concerning hybrid metal matrix composite encapsulated ceramic armor technology. The Cooperative Agreement is a four-year agreement which is 95% funded by the US Department of Defense and 5% funded by CPS.

Revenues on this Cooperative Agreement are recognized proportionally as costs are incurred. We are reimbursed for reasonable and allocable costs up to the reimbursement limits set by the Cooperative Agreement. All payments to the Company for work performed on this Cooperative Agreement are subject to audit and adjustment by the Defense Contract Audit Agency. Adjustments are recognized in the period made.

While this Cooperative Agreement extends for four years, funding is provided incrementally on a year-to-year basis if contract terms are met and Congress has authorized the funds. For the year ended December 26, 2009, the Company recognized $1,679,391 of revenue on the Cooperative Agreement. As of December 27, 2008, the Company has recognized $357,213 of revenue on the Cooperative Agreement. The total estimated funding to be received over the four year term is $8.34 million. The Company`s cost share amounts to $439,000 over the term of the Cooperative Agreement. Should funding be tentatively delayed or if business initiatives change, we may choose to devote resources to other activities, including internally funded research and development. The Company was approved for $2.538 million in funding of which $1,679,000 and $357,000 was invoiced in 2009 and 2008, respectively.

Accounts Receivable

We perform ongoing monitoring of the status of our receivables based on the payment history and the credit worthiness of our customers, as determined by a review of their current credit information. Management continuously monitors collections and payments from customers and maintains a provision for estimated credit losses based upon historical experience and any specific customer collection issues that have been identified. While such credit losses have historically been low and within expectations, there is no guarantee that we will continue to experience the same credit loss rates as in the past. A significant change in the liquidity or financial position of one of our major customers could have a material adverse impact on the collectibility of accounts receivable and future operating results.

Inventory

We follow a build to order business model; we manufacture product to ship against specific purchase orders, only rarely do we manufacture product in advance of anticipated purchase orders. In addition, 100% of our products are custom, meaning they are produced to a customer`s blueprint and generally cannot be used for any other purpose. Purchase orders generally have cancellation provisions which vary from customer to customer, but which can result occasionally in CPS producing product which the customer is not obligated to purchase. However, once a product has gone into production most customer orders are recurring and order cancellations are very rare therefore no reserve is needed for obsolete inventory.

The level of inventory fluctuates for several reasons. Some customers place a blanket purchase order and then request that we maintain certain inventory levels so we can ship immediately upon receiving a shipment release from them. In other cases we may deliberately produce product for which the customers` shipment dates are in the future to more efficiently schedule production resources. Many customers provide us with forecasts and our inventory levels may fluctuate as we adjust production schedules to changes in customer forecasts.

In determining inventory cost we use the first-in, first-out method and state inventory at the lower of cost or market. As a result of the fact that our inventory is customer specific, if a customer order is cancelled it is likely that we would be unable to sell inventory manufactured to meet that order to another customer. Likewise, if we did manufacture product in advance of anticipated purchase orders and those orders did not materialize, it is likely that we would be unable to sell that inventory to another customer. The value of our work in process and finished goods is based on the assumption that specific customers will take delivery of specific items of inventory. We have experienced no losses to date as a result of customer cancellations and we have no reserves against such cancellations.

Property and Equipment

Property and equipment are stated at cost. Depreciation of equipment is calculated on a straight-line basis over the estimated useful life, generally five years for production equipment and three to five years for furniture and office equipment. Amortization of equipment under capital leases is calculated on a straight-line basis over the life of the lease. Maintenance and repairs are charged to expense as incurred. Upon retirement or sale, the cost and related accumulated depreciation or amortization are removed from their respective accounts. Any gains or losses on the disposition of property and equipment are included in the results of operations in the period in which they occur.

Income Taxes

We record deferred tax assets and liabilities based on the net tax effects of tax credits, operating loss carryforwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We assess the likelihood that our deferred tax assets will be recovered from future taxable income and we establish a valuation allowance to reduce deferred tax assets to an amount which we believe to be more likely than not realizable. The valuation allowance is based on our estimates of taxable income by jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable.

Results of Operations

Revenue in 2009 of $13.0 million was a 13% decrease from 2008 revenue of $14.8 million. The 13% decrease in revenue in 2009 primarily reflects reduced customer demand due to the challenging external economic environment. Customer demand declined in all product families; this decline was somewhat offset by revenues from the Company`s Cooperative Agreement with the Army Research Laboratory entered into in September 2008.

The Cooperative Agreement is a four-year agreement which is 95% funded by the US Department of Defense and 5% funded by CPS. The Department of Defense funding is Manufacturing Technology ("ManTech") funding. The total estimated amount of the Cooperative Agreement is $8.8 million, of which the total estimated Government funding is $8.3 and the total estimated CPS funding is $439 thousand. The funding is authorized on a yearly basis, and the first and second year government funding is $1 million and $1.5 million, respectively. The Cooperative Agreement became effective on September 2, 2008.

In 2009 and 2008, research and development costs were incurred related to the Cooperative Agreement with the US Army. These costs consist of materials, labor, overhead expenses, general and administrative expenses, and equipment purchases. Total expenditures incurred in 2009 and 2008 under this Cooperative Agreement amounted to $1.775 million and $376 thousand, respectively, of which $1.541 million and $310 thousand, respectively, is included in cost of research and development under cooperative agreement in the Statement of Income. $1.679 million and $357 thousand in 2009 and 2008, respectively, of these costs were funded by the US Army and is classified as research and development cooperative agreement revenues in the Statement of Income. The $89 thousand funded by CPS in 2009 consists of $81 thousand of direct and indirect costs in connection with the contract included in costs of research and development under cooperative agreements and the Company`s allocated portion of general and administrative expenses allowed under the contract included in selling, general and administrative expenses of $8 thousand. The $19 thousand funded by CPS in 2008 consists of $16 thousand of direct and indirect costs in connection with the contract included in costs of research and development under cooperative agreements and the Company`s allocated portion of general and administrative expenses allowed under the contract included in selling, general and administrative expenses of $3 thousand. An additional $7 thousand is included in total expenditures in 2009 and was unbilled to the US Army as of December 26, 2009.

Revenue in 2008 of $14.8 million was 19% higher than 2007 revenue of $12.4 million. The increase in revenue in 2008 came from the higher demand for heat sinks for integrated circuits particularly in the first half of the year, higher demand for baseplates for motor controllers throughout the year, and from revenue in the fourth quarter from the Cooperative Agreement the Company entered into with the Army Research Laboratory in September.

Operating Costs

Operating costs consist of cost of product sales, cost of research and development under the cooperative agreement, and selling, general, and administrative expenses. Total operating costs were $12.8 million, $13.4 million and $11.5 million for the fiscal years 2009, 2008 and 2007, respectively.

Operating costs decreased in 2009 compared to 2008 by $600 thousand or 4.5%. Although management carefully controlled expenses during 2009, the decline in operating expenses was, in percent terms, less than the decline in revenues due to fixed costs being spread over a smaller base.

Operating costs increased in 2008 compared to 2007 by $1.9 million or 17% due to higher labor and material costs related to the higher shipment levels, costs incurred in connection with the Cooperative Agreement and to higher sales commissions paid to manufacturers representatives due to changes in product mix.

Cost of sales for 2009, 2008 and 2007 were $10.7 million, $10.8 million and $9.3 million respectively. Cost of sales in 2009 compared to 2008 was essentially flat. The increase in cost of sales in 2008 compared to 2007 was primarily the result of increases in labor and materials associated with increased shipments as well as the costs resulting from the Cooperative Agreement.

Cost of sales for 2009 and 2008 for the Cooperative Agreement were $1.541 million and $310 thousand, respectively. Cost of sales for the Cooperative Agreement includes a portion of the 5% cost share from CPS for 2009 and 2008 of $81 thousand and $16 thousand, respectively.

Gross margins on product revenue for 2009, 2008 and 2007 were 18.7%, 27.2% and 24.9% respectively. The decrease in gross margin in 2009 is a result of lower labor utilization related to reduced demand and fixed costs being spread over a smaller base.

The increase in gross margin in 2008 was primarily the result of fixed costs spread over a larger revenue base.

Selling, general and administrative (SG&A) expenses for 2009, 2008 and 2007 were $2.1 million, $2.6 million and $2.2 million, respectively. The decrease in SG&A expenses in 2009 is primarily the result of lower commissions paid to sales representatives and lower sales promotion expense.

The increase in SG&A expense in 2008 compared to 2007 is primarily the result of increased sales compensation related to increased headcount in sales as well as increased sales commissions paid to manufacturers` representatives.

Other Expense, Net

The Company had net other expense of $39 thousand, $44 thousand and $60 thousand for 2009, 2008 and 2007, respectively. These amounts were primarily interest expense for production equipment on capital leases, offset partially by interest income on cash balances.

Income Taxes

The Company recorded an income tax benefit of $452 thousand in 2009 consisting of a deferred tax benefit of $480 thousand resulting from most significantly the reduction in the valuation allowance provided on our net operating loss carryforwards based on our estimate of future taxable income offset by $28 thousand of current federal and state tax expense. The current federal tax expense of $6 thousand relates to alternative minimum tax. The Company incurred $22 thousand of current state tax expense in 2009.

The reduction in the valuation allowance to $0 means that if, in future periods, taxable income falls significantly below projections there is a risk of deferred tax assets not being realized and additional tax expense being incurred.

The Company recorded an income tax benefit of $134 thousand in 2008 consisting of a deferred tax benefit of $299 thousand resulting from most significantly the reduction in the valuation allowance provided on our net operating loss carryforwards based on our estimate of future taxable income offset by $165 thousand of current federal and state tax expense. The current federal tax expense of $27 thousand relates to alternative minimum tax. The Company incurred $137 thousand of current state tax expense in 2008.

Certain provisions of the Internal Revenue Code limit the annual utilization of net operating loss carryforwards if a change in ownership as defined, occurs. The Company believes that it did not have an ownership change as defined through the year ending December 26, 2009; therefore, at December 26, 2009 all net operating loss carryforwards are available to offset future taxable income.

Liquidity and Capital Resources

Cash on hand at year-end 2009 of $1.07 million reflects an 8% decrease from cash on hand at year-end 2008 of $1.16 million. Cash declined as a result of changes in inventory levels and accounts receivable; management views this level of fluctuation as within the ordinary course of business. In 2009, the Company generated cash of $162 thousand from operations and $46 thousand from financing activities, but consumed $293 thousand in purchases of property and equipment.

Cash on hand at year-end 2008 of $1.16 million reflects a 145% increase from cash on hand at year-end 2007 of $472 thousand. The increased cash is a result of higher revenues in 2008, particularly in the second quarter of 2008 compared to the same period a year ago, as well as cash conservation measures implemented by management in the third and fourth quarters of 2008 as world-wide macro economic conditions worsened. In 2008, the Company generated cash of $1.7 million from operations and $74 thousand from the issuance of common stock, but consumed $742 thousand in purchases of property and equipment and made principal payments of $353 thousand on its lease obligations.

In May 2009, the Company renewed its $1 million revolving line of credit arrangement and established a $1 million equipment financing facility arrangement with Sovereign Bank. The line of credit is secured by the accounts receivable and other assets of the Company. The revolving line of credit has a one-year term although management believes it is likely that Sovereign Bank and the Company will renew the line at the end of the term. In 2009 there were no borrowings under this line of credit.

An equipment financing facility with Sovereign Bank allows the Company to finance up to $1 million of eligible equipment. In May of 2009 Sovereign Bank replaced the equipment lease facility with an equipment financing facility with financial terms identical to the equipment lease facility. As of year-end 2009, the Company had $532 thousand net carrying value of capital equipment financed by the Sovereign equipment lease and finance facility, each schedule with a three-year term and a one-dollar buyout at the end of the term. As of year-end 2009 the Company had $468 thousand available remaining on the Sovereign lease line.

Management believes that cash flows from operations, existing cash balances and the leasing and credit line in place with Sovereign Bank will be sufficient to fund our cash requirements for the foreseeable future. However, there is no assurance that we will be able to generate sufficient revenues or reduce certain discretionary spending in the event that planned operational goals are not met such that we will be able to meet our obligations as they become due.

Contractual Obligations

Our contractual obligations at year-end 2009 consist of the following:

	Payments Due by Period				
	Total	Less than one year	1-3 years	4-5 years	More than 5 years
Capital lease obligations, including interest	$ 567,668	$ 293,859	$ 273,809	None	None
Operating lease obligations	$ 862,500	$ 120,000	$ 406,000	$ 299,500	$ 37,000

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Recent Accounting Pronouncements

A summary of recent accounting standards is included in Note 2 to the financial statements.

Inflation

Inflation had no material effect on the results of operations or financial condition during 2009, 2008 or 2007. There can be no assurance however, that inflation will not affect our operations or business in the future.

Item 7A. Quantitative and Qualitative Disclosure about Market Risk

We are not significantly exposed to the impact of interest rate changes and foreign currency fluctuations. We have not used derivative financial instruments.

Item 8. Financial Statements and Supplementary Data

See Index to the Company`s Financial Statements and the accompanying notes which are filed as part of this Annual Report on Form 10-K.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in Securities and Exchange Commission reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission`s rules and forms, and that such information is accumulated and communicated to the Company`s management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the direction of our Chief Executive Officer and Chief Financial Officer, management has carried out an evaluation of the effectiveness of the Company`s disclosure controls and procedures as such item is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of December 26, 2009.

Changes in Internal Control over Financial Reporting

There were no changes in the Company`s internal control over financial reporting in the fourth quarter of fiscal 2009 that have materially affected, or are reasonably likely to materially affect, the Company`s internal control over financial reporting.

Item 9A(T) Controls and Procedures

Management`s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, as such term is defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company`s assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company`s management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company`s assets that could have a material effect on the financial statements.

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

Under the direction of our Chief Executive Officer and Chief Financial Officer, management has assessed the effectiveness of the Company`s internal control over financial reporting as of December 26, 2009. In making this assessment, management used the criteria set forth in the "Internal Control Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that the Company`s internal control over financial reporting was effective as of December 26, 2009.

This annual report does not include an attestation report of the company`s registered public accounting firm regarding internal control over financial reporting. Management`s report was not subject to attestation by the company`s registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management`s report in this annual report.

Item 9B. Other Information

The Company had no information required to be disclosed in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K that has not been so reported.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Board Members and Executive Officers

Directors of the Company are elected annually and hold office until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. The executive officers of the Company are appointed by the Board of Directors and hold office until their respective successors are duly elected and qualified.

The names of the directors and executive officers of the Company and certain information about them as of December 26, 2009 are listed below.

Name	Age	Position
Grant C. Bennett	55	

		President, Chief Executive Officer, Treasurer and Director
Francis J. Hughes, Jr.	59	Director
Daniel Snow	38	Director

Mr. Grant C. Bennett has held the positions of President, Chief Executive Officer and Director and Treasurer of the Company since September, 1992. Prior to that time, he served as Vice President, Sales and Marketing of the Company from November, 1985 to September, 1992. Before joining CPS, Mr. Bennett was a consultant at Bain & Company, a Boston-based management consulting firm. Mr. Bennett has an MS degree from MIT.

Mr. Francis J. Hughes, Jr. has served as President of American Research and Development Corporation (`ARD`), a venture capital firm, since 1992. Mr. Hughes joined ARD`s predecessor organization in 1982, and became Chief Operating Officer in 1990. Mr. Hughes has co-founded and served as a General Partner of the following venture capital funds: ARD I, L.P., ARD II, L.P. (July, 1985), ARD III, L.P. (April, 1988), Hospitality Technology Fund, L.P.(June, 1991) and Egan-Managed Capital, L.P. (February, 1997). Mr. Hughes has served as a Director of the Company since 1993. Mr. Hughes has an MS degree from MIT and an MBA from the Harvard Business School.

Dr. Daniel C. Snow has served on the faculty of the Harvard Business School since 2004, where he teaches a course on Operations Strategy. His research focuses on technological innovation, specifically furthering the understanding of the complex interplay between old and new technologies. Professor Snow holds an MBA from Brigham Young University`s Marriott School of Management, and a PhD from the University of California, Berkeley. Professor Snow previously worked for Ford Motor Company as a financial analyst.

There are no family relationships between or among any executive officers or directors of the Company.

Board Independence

The Board has determined that Messrs. Hughes and Snow are independent as defined in Rule 4200(a)(15) of the National Association of Securities Dealers` listing standards.

Board Meetings and Attendance

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The Board held six meetings during the fiscal year ended December 26, 2009. Each Board member attended more than 75% of the meetings of the Board and of the committees on which he served which were held during the period for which he was a director or committee member.

Committees

The Board has an Audit Committee and a Compensation Committee, but not a Nominating Committee.

Audit Committee

The Company has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are Francis J. Hughes, Jr. and Daniel C. Snow. The Audit Committee met four times in fiscal 2009.

The Board of Directors has determined that Francis J. Hughes, Jr. and Daniel C. Snow are both audit committee financial experts as defined by Item 401(h) of Regulations S-K of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and is independent within the meaning of Item 7(d)(3)(iv) of Schedule 14A of the Exchange Act.

Compensation Committee

Each member of the Compensation Committee is independent as defined in Rule 4200(a)(15) of the National Association of Securities Dealers` listing standards. The Compensation Committee makes recommendations concerning salaries and incentive compensation, awards equity compensation to employees and consultants under our equity incentive plans and otherwise determines compensation levels and performs other functions regarding compensation that are delegated by the Board. The members of the Compensation Committee are Daniel C. Snow and Francis J. Hughes, Jr. The Compensation Committee met two times in fiscal 2009.

Selection of New Directors

The Board does not have a nominating committee. The Board itself is responsible for selecting its own members and recommending them for election by the shareholders.

Shareholder Communication with the Board of Directors

Any shareholder who desires to communicate with the Board, non-management directors as a group, or any individual director, may send a letter addressed to the same, c/o VP Administration, CPS Technologies Corporation, 111 South Worcester Street, Norton, MA 02766. The VP Administration has been instructed by the Board to forward such communication directly to the addressee(s) unopened.

Directors` Compensation

The Company adopted the 2009 Stock Incentive Plan ("2009 Plan") on December 10, 2009. Under the terms of the 2009 Plan, all of the Company`s employees, officers, directors, consultants and advisors are eligible to be granted options, restricted stock awards, or other stock-based awards. In 2009, Mr. Hughes and Mr. Snow were each granted options to purchase 16,000 shares of the Company`s common stock. The options granted are nonstatutory stock options exercisable at the fair market value of the stock on the date of grant one year from the date of grant, and expire ten years from the date of grant. The 2009 Plan includes provisions for the acceleration of vesting in the event of a change in control of the Company. The Company measures the fair value of the stock awards on the date of grant and the cost is recognized over the requisite service period.

Outside directors may receive expense reimbursements for attending board and committee meetings. Directors who are officers or employees of the Company do not receive any additional compensation for their services as directors.

Code of Ethics

We have adopted a code of business conduct and ethics for directors, officers, (including the principal executive officer, principal financial officer and treasurer) and employees, known as the CPS Code of Conduct. The CPS Code of Conduct is available by contacting our human resource department.

Item 11. Executive Compensation

Executive Officer Summary Compensation Table

The following table shows compensation earned during the three most recent fiscal years by our chief executive officer, chief financial officer, and all other officers whose salary and bonus exceeded $100,000 in any of the past three years. Grant Bennett is both our chief executive officer and chief financial officer. For the purpose of executive compensation and related person disclosure, we refer to these individuals collectively as the Named Executive Officers.

NAMED EXECUTIVE OFFICER SUMMARY COMPENSATION TABLE

Name & Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incen-tive Plan Com-pen-sation ($)	Change in Pension Value and Non qualified Deferred Com-pensation Earnings ($)	All Other Com-pen-sation ($)
Grant	2009	$120,679	$15,038	$0	$0	$0	$0	$0
Bennett	2008	$136,298	$20,051	$0	$0	$0	$0	$0
CEO, CFO	2007	$131,251	--	$0	$0	$0	$0	$0
Richard	2009	$121,059	$ 7,538	$0	$0	$0	$0	$0
Adams	2008	$134,789	$10,051	$0	$0	$0	$0	$0
CTO & Senior VP	2007	$125,841	--	$0	$0	$0	$0	$0
Mark	2009	$ 99,859	$5,250	$0	$0	$0	$0	$0
Occhionero	2008	$104,677	$5,054	$0	$0	$0	$0	$0
VP Marketing	2007	$100,901	--	$0	$0	$0	$0	$0
Cheryl	2009	$88,892	$5,250	$0	$0	$0	$0	$0
Oliveira	2008	$95,885	$5,054	$0	$0	$0	$0	$0

VP Sales	2007	$87,716	--	$0	$0	$0	$0	$0

Change-of-Control Agreements

None of the Named Executive Officers described in the Summary Compensation Table above have entered into a change-of-control agreement with the Company. All options granted to all employees, including the officers listed above, are subject to accelerated vesting in the event of a change of control as described in the option plans.

Stock

Option Grants And Exercises

No stock options were granted to Named Executive Officers or any other Company employees in fiscal 2009.

As described above, in fiscal 2009 a total of 32,000 stock options were granted to directors as directors` compensation and 16,000 stock options were granted to a consultant to the Company as compensation for services rendered.

No stock options were exercised by Named Executive Officers during fiscal 2009.

AGGREGATED OPTION EXERCISES IN FISCAL 2009
AND FISCAL 2009 YEAR END OPTION VALUES FOR
NAMED EXECUTIVE OFFICERS

			Number of Securities Underlying Unexercised Options at December 26, 2009				Value of Unexercised In-the-Money Options at December 26, 2009	
Name	Shares Acquired On Exercise (#)	Value Realized ($)	Exer-cisable	Exer-cise Price	Expir-ation Date	Un-exer-cisable	Exer-cisable	Un-exer-cisable
Grant Bennett	0	$0	0	--	--	0	$0	$0
Richard Adams	0	$0	278,750	$0.30 to $1.25	August 2, 2010 through Oct 12, 2014	0	$256,862	$0
Mark Occhionero	0	$0	137,500	$0.30 to $1.25	August 2, 2010 through	0	$123,425	$0

					Oct 12, 2014			
Cheryl Oliveira	0	$0	50,000	$1.37	August 8, 2015	0	$1,500	$0

The value of unexercised in-the-money options is based on the fair market value of our common stock as of December 26, 2009 of $1.40 per share, minus the exercise price, multiplied by the number of shares underlying the option.

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

The following table sets forth certain information, as of December 26, 2009, with respect to the beneficial ownership of the Company`s Common Stock by (i) each person known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock, (ii) each Director of the Company, (iii) each Executive Officer of the Company named above in the Summary Compensation Table, and (iv) all Directors and Officers as a group:

Name and Address of Beneficial Owner	Common Stock Beneficially Owned	Notes (1)	Percentage of Shares of Common Stock Outstanding
ARD Master, L.P. 85 Devonshire Street 6th Floor Boston, MA 02109	2,184,789	(2)	17.2%
Norman J. Wechsler P.O. Box 5123 Mt. Crested Butte, CO 81225	1,518,529	(3)	12.0%
DIRECTORS AND OFFICERS:			
Grant C. Bennett Director & Officer	1,576,554		12.4%
Richard W. Adams Chief Technical Officer and Senior Vice President of Engineering	313,750	(4)	2.5%
Mark A. Occhionero Vice President Marketing and Senior Scientist	152,900	(5)	1.2%
Cheryl Oliveira Vice President Sales	50,000	(6)	*

Daniel C. Snow Director	24,000	(7)	*
Francis J. Hughes, Jr. Director	2,272,789	(8)	17.9%
	-------------		---------
All directors and officers as a group (6 persons)	4,389,993	(9)	34.0%
	========		=====

*Less than 1% of the total number of outstanding shares of Common Stock.

1. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of those shares. Unless otherwise indicated, each stockholder referred to above has sole voting and investment power with respect to the shares listed.
2. Consists of 2,184,789 shares owned by ARD Master L.P., Excludes options to purchase 88,000 shares of common stock held by Mr. Hughes.
3. Consists of 1,518,529 shares owned by CYB Master LLC. Mr. Wechsler may be deemed to be the beneficial owner of these shares by virtue of being the sole person in a position to direct the voting and investment decisions of both CYB Master LLC.
4. Consists of 35,000 shares owned by Mr. Adams and options to purchase 278,750 shares of common stock.
5. Consists of 15,400 shares owned by Dr. Occhionero and options to purchase 137,500 shares of common stock.
6. Consists of options to purchase 50,000 shares of common stock.
7. Consists of options to purchase 24,000 shares of common stock
8. Consists of shares described in Footnote 2 above owned by ARD Master, L.P., and options to purchase 88,000 shares of common stock held by Mr. Hughes.
9. Consists of all shares and options to purchase shares owned by Messrs. Hughes, Snow, Bennett, Adams, Occhionero and Ms. Oliveira.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers, and persons who own more than ten percent of a registered class of our equity securities to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent stockholders are required by Securities and Exchange Commission regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of the reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 26, 2009, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent stockholders were complied with and no reports or transactions were filed late.

COMPENSATION COMMITTEE REPORT

General

Compensation of our senior executives is determined by the Compensation Committee of the Board, or the Committee. The Committee, comprised entirely of independent directors as defined in Rule 4200(a)(15) of the

National Association of Securities Dealers` listing standards, meets to set annual salaries in advance and bonuses for the current year, to review annual goals and to reward outstanding annual performance of executive officers and to grant stock options pursuant to our stock plans. The Committee has considered executive officers` compensation matters at several meetings in 2009. During those meetings, the Committee consulted with senior management, reviewed and approved corporate goals and objectives relevant to compensation matters, evaluated the performance of certain executives and considered, among other factors, third party studies of executive compensation for comparable companies, and the Company`s performance and relative stockholder return. The results of some of the actions taken from those meetings are included under the heading "*Executive Officer Compensation*" in Form 10-K.

While management may have been present during a part of Committee discussions regarding officers` compensation during the last fiscal year, Committee decisions with respect to the compensation of our Chief Executive Officer and other executives were reached in private session without the presence of any member of management.

Stockholder comments to the Committee are welcomed and should be addressed to the Secretary of the Company at our principal executive office.

Compensation Philosophy

Our primary goal is to align compensation with our business objectives and performance. Our aim is to attract, retain and reward executive officers and other key employees who contribute to our long-term success and to motivate those individuals to enhance long-term stockholder value. To establish this relationship between executive compensation and the creation of stockholder value, the Board has adopted a total compensation package comprised of base salary, bonus and stock option awards. Key elements of this compensation package are:

- We intend to pay competitively with leading companies with which we compete for talent.
- We maintain annual incentive opportunities sufficient to provide motivation to achieve specific operating goals and to generate rewards that are intended to bring total compensation to competitive levels.
- We provide meaningful equity-based incentives for executives and other key employees to ensure that individuals are motivated over the long-term to respond to our business challenges and opportunities as owners and not just as employees.

Base Salary

The Committee reviews each executive officer`s base salary on an annual basis. Among those factors taken into consideration in setting salaries for executives are (1) individual and corporate performance, (2) level of responsibility, (3) prior experience, (4) breadth of knowledge of the industry, and (5) competitive pay practices.

Bonus

We believe that executive performance may be maximized through a system of incentive awards. Toward this end, the Committee adopted several years ago a discretionary cash incentive plan and has paid bonuses some years and not paid bonuses some years. For all cash incentive arrangements, the award earned depends primarily on the extent to which our performance objectives are achieved. Each fiscal year the Committee will review and approve our annual performance objectives and our executive officers` performance. Our objectives consist of operating, strategic and financial goals that are considered to be critical to our overall goal: building stockholder value. For the fiscal year ended December 26, 2009, the Committee had determined that the primary goal in building stockholder value was meeting sales growth and profit targets.

Long-Term Incentives

Our long-term incentive program presently consists of our 2009 Stock Incentive Plan.

Chief Executive Officer Compensation

The annual salary of Mr. Bennett was established by the Committee in 2000 at $132,000 and has not changed since that time. Actual amounts paid for salary in each fiscal year as reported above have deviated from that amount due to timing of the biweekly payroll. Several years ago Mr. Bennett recommended to the Committee that no stock options be awarded to him because his stock ownership position already firmly aligned his interests with those of the Company, and the options thereby made available could be awarded to other members of the management team; the Committee accepted Mr. Bennett`s recommendation and since becoming CEO he has not been awarded any options.

Mr. Bennett`s salary and bonus will continue to be evaluated at least annually by the Committee, and any changes will be determined in accordance with the criteria described under the headings "*Base Salary*," "*Bonus*," and "*Long-Term Incentives*" in this report, and otherwise reflect the Committee`s assessment of (1) his performance, (2) his skills in relation to other CEO`s in our industry, (3) its confidence in his ability to lead our continued development, and (4) his broad involvement in our operations.

Certain Tax Considerations

Section 162(m) of the Internal Revenue Code may limit us to a deduction for federal income tax purposes of not more than $1 million of compensation paid to certain executive officers in a taxable year, if considered unreasonable. No employee`s compensation exceeded $1 million and the Committee believes it is highly unlikely any employee`s covered compensation will exceed this amount in the foreseeable future.

Compensation Committee Interlocks and Insider Participation

As discussed in the report above, Grant Bennett our President, Chief Executive Officer and Treasurer, is not a member of the Committee but participated in the deliberations of the Board concerning executive officer compensation, except where the decision directly involved his own compensation package.

From the members of the Compensation Committee:
Daniel C. Snow (Chairman)
Francis J. Hughes, Jr.

Item 13. Certain Relationships and Related Transactions

None.

Item 14. Principal Accounting Fees and Services.

Fees paid to the Company`s independent accountants in the last two fiscal years are:

	Wolf & Company PC	
	2009	2008
Audit fees	$ 84,788	$ 77,400
	=======	=======

Audit Fees consist of aggregate fees for professional services rendered for the audit of our annual financial statements and review of the interim financial statements included in quarterly reports or services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for the fiscal years ended December 26, 2009 and December 27, 2008, respectively.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors.

At present, our Audit Committee approves each engagement for audit or non-audit services before we engage Wolf & Company, P.C.(Wolf & Company) to provide those services. Our audit committee has not established any pre-approval policies or procedures that would allow our management to engage Wolf & Company to provide any specified services with only an obligation to notify the audit committee of the engagement for those services. None of the services provided by Wolf & Company for fiscal 2009 was obtained in reliance on the waiver of the pre-approval requirement afforded in SEC regulations.

AUDIT COMMITTEE REPORT

Our Audit Committee consists of two independent members of the Board of Directors as defined in Rule 4200(a)(15) of the National Association of Securities Dealers` listing standards.

The primary purpose of the Audit Committee is to assist the Board in fulfilling its responsibility to oversee management`s conduct of our financial reporting process, including the process of preparing the financial reports and other financial information we provide to any governmental or regulatory body, the public or other users thereof, our systems of internal accounting and financial controls, the annual independent audit of our financial statements and our legal compliance and ethics programs as established by management and the Board. Management is responsible for the preparation, presentation, and integrity of our financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The independent auditors are responsible for auditing our financial statements and expressing an opinion as to their conformity with generally accepted accounting principles.

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 26, 2009 with management. Furthermore, the Audit Committee has discussed with Wolf & Company, P.C., our independent auditors for the fiscal year ended December 26, 2009, the matters required to be discussed by Statement on Auditing Standards No. 61. The Audit Committee has received the written disclosures from Wolf & Company, P.C., required by Independence Standards Board Standard No. 1 and has discussed with Wolf & Company, P.C., such auditing firm`s independence.

Based on these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in this, our Annual Report on Form 10-K for the fiscal year ended December 26, 2009.

The Audit Committee has also recommended to the Board the selection of Wolf & Company, P.C., as the Company`s independent auditors for the fiscal year ending December 26, 2010, and the Board has approved that recommendation.

From the members of the Audit Committee:
Francis J. Hughes, Jr. (Chairman)
Daniel C. Snow

Part IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Documents filed as part of this Form 10-K.

1. Financial Statements

The financial statements filed as part of this Form 10-K are listed on the Index to Financial Statements of this Form 10-K.

2. Exhibits

The exhibits to this Form 10-K are listed on the Exhibit Index of this Form 10-K.

SIGNATURES

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

CPS TECHNOLOGIES CORPORATION

By: /s/ Grant C. Bennett
President
March 26, 2010

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

Signature	Title	Date
/s/ Grant C. Bennett Grant C. Bennett	President, Treasurer and Director (Principal Executive Officer)	March 26, 2010
/s/ Francis J. Hughes, Jr. Francis J. Hughes	Director	March 26, 2010
/s/ Daniel C. Snow Daniel C. Snow	Director	March 26, 2010

CPS TECHNOLOGIES CORPORATION
EXHIBIT INDEX

Exhibit No.	Description
3.1*	Restated Certificate of Incorporation of the Company, as amended, is incorporated herein by reference to Exhibit 3 to the Company`s Registration Statement on Form 8-A

	(File No. 0-16088)
3.2*	By-laws of the Company, as amended, are incorporated herein by reference to Exhibit 3.2 to the Company`s Registration Statement on Form S-1 (File No. 33-14616)(the `1987 S-1Registration Statement`)
4.1*	Specimen certificate for shares of Common Stock of the Company is incorporated herein by reference to Exhibit 4 to the 1987 S-1 Registration Statement
4.2*	Description of Capital Stock contained in the Restated Certificate of Incorporation of the Company, as amended, filed as Exhibit 3.1
10.5*(1)	Retirement Savings Plan, effective September 1, 1987 is incorporated by reference to Exhibit 10.35 to the Company`s 1989 S-1 Registration Statement
10.21*	1999 Stock Incentive Plan adopted by the Company`s Board of Directors on January 22, 1999
10.22*	The Company adopted the 2009 Stock Incentive Plan ("2009 Plan") on December 10, 2009.
23.1	Consent of Wolf & Company, P.C.
31.1	Certification Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Incorporated herein by reference.

(1) Management Contract or compensatory plan or arrangement filed as an exhibit to this Form pursuant to Items 14(a) and 14(c) of Form 10-K.

INDEX TO FINANCIAL STATEMENTS
OF
CPS TECHNOLOGIES CORPORATION

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
CPS Technologies Corporation
Norton, Massachusetts

We have audited the accompanying balance sheets of CPS Technologies Corporation as of December 26, 2009 and December 27, 2008 and the related statements of income, stockholders` equity and cash flows for each of the years in the three-year period ended December 26, 2009. These financial statements are the responsibility of the Corporation`s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CPS Technologies Corporation as of December 26, 2009 and December 27, 2008, and the results of its operations and its cash flows for each of the years in the three-year period ended December 26, 2009, in conformity with accounting principles generally accepted in the United States of America.

/s/ Wolf & Company, P.C.
Boston, Massachusetts
March 26, 2010

CPS TECHNOLOGIES CORPORATION
BALANCE SHEETS

	December 26, 2009	December 27, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,073,600	$ 1,158,419
Accounts receivable-trade, net of allowance for doubtful accounts of $5,000 and $5,461 as of December 26, 2009 and December 27, 2008, respectively	2,587,135	2,139,688
Inventories	2,072,210	1,689,700
Prepaid expenses	66,761	65,954
Deferred taxes	634,696	843,155
Total current assets	6,434,402	5,896,916
Property and equipment:		
Production equipment	6,552,236	5,859,635
Furniture and office equipment	267,111	262,976
Total cost	6,819,347	6,122,611
Accumulated depreciation and amortization	(4,778,054)	(4,054,105)
Construction in progress	66,541	401,587
Net property and equipment	2,107,834	2,470,093
Deferred taxes, non-current portion	688,000	--
Total assets	$9,230,236	$8,367,009

(continued)

See accompanying notes to financial statements.

CPS TECHNOLOGIES CORPORATION
BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS` EQUITY	December 26, 2009	December 27, 2008
Current liabilities:		
Accounts payable	$ 500,376	$ 288,934
Accrued expenses	644,258	680,707
Current portion of obligations under capital leases	269,422	264,489
Total current liabilities	1,414,056	1,234,130
Obligations under capital leases less current portion	262,759	152,193
Total liabilities	1,676,815	1,386,323
Commitments (note 4)		
Stockholders` Equity		
Common stock, $0.01 par value, authorized 15,000,000 shares; issued 12,647,842 shares; outstanding 12,624,959 shares; at December 26, 2009 and December 27, 2008	126,479	126,479
Additional paid-in capital	32,914,990	32,904,670
Accumulated deficit	(25,427,213)	(25,989,628)
Less cost of 22,883 common shares repurchased	(60,835)	(60,835)
Total stockholders` equity	7,553,421	6,980,686
Total liabilities and stockholders` equity	$ 9,230,236	$ 8,367,009

See accompanying notes to financial statements.

CPS TECHNOLOGIES CORPORATION
STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 26, 2009, DECEMBER 27, 2008,
AND DECEMBER 29, 2007

	2009	2008	2007
Revenues:			
Product sales	$ 11,300,765	$ 14,455,874	$ 12,446,569
Research and development under cooperative agreement	1,679,391	357,213	--
Total revenues	12,980,156	14,813,087	12,446,569
Cost of product sales	9,191,388	10,517,846	9,346,100
Cost of research and development under cooperative agreement	1,541,355	310,451	--
Gross Margin	2,247,413	3,984,790	3,100,469
Selling, general, and administrative	2,098,315	2,600,411	2,150,162
Income from operations	149,098	1,384,379	950,307
Other expense, net	(38,906)	(44,464)	(60,109)
Income before income tax	110,192	1,339,915	890,198
Income tax (benefit)	(452,223)	(134,421)	(58,400)
Net income	$562,415	$ 1,474,336	$ 948,598
Net income per basic common share	$ 0.04	$ 0.12	$ 0.08
Weighted average number of basic common shares outstanding	12,624,959	12,612,990	12,542,962
Net income per diluted common share	$ 0.04	$ 0.11	$ 0.07

Weighted average number of diluted common shares outstanding	12,930,575	13,242,707	13,298,687

See accompanying notes to financial statements.

CPS TECHNOLOGIES CORPORATION
STATEMENTS OF STOCKHOLDERS` EQUITY
FOR THE YEARS ENDED DECEMBER 26, 2009, DECEMBER 27, 2008,
AND DECEMBER 29, 2007

	Common stock					
	Number of shares	Par Value	Additional Paid-in capital	Accumulated deficit	Stock repurchased	Stock-holders` equity
Balance at December 30, 2006	12,544,842	$ 125,449	$ 32,729,122	$ (28,412,562)	$ (60,835)	$ 4,381,174
Share-based compensation expense	--	--	52,086	--	--	52,086
Tax benefit from share-based compensation	--	--	3,606	--	--	3,606
Issuance of common stock pursuant to exercise of stock options	30,000	300	20,250	--	--	20,550
Net Income	--	--	--	948,598	--	948,598
Balance at December 29, 2007	12,574,842	$ 125,749	$ 32,805,064	$ (27,463,964)	$ (60,835)	$ 5,406,014

Share-based compensation expense	--	--	19,877	--	--	19,877
Tax benefit from share-based compensation	--	--	6,819	--	--	6,819
Issuance of common stock pursuant to exercise of stock options	73,000	730	72,910	--	--	73,640
Net Income	--	--	--	1,474,336	--	1,474,336
	----------	-------	----------	----------	------	--------
Balance at December 27, 2008	12,647,842	$ 126,479	$ 32,904,670	$(25,989,628)	$ (60,835)	$6,980,686
Share-based compensation expense	--	--	10,320	--	--	10,320
Net Income	--	--	--	562,415	--	562,415
Balance at December 26, 2009	12,647,842	$ 126,479	$ 32,914,990	$(25,427,213)	$ (60,835)	$ 7,553,421
	=========	=========	===========	===========	=========	=========

See accompanying notes to financial statements.

CPS TECHNOLOGIES CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 26, 2009, DECEMBER 27, 2008,
AND DECEMBER 29, 2007

	2009	2008	2007
	---------	---------	---------
Cash flows from operating activities:			
Net income	$ 562,415	$ 1,474,336	$ 948,598

Adjustments to reconcile net income to cash provided by operating activities:			
Share-based compensation	10,320	26,696	55,692
Depreciation and amortization	724,308	599,206	488,949
Loss on sale of property and equipment	535	--	--
Deferred taxes	(479,541)	(299,155)	(144,000)
Provision for bad debt	24,781	--	--
Changes in operating assets and liabilities:			
Accounts receivable - trade	(472,228)	249,984	528,484
Inventories	(382,510)	(273,436)	(554,237)
Prepaid expenses	(807)	(43,380)	(20,293)
Accounts payable	211,442	(219,195)	(473,422)
Accrued expenses	(36,449)	192,660	(26,539)
	---------	---------	---------
Net cash provided by operating activities	$162,266	$ 1,707,716	$ 803,232
	---------	---------	---------
Cash flows from investing activities:			
Purchases of property and equipment	(293,521)	(741,677)	(537,076)
Proceeds from sale of property and equipment	100	--	--
	---------	---------	---------
Net cash used in investing activities	$ (293,421)	$ (741,677)	$ (537,076)
	-------------	-------------	-------------
Cash flows from financing activities:			
Payment of capital lease obligations	(348,447)	(353,319)	(332,187)
Proceeds from issuance of common stock	--	73,640	20,550
Proceeds from capital lease financing	394,783	--	--
	-------------	-------------	-------------
Net cash provided (used) by financing activities	$ 46,336	$ (279,679)	$ (311,637)
	-------------	-------------	-------------
Net increase (decrease) in cash and cash equivalents	(84,819)	686,360	(45,481)
Cash and cash equivalents at beginning of year	1,158,419	472,059	517,540

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Cash and cash equivalents at end of year	$ 1,073,600	$ 1,158,419	$ 472,059
	=======	=======	=======
Supplemental cash flow information:			
Acquisition of production equipment under capital leases	$ 69,163	$ 165,130	$ 425,717
Prepaid expenses transferred to equipment	--	$ 32,217	--
Income taxes paid	$ 181,495	$ 79,459	$ 150,298
Interest paid	$ 38,409	$ 44,960	$ 61,608

See accompanying notes to financial statements.

CPS Technologies Corporation
Years Ended December 26, 2009, December 27, 2008, and December 29, 2007
Notes to Financial Statements

(1) Nature of Business

The Company provides advanced material solutions to the electronics, robotics, automotive and other industries. The Company`s primary advanced material solution is metal matrix composites which are a combination of metal and ceramic.

CPS also assembles housings and packages for hybrid circuits. These housings and packages may include components made of metal-matrix composites or they may include components made of more traditional materials such as aluminum, copper-tungsten, etc.

The Company sells into several end markets including the wireless communications infrastructure market, high-performance microprocessor market, motor controller market, and other microelectronic and structural markets. In 2008 the Company also entered into a cooperative agreement with the U.S. Army to further develop its composite technology to produce armor.

(2) Summary of Significant Accounting Policies

(2)(a) Principles of Consolidation

Prior to March 2007, the consolidated financial statements included the accounts of Ceramics Process Systems (the "Company") and its wholly-owned subsidiary, CPS Superconductor Corporation (`CPSS`). All intercompany balances and transactions have been eliminated in consolidation.

In March 2007, CPS Superconductor Corporation was renamed CPS Technologies Corporation, and the parent Company, Ceramics Process Systems Corporation, was merged into it. This resulted in the Company assuming the name CPS Technologies Corporation, and Ceramics Process Systems Corporation ceasing to exist.

This merger between entities under common control had no effect on the financial statements of the consolidated Company.

(2)(b) Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

(2)(c) Accounts Receivable

The Company reports it accounts receivable at the invoiced amount less an allowance for doubtful accounts. The Company`s management provides appropriate provisions for uncollectible accounts based upon factors surrounding the credit risk and activity of specific customers, historical trends, economic conditions and other information. Adjustments to the allowance are charged to operations in the period in which information becomes available that may affect the allowance.

(2)(d) Inventories

Inventories are stated at the lower of cost, as determined under the first-in, first-out method (FIFO), or market. A reserve for obsolete inventories, if any, is based on factors regarding the sales and usage of such inventories, including inventories manufactured for specific customers.

(2)(e) Property and Equipment

Property and equipment are stated at cost. Depreciation of equipment is calculated on a straight-line basis over the estimated useful life, generally five years for production equipment and three to five years for furniture and office equipment. Amortization of equipment under capital leases is calculated on a straight-line basis over the shorter of the life of the lease or the estimated useful life of the equipment. Maintenance and repairs are charged to expense as incurred. Upon retirement or sale, the cost and related accumulated depreciation or amortization are removed from their respective accounts. Any gains or losses on the disposition of property and equipment are included in the results of operations in the period in which they occur.

(2)(f) Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered. Recoverability is assessed based on estimated undiscounted future cash flows. As of December 26, 2009 and December 27, 2008, the Company believes that there has been no impairment of its long-lived assets.

(2)(g) Revenue Recognition

The Company recognizes revenue in accordance with the provision of the Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 104 which establishes guidance in applying generally accepted accounting principles to revenue recognition in financial statements. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the price to the buyer is fixed or determinable; and (4) collectibility is reasonably assured.

The Company`s shipping terms are customarily FOB shipping point. Revenues for products sold in the normal course of business are recognized upon shipment when delivery terms are FOB shipping point and all other revenue recognition criteria have been met.

The Company has entered into consigned inventory agreements with several customers. For products shipped under consigned inventory agreements, the Company recognizes revenue when the customer notifies the Company that they have picked the product from the consigned inventory.

In 2008, the Company entered into a Cooperative Agreement with the US Army Research Laboratory to perform research and development concerning hybrid metal matrix composite encapsulated ceramic armor technology. The Cooperative Agreement is a four-year agreement which is 95% funded by the US Department of Defense and 5% funded by CPS.

Revenues on this Cooperative Agreement are recognized proportionally as costs are incurred. We are reimbursed for reasonable and allocable costs up to the reimbursement limits set by the Cooperative Agreement. All payments to the Company for work performed on this Cooperative Agreement are subject to audit and adjustment by the Defense Contract Audit Agency. Adjustments are recognized in the period made.

While this Cooperative Agreement extends for four years, funding is provided incrementally on a year-to-year basis if contract terms are met and Congress has authorized the funds. As of December 26, 2009, the Company has recognized $2.037 million of revenue on the Cooperative Agreement. The total estimated funding to be received over the four year term is $8.34M. The Company`s cost share amounts to $439,000 over the term of the Cooperative Agreement. Should funding be tentatively delayed or if business initiatives change, we may choose to devote resources to other activities, including internally funded research and development. Funding for the Cooperative Agreement for the first year amounting to $1.048M has been authorized of which 100% was invoiced as of 2009. Funding for the Cooperative Agreement for the second year amounting to $1.490M has been authorized of which $989 thousand was invoiced in 2009.

<u>(2)(h) Research and Development Costs</u>

In 2009, research and development costs were incurred related to the Cooperative Agreement with the US Army. These costs consist of labor, including applicable overhead expenses, materials and other costs associated with our Cooperative Agreement. Total expenditures incurred in 2009 under this Cooperative Agreement amounted to $1.775 million of which $1.541 million is included in cost of research and development under cooperative agreement in the Statement of Income. $1.679 million of these costs were funded by the US Army in 2009 and is classified as research and development cooperative agreement revenues in the Statement of Income. The $89 thousand funded by CPS consists of $81 thousand of direct and indirect costs in connection with the contract included in costs of research and development under cooperative agreements and the Company`s allocated portion of general and administrative expenses allowed under the contract included in selling, general and administrative expenses of $8 thousand. An additional $7 thousand is included in total expenditures in 2009 and was unbilled to the US Army as of December 26, 2009.

Total expenditures incurred in 2008 under this Cooperative Agreement amounted to $376 thousand of which $310 thousand is included in cost of research and development under cooperative agreement in the Statement of Income. $357 thousand of these costs were funded by the US Army in 2008 and is classified as research and development cooperative agreement revenues in the Statement of Income. The $19 thousand funded by CPS consists of $16 thousand of direct and indirect costs in connection with the contract included in costs of research and development under cooperative agreements and the Company`s allocated portion of general and administrative expenses allowed under the contract included in selling, general and administrative expenses of $3 thousand.

Unfunded research and development costs, if any, are charged to expense as incurred and were $0 in 2009, 2008 and 2007.

<u>(2)(i) Income Taxes</u>

The Company records deferred tax assets and liabilities based on the net tax effects of tax credits, operating loss carryforwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company assesses the likelihood that its deferred tax assets will be recovered from future taxable income and the Company establishes a valuation allowance to reduce deferred tax assets to an amount which it believes to be more likely than not realizable. The valuation allowance is based on the Company`s estimates of taxable income by jurisdiction in which it operates and the period over which its deferred tax assets will be recoverable.

The Company`s policy is to recognize interest and penalties related to income tax matters in income tax expense. As of December 26, 2009 and December 27, 2008, the Company has no accruals for interest or penalties related to income tax matters. The Company does not have any uncertain tax positions at December 26, 2009 which required accrual or disclosure.

Income tax benefits related to stock compensation that is in excess of grant-date fair value, less any proceeds on exercise, are recognized as an increase to additional paid-in capital upon vesting or exercising and delivery of the stock. Any income tax effects related to stock compensation that are less than grant-date fair value, less any proceeds on exercise, would be recognized as a reduction of additional paid in capital to the extent of previously recognized income tax benefits and then through income tax expense for the remaining amount.

(2)(j) Net Income Per Common Share

Basic net income per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share is calculated by dividing net income by the sum of the weighted average number of common shares plus additional common shares that would have been outstanding if potential dilutive common shares had been issued for granted stock option and stock purchase rights. Common stock equivalents are excluded from the diluted calculations if a net loss is incurred as they would be anti-dilutive.

(2)(k) Comprehensive Income

The Company has no items of comprehensive income, and therefore net income is equal to comprehensive income.

(2)(l) Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) approved the FASB Accounting Standards Codification (Codification) as the single source of authoritative nongovernmental U.S. Generally Accepted Accounting Principles (U.S. GAAP). The Codification does not change current U.S. GAAP but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered nonauthoritative. The Codification is effective for interim and annual periods ending after September 15, 2009. The Codification was effective for the Company during its interim period ended September 30, 2009 and it did not have an impact on its financial condition or results of operations.

In March 2008, the FASB issued ACS 815-10, "Disclosures about Derivative Instruments and Hedging Activities." This Statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under ASC 815-10 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity`s financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company adopted this guidance in 2009 with no material impact on its financial statements.

(2)(m) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses recorded during the reporting period. Such estimates are adjusted by management periodically as a result of existing or anticipated economic changes which effect, or may effect, the Company`s financial statements. Actual results could differ from these estimates.

(2)(n) Fiscal Year-End

The Company`s fiscal year end is the last Saturday in December which could result in a 52 or 53 week year. Fiscal years 2009, 2008 and 2007 each consisted of 52 weeks.

(2)(o) Share-Based Payments

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which an employee is required to provide services in exchange for the award, the requisite service period (usually the vesting period). The Company provides an estimate of forfeitures at initial grant date. Reductions in compensation expense associated with forfeited options are estimated at the date of grant, and this estimated forfeiture rate is adjusted periodically based on actual forfeiture experience. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options granted. The Company recognized $10,320, $19,877, and $52,086 as compensation expense related to stock options granted in 2009, 2008, and 2007, respectively. A tax benefit of $6,819 and $3,606 was recognized as additional paid in capital in the years ended December 27, 2008 and December 29, 2007, respectively, resulting from the excess tax benefit of share-based awards over the cumulative compensation expense recognized for financial reporting.

(2)(p) Segment Reporting

ASC 280, Segment Reporting establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. The standard also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision making group, in making decisions about how to allocate resources and assess performance.

To date, the Company views its operations and manages its business as one segment. We produce and sell advanced material solutions, primarily metal matrix composites, to assemblers of high density electronics and other specialty components and subassemblies. The Company also assembles housings and packages for hybrid circuits, selling to the same customers mentioned above. These customers represent a single market or segment for us with similar stringent and well-defined requirements. The Company`s customers, in turn, sell the components and subassemblies which incorporate our products into many different end markets, however, these end markets are two to three levels removed from the Company. The Company makes operating decisions and assesses financial performance only for the Company as a whole and does not make operating decisions or assess financial performance by the end markets which ultimately use our products.

The Cooperative Agreement the Company entered into with the Army Research Laboratory in 2008 uses the same equipment and personnel as does the Company`s electronics business described above, and at this early stage does not represent a separate business segment.

(3) Inventories

As of December 26, 2009 and December 27, 2008 inventories consisted of the following:

	2009	2008
Raw materials	$ 418,002	$ 246,614
Work in process	671,202	499,964
Finished goods	983,006	943,122
	----------------	----------------
Total	$ 2,072,210	$ 1,689,700
	=========	=========

(4) Leases and Commitments

The Company has a $1million equipment finance facility with Sovereign Bank which expires in May 2010. At December 26, 2009, the Company had production equipment with a cost of $2,125,891 and accumulated amortization of $1,305,114 under capital leases. At December 27, 2008, the Company had production equipment with a cost of $1,661,944 and accumulated amortization of $1,008,708 under capital leases. All capital leases are three year leases with a one dollar buyout and annual interest rates from 5.6% to 8.6%. At December 26, 2009, the Company had $468,000 of availability remaining against the equipment finance facility.

Future payments required under capital lease obligations are as follows at December 26, 2009:

2010	$ 293,859
2011	203,374
2012	70,435

Total future minimum lease payments	567,668
Less amount representing interest	35,487
at rates ranging between 5.6% and 8.6%	-------------
Present value of net future lease payments	532,181
Less current portion	269,422

Long-term obligation under capital leases	$ 262,759
	=======

Interest expense was $38 thousand, $45 thousand, and $62 thousand for 2009, 2008, and 2007, respectively.

The Company entered into a 10-year lease for the Norton facilities effective on March 1, 2006. Prior to entering into this lease, the Company was renting a portion of the facilities as a tenant-at-will. Rental expense for operating leases is recognized on a straight-line basis over the term of the lease and was $129 thousand in each of the years 2009, 2008 and 2007.

Future minimum rental payments over the terms of the facility lease agreement are approximately as follows:

Fiscal year:

2010	$ 120,000
2011	127,500
2012	138,500
2013	140,000
2014	148,500
Thereafter	188,000

	$ 862,500
	=======

(5) Share-Based Compensation Plans

The Company adopted the 2009 Stock Incentive Plan ("2009 Plan") on December 10, 2009. Under the terms of the 2009 Plan all of the Company`s employees, officers, directors, consultants and advisors are eligible to be granted options, restricted stock awards, or other stock-based awards. All outstanding options are nonstatutory stock options exercisable at the fair market value of the stock on the date of grant, and expire ten years from the date of grant. The options granted to employees generally vest in equal annual installments over a five-year period. The options granted to directors generally vest one year from date of grant.

Under the 2009 Plan a total of 1,500,000 shares of common stock are available for issuance, of which 1,452,000 shares remain available for grant as of December 26, 2009.

As of December 26, 2009, the 2009 Plan is the only stock option plan from which awards can be made as all other option plans have expired. The 1999 Stock Option plan expired on January 22, 2009 and no additional options can be granted from the plan. As of December 26, 2009 there are 865,750 options outstanding under the 1999 Plan.

A summary of stock option activity for all the above plans as of December 26, 2009 and changes during the year then ended is presented below:

	Shares	Weighted Average Exercise Price	Weighted Remaining Contractual Life (years)	Aggregate Intrinsic Value
Outstanding at beginning of year	989,250	$ 0.68		
Granted at fair market value	48,000	$ 1.30		
Exercised	--	--		
Forfeited/expired	(123,500)	$ 1.04		

Outstanding at end of year	913,750	$ 0.66	3.81	$ 496,259

	=======			=======
Options exercisable				
at year-end	854,750	$ 0.62	3.81	$ 496,179
	=======			=======

The total intrinsic value of options exercised during fiscal years 2008 and 2007 was $73,180 and $43,600, respectively. As of December 26, 2009, there was $53,673 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the plans; that cost is expected to be recognized during fiscal year 2010.

Cash received from option exercises under all share-based payment arrangements was $73,640 and $20,550, for the years ended December 27, 2008 and December 29, 2007, respectively.

The fair value of each option grant under is estimated on the date of grant using the Black-Scholes option-pricing model. The following table presents the annualized weighted average values of the significant assumptions used to estimate the fair values of the options:

	2009	2008	2007
Risk-free interest rate	3.05%	3.58%	4.13%
Expected life in years	7	7	7
Contractual life in years	10	10	10
Expected volatility	126%	103%	126%
Expected dividend yield	0	0	0
Weighted average fair value of grants	$ 1.19	$ 1.44	$ 2.20

All options are granted with an exercise price equal to the fair market value of the underlying common stock on the date of grant.

(6) Accrued Expenses

Accrued expenses at December 26, 2009 and December 27, 2008 consist of the following:

	2009	2008
Accrued legal and		
accounting	$ 69,124	$ 56,572
Accrued payroll	441,648	393,871
Accrued other	129,784	97,789
Accrued income tax payable	3,702	132,475
	------------	------------
	$ 644,258	$ 680,707
	=========	=========

(7) Revolving Line of Credit

In May 2009, the Company renewed a $1 million revolving line of credit with Sovereign Bank. The line of credit is secured by the accounts receivable and other assets of the Company, has an interest rate of prime plus one percent

(1%) and a one-year term. Under the terms of the agreement, the Company is required to maintain its operating accounts with Sovereign Bank. The line of credit and the equipment finance facility are cross defaulted and cross collateralized. The Company is also subject to certain financial covenants within the terms of the line of credit that require the Company to maintain a targeted rolling four quarter debt service coverage ratio as well as targeted debt to equity and current ratios. At December 26, 2009, the Company was in compliance with these covenants. Management believes it is likely that Sovereign Bank and the Company will renew the line at the end of the term in May 2010. In 2009, there were no borrowings under this line of credit.

(8) Income Taxes

Components of income tax expense (benefit) for each year are as follows:

	2009	2008	2007
Current			
United States:			
Federal	$5,766	$ 27,350	$ 22,000
State	21,552	137,384	63,600
	----------------	----------------	----------------
Current income tax provision:	27,318	164,734	85,600
	----------------	----------------	----------------
Deferred:			
United States:			
Federal	(432,193)	(228,470)	(135,000)
State	(47,348)	(70,685)	(9,000)
	----------------	----------------	----------------
Deferred income tax benefit, net	(479,541)	(299,155)	(144,000)
	----------------	----------------	----------------
Total	$ (452,223)	$ (134,421)	$ (58,400)
	=========	=========	=========

Deferred tax assets (liabilities) as of December 26, 2009 and December 27, 2008 are as follows:

	December 26, 2009	December 27, 2008
Deferred Tax Assets:		
Net operating loss carryforwards	$ 984,000	$ 1,682,000
Credit carryforwards	67,000	128,000
Inventory	200,000	192,000
Accrued liabilities	38,000	34,000
Depreciation	32,000	--
Other	1,696	2,155
	----------------	----------------

Gross deferred tax assets	1,322,696	2,038,155
Valuation allowance	--	(1,174,000)
	----------------	----------------
Net deferred tax assets	$1,322,696	$ 864,155
	---------------	---------------
Deferred Tax Liabilities:		
Depreciation	--	21,000
	----------------	----------------
Gross deferred tax liability	--	21,000
	----------------	----------------
Net deferred tax asset	$1,322,696	$843,155
	=========	=========

At December 26, 2009 and December 27, 2008, the Company had net operating loss carryforwards of approximately $2,894,000 and $4,900,000 respectively available to offset future income for U.S. Federal income tax purposes. These operating loss carryforwards expire in various amounts from 2010 through 2022 as follows:

2010	$ 1,163,000
2011	397,000
2020	79,000
2021	364,000
2022	891,000

	$ 2,894,000
	=========

During 2009, the Company used approximately $259,000 of net operating loss carryforwards and $1,796,000 expired unused. During 2008, the Company used $1,300,000 of net operating loss carryforwards and $642,000 expired unused. The Company reduced the valuation reserve for deferred tax assets by $1,174,000 and $880,000 in the fourth quarter of 2009 and 2008, respectively, as a result of the use and expiration of federal net operating loss carryforwards and the assessment of Company taxable income.

A valuation allowance is required to be established or maintained when it is "more likely than not" that all or a portion of deferred tax assets will not be realized. The Company believes that it will generate sufficient future taxable income to realize the tax benefits related to the remaining deferred tax assets.

A summary of the change in the deferred tax asset is as follows:

	2009	2008	2007

Balance at beginning of year	$ 843,155	$ 544,000	$ 400,000
Deferred tax benefit	479,541	299,155	144,000
	-------------	--------------	--------------
Balance at end of year	$ 1,322,696	$ 843,155	$ 544,000
	========	========	========

The income tax benefit for 2009, 2008, and 2007 consists of current federal alternative minimum tax, current state income taxes, and a deferred tax benefit resulting from a reduction in the valuation allowance provided on deferred tax assets in the current year. Income tax (benefit) expense is different from the amounts computed by applying the U.S. federal statutory income tax rate of 34 percent to pretax income as a result of the following:

	2009	2008	2007
Tax at statutory rate	$ 37,500	$ 455,600	$ 302,700
State tax, net of federal tax expense	17,000	44,000	36,000
Expiration of net operating loss and credit carryforwards	664,677	245,979	100,900
Reduction in the valuation allowance	(1,174,000)	(880,000)	(498,000)
Other	2,600	--	--
	------------	------------	-------------
Total	$ (452,223)	$ (134,421)	$ (58,400)
	=======	=======	=======

Certain provisions of the Internal Revenue Code limit the annual utilization of net operating loss carryforwards if a change in ownership occurs, as defined. The Company believes that it did not have an ownership change through the period ended December 26, 2009. Therefore, as of year-end 2009 all net operating loss carryforwards should be available to offset future taxable income.

(9) Retirement Savings Plan

Effective September 1, 1987, the Company established the Retirement Savings Plan (the `Plan`) under the provisions of Section 401 of the Internal Revenue Code. Employees, as defined in the Plan, are eligible to participate in the Plan after 30 days of employment. Under the terms of the Plan, the Company may match employee contributions under such method as described in the Plan and as determined each year by the Board of Directors. No employer matching contributions have been made to the Plan since inception.

(10) Concentrations of Credit Risk, Significant Customers and Geographic Information

Financial instruments which subject the Company to concentrations of credit risk consist principally of cash and trade accounts receivable. The Company maintains such cash deposits in a high credit quality financial institution.

The Company extends credit to customers who consist principally of microelectronics systems companies in the United States, Europe and Asia. The Company generally does not require collateral or other security as a condition of sale rather relying on credit approval, balance limitation and monitoring procedures to control credit risk of trade accounts receivable. Management conducts on-going credit evaluations of its customers, and historically the Company has not experienced any significant credit-related losses with respect to its trade accounts receivable. As of December 26, 2009, the Company had trade accounts receivable due from four customers that accounted for 67% of total trade accounts receivable as of that date. Management believes that any credit risks have been properly provided for in the accompanying financial statements.

Revenues from significant customers as a percentage of total revenues in 2009, 2008 and 2007 were as follows:

	Percent of Total Revenues		
Significant Customer	2009	2008	2007
A	25%	35%	24%
B	24%	28%	22%
C	13%	8%	11%
D	9%	5%	9%

The Company`s revenue was derived from the following countries in 2009, 2008 and 2007:

	Percent of Total Revenues		
Country	2009	2008	2007
United States of America	57%	66%	68%
Germany	33%	28%	23%
Canada	0%	1%	5%
Other	10%	5%	4%

Many of the Company`s customers based in the United States conduct design, purchasing and payable functions in the United States, but manufacture overseas. Revenue generated from shipments made to customers` locations outside the United States accounted for 69%, 79% and 69% of total revenue in 2009, 2008 and 2007, respectively.

All of the Company`s long-lived assets and operations are located in the United States.

(11) Net Income Per Share

The following reconciles the basic and diluted net income per share calculations.

	For the years ended		
	Dec. 26, 2009	Dec. 27, 2008	Dec. 29, 2007
Basic Computation:			
Numerator:			
Net income	$ 562,415	$ 1,474,336	$ 948,598
Denominator:			
Weighted average			

common shares			
outstanding	12,624,959	12,612,990	12,542,962
Basic net income per share	$ 0.04	$ 0.12	$ 0.08
Diluted Computation:			
Numerator:			
Net income	$ 562,415	$1,474,336	$ 948,598
Denominator:			
Weighted average common shares outstanding	12,624,959	12,612,990	12,542,962
Stock options	305,616	629,717	755,725
	------------	------------	------------
Total shares	12,930,575	13,242,707	13,298,687
	==========	=======	=======
Diluted net income per share	$ 0.04	$ 0.11	$ 0.07

(12) Allowance for Doubtful Accounts

Activity in the allowance for doubtful account was as follows for fiscal years 2009, 2008, and 2007:

	2009	2008	2007
Beginning balance	$ 5,461	$ 5,461	$ 5,461
Provision for bad debt	24,781	--	--
Charge-offs	(25,242)	--	--
	-------------	-------------	-------------
Ending balance	$ 5,000	$ 5,461	$5,461
	=======	=======	=======