



LaBarge inc

**NOTICE OF
ANNUAL MEETING
AND PROXY STATEMENT
NOVEMBER 17, 2010**



LaBarge, Inc.
Notice of Annual Meeting of Stockholders
NOVEMBER 17, 2010

To the Stockholders:

The Annual Meeting of Stockholders of LaBarge, Inc. (the "Company") will be held at the offices of the Company, 9900 Clayton Road, St. Louis, Missouri, on November 17, 2010, at 4:00 P.M., St. Louis time. Stockholders who do not attend the Annual Meeting in person are invited to listen to an audio recording of the meeting, which will be accessible on the Internet at <http://www.labarge.com>.

At the Annual Meeting, Common Stockholders will be asked:

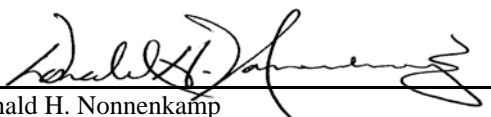
1. To elect two Class C Directors for a term ending in 2013;
2. To consider and act upon the ratification of the selection of KPMG LLP as independent registered public accountants for fiscal 2011; and
3. To transact such other business as may properly come before the meeting.

Only Stockholders whose names appear of record at the Company's close of business on September 24, 2010, are entitled to receive notice of and to vote at the Annual Meeting or any adjournment thereof.

WE ENCOURAGE YOU TO VOTE VIA INTERNET OR TELEPHONE, OR YOU MAY MAIL YOUR PROXY.

If you receive more than one proxy card because you own shares registered in different names or at a different address, please vote each proxy as soon as possible by following the instructions on the proxy card regarding voting by Internet, telephone or mail.

By Order of the Board of Directors,


Donald H. Nonnenkamp
Vice President, Chief Financial Officer and Secretary

October 15, 2010

ALL STOCKHOLDERS ARE INVITED TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU INTEND TO BE PRESENT, PLEASE VOTE YOUR PROXY. STOCKHOLDERS CAN HELP THE COMPANY AVOID UNNECESSARY EXPENSE AND DELAY BY PROMPTLY VOTING THE ENCLOSED PROXY CARD. THE PRESENCE, IN PERSON OR BY PROPERLY SUBMITTED PROXY, OF A MAJORITY OF THE COMMON STOCK OUTSTANDING ON THE RECORD DATE IS NECESSARY TO CONSTITUTE A QUORUM AT THE ANNUAL MEETING.

**LaBarge, Inc.
9900 Clayton Road
St. Louis, Missouri 63124**

**PROXY STATEMENT
Annual Meeting of Stockholders
to be held on November 17, 2010**

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting
To Be Held on November 17, 2010.**

The Proxy Statement and Annual Report to Stockholders for the fiscal year ended June 27, 2010, are available at <http://www.cfpproxy.com/5197>.

This Proxy Statement and the enclosed form of proxy are being furnished to the Common Stockholders of LaBarge, Inc. (the "Company") on or about October 15, 2010, in connection with the solicitation of proxies on behalf of the Board of Directors of the Company, for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held on November 17, 2010, at the time, place and for the purposes set forth in the accompanying Notice of Annual Meeting, and at any adjournment of that meeting.

Holders of shares of Common Stock, par value \$.01 per share (the "Common Stock"), of the Company at its close of business on September 24, 2010, (the "Record Date") will be entitled to receive notice of and vote at the Annual Meeting. On the Record Date, 15,958,839 shares of Common Stock were outstanding. Holders of Common Stock are entitled to one vote for each share of Common Stock held of record on the Record Date on each matter that may properly come before the Annual Meeting.

Directors will be elected by a plurality of the voting power represented and entitled to vote at the Annual Meeting. The passage of any other proposal will be determined by the affirmative vote of the majority of the voting power represented and entitled to vote at the Annual Meeting. In the election of directors, abstentions and broker non-votes will not affect the outcome except in determining the presence of a quorum; they will not be counted toward the number of votes required for any nominee's election. An instruction to "abstain" from voting on any other proposal will have the same effect as a vote against the proposal. Broker non-votes will not be considered as present and entitled to vote on the proposals. Therefore, under applicable Delaware law, broker non-votes will have no effect on the number of affirmative votes required to adopt such proposal.

Stockholders of record on the Record Date are entitled to cast their votes in person or by properly submitted proxy at the Annual Meeting. Stockholders wishing to vote their shares by proxy may do so either by (i) completing, signing, dating and returning the enclosed proxy card in the enclosed envelope, (ii) voting via the Internet, or (iii) voting via telephone. Instructions for voting by Internet or telephone are contained on the proxy card. For additional information on how to obtain directions to be able to attend the Annual Meeting and vote in person, please write to the Company's Corporate Secretary at LaBarge, Inc., 9900 Clayton Road, St. Louis, Missouri 63124 or call (314) 997-0800. The presence, in person or by properly submitted proxy, of a majority of the Common Stock outstanding on the Record Date is necessary to constitute a quorum at the Annual Meeting. If a quorum is not present at the time the Annual Meeting is convened, the Company may adjourn the Annual Meeting.

All Common Stock represented at the Annual Meeting by properly submitted proxies received prior to or at the Annual Meeting and not properly revoked will be voted at the Annual Meeting in accordance with the instructions indicated in such proxies. If no instructions are indicated, such proxies will be voted FOR election of the Board's nominees as directors, FOR ratification of the selection of KPMG LLP, and, at the discretion of the named proxies, on any other matters that may properly come before the Annual Meeting. The Board of Directors of the Company does not know of any matters other than the matters described in the Notice of Annual Meeting attached to this Proxy Statement that will come before the Annual Meeting.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by (i) filing with the Secretary of the Company, at or before the Annual Meeting, a written notice of revocation bearing a date later than the date of the proxy, (ii) submitting a new proxy with a later date, including a proxy given via the Internet or by telephone, or (iii) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). Any written notice revoking a proxy should be sent to: Corporate Secretary, LaBarge, Inc., 9900 Clayton Road, St. Louis, Missouri 63124.

The proxies are solicited by the Board of Directors of the Company. In addition to the use of the Internet, telephone and mail, proxies may be solicited personally or by facsimile transmission by directors, officers or regular employees of the Company. The cost of solicitation of proxies will be borne by the Company.

A copy of the Company's Annual Report for the fiscal year ended June 27, 2010, is being mailed to each Stockholder along with this Proxy Statement.

The date of this Proxy Statement is October 15, 2010.

PROPOSAL 1: ELECTION OF DIRECTORS

The Board of Directors of the Company is divided into three classes, designated as Class A, Class B and Class C. Each Director is elected for a three-year term and the term of each Class expires in a different year. Under the Company's bylaws, the Board of Directors has the authority to fix the number of directors. The number of directors currently is fixed at six.

The Board of Directors has nominated for election two Class C Directors: Messrs. Robert G. Clark and Jack E. Thomas, Jr. Each of the nominees is currently serving as a Director of the Company and has consented to continue to serve as a Director if elected. Unless proxy cards are marked to withhold authority to vote for any Director nominee, the proxies intend to vote all properly executed proxies FOR election of each of the Director nominees.

Below is biographical and other information about each nominee for election as a Director and each current Director whose term continues after the Annual Meeting. Following each nominee's or Director's biographical information is information concerning the particular experience, qualifications, attributes and/or skills that led the Nominating Committee and the Board to determine that each nominee should serve as a Director, or each Director should continue to serve as a Director, as the case may be.

	Term Expiration Date	Age	Director Since	Positions(s) with the Company
<u>CLASS C NOMINEES</u>				
Robert G. Clark	2013	51	2001	Director
Jack E. Thomas, Jr.	2013	58	1997	Director
<u>CONTINUING CLASS A DIRECTORS</u>				
Thomas A. Corcoran	2011	66	2005	Director
Craig E. LaBarge	2011	59	1981	Chairman of the Board, CEO and President
<u>CONTINUING CLASS B DIRECTORS</u>				
John G. Helmkamp, Jr.	2012	63	1998	Director
Lawrence J. LeGrand	2012	59	1998	Director

Class C Nominees

Mr. Clark became a Director in 2001 and serves as a member of the Human Resources Committee and the Nominating Committee of the Board of Directors. Since 1984, he has served as Chairman of the Board and Chief Executive Officer of Clayco, Inc., a design/build construction, real estate and architectural firm doing business in the United States and Canada. Mr. Clark brings senior leadership, and strategic and business development expertise to the Board from his current position as Chairman of the Board and Chief Executive Officer of Clayco, Inc.

Mr. Thomas became a Director in 1997 and serves as Chairman of the Human Resources Committee and the Nominating Committee of the Board of Directors. Since 1982, he has been Chairman of the Board and Chief Executive Officer of Coin Acceptors, Inc., a world leader in the design and manufacture of coin mechanisms, bill validators, control systems and vending machines. Mr. Thomas is a Director of U.S. Bank, N.A., and of Maritz, Inc. He also serves as Chairman of the Board and Chief Executive Officer of Royal Vendors, Inc., and Chairman of the Board and Chief Executive Officer of Money Controls, Ltd. Mr. Thomas' professional background in various manufacturing companies brings valuable industry knowledge and experience to the Board. Mr. Thomas' legal education and experience also assist the Board in fulfilling its responsibilities related to the oversight of the Company's legal and regulatory compliance.

Continuing Class A Directors

Mr. Corcoran became a Director in 2005 and serves as a member of the Audit Committee, Human Resources Committee and Nominating Committee of the Board of Directors. Mr. Corcoran is currently President and Chief Executive Officer of Corcoran Enterprises, LLC, a private management-consulting firm, and serves as senior advisor to The Carlyle Group, a Washington, D.C.-based private equity firm. Prior to joining The Carlyle Group, Mr. Corcoran served as President and Chief Executive Officer for Gemini Air Cargo, Inc., and Allegheny Teledyne Inc. He previously spent 32 years at Lockheed Martin Corporation and its predecessor companies, where he held various senior management positions, including President and Chief Operating Officer for the corporation's Space and Strategic Missiles and Electronics Systems sectors. Mr. Corcoran is a Director of L-3 Communications Holding LLC, GenCorp, Inc., AR Inc., Aer Lingus, PLC and Serco, PLC. Because of his service in senior management positions, Mr. Corcoran brings significant senior leadership experience to the Board. This provides the Board with experience and perspective in analyzing, shaping and overseeing the execution of important operational and policy issues at a senior level. In addition, Mr. Corcoran adds significant industry experience to the Board. Also, because of Mr. Corcoran's service on other public company boards of directors, Mr. Corcoran is able to offer advice and insights regarding the dynamics and operation of a board of directors, the relationship between a board and executive management, and oversight of a changing mix of strategic, operational and compliance-related matters.

Mr. LaBarge has been a Director since 1981. In September 2010, Mr. LaBarge was elected Chairman of the Board of Directors. He has also served as the Company's Chief Executive Officer and President since 1991. Prior to that time, he was Vice President-Marketing of the Electronics Division of the Company (1975 to 1979), President of the Electronics Division of the Company (1979 to 1986), Vice President of the Company (1981 to 1986) and President and Chief Operating Officer of the Company (1986 to 1991). Mr. LaBarge is a Director of U.S. Bank, N.A., in St. Louis. Mr. LaBarge's extensive experience in the electronics manufacturing industry enables him to bring valuable insight regarding the industry to the Board. In addition, his 29 years as the Company's Chief Executive Officer and his prior experience in various positions throughout the Company provide him with intimate knowledge of the Company's day-to-day operations, business and competitive environment, and the Company's opportunities, challenges and risks.

Mr. Helmkamp has been a Director since 1998 and serves as a member of the Audit Committee of the Board of Directors. He retired from the positions of Chairman of the Board and Chief Executive Officer of Illinois State Bank and Trust in 1996, where he served in those capacities for more than five years. Mr. Helmkamp brings significant business, leadership and management insights into many aspects of the business. He also brings financial expertise to the Board, including through his service as a member of the audit committee of Magna Group, Inc., and as Chairman of the Board and Chief Executive Officer of Illinois State Bank and Trust.

Mr. LeGrand became a Director in 1998 and serves as Chairman of the Audit Committee of the Board of Directors. He has been Vice Chairman and Chief Financial Officer of Plancorp, Inc., a financial planning and investment advisory firm, since July 2010. Prior to this, he served as Executive Vice President of Plancorp, Inc. since 2001. Mr. LeGrand served as Executive Vice President of LMI Aerospace, Inc. from 1998 to 2001. Prior to that time, Mr. LeGrand was a partner of KPMG LLP for more than 20 years. Mr. LeGrand's extensive experience gained during his employment LMI Aerospace, Inc. brings the Board valuable industry expertise. In addition, Mr. LeGrand's background as a Certified Public Accountant, combined with his service as Chief Financial Officer and his experience as a partner of KPMG LLP, provide the Board with significant financial insight. Mr. LeGrand's knowledge of financial markets, financing and funding operations and accounting and financial reporting processes helps the Board in understanding, advising and overseeing the Company's capital structure, financing and investing activities, financial reporting and internal control of such activities.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" ELECTION OF ITS NOMINEES FOR DIRECTOR.

MEETINGS OF THE BOARD OF DIRECTORS AND FEES

The Board of Directors of the Company held six meetings in fiscal year 2010. Each Director attended at least 75% of the meetings of the Board and its Committees on which he served. It is the Company's policy that Directors are expected to attend the Annual Meeting of Stockholders, and at the last Annual Meeting, held on November 11, 2009, all Directors except Messrs. Clark and Corcoran were in attendance.

Members of the Board of Directors who are not employees of the Company receive \$1,500 for each Board meeting attended, \$1,000 for each Audit Committee meeting attended, \$750 for each Human Resources Committee and Nominating Committee meeting attended, and \$500 for attendance at the Company's Annual Meeting. All Directors who are not employees receive a quarterly retainer of \$2,500, with Committee Chairs receiving an additional quarterly retainer of \$1,000. In addition, in recognition of the Directors' contribution to fiscal 2010 record sales and earnings,

the independent Directors were paid an additional \$15,000. The following table discloses our non-employee Directors' compensation for fiscal year 2010:

2010 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$)	Total (\$)
Robert G. Clark	34,000	34,000
Thomas A. Corcoran	40,250	40,250
John G. Helmkamp, Jr.	38,500	38,500
Lawrence J. LeGrand	42,500	42,500
Jack E. Thomas, Jr.	40,750	40,750

Pursuant to its charter, the Human Resources Committee has the responsibility of recommending to the Board of Directors the compensation for Board members, such as retainers, committee Chairman fees, stock options and other similar items, as appropriate. In performing this task, the Human Resources Committee considers recommendations by the Company's Chief Executive and Chief Financial Officers as to Director compensation. The Chief Executive and Chief Financial Officers evaluate the compensation paid to directors of other regional public company boards in forming their recommendation and make adjustments given the relative size of the Company as compared with others. The Human Resources Committee does not engage the services of any third-party consultants in determining the Director compensation.

BOARD LEADERSHIP STRUCTURE

Craig LaBarge, the Company's Chief Executive Officer and President, currently serves as the Chairman of the Board of Directors. The Board believes that combining the role of Chairman of the Board and Chief Executive Officer provides the most efficient and effective leadership model for the Company, as the Chief Executive Officer is most familiar with the Company's business and industry. To strengthen the Company's governance structure and assure independent oversight of the Board, the Board has appointed Lawrence LeGrand as Lead Independent Director of the Board. The Lead Independent Director leads executive sessions of the independent directors after every Board meeting, conducts an annual performance evaluation of the Chief Executive Officer together with the other independent directors, etc.

The Board believes that its current structure provides a balance between strategic development of the Company and independent supervision of management. The Board recognizes, however, that depending on the circumstances, other leadership structures may be appropriate. As such, the Board periodically reviews its leadership structure.

BOARD'S ROLE IN RISK OVERSIGHT

The Board of Directors and its committees have an active role in overseeing the management of the Company's risks. Management regularly presents to the Board information regarding the risks associated with the Company's operations. In addition, each of the Board committees considers the risks within its areas of responsibility. The Audit Committee, along with members of management, presents to the Board information with respect to the Company's financial risks, including internal controls, liquidity and other financial matters, as well as potential conflicts of interest. The Nominating Committee, together with the full Board, oversees risks relating to corporate governance matters of the Board and the Company as a whole. The Human Resources Committee is responsible for evaluating the risks relating to the Company's executive and Director compensation programs, as well as the Company's overall compensation practices and benefit plans.

COMMITTEES

The Board of Directors has standing Audit, Human Resources and Nominating Committees. The Audit Committee is composed of Messrs. Corcoran, Helmkamp and LeGrand (Chairman). The Human Resources Committee is composed of Messrs. Clark, Corcoran and Thomas (Chairman). The Nominating Committee is composed of Messrs. Clark, Corcoran and Thomas (Chairman).

The Board has determined in its business judgment that each of the following Directors and Director nominees is independent, as such term is defined in the NYSE Amex listing standards as set forth in the NYSE Amex Company Guide: Messrs. Clark, Corcoran, Helmkamp, LeGrand and Thomas. In addition, each of the members of the Audit Committee meets the more stringent independence standards and the financial literacy standards set forth in the rules of the United States Securities and Exchange Commission ("SEC") and the NYSE Amex listing standards. The Board

has made an affirmative determination as to each independent Director that no relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. In making these determinations, the Directors reviewed and discussed information provided by the Directors and the Company with regard to each Director's business and personal activities as they may relate to the Company and management.

Audit Committee

The Audit Committee, which met four times in fiscal 2010, oversees the Company's accounting and financial reporting processes, audits of the Company's financial statements and internal control matters, and appoints the independent registered public accountants to audit the Company's financial statements. The Committee's report on its activities for fiscal 2010 is on pages 19 and 20. Fees paid to the independent registered public accountants in fiscal 2010 are provided on page 18. The Committee's charter is available on the Company's Web site at <http://www.labarge.com>.

Nominating Committee

The Nominating Committee, which met one time in fiscal 2010, is responsible for identifying individuals qualified to become members of the Board of Directors, recommending Director nominees for each Annual Meeting and nominees to fill Board vacancies, and to address related matters. The Committee's charter is available on the Company's Web site at <http://www.labarge.com>.

Human Resources Committee

The Human Resources Committee, which met three times in fiscal 2010, serves as the Board's compensation committee. The Committee's charter is available on the Company's Web site at <http://www.labarge.com>.

The Human Resources Committee oversees compensation for the Company's Chief Executive Officer and other senior executives. In doing so, the Committee is responsible for considering and approving the annual salary and incentive compensation, including performance awards under the 2004 Long Term Incentive Plan, and other benefits of executive management.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the 2010 fiscal year, Messrs. Clark, Corcoran and Thomas served as members of the Human Resources Committee. None of the Company's executive officers serves as a director or member of the compensation committee, or other committee serving an equivalent function, for any other entity that has one or more of its executive officers serving as a member of the Company's Board of Directors or the Human Resources Committee. None of Messrs. Clark, Corcoran or Thomas has ever been an officer or employee of the Company or any of its subsidiaries.

COMMUNICATION WITH THE BOARD OF DIRECTORS

Stockholders may communicate with any and all members of the Company's Board of Directors by transmitting correspondence by mail addressed to one or more Directors by name (or to the Chief Executive Officer, for a communication addressed to the entire Board of Directors) at the following address and fax number: Name of the Director(s), c/o Corporate Secretary, LaBarge, Inc., 9900 Clayton Road, St. Louis, Missouri 63124; fax number: 314-812-9438. Communications from the Company's Stockholders to one or more Directors will be monitored by the Company's Corporate Secretary and the Chief Executive Officer, who will bring any significant issues to the attention of the appropriate Board members.

DIRECTOR NOMINATIONS

Director candidates are nominated by the Board. The Nominating Committee recommends Director nominees to the Board. The Nominating Committee investigates and assesses the background and skills of potential candidates for Directors. The Committee does not have specific minimum qualifications that must be met by a candidate for election to the Board of Directors in order to be considered for nomination by the Committee, nor does the Committee have a formal policy with respect to the diversity of a Board member or candidate. When the Committee reviews a potential new candidate, the Committee looks specifically at the candidate's qualifications in light of the needs of the Board and the Company at that time given the current mix of Director attributes.

The Nominating Committee seeks to create a Board that will bring a broad range of experience, knowledge and judgment to the Company. The Committee considers the entirety of each candidate's credentials, including his or her

professional background and experiences, education, skill set and expertise, and the extent to which he or she would fill a current or anticipated need on the Board. With respect to the nomination of continuing directors for re-election, the Committee also considers the individual's past contributions to the Board.

Upon identifying a candidate for serious consideration, one or more members of the Nominating Committee initially interview the candidate. If a candidate merits further consideration, all other Committee members (individually or as a group) interview the candidate, and the candidate meets the Company's executive officers and ultimately meets many of the other Directors. The Nominating Committee elicits feedback from all persons who met the candidate and then determines whether or not to nominate the candidate. The process is the same whether the candidate is recommended by a Stockholder, another Director, management or otherwise. The Company does not pay a fee to any third party for the identification or evaluation of candidates.

Stockholders who wish to recommend Director candidates for consideration by the Nominating Committee for the next Annual Meeting of Stockholders should notify the Nominating Committee no later than March 18, 2011. Submissions are to be addressed to the Nominating Committee, c/o Corporate Secretary, LaBarge, Inc., 9900 Clayton Road, St. Louis, Missouri 63124, which submissions will then be forwarded to the Committee. The Nominating Committee would then evaluate the possible nominee using the criteria established by it and would consider such person in comparison to all other candidates. The Nominating Committee is not obligated to nominate any such individual for election. No Stockholder nominations have been received by the Company for this year's Annual Meeting. Accordingly, no rejections or refusals of such candidates have been made by the Company.

EXECUTIVE OFFICERS

The following table sets forth certain information, as of September 24, 2010, with respect to the executive officers of the Company.

Name	Age	Position(s) with the Company
Craig E. LaBarge	59	Chairman of the Board, Chief Executive Officer and President
Randy L. Buschling	50	Vice President and Chief Operating Officer
Donald H. Nonnenkamp	58	Vice President, Chief Financial Officer and Secretary
William D. Bitner	55	Vice President, Operations
Teresa K. Huber	47	Vice President, Operations
John R. Parmley	56	Vice President, Business Development

Mr. LaBarge — For biographical information, see "Proposal 1: Election of Directors" beginning on page 2.

Mr. Buschling joined the Company in 1998. He is currently Vice President and Chief Operating Officer of the Company, serving in this capacity since 2002. Prior to joining the Company, Mr. Buschling was General Manager of Watlow Electric Manufacturing Company's Systems Division for more than five years.

Mr. Nonnenkamp joined the Company in 1999 and currently serves as Vice President, Chief Financial Officer and Secretary. Previously, he was Vice President and Treasurer for Esco Technologies, Inc. from 1993 to 1999. Prior to joining Esco, Mr. Nonnenkamp served as Vice President and Chief Financial Officer for Clark Oil and Refining Corporation.

Mr. Bitner joined the Company in 2007 serving as Vice President, Operations. Prior to joining LaBarge, Mr. Bitner was Vice President and General Manager of Burger Boat Company, designer and builder of custom motor yachts, from 2005 to 2006. Previously, he was employed by Rolls-Royce Corporation, an aerospace manufacturing company, in various management positions from 2000 to 2005.

Ms. Huber joined the Company in 2004 through the acquisition of Pinnacle Electronics LLC, a contract manufacturing company, in 2004 and became Vice President, Operations in 2005. Prior to joining LaBarge, Ms. Huber was Chief Operating Officer of Pinnacle Electronics from 2002 to 2004. Previously, Ms. Huber was employed by Sony Electronics, Inc. in various management positions from 1992 to 2002.

Mr. Parmley joined the Company in 1997 and became Vice President, Business Development in September 2010. Prior to that he has served as Vice President, Sales and Marketing since 1999. He was Account Manager, Aerospace and Defense Business Unit from 1997 to 1999. Previously, Mr. Parmley was employed by Eagle-Picher Industries, Inc., where he served in various sales and management positions from 1991 to 1997.

Executive Compensation Objectives and Philosophy

The fundamental objectives of our executive compensation program are to attract and retain talented executives; align executive compensation with the interests of our stockholders; foster and promote the short-term and long-term financial success of the Company; materially increase stockholder value by motivating performance through incentive compensation; and encourage executive ownership in the Company. These objectives are furthered by a compensation philosophy that is based on the following:

- Competition with peer companies: Compensation packages should be competitive and consistent with the general market. As such, the Human Resources Committee works with its compensation and benefits consultant to design compensation packages that fall within certain ranges, compared with competitive companies, with sufficient flexibility to address individual responsibilities and performance.
- Accountability and recognition for individual and Company performance: Compensation should depend, in part, on each executive officer's performance in order to motivate and reward success. The Committee has provided for a sizeable portion of the overall compensation packages to be tied to performance through the payment of short-term incentive awards in the form of cash bonuses and the grant of long-term incentive awards in the form of performance units that are settled in restricted Common Stock.
- Alignment of Stockholder interests: Certain elements of the compensation packages should be tied to stock performance to align our executive officers' interests with those of our Stockholders. In order to create this tie, a portion of the compensation packages include stock-based awards in the form of performance units that are settled in restricted Common Stock.

Compensation Determination Process

Our Human Resources Committee serves as our compensation committee and is responsible for considering and approving the annual salary, incentive compensation and other benefits of our Chief Executive Officer and other members of executive management. The Committee is made up of independent Directors and typically meets following each fiscal year-end to: (i) consider and approve salary changes and annual incentive bonuses, if any; (ii) determine and approve long-term incentive awards, if any; and (iii) establish goals for both the annual and long-term incentive programs.

To assist the Committee in evaluating and determining executive compensation, the Company, at the direction of the Committee, utilizes the services of Hay Group, a highly regarded international independent compensation and benefits consulting firm. Hay Group periodically evaluates the executive officer positions, measuring each position on the practical and technical skills required; problem-solving environment and challenges faced; and accountability and decision-making impact. The evaluation of all of these factors results in a point total for each executive officer position ("Hay Points"), which allows the Committee and Hay Group to rank the positions and measure the distance between jobs within the Company.

Hay Group uses the Hay Points to compare the compensation of the Company's executive officers with the compensation of officers who hold positions with similar Hay Points in companies comprising the Hay General Industry Market, a group of approximately 800 industrial companies throughout the United States, 40% of which are manufacturing companies. The names of the companies comprising the Hay General Industry Market are included as Appendix A to this proxy statement. Using this comparison, Hay Group constructs ranges of base salaries, base salaries plus annual incentive bonus opportunities ("Total Cash Compensation") and total compensation, which includes Total Cash Compensation and long-term incentives, for each of the Company's executive officer positions. The actual compensation of the Company's executive officers, and the relative position within the ranges, is dependent on individual performance, Company performance versus established goals and other factors, as described herein.

The Committee believes that base salaries, Total Cash Compensation and total compensation should approximate the median of the Hay General Industry Market for performance at target levels, in furtherance of our compensation principles noted above. Other than the specific Company performance criteria considered in determining the annual and long-term incentive payments, our compensation programs are flexible, although we do rely on the Hay Group

market analyses to ensure that our compensation practices remain equitable and competitive. For example, individual performance, expertise and experience are all considered when determining each element of total compensation.

Annual and long-term incentive compensation is awarded primarily based on the Company's achievement of certain performance objectives, as later discussed. Goals relating to the Company's annual and long-term incentives are set at levels the Committee believes are appropriately aggressive and balanced between short-term and long-term while not encouraging the named executive officers to take undue risk in their responsibilities and decision-making with respect to the Company and its operations. These goals, individually or together, are designed to be challenging and, as such, the Committee believes that the Company's goals would not be achieved all of the time. Historically, this has been true. Furthermore, the Committee believes that reaching maximum levels, and therefore the maximum payout, would be achieved less often than reaching the target performance levels, but recognizes that the payout should be appropriate for the performance, regardless of how often it may happen.

The mix of our cash and non-cash compensation, and short- and long-term compensation, is not subject to a specific policy. Instead, the Committee considers the current trends in the market based on the Hay Group data in light of our compensation philosophies and objectives outlined above, and makes gradual changes over time as necessary to further these compensation goals.

Each year, taking into account the evaluations of Hay Group, current performance and the Company's compensation objectives, the Chief Executive Officer makes recommendations to the Committee regarding proposed salary changes, annual incentive bonuses and long-term incentive awards, if any, for each executive officer. The Chief Executive Officer also assists the Committee in setting Company performance goals on which part of each officer's total compensation is based. The Committee considers this input from the Chief Executive Officer and the recommendations of the Hay Group, as well as other factors it believes are relevant, and determines the compensation packages of the executive officers, including the Chief Executive Officer.

Elements of Compensation

Base Salaries:

In line with the Company's philosophy that compensation should be competitive, the Committee aims for base salaries to approximate the median of the Hay General Industry Market. As such, changes in executive officer salaries are, in part, market-driven. However, salaries are also dependent on individual evaluations conducted each year by the Committee. During this process, the Chief Executive Officer provides input to the Committee. As relating to base salaries, no specific individual performance criteria are or have been established by the Committee. Rather, each executive officer, including the Chief Executive Officer, is evaluated based on (i) general individual performance over the past year; (ii) the scope of each officer's duties and responsibilities; and (iii) experience and expertise.

Fiscal 2010 salaries for the named executive officers are disclosed in the Summary Compensation Table later in this proxy statement. The salaries of the executive officers approximated the median of the Hay General Industry Market. In response to the economic downturn, effective May 4, 2009, the Company reduced the salaries of all executive officers by 5% together with the implementation of other Company cost savings initiatives. These reduced salaries remained in effect throughout fiscal 2010.

At the end of fiscal 2010, the Committee established the fiscal 2011 salaries for the named executive officers. The fiscal 2011 salaries are as follows:

Table 1
2011 Salaries:

Name	Fiscal 2011 Salaries
Craig E. LaBarge	\$571,500
Randy L. Buschling	\$390,000
Donald H. Nonnenkamp	\$327,500
John R. Parmley	\$268,500
Teresa K. Huber	\$260,000

Annual Incentives:

Executive officers, including the Chief Executive Officer, have the opportunity to earn annual incentive bonuses in the form of cash payments following the end of each fiscal year. Annual incentive bonuses depend, in part, on each

executive officer's individual performance during the fiscal year and other circumstances considered during the annual evaluation, as discussed above.

The main consideration of the Committee in awarding annual incentive bonuses is the achievement of certain Company performance goals established at the beginning of each fiscal year. The measurements used may vary among the executive officers and relate to each officer's specific job responsibilities, changing each year as the Committee, with the input of the Chief Executive Officer, sees fit. Annually, goals and correlating annual incentive bonus opportunities are established at the threshold, target and maximum levels. The Committee's goal is that, for performance at the target level, Total Cash Compensation will approximate the median of the Hay General Industry Market. However, such levels serve as a guide rather than strict payout formulas, as payouts vary depending on individual circumstances. In any case, payout will be zero if threshold performance levels are not met and will not exceed the maximum payout, or 150% of the payout for target performance.

The Company's annual incentive bonus arrangements provide that all bonus payouts are conditioned upon the Company's achievement of a base net income level. While the bonuses for the named executive officers are tied to the achievement of other goals, as later discussed, no bonuses are paid unless the Company meets a net income of at least the base level. For fiscal 2010, the base net income level was \$12.75 million.

Once the Company reaches its base net income level, the Committee looks to the specific goals for each named executive officer in order to determine annual bonus payouts. Each specific performance goal is weighted differently and correlates independently to a threshold, target and maximum cash bonus payout. For example, using Mr. LaBarge's goals below in Table 2, he would be eligible to receive the corresponding threshold, target or maximum bonus tied to bookings as long as he meets the required bookings threshold, target or maximum goal, even if no other performance goal is met, as long as the Company has reached its base net income level. The Committee, in its discretion, evaluates those goals that are not quantitatively measured. Also, adjustments to the bonus payouts are made by the Committee from time to time.

Table 2
Criteria used for bonus payouts for fiscal 2010:

Name	Performance Measure	Threshold Goal/Corresponding Payout	Target Goal/Corresponding Payout	Maximum Goal/Corresponding Payout
Craig E. LaBarge	Net Income	\$13.5 million / \$55,000	\$14.5 million / \$110,000	\$15.5 million / \$165,000
	Bookings	\$300.0 million / \$27,500	\$310.0 million / \$55,000	\$320.0 million / \$82,500
	Total Adjusted Net Debt	\$34.0 million / \$27,500	\$31.0 million / \$55,000	\$28.0 million / \$82,500
	Investor Relations Strategy ¹	** / \$27,500	** / \$55,000	** / \$82,500
Randy L. Buschling	Net Income	\$13.5 million / \$33,000	\$14.5 million / \$66,000	\$15.5 million / \$99,000
	Bookings	\$300.0 million / \$33,000	\$310.0 million / \$66,000	\$320.0 million / \$99,000
	Total Adjusted Net Debt	\$34.0 million / \$16,500	31.0 million / \$33,000	\$28.0 million / \$49,500
Donald H. Nonnenkamp	Net Income	\$13.5 million / \$26,000	\$14.5 million / \$52,000	\$15.5 million / \$78,000
	Total Adjusted Net Debt	\$34.0 million / \$22,750	\$31.0 million / \$45,500	\$28.0 million / \$68,250
	Investor Relations Strategy ¹	** / \$16,250	** / \$32,500	** / \$48,750

Table 2 continued on page 10.

Name	Performance Measure	Threshold Goal/Corresponding Payout	Target Goal/Corresponding Payout	Maximum Goal/Corresponding Payout
John R. Parmley	Net Income	\$13.5 million / \$14,250	\$14.5 million / \$28,500	\$15.5 million / \$42,750
	Bookings	\$300.0 million / \$23,750	\$310.0 million / \$47,500	\$320.0 million / \$71,250
	Total Adjusted Net Debt	\$34.0 million / \$9,500	\$31.0 million / \$19,000	\$28.0 million / \$28,500
Teresa K. Huber	Net Income	\$13.5 million / \$9,500	\$14.5 million / \$19,000	\$15.5 million / \$28,500
	Bookings ³	\$150.0 million / \$14,250	\$165.0 million / \$28,500	\$180.0 million / \$42,750
	Operating Income ³	\$11.4 million / \$14,250	\$12.5 million / \$28,500	\$13.6 million / \$42,750
	Pretax Cash Flow ³	\$3.5 million / \$9,500	\$5.2 million / \$19,000	\$6.9 million / \$28,500

**No quantitative measurement.

- 1) Includes evaluating and updating, where appropriate, the Company's investor relations strategy.
- 2) Includes the definition, development and implementation of a marketing and promotion strategy.
- 3) Goal is tied to the performance of those Company plants over which Ms. Huber has supervisory responsibility only.

The Committee believes these performance targets are appropriate to motivate the named executive officers but does not believe they encourage such officers to take undue risk with respect to their responsibilities and decision-making relating to the Company and its operations.

Long-Term Incentives:

Executive officers are eligible to earn long-term incentive awards pursuant to the Company's 2004 Long Term Incentive Plan (the "Plan"), the terms of which are more fully described later in this proxy statement. Under the terms of the Plan, the Company has the flexibility to utilize a variety of vehicles in designing appropriate long-term incentives. Since the Plan was approved in 2004, the Committee has elected to utilize performance units, which pay out in shares of restricted Common Stock. The number of shares of restricted Common Stock, if any, that each executive officer will receive is tied to the Company's fiscal year net income performance and the closing sales price of the Common Stock on the last trading day of the fiscal year.

The Committee meets following each fiscal year-end to approve net income goals at threshold, target and maximum levels for three years hence (the "Performance Period"). At this meeting, the Committee also enters into performance unit award agreements with each executive officer, pursuant to which each executive officer is granted a specified number of performance units, the value of which will be determined based on the Company's actual net income performance for the Performance Period. The number of performance units granted to each named executive officer is based on comparisons of the long-term incentive awards granted to named executive officers of companies within the Hay General Industry Market. The Committee aims for the number of performance units to approximate the median of long-term incentive awards of the Hay General Industry Market.

As noted above, the value of the performance units is dependent on the Company's actual net income results for the Performance Period. If actual net income results are less than the threshold goal for the Performance Period, the value of each performance unit will be zero. If actual net income results are at threshold, the value of each performance unit will be \$0.50. If actual net income results are at target, the value of each performance unit will be \$1.00. If actual net income results are at or above maximum, the value of each performance unit will be \$1.50. If actual results are greater than threshold but less than target, or greater than target but less than maximum, the value of each performance unit will be adjusted proportionately. Target long-term incentive opportunities are designed to approximate the median of the Hay General Industry Market for target net income performance and also take into account the individual circumstances considered in the annual evaluations.

Following the end of the Performance Period, the Committee meets to determine the value of each performance unit (the “Unit Value”) based upon the net income results for the Performance Period. Each executive officer is issued a number of shares of restricted Common Stock equal to the Unit Value times the number of performance units granted to him or her for the Performance Period, divided by the closing price of the Company’s Common Stock as of the last trading day of the Performance Period. The restricted Common Stock then vests upon the first to occur of: (i) two additional years of employment; (ii) death or Disability; or (iii) a Change in Control (all as defined in the Plan).

The design of the Company’s long-term incentive program provides that each executive officer will have three outstanding grants of performance units at all times. For example, the Committee met following the end of fiscal 2010 to establish threshold, target and maximum net income goals for fiscal 2012 and grant each executive officer performance units, the value of which will be determined based on the Company’s net income results for fiscal 2012. Therefore, in the current fiscal year (fiscal 2011), each executive officer has outstanding performance units for fiscal years 2011, 2012 and 2013. These performance units will be valued, and restricted stock will be issued, once the net income results for these fiscal years are calculated. The Committee believes that the practice of setting three-year rolling grants is appropriate for the business, as it provides incentive for the executive officers to focus on the long-term health of the Company and serves as a retention tool. The Committee further believes that converting performance units to restricted Common Stock has certain advantages, including: (i) encouraging ownership of the Company’s Common Stock by executive officers; (ii) providing a retention incentive through the two-year vesting period; and (iii) allowing for lower dilution, as compared to the granting of stock options.

The number of performance units to be awarded to each named executive officer for fiscal year 2010 were granted in fiscal 2007 and were valued based on fiscal year 2010 net income performance, pursuant to the process described above. The Company’s net income performance goals for fiscal 2010 were as follows:

	Threshold	Target	Maximum
Adjusted Net Income	\$13,000,000	\$15,000,000	\$17,000,000

As is customary, the Committee met following the end of fiscal year 2010 to determine the value of performance units based on fiscal 2010 actual results. The Company exceeded its target net income goal for fiscal 2010 long-term incentive awards. As such, the value of each performance unit was prorated between \$1.00 and \$1.50. The following table discloses the number of shares of restricted Common Stock issued to each named executive officer based on the closing price of the Company’s Common Stock on the last trading day of fiscal 2010, which was \$12.30.

Name	Number of Shares of Restricted Common Stock Based on Fiscal 2010 Net Income Performance
Craig E. LaBarge	43,906
Randy L. Buschling	28,100
Donald H. Nonnenkamp	18,880
John R. Parmley	9,484
Teresa K. Huber	9,484

Perquisites and Other Benefits

Our executive officers receive the following benefits in addition to the compensation discussed above: (i) eligibility to participate in the Company’s 401(k) plan; (ii) Company-paid interest on deferred compensation; (iii) life insurance policies; (iv) use of Company-leased vehicles, or a vehicle allowance; (v) club dues; and (vi) limited financial planning services. The Committee believes these perquisites are reasonable and competitive and considers the value to be modest. As such, the Committee has not given significant weight to the value of perquisites when designing executive compensation packages.

Executive officers are eligible to receive the same health, dental, disability and group life insurance benefits, and participate in the 401(k) on the same terms, as are available to all other full-time employees of the Company.

As part of the Company’s cost savings initiatives, the Company temporarily suspended its 401(k) matching contributions in April 2009. This suspension applies to employees company wide, including the named executive officers. This suspension was reversed effective with the beginning of fiscal year 2011.

Retirement and Other Post-Termination Benefits

We maintain Executive Severance Agreements with each of our named executive officers. Each Executive Severance Agreement and the Plan contain Change in Control provisions, pursuant to which executive officers receive the benefits more fully described below.

Both the Executive Severance Agreements and the Plan define “Change in Control” as the first to occur of any of the following events: (i) any merger, consolidation, share exchange, or other combination or reorganization involving the Company, irrespective of which party is the surviving entity, excluding any merger, consolidation, share exchange, or other combination involving the Company solely in connection with the acquisition by the Company of any other entity; (ii) any sale, lease, exchange, transfer, or other disposition of all or substantially all of the assets of the Company; (iii) any acquisition (other than pursuant to will, the laws of descent and distribution, gift to a parent, child, spouse or descendant, or pursuant to an employee benefit plan) or agreement to acquire by any person or entity, directly or indirectly, beneficial ownership of 25% or more of the outstanding voting stock of the Company; (iv) during any period of two consecutive years during the term hereof, individuals who at the date of the Agreement, in the case of Executive Severance Agreements, or the Plan, in the case of the 2004 Long Term Incentive Plan, constitute the Board of Directors of the Company (the “Incumbent Directors”) cease for any reason to constitute at least a majority thereof, unless the election of each director at the beginning of such director’s term has been approved by at least two-thirds of the Incumbent Directors then in office; any such director so approved shall thereafter be an Incumbent Director; (v) a majority of the Board or a majority of the stockholders of the Company approve, adopt, agree to recommend, or accept any agreement, contract, offer, or other arrangement providing for any of the transactions described above; (vi) any series of transactions resulting in any of the transactions described above; or (vii) any other set of circumstances which the Board of Directors deems to constitute a Change in Control.

Executive Severance Agreements

Each Executive Severance Agreement provides that, following a Change in Control, the Company will continue to employ the executive officer for a period not less than one year at his or her place of employment immediately prior to the Change in Control or within 50 miles thereof.

During the Change in Control payment period, the executive officer would be entitled to a base salary in the amount not less than the annualized base salary paid or payable to him or her during the month immediately preceding the month in which the Change in Control occurs. He or she would also be entitled to an annual bonus equal to the same percentage of his or her base salary as the average bonuses paid to the executive officer in each of the five fiscal years most recently ended were to his or her base salary in those years, after disregarding the highest and lowest of such percentages. The executive officer would also be entitled, during such one-year period, to all pension, welfare and other employee benefits, fringe benefits and perquisites in amounts and on terms no less favorable than those to which he or she was entitled on the date of the Change in Control. The Agreements also provide that, in the event of termination of the executive officer’s employment during such one-year period for reasons other than death, Disability, or Cause (as defined by the Agreements) or voluntarily by the executive officer without Good Reason (as defined by the Agreements), the executive officer would be entitled to a lump sum payment from the Company equal to the sum of: (i) his or her salary and other compensation not yet paid by the Company through the date of termination; (ii) a bonus prorated for the portion of the year through the date of termination; (iii) the product of three times the sum of (x) the executive officer’s salary plus (y) the bonus to which he or she would have been entitled for the full fiscal year; plus (iv) accrued vacation pay. The Company would also be required to provide to the executive officer for three years after termination all medical, hospitalization, disability and certain other benefits in amounts and on terms not less favorable than those to which he or she was entitled at the time of termination. If the foregoing amounts were not paid when due, they would bear interest at the rate of 15% per annum. The Agreements provide for appropriate adjustments of such payments if they would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended.

2004 Long Term Incentive Plan

As noted above, executive officers receive performance units to be settled in restricted Common Stock, pursuant to the 2004 Long Term Incentive Plan, as part of the Company’s long-term incentive portion of compensation packages. Once issued, the restricted Common Stock vests upon the first to occur of: (i) two additional years of employment; (ii) death or Disability; or (iii) a Change in Control, as defined above. If a Change in Control occurs at any time prior to the end of the second fiscal year following the Performance Period (as defined above), the restricted Common Stock shall become fully vested and immediately transferable. If a Change in Control occurs at any time before the end of the Performance Period, the net income goals with respect to the Performance Period shall be deemed to have been achieved at the maximum level as of the date of the Change in Control, whether or not the Performance Period is complete, and the performance units shall be distributable at the end of the twelve-month period immediately following

the Change in Control, subject to forfeiture upon termination of employment other than Retirement, death, Disability or for Good Reason, as defined in the Plan.

Deferred Compensation Plan

Executive officers are also eligible to participate in a non-qualified deferred compensation plan that allows them to defer payments of portions of their salaries and annual bonuses until post-retirement. If an executive officer retires from the Company and has participated in the deferred compensation plan for at least five years, is at least 50 years old and has a deferred compensation balance of at least \$50,000, he or she will receive monthly payments from the Company over a three- or fifteen-year period, at the individual's option, the amount of which depends on his or her balance. If all of the above criteria are not met, the executive officer will receive his or her plan balance in one lump sum upon retirement.

Impact of Accounting and Tax Treatments of Executive Compensation

Accounting Treatment:

The Committee has taken into account certain accounting consequences and rules when determining the types of awards that executive officers should receive as part of their long-term incentive components of compensation packages. As such, the Committee makes awards of performance units under the Plan that are settled in shares of restricted Common Stock that the executive officers receive upon vesting.

Tax Treatment:

Section 162(m) of the Internal Revenue Code of 1986, as amended, generally imposes a \$1.0 million limit on the amount that public companies may deduct from compensation paid to the named executive officers. In fiscal 2010, no executive officer received compensation that triggered the applicability of Section 162(m).

Report of the Human Resources Committee

The Company's Human Resources Committee has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based upon such review and discussions, the Human Resources Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Committee Members:

Jack E. Thomas, Jr., Chairman
Robert G. Clark
Thomas A. Corcoran

Summary Compensation Table

The following table sets forth information concerning the compensation of the named executive officers for the fiscal years ended June 27, 2010, June 28, 2009, and June 29, 2008.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$ (a))	Stock Awards (\$ (b))	Change in Pension Value Non-qualified Deferred Compensation Earnings (\$ (c))	All Other Compensation (\$ (d))	Total (\$)
Craig E. LaBarge Chairman of the Board, Chief Executive Officer and President	2010	527,306	305,000	---	---	30,960	863,266
	2009	550,780	---	675,000	---	35,185	1,260,965
	2008	534,506	405,000	528,991	---	34,112	1,502,609
Randy L. Buschling Vice President and Chief Operating Officer	2010	356,278	247,500	---	---	29,441	633,219
	2009	372,140	---	450,000	---	28,698	850,838
	2008	352,011	232,500	352,661	6,325	28,902	972,399
Donald H. Nonnenkamp Vice President, Chief Financial Officer and Secretary	2010	299,286	155,000	---	---	26,167	480,453
	2009	312,596	---	300,000	---	31,639	644,235
	2008	300,011	180,000	235,107	3,160	33,237	751,515
John R. Parmley Vice President, Business Development	2010	247,000	142,500	---	---	27,057	416,557
	2009	258,000	---	150,000	---	29,959	437,959
	2008	246,505	150,000	117,554	6,006	29,363	549,428
Teresa K. Huber Vice President, Operations	2010	218,530	118,500	---	---	12,405	349,435
	2009	228,254	---	135,000	---	14,545	377,799
	2008	214,005	140,000	94,043	---	12,323	460,371

- (a) Bonus amounts are earned in the fiscal year shown and paid in the subsequent fiscal year.
- (b) Amounts shown equal the grant-date fair values of awards granted under the Company's 2004 Long Term Incentive Plan calculated in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("FASB ASC Topic 718"). See Note 17 to the audited financial statements included as part of the Company's Annual Report on Form 10-K for the fiscal year ended June 27, 2010, for a discussion of the achievement and recognition of these amounts under FASB ASC Topic 718.
- (c) Represents the above-market or preferential earnings on compensation that is deferred on a basis that is not tax-qualified, including such earnings on non-qualified defined contribution plans. Amounts shown represent interest earned at a rate that exceeded 120% of the applicable federal long-term rate. Mr. LaBarge and Ms. Huber do not defer any portion of their compensation.
- (d) Amounts shown include 401(k) employer match, use of auto, club dues, financial planning and life insurance premiums.

2010 Grants of Plan-Based Awards

The following table sets forth additional information about plan-based awards granted in the fiscal year ended June 27, 2010:

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards (#) (a)
		Target
Craig E. LaBarge	8/26/2009	500,000
Randy L. Buschling	8/26/2009	320,000
Donald H. Nonnenkamp	8/26/2009	215,000
John R. Parmley	8/26/2009	108,000
Teresa K. Huber	8/26/2009	108,000

- (a) Represents awards under the Company's 2004 Long Term Incentive Plan granted in fiscal year 2010 and are applicable for performance during fiscal year 2012. Awards are made in the form of

performance units, the value of which will be determined based on the Company's net income performance in fiscal 2012, as more fully described in the Compensation Discussion and Analysis section. The performance units will be paid out in restricted Common Stock based on the closing price of the Company's Common Stock on June 29, 2012. If the threshold net income performance goal for fiscal 2012 is not achieved, no shares of restricted Common Stock will be issued. If the threshold net income performance goal is achieved each unit will be valued at between \$0.50 and \$1.50.

As discussed above and in the Compensation Discussion and Analysis, performance units granted under the Company's 2004 Long Term Incentive Plan are paid out in restricted Common Stock depending on the achievement of net income levels and the closing price of the Company's Common Stock on the last day of the fiscal year during which net income performance is measured. Any restricted Common Stock that is issued is subject to a two-year vesting schedule as discussed in the Compensation Discussion and Analysis. During the restriction period, executive officers may exercise full voting rights and are entitled to dividends and other distributions paid with respect to the shares on the same terms as those of the Company's Common Stockholders.

Outstanding Equity Awards at 2010 Fiscal Year-End

The following table sets forth information on outstanding options and stock awards held by the named executive officers as of June 27, 2010, including the number of shares underlying both exercisable and unexercisable portions of each stock option, as well as the exercise price and the expiration date of each outstanding option, and the market value of stock awards:

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Exercise Price (\$)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Performance Units or Other Rights That Have Not Vested (#) (a)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Performance Units or Other Rights That Have Not Vested (\$) (b)
Craig E. LaBarge	92,900	2.85	8/22/2011	500,000 (c)	250,000
	65,000	3.56	8/11/2013	500,000 (d)	250,000
	62,552	8.54	8/24/2014		
Randy L. Buschling	20,000	2.85	8/22/2011	320,000 (c)	160,000
				320,000 (d)	160,000
Donald H. Nonnenkamp	32,000	3.56	8/11/2013	215,000 (c)	107,500
	36,600	8.54	8/24/2014	215,000 (d)	107,500
John R. Parmley	24,500	8.54	8/24/2014	108,000 (c)	54,000
				108,000 (d)	54,000
Teresa K. Huber	15,000	8.54	8/24/2014	108,000 (c)	54,000
				108,000 (d)	54,000

- (a) Performance units awarded under the 2004 Long Term Incentive Plan for fiscal years 2011 and 2012.
- (b) Unearned and unvested performance units are valued assuming the Company achieves in fiscal years 2011 and 2012 the threshold net income targets.
- (c) Represents performance units awarded under the 2004 Long Term Incentive Plan. The restricted stock may be earned based on fiscal year 2011 performance, as discussed in the Compensation Discussion and Analysis section. The restricted stock will then be subject to a two-year vesting schedule.
- (d) Represents performance units awarded under the 2004 Long Term Incentive Plan. The restricted stock may be earned based on fiscal year 2012 performance, as discussed in the Compensation

Discussion and Analysis section. The restricted stock will then be subject to a two-year vesting schedule.

2010 Option Exercises and Stock Vested

The following table sets forth the exercise of stock options and vesting of stock awards during fiscal 2010 for the named executive officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) (a)
Craig E. LaBarge	---	---	51,923	638,652
Randy L. Buschling	---	---	34,615	425,764
Donald H. Nonnenkamp	---	---	23,077	283,847
John R. Parmley	126,890	1,371,681	11,538	141,917
Teresa K. Huber	---	---	10,385	127,735

- (a) All shares reported in this column vested on June 27, 2010, the last day of fiscal 2010. Because June 27, 2010, was not a trading day, the shares were valued using the closing stock price of \$12.30 on June 25, 2010, the last trading day of fiscal 2010.

2010 Non-Qualified Deferred Compensation

The following table discloses contributions, earnings and balances under the Company's non-qualified deferred compensation plan for each of the named executive officers as of June 27, 2010:

Name	Executive Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) (a)	Aggregate Balance at Last FYE (\$) (c)
Craig E. LaBarge (b)	---	---	---
Randy L. Buschling	---	11,994	375,590
Donald H. Nonnenkamp	14,964	7,389	238,334
John R. Parmley	24,700	15,382	493,144
Teresa K. Huber (b)	---	---	---

- (a) Includes interest paid by the Company at a rate equal to prime. None of the earnings represent above-market or preferential earnings (in excess of 120% of the applicable federal long-term rate).
- (b) Mr. LaBarge and Ms. Huber do not participate in the Company's non-qualified deferred compensation plan.
- (c) Amounts included for Messrs. Buschling, Nonnenkamp and Parmley include the following amounts reported in the Summary Compensation table in prior fiscal years: Mr. Buschling, \$6,325 in fiscal 2008; Mr. Nonnenkamp, \$3,160 in fiscal 2008; and Mr. Parmley, \$6,006 in fiscal year 2008.

EMPLOYMENT AGREEMENTS AND OTHER POST-TERMINATION AGREEMENTS WITH EXECUTIVE OFFICERS

In 2005, the Company entered into an Executive Severance Agreement (each, an “Agreement” and collectively, the “Agreements”) with each of Messrs. Craig E. LaBarge, Randy L. Buschling, Donald H. Nonnenkamp, and John R. Parmley and Ms. Teresa K. Huber (each, an “Executive Officer” and collectively, the “Executive Officers”). Each Agreement provides that, following a Change in Control (as defined by the Agreement), the Company will continue to employ the Executive Officer for a period not less than one year at his or her place of employment immediately prior to the Change in Control or within 50 miles thereof. During that period, the Executive Officer would be entitled to a base salary in the amount not less than the annualized base salary paid or payable to him or her during the month immediately preceding the month in which the Change in Control occurs. He or she would also be entitled to an annual bonus equal to the same percentage of his or her base salary as the average bonuses paid to the Executive Officer in each of the five fiscal years most recently ended, after disregarding the highest and lowest of such percentages. The Executive Officer would also be entitled, during such one-year period, to all pension, welfare and other employee benefits, fringe benefits and perquisites in amounts and on terms no less favorable than those to which he or she was entitled on the date of the Change in Control.

Each Agreement also provides that, in the event of termination of the Executive Officer’s employment during such one-year period for reasons other than death, disability, or Cause (as defined by the Agreement) or voluntarily by the Executive Officer with Good Reason (as defined by the Agreement), the Executive Officer would be entitled to a lump sum payment from the Company equal to the sum of: (i) his or her salary and other compensation not yet paid by the Company through the date of termination; (ii) a bonus prorated for the portion of the year through the date of termination; (iii) the product of three times the sum of (x) the Executive Officer’s salary plus (y) a bonus payment equal to the average of the three previous year’s bonus payments; and (iv) accrued vacation pay. The Company would also be required to provide to the Executive Officer for three years after such a termination all medical, hospitalization, disability and certain other benefits in amounts and on terms not less favorable than those to which he or she was entitled at the time of termination. If the foregoing amounts were not paid when due, they would bear interest at the rate of 15% per annum. The Agreements provide for appropriate adjustments of such payments if they would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended.

To estimate the amount payable by the Company upon a Change in Control, it is assumed that the named executive officers are terminated immediately upon the Change in Control rather than employed for one year. Assuming the Change in Control took place on the last day of fiscal year 2010, the following payments would be due to: Mr. LaBarge, \$2,375,000; Mr. Buschling, \$1,605,000; Mr. Nonnenkamp, \$1,280,000; Mr. Parmley, \$1,072,500; and Ms. Huber, \$948,500.

In the event of a Change in Control of the Company, the named executive officers are entitled to receive accelerated payments under the Company’s 2004 Long Term Incentive Plan. Assuming the Change in Control took place on the last day of fiscal year 2010, those Change in Control payments would be as follows: Mr. LaBarge, \$1,500,000; Mr. Buschling, \$960,000; Mr. Nonnenkamp, \$645,000; Mr. Parmley, \$324,000; and Ms. Huber, \$324,000.

The Company has entered into a Competitive Practices Agreement with each of its Executive Officers. The Agreements restrict Executive Officers from engaging in competitive practices with the Company for a period of two years following termination of employment.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

To identify and address any concerns regarding related party transactions and ensure their proper disclosure, the Company requires such transactions to be reported in its questionnaires distributed to Directors and officers each year and mandates that all employees and Directors report to the Corporate Secretary all transactions presenting potential conflicts of interest pursuant to its Policy on Business Conduct & Ethics. As stated in its charter, the Company’s Audit Committee reviews and approves all transactions with related persons requiring disclosure pursuant to Item 404(a) of Regulation S-K.

The Audit Committee will take into account any factors it deems relevant in determining whether to approve a transaction. Such factors may include:

- the terms of the transaction;
- the potential impact of the transaction on the Company’s results of operations, financial position and cash flows;

- whether the terms of the transaction are no less favorable to the Company than if the other party did not have an affiliation or other relationship with a related person; and
- the identity of the related person and the impact of the transaction on the related person's independence.

During fiscal 2010, no related party transactions were entered into or proposed that require disclosure pursuant to Item 404(a) of Regulation S-K.

PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

KPMG LLP ("KPMG") has been appointed independent registered public accountants for the Company, for the fiscal year ending July 3, 2011, by the Audit Committee with the approval of the Board of Directors. KPMG has been the Company's independent accountants since 1980. Although the appointment of the independent registered public accountants does not require the approval of Common Stockholders, the Board of Directors believes Common Stockholders should participate in the appointment through ratification. A representative of KPMG is expected to be present at the Annual Meeting with the opportunity to make a statement, if he so desires, and he is expected to be available to respond to appropriate questions raised at the Annual Meeting.

The affirmative vote of the holders of a majority of the outstanding shares of Common Stock casting a vote at the Annual Meeting is necessary for the ratification of the selection of the independent registered public accountants. In the event that a majority of the shares are not voted in favor of ratification, the Audit Committee will reconsider its selection.

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS' FEES

KPMG LLP served as the Company's independent registered public accountants for the fiscal years ended June 27, 2010, and June 28, 2009.

Aggregate fees for professional services rendered for the Company by KPMG for such fiscal years were:

	Fiscal Year Ended	
	June 27, 2010	June 28, 2009
Audit fees	\$ 592,325	\$ 576,000
Audit-related fees	---	---
Tax fees	---	---
All other fees	---	12,000
Total	\$ 592,325	\$ 588,000

Audit fees were for professional services rendered for the audits of the consolidated financial statements of the Company and the review of documents filed by the Company with the SEC. These fees include the audit of internal controls in compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

Other fees in fiscal 2009 were for professional services rendered to assist the Company in acquisition due diligence.

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent registered public accountants. These policies generally provide that the Company will not engage the independent registered public accountants to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee. The Audit Committee has granted the Vice President and Chief Financial Officer the authority to engage KPMG for audit-related and tax services not exceeding \$25,000. Such engagements are then formally approved by the Audit Committee at its next meeting. All fees billed for fiscal years 2010 and 2009 were pre-approved by the Audit Committee.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE
"FOR" RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR FISCAL 2011.**

REPORT OF THE AUDIT COMMITTEE

The primary role of the Audit Committee is oversight of the Company's financial reporting process, public financial reports, internal accounting and financial controls, and the independent audit of the annual consolidated financial statements. The Board, in its business judgment, has determined that the members of the Audit Committee are "independent" and "financially literate" as required by the NYSE Amex. In addition, the Board has determined, in its business judgment, that Lawrence J. LeGrand qualifies as an "audit committee financial expert" as that term is defined by the SEC. The Committee acts under a charter. A current copy of the charter is available on the Company's website, www.labarge.com. The Committee reviews the adequacy of the charter at least annually.

Committee members are not professionally engaged in the practice of accounting or auditing, and are not experts under the Securities Act of 1933, as amended in either of those fields, or in auditor independence. In carrying out its responsibilities, the Committee looks to management and the independent auditors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The independent auditors are responsible for auditing the Company's consolidated financial statements and expressing an opinion as to their conformity to accounting principles generally accepted in the United States.

In the performance of its oversight function, the Audit Committee meets at least each quarter with management to review the Company's quarterly financial results and with the independent auditors to review the results of their quarterly review before the publication of the Company's earnings press releases. The Audit Committee assists the Board in establishing procedures for receipt and treatment of complaints received by the Company regarding accounting, internal controls and other matters, including the confidential anonymous submission by the Company's employees, received through established procedures, of any concerns regarding questionable accounting or auditing matters. The Audit Committee has reviewed and discussed with management and the independent auditors the Company's fiscal 2010 audited consolidated financial statements. Management and the independent auditors told the Audit Committee that the Company's financial statements were fairly stated in accordance with generally accepted accounting principles. The Audit Committee also has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, as adopted the Public Company Accounting Oversight Board (the "PCAOB") in Rule 3200T, relating to communication with audit committees. In addition, the Audit Committee has received from the independent auditors the written disclosures and letter required by applicable requirements of the PCAOB regarding the independent auditors' communications with the Audit Committee concerning independence and has discussed with the independent auditors the independent auditors' independence. The Audit Committee has considered whether the independent auditors' provision of non-audit services to the Company is compatible with maintaining the auditors' independence.

The Audit Committee discussed with the Company's independent auditors the overall scope and plans for their audit. The Audit Committee met with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

The Audit Committee has reviewed and discussed with management its assessment and report on the effectiveness of the Company's internal control over financial reporting as of June 27, 2010, which it made using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework. The Audit Committee has also reviewed and discussed with the independent auditors its report on internal control over financial reporting. The Company published these reports in its Annual Report on Form 10-K for the fiscal year ended June 27, 2010.

The Audit Committee pre-approved all services provided by the independent auditors in fiscal 2010. Pre-approval includes audit services and other services. In some cases, the full Audit Committee provides pre-approval for up to a year, related to a particular defined task or scope of work and subject to a specific budget. In other cases, the Chairman of the Audit Committee has the delegated authority from the Audit Committee to pre-approve additional services, and the Chairman then communicates such pre-approvals to the full Audit Committee. To avoid certain potential conflicts of interest, the law prohibits a publicly traded company from obtaining certain non-audit services from its independent registered public accountants. The Company obtains these services from other service providers as needed. See "Proposal 2: Ratification of Appointment of Independent Registered Public Accountants" for more information regarding fees paid to the independent auditor.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the Company's fiscal 2010 audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 27, 2010 for filing with the SEC.

The Audit Committee has retained KPMG to audit the Company's financial statements for fiscal 2011.

Committee Members:	Lawrence J. LeGrand, Chairman
	Thomas A. Corcoran
	John G. Helmkamp, Jr.

VOTING SECURITIES AND OWNERSHIP THEREOF BY MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

Set forth below is information, as of September 24, 2010, concerning all persons known to the Company to be beneficial owners of more than 5% of the Common Stock outstanding on the Record Date, and beneficial ownership of Common Stock by each Director and nominee for Director of the Company, each named executive officer of the Company and all executive officers and directors as a group (unless otherwise indicated, such ownership represents sole voting and sole investment power).

Name and Address of Beneficial Owner ⁽¹⁾	Amount and Nature of Beneficial Ownership	Percent of Class ⁽²⁾
Directors and Named Executive Officers:		
Randy L. Buschling	212,285 - ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	1.3%
Robert G. Clark	8,385	*
Thomas A. Corcoran	1,500	*
John G. Helmkamp, Jr.	365,196 - ⁽⁶⁾	2.3%
Teresa K. Huber	53,225 - ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	*
Craig E. LaBarge	1,785,114 - ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁷⁾	11.0%
Lawrence J. LeGrand	1,218,485 - ⁽⁸⁾ ⁽⁹⁾	7.6%
Donald H. Nonnenkamp	212,913 - ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	1.3%
John R. Parmley	73,519 - ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	*
Jack E. Thomas, Jr.	3,685	*
All executive officers and directors as a group (11 persons)	3,754,502 - ⁽⁴⁾	23.0%
5% Stockholders:		
Joanne V. Lockard c/o Plancorp, Inc. 540 Maryville Centre Drive, Suite 105 St. Louis, MO 63141	1,217,335 - ⁽⁹⁾ ⁽¹⁰⁾	7.6%
Leo V. Garvin, Jr. c/o Plancorp, Inc. 540 Maryville Centre Drive, Suite 105 St. Louis, MO 63141	1,208,485 - ⁽⁹⁾	7.5%
Wentworth, Hauser & Violich, Inc. 301 Battery Street, Suite 400 San Francisco, CA 94111	854,300 - ⁽¹¹⁾	5.3%

* Less than 1%.

- (1) The address of each named executive officer and Director is c/o LaBarge, Inc., 9900 Clayton Road, St. Louis, Missouri 63124.
- (2) Percent of class is calculated on the basis of 15,958,839 Common Shares outstanding on September 24, 2010.
- (3) Includes the following number of shares awarded under the 2004 Long Term Incentive Plan that are restricted until July 1, 2012: Mr. Buschling, 28,100; Ms. Huber, 9,484; Mr. LaBarge, 43,906; Mr. Nonnenkamp, 18,880; and Mr. Parmley, 9,484.

- (4) Includes options exercisable within 60 days for the following number of shares under the 1995 Incentive Stock Option Plan and the 1999 Non-Qualified Stock Option Plan: Mr. Buschling, 20,000; Ms. Huber, 15,000; Mr. LaBarge, 220,452; Mr. Nonnenkamp, 68,600; Mr. Parmley, 24,500. All executive officers and Directors as a group – 348,552 shares.
- (5) Includes the following number of shares held in employee contribution accounts, Company unrestricted match accounts and Company restricted match accounts, respectively, of the Company's 401(k) Benefit Plan: Mr. Buschling: -0-, 6,788 and -0-; Ms. Huber: -0-, 1,671 and -0-; Mr. LaBarge: 105,019, 126,835 and -0-; Mr. Nonnenkamp: -0-, 5,876 and -0-; and Mr. Parmley: -0-, 6,742 and -0-. The named persons have sole voting power with respect to all shares held in their accounts, and have sole dispositive power with respect to the shares held in their Company unrestricted match accounts. Except as noted below, the named persons have no dispositive power with respect to shares held in their Company restricted match accounts. In addition, Messrs. LaBarge and Nonnenkamp as administrators of the Company 401(k) Benefit Plan have shared dispositive power and no voting power (except for shares in their own accounts) as to 780 shares held in the Company restricted match accounts. Messrs. LaBarge and Nonnenkamp disclaim beneficial ownership of all shares held in the Company restricted match accounts of employees other than themselves.
- (6) Includes 2,600 shares held by Mr. Helmkamp's spouse in her name, 3,911 shares in her IRA and 22,000 shares held in a trust, of which she acts as trustee. Also includes 45,300 shares held in three trusts for the benefit of Mr. Helmkamp's children and 43,500 shares held in a charitable remainder trust. Mr. Helmkamp is trustee of the aforesaid trusts. Mr. Helmkamp disclaims beneficial ownership of all these shares.
- (7) Includes 74,548 shares held by Mr. LaBarge's spouse in her name, 34,000 shares held in her IRA and 14,702 shares as custodian for their two children. Mr. LaBarge disclaims beneficial ownership of these shares. Also includes 18,172 shares held by a trust for two children of Mr. LaBarge. Mr. LaBarge is a co-trustee of the trusts and disclaims beneficial ownership. Also includes 913,944 shares owned in Mr. LaBarge's individual capacity and 20,000 shares held in his IRA. Also includes 212,756 shares held in a generation skipping trust for the benefit of Mr. LaBarge's two children, of which Mr. LaBarge disclaims beneficial ownership.
- (8) Includes 5,000 shares held in Mr. LeGrand's individual capacity and 5,000 shares held by Mr. LeGrand's spouse.
- (9) Includes 1,208,485 shares of Common Stock held by various trusts, the beneficiaries of which are generation skipping trusts for the benefit of the children of the late Pierre L. LaBarge, Jr. Ms. Lockard and Messrs. Garvin and LeGrand, as personal representatives of Pierre L. LaBarge, Jr.'s estate, each has shared voting and shared dispositive power of the these trusts.
- (10) Includes 1,406 shares owned jointly with Ms. Lockard's spouse of which she has shared voting and dispositive power and 7,444 shares held in her IRA as to which she has sole voting power.
- (11) Based on information submitted on Form 13G/A filed on February 16, 2010.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's directors, executive officers and beneficial owners of more than 10% of the Company's outstanding shares of Common Stock file reports on Forms 3, 4 and 5 with the SEC and the NYSE Amex to report their beneficial holdings of the Company's shares and changes thereto.

Based solely on its review of copies of such forms received by it and written representations from certain reporting persons that no Forms 5 were required to be filed by those persons, the Company believes that during fiscal 2010, all filing requirements were timely complied with, except as discussed in this paragraph. Ms. Lockard filed one late Form 4 during fiscal 2010. This report related to one transaction.

OTHER MATTERS

STOCKHOLDER PROPOSALS FOR NEXT YEAR

Any Stockholder proposal to be considered for inclusion in the Proxy Statement for the next Annual Meeting, which is expected to be held in November 2011, must be received by the Company in writing at its principal office at the address listed on page 1 hereof no later than June 17, 2011. The deadline for written notice of a proposal for which the Stockholder will conduct his or her own solicitation is August 31, 2011.

SEC FORM 10-K

Stockholders may obtain a copy of the Company's Annual Report on Form 10-K for the fiscal year ended June 27, 2010, without charge by writing to the Corporate Secretary at the address listed on page 1, or by visiting the Company's Web site at <http://www.labarge.com>.

CODE OF ETHICS

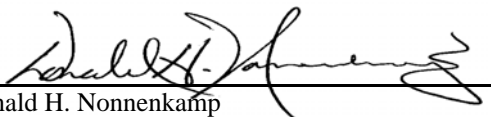
The Company has adopted a Policy on Business Conduct & Ethics applicable to its employees, including officers, and Directors. This Policy on Business Conduct & Ethics can be viewed on the Company's Web site at <http://www.labarge.com>. Any future amendments of the Policy on Business Conduct and Ethics will be promptly disclosed on the Company's Web site. The Company will disclose on its Web site any waiver from a provision of the Policy on Business Conduct & Ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and that relates to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K.

OTHER MATTERS AND HOUSEHOLDING

As of the date of this Proxy Statement, the Board of Directors of the Company does not intend to present, nor has it been informed that other persons intend to present, any matters for action at the Annual Meeting, other than those specifically referred to herein. If, however, any other matters should properly come before the Annual Meeting, it is the intention of the persons named on the proxy card to vote the shares represented thereby in accordance with their judgment as to the best interest of the Company on such matters.

The Company and some banks, brokers and other nominee record holders may participate in the practice of householding proxy statements and annual reports. This means that only one copy of this proxy statement may have been sent to multiple shareholders in your household unless you provide us with contrary instructions. A separate copy of this proxy statement or the annual report will be delivered to you if you write to the Secretary at the address listed on page 1 or call (314) 997-0800.

By Order of the Board of Directors,


Donald H. Nonnenkamp
Vice President, Chief Financial Officer and Secretary

St. Louis, Missouri
October 15, 2010

Hay General Industry Market

7-Eleven	CIGNA	Hilti -- US	Pantry
Abercrombie & Fitch	City of Philadelphia -- Philadelphia Gas Works	HMS Host	Papa Gino's
Ace Hardware	CKE Restaurants	Hoffman Roche Group	Papa John's International
ACUITY	CKE Restaurants -- Hardee's	Hollister-Stier Laboratories	Par Pharmaceuticals
Advance Auto Parts	Claim Jumper Restaurants	Home Depot, The	Patheon Pharmaceuticals
Aeropostale	Clariant	Honeywell -- Specialty Materials	Patina Restaurant Group
AES	Clement Pappas	Hooters of America	Penn National Insurance
Aetna	CNH Global	Horace Mann Insurance	Penske Truck Leasing
AFC Enterprises	Coach	Horizon Blue Cross Blue Shield of New Jersey	Perfetti Van Melle USA
Agfa -- Agfa Materials	Cognis	Hormel Foods	PERI USA
Ahold USA	Colgate-Palmolive	Hot Topic	Perkins Restaurant & Bakery
Ahold USA -- Giant Food Stores	Collective Brands	Howden Buffalo	Pernod Ricard SA -- Pernod Ricard USA
Ahold USA -- Stop & Shop Supermarket	Collin County, TX	Huhtamaki	PETCO
Air Liquide America	Columbia Insurance	Huntsman -- Textile Effects	Petrobras Americas
Air Products and Chemicals	Comcast Cable Communications	Hyundai -- Hyundai Motor America	PETsMART
AK Steel	Community Options, Inc.	ICL Industrial Products	Pfizer
Akzo Nobel -- National Starch	Compass Group -- NAD	ICON	PG&E -- Pacific Gas and Electric
Alcon Laboratories	Compass Group -- Wolfgang Puck	Ilitch Holdings -- Little Caesar Enterprises	Pharmacy Onesource, Inc.
Alex Lee	Connecticut Hospital Association	Ilitch Holdings -- Little Caesar Enterprises Restaurants	Philip Morris International
Alex Lee -- Institution Food House	Constellation Brands	Illinois Municipal Retirement Fund	Phillips-Van Heusen
Alex Lee -- Lowes Foods Stores	Constellation Brands - Constellation Services	Illinois Tool Works	Physicians Mutual Insurance
Alex Lee -- Merchants Distributors	Constellation Brands -- Constellation Wines US	Independence Blue Cross	Piedmont Natural Gas
Alexander & Baldwin	Constellation Brands - Fusion	Ineos	Pier 1 Imports
Alexander & Baldwin -- Agribusiness	Constellation Brands - North America IT	Infineum USA	Pilkington
Alexander & Baldwin -- Matson Navigation	Continental Automotive Systems	Innophos	Pinnacol Assurance
Alexander & Baldwin -- Property Development & Management	Cooper Industries	In-N-Out Burger	Pioneer Hi-Bred International
Alfa Mutual Insurance Company	Cooper Industries -- B-Line	Institute of Nuclear Power Operations	PJM Interconnection
Alkermes	Cooper Industries -- Bussmann	International Dairy Queen	Ply Gem Siding Group
Allianz Life Insurance of North America	Cooper Industries -- Cooper Tools	International Flavors & Fragrances	PNM Resources
Alzheimer's Disease and Related Disorders Association	Cooper Industries -- Crouse-Hinds ECM	INVISTA	Polo Ralph Lauren
Amazon.com	Cooper Industries -- Lighting	Iroquois Pipeline	Port Authority of New York and New Jersey
Amcor Limited	Cooper Industries -- Power Systems	Isuzu Motors -- Isuzu Commercial Truck of America	Powersouth
Amcor Limited -- Amcor PET Packaging	Cooper Industries -- Wiring Devices	Isuzu Motors -- Isuzu North America	PPG Industries
American Crystal Sugar	Cosi	Isuzu Motors Limited -- Isuzu Motors America	PPG Industries -- Chemicals
American Eagle Outfitters	Costco Wholesale	J. C. Penney	PPG Industries -- Coatings & Resins
American Enterprise Group	COUNTRY Insurance & Financial Services	J.Crew	PPG Industries -- Glass
American Express -- CM	COUNTRY Insurance & Financial Services -- MiddleOak	Jack in the Box	PRA International
American Family Insurance Group	Coventry Health Care	Jack in the Box -- Jack in the Box	Praxair
American Institute of Graphic Arts (AIGA)	Covidien - Mallinckrodt	Jack in the Box -- Qdoba Restaurant Group	Premiera Blue Cross
American Transmission	CSN	Jacmar -- Shakey's USA	Premier
Americas Styrenics	Culinary Institute of America	Japan Tobacco -- JT International USA	Principal Financial Group
Amerigroup	CUNA Mutual	Jewelers Mutual Insurance	Procter & Gamble
AmeriHealth Mercy Family of Companies	Curtiss-Wright	Joe's Crab Shack	Public Works Commission of Fayetteville, North Carolina

AmerisourceBergen Corporation	Curtiss-Wright -- Metal Improvement	Johnny Rockets Group	Quiznos Master
Amsted Industries	Curtiss-Wright--Controls	Johnson County Government	QVC
Amsted Industries -- Amsted Rail	Curtiss-Wright--Flow Control	Joy Global	Real Mex Restaurants
Amsted Industries -- Baltimore Aircoil	CVS/Caremark	Joy Global -- Joy Mining Machinery	Recreational Equipment
Amsted Industries -- Burgess Norton	Cytec Industries	Kaiser Foundation Health Plan	Red Robin Gourmet Burgers
Amsted Industries -- Consolidated Metco	Daiichi Sankyo	Kaiser Foundation Health Plan -- Colorado	Remy Cointreau USA
Amsted Industries -- Diamond Chain	Dallas Fort Worth International Airport	Kaiser Foundation Health Plan - Georgia	Rensselaer Polytechnic Institute
Amsted Industries -- Griffin Pipe	Danfoss	Kaiser Foundation Health Plan -- Hawaii	Restaurants Unlimited
Amsted Industries -- Means Industries	Darden Restaurants	Kaiser Foundation Health Plan -- Mid-Atlantic States	Restoration Hardware
Amway -- Alticor	Darden Restaurants	Kaiser Foundation Health Plan -- Northern California	RGA Reinsurance
Andersons, The	Darden Restaurants -- Bahama Breeze	Kaiser Foundation Health Plan -- Northwest Region	Rhodia
Andersons, The	Darden Restaurants -- Olive Garden	Kaiser Foundation Health Plan -- Ohio	Rochester Institute of Technology
Anheuser-Busch InBev -- Anheuser-Busch	Darden Restaurants -- Red Lobster	Kaiser Foundation Health Plan -- Southern California	Rock Bottom Restaurants
Ann Taylor Stores	Dave & Buster's	Kansas City Life Insurance	Roquette America
AnnTaylor Stores -- AnnTaylor Loft	Day & Zimmermann	Kellogg	Ross Stores
AnnTaylor Stores -- AnnTaylor Stores	Deere	Kendle	Ruby Tuesday
Anonymous Industrial Company	Deere -- John Deere Credit	Kenneth Cole Productions	rue21
Apple	Del Monte Foods	Keygene	Ruth's Chris Steak House
Aramark	Delaware North	Kforce	SABIC Innovative Plastics US
ArcelorMittal	Delta Dental Plan of Colorado	King Pharmaceuticals	SABMiller -- Miller Brewing
ArcelorMittal Tubular Products	Denny's	Knowledge Learning Corporation	Safe Auto Insurance
ArcelorMittal Tubular Products Mechanical	Denso Manufacturing	Kohl's	Safeway
Arch Chemicals	Diageo North America	Konica Minolta Graphics Imaging, Inc	Saint-Gobain
Arkansas Blue Cross and Blue Shield	DiaSorin, Inc. USA	Kraft Foods -- Cadbury Adams	Saks
Arkema	Dick's Sporting Goods	Krispy Kreme Doughnuts	Saks -- Off 5th
Armacellular	DineEquity	Kruger Products	Saks -- Saks Direct
Ashland	DineEquity -- Applebee's	Krystal	Sanofi Pasteur
Ashland -- Hercules Water Technologies	DineEquity - IHOP	KV Pharmaceutical	Sanofi-Aventis
Ashland--Aqualon Functional Ingredients	Dollar General	L.L. Bean	Sanofi-Aventis - Puerto Rico
Associated Materials	Dollar Tree Stores	L/B Water Service	Sasol North America
Atmos Energy	Dominion Resources	La Madeleine de Corps	Sazerac
AutoZone	Dominion Resources -- Dominion Energy	Lanxess	Sears Holdings
AvMed Health Plan	Dominion Resources -- Dominion Generation	LaRosa's	Sears Holdings -- Lands' End
Avon Products	Dominion Resources -- VA Power	Laureate Education	Securian
Axcan Pharma	Domino's Pizza	Legal Sea Foods	Sepracor
Bacardi Limited -- Bacardi USA	Dow Chemical	Lehigh Hanson	Severstal--Severstal North America
Baker Petrolite	Dow Chemical--Dow AgroSciences	Lehigh Hanson -- Building Products	Shelter Insurance
Ball	Dow Corning	Lehigh Hanson - North Region	Shippensburg University Foundation
Bal-Seal Engineering	DPL	Lehigh Hanson - South Region	Shire US
Barclaycard US	Dr Pepper Snapple Group	Lehigh Hanson - West Region	ShopKo Stores -- ShopKo Stores
Barilla Pasta US	DSM Resins -- DSM Chemicals	LifeWay Christian Resources	Sierra Southwest Co-Op Services
Barnes Group Inc.	DSM Resins--DSM Nutritional Products	Limited Brands	Sky Spirits
BASF	DSW	Limited Brands -- Bath & Body Works	Sleep Innovations
BASF--Ciba Specialty Chemicals	Duke and King Acquisition	Limited Brands -- Henri Bendel	Smithfield Foods
Baxter International	Duke and King Acquisition -- bd's Mongolian Grill	Limited Brands -- Victoria's Secret Direct	Smokey Bones
Bayer MaterialScience	Dunkin' Brands	Limited Brands -- Victoria's Secret Stores	Sodexo -- Sodexo
BCS Insurance Company	Dunkin' Brands -- Baskin-Robbins	Limited Stores	Solvay America
Bebe Stores, Inc.	Dunkin' Brands -- Dunkin' Donuts	LIMRA International	Solvay America -- Solvay

Beiersdorf	Duquesne Light	Linde Group, North America Inc.	Advanced Polymers
Belden	E & J Gallo Winery	Liz Claiborne	Solvay America -- Solvay Chemicals
BELIMO Americas	E. I. du Pont de Nemours	Liz Claiborne - Juicy Couture	Solvay America -- Solvay Solexis
Belk	E.ON U.S.	Liz Claiborne - Kate Spade	Sonic Automotive
Benteler North America	Eagle Ottawa	Liz Claiborne - Liz Claiborne	Sonic Restaurants
Best Buy	Eastman Chemical	Liz Claiborne - Lucky Brand	Sonoco Products
Bethpage Federal Credit Union Inc	Eat'n Park Hospitality Group	Logan's Roadhouse	South Jersey Industries
Bic Corporation	Eaton	LOMA	South Jersey Industries -- Energy Solutions
Big Lots	Einstein Noah Restaurant Group	Lonza	South Jersey Industries -- South Jersey Gas
Biogen	EKR Therapeutics	Lopez Foods	Southern Company
Blue Cross and Blue Shield of Florida	El Pollo Loco	Lord & Taylor	Southern Company -- Georgia Power
Blue Cross and Blue Shield of Kansas	Electric Reliability Council of Texas	L'Oreal USA	Southern Minnesota Municipal Power Agency
Blue Cross and Blue Shield of Kansas City, MO	ElectriCities of North Carolina	Louisiana Workers' Compensation	Southern Star Concrete
Blue Cross and Blue Shield of Massachusetts	EmblemHealth	Lowe's	Southwest Gas
Blue Cross and Blue Shield of Rhode Island	EmblemHealth -- ConnectiCare	LSG Sky Chefs	Sports Authority
Blue Cross Blue Shield of Delaware	Embraer	Lubrizol	SRA International
Blue Cross Blue Shield of Nebraska	EMD Chemicals	LVMH Moet Hennessy Louis Vuitton -- Moet Hennessy USA	Stage Stores
Blue Cross Blue Shield of North Carolina	EMD Serono	LyondellBasell Chemical	Stage Stores -- Peebles
Blue Cross Blue Shield of South Carolina	Energy Future Holdings	MacDermid	Staples
Blue Cross Blue Shield of South Carolina	Energy Future Holdings -- TXU Energy	Macy's	Starbucks
Blue Shield of California	Enza Zaden North America, Inc.	Maidenform Brands	Summa Health System -- SummaCare
Bluestar Silicones	Erie Insurance Group	Main Street America Group, The	Sunoco -- Chemical Division
BMW Manufacturing	Evonik Degussa	Marmon Group -- Union Tank Car	SuperValu
Bob Evans Farms	Express	Mars -- Masterfoods USA	Symcor
Boddie-Noell Enterprises	Family Dollar Stores	Massachusetts Society of Certified Public Accountants	T.D. Williamson
BoJangles' Restaurants	Famous Dave's of America	Matthews International	Taco John's International
Bon-Ton Stores	Fazoli's System Management	Mazda North American Operations	Taco Time
Borders Group	FBL Financial Group	Mazzio's	Tait Electronics
Boston Beer	FedEx -- FedEx Express	McCormick & Company	Takeda Pharmaceuticals North America, Inc.
Boston Market	FedEx -- FedEx Office and Print Services	McDonald's	Talbots
Boston Medical Center HealthNet Plan	Ferrero USA	MeadWestvaco	Target
Brambles	Ferro Corporation	MeadWestvaco -- Calmar	Tarrant County
Bravo Health	Fired Up	MeadWestvaco -- Community Development & Land Management	Tate & Lyle Americas
Bridgestone Americas	Firmenich, Incorporated	MeadWestvaco -- Consumer & Office Products	Tate & Lyle Americas -- Custom Ingredients
Brinker International	First Data	MeadWestvaco -- Consumer Solutions	Tate & Lyle Americas -- Ingredients Americas
Brinker International -- Chili's	FirstEnergy	MeadWestvaco -- Global Business Services	Tate & Lyle Americas -- Tate & Lyle Sucralose
Brinker International -- Maggiano's	FM Global	MeadWestvaco -- Packaging Resource Group	Tech Data
Bristol-Myers Squibb	FMC	MeadWestvaco -- Specialty Chemicals	Texas Mutual Insurance
Brown-Forman	FMC Corporation - Agricultural Products Group	Medco Health Solutions	Texas Roadhouse
Buckman Laboratories	FMC Corporation - Industrial Chemicals Group	Medical Mutual of Ohio	Texas Society of Certified Public Accountants
Buffalo Wild Wings	FMC Corporation - Specialty Chemicals Group	Medicis Pharmaceutical Corporation	The Holland, Inc.
Buffet Partners	Focused Health Solution	Meijer	TJX Companies
Buffet Partners -- Furr's Family Dining	Fonterra	Memphis Light, Gas & Water	Tomtom
Buffets	Foot Locker	Merchants Insurance Group	TOTAL S.A. -- Total Petrochemicals USA
			Toyota Motor North America -- TEMA

Bunge North America	Foot Locker, Inc. - Team Edition	Merz Pharmaceuticals	Toyota Motor North America -- Toyota Motor Sales, USA
Bupa	Footlocker.com/Eastbay	MetLife	Toys R Us
Burger King	Forbo Flooring	Michaels Stores	Tractor Supply
Burlington Northern and Santa Fe Railway	Ford Motor	Michaels Stores -- Aaron Brothers Stores	Travis County Human Resources Management Department
Cabela's	Foresters	Michelin North America	Tronox
Cabot	Fortune Brands -- Beam Global Spirits & Wine	Michelman	Trustmark Insurance
Calgon Carbon	Foster's Group -- Foster's Wine Estates Americas	Millennium Inorganic Chemicals	Tufts Associated Health Plans
California Independent System Operator	Friendly Ice Cream	Mirant	Tween Brands
California State Compensation Insurance Fund	Frisch's Restaurants	Mitsubishi International	Tyson Foods
Canexus	Galderma Laboratories	Modine Manufacturing	Ultra Salon, Cosmetics & Fragrance
Career Education Corporation	Gap	Molson Coors Brewing	Umicore
CareFirst Blue Cross Blue Shield	Gap -- Banana Republic	MonierLifetile	Union Pacific
Caribou Coffee	Gap -- Gap Direct	Moog	United States Steel
Carlson Restaurants Worldwide	Gap -- Gap International	Morton's Restaurant Group	UnitedHealth Group
Carlson Restaurants Worldwide -- Pick Up Stix	Gap -- Gap Outlet	Mosaic	Unitil
Carlson Restaurants Worldwide -- TGI Friday's	Gap -- Gap Stores	Motion Picture Industry Pension and Health Plans	Universal Parks & Resorts
Carter's	Gap -- Old Navy	Multiplan	University of Dayton
Caterpillar	Garden Fresh Restaurants	Munich American Reassurance Company	Uno Restaurant Holding
CBC Restaurant	GDF SUEZ Energy -- United Water	MVP Health Care	V.F. Corporation
CBRL Group	GDF SUEZ Energy North America	NACCO Materials Handling	Valley Services
CBRL Group -- Cracker Barrel Old Country - Retail	GDF SUEZ Energy--SUEZ Energy Generation North America	Neighborhood Health Plan	Valmont Industries
CEC Entertainment	GDF SUEZ Energy--SUEZ Energy LNG North America	Nestle USA	Valmont Industries -- International
Centene	GDF SUEZ Energy--SUEZ Energy Marketing North America	New Hampshire Public Risk Management Exchange	Valmont Industries -- Irrigation
CenterPoint Energy	GDF SUEZ Energy--SUEZ Energy Retail North America	New York City Department of Education	Vicorp Restaurants
Central Bancompany	GE Aviation	New York Power Authority	VICORP Restaurants -- Village Inn
Central Bancompany -- Boone County National Bank	General Electric -- GE Eqp Svcs, Trailer Fleet Svcs	Newark InOne	Visa USA
Central Bancompany -- Central Bank	GEO Specialty Chemicals	Newman's Own	Voith -- Voith Hydro
Central Bancompany -- Central Mortgage Company	Georgia Baptist Foundation	NewMarket	Voith -- Voith Paper Fabric & Roll Systems Inc
Central Bancompany -- Central Technology Services	Georgia Gulf	Nissan North America	Vopak North America
Central Bancompany -- Central Trust and Investment Company	Gerdau AmeriSteel	Nitto Denko America -- Permaceel Automotive	Wal-mart Stores
Central Bancompany -- City Bank and Trust	Gilead Sciences	Noodles	Wal-Mart Stores -- Sam's Club
Central Bancompany -- Empire Bank	GL Industrial Services	Noranda Aluminum	Wal-Mart Stores -- Stores and Super Stores
Central Bancompany -- First Central Bank	Glatfelter	Noranda Aluminum - Gramercy	Walt Disney -- Walt Disney World Parks and Resorts
Central Bancompany -- First National Bank Audrain County	Global Cash Access	Noranda Aluminum -- Noranda Primary	Wellmark Blue Cross Blue Shield
Central Bancompany -- First National Bank of St. Louis	GNC	Noranda Aluminum -- Norandal	WellPoint
Central Bancompany -- Jefferson Bank of Missouri	Golden Corral	Nordstrom	Wendy's / Arby's Group
Central Bancompany -- Metcalf Bank	Goodrich	Nordstrom, Inc. - Nordstrom Rack	Wendy's / Arby's Group -- Arby's
Central Bancompany -- ONB Bank	GrafTech International	NOVA Chemicals	Wendy's / Arby's Group -- Wendy's
Central Bancompany -- Ozark Mountain Bank	Griffith Laboratories USA	Novo Nordisk	West Ed
Central Bancompany -- Third National Bank	Group Health Cooperative	NPC	Western Union
Central Vermont Public Service	Groupe SEB	NuStar Energy L.P.	Westlake Chemical
Champion Technologies	GSI Commerce, Inc.	Occidental Petroleum -- Occidental Chemical	Whataburger
Champion Technologies -- Corsicana Technologies	Guest Services	O'Charley's	White Castle System
Champs Sports	Gulfstream	O'Charley's -- Ninety Nine Restaurant & Pub	Wienerberger -- General Shale Brick
Charles Schwab	Gymboree	O'Charley's -- O'Charley's	William Grant & Sons

Charming Shoppes	H.B. Fuller	O'Charley's -- Stoney River	Williams-Sonoma
Charming Shoppes - Catherine's	Hallmark Cards	Octapharma	Williams-Sonoma -- Pottery Barn
Charming Shoppes - Fashion Bug	Hallmark Cards - Retail	Office Depot	Williams-Sonoma -- Pottery Barn Kids
Charming Shoppes - Lane Bryant	Handy & Harman	OfficeMax	Williams-Sonoma -- West Elm
Charming Shops - outlets	Hard Rock Cafe	Old Dominion Electric Cooperative	Williams-Sonoma -- Williams-Sonoma Stores
Checkers Drive-In Restaurants	Harris Teeter	Olin -- Chlor Alkali	Wills Group
Cheesecake Factory	Harvard Pilgrim Health Care	optionsXpress	WireCo
Chemtura	Harvard Vanguard Medical Associates	Orlando Utilities Commission	Workers Compensation Fund
Cheniere Energy, Inc.	Health Care Service Corporation	OSI Restaurant Partners	Workforce Safety Insurance
Chester County Intermediate Unit	Health Net	OSI Restaurant Partners -- Bonefish Grill	Yum! -- KFC
Chevron Phillips Chemical	Health New England	OSI Restaurant Partners -- Carrabba's Italian Grill	Yum! -- Long John Silver's
Chicago Mercantile Exchange	Health Partners	OSI Restaurant Partners -- Fleming's Prime Steakhouse	Yum! -- Pizza Hut
Chico's FAS	HealthPartners	OSI Restaurant Partners -- Outback Steakhouse	Yum! -- Taco Bell
Chico's FAS -- Chico's	HealthSpring	OSI Restaurant Partners -- Roy's	Zale
Chico's FAS - Soma Intimates	Heineken USA	OSI Restaurant Partners, Inc. - Outback Steakhouse Internati	Zep Inc.
Chico's FAS -- White House/Black Market	Helmerich & Payne, Inc.	Otsuka	ZF Group -- North American Operations
Children's Place	Helzberg Diamonds	P.F. Chang's China Bistro	
Chipotle Mexican Grill	Hershey Foods	P.F. Chang's China Bistro -- P.F. Chang's	
Chiquita Brands International	Hexagon Metrology	P.F. Chang's China Bistro -- Pei Wei	
Chrysler	Hexion Specialty Chemicals	Paddock Laboratories	
CHS	hhgregg	Panda Restaurant Group	
CHS -- Energy	Hillsborough County Civil Service Board	Panera Bread	
	Hillwood Development		