TRIMAS CORP
Form 10-Q/A
January 17, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

ý **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended September 30, 2006

or

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Transition Period from to .
Commission File Number 333-100351

TRIMAS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**38-2687639**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

39400 Woodward Avenue, Suite 130
Bloomfield Hills, Michigan 48304
(Address of principal executive offices, including zip code)

(248) 631-5450
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer o Accelerated Filer o Non-Accelerated Filer ý

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

As of November 14, 2006, the number of outstanding shares of the Registrant's common stock, $.01 par value, was 20,759,500 shares.

Explanatory Note

We are filing this Amendment No. 1 on Form 10-Q/A ("Amendment") to amend and restate the financial statements (and make correlated adjustments and provide revised disclosures where appropriate) that were included in our original Quarterly Report on Form 10-Q for the period ended September 30, 2006. On January 11, 2007, the Audit Committee of the Board of Directors approved management's recommendation that the Company's financial statements and related disclosures for the three and nine months ended September 30, 2006 be restated to reflect a reduction in estimated useful lives assigned to certain of our customer relationship intangibles as of January 1, 2006, in connection with our response to comments from the Staff of the Securities and Exchange Commission in the course of its review of our registration statement filed on Form S-1.

This amendment restates the Company's unaudited financial statements for the three and nine months ended September 30, 2006 to record approximately $0.6 million and $1.8 million of additional amortization expense, respectively, as a result of our decision to reduce the remaining estimated useful lives assigned to certain customer relationship intangibles. Based on review of historic customer attrition rates, the risks associated with lower cost competitors, and anticipated impacts of global sourcing and international expansion of our businesses, we reduced remaining estimated useful lives assigned to certain customer intangibles as of January 1, 2006, to reflect our updated evaluation of the period of expected future benefit related to these customer relationship intangibles. See Item 1, Note 2 to the financial statements included in this Amendment for further discussion of how the Company's statement of operations, for the three and nine months ended September 30, 2006 and the balance sheet as of September 30, 2006 are impacted by the restatement.

For the convenience of the reader, this Amendment sets forth the entire Form 10-Q for the quarterly period ended September 30, 2006. However, this Amendment amends and restates only Items 1, 2 and 4 of Part I of the Form 10-Q. The other Items are not being amended.

TriMas Corporation

Index

Part I.	**Financial Information**		
		Forward-Looking Statements	3
	Item 1.	Consolidated Financial Statements	5
		Consolidated Balance Sheet September 30, 2006 and December 31, 2005	5
		Consolidated Statement of Operations for the Three and Nine Months Ended September 30, 2006 and 2005	6
		Consolidated Statement of Cash Flows for the Nine Months Ended September 30, 2006 and 2005	7
		Consolidated Statement of Shareholders' Equity for the Nine Months Ended September 30, 2006	8
		Notes to Unaudited Consolidated Financial Statements	9
	Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	32
	Item 3.	Quantitative and Qualitative Disclosure about Market Risk	58
	Item 4.	Controls and Procedures	58
Part II.	**Other Information and Signatures**		
	Item 1.	Legal Proceedings	61
	Item 1A.	Risk Factors	62
	Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	62
	Item 3.	Defaults Upon Senior Securities	62
	Item 4.	Submission of Matters to a Vote of Security Holders	62
	Item 5.	Other Information	62
	Item 6	Exhibits	63
	Signature		66

Forward-Looking Statements

This report contains forward-looking statements (as that term is defined by the federal securities laws) about our financial condition, results of operations and business. You can find many of these statements by looking for words such as "may," "will," "expect," "anticipate," "believe," "estimate" and similar words used in this report.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution readers not to place undue reliance on the statements, which speak only as of the date of this report.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statement to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this report include general economic conditions in the markets in which we operate and industry-related and other factors such as:

Our businesses depend upon general economic conditions and we serve some customers in highly cyclical industries. As a result, we are subject to the loss of sales and margins due to an economic downturn or recession, which could negatively affect us;

Many of the markets we serve are highly competitive, which could limit the volume of products that we sell and reduce our operating margins. We also face the risk of lower cost foreign manufacturers located in China, Southeast Asia and other regions competing in the markets for our products, and we may be adversely impacted;

Increases in our raw material or energy costs or the loss of a substantial number of our raw material or energy suppliers could adversely affect our profitability and other financial results;

We may be unable to successfully implement our business strategies. Our ability to realize benefits from our business strategies may be limited;

Our products are typically highly engineered or customer-driven and, as such, we are subject to risks associated with changing technology and manufacturing techniques, which could place us at a competitive disadvantage;

We depend on the services of key individuals and relationships, the loss of which would materially harm us;

We have substantial debt and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations;

Restrictions in our debt instruments and accounts receivable facility limit our ability to take certain actions and breaches thereof could impair our liquidity;

We may be unable to protect our intellectual property or face liability associated with the use of products for which intellectual property rights are claimed;

We may incur material losses and costs as a result of product liability, recall and warranty claims that may be brought against us;

Our business may be materially and adversely affected by compliance obligations and liabilities including environmental and other laws and regulations;

Historically, we have grown primarily through acquisitions. If we are unable to identify attractive acquisition candidates, successfully integrate acquired operations or realize the intended benefits of our acquisitions, we may be adversely affected;

We have significant operating lease obligations. Failure to meet those obligations could adversely affect our financial condition;

We have significant goodwill and intangible assets. Future impairment of our goodwill and intangible assets could have a material adverse impact on our financial results;

We may be subject to work stoppages and further unionization at our facilities or our customers or suppliers may be subjected to work stoppages, which could seriously impact the profitability of our business;

Our healthcare costs for active employees and retirees may exceed our projections and may negatively affect our financial results;

A growing portion of our sales may be derived from international sources, which exposes us to certain risks which may adversely affect our financial results; and

We have not yet completed the implementation of our plans to comply with Section 404 of the Sarbanes-Oxley Act of 2002.

We disclose important factors that could cause our actual results to differ materially from our expectations under Item 2. "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this report. These cautionary statements qualify all forward-looking statements attributed to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other condition, results of operations, prospects and ability to service our debt.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TriMas Corporation

Consolidated Balance Sheet

(Unaudited dollars in thousands)

	September 30, 2006 (restated)	December 31, 2005
Assets		
Current assets:		
Cash and cash equivalents	$ 3,880	$ 3,730
Receivables, net	100,870	89,960
Inventories	159,960	148,450
Deferred income taxes	20,120	20,120
Prepaid expenses and other current assets	6,980	7,050
Assets of discontinued operations held for sale	24,220	46,730
Total current assets	316,030	316,040
Property and equipment, net	163,450	164,250
Goodwill	650,690	644,780
Other intangibles, net	244,070	255,220
Other assets	39,240	48,220
Total assets	$ 1,413,480	$ 1,428,510
Liabilities and Shareholders' Equity		
Current liabilities:		
Current maturities, long-term debt	$ 5,550	$ 13,820
Accounts payable	94,140	111,250
Accrued liabilities	81,260	62,800
Due to Metaldyne	1,910	4,850
Liabilities of discontinued operations	29,720	38,410
Total current liabilities	212,580	231,130
Long-term debt	716,700	713,860
Deferred income taxes	95,210	95,980
Other long-term liabilities	34,350	34,760
Due to Metaldyne	3,480	3,480
Total liabilities	1,062,320	1,079,210
Commitments and contingencies		
Preferred stock, $0.01 par: Authorized 100,000,000 shares; Issued and outstanding: None		
Common stock, $0.01 par: Authorized 400,000,000 shares; Issued and outstanding: 20,759,500 and 20,010,000 shares, respectively	210	200
Paid-in capital	398,240	396,980

	September 30, 2006	December 31, 2005
Accumulated deficit	(93,340)	(86,310)
Accumulated other comprehensive income	46,050	38,430
Total shareholders' equity	351,160	349,300
Total liabilities and shareholders' equity	$ 1,413,480	$ 1,428,510

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

TriMas Corporation

Consolidated Statement of Operations

(Unaudited dollars in thousands, except for per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	**2005**	**2006**	**2005**
	(restated)		**(restated)**	
Net sales	$ 244,590	$ 246,040	$ 797,260	$ 775,590
Cost of sales	(177,690)	(186,110)	(581,960)	(582,080)
Gross profit	66,900	59,930	215,300	193,510
Selling, general and administrative expenses	(41,670)	(38,510)	(130,350)	(117,640)
Gain (loss) on dispositions of property and equipment	510	(320)	410	(530)
Operating profit	25,740	21,100	85,360	75,340
Other expense, net:				
Interest expense	(19,370)	(18,840)	(59,320)	(55,790)
Debt extinguishment costs	(8,610)		(8,610)	
Other, net	(1,200)	(1,600)	(3,120)	(5,450)
Other expense, net	(29,180)	(20,440)	(71,050)	(61,240)
Income (loss) from continuing operations before income taxes	(3,440)	660	14,310	14,100
Income tax (expense) benefit	1,180	1,470	(5,100)	(3,470)
Income (loss) from continuing operations	(2,260)	2,130	9,210	10,630
Loss from discontinued operations, net of income tax benefit	(10,870)	(1,900)	(16,240)	(3,840)
Net income (loss)	$ (13,130)	$ 230	$ (7,030)	$ 6,790
Earnings (loss) per share basic:				
Continuing operations	$ (0.11)	$ 0.11	$ 0.46	$ 0.53
Discontinued operations, net of income tax benefit	(0.54)	(0.09)	(0.81)	(0.19)
Net income (loss) per share	$ (0.65)	$ 0.02	$ (0.35)	$ 0.34
Weighted average common shares basic	20,132,201	20,010,000	20,051,181	20,010,000
Earnings (loss) per share diluted:				
Continuing operations	$ (0.11)	$ 0.10	$ 0.44	$ 0.51

	Three Months Ended September 30,		Nine Months Ended September 30,	
Discontinued operations, net of income tax benefit	(0.54)	(0.09)	(0.78)	(0.18)
Net income (loss) per share	$ (0.65)	$ 0.01	$ (0.34)	$ 0.33
Weighted average common shares diluted	20,132,201	20,760,000	20,759,973	20,760,000

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

TriMas Corporation

Consolidated Statement of Cash Flows

(Unaudited dollars in thousands)

	Nine Months Ended September 30,	
	2006	**2005**
	(restated)	
Cash Flows from Operating Activities:		
Net income (loss)	$ (7,030)	$ 6,790
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss on dispositions of property and equipment	2,690	390
Impairment of assets	15,850	
Depreciation and amortization	29,820	31,400
Amortization of debt issue costs	3,670	3,720
Deferred income taxes	(700)	
Non-cash debt extinguishment costs	7,920	
Non-cash compensation expense	1,270	240
Net proceeds from (reductions in) sale of receivables and receivables securitization	(2,360)	400
Payment to Metaldyne to fund contractual liabilities	(2,940)	(330)
Increase in receivables	(7,090)	(26,060)
(Increase) decrease in inventories	(6,440)	16,010
Decrease in prepaid expenses and other assets	(360)	(910)
Decrease in accounts payable and accrued liabilities	(7,750)	(12,900)
Other, net	(90)	1,000
Net cash provided by operating activities	26,460	19,750
Cash Flows from Investing Activities:		
Capital expenditures	(19,580)	(15,010)
Proceeds from sales of fixed assets	980	3,490
Net cash used for investing activities	(18,600)	(11,520)
Cash Flows from Financing Activities:		
Repayments of borrowings on credit facilities	(2,130)	(2,160)
Repayment of term loan facilities	(254,960)	
Proceeds from term loan facilities	260,000	
Proceeds from borrowings on revolving credit facilities	576,960	722,580
Repayments of borrowings on revolving credit facilities	(585,420)	(729,400)
Payments on notes payable		(100)
Debt issuance costs	(2,160)	
Net cash used for financing activities	(7,710)	(9,080)
Cash and Cash Equivalents:		
Increase (decrease) for the period	150	(850)
At beginning of period	3,730	3,090
At end of period	$ 3,880	$ 2,240

Supplemental disclosure of cash flow information:

	Nine Months Ended September 30,	
Cash paid for interest	$ 42,170	$ 40,310
Cash paid for taxes	$ 9,020	$ 8,400

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

TriMas Corporation

Consolidated Statement of Shareholders' Equity

Nine Months Ended September 30, 2006

(Unaudited and restated dollars in thousands)

	Common Stock	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balances, December 31, 2005	$ 200	$ 396,980	$ (86,310)	$ 38,430	$ 349,300
Comprehensive income:					
Net loss			(7,030)		(7,030)
Foreign currency translation				7,620	7,620
Total comprehensive income					590
Issuance of common stock	10	(10)			
Non-cash compensation expense		1,270			1,270
Balances, September 30, 2006	$ 210	$ 398,240	$ (93,340)	$ 46,050	$ 351,160

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

TRIMAS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Basis of Presentation

TriMas Corporation ("TriMas" or the "Company"), and its consolidated subsidiaries, is a global manufacturer of products for commercial, industrial and consumer markets. During the first quarter of 2006, the Company re-aligned its operating segments and management structure to better focus its various businesses' product line offerings by industry, end customer markets and related channels of distribution. Prior period segment information has been revised to conform to the current structure and presentation.

The Company is principally engaged in five business segments with diverse products and market channels. Packaging Systems is a manufacturer and distributor of steel and plastic closure caps, drum enclosures, rings and levers, dispensing systems for industrial and consumer markets, as well as specialty laminates, jacketings and insulation tapes used with fiberglass insulation as vapor barriers in commercial and industrial construction applications. Energy Products is a manufacturer and distributor of a variety of engines and engine replacement parts for the oil and gas industry as well as metallic and non-metallic industrial gaskets and fasteners for the petroleum refining, petrochemical and other industrial markets. Industrial Specialties designs and manufactures a diverse range of industrial products for use in niche markets within the aerospace, industrial, automotive, defense, and medical equipment markets. These products include highly engineered specialty fasteners for the aerospace industry, high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases, specialty fasteners for the automotive industry, specialty precision tools such as center drills, cutters, end mills, reamers, master gears, gages and punches, and specialty ordnance components and steel cartridge cases. RV & Trailer Products is a manufacturer and distributor of custom-engineered trailer products, brake control solutions, lighting accessories and roof racks for the recreational vehicle, agricultural/industrial, marine, automotive and commercial trailer markets. Recreational Accessories manufactures towing products, functional vehicle accessories and cargo management solutions including vehicle hitches and receivers, sway controls, weight distribution and fifth-wheel hitches, hitch-mounted accessories, and other accessory components which are distributed through independent installers and retail outlets.

During the fourth quarter of 2005, the Company committed to a plan to sell its industrial fasteners business. The industrial fasteners business consists of three locations: Wood Dale, Illinois, Frankfort, Indiana and Lakewood, Ohio. Our industrial fasteners business is presented as discontinued operations and assets held for sale. See Note 3, "*Discontinued Operations and Assets Held for Sale*."

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries and in the opinion of management, contain all adjustments, including adjustments of a normal and recurring nature, necessary for a fair presentation of financial position and results of operations. Results of operations for interim periods are not necessarily indicative of results for the full year. The accompanying consolidated financial statements and notes thereto should be read in conjunction with the Company's 2005 Annual Report on Form 10-K.

2. Restatement

On January 11, 2007, management and the Audit Committee of the Board of Directors decided to restate the Company's unaudited consolidated financial statements for the three and nine months ended September 30, 2006 to reflect a reduction in estimated useful lives assigned to certain of its customer relationship intangibles as of January 1, 2006.

During 2006 the Company re-evaluated the expected economic lives of its customer relationship intangibles as a result of risks associated with lower cost competitors and the anticipated impacts of global sourcing and international expansion of our businesses. In management's judgment, these trends will result in the increased probability of more and different competitors in future years that may reduce the period of expected future benefit derived from these customer relationship intangibles. Accordingly, the Company decided to reduce the estimated useful lives assigned to certain of its customer relationship intangibles as of January 1, 2006, as follows: 40 years to 25 or 20 years, 25 years to 20 years, and 15 years to 12 years.

As a result, the Company has restated its unaudited financial statements for the three and nine months ended September 30, 2006 to record approximately $0.6 million and $1.8 million of additional amortization expense, respectively, with a corresponding reduction in Other intangibles, net, in the accompanying consolidated balance sheet. The table below sets forth the line items from the statement of operations and balance sheet impacted by these changes as previously reported and on a restated basis. The Supplemental Guarantor Condensed Consolidated Financial Information presented in Note 15 has been similarly restated, with all related impacts affecting Guarantor-reported amounts only.

	Three Months Ended September 30, 2006		Nine Months Ended September 30, 2006	
	As reported	As restated	As reported	As restated
	(in thousands, except for per share amounts)			
Selling, general and administrative expenses	$ (41,010)	$ (41,670)	$ (128,500)	$ (130,350)
Operating profit	26,400	25,740	87,210	85,360
Income (loss) from continuing operations before income taxes	(2,780)	(3,440)	16,160	14,310
Income tax (expense) benefit	930	1,180	(5,800)	(5,100)
Income (loss) from continuing operations	(1,850)	(2,260)	10,360	9,210
Net (loss)	$ (12,720)	$ (13,130)	$ (5,880)	$ (7,030)
Earnings (loss) per share basic:				
Continuing operations	$ (0.09)	$ (0.11)	$ 0.52	$ 0.46
Net (loss)	$ (0.63)	$ (0.65)	$ (0.29)	$ (0.35)
Weighted average common shares	20,132,201	20,132,201	20,051,181	20,051,181
Earnings (loss) per share diluted:				
Continuing operations	$ (0.09)	$ (0.11)	$ 0.50	$ 0.44
Net (loss)	$ (0.63)	$ (0.65)	$ (0.28)	$ (0.34)
Weighted average common shares	20,132,201	20,132,201	20,759,973	20,759,973

	At September 30, 2006	
	As reported	As restated
	(in thousands, except for per share amounts)	
Other intangibles, net	$ 245,920	$ 244,070
Total assets	$ 1,415,330	$ 1,413,480
Deferred income taxes	$ 95,910	$ 95,210
Total liabilities	$ 1,063,020	$ 1,062,320
Accumulated deficit	$ (92,190)	$ (93,340)
Total shareholders' equity	$ 352,310	$ 351,160

3. Discontinued Operations and Assets Held for Sale

In the fourth quarter of 2005, the Board of Directors authorized management to move forward with its plan to sell the Company's industrial fastener business. Accordingly, our industrial fastener business is reported as discontinued operations for all periods presented. During the third quarter, the Company recorded an additional asset impairment charge of $9.7 million, net of income tax benefit of $6.2 million, related to the further write down of net assets of the industrial fastener business, based on a revised estimate of fair value. The reduction in estimate of fair value was evidenced by letters of interest/intent received from prospective third party purchasers which, in aggregate, indicated a fair value for the business less than its current book value. During the second quarter of 2006, the Company sold its asphalt-coated paper line of business, which was part of our Packaging Systems operating segment. Accordingly, the results of our asphalt-coated paper business are reported as discontinued operations for all periods presented. The Company recorded a loss from discontinued operations of $10.9 million and $1.9 million, net of income tax benefit of $7.2 million and $1.2 million for the three months ended September 30, 2006 and 2005, respectively, and $16.2 million and $3.8 million, net of income tax benefit of $10.8 million and $2.5 million for the nine months ended September 30, 2006 and 2005, respectively.

Results of discontinued operations are summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(dollars in thousands)			
Net sales	$ 22,570	$ 24,900	$ 73,400	$ 82,730
Loss from discontinued operations before income tax benefit	$ (18,030)	$ (3,100)	$ (27,060)	$ (6,290)
Income tax benefit	7,160	1,200	10,820	2,450
Loss from discontinued operations, net of income tax benefit	$ (10,870)	$ (1,900)	$ (16,240)	$ (3,840)

Assets and liabilities of the discontinued operations held for sale are summarized as follows:

	September 30, 2006	December 31, 2005
	(dollars in thousands)	
Receivables, net	$ 13,040	$ 14,500
Inventories	11,180	22,690
Prepaid expenses and other assets		1,990
Property and equipment, net		7,550
Total assets	$ 24,220	$ 46,730
Accounts payable	$ 6,190	$ 14,080
Accrued liabilities and other	23,530	24,330
Total liabilities	$ 29,720	$ 38,410

4. Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill for the nine months ended September 30, 2006 are summarized as follows:

	Packaging Systems	Energy Products	Industrial Specialties	RV & Trailer Products	Recreational Accessories	Total
	(dollars in thousands)					
Balance, December 31, 2005	$ 179,350	$ 45,200	$ 62,720	$ 242,720	$ 114,790	$ 644,780
Reversal of restructuring reserves				(60)		(60)
Foreign currency translation	4,620	200		30	1,120	5,970
Balance, September 30, 2006	$ 183,970	$ 45,400	$ 62,720	$ 242,690	$ 115,910	$ 650,690

Effective January 1, 2006, the Company reduced estimated useful lives assigned to certain customer relationship intangibles as follows: 40 years to 25 or 20 years, 25 years to 20 years and 15 years to 12 years. The Company determined that a reduction in estimated useful lives assigned to certain customer relationship intangibles was warranted as of that date to reflect its updated evaluation of the period of expected future benefit related to these customer relationship intangibles.

The gross carrying amounts and accumulated amortization of the Company's other intangibles as of September 30, 2006 and December 31, 2005 are summarized below. The Company amortizes these assets over periods ranging from 1 to 40 years.

Intangible Category by Useful Life	As of September 30, 2006		As of December 31, 2005	
	Gross Carrying Amount	**Accumulated Amortization**	**Gross Carrying Amount**	**Accumulated Amortization**
	(restated)	**(restated)**		
		(dollars in thousands)		
Customer relationships:				
6 - 12 years	$ 26,500	$ (15,300)	$ 26,500	$ (13,330)
15 - 25 years	172,420	(38,740)	104,360	(22,660)
40 years			67,580	(8,600)
Total customer relationships	198,920	(54,040)	198,440	(44,590)
Technology and other:				
1 - 15 years	25,940	(15,590)	25,900	(13,790)
17 - 30 years	39,950	(10,320)	39,300	(8,950)
Total technology and other	65,890	(25,910)	65,200	(22,740)
Trademark/Trade names (indefinite life)	63,470	(4,260)	63,350	(4,440)
	$ 328,280	$ (84,210)	$ 326,990	$ (71,770)

Amortization expense related to technology and other intangibles was $1.0 million and $1.2 million for the three months ended September 30, 2006 and 2005, respectively, and $3.0 million and $3.7 million for the nine months ended September 30, 2006 and 2005, respectively. These amounts are included in cost of sales in the accompanying consolidated statement of operations. Amortization expense related to customer intangibles was $3.0 million and $2.5 million for the three months ended September 30, 2006 and 2005, respectively, and $9.2 million and $7.5 million for the nine months ended September 30, 2006 and 2005, respectively. These amounts are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

5. Accounts Receivable Securitization

TriMas is party to a receivables securitization facility through TSPC, Inc. ("TSPC"), a wholly-owned subsidiary, to sell trade accounts receivable of substantially all of the Company's domestic business operations.

TSPC from time to time may sell an undivided fractional ownership interest in the pool of receivables up to approximately $125.0 million to a third party multi-seller receivables funding company. The net proceeds of sales are less than the face amount of accounts receivable sold by an amount that approximates the purchaser's financing costs, which amounted to a total of $1.1 million and $0.8 million for the three months ended September 30, 2006 and 2005, respectively, and $3.0 million and $2.2 million for the nine months ended September 30, 2006 and 2005, respectively. Such amounts are included in other, net in the accompanying consolidated statement of operations. As of September 30, 2006 and December 31, 2005, the Company's funding under the facility was approximately $32.0 million and $37.3 million, respectively, with an additional $22.9 million and $16.1 million, respectively, available but not utilized. When the Company sells receivables under this

arrangement, the Company retains a subordinated interest in the receivables sold. The retained interest in receivables sold is included in receivables in the accompanying balance sheet and approximated $64.2 million and $65.3 million at September 30, 2006 and December 31, 2005, respectively. The usage fee under the facility is 1.35%. In addition, the Company is required to pay a fee of 0.5% on the unused portion of the facility. This facility expires on December 31, 2007.

The financing costs are determined by calculating the estimated present value of the receivables sold compared to their carrying amount. The estimated present value factor is based on historical collection experience and a discount rate representing a spread over LIBOR as prescribed under the terms of the securitization agreement. As of September 30, 2006 and 2005, the financing costs were based on an average liquidation period of the portfolio of approximately 1.3 months and 1.5 months, respectively, and an average discount rate of 3.1% and 3.3%, respectively.

In the three months ended September 30, 2006 and 2005, the Company sold an undivided interest in approximately $2.9 million and $3.0 million, respectively, of accounts receivable under a factoring arrangement at three of its European subsidiaries. These transactions were accounted for as a sale and the receivables were sold at a discount from face value approximating 1.7% and 2.6%, respectively. Costs associated with these transactions were approximately $0.05 and $0.08 million, respectively, and are included in other, net in the accompanying consolidated statement of operations.

In the first nine months of 2006, the Company sold an undivided interest in approximately $9.1 million of accounts receivable under a factoring arrangement at three of its European subsidiaries. These transactions were accounted for as a sale and the receivables were sold at a discount from face value approximating 1.9%. Costs associated with these transactions were approximately $0.2 million and are included in other, net in the accompanying consolidated statement of operations.

In addition, in the first quarter of 2005, the Company sold an undivided interest in approximately $17.0 million of accounts receivable of one of its businesses to a third party. The transaction was accounted for as a sale and the receivables were sold at a discount from face value approximating 1.25%. Costs associated with the transaction were approximately $0.3 million and are included in other, net in the accompanying consolidated statement of operations.

6. Inventories

Inventories consist of the following:

	September 30, 2006	December 31, 2005
	(dollars in thousands)	
Finished goods	$ 75,350	$ 69,080
Work in process	23,480	19,300
Raw materials	61,130	60,070
Total inventories	$ 159,960	$ 148,450

7. Property and Equipment, Net

Property and equipment consists of the following:

	September 30, 2006	December 31, 2005
	(dollars in thousands)	
Land and land improvements	$ 3,280	$ 3,610
Buildings	45,450	44,440
Machinery and equipment	222,020	206,090
	270,750	254,140
Less: Accumulated depreciation	107,300	89,890
Property and equipment, net	$ 163,450	$ 164,250

Depreciation expense was $5.6 million and $5.7 million for the three months ended September 30, 2006 and 2005, respectively, and $17.4 million for each of the nine month periods ended September 30, 2006 and 2005, respectively.

8. Long-term Debt

The Company's long-term debt consists of the following:

	September 30, 2006	December 31, 2005
	(dollars in thousands)	
Bank debt	$ 263,000	$ 260,350
Non-U.S. bank debt	22,760	30,960
$9^{7}/_{8}$% subordinated notes, due June 2012	436,490	436,370
	722,250	727,680
Less: Current maturities, long-term debt	5,550	13,820
Long-term debt	$ 716,700	$ 713,860

Bank Debt

During the third quarter of 2006, the Company successfully amended and restated its senior secured credit facilities which are comprised of a $90.0 million revolving credit facility, a $60.0 million deposit-linked supplemental revolving credit facility and a $260.0 million term loan facility collectively, the Amended and Restated Credit Agreement or "ARCA." The ARCA extended our revolving credit maturities from one and a half to five years and the term loan facility from three and a half to five and a half and seven years (depending on when our senior subordinated notes are repaid) and reduced the interest rate margins on our revolving facility from 3.5% to 2.75% per annum and on our term loan facility from 3.75% to 2.75% per annum. Including costs associated with our synthetic revolving facility, the ARCA reduced our weighted average interest rate from 9.1% to 8.1%. The ARCA allows the Company to issue letters of credit, not to exceed $65.0 million in aggregate, against revolving credit facility commitments. At September 30, 2006 and December 31, 2005, the Company had letters of credit of approximately $44.9 million and $43.7 million, respectively, issued and outstanding. The

effective interest rate on Credit Facility borrowings was 8.31% and 8.03% at September 30, 2006 and December 31, 2005, respectively.

In connection with the refinancing of our credit facilities, the Company incurred debt extinguishment costs of $8.6 million, of which $7.9 million was a non-cash charge from the write-off of debt issuance costs.

The bank debt is an obligation of subsidiaries of the Company. Although the ARCA does not restrict the Company's subsidiaries from making distributions to it in respect of its 9 7/8% senior subordinated notes, it does contain certain other limitations on the distribution of funds from TriMas Company LLC, the principal subsidiary, to the Company. The restricted net assets of the guarantor subsidiaries, of approximately $776.0 million and $757.5 million at September 30, 2006 and December 31, 2005, respectively, are presented in the financial information in Note 15 "*Supplemental Guarantor Condensed Consolidating Financial Information*." The ARCA contains negative and affirmative covenants and other requirements affecting the Company and its subsidiaries, including among others: restrictions on incurrence of debt, except for permitted acquisitions and subordinated indebtedness, liens, mergers, investments, loans, advances, guarantee obligations, acquisitions, asset dispositions, sale-leaseback transactions greater than $90.0 million if sold at fair market value, hedging agreements, dividends and other restricted junior payments, stock repurchases, transactions with affiliates, restrictive agreements and amendments to charters, by-laws, and other material documents. The ARCA also requires the Company and its subsidiaries to meet certain restrictive financial covenants and ratios computed quarterly, including a leverage ratio (total consolidated indebtedness plus outstanding amounts under the accounts receivable securitization facility over consolidated EBITDA, as defined), interest expense ratio (consolidated EBITDA, as defined, over cash interest expense, as defined) and a capital expenditures covenant. The Company was in compliance with its covenants at September 30, 2006.

Principal payments required on the ARCA term loan are: $0.7 million due each calendar quarter through June 30, 2013, with $242.5 million due on August 2, 2013 (which may be changed to February 2012 if the Company's senior subordinated notes are still outstanding at that time).

Non-U.S. bank debt

In the United Kingdom, the Company's subsidiary is party to a revolving debt agreement which is secured by a letter of credit under the ARCA. At September 30, 2006, the balance outstanding under this arrangement was $2.1 million at an interest rate of 5.7%.

In Italy, the Company's subsidiary is party to a loan agreement for a term of seven years, at a rate 0.75% above EURIBOR (Euro Interbank Offered Rate), and is secured by land and buildings of the subsidiary. At September 30, 2006, the balance outstanding under this agreement was $5.8 million at an interest rate of 3.8%.

In Australia, the Company's subsidiary is party to a debt agreement which matures December 31, 2010 and is secured by substantially all the assets of the subsidiary. At September 30, 2006, the balance outstanding under this agreement was $14.9 million at a weighted average interest rate of 6.7%.

Notes

The 9 7/8% senior subordinated notes due 2012 ("Notes") indenture contains negative and affirmative covenants and other requirements that are comparable to those contained in the ARCA. At September 30, 2006, the Company was in compliance with all such covenant requirements.

9. Commitments and Contingencies

A civil suit was filed in the United States District Court for the Central District of California in December 1988 by the United States of America and the State of California against more than 180 defendants, including us, for alleged release into the environment of hazardous substances disposed of at the Operating Industries, Inc. site in California. This site served for many years as a depository for municipal and industrial waste. The plaintiffs have requested, among other things, that the defendants clean up the contamination at that site. Consent decrees have been entered into by the plaintiffs and a group of the defendants, including us, providing that the consenting parties perform certain remedial work at the site and reimburse the plaintiffs for certain past costs incurred by the plaintiffs at the site. We estimate that our share of the clean-up costs will not exceed $500,000, for which we have insurance proceeds. Plaintiffs had sought other relief such as damages arising out of claims for negligence, trespass, public and private nuisance, and other causes of action, but the consent decree governs the remedy. Based upon our present knowledge and subject to future legal and factual developments, we do not believe that this matter will have a material adverse effect on our financial position, results of operations or cash flows.

As of September 30, 2006, we were a party to approximately 1,704 pending cases involving an aggregate of approximately 11,119 claimants alleging personal injury from exposure to asbestos containing materials formerly used in gaskets (both encapsulated and otherwise) manufactured or distributed by certain of our subsidiaries for use primarily in the petrochemical refining and exploration industries. The following chart summarizes the number of claimants, number of claims filed, number of claims dismissed, number of claims settled, the average settlement amount per claim and the total defense costs, exclusive of amounts reimbursed under our primary insurance, at the applicable date and for the applicable periods:

	Claims pending at beginning of period	Claims filed during period	Claims dismissed during period	Claims settled during period	Average settlement amount per claim during period	Total defense costs during period
Fiscal year ended December 31, 2005	18,884	2,596	1,998	66	$ 8,660	$ 5,324,407
Nine months ended September 30, 2006	19,416	3,662	11,886	73	$ 8,607	$ 3,472,239

In addition, we acquired various companies to distribute our products that had distributed gaskets of other manufacturers prior to acquisition. We believe that many of our pending cases relate to locations at which none of our gaskets were distributed or used.

We may be subjected to significant additional asbestos-related claims in the future, the cost of settling cases in which product identification can be made may increase, and we may be subjected to further claims in respect of the former activities of our acquired gasket distributors. We note that we are unable to make a meaningful statement concerning the monetary claims made in the asbestos cases given that, among other things, claims may be initially made in some jurisdictions without specifying the

amount sought or by simply stating the requisite or maximum permissible monetary relief, and may be amended to alter the amount sought. The large majority of claims do not specify the amount sought. Of the 11,119 claims pending at September 30, 2006, 123 set forth specific amounts of damages (other than those stating the statutory minimum or maximum). 93 of the 123 claims sought between $1.0 million and $5.0 million in total damages (which includes compensatory and punitive damages) and 30 sought between $5.0 million and $10.0 million in total damages (which includes compensatory and punitive damages). Solely with respect to compensatory damages, 99 of the 123 claims sought between $50,000 and $600,000 and 24 sought between $1.0 million and $5.0 million. Solely with respect to punitive damages, 93 of the 123 claims sought between $1.0 million and $2.5 million and 30 sought $5.0 million. In addition, relatively few of the claims have reached the discovery stage and even fewer claims have gone past the discovery stage.

Total settlement costs (exclusive of defense costs) for all such cases, some of which were filed over 18 years ago, have been approximately $3.7 million. All relief sought in the asbestos cases is monetary in nature. To date, approximately 50% of our costs related to settlement and defense of asbestos litigation have been covered by our primary insurance. Effective February 14, 2006, we entered into a coverage-in-place agreement with our first level excess carriers regarding the coverage to be provided to us for asbestos-related claims when the primary insurance is exhausted. The coverage-in-place agreement makes coverage available to us that might otherwise be disputed by the carriers and provides a methodology for the administration of asbestos litigation defense and indemnity payments. The coverage in place agreement allocates payment responsibility among the primary carrier, excess carriers and the Company's subsidiary.

Based on the settlements made to date and the number of claims dismissed or withdrawn for lack of product identification, we believe that the relief sought (when specified) does not bear a reasonable relationship to our potential liability. Based upon our experience to date and other available information (including the availability of excess insurance), we do not believe that these cases will have a material adverse effect on our financial position and results of operations or cash flows.

We are subject to other claims and litigation in the ordinary course of our business, but do not believe that any such claim or litigation will have a material adverse effect on our financial position and results of operations or cash flows.

10. Related Parties

Metaldyne Corporation

In connection with the June 2002 common stock issuance and related financing transactions, TriMas assumed approximately $37.0 million of liabilities and obligations of Metaldyne, mainly comprised of contractual obligations to former TriMas employees, tax-related matters, benefit plan liabilities and reimbursements to Metaldyne for normal course payments to be made on TriMas' behalf. During the nine months ended September 30, 2006, payments made with respect to these obligations approximated $3.0 million. The remaining assumed liabilities of approximately $5.4 million are payable at various dates in the future and are reported as Due to Metaldyne in the accompanying consolidated balance sheet.

On August 31, 2006, Metaldyne entered into an Agreement and Plan of Merger with Asahi Tec Corporation ("Asahi") pursuant to which Metaldyne will become a wholly-owned subsidiary of Asahi.

Heartland Industrial Partners

The Company is party to an advisory services agreement with Heartland Industrial Partners ("Heartland") at an annual fee of $4.0 million plus expenses. Heartland was paid $1.0 million for each of the three month periods ended September 30, 2006 and 2005, respectively, and $3.1 million and $3.2 million for the nine month ended September 30, 2006 and 2005, respectively, for such fees and expenses under this agreement. Such amounts are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

Related Party Sales

The Company sold fastener products to Metaldyne in the amount of approximately $0.1 million and $0 million in the three month periods ended September 30, 2006 and 2005, respectively, and $0.3 million in each of the nine month periods ended September 30, 2006 and 2005, respectively. The Company also sold fastener products to affiliates of a shareholder in the amount of approximately $1.3 million and $2.0 million in the three month periods ended September 30, 2006 and 2005, respectively, and approximately $4.9 million and $6.0 million in the nine month periods ended September 30, 2006 and 2005, respectively. These amounts are included in results of discontinued operations. See Note 3 "*Discontinued Operations and Assets Held for Sale*."

Collins & Aikman

In May 2005, Collins & Aikman filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code. At that time Collins & Aikman owed the Company $1.3 million, which was fully reserved, and subsequently written off. As of September 30, 2006, Collins & Aikman's receivable balance of approximately $0.2 million was current and collectible.

11. Segment Information

TriMas' reportable operating segments are business units that provide unique products and services. Each operating segment is separately managed, requires different technology and marketing strategies and has separate financial information evaluated regularly by the Company's chief operating decision maker in determining resource allocation and assessing performance. During the first quarter of 2006, the Company re-aligned its operating segments and management structure to better focus its various businesses' product line offerings by industry, end customer markets, and related channels of distribution. Prior period segment information has been revised to conform to the current structure and presentation. TriMas has five operating segments involved in the manufacture and sale of products described below. Within these operating segments, there are no individual products or product families for which reported revenues accounted for more than 10% of the Company's consolidated revenues.

Packaging Systems Steel and plastic closure caps, drum enclosures, rings and levers, and dispensing systems for industrial and consumer markets, as well as flame-retardant facings, jacketings and insulation tapes used with fiberglass insulation as vapor barriers in commercial, industrial, and residential construction applications.

Energy Products Engines and engine replacement parts for the oil and gas industry as well as metallic and non-metallic industrial gaskets and fasteners for the petroleum refining, petrochemical and other industrial markets.

Industrial Specialties A diverse range of industrial products for use in niche markets within the aerospace, industrial, automotive, defense, and medical equipment markets. Its products include highly engineered specialty fasteners for the aerospace industry, high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases, specialty fasteners for the automotive industry, specialty precision tools such as center drills, cutters, end mills, reamers, master gears, gages and punches, and specialty ordnance components and steel cartridge cases.

RV & Trailer Products Custom-engineered trailer products including trailer couplers, winches, jacks, trailer brakes and brake control solutions, lighting accessories and roof racks for the recreational vehicle, agricultural/utility, marine, automotive and commercial trailer markets.

Recreational Accessories Towing products, functional vehicle accessories and cargo management solutions including vehicle hitches and receivers, sway controls, weight distribution and fifth-wheel hitches, hitch-mounted accessories, and other accessory components.

The Company's management uses Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA") as a primary indicator of financial operating performance and as a measure of cash generating capability. Adjusted EBITDA is defined as net income (loss) before cumulative effect of accounting change, interest, taxes, depreciation, amortization, non-cash asset and goodwill impairment write-offs, and non-cash losses on sale-leaseback of property and equipment.

Segment activity is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(restated)		(restated)	
	(dollars in thousands)			
Net Sales				
Packaging Systems	$ 53,410	$ 48,570	$ 158,450	$ 145,640
Energy Products	38,500	30,400	117,170	95,250
Industrial Specialties	44,600	40,410	136,110	125,020
RV & Trailer Products	43,320	53,020	150,660	161,180
Recreational Accessories	64,760	73,640	234,870	248,500
Total	$ 244,590	$ 246,040	$ 797,260	$ 775,590
Operating Profit				
Packaging Systems	$ 9,940	$ 7,860	$ 27,970	$ 24,600
Energy Products	5,810	2,790	17,280	11,310
Industrial Specialties	9,900	8,380	28,170	24,470
RV & Trailer Products	2,920	6,620	17,560	21,920
Recreational Accessories	3,910	1,360	14,270	8,820
Corporate expenses and management fees	(6,740)	(5,910)	(19,890)	(15,780)
Total	$ 25,740	$ 21,100	$ 85,360	$ 75,340
Adjusted EBITDA				
Packaging Systems	$ 13,370	$ 10,620	$ 38,400	$ 31,430
Energy Products	6,330	3,390	19,030	13,170
Industrial Specialties	11,130	9,810	32,060	28,410
RV & Trailer Products	4,490	8,450	22,890	27,360
Recreational Accessories	6,540	3,800	22,460	16,530
Corporate expenses and management fees	(7,650)	(7,130)	(22,800)	(18,460)
Subtotal from continuing operations	34,210	28,940	112,040	98,440
Discontinued operations	(2,180)	(2,170)	(11,160)	(3,440)
Total	$ 32,030	$ 26,770	$ 100,880	$ 95,000

The following is a reconciliation of our Adjusted EBITDA to net income (loss):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006 (restated)	2005	2006 (restated)	2005
	(dollars in thousands)			
Net income (loss)	$ (13,130)	$ 230	$ (7,030)	$ 6,790
Income tax expense (benefit) (1)	(8,350)	(2,670)	(5,720)	1,020
Interest expense (4)	27,980	18,840	67,960	55,790
Impairment of assets (2)	15,850		15,850	
Depreciation and amortization (3)	9,680	10,370	29,820	31,400
Adjusted EBITDA	$ 32,030	$ 26,770	$ 100,880	$ 95,000

(1) Includes add-back of income tax benefit of $7.2 million and $1.2 million for the three months ended September 30, 2006 and 2005, respectively, and $10.8 million and $2.5 million recorded in the nine months ended September 30, 2006 and 2005, respectively, related to discontinued operations. See Note 3 "*Discontinued Operations Assets Held for Sale*."

(2) Asset impairment charge related to discontinued operations for the three and nine months ended September 30, 2006.

(3) Includes depreciation and amortization related to discontinued operations in the amounts of $0 and $0.9 million for the three months ended September 30, 2006 and 2005, respectively, and $0 million and $2.8 million for the nine months ended September 30, 2006 and 2005, respectively.

(4) Includes a substantially non-cash charge of $8.6 million for debt extinguishment costs in the three and nine moths ended September 30, 2006 related to the refinancing of our senior secured credit facilities.

12. Stock Options and Awards

The TriMas Corporation 2002 Long Term Equity Incentive Plan (the "Plan"), provides for the issuance of equity-based incentives in various forms, of which a total of 2,222,000 stock options have been approved for issuance under the Plan. As of September 30, 2006, the Company has 1,993,091 stock options outstanding, each of which may be used to purchase one share of the Company's common stock. The options have a 10-year life and the exercise prices range from $20 to $23. Eighty percent of the options vest ratably over three years from the date of grant, while the remaining twenty percent vest after seven years from the date of grant or on an accelerated basis over three years based upon achievement of specified performance targets, as defined in the Plan. The options become exercisable upon the later of: (1) the normal vesting schedule as described above, or (2) upon the occurrence of a qualified public equity offering as defined in the Plan, one half of the vested options become exercisable 180 days following such public equity offering, and the other one half of vested options become exercisable on the first anniversary following consummation of such public offering.

The Company has adopted Statement of Financial Accounting Standards No. 123R (SFAS No. 123R), "*Share-Based Payment*," using the Modified Prospective Application ("MPA") method, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The MPA method requires the

Company to record expense for unvested stock options that were valued at fair value and awarded prior to January 1, 2006, and does not require restatement of prior-year information. Prior to adoption of SFAS No. 123R, the Company accounted for stock-based employee compensation using the intrinsic value method under Accounting Principles Board No. 25, "*Accounting for Stock Issued to Employees*."

The Company recognized stock-based compensation expense of $0.4 million and $0.1 million for the three months ended September 30, 2006 and 2005, respectively, and $1.3 million and $0.5 million for the nine months ended September 30, 2006 and 2005, respectively. The stock-based compensation expense is included in selling, general and administrative expenses in the accompanying statements of operations. Beginning in January 2005, the Company began using the fair value method to value options granted. None of these options vested during the three month periods ended September 30, 2006 and 2005, while the fair value of options which vested during the nine months ended September 30, 2006 and 2005, was $0.4 million and $0 respectively. As of September 30, 2006, the Company had $1.7 million of unrecognized compensation cost related to stock options that is expected to be recorded over a weighted average period of 1.6 years.

The fair values of options granted in 2006 and 2005 under the Plan were estimated using the Black-Scholes option pricing model using the following weighted average assumptions: expected life of 6 years, risk-free interest rate of 4%, and expected volatility of 30%. During the first nine months of 2006, 58,490 options were issued by the Company. The weighted average fair value of stock options at the date of grant during the nine month period ended September 30, 2006 was $3.34.

Information related to stock options at September 30, 2006, is as follows:

	Number of Options	Weighted Average Option Price	Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at January 1, 2006.	1,946,123	$ 20.81		
Granted	58,490	23.00		
Exercised				
Cancelled	(11,522)	20.38		
Outstanding at September 30, 2006	1,993,091	$ 20.88	6.7	
Exercisable at September 30, 2006				

The following table illustrates the pro forma effect of adopting the fair value recognition provisions of SFAS No. 123R on income from continuing operations and earnings per share for the three and nine months ended September 30, 2005:

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
	(amounts in thousands, except for per share amounts)	
Income from continuing operations	$ 2,130	$ 10,630
Plus: Stock-based employee compensation expense included in reported net income, net of related tax effects	50	150
Less: Total stock-based employee compensation expense determined under fair-value method for all awards, net of related tax effects	(110)	(310)
Pro-forma income from continuing operations.	$ 2,070	$ 10,470
Earnings per share basic:		
Continuing operations, pro-forma	$ 0.11	$ 0.53
Weighted average shares	20,010	20,010
Earnings per share diluted:		
Continuing operations, pro forma	$ 0.10	$ 0.51
Weighted average shares	20,760	20,760

13. Earnings per Share

The Company reports earnings per share in accordance with FASB Statement of Financial Standards No. 128 (SFAS No. 128), "*Earnings per Share*." Basic and diluted earnings per share amounts were computed using weighted average shares outstanding for the three and nine months ended September 30, 2006 and 2005, respectively, and considers an outstanding warrant to purchase 750,000 shares of common stock at par value of $.01 per share, which was exercised on September 15, 2006. The warrant was exercised using a cashless exercise provision, which increased the outstanding number of shares of common stock by 749,500. Options to purchase approximately 1,993,091 and 1,714,614 shares of common stock were outstanding at September 30, 2006 and 2005, respectively, but were excluded from the computation of net income per share because to do so would have been anti-dilutive for the periods presented.

14. Defined Benefit Plans

Net periodic pension and postretirement benefit costs for TriMas' defined benefit pension plans and postretirement benefit plans, covering foreign employees, union hourly employees and certain

salaried employees include the following components for the three and nine months ended September 30, 2006 and 2005:

	Pension Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(dollars in thousands)			
Service costs	$ 160	$ 150	$ 470	$ 450
Interest costs	400	420	1,190	1,260
Expected return on plan assets	(460)	(460)	(1,380)	(1,380)
Amortization of prior service cost			10	
Amortization of net loss	130	90	390	270
Net periodic benefit cost	$ 230	$ 200	$ 680	$ 600

	Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(dollars in thousands)			
Service costs	$ 20	$ 20	$ 70	$ 60
Interest costs	80	90	330	270
Amortization of net loss	30	20	80	60
Net periodic benefit cost	$ 130	$ 130	$ 480	$ 390

The Company expects to contribute approximately $2.3 million to its defined benefit pension plans in 2006. During the three and nine month periods ending September 30, 2006 the Company contributed approximately $0.8 million and $1.9 million, respectively.

15. Supplemental Guarantor Condensed Consolidating Financial Information

Under an indenture dated September 6, 2002, TriMas Corporation ("Parent"), issued 9 7/8% Senior Subordinated Notes due 2012 in a total principal amount of $437.8 million (face value). These Notes are guaranteed by substantially all of the Company's domestic subsidiaries ("Guarantor Subsidiaries"). All of the Guarantor Subsidiaries are 100% owned by the Parent and their guarantee is full, unconditional, joint and several. The Company's non-domestic subsidiaries and TSPC, Inc. have not guaranteed the Notes ("Non-Guarantor Subsidiaries"). The Guarantor Subsidiaries have also guaranteed amounts outstanding under the Company's Credit Facility.

The accompanying supplemental guarantor condensed, consolidating financial information is presented using the equity method of accounting for all periods presented. Under this method, investments in subsidiaries are recorded at cost and adjusted for the Company's share in the subsidiaries' cumulative results of operations, capital contributions and distributions and other changes in equity. Elimination entries relate primarily to the elimination of investments in subsidiaries and associated intercompany balances and transactions.

Supplemental Guarantor
Condensed Financial Statements
Consolidating Balance Sheet
(dollars in thousands)

	September 30, 2006 (restated)				
	Parent	Guarantor	Non-Guarantor	Eliminations	Consolidated Total
Assets					
Current assets:					
Cash and cash equivalents	$	$ 340	$ 3,540	$	$ 3,880
Trade receivables, net		80,400	20,470		100,870
Receivables, intercompany			(80)	80	
Inventories		140,880	19,080		159,960
Deferred income taxes		19,590	530		20,120
Prepaid expenses and other current assets		6,060	920		6,980
Assets of discontinued operations held for sale		24,220			24,220
Total current assets		271,490	44,460	80	316,030
Investments in subsidiaries	776,010	162,230		(938,240)	
Property and equipment, net		110,200	53,250		163,450
Goodwill		538,100	112,590		650,690
Intangibles and other assets	24,380	252,050	20,060	(13,180)	283,310
Total assets	$ 800,390	$ 1,334,070	$ 230,360	$ (951,340)	$ 1,413,480
Liabilities and Shareholders' Equity					
Current liabilities:					
Current maturities, long-term debt	$	$ 2,600	$ 2,950	$	$ 5,550
Accounts payable, trade		73,980	20,160		94,140
Accounts payable, intercompany		(80)		80	
Accrued liabilities	12,740	58,960	9,560		81,260
Due to Metaldyne		1,910			1,910
Liabilities of discontinued operations		29,720			29,720
Total current liabilities	12,740	167,090	32,670	80	212,580
Long-term debt	436,490	260,400	19,810		716,700
Deferred income taxes		92,790	15,600	(13,180)	95,210
Other long-term liabilities		34,300	50		34,350
Due to Metaldyne		3,480			3,480
Total liabilities	449,230	558,060	68,130	(13,100)	1,062,320
Total shareholders' equity	351,160	776,010	162,230	(938,240)	351,160
Total liabilities and shareholders' equity	$ 800,390	$ 1,334,070	$ 230,360	$ (951,340)	$ 1,413,480

Supplemental Guarantor
Condensed Financial Statements
Consolidating Balance Sheet
(dollars in thousands)

	December 31, 2005				
	Parent	Guarantor	Non-Guarantor	Eliminations	Consolidated Total
Assets					
Current assets:					
Cash and cash equivalents	$	$ 250	$ 3,480	$	$ 3,730
Trade receivables, net		76,990	12,970		89,960
Receivables, intercompany			510	(510)	
Inventories		131,080	17,370		148,450
Deferred income taxes		19,710	410		20,120
Prepaid expenses and other current assets		6,160	890		7,050
Assets of discontinued operations held for sale		46,730			46,730
Total current assets		280,920	35,630	(510)	316,040
Investments in subsidiaries	757,450	133,230		(890,680)	
Property and equipment, net		113,180	51,070		164,250
Goodwill		538,160	106,620		644,780
Intangibles and other assets	30,140	270,770	19,990	(17,460)	303,440
Total assets	$ 787,590	$ 1,336,260	$ 213,310	$ (908,650)	$ 1,428,510
Liabilities and Shareholders' Equity					
Current liabilities:					
Current maturities, long-term debt	$	$ 2,590	$ 11,230	$	$ 13,820
Accounts payable, trade		85,040	26,210		111,250
Accounts payable, intercompany		510		(510)	
Accrued liabilities	1,920	52,960	7,920		62,800
Due to Metaldyne		4,850			4,850
Liabilities of discontinued operations		38,410			38,410
Total current liabilities	1,920	184,360	45,360	(510)	231,130
Long-term debt	436,370	257,760	19,730		713,860
Deferred income taxes		98,490	14,950	(17,460)	95,980
Other long-term liabilities		34,720	40		34,760
Due to Metaldyne		3,480			3,480
Total liabilities	438,290	578,810	80,080	(17,970)	1,079,210
Total shareholders' equity	349,300	757,450	133,230	(890,680)	349,300
Total liabilities and shareholders' equity	$ 787,590	$ 1,336,260	$ 213,310	$ (908,650)	$ 1,428,510

Supplemental Guarantor
Condensed Financial Statements
Consolidating Statement of Operations
(dollars in thousands)

	Three Months Ended September 30, 2006 (restated)				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	$	$ 208,080	$ 43,870	$ (7,360)	$ 244,590
Cost of sales		(151,460)	(33,590)	7,360	(177,690)
Gross profit		56,620	10,280		66,900
Selling, general and administrative expenses		(36,230)	(5,440)		(41,670)
Gain (loss) on dispositions of property and equipment		530	(20)		510
Operating profit		20,920	4,820		25,740
Other income (expense), net:					
Interest expense	(10,840)	(7,630)	(900)		(19,370)
Debt extinguishment costs		(8,610)			(8,610)
Other, net	(510)	(80)	(610)		(1,200)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(11,350)	4,600	3,310		(3,440)
Income tax (expense) benefit	4,720	(1,820)	(1,720)		1,180
Equity in net income (loss) of subsidiaries	(6,500)	1,590		4,900	
Income (loss) from continuing operations	(13,130)	4,370	1,590	4,900	(2,260)
Loss from discontinued operations		(10,870)			(10,870)
Net income (loss)	$ (13,130)	$ (6,500)	$ 1,590	$ 4,900	$ (13,130)

	Three Months Ended September 30, 2005				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	$	$ 217,610	$ 46,960	$ (18,530)	$ 246,040
Cost of sales		(168,520)	(36,120)	18,530	(186,110)
Gross profit		49,090	10,840		59,930
Selling, general and administrative expenses		(32,940)	(5,570)		(38,510)
Loss on dispositions of property and equipment		(280)	(40)		(320)
Operating profit		15,870	5,230		21,100
Other income (expense), net:					
Interest expense	(10,820)	(7,480)	(520)	(20)	(18,840)
Other, net	(520)	(10)	(1,090)	20	(1,600)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(11,340)	8,380	3,620		660
Income tax (expense) benefit	6,180	(3,300)	(1,410)		1,470
Equity in net income (loss) of subsidiaries	5,390	2,210		(7,600)	

	Three Months Ended September 30, 2005				
Income (loss) from continuing operations	230	7,290	2,210	(7,600)	2,130
Loss from discontinued operations		(1,900)			(1,900)
Net income (loss)	$ 230	$ 5,390	$ 2,210	$ (7,600)	$ 230

28

Supplemental Guarantor
Condensed Financial Statements (Continued)
Consolidating Statement of Operations
(dollars in thousands)

	Nine Months Ended September 30, 2006 (restated)				
	Parent	**Guarantor**	**Non-Guarantor**	**Eliminations**	**Total**
Net sales	$	$ 692,060	$ 138,060	$ (32,860)	$ 797,260
Cost of sales		(507,530)	(107,290)	32,860	(581,960)
Gross profit		184,530	30,770		215,300
Selling, general and administrative expenses		(114,050)	(16,300)		(130,350)
Gain (loss) on dispositions of property and equipment		430	(20)		410
Operating profit		70,910	14,450		85,360
Other income (expense), net:					
Interest expense	(32,100)	(23,980)	(3,240)		(59,320)
Debt extinguishment costs		(8,610)			(8,610)
Other, net	480	(3,290)	(310)		(3,120)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(31,620)	35,030	10,900		14,310
Income tax (expense) benefit	13,180	(14,470)	(3,810)		(5,100)
Equity in net income (loss) of subsidiaries	11,410	7,090		(18,500)	
Income (loss) from continuing operations	(7,030)	27,650	7,090	(18,500)	9,210
Loss from discontinued operations		(16,240)			(16,240)
Net income (loss)	$ (7,030)	$ 11,410	$ 7,090	$ (18,500)	$ (7,030)

	Nine Months Ended September 30, 2005				
	Parent	**Guarantor**	**Non-Guarantor**	**Eliminations**	**Total**
Net sales	$	$ 667,600	$ 135,490	$ (27,500)	$ 775,590
Cost of sales		(507,070)	(102,510)	27,500	(582,080)
Gross profit		160,530	32,980		193,510
Selling, general and administrative expenses		(99,010)	(18,630)		(117,640)
Loss on dispositions of property and equipment		(490)	(40)		(530)
Operating profit		61,030	14,310		75,340
Other income (expense), net:					
Interest expense	(31,840)	(19,540)	(4,510)	100	(55,790)
Other, net	(550)	(790)	(4,010)	(100)	(5,450)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(32,390)	40,700	5,790		14,100
Income tax (expense) benefit	14,510	(16,200)	(1,780)		(3,470)
Equity in net income (loss) of subsidiaries	24,670	4,010		(28,680)	

	Nine Months Ended September 30, 2005				
Income (loss) from continuing operations	6,790	28,510	4,010	(28,680)	10,630
Loss from discontinued operations		(3,840)			(3,840)
Net income (loss)	$ 6,790	$ 24,670	$ 4,010	$ (28,680)	$ 6,790

29

Supplemental Guarantor
Condensed Financial Statements
Consolidating Statement of Cash Flows
(dollars in thousands)

	Nine Months Ended September 30, 2006 (restated)				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Cash Flows from Operating Activities:					
Net cash provided by (used for) operating activities	$ (21,620)	$ (12,250)	$ 60,330	$	$ 26,460
Cash Flows from Investing Activities:					
Capital expenditures		(14,740)	(4,840)		(19,580)
Proceeds from sales of fixed assets		980			980
Net cash used for investing activities		(13,760)	(4,840)		(18,600)
Cash Flows from Financing Activities:					
Repayments of borrowings on senior credit facilities		(1,940)	(190)		(2,130)
Repayment of term loan facilities		(254,960)			(254,960)
Proceeds from term loan facilities		260,000			260,000
Proceeds from borrowings on revolving credit facilities		576,960			576,960
Repayments of borrowings on revolving credit facilities		(577,400)	(8,020)		(585,420)
Debt issuance costs		(2,160)			(2,160)
Intercompany transfers (to) from subsidiaries	21,620	25,600	(47,220)		
Net cash provided by (used for) financing activities	21,620	26,100	(55,430)		(7,710)
Cash and Cash Equivalents:					
Increase for the period		90	60		150
At beginning of period		250	3,480		3,730
At end of period	$	$ 340	$ 3,540	$	$ 3,880

Supplemental Guarantor
Condensed Financial Statements
Consolidating Statement of Cash Flows
(dollars in thousands)

	Nine Months Ended September 30, 2005				
	Parent	**Guarantor**	**Non-Guarantor**	**Eliminations**	**Total**
Cash Flows from Operating Activities:					
Net cash provided by (used for) operating activities	$ (21,620)	$ 27,400	$ 16,320	$ (2,350)	$ 19,750
Cash Flows from Investing Activities:					
Capital expenditures		(11,100)	(3,910)		(15,010)
Proceeds from sales of fixed assets		3,490			3,490
Net cash used for investing activities		(7,610)	(3,910)		(11,520)
Cash Flows from Financing Activities:					
Repayments of borrowings on senior credit facilities		(2,160)			(2,160)
Proceeds from borrowings on revolving credit facilities		722,580			722,580
Repayments of borrowings on revolving credit facilities		(729,400)			(729,400)
Payments on notes payable.		(100)			(100)
Intercompany transfers (to) from subsidiaries	21,620	(11,230)	(10,390)		
Net cash provided by (used for) financing activities	21,620	(20,310)	(10,390)		(9,080)
Cash and Cash Equivalents:					
Increase (decrease) for the period		(520)	2,020	(2,350)	(850)
At beginning of period		520	2,570		3,090
At end of period	$	$	$ 4,590	$ (2,350)	$ 2,240

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition contains forward-looking statements regarding industry outlook and our expectations regarding the performance of our business. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under the heading "Forward Looking Statements," at the beginning of this report. Our actual results may differ materially from those contained in or implied by any forward-looking statements. You should read the following discussion together with the Company's reports on file with the Securities and Exchange Commission.

Introduction

We are an industrial manufacturer of highly engineered products serving niche markets in a diverse range of commercial, industrial and consumer applications. During the first quarter of 2006, we realigned our operating segments and management structure to better focus our various businesses' product line offerings by industry, end customer markets and related channels of distribution. We currently have five operating segments: Packaging Systems, Energy Products, Industrial Specialties, RV & Trailer Products and Recreational Accessories. In reviewing our financial results, consideration should be given to certain critical events, particularly our separation from Metaldyne in June 2002, and subsequent acquisitions and recent consolidation, integration and restructuring efforts.

Key Factors and Risks Affecting our Reported Results. Critical factors affecting our ability to succeed include: our ability to successfully pursue organic growth through product development, cross-selling and extending product-line offerings, our ability to quickly and cost-effectively introduce new products; our ability to acquire and integrate companies or products that will supplement existing product lines, add new distribution channels, expand our geographic coverage or enable us to better absorb overhead costs; our ability to manage our cost structure more efficiently through improved supply base management, internal sourcing and/or purchasing of materials, selective outsourcing and/or purchasing of support functions, working capital management, and greater leverage of our administrative and overhead functions. If we are unable to do any of the foregoing successfully, our financial condition and results of operations could be materially and adversely impacted.

Our businesses and results of operations depend upon general economic conditions and we serve some customers in highly cyclical industries that are highly competitive and themselves adversely impacted by unfavorable economic conditions. There is some seasonality in the business of our Recreational Accessories and RV & Trailer Products operating segments as well. Sales of towing and trailering products within these business segments are generally stronger in the second and third quarters, as trailer original equipment manufacturers (OEMs), distributors and retailers acquire product for the selling season. No other operating segment experiences significant seasonal fluctuation in its business. We do not consider sales order backlog to be a material factor in our business. A growing portion of our sales may be derived from international sources, which exposes us to certain risks, including currency risks. The demand for some of our products, particularly in the Recreational Accessories and RV & Trailer Products segments, is influenced by consumer sentiment, which could be negatively impacted by increased costs to consumers as a result of higher interest rates and energy costs, among other things.

We are sensitive to price movements in our raw materials supply base. Our largest material purchases are for steel, copper, aluminum, polyethylene and other resins and energy. We have experienced increasing costs of steel and resin and have worked with our suppliers to manage cost pressures and disruptions in supply. We have also initiated pricing programs to pass increased steel, copper, aluminum and resin costs to customers. Although we have experienced delays in our ability to implement price increases, we generally recover such increased costs. Although disruptions in the supply of steel abated in 2005, we may experience disruptions in supply in the future and we may not

be able to pass along higher costs associated with such disruptions to our customers in the form of price increases. We will continue to take actions as necessary to manage risks associated with increasing steel or other raw material costs however; such increased costs may adversely impact our earnings.

The Company reports shipping and handling expenses associated with Recreational Accessories' sales distribution network as an element of selling, general and administrative expenses in its consolidated statement of operations. As such, gross margins for the Recreational Accessories segment may not be comparable to other companies which include all costs related to their distribution network in cost of sales.

We have substantial debt, interest and lease payment requirements that may restrict our future operations and impair our ability to meet our obligations and, in a rising interest rate environment, our performance may be adversely affected by our degree of leverage.

Key Indicators of Performance. In evaluating our business, our management considers Adjusted EBITDA as a key indicator of financial operating performance and as a measure of cash generating capability. We define Adjusted EBITDA as net income (loss) before cumulative effect of accounting change, interest, taxes, depreciation, amortization, non-cash asset and goodwill impairment charges and write-offs, and non-cash losses on sale-leaseback of property and equipment. In evaluating Adjusted EBITDA, our management deems it important to consider the quality of our underlying earnings by separately identifying certain costs undertaken to improve our results, such as costs related to consolidating facilities and businesses in an effort to eliminate duplicative costs or achieve efficiencies, costs related to integrating acquisitions and restructuring costs related to expense reduction efforts. Although we may undertake new consolidation, restructuring and integration efforts in the future as a result of our acquisition activity, our management separately considers these costs in evaluating underlying business performance. Caution must be exercised in considering these items as they include substantially (but not necessarily entirely) cash costs and there can be no assurance that we will ultimately realize the benefits of these efforts. Moreover, even if the anticipated benefits are realized, they may be offset by other business performance or general economic issues.

Management believes that consideration of Adjusted EBITDA together with a careful review of our results reported under GAAP is the best way to analyze our ability to service and/or incur indebtedness, as we are a highly leveraged company. We use Adjusted EBITDA as a key performance measure because we believe it facilitates operating performance comparisons from period to period and company to company by excluding potential differences caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and the impact of purchase accounting and FASB Statement of Financial Accounting Standards No. 142 (SFAS No. 142), "*Goodwill and Other Intangible Assets.*" (affecting depreciation and amortization expense). Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we also use Adjusted EBITDA for business planning purposes, to incent and compensate our management personnel, in measuring our performance relative to that of our competitors and in evaluating acquisition opportunities.

In addition, we believe Adjusted EBITDA and similar measures are widely used by investors, securities analysts, ratings agencies and other interested parties as a measure of financial performance and debt-service capabilities. Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- it does not reflect our cash expenditures for capital equipment or other contractual commitments;

although depreciation, amortization and asset impairment charges and write-offs are non-cash charges, the assets being depreciated, amortized or written off may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements;

it does not reflect changes in, or cash requirements for, our working capital needs;

it does not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our indebtedness;

it does not reflect certain tax payments that may represent a reduction in cash available to us;

it includes amounts resulting from matters we consider not to be indicative of underlying performance of our fundamental business operations, as discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and;

other companies, including companies in our industry, may calculate these measures differently and as the number of differences in the way two different companies calculate these measures increases, the degree of their usefulness as a comparative measure correspondingly decreases.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only supplementally. We carefully review our operating profit margins (operating profit as a percentage of net sales) at a segment level, which are discussed in detail in our year-to-year comparison of operating results.

The following is a reconciliation of our Adjusted EBITDA to net income (loss) and cash flows from operating activities for the three and nine months ended September 30, 2006 and 2005:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(dollars in thousands)			
Net income (loss)	$ (13,130)	$ 230	$ (7,030)	$ 6,790
Income tax expense (benefit)(1)	(8,350)	(2,670)	(5,720)	1,020
Interest expense	27,980	18,840	67,960	55,790
Impairment of assets(2)	15,850		15,850	
Depreciation and amortization(3)	9,680	10,370	29,820	31,400
Adjusted EBITDA	$ 32,030	$ 26,770	$ 100,880	$ 95,000
Interest paid	(8,250)	(6,550)	(42,170)	(40,310)
Taxes paid	(2,290)	(2,650)	(9,020)	(8,400)
Loss on disposition of plant and equipment	(440)	260	2,690	390
Payments to Metaldyne to fund contractual liabilities	(2,940)		(2,940)	(330)
Receivables sales and securitization, net	(20,460)	(24,040)	(2,360)	400
Net change in working capital	11,470	11,740	(20,620)	(27,000)
Cash flows provided by operating activities	$ 9,120	$ 5,530	$ 26,460	$ 19,750

(1) Includes add-back of income tax benefit of $7.2 million and $1.2 million for the three months ended September 30, 2006 and 2005, respectively, and $10.8 million and $2.5 million for the nine months ended September 30, 2006 and 2005, respectively, related to discontinued operations. See Note 3 "Discontinued Operations Assets Held for Sale."

(2) Asset impairment charge related to discontinued operations for the three and nine months ended September 30, 2006.

(3) Includes depreciation and amortization related to discontinued operations in the amounts of $0 and $0.9 million for the three months ended September 30, 2006 and 2005, respectively, and $0 million and $2.8 million for the nine months ended September 30, 2006 and 2005, respectively.

The following details certain items relating to our consolidation, restructuring and integration efforts that are included in the determination of net income (loss) under GAAP and are not added back to net income (loss) in determining Adjusted EBITDA, but that we would consider in evaluating the quality of our Adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(dollars in thousands)			
Facility and business consolidation costs(a)	$ 130	$ 60	$ 170	$ 60
Business unit restructuring costs(b)	80	390	260	1,050
Acquisition integration costs(c)	220	10	710	910
	$ 430	$ 460	$ 1,140	$ 2,020

(a) Includes employee training, severance and relocation costs, equipment move and plant rearrangement costs associated with facility and business consolidations.

(b) Principally employee severance costs associated with business unit restructuring and other cost reduction activities.

(c) Includes equipment move and other facility closure costs, excess and obsolete inventory reserve charges related to brand rationalization, employee training, and other organization costs associated with the integration of acquired operations.

Segment Information and Supplemental Analysis

The following table summarizes financial information of continuing operations for our five business segments for the three months ended September 30, 2006 and 2005:

	Three Months Ended September 30,			
	2006	of Net Sales	2005	of Net Sales
	(restated)			
	(dollars in thousands)			
Net Sales:				
Packaging Systems	$ 53,410	21.9%	$ 48,570	19.8%
Energy Products	38,500	15.7%	30,400	12.4%
Industrial Specialties	44,600	18.2%	40,410	16.4%
RV & Trailer Products	43,320	17.7%	53,020	21.5%
Recreational Accessories	64,760	26.5%	73,640	29.9