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GARDNER DENVER INC
Form 10-Q
August 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission File Number 1-13215

GARDNER DENVER, INC.
(Exact name of Registrant as Specified in its Charter)

DELAWARE 76-0419383
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

1800 GARDNER EXPRESSWAY
QUINCY, ILLINOIS 62301
(Address of Principal Executive Offices and Zip Code)

(217) 222-5400
(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 requirement for the past 90 days.

Yes X No

Number of shares outstanding of the issuer's Common Stock, par value \$.01 per share, as of July 26, 2002: 15,880,666 shares.

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PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

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GARDNER DENVER, INC.
CONSOLIDATED STATEMENT OF OPERATIONS
(dollars in thousands, except per share amounts)
(Unaudited)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,
	2002	2001	2002
Revenues	\$104,854	\$104,554	\$211,463
Costs and Expenses:			
Cost of sales (excluding depreciation and amortization)	71,289	73,307	145,891
Depreciation and amortization	3,593	4,197	7,141
Selling and administrative expenses	20,308	16,625	40,280
Interest expense	1,730	1,547	3,412
Other income, net	(435)	(1,350)	(567)
Income before income taxes	8,369	10,228	15,306
Provision for income taxes	2,845	3,784	5,204
Net income	\$ 5,524	\$ 6,444	\$ 10,102
Basic earnings per share	\$ 0.35	\$ 0.41	\$ 0.64
Diluted earnings per share	\$ 0.34	\$ 0.41	\$ 0.63

The accompanying notes are an integral part of this statement.

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GARDNER DENVER, INC.
CONSOLIDATED BALANCE SHEET
(dollars in thousands, except per share amounts)

(UNAUDITED)	
JUNE 30,	DECEMBER 31,
2002	2001
-----	-----

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ASSETS		
Current assets:		
Cash and equivalents	\$ 16,766	\$ 29,980
Receivables, net	83,291	85,538
Inventories, net	75,779	76,650
Deferred income taxes	6,750	4,956
Other	4,112	4,011
	-----	-----
Total current assets	186,698	201,135
	-----	-----
Property, plant and equipment, net	73,574	74,097
Goodwill	184,612	183,145
Other intangibles, net	24,957	25,692
Deferred income taxes	515	2,093
Other assets	3,769	2,526
	-----	-----
Total assets	\$474,125	\$488,688
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current maturities of long-term debt	\$ 7,500	\$ 7,375
Accounts payable and accrued liabilities	67,083	77,202
	-----	-----
Total current liabilities	74,583	84,577
	-----	-----
Long-term debt, less current maturities	136,943	160,230
Postretirement benefits other than pensions	36,211	36,890
Other long-term liabilities	9,125	8,263
	-----	-----
Total liabilities	256,862	289,960
	-----	-----
Stockholders' equity:		
Common stock, \$.01 par value; 50,000,000 shares authorized; 15,875,985 shares issued and outstanding at June 30, 2002	176	174
Capital in excess of par value	169,681	166,262
Treasury stock at cost, 1,715,520 shares at June 30, 2002	(25,803)	(25,602)
Retained earnings	72,164	62,062
Accumulated other comprehensive income (loss)	1,045	(4,168)
	-----	-----
Total stockholders' equity	217,263	198,728
	-----	-----
Total liabilities and stockholders' equity	\$474,125	\$488,688
	=====	=====

The accompanying notes are an integral part of this statement.

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CONSOLIDATED STATEMENT OF CASH FLOWS
(dollars in thousands)
(Unaudited)

	SIX MONTHS ENDED JUNE 30,	
	2002	2001
Cash flows from operating activities:		
Net income	\$ 10,102	\$ 11,243
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,141	8,472
Net loss on asset dispositions	26	63
Stock issued for employee benefit plans	1,132	1,114
Deferred income taxes	(251)	(847)
Changes in assets and liabilities:		
Receivables	3,983	1,137
Inventories	1,597	(160)
Accounts payable and accrued liabilities	(11,312)	(4,237)
Other assets and liabilities, net	(49)	(928)
Net cash provided by operating activities	12,369	15,857
Cash flows from investing activities:		
Capital expenditures	(4,842)	(5,354)
Disposals of plant and equipment	72	50
Other	(5)	(32)
Net cash used in investing activities	(4,775)	(5,336)
Cash flows from financing activities:		
Principal payments on long-term debt	(31,162)	(26,221)
Proceeds from long-term borrowings	8,000	6,000
Proceeds from stock options	2,289	1,499
Purchase of treasury stock	(201)	(108)
Debt issuance costs	(664)	--
Other	(610)	(739)
Net cash used in financing activities	(22,348)	(19,569)
Effect of exchange rate changes on cash and equivalents	1,540	(1,518)
Decrease in cash and equivalents	(13,214)	(10,566)
Cash and equivalents, beginning of period	29,980	30,239
Cash and equivalents, end of period	\$ 16,766	\$ 19,673

The accompanying notes are an integral part of this statement.

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NOTES TO CONDENSED FINANCIAL STATEMENTS (dollars in thousands, except per share data)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

Basis of Presentation. The accompanying condensed consolidated financial statements include the accounts of Gardner Denver, Inc. ("Gardner Denver" or the "Company") and its subsidiaries. All significant intercompany transactions and accounts have been eliminated.

The financial information presented as of any date other than December 31 has been prepared from the books and records without audit. The accompanying condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by generally accepted accounting principles for complete statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of such financial statements, have been included.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto incorporated by reference in Gardner Denver's Annual Report on Form 10-K for the year ended December 31, 2001.

The results of operations for the three months and six months ended June 30, 2002 are not necessarily indicative of the results to be expected for the full year.

Certain prior year amounts have been reclassified to conform with current year presentation.

NOTE 2. RECENT ACQUISITIONS.

During 2001, the Company's Compressed Air Products segment completed two acquisitions. Effective September 10, 2001, the Company acquired certain assets and stock of Hoffman Air and Filtration Systems ("Hoffman"). Hoffman, headquartered in Syracuse, New York, manufactures and distributes multistage centrifugal blowers and vacuum systems, primarily for wastewater treatment and industrial applications. Effective September 1, 2001, the Company also acquired certain assets and stock of the Hamworthy Belliss & Morcom compressor business ("Belliss & Morcom"). Belliss & Morcom is headquartered in Gloucester, England and manufactures and distributes lubricated and oil-free reciprocating air compressors for a variety of applications.

All acquisitions have been accounted for by the purchase method, and accordingly, their results are included in the Company's consolidated financial statements from the respective dates of acquisition. Under the purchase method, the purchase price is allocated based on the fair value of assets received and liabilities assumed as of the acquisition date. The purchase price allocation for Hoffman and Bellis & Morcom, used in preparation of the June 30, 2002 consolidated balance sheet, is preliminary and subject to adjustment when the valuation of certain intangible assets is finalized.

In accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), the cost in excess of net assets acquired ("goodwill") for each acquisition has not been amortized.

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NOTE 3. EARNINGS PER SHARE.

The following table details the calculation of basic and diluted earnings per share:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS END JUNE 30,	
	2002	2001	2002	2001
Basic EPS:				
Net income	\$ 5,524	\$ 6,444	\$ 10,102	\$ 11,888
Shares				
Weighted average number of common shares outstanding	15,856	15,545	15,806	15,806
Basic earnings per common share	\$ 0.35	\$ 0.41	\$ 0.64	\$ 0.75
Diluted EPS:				
Net income	\$ 5,524	\$ 6,444	\$ 10,102	\$ 11,888
Shares				
Weighted average number of common shares outstanding	15,856	15,545	15,806	15,806
Assuming conversion of dilutive stock options issued and outstanding	283	196	263	263
Weighted average number of common shares outstanding, as adjusted	16,139	15,741	16,069	16,069
Diluted earnings per common share	\$ 0.34	\$ 0.41	\$ 0.63	\$ 0.74

NOTE 4. INVENTORIES.

	JUNE 30, 2002	DECEMBER 31, 2001
Raw materials, including parts and subassemblies	\$ 34,368	\$ 33,156
Work-in-process	11,357	15,908
Finished goods	33,287	30,942

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Perishable tooling and supplies	2,328	2,328
	-----	-----
	81,340	82,334
Excess of current standard costs over LIFO costs	(5,561)	(5,684)
	-----	-----
Inventories, net	\$ 75,779	\$ 76,650
	=====	=====

NOTE 5. COMPREHENSIVE INCOME.

For the three months ended June 30, 2002 and 2001, comprehensive income was \$12.5 million and \$6.2 million, respectively. For the six months ended June 30, 2002 and 2001,

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comprehensive income was \$15.3 million and \$10.4 million, respectively. Items impacting the Company's comprehensive income, but not included in net income, consist of foreign currency translation adjustments.

NOTE 6. CASH FLOW INFORMATION.

In the first six months of 2002 and 2001, the Company paid \$3.3 million and \$7.9 million, respectively, to the various taxing authorities for income taxes. Interest paid for the first six months of 2002 and 2001, was \$3.3 million and \$3.2 million, respectively.

NOTE 7. SEGMENT INFORMATION.

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2002	2001*	2002	2001*
	-----	-----	-----	-----
Revenues:				
Compressed Air Products	\$ 89,240	\$ 73,972	\$ 177,751	\$ 148,251
Pump Products	15,614	30,582	33,712	57,199
	-----	-----	-----	-----
Total	\$ 104,854	\$ 104,554	\$ 211,463	\$ 205,450
	=====	=====	=====	=====
Operating Earnings:				
Compressed Air Products	\$ 8,800	\$ 5,481	\$ 16,140	\$ 10,888
Pump Products	864	4,944	2,011	8,055
	-----	-----	-----	-----
Total	9,664	10,425	18,151	18,943
Interest expense	1,730	1,547	3,412	3,389
Other income, net	(435)	(1,350)	(567)	(2,291)
	-----	-----	-----	-----
Income before income taxes	\$ 8,369	\$ 10,228	\$ 15,306	\$ 17,845
	=====	=====	=====	=====