

TRIUMPH GROUP INC  
Form 10-Q  
November 05, 2010  
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**United States**  
**Securities and Exchange Commission**

Washington, D.C. 20549

**FORM 10-Q**

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

**For the Quarterly Period Ended September 30, 2010.**

**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: 1-12235**

**TRIUMPH GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**51-0347963**

(I.R.S. Employer Identification No.)

**1550 Liberty Ridge, Suite 100, Wayne, PA**

(Address of principal executive offices)

**19087**

(Zip Code)

**(610) 251-1000**

(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  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

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

Common Stock, par value \$0.001 per share, 24,200,227 shares outstanding as of September 30, 2010.

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## Part I. Financial Information

## Item 1. Financial Statements.

## Triumph Group, Inc.

## Consolidated Balance Sheets

(dollars in thousands, except share amounts)

	SEPTEMBER 30, 2010 (unaudited)	MARCH 31, 2010
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 57,411	\$ 157,218
Accounts receivable, less allowance for doubtful accounts of \$5,710 and \$4,276	295,930	214,497
Inventories, net of unliquidated progress payments of \$205,698 and \$12,701	780,031	351,224
Rotable assets	25,901	25,587
Prepaid and other current assets	39,430	18,455
Assets held for sale	4,855	5,051
Total current assets	1,203,558	772,032
Property and equipment, net	708,590	327,634
Goodwill	1,525,317	502,074
Intangible assets, net	932,613	79,844
Deferred income taxes and other	100,811	18,392
Total assets	\$ 4,470,889	\$ 1,699,976
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 94,664	\$ 91,929
Accounts payable	226,807	92,859
Accrued expenses	366,551	98,565
Deferred income taxes	9,817	
Liabilities related to assets held for sale	854	899
Total current liabilities	698,693	284,252
Long-term debt, less current portion	1,200,908	413,851
Accrued pension and other post-retirement benefits, noncurrent	921,685	1,397
Deferred income taxes, noncurrent		113,640
Other noncurrent liabilities	230,142	26,150
Stockholders equity:		
Common stock, \$.001 par value, 100,000,000 shares authorized, 24,347,951 and 16,817,931 shares issued; 24,200,227 and 16,673,254 outstanding	24	17
Capital in excess of par value	820,894	314,870
Treasury stock, at cost, 147,724 and 144,677 shares	(8,479)	(7,921)

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Accumulated other comprehensive income	3,210	705
Retained earnings	603,812	553,015
Total stockholders' equity	1,419,461	860,686
Total liabilities and stockholders' equity	\$ 4,470,889	\$ 1,699,976

SEE ACCOMPANYING NOTES.

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Triumph Group, Inc.

Consolidated Statements of Income

(in thousands, except per share data)

(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Net sales	\$ 769,059	\$ 313,139	\$ 1,175,409	\$ 629,269
Operating costs and expenses:				
Cost of sales (exclusive of depreciation and amortization shown separately below)	594,076	223,501	891,932	447,849
Selling, general and administrative	60,504	38,213	103,983	78,049
Acquisition-related costs	1,283		18,650	
Depreciation and amortization	27,079	14,297	41,877	28,373
	682,942	276,011	1,056,442	554,271
Operating income	86,117	37,128	118,967	74,998
Interest expense and other	23,459	5,501	35,250	10,827
Gain on extinguishment of debt		(39)		(39)
Income from continuing operations before income taxes	62,658	31,666	83,717	64,210
Income tax expense	20,837	10,948	30,316	21,971
Income from continuing operations	41,821	20,718	53,401	42,239
Loss from discontinued operations, net	(281)	(1,267)	(489)	(4,749)
Net income	\$ 41,540	\$ 19,451	\$ 52,912	\$ 37,490
Earnings per share basic:				
Income from continuing operations	\$ 1.74	\$ 1.26	\$ 2.55	\$ 2.57
Loss from discontinued operations, net	(0.01)	(0.08)	(0.02)	(0.29)
Net income	\$ 1.73	\$ 1.18	\$ 2.53	\$ 2.28
Weighted average common shares outstanding basic				
	24,057	16,464	20,923	16,448
Earnings per share diluted:				
Income from continuing operations	\$ 1.67	\$ 1.25	\$ 2.44	\$ 2.54
Loss from discontinued operations, net	(0.01)	(0.08)	(0.02)	(0.29)
Net income	\$ 1.66	\$ 1.17	\$ 2.42	\$ 2.26
Weighted average common shares outstanding diluted				
	25,017	16,637	21,891	16,618
Dividends declared and paid per common share	\$ 0.04	\$ 0.04	\$ 0.08	\$ 0.08

SEE ACCOMPANYING NOTES.



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## Triumph Group, Inc.

## Consolidated Statements of Cash Flows

(dollars in thousands)

(unaudited)

	<b>SIX MONTHS ENDED SEPTEMBER 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Operating Activities</b>		
Net income	\$ 52,912	\$ 37,490
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	41,877	28,373
Amortization of acquired contract liabilities	(9,581)	
Gain on early extinguishment of debt		(39)
Accretion of debt discount	3,463	2,994
Other amortization included in interest expense	1,927	840
Provision for doubtful accounts receivable	88	317
Provision for deferred income taxes	1,293	4,421
Employee stock-based compensation	1,482	1,694
Changes in other current assets and liabilities, excluding the effects of acquisitions and dispositions of businesses:		
Accounts receivable	62,477	27,147
Rotable assets	(315)	(741)
Inventories	(11,329)	(4,411)
Prepaid expenses and other current assets	(2,873)	(2,972)
Accounts payable, accrued expenses and other current liabilities	43,287	(26,726)
Accrued pension and other post-retirement benefits	(67,701)	
Changes in discontinued operations	148	5,421
Other	553	(550)
Net cash provided by operating activities	117,708	73,258
<b>Investing Activities</b>		
Capital expenditures	(41,228)	(14,045)
Proceeds from sale of assets	1,132	513
Acquisitions, net of cash acquired	(347,278)	(5,825)
Net cash used in investing activities	(387,374)	(19,357)
<b>Financing Activities</b>		
Net increase (decrease) in revolving credit facility	97,145	(42,729)
Proceeds from issuance of long-term debt	746,105	401
Proceeds from equipment leasing facility and other capital leases		13,942
Repayment of debt and capital lease obligations	(648,470)	(8,788)
Payment of deferred financing costs	(22,663)	(3,925)
Dividends paid	(1,636)	(1,333)
Repurchase of restricted shares for minimum tax obligation	(1,861)	(470)
Proceeds from exercise of stock options, including excess tax benefit of \$251 and \$98 in fiscal 2011 and 2010	1,017	819
Net cash provided by (used in) financing activities	169,637	(42,083)
Effect of exchange rate changes on cash	222	677



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Net (decrease) increase in cash	(99,807)	12,495
Cash at beginning of period	157,218	14,478
Cash at end of period	\$ 57,411	\$ 26,973

SEE ACCOMPANYING NOTES.

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Triumph Group, Inc.

Consolidated Statements of Comprehensive Income

(dollars in thousands)

(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Net income	\$ 41,540	\$ 19,451	\$ 52,912	\$ 37,490
Other comprehensive income				
Foreign currency translation adjustment	5,234	167	1,911	6,330
Unrealized (loss) gain on cash flow hedge, net of tax of \$136, \$(55), \$424, and \$193, respectively	297	(93)	594	328
Total other comprehensive income	5,531	74	2,505	6,658
Total comprehensive income	\$ 47,071	\$ 19,525	\$ 55,417	\$ 44,148

SEE ACCOMPANYING NOTES.

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

1. BASIS OF PRESENTATION AND ORGANIZATION

The accompanying unaudited consolidated financial statements of Triumph Group, Inc. (the "Company") have been prepared in conformity with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals, except for the preliminary allocation of the purchase price of the Company's acquisition of Vought Aircraft Industries, Inc. ("Vought") completed on June 16, 2010 (see Note 3)) considered necessary for a fair presentation have been included. Operating results for the three and six months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2011. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2010.

The Company designs, engineers, manufactures, repairs and overhauls a broad portfolio of aerostructures, aircraft components, accessories, subassemblies and systems. The Company serves a broad, worldwide spectrum of the aviation industry, including original equipment manufacturers of commercial, regional, business and military aircraft and aircraft components, as well as commercial and regional airlines and air cargo carriers.

As discussed in Note 3, on June 16, 2010, the Company completed the acquisition of Vought. The Company's fiscal 2011 consolidated financial statements are inclusive of Vought's operations from June 16, 2010 through September 30, 2010. Management believes that the acquisition of Vought significantly advances its technical capabilities and enhances its ability to offer aerostructure systems solutions to its customers. The integration of Vought with Triumph creates a leading Tier One Capable supplier with strong positions in commercial and military platforms. Strategically, the acquisition of Vought provides further diversification across customers and programs, as well as exposure to new growth platforms.

Certain reclassifications have been made to prior-year amounts in order to conform to the current-year presentation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

*Revenue Recognition*

Revenues are generally recognized in accordance with the contract terms when products are shipped, delivery has occurred or services have been rendered, pricing is fixed and determinable, and collection is reasonably assured. A significant portion of the Company's contracts are within the scope of the *Revenue - Construction-Type and Production-Type Contracts* topic of the Accounting Standards Codification (ASC) and revenue and costs on contracts are recognized using percentage-of-completion method of accounting. Accounting for the revenue and profit on a contract requires estimates of (1) the contract value or total contract revenue, (2) the total costs at completion, which is equal to the sum of the actual incurred costs to date on the contract and the estimated costs to complete the contract's scope of work and (3) the measurement of progress towards completion. Depending on the contract, the Company measures progress toward completion using either the cost-to-cost method or the units-of-delivery method, with the majority measured under the units of delivery method.

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- Under the cost-to-cost method, progress toward completion is measured as the ratio of total costs incurred to estimated total costs at completion. Costs are recognized as incurred. Profit is determined based on estimated profit margin on the contract multiplied by progress toward completion. Revenue represents the sum of costs and profit on the contract for the period.

- Under the units-of-delivery method, revenue on a contract is recorded as the units are delivered and accepted during the period at an amount equal to the contractual selling price of those units. The costs recorded on a contract under the units-of-delivery method are equal to the total costs at completion divided by the total units to be delivered. As contracts can span multiple years, the Company often segments the contracts into production lots for the purposes of accumulating and allocating cost. Profit is recognized as the difference between revenue for the units delivered and the estimated costs for the units delivered.

Adjustments to original estimates for a contract's revenues, estimated costs at completion and estimated total profit are often required as work progresses under a contract, as experience is gained and as more information is obtained, even though the scope of work required under the contract may not change, or if contract modifications occur. These estimates are also sensitive to the assumed rate of production. Generally, the longer it takes to complete the contract quantity, the more relative overhead that contract will absorb. The impact of revisions in cost estimates is recognized on a cumulative catch-up basis in the period in which the revisions are made. Provisions for anticipated losses on contracts are recorded in the period in which they become evident (forward losses) and are first offset against costs that are included in inventory, with any remaining amount reflected in accrued contract liabilities in accordance with the *Construction and Production-Type Contracts* topic. Revisions in contract estimates, if significant, can materially affect results of operations and cash flows, as well as valuation of inventory. Furthermore, certain contracts are combined or segmented for revenue recognition in accordance with the *Construction and Production-Type Contracts* topic.

Amounts representing contract change orders or claims are only included in revenue when such change orders or claims have been settled with the customer and to the extent that units have been delivered. Additionally, some contracts may contain provisions for revenue sharing, price re-determination, requests for equitable adjustments, change orders or cost and/or performance incentives. Such amounts or incentives are included in contract value when the amounts can be reliably estimated and their realization is reasonably assured.

Although fixed-price contracts, which extend several years into the future, generally permit the Company to keep unexpected profits if costs are less than projected, the Company also bears the risk that increased or unexpected costs may reduce profit or cause the Company to sustain losses on the contract. In a fixed-price contract, the Company must fully absorb cost overruns, notwithstanding the difficulty of estimating all of the costs the Company will incur in performing these contracts and in projecting the ultimate level of revenue that may otherwise be achieved.

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Failure to anticipate technical problems, estimate delivery reductions, estimate costs accurately or control costs during performance of a fixed price contract may reduce the profitability of a fixed price contract or cause a loss. The Company believes that it has recognized adequate provisions in the financial statements for losses on fixed-price contracts, but cannot be certain that the contract loss provisions will be adequate to cover all actual future losses.

Included in net sales of the Aerostructures Group is the non-cash amortization of acquired contract liabilities recognized as fair value adjustments through purchase accounting of the acquisition of Vought. For the three and six months ended September 30, 2010, the Company recognized \$8,722 and \$9,581, respectively, into net sales in the accompanying consolidated statements of income.

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Aftermarket Services Group provides repair and overhaul services, a small portion of which services are provided under long term power-by-the-hour contracts. The Company applies the proportional performance method to recognize revenue under these contracts. Revenue is recognized over the contract period as units are delivered based on the relative value in proportion to the total estimated contract consideration. In estimating the total contract consideration, management evaluates the projected utilization of its customer's fleet over the term of the contract, in connection with the related estimated repair and overhaul servicing requirements to the fleet based on such utilization. Changes in utilization of the fleet by customers, among other factors, may have an impact on these estimates and require adjustments to estimates of revenue to be realized.

*Accounts Receivable*

Accounts receivable include amounts billed and currently due from customers, amounts currently due but unbilled, certain estimated contract changes and amounts retained by the customer pending contract completion. Unbilled amounts are generally billed and collected within one year. The Company continuously monitors collections and payments from customers.

*Concentration of Credit Risk*

The Company's trade accounts receivable are exposed to credit risk. However, the risk is limited due to the diversity of the customer base and the customer base's wide geographical area. Trade accounts receivable from The Boeing Company (Boeing) (representing commercial, military and space) represented approximately 34% and 26% of total accounts receivable as of September 30, 2010 and March 31, 2010, respectively. The Company had no other significant concentrations of credit risk. Sales to Boeing for the six months ended September 30, 2010 were \$494,518, or 42.1% of net sales, of which \$447,597, \$29,216 and \$17,705 were from the Aerostructures segment, the Aerospace Systems segment and Aftermarket Services segment, respectively. Sales to Boeing for the six months ended September 30, 2009 were \$184,217, or 29% of net sales, of which \$128,689, \$35,337 and \$22,673 were from the Aerostructures segment, Aerospace Systems segment and Aftermarket Services segment, respectively. No other single customer accounted for more than 10% of the Company's net sales. However, the loss of any significant customer, including Boeing, could have a material adverse effect on the Company and its operating subsidiaries.

*Inventories*

Inventoried costs primarily relate to work in process under fixed-price contracts. They represent accumulated contract costs less the portion of such costs allocated to delivered items. Accumulated contract costs include direct production costs, manufacturing and engineering overhead, and production tooling costs.

*Advance Payments and Progress Payments*

Advance payments and progress payments received on contracts-in-process are first offset against related contract costs that are included in inventory, with any remaining amount reflected in current liabilities under the Accrued expenses caption.

*Stock-Based Compensation*

The Company recognizes compensation expense for share-based awards based on the fair value of those awards at the date of grant. Stock-based compensation expense for the three months ended September 30, 2010 and 2009 was \$841 and \$814, respectively. Stock-based compensation expense for the six months ended



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## Triumph Group, Inc.

## Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

September 30, 2010 and 2009 was \$1,482 and \$1,694, respectively. The benefits of tax deductions in excess of recognized compensation expenses were \$251 and \$98 for the six months ended September 30, 2010 and 2009, respectively. The Company has classified share-based compensation within selling, general and administrative expenses to correspond with the same line item as the majority of the cash compensation paid to employees. Upon the exercise of stock options or vesting of restricted stock, the Company first transfers treasury stock, then will issue new shares.

*Intangible Assets*

The components of intangible assets, net, are as follows:

	Weighted Average Life	September 30, 2010		Net
		Gross Carrying Amount	Accumulated Amortization	
Product rights and licenses	11.1 years	\$ 73,739	\$ (54,497)	\$ 19,242
Non-compete agreements, customer relationships, contracts and other	14.4 years	313,934	(34,563)	279,371
Tradenames	Indefinite-lived	634,000		634,000
Total intangibles, net		\$ 1,021,673	\$ (89,060)	\$ 932,613
	Weighted Average Life	March 31, 2010		Net
		Gross Carrying Amount	Accumulated Amortization	
Product rights and licenses	11.4 years	\$ 74,082	\$ (51,762)	\$ 22,320
Non-compete agreements, customer relationships, contracts and other	9.6 years	83,606	(26,082)	57,524
Total intangibles, net		\$ 157,688	\$ (77,844)	\$ 79,844

Amortization expense for the three and six months ended September 30, 2010 and 2009 was \$7,779 and \$11,245 and \$4,286 and \$8,544, respectively.

*Supplemental Cash Flow Information*

The Company paid \$2,162 and \$13,204 for income taxes, net of refunds received for the six months ended September 30, 2010 and 2009, respectively. The Company made interest payments of \$31,407 and \$7,971 for the six months ended September 30, 2010 and 2009, respectively, including \$12,401 of interest on debt assumed in the acquisition of Vought (Note 3).

During the six months ended September 30, 2010, the Company issued 7,496,165 shares valued at \$504,867 as partial consideration for the acquisition of Vought (Note 3) and financed \$6,845 of property and equipment additions through capital leases.

3. ACQUISITIONS

*Vought Aircraft Industries, Inc.*

On June 16, 2010, the Company acquired by merger all of the outstanding shares of Vought, now operating as Triumph Aerostructures-Vought Commercial Division and Triumph Aerostructures-Vought Integrated Programs Division, for cash and stock consideration. The acquisition of Vought establishes the

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## Triumph Group, Inc.

## Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

## 3. ACQUISITIONS (Continued)

Company as a leading global manufacturer of aerostructures for commercial, military and business jet aircraft. Products include fuselages, wings, empennages, nacelles and helicopter cabins. Vought's customer base is comprised of the leading global aerospace original equipment manufacturers or OEMs and over 80% of its revenue is from sole source, long-term contracts. Vought's revenues for the year ended December 31, 2009 were \$1.9 billion and Vought employed approximately 5,900 people. The Company incurred \$18,650 in acquisition-related expenses in connection with the acquisition of Vought, including \$4,583 of bridge financing fees on undrawn commitments. Such commitments expired upon closing of the acquisition of Vought.

Fair value of consideration transferred: The following details consideration transferred to acquire Vought:

(in thousands, except share and per share amounts)	Shares	Estimated Fair Value	Form of Consideration
Number of Triumph shares issued to Vought shareholders	7,496,165		
Triumph share price as of the acquisition date	\$ 67.35	\$ 504,867	Triumph common stock
Cash consideration transferred to Vought shareholders		547,950	Cash
<b>Total fair value of consideration transferred</b>		<b>\$ 1,052,817</b>	

Recording of assets acquired and liabilities assumed: The transaction has been accounted for using the acquisition method of accounting which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. Certain estimated values are not yet finalized (see below) and are subject to change. The Company will finalize the amounts recognized as the information necessary to complete the analyses is obtained. The Company expects to finalize these amounts during the third and fourth quarters of fiscal 2011. Under U.S. GAAP, the measurement period shall not exceed one year from the acquisition date. The following table summarizes the provisional recording of assets acquired and liabilities assumed as of the acquisition date:

	June 16, 2010
Cash	\$ 214,833
Accounts receivable	143,785
Inventory	417,599
Prepaid expenses and other	5,039
Property and equipment	364,190
Goodwill	1,013,759
Intangible assets	864,000

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Deferred tax assets		208,546
Other assets		13,581
Total assets	\$	3,245,332
Accounts payable	\$	150,293
Accrued expenses		241,952
Debt		590,710
Acquired contract liabilities		133,000
Other noncurrent liabilities		1,076,560
Total liabilities	\$	2,192,515

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

3. ACQUISITIONS (Continued)

Intangible assets: The following table is a summary of the preliminary fair value estimates of the identifiable intangible assets and their weighted-average useful lives:

	Weighted - Average Life	Estimated Fair Value
Customer relationships/contracts	15.8 years	\$ 230,000
Tradenname	Indefinite-lived	634,000
Total intangibles		\$ 864,000

Deferred taxes: The Company provided deferred taxes and recorded other adjustments as part of the accounting for the acquisition primarily related to the estimated fair value adjustments for acquired intangible assets, as well as the elimination of previously recorded valuation allowance associated with Vought's historical operating losses.

Debt: Simultaneously with the closing of the acquisition of Vought, the Company repaid \$603,111 of Vought's debt and accrued interest in connection with the closing, including \$270,000 in 8% senior notes, \$320,710 in senior credit facilities and \$12,401 in accrued but unpaid interest.

Pension obligations: The Company assumed several defined benefit pension plans covering some of Vought's employees. Certain employee groups are ineligible to participate in the plans or have ceased to accrue additional benefits under the plans based upon their service to the Company or years of service accrued under the defined benefit plans. Benefits under the defined benefit plans are based on years of service and, for most non-represented employees, on average compensation for certain years. It is the Company's policy to fund at least the minimum amount required for all qualified plans, using actuarial cost methods and assumptions acceptable under U.S. Government regulations, by making payments into a trust separate from the Company. The Company also assumed certain other post-retirement benefit plans (OPEB), namely healthcare and life insurance benefits for eligible retired employees, which are unfunded.

The following is an estimate of the funded position of the assumed pension and OPEB plans as of the acquisition date, as well as the associated weighted-average assumptions used to determine benefit obligations:

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	<b>Estimated Fair Value</b>
Projected benefit obligation	\$ 2,394,169
Fair value of plan assets	1,360,211
Net Unfunded Status	\$ 1,033,958

Amounts recognized in the Consolidated Balance Sheet as of the date of acquisition:

	<b>Estimated Fair Value</b>
Accrued expenses	\$ 40,769
Accrued pension and other post-retirement benefits, noncurrent	993,189
Net Unfunded Status	\$ 1,033,958

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

3. ACQUISITIONS (Continued)

Weighted average assumption used to determine benefit obligations at the acquisition date and net period benefit cost from the acquisition date through March 31, 2011:

	Pension Benefits	Other Post-Retirement Benefits
Discount rate	6.03%	5.58%
Expected rate of return on plan assets	8.50%	N/A
Rate of compensation increase	4.00%	N/A

The pension plan assets are invested in various asset classes that are expected to produce a sufficient level of diversification and investment return over the long-term. The investment goals are to exceed the assumed actuarial rate of return over the long-term within reasonable and prudent levels of risk and to preserve the real purchasing power of assets to meet future obligations. The allocation guidelines of the pension plan assets are as follows: public equity - 53% to 61%; alternative investment funds - 2% to 12%; fixed income investments - 28% to 34% and real estate funds - 3% to 7%.

**Goodwill:** Goodwill in the amount of \$1,013,759 was recognized for this acquisition and is calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. Specifically, goodwill recorded as part of the acquisition of Vought includes:

- the expected synergies and other benefits that the Company believes will result from combining the operations of Vought with the operations of Triumph;
- any intangible assets that do not qualify for separate recognition such as assembled workforce; and
- the value of the going-concern element of Vought's existing businesses (the higher rate of return on the assembled collection of net assets versus acquiring all of the net assets separately).

The Goodwill is not deductible for tax purposes.

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The recorded amounts for assets and liabilities are provisional and subject to change. The measurement period adjustments recorded in the second quarter of fiscal 2011 did not have a significant impact on the Company's consolidated statements of income, balance sheet, or cash flows. The following items still are subject to change:

- amounts for intangibles pending finalization of valuation efforts;
- amounts for acquired contract liabilities pending finalization of valuation efforts;
- amounts for contingent liabilities pending completion of the assessment of these matters; and
- amounts for income tax assets, receivables and liabilities pending the filing of Vought's pre-acquisition tax returns and the receipt of information from the taxing authorities which may change certain estimates and assumptions used.

A single estimate of fair value results from a complex series of judgments about future events and uncertainties and relies heavily on estimates and assumptions. Judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed as well as asset lives can materially impact results of operations.



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## Triumph Group, Inc.

## Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

## 3. ACQUISITIONS (Continued)

Actual and pro forma impact of the Vought acquisition: The following table presents information for Vought that is included in the Company's consolidated statement of income from June 16, 2010 through the end of the quarter:

	<b>Three months ended September 30, 2010</b>	<b>Six months ended September 30, 2010</b>
Net sales	\$ 431,003	\$ 512,995
Operating income	43,012	52,303

The unaudited pro forma results presented below include the effects of the acquisition of Vought as if it had been consummated as of April 1, 2009. The pro forma results include the amortization associated with an estimate for acquired intangible assets and interest expense associated with debt used to fund the acquisition, as well as fair value adjustments for property and equipment, off market contracts and favorable leases. To better reflect the combined operating results, material nonrecurring charges directly attributable to the transaction of \$18,650 have been excluded. In addition, the pro forma results do not include any anticipated synergies or other expected benefits of the acquisition. Accordingly, the unaudited pro forma results are not necessarily indicative of either future results of operations or results that might have been achieved had the acquisition been consummated as of April 1, 2009.

	<b>Three months ended September 30, 2009</b>	<b>Six months ended September 30 2010</b>		<b>2009</b>
Net sales	\$ 752,205	\$ 1,532,409	\$	1,542,516
Income from continuing operations	46,919	56,901		91,018
Income from continuing operations basic	\$ 1.96	\$ 2.37	\$	3.80
Income from continuing operations diluted	\$ 1.94	\$ 2.27	\$	3.77

## FISCAL 2010 ACQUISITIONS

*Acquisition of DCL Avionics, Inc.*

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Effective January 29, 2010, the Company's wholly-owned subsidiary Triumph Instruments Burbank, Inc. acquired the assets and business of DCL Avionics, Inc. ( DCL ). DCL operated a Federal Aviation Administration ( FAA ) approved avionics repair station and components dealership. DCL provides Triumph Instruments Burbank, Inc. with additional capacity as well as a strategic location on the Van Nuys, California, airport. The results for Triumph Instruments Burbank, Inc. continue to be included in the Company's Aftermarket Services segment.

### *Acquisition of Fabritech, Inc.*

Effective March 1, 2010, the Company acquired all of the outstanding shares of Fabritech, Inc. ( Fabritech ), renamed Triumph Fabrications St. Louis, Inc. Triumph Fabrications St. Louis, Inc. is a component manufacturer and repair station for critical military rotary-wing platforms. Fabritech provides the Company with high-end maintenance and manufactured solutions focused on aviation drive train, mechanical, hydraulic and electrical hardware items including gearboxes, cargo hooks and vibration absorbers. The results for Triumph Fabrications St. Louis, Inc. were included in the Company's Aftermarket Services segment as of March 31, 2010 and have been reclassified to the Company's Aerospace Systems segment as of and during the quarter ended June 30, 2010.

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## Triumph Group, Inc.

## Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

## 3. ACQUISITIONS (Continued)

The acquisitions of DCL and Fabritech are herein referred to as the fiscal 2010 acquisitions. The combined purchase price for the fiscal 2010 acquisitions of \$33,913 includes cash paid at closing, deferred payments and estimated contingent payments. The estimated contingent payments represent an earnout contingent upon the achievement of certain earnings levels during the earnout period. The maximum amounts payable in respect of fiscal 2011, 2012 and 2013 are \$6,400, \$5,000 and \$4,600, respectively. The estimated fair value of the earnout note at the date of acquisition of \$10,500 is classified as a Level 3 liability in the fair value hierarchy (Note 8). The excess of the purchase price over the estimated fair value of the net assets acquired of \$22,636 was recorded as goodwill, which is not deductible for tax purposes. The Company has also identified intangible assets valued at approximately \$4,100 with a weighted-average life of 10.0 years. The Company is awaiting final appraisal of tangible and intangible assets related to the fiscal 2010 acquisitions. Accordingly, the Company has recorded its best estimate of the value of intangible assets, property and equipment and contingent consideration. Therefore, the allocation of purchase price for the fiscal 2010 acquisitions is not complete.

The following condensed balance sheet represents the amounts assigned to each major asset and liability caption in the aggregate for the fiscal 2010 acquisitions:

Cash	\$	532
Accounts receivable		640
Inventory		6,456
Prepaid expenses and other		79
Property and equipment		1,579
Goodwill		22,636
Intangible assets		4,100
Total assets	\$	36,022
Accounts payable	\$	297
Accrued expenses		1,812
Other noncurrent liabilities		10,500
Total liabilities	\$	12,609

The fiscal 2010 acquisitions have been accounted for under the acquisition method and, accordingly, are included in the consolidated financial statements from the effective date of acquisition. The fiscal 2010 acquisitions were funded by the Company's cash and cash equivalents at the date of acquisition. The Company incurred \$406 in acquisition-related costs in connection with the fiscal 2010 acquisitions recorded in selling, general and administrative expenses in the accompanying consolidated statement of income.

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The following unaudited pro forma information for the three and six months ended September 30, 2009 has been prepared assuming the fiscal 2010 acquisitions had occurred on April 1, 2009.

	<b>Three months ended September 30, 2009</b>		<b>Six months ended September 30, 2009</b>	
Net sales	\$	317,378	\$	636,678
Income from continuing operations		20,406		41,143
Income from continuing operations basic	\$	1.24	\$	2.50
Income from continuing operations diluted	\$	1.23	\$	2.48

The unaudited pro forma information includes adjustments for interest expense that would have been incurred to finance the purchase, additional depreciation based on the estimated fair market value of the property and equipment acquired, and the amortization of the intangible assets arising from the transactions.

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Triumph Group, Inc.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

(unaudited)

3. ACQUISITIONS (Continued)

The unaudited pro forma financial information is not necessarily indicative of the results of operations of the Company as it would have been had the transaction been effected on the assumed date.

4. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

In September 2007, the Company decided to sell Triumph Precision Castings Co., a casting facility in its Aftermarket Services segment that specializes in producing high-quality hot gas path components for aero and land-based gas turbines. The Company recognized a pretax loss of \$3,500 in the first quarter of fiscal 2008 based upon a write-down of the carrying value of the business to estimated fair value less costs to sell. The write-down was applied to inventory and long-lived assets, consisting primarily of property, plant and equipment.

Due to failed negotiations with certain potential buyers of the business occurring during fiscal 2010, the Company reassessed its estimated fair value of the business based on current viable offers to purchase the business, recent performance results and overall market conditions, resulting in a write-down, which was applied to accounts receivable, inventory and property, plant and equipment. The Company recognized a pretax loss of \$17,383 in the third quarter of fiscal 2010. Included in the loss from discontinued operations for the fiscal year ended March 31, 2010 is an impairment charge of \$2,512 recorded during the first quarter of fiscal 2010.

Revenues of discontinued operations were \$478 and \$958, and \$508 and \$1,494 for the three and six months ended September 30, 2010 and 2009, respectively. The loss from discontinued operations was \$281 and \$489, and \$1,267 and \$4,749, net of income tax benefit of \$152 and \$263, and \$682 and \$2,557 for the three and six months ended September 30, 2010 and 2009, respectively. Included in the loss from discontinued operations for the six months ended September 30, 2009 is an impairment charge of \$2,512. Interest expense of \$64 and \$127, and \$800 and \$1,605 was allocated to discontinued operations for the three and six months ended September 30, 2010 and 2009, respectively, based upon the actual borrowings of the operations, and such interest expense is included in the loss from discontinued operations.

Assets and liabilities held for sale are comprised of the following:

SEPTEMBER 30,

MARCH 31,

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	2010	2010
Assets held for sale:		
Accounts receivable, net	\$ 1,452	\$ 1,656
Inventories	380	372
Property, plant and equipment	3,000	3,000
Other	23	23
Total assets held for sale	\$ 4,855	\$ 5,051
Liabilities held for sale:		
Accounts payable	\$ 206	\$ 227
Accrued expenses	300	324
Other noncurrent liabilities	348	348
Total liabilities held for sale	\$ 854	\$ 899

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Triumph Group, Inc.

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(unaudited)

5. INVENTORIES

Inventories are stated at the lower of cost (average-cost or specific-identification methods) or market. The components of inventories are as follows:

	SEPTEMBER 30, 2010	MARCH 31, 2010
Raw materials	\$ 73,512	\$ 51,028
Manufactured and purchased components	191,373	162,281
Work-in-process	674,638	111,975
Finished goods	46,206	38,641
Less: unliquidated progress payments	(205,698)	(12,701)
Total inventories	\$ 780,031	\$ 351,224

6. LONG-TERM DEBT

Long-term debt consists of the following:

	SEPTEMBER 30, 2010	MARCH 31, 2010
Revolving credit facility	\$ 97,145	\$ 75,000
Receivable securitization facility	75,000	75,000
Equipment leasing facility and other capital leases	69,046	69,560
Term loan credit agreement	348,335	
Secured promissory notes	5,100	11,107
Senior subordinated notes due 2017	172,679	172,561
Senior notes due 2018	347,509	
Convertible senior subordinated notes	172,780	169,584
Other debt	7,978	7,968
	1,295,572	505,780
Less current portion	94,664	91,929
	\$ 1,200,908	\$ 413,851

**Revolving Credit Facility**

On May 10, 2010, the Company entered into a credit agreement (the Credit Facility ). The Credit Facility became available on June 16, 2010 in connection with the consummation of the acquisition of Vought. The obligations under the Credit Facility and related documents are secured by liens on substantially all assets of the Company and its domestic subsidiaries pursuant to a Guarantee and Collateral Agreement, dated as of June 16, 2010, among the Company and the subsidiaries of the Company party thereto. Such liens are pari passu to the liens securing the Company's obligations under the Term Loan described below pursuant to an intercreditor agreement dated June 16, 2010 among the agents under the Credit Facility and the Term Loan, the Company and its domestic subsidiaries that are borrowers and/or guarantors under the Credit Facility and the Term Loan (the Interc Creditor Agreement ). In connection with entering into the Credit Facility, the Company incurred approximately \$2,666 of financing costs. These costs, along with the \$3,763 of unamortized financing costs prior to the closing, are being amortized over the remaining term of the Credit Facility.



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6. LONG-TERM DEBT (Continued)

The Credit Facility replaced and refinanced the Company's Amended and Restated Credit Agreement dated as of August 14, 2009 (the 2009 Credit Agreement), which agreement was terminated and all obligations thereunder paid in full upon the consummation of the acquisition of Vought.

Pursuant to the Credit Facility, the Company can borrow, repay and re-borrow revolving credit loans, and cause to be issued letters of credit, in an aggregate principal amount not to exceed \$535,000 outstanding at any time. The comparable limit under the 2009 Credit Agreement was \$485,000. Approximately \$148,600 in loans were drawn under the Credit Facility in connection with the consummation of the acquisition of Vought. The Credit Facility bears interest at either: (i) LIBOR plus between 2.25% and 3.50%; (ii) the prime rate; or (iii) an overnight rate at the option of the Company. The applicable interest rate is based upon the Company's ratio of total indebtedness to earnings before interest, taxes, depreciation and amortization. In addition, the Company is required to pay a commitment fee of between 0.300% and 0.500% on the unused portion of the Credit Facility. The Company's obligations under the Credit Facility are guaranteed by the Company's domestic subsidiaries.

At September 30, 2010, there were \$97,145 in borrowings and \$47,898 in letters of credit outstanding under the facility. At March 31, 2010, there were no borrowings and \$6,123 in letters of credit outstanding under the 2009 Credit Agreement. The level of unused borrowing capacity under the Credit Facility varies from time to time depending in part upon its compliance with financial and other covenants set forth in the related agreement. The Company is currently in compliance with all such covenants. As of September 30, 2010, the Company had borrowing capacity under this facility of \$389,957 after reductions for borrowings and letters of credit outstanding under the facility.

**Receivables Securitization Program**

In June 2010, the Company entered into an amended receivable securitization facility (the Securitization Facility), increasing the purchase limit from \$125,000 to \$175,000. In connection with the Securitization Facility, the Company sells on a revolving basis certain accounts receivable to Triumph Receivables, LLC, a wholly-owned special-purpose entity, which in turn sells a percentage ownership interest in the receivables to commercial paper conduits sponsored by financial institutions. The Company is the servicer of the accounts receivable under the Securitization Facility. As of September 30, 2010, the maximum amount available under the Securitization Facility was \$134,800. The Securitization Facility is due to expire in June 2011 and is subject to annual renewal through August 2013. Interest rates are based on prevailing market rates for short-term commercial paper plus a program fee and a commitment fee. The program fee is 0.50% on the amount outstanding under the Securitization Facility. Additionally, the commitment fee is 0.65% on 102% of the maximum amount available under the Securitization Facility. At September 30, 2010, there was \$75,000 outstanding under the Securitization Facility. In connection with amending the Securitization Facility, the Company incurred approximately \$639 of financing costs. These costs, along with the \$540 of unamortized financing costs prior to the amendment, are being amortized over the life of the Securitization Facility. The Company securitizes its accounts receivable,

which are generally non-interest bearing, in transactions that are accounted for as borrowings pursuant to the *Transfers and Servicing* topic of the ASC.

The agreement governing the Securitization Facility contains restrictions and covenants which include limitations on the making of certain restricted payments, creation of certain liens, and certain corporate acts such as mergers, consolidations and the sale of substantially all assets.

#### **Equipment Leasing Facility and Other Capital Leases**

During March 2009, the Company entered into a 7-year Master Lease Agreement (the Leasing Facility ) creating a capital lease of certain existing property and equipment, resulting in net proceeds of \$58,546 after deducting debt issuance costs of approximately \$188. During June 2009, the Company added additional

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6. LONG-TERM DEBT (Continued)

capital leases resulting in proceeds of \$6,669. The net proceeds from the Leasing Facility were used to repay a portion of the outstanding indebtedness under the Company's then existing credit facility. The debt issuance costs have been recorded as other assets in the accompanying consolidated balance sheets and are being amortized over the term of the Leasing Facility. The Leasing Facility bears interest at a weighted-average fixed rate of 6.2% per annum.

During the six months ended September 30, 2010, the Company entered into new capital leases in the amount of \$6,845 to finance a portion of the Company's capital additions for the period.

**Term Loan Credit Agreement**

The Company entered into a term loan credit agreement dated as of June 16, 2010 (the "Term Loan"), which proceeds were used to partially finance the acquisition of Vought. The Term Loan provides for a six-year term loan in a principal amount of \$350,000, repayable in equal quarterly installments at a rate of 1.00% of the original principal amount per year, with the balance payable on the final maturity date. The proceeds of the loans under the Term Loan, which were 99.500% of the principal amount, were used to consummate the acquisition of Vought. In connection with the closing on the Term Loan, the Company incurred approximately \$7,133 of costs, which were deferred and are being amortized into expense over the term of Term Loan.

The obligations under the Term Loan are guaranteed by substantially all of the Company's domestic subsidiaries and secured by liens on substantially all of the Company's and the guarantors' assets pursuant to a Guarantee and Collateral Agreement (the "Term Loan Guarantee and Collateral Agreement") and certain other collateral agreements, in each case subject to the Intercreditor Agreement. Borrowings under the Term Loan bear interest, at the Company's option, at either the base rate (subject to a 2.50% floor), plus a margin between 1.750% and 2.000%, or at the Eurodollar Rate (subject to a 1.50% floor), plus a margin driven by net leverage between 2.750% and 3.000%.

The Term Loan contains certain covenants, restrictions and events of default, in each case substantially similar to those under the Credit Facility including, but not limited to, a maximum total leverage ratio, a maximum senior leverage ratio, and a minimum interest coverage ratio. The Company is currently in compliance with all such covenants. In addition, the Term Loan provides for mandatory principal prepayments on the term loans outstanding thereunder under certain circumstances.

**Senior Subordinated Notes Due 2017**

On November 16, 2009, the Company issued \$175,000 principal amount of 8% Senior Subordinated Notes due 2017 (the 2017 Notes ). The 2017 Notes were sold at 98.558% of principal amount and have an effective interest yield of 8.25%. Interest on the 2017 Notes is payable semiannually in cash in arrears on May 15 and November 15 of each year. In connection with the issuance of the 2017 Notes, the Company incurred approximately \$4,410 of costs, which were deferred and are being amortized on the effective interest method over the term of the 2017 Notes.

The 2017 Notes are senior subordinated unsecured obligations of the Company and rank subordinated to all of the existing and future senior indebtedness of the Company and the Guarantor Subsidiaries (as defined below), including borrowings under the Company's existing Credit Facility, and *pari passu* with the Company's and the Guarantor Subsidiaries' existing and future senior subordinated indebtedness. The 2017 Notes are guaranteed, on a full, joint and several basis, by each of the Company's domestic restricted subsidiaries that guarantees any of the Company's debt or that of any of the Company's restricted subsidiaries under the Credit Facility, and in the future by any domestic restricted subsidiaries that guarantee any of the Company's debt or that of any of the Company's domestic restricted subsidiaries incurred under any credit

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6. LONG-TERM DEBT (Continued)

facility (collectively, the Guarantor Subsidiaries ), in each case on a senior subordinated basis. If the Company is unable to make payments on the 2017 Notes when they are due, each of the Guarantor Subsidiaries would be obligated to make such payments.

The Company has the option to redeem all or a portion of the 2017 Notes at any time prior to November 15, 2013 at a redemption price equal to 100% of the principal amount of the 2017 Notes redeemed, plus an applicable premium set forth in the Indenture and accrued and unpaid interest, if any. The 2017 Notes are also subject to redemption, in whole or in part, at any time on or after November 15, 2013, at redemption prices equal to (i) 104% of the principal amount of the 2017 Notes redeemed, if redeemed prior to November 15, 2014, (ii) 102% of the principal amount of the 2017 Notes redeemed, if redeemed prior to November 15, 2015, and (iii) 100% of the principal amount of the Notes redeemed, if redeemed thereafter, plus accrued and unpaid interest. In addition, at any time prior to November 15, 2012, the Company may redeem up to 35% of the principal amount of the 2017 Notes with the net cash proceeds of qualified equity offerings at a redemption price equal to 108% of the aggregate principal amount plus accrued and unpaid interest, if any, subject to certain limitations set forth in the indenture governing the 2017 Notes (the 2017 Indenture ).

Upon the occurrence of a change of control, the Company must offer to purchase the 2017 Notes from holders at 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase. This change of control feature represents an embedded derivative. Since it is in the control of the Company to call the 2017 Notes at any time after November 15, 2013, the value of the derivative was determined to be *de minimis*. Accordingly, no value has been assigned at issuance or at September 30, 2010.

The 2017 Indenture contains covenants that, among other things, limit the Company's ability and the ability of any of the Guarantor Subsidiaries to (i) grant liens on its assets, (ii) make dividend payments, other distributions or other restricted payments, (iii) incur restrictions on the ability of the Guarantor Subsidiaries to pay dividends or make other payments, (iv) enter into sale and leaseback transactions, (v) merge, consolidate, transfer or dispose of substantially all of their assets, (vi) incur additional indebtedness, (vii) use the proceeds from sales of assets, including capital stock of restricted subsidiaries, and (viii) enter into transactions with affiliates.

**Senior Notes due 2018**

On June 16, 2010, in connection with the acquisition of Vought, the Company issued \$350,000 principal amount of 8.625% Senior Notes due 2018 (the 2018 Notes ). The 2018 Notes were sold at 99.270% of principal amount and have an effective interest yield of 8.75%. Interest on the Notes accrues at the rate of 8.625% per annum and is payable semi-annually in cash in arrears on January 15 and July 15 of each year,

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commencing on January 15, 2011. In connection with the issuance of the 2018 Notes, the Company incurred approximately \$7,282 of costs, which were deferred and are being amortized on the effective interest method over the term of the 2018 Notes.

The 2018 Notes are the Company's senior unsecured obligations and rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and senior in right of payment to all of its existing and future subordinated indebtedness. The 2018 Notes are guaranteed on a full, joint and several basis by each of the Guarantor Subsidiaries.

The Company may redeem some or all of the 2018 Notes prior to July 15, 2014 by paying a "make-whole" premium. The Company may redeem some or all of the 2018 Notes on or after July 15, 2014 at specified redemption prices. In addition, prior to July 15, 2013, the Company may redeem up to 35% of the 2018 Notes with the net proceeds of certain equity offerings at a redemption price equal to 108.625% of the

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6. LONG-TERM DEBT (Continued)

aggregate principal amount plus accrued and unpaid interest, if any, subject to certain limitations set forth in the indenture governing the 2018 Notes (the 2018 Indenture ).

The Company is obligated to offer to repurchase the 2018 Notes at a price of (a) 101% of their principal amount plus accrued and unpaid interest, if any, as a result of certain change of control events and (b) 100% of their principal amount plus accrued and unpaid interest, if any, in the event of certain asset sales. These restrictions and prohibitions are subject to certain qualifications and exceptions. This change of control feature represents an embedded derivative. Since it is in the control of the Company to call the 2018 Notes at any time after July 15, 2014, the value of the derivative was determined to be *de minimis*. Accordingly, no value has been assigned at issuance or at September 30, 2010.

The 2018 Indenture contains covenants that, among other things, limit the Company's ability and the ability of any of the Guarantor Subsidiaries to (i) grant liens on its assets, (ii) make dividend payments, other distributions or other restricted payments, (iii) incur restrictions on the ability of the Guarantor Subsidiaries to pay dividends or make other payments, (iv) enter into sale and leaseback transactions, (v) merge, consolidate, transfer or dispose of substantially all of their assets, (vi) incur additional indebtedness, (vii) use the proceeds from sales of assets, including capital stock of restricted subsidiaries, and (viii) enter into transactions with affiliates.

**Convertible Senior Subordinated Notes**

On September 18, 2006, the Company issued \$201,250 in convertible senior subordinated notes (the Notes ). The Notes are direct, unsecured, senior subordinated obligations of the Company, and rank (i) junior in right of payment to all of the Company's existing and future senior indebtedness, (ii) equal in right of payment with any other future senior subordinated indebtedness, and (iii) senior in right of payment to all subordinated indebtedness. During fiscal 2009, the Company paid \$15,420 to purchase \$18,000 in principal amount of the Notes, resulting in a reduction in the carrying amount of the Notes of \$16,283 and a gain on extinguishment of \$880.

The Company received net proceeds from the sale of the Notes of approximately \$194,998 after deducting debt issuance expenses of approximately \$6,252. The use of the net proceeds from the sale was for prepayment of the Company's outstanding senior notes, including a make-whole premium, fees and expenses in connection with the prepayment, and to repay a portion of the outstanding indebtedness under the Company's then existing credit facility. Debt issuance costs have been recorded as other assets in the accompanying consolidated balance sheets and are being amortized over a period of five years.

The Notes bear interest at a fixed rate of 2.625% per annum, payable in cash semi-annually in arrears on each April 1 and October 1. During the period commencing on October 6, 2011 and ending on, but excluding, April 1, 2012 and for each six-month period from October 1 to March 31 or from April 1 to September 30 thereafter, the Company will pay contingent interest during the applicable interest period if the average trading price of a Note for the five consecutive trading days ending on the third trading day immediately preceding the first day of the relevant six-month period equals or exceeds 120% of the principal amount of the Notes. The contingent interest payable per Note in respect of any six-month period will equal 0.25% per annum, calculated on the average trading price of a Note for the relevant five trading day period. This contingent interest feature represents an embedded derivative. Since it is within the control of the Company to call the Notes at any time after October 6, 2011, the value of the derivative was determined to be *de minimis*. Accordingly, no value has been assigned at issuance or at September 30, 2010.

The Notes mature on October 1, 2026, unless earlier redeemed, repurchased or converted. The Company may redeem the Notes for cash, either in whole or in part, at any time on or after October 6, 2011 at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid



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6. LONG-TERM DEBT (Continued)

interest, including contingent interest and additional amounts, if any, up to but not including the date of redemption. In addition, holders of the Notes will have the right to require the Company to repurchase for cash all or a portion of their Notes on October 1, 2011, 2016 and 2021, at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased plus accrued and unpaid interest, including contingent interest and additional amounts, if any, up to, but not including, the date of repurchase. The Notes are convertible into the Company's common stock at a rate equal to 18.3655 shares per \$1,000 principal amount of the Notes (equal to an initial conversion price of approximately \$54.45 per share), subject to adjustment as described in the Indenture. Upon conversion, the Company will deliver to the holder surrendering the Notes for conversion, for each \$1,000 principal amount of Notes, an amount consisting of cash equal to the lesser of \$1,000 and the Company's total conversion obligation and, to the extent that the Company's total conversion obligation exceeds \$1,000, at the Company's election, cash or shares of the Company's common stock in respect of the remainder.

The Notes are eligible for conversion upon meeting certain conditions as provided in the indenture governing the Notes. For the fiscal quarter ended September 30, 2010 and September 30, 2009, respectively, the Notes were not eligible for conversion. Accordingly, the Company has classified the Notes as long-term as of September 30, 2010 and September 30, 2009, respectively.

To be included in the calculation of diluted earnings per share, the average price of the Company's common stock for the quarter must exceed the conversion price per share of \$54.45. The average price of the Company's common stock for the fiscal quarter ended September 30, 2010 and September 30, 2009 was \$70.75 and \$42.20, respectively. Therefore, 757,597 and zero additional shares were included in the diluted earnings per share calculation as of the fiscal quarter ended September 30, 2010 and September 30, 2009, respectively. The average price of the Company's common stock for the six months ended September 30, 2010 and September 30, 2009 was \$70.56 and \$41.56, respectively. Therefore, as of the six months ended September 30, 2010 and September 30, 2009, there were 750,782 and zero additional shares, respectively, included in the diluted earnings per share. If the Company undergoes a fundamental change, holders of the Notes will have the right, subject to certain conditions, to require the Company to repurchase for cash all or a portion of their Notes at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased plus accrued and unpaid interest, including contingent interest and additional amounts, if any.

Effective April 1, 2009, the Company changed its method of accounting for its convertible debt instruments in order to separately account for the liability and equity components of the Notes in a manner that reflects the Company's nonconvertible debt borrowing rate when interest and amortization cost is recognized in subsequent periods. The excess of the principal amount of the liability component over its carrying amount has been recognized as debt discount and amortized using the effective interest method. As of September 30, 2010, the remaining discount of \$6,270 will be amortized on the effective interest method through October 1, 2011. The debt and equity components recognized for the Notes as of September 30, 2010 were as follows:

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Principal amount of convertible notes	\$	179,050
Unamortized discount (1)		6,270
Net carrying amount		172,780
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