

PARK OHIO HOLDINGS CORP

Form 10-K

March 16, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2008

OR

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

For the transition period from _____ to _____

Commission file number 0-3134

PARK-OHIO HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Ohio

34-1867219

**(State or other jurisdiction of
incorporation or organization)**

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

**6065 Parkland Boulevard
Cleveland, Ohio**

44124

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (440) 947-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, Par Value \$1.00 Per Share

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Park-Ohio Holdings Corp. is a successor issuer to Park-Ohio Industries, Inc.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☐

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer <input type="radio"/>	Accelerated filer <input checked="" type="radio"/>	Non-accelerated filer <input type="radio"/>	Smaller Reporting company <input type="radio"/>
		(Do not check if a smaller reporting company)	

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

Aggregate market value of the voting stock held by non-affiliates of the registrant: Approximately \$119,641,700, based on the closing price of \$14.76 per share of the registrant's Common Stock on June 30, 2008.

Number of shares outstanding of the registrant's Common Stock, par value \$1.00 per share, as of February 27, 2009: 10,795,868.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the Annual Meeting of Shareholders to be held on May 28, 2009 are incorporated by reference into Part III of this Form 10-K.

PARK-OHIO HOLDINGS CORP.
FORM 10-K ANNUAL REPORT
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008

TABLE OF CONTENTS

Item No.		Page No.
<u>PART I</u>		
<u>1.</u>	<u>Business</u>	1
<u>1A.</u>	<u>Risk Factors</u>	7
<u>1B.</u>	<u>Unresolved Staff Comments</u>	13
<u>2.</u>	<u>Properties</u>	13
<u>3.</u>	<u>Legal Proceedings</u>	15
<u>4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	15
<u>4A.</u>	<u>Executive Officers of the Registrant</u>	16
<u>PART II</u>		
<u>5.</u>	<u>Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	17
<u>6.</u>	<u>Selected Financial Data</u>	18
<u>7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	20
<u>7A.</u>	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	33
<u>8.</u>	<u>Financial Statements and Supplementary Data</u>	33
<u>9.</u>	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	63
<u>9A.</u>	<u>Controls and Procedures</u>	63
<u>9B.</u>	<u>Other Information</u>	64
<u>PART III</u>		
<u>10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	65
<u>11.</u>	<u>Executive Compensation</u>	65
<u>12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	65
<u>13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	66
<u>14.</u>	<u>Principal Accountant Fees and Services</u>	66
<u>PART IV</u>		
<u>15.</u>	<u>Exhibits and Financial Statement Schedules</u>	67
	Signatures	
<u>EX-21.1</u>		
<u>EX-23.1</u>		
<u>EX-24.1</u>		
<u>EX-31.1</u>		
<u>EX-31.2</u>		
<u>EX-32.1</u>		

Table of Contents**Part I****Item 1. Business****Overview**

Park-Ohio Holdings Corp. (Holdings) was incorporated as an Ohio corporation in 1998. Holdings, primarily through the subsidiaries owned by its direct subsidiary, Park-Ohio Industries, Inc. (Park-Ohio), is an industrial supply chain logistics and diversified manufacturing business operating in three segments: Supply Technologies (formerly known as Integrated Logistics Solutions (ILS)), Aluminum Products and Manufactured Products.

References herein to we or the Company include, where applicable, Holdings, Park-Ohio and Holdings' other direct and indirect subsidiaries.

Supply Technologies provides our customers with Total Supply Management™ services for a broad range of high-volume, specialty production components. Our Aluminum Products business manufactures cast and machined aluminum components, and our Manufactured Products business is a major manufacturer of highly-engineered industrial products. Our businesses serve large, industrial original equipment manufacturers (OEMs) in a variety of industrial sectors, including the automotive and vehicle parts, heavy-duty truck, industrial equipment, steel, rail, electrical distribution and controls, aerospace and defense, oil and gas, power sports/fitness equipment, HVAC, electrical components, appliance and semiconductor equipment industries. As of December 31, 2008, we employed approximately 3,500 persons.

The following table summarizes the key attributes of each of our business segments:

	Supply Technologies	Aluminum Products	Manufactured Products
NET SALES FOR 2008	\$521.3 million (49% of total)	\$156.3 million (15% of total)	\$391.2 million (36% of total)
SELECTED PRODUCTS	Sourcing, planning and procurement of over 175,000 production components, including: Fasteners Pins Valves Hoses Wire harnesses Clamps and fittings Rubber and plastic components	Control arms Front engine covers Cooling modules Knuckles Pump housings Clutch retainers/pistons Master cylinders Pinion housings Oil pans Flywheel spacers	Induction heating and melting systems Pipe threading systems Industrial oven systems Injection molded rubber components Forging presses
SELECTED INDUSTRIES SERVED	Heavy-duty truck Automotive and vehicle parts Electrical distribution and controls	Automotive Agricultural equipment Construction equipment Heavy-duty truck	Ferrous and non-ferrous metals Coatings Forging Foundry

Power sports/fitness equipment	Marine equipment	Heavy-duty truck
HVAC		Construction equipment
Aerospace and defense		Silicon
Electrical components		Automotive
Appliance		Oil and gas
Semiconductor equipment		Rail and locomotive manufacturing
		Aerospace and defense

Table of Contents

Supply Technologies

Our Supply Technologies business provides our customers with Total Supply Management™, a proactive solutions approach that manages the efficiencies of every aspect of supplying production parts and materials to our customers manufacturing floor, from strategic planning to program implementation. Total Supply Management™ includes such services as engineering and design support, part usage and cost analysis, supplier selection, quality assurance, bar coding, product packaging and tracking, just-in-time and point-of-use delivery, electronic billing services and ongoing technical support. We operate 49 logistics service centers in the United States, Mexico, Canada, Puerto Rico, Scotland, Ireland, Hungary, China, Taiwan, Singapore and India, as well as production sourcing and support centers in Asia. Through our supply chain management programs, we supply more than 175,000 globally-sourced production components, many of which are specialized and customized to meet individual customers' needs.

In October 2006, we acquired all of the capital stock of NABS, Inc. ("NABS") for \$21.2 million in cash. NABS is a premier international supply chain manager of production components, providing services to high technology companies in the computer, electronics, and consumer products industries. NABS has operations across Europe, Asia, Mexico and the United States. The historical financial data contained throughout this annual report on Form 10-K excludes the results of operations of NABS prior to October 18, 2006. See Note C to the consolidated financial statements included elsewhere herein.

In July 2005, we acquired substantially all of the assets of the Purchased Parts Group, Inc. ("PPG"), a provider of supply chain management services for a broad range of production components. At acquisition date, PPG operated 12 service centers in the United States, of which nine have since been consolidated into other Supply Technologies operations, and also serves customers in the United Kingdom and Mexico. This acquisition added to our customer and supplier bases, and expanded our geographic presence. Supply Technologies has eliminated substantial overhead costs from PPG through the process of consolidating redundant service centers. The historical financial data contained throughout this annual report on Form 10-K exclude the results of operations of PPG prior to July 20, 2005.

Products and Services. Total Supply Management™ provides our customers with an expert partner in strategic planning, global sourcing, technical services, parts and materials, logistics, distribution and inventory management of production components. Some production components are characterized by low per unit supplier prices relative to the indirect costs of supplier management, quality assurance, inventory management and delivery to the production line. In addition, Supply Technologies delivers an increasingly broad range of higher-cost production components including valves, electro-mechanical hardware, fittings, steering components and many others. Applications engineering specialists and the direct sales force work closely with the engineering staff of OEM customers to recommend the appropriate production components for a new product or to suggest alternative components that reduce overall production costs, streamline assembly or enhance the appearance or performance of the end product. As an additional service, Supply Technologies recently began providing spare parts and aftermarket products to end users of its customers' products.

Total Supply Management™ services are typically provided to customers pursuant to sole-source arrangements. We believe our services distinguish us from traditional buy/sell distributors, as well as manufacturers who supply products directly to customers, because we outsource our customers' high-volume production components supply chain management, providing processes customized to each customer's needs and replacing numerous current suppliers with a sole-source relationship. Our highly-developed, customized, information systems provide transparency and flexibility through the complete supply chain. This enables our customers to: (1) significantly reduce the direct and indirect cost of production component processes by outsourcing internal purchasing, quality assurance and inventory fulfillment responsibilities; (2) reduce the amount of working capital invested in inventory and floor space; (3) reduce component costs through purchasing efficiencies, including bulk buying and supplier consolidation; and (4) receive

technical expertise in production component selection and design and engineering. Our sole-source arrangements foster long-term, entrenched supply relationships with our customers

Table of Contents

and, as a result, the average tenure of service for our top 50 Supply Technologies clients exceeds twelve years. Supply Technologies' remaining sales are generated through the wholesale supply of industrial products to other manufacturers and distributors pursuant to master or authorized distributor relationships.

The Supply Technologies segment also engineers and manufactures precision cold formed and cold extruded products, including locknuts, SPAC® nuts and wheel hardware, which are principally used in applications where controlled tightening is required due to high vibration. Supply Technologies produces both standard items and specialty products to customer specifications, which are used in large volumes by customers in the automotive, heavy-duty truck and rail industries.

Markets and Customers. For the year ended December 31, 2008, approximately 75% of Supply Technologies' net sales were to domestic customers. Remaining sales were primarily to manufacturing facilities of large, multinational customers located in Canada, Mexico, Europe and Asia. Total Supply Management™ services and production components are used extensively in a variety of industries, and demand is generally related to the state of the economy and to the overall level of manufacturing activity.

Supply Technologies markets and sells its services to over 6,000 customers domestically and internationally. The principal markets served by Supply Technologies are the heavy-duty truck, automotive and vehicle parts, electrical distribution and controls, consumer electronics, power sports/fitness equipment, HVAC, agricultural and construction equipment, semiconductor equipment, plumbing, aerospace and defense, and appliance industries. The five largest customers, within which Supply Technologies sells through sole-source contracts to multiple operating divisions or locations, accounted for approximately 35% and 33% of the sales of Supply Technologies for 2008 and 2007, respectively, with Navistar, Inc. (Navistar) representing 17% and 13%, respectively, of segment sales. Two of the five largest customers are in the heavy-duty truck industry. The Company made a decision to exit its relationship with Navistar effective December 31, 2008, which, along with the general economic downturn, resulted in either the closure, downsizing or consolidation of eight facilities in the Company's distribution network. The Company also evaluated its long-lived assets in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, (FAS 144), to determine whether the carrying amount of its long-lived assets was recoverable by comparing the carrying amount to the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the assets. If the carrying value of the assets exceeded the expected cash flows, the Company estimated the fair value of these assets to determine whether an impairment existed. The Company recorded restructuring and asset impairment charges of \$13.4 million in 2008 and expects to record additional charges of \$1.8 million in 2009 related to the Supply Technologies segment. See Note O to the consolidated financial statements included elsewhere herein. The loss of any two of its remaining top five customers could have a material adverse effect on the results of operations and financial condition of this segment.

Competition. A limited number of companies compete with Supply Technologies to provide supply management services for production parts and materials. Supply Technologies competes in North America, Mexico, Europe and Asia, primarily on the basis of its Total Supply Management™ services, including engineering and design support, part usage and cost analysis, supplier selection, quality assurance, bar coding, product packaging and tracking, just-in-time and point-of-use delivery, electronic billing services and ongoing technical support, and its geographic reach, extensive product selection, price and reputation for high service levels. Numerous North American and foreign companies compete with Supply Technologies in manufacturing cold-formed and cold-extruded products.

Aluminum Products

We believe that we are one of the few aluminum component suppliers that has the capability to provide a wide range of high-volume, high-quality products utilizing a broad range of processes, including gravity and low pressure permanent mold, die-cast and lost-foam, as well as emerging alternative casting technologies. Our ability to offer our

customers this comprehensive range of capabilities at a low cost

Table of Contents

provides us with a competitive advantage. We produce our aluminum components at seven manufacturing facilities in Ohio and Indiana.

Products and Services. Our Aluminum Products business casts and machines aluminum engine, transmission, brake, suspension and other components for automotive, agricultural equipment, construction equipment, heavy-duty truck and marine equipment OEMs, primarily on a sole-source basis. Aluminum Products' principal products include front engine covers, cooling modules, control arms, knuckles, pump housings, clutch retainers and pistons, master cylinders, pinion housings, oil pans and flywheel spacers. In addition, we also provide value-added services such as design engineering, machining and part assembly. Although these parts are lightweight, they possess high durability and integrity characteristics even under extreme pressure and temperature conditions.

Demand by automotive OEMs for aluminum castings has increased in recent years as they have sought lighter alternatives to steel and iron, primarily to increase fuel efficiency without compromising structural integrity. We believe that this replacement trend will continue as end-users and the regulatory environment require greater fuel efficiency.

Markets and Customers. The five largest customers, within which Aluminum Products sells to multiple operating divisions through sole-source contracts, accounted for approximately 64% of Aluminum Products sales for 2008 and 55% for 2007. The loss of any one of these customers could have a material adverse effect on the results of operations and financial condition of this segment.

During 2008, due to recent volume declines and volatility in the automotive markets, the Company evaluated its long-lived assets in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (FAS 144) and based on the results of its tests recorded asset impairment charges of \$13.2 million related to the Aluminum Products segment. See Note O to the consolidated financial statements included elsewhere herein.

Competition. The aluminum castings industry serving North America has become less competitive as a result of recent bankruptcies. Aluminum Products competes principally on the basis of its ability to: (1) engineer and manufacture high-quality, cost-effective, machined castings utilizing multiple casting technologies in large volumes; (2) provide timely delivery; and (3) retain the manufacturing flexibility necessary to quickly adjust to the needs of its customers. There are few domestic companies with aluminum casting capabilities able to meet the customers' stringent quality and service standards and lean manufacturing techniques. As one of these suppliers, Aluminum Products is well-positioned to benefit as customers continue to consolidate their supplier base.

Manufactured Products

Our Manufactured Products segment operates a diverse group of niche manufacturing businesses that design and manufacture a broad range of highly-engineered products, including induction heating and melting systems, pipe threading systems, rubber products and forged and machined products. We manufacture these products in eleven domestic facilities and ten international facilities in Canada, Mexico, the United Kingdom, Belgium, Germany, China and Japan. In January 2006, the Company completed the acquisition of all of the capital stock of Foundry Service GmbH (Foundry Service). In December 2005, we acquired substantially all of the assets of Lectrotherm, Inc. (Lectrotherm), which is primarily a provider of field service and spare parts for induction heating and melting systems, located in Canton, Ohio.

Products and Services. Our induction heating and melting business utilizes proprietary technology and specializes in the engineering, construction, service and repair of induction heating and melting systems, primarily for the ferrous and non-ferrous metals, silicon, coatings, forging, foundry, automotive and construction equipment industries. Our

induction heating and melting systems are engineered and built to customer specifications and are used primarily for melting, heating, and surface hardening of metals and curing of coatings. Approximately 35% to 40% of our induction heating and melting systems' revenues are derived from the sale of replacement parts and provision of field service, primarily for the

Table of Contents

installed base of our own products. Our pipe threading business serves the oil and gas industry. We also engineer and install mechanical forging presses, and sell spare parts and provide field service for the large existing base of mechanical forging presses and hammers in North America. We machine, induction harden and surface finish crankshafts and camshafts, used primarily in locomotives. We forge aerospace and defense structural components such as landing gears and struts, as well as rail products such as railcar center plates and draft lugs. We manufacture injection mold rubber and silicone products, including wire harnesses, shock and vibration mounts, spark plug boots and nipples and general sealing gaskets.

Markets and Customers. We sell induction heating and other capital equipment to component manufacturers and OEMs in the ferrous and non-ferrous metals, silicon, coatings, forging, foundry, automotive, truck, construction equipment and oil and gas industries. We sell forged and machined products to locomotive manufacturers, machining companies and sub-assemblers who finish aerospace and defense products for OEMs, and railcar builders and maintenance providers. We sell rubber products primarily to sub-assemblers in the automotive, food processing and consumer appliance industries.

During 2008, due to recent volume declines and volatility in the automotive markets, the Company evaluated its long-lived assets in accordance with FAS 144 and, based on the results, of its tests recorded an asset impairment charge of \$4.3 million related to the Manufactured Products segment. See Note O to the consolidated financial statements.

Competition. We compete with small to medium-sized domestic and international equipment manufacturers on the basis of service capability, ability to meet customer specifications, delivery performance and engineering expertise. We compete domestically and internationally with small to medium-sized forging and machining businesses on the basis of product quality and precision. We compete with other domestic small- to medium-sized manufacturers of injection molded rubber and silicone products primarily on the basis of price and product quality.

Sales and Marketing

Supply Technologies markets its products and services in the United States, Mexico, Canada, Western and Eastern Europe and East and South Asia primarily through its direct sales force, which is assisted by applications engineers who provide the technical expertise necessary to assist the engineering staff of OEM customers in designing new products and improving existing products. Aluminum Products primarily markets and sells its products in North America through internal sales personnel and independent sales representatives. Manufactured Products primarily markets and sells its products in North America through both internal sales personnel and independent sales representatives. Induction heating and pipe threading equipment is also marketed and sold in Europe, Asia, Latin America and Africa through both internal sales personnel and independent sales representatives. In some instances, the internal engineering staff assists in the sales and marketing effort through joint design and applications-engineering efforts with major customers.

Raw Materials and Suppliers

Supply Technologies purchases substantially all of its production components from third-party suppliers. Supply Technologies has multiple sources of supply for its products. An increasing portion of Supply Technologies' delivered components are purchased from suppliers in foreign countries, primarily Canada, Taiwan, China, South Korea, Singapore, India and multiple European countries. We are dependent upon the ability of such suppliers to meet stringent quality and performance standards and to conform to delivery schedules. Aluminum Products and Manufactured Products purchase substantially all of their raw materials, principally metals and certain component parts incorporated into their products, from third-party suppliers and manufacturers. Most raw materials required by Aluminum Products and Manufactured Products are commodity products available from several domestic suppliers.

Management believes that raw materials and component parts other than certain specialty products are available from alternative sources.

Table of Contents

Customer Dependence

We have thousands of customers who demand quality, delivery and service. Numerous customers have recognized our performance by awarding us with supplier quality awards. The only customer which accounted for more than 10% of our consolidated sales in any of the past three years was Navistar in 2006.

Backlog

Management believes that backlog is not a meaningful measure for Supply Technologies, as a majority of Supply Technologies customers require just-in-time delivery of production components. Management believes that Aluminum Products and Manufactured Products backlog as of any particular date is not a meaningful measure of sales for any future period as a significant portion of sales are on a release or firm order basis.

Environmental, Health and Safety Regulations

We are subject to numerous federal, state and local laws and regulations designed to protect public health and the environment, particularly with regard to discharges and emissions, as well as handling, storage, treatment and disposal, of various substances and wastes. Our failure to comply with applicable environmental laws and regulations and permit requirements could result in civil and criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures. Pursuant to certain environmental laws, owners or operators of facilities may be liable for the costs of response or other corrective actions for contamination identified at or emanating from current or former locations, without regard to whether the owner or operator knew of, or was responsible for, the presence of any such contamination, and for related damages to natural resources. Additionally, persons who arrange for the disposal or treatment of hazardous substances or materials may be liable for costs of response at sites where they are located, whether or not the site is owned or operated by such person.

From time to time, we have incurred and are presently incurring costs and obligations for correcting environmental noncompliance and remediating environmental conditions at certain of our properties. In general, we have not experienced difficulty in complying with environmental laws in the past, and compliance with environmental laws has not had a material adverse effect on our financial condition, liquidity and results of operations. Our capital expenditures on environmental control facilities were not material during the past five years and such expenditures are not expected to be material to us in the foreseeable future.

We are currently, and may in the future, be required to incur costs relating to the investigation or remediation of property, including property where we have disposed of our waste, and for addressing environmental conditions. For instance, we have been identified as a potentially responsible party at third-party sites under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, or comparable state laws, which provide for strict and, under certain circumstances, joint and several liability. We are participating in the cost of certain clean-up efforts at several of these sites. The availability of third-party payments or insurance for environmental remediation activities is subject to risks associated with the willingness and ability of the third party to make payments. However, our share of such costs has not been material and, based on available information, we do not expect our exposure at any of these locations to have a material adverse effect on our results of operations, liquidity or financial condition.

Information as to Industry Segment Reporting and Geographic Areas

The information contained under the heading Note B Industry Segments of the notes to the consolidated financial statements included herein relating to (1) net sales, income before income taxes, identifiable assets and other

information by industry segment and (2) net sales and assets by geographic region for the years ended December 31, 2008, 2007 and 2006 is incorporated herein by reference.

Table of Contents

Recent Developments

The information contained under the headings Note C Acquisitions , Note D FAS 142, Goodwill and Other Intangible Assets and Note O Restructuring and Unusual Charges of the notes to the consolidated financial statements included herein is incorporated herein by reference.

Available Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other information, including amendments to these reports, with the Securities and Exchange Commission (SEC). The public can obtain copies of these materials by visiting the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549, by calling the SEC at 1-800-SEC-0330, or by accessing the SEC's website at <http://www.sec.gov>. In addition, as soon as reasonably practicable after such materials are filed with or furnished to the SEC, we make such materials available on our website at <http://www.pkoh.com>. The information on our website is not a part of this annual report on Form 10-K.

Item 1A. Risk Factors

The following are certain risk factors that could affect our business, results of operations and financial condition. These risks are not the only ones we face. If any of the following risks occur, our business, results of operations or financial condition could be adversely affected.

Adverse credit market conditions may significantly affect our access to capital, cost of capital and ability to meet liquidity needs.

Disruptions, uncertainty or volatility in the credit markets may adversely impact our ability to access credit already arranged and the availability and cost of credit to us in the future. These market conditions may limit our ability to replace, in a timely manner, maturing liabilities and access the capital necessary to grow and maintain our business. Accordingly, we may be forced to delay raising capital, issue shorter tenors than we prefer or pay unattractive interest rates, which could increase our interest expense, decrease our profitability and significantly reduce our financial flexibility. There can be no assurances that government response to the disruptions in the financial markets will stabilize the markets or increase liquidity and the availability of credit. Longer term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Such measures could include deferring capital expenditures and reducing or eliminating future share repurchases or other discretionary uses of cash. Overall, our results of operations, financial condition and cash flows could be materially adversely affected by disruptions in the credit markets.

The current global financial crisis may have significant effects on our customers and suppliers that would result in material adverse effects on our business and operating results.

The current global financial crisis, which has included, among other things, significant reductions in available capital and liquidity from banks and other providers of credit, substantial reductions and fluctuations in equity and currency values worldwide, and concerns that the worldwide economy may enter into a prolonged recessionary period, may materially adversely affect our customers' access to capital or willingness to spend capital on our products or their ability to pay for products that they will order or have already ordered from us. In addition, the current global financial crisis may materially adversely affect our suppliers' access to capital and liquidity with which to maintain their

inventories, production levels and product quality, which could cause them to raise prices or lower production levels.

Also, availability under our revolving credit facility may be adversely impacted by credit quality and performance of our customer accounts receivable. The availability under the revolving credit facility is

Table of Contents

based on the amount of receivables that meet the eligibility criteria of the revolving credit facility. As receivable losses increase or credit quality deteriorates, the amount of eligible receivables declines and, in turn, lowers the availability under the facility.

These potential effects of the current global financial crisis are difficult to forecast and mitigate. As a consequence, our operating results for a particular period are difficult to predict, and, therefore, prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing effects could have a material adverse effect on our business, results of operations and financial condition.

The industries in which we operate are cyclical and are affected by the economy in general.

We sell products to customers in industries that experience cyclical (expectancy of recurring periods of economic growth and slowdown) in demand for products, and may experience substantial increases and decreases in business volume throughout economic cycles. Industries we serve, including the automotive and vehicle parts, heavy-duty truck, industrial equipment, steel, rail, electrical distribution and controls, aerospace and defense, power sports/fitness equipment, HVAC, electrical components, appliance and semiconductor equipment industries, are affected by consumer spending, general economic conditions and the impact of international trade. A downturn in any of the industries we serve, particularly the existing downturn in the domestic automotive and heavy-duty truck industry, would have, and continue to have, a material adverse effect on our financial condition, liquidity and results of operations.

Because a significant portion of our sales is to the automotive and heavy-duty truck industries, a decrease in the demand of these industries or the loss of any of our major customers in these industries could adversely affect our financial health.

Demand for certain of our products is affected by, among other things, the relative strength or weakness of the automotive and heavy-duty truck industries. The domestic automotive and heavy-duty truck industries are highly cyclical and may be adversely affected by international competition. In addition, the automotive and heavy-duty truck industries are significantly unionized and subject to work slowdowns and stoppages resulting from labor disputes. We derived 20% and 13% of our net sales during the year ended December 31, 2008 from the automobile and heavy-duty truck industries, respectively. Dramatically lower global automotive sales have resulted in lower demand for our products. Further economic decline that results in a reduction in automotive sales and production by our customers will have a material adverse effect on our business, results of operations and financial condition.

Navistar, our largest customer, accounted for approximately 8% of our net sales for the year ended December 31, 2008. We made a decision to exit our relationship with Navistar effective December 31, 2008. The loss of a portion of business to any of our other major automotive or heavy-duty truck customers could have a material adverse effect on our financial condition, cash flow and results of operations. We cannot assure you that we will maintain or improve our relationships in these industries or that we will continue to supply these customers at current levels.

Our Supply Technologies customers are generally not contractually obligated to purchase products and services from us.

Most of the products and services are provided to our Supply Technologies customers under purchase orders as opposed to long-term contracts. When we do enter into long-term contracts with our customers, many of them only establish pricing terms and do not obligate our customers to buy required minimum amounts from us or to buy from us exclusively. Accordingly, many of our Supply Technologies customers may decrease the amount of products and services that they purchase from us or even stop purchasing from us altogether, either of which could have a material adverse effect on our net sales and profitability.

Table of Contents

We are dependent on key customers.

We rely on several key customers. For the year ended December 31, 2008, our seven largest customers accounted for approximately 20% of our net sales and our largest customer, Navistar, accounted for approximately 8% of our net sales. We made a decision to exit our relationship with Navistar effective December 31, 2008. Many of our customers place orders for products on an as-needed basis and operate in cyclical industries and, as a result, their order levels have varied from period to period in the past and may vary significantly in the future. Due to competitive issues, we have lost key customers in the past and may again in the future. Customer orders are dependent upon their markets and may be subject to delays or cancellations. As a result of dependence on our key customers, we could experience a material adverse effect on our business and results of operations if any of the following were to occur:

the loss of any other key customer, in whole or in part;

the insolvency or bankruptcy of any key customer;

a declining market in which customers reduce orders or demand reduced prices; or

a strike or work stoppage at a key customer facility, which could affect both their suppliers and customers.

If any of our key customers become insolvent or file for bankruptcy, our ability to recover accounts receivable from that customer would be adversely affected and any payments we received in the preference period prior to a bankruptcy filing may be potentially recoverable, which could adversely impact our results of operations.

Three of our substantial customers filed voluntary petitions for reorganization under Chapter 11 of the bankruptcy code during 2005 and 2006. Delphi Corp. and Dana Corporation, which are primarily customers of our Manufactured Products and Aluminum Products segments, filed in 2005, while Werner Ladder, which is primarily a customer of the Supply Technologies segment, filed in 2006. Collectively, these bankruptcies reduced our operating income in the aggregate by \$1.8 million during 2005 and 2006.

We operate in highly competitive industries.

The markets in which all three of our segments sell their products are highly competitive. Some of our competitors are large companies that have greater financial resources than we have. We believe that the principal competitive factors for our Supply Technologies segment are an approach reflecting long-term business partnership and reliability, sourced product quality and conformity to customer specifications, timeliness of delivery, price and design and engineering capabilities. We believe that the principal competitive factors for our Aluminum Products and Manufactured Products segments are product quality and conformity to customer specifications, design and engineering capabilities, product development, timeliness of delivery and price. The rapidly evolving nature of the markets in which we compete may attract new entrants as they perceive opportunities, and our competitors may foresee the course of market development more accurately than we do. In addition, our competitors may develop products that are superior to our products or may adapt more quickly than we do to new technologies or evolving customer requirements.

We expect competitive pressures in our markets to remain strong. These pressures arise from existing competitors, other companies that may enter our existing or future markets and, in some cases, our customers, which may decide to internally produce items we sell. We cannot assure you that we will be able to compete successfully with our competitors. Failure to compete successfully could have a material adverse effect on our financial condition, liquidity and results of operations.

The loss of key executives could adversely impact us.

Our success depends upon the efforts, abilities and expertise of our executive officers and other senior managers, including Edward Crawford, our Chairman and Chief Executive Officer, and Matthew Crawford, our President and Chief Operating Officer, as well as the president of each of our operating

Table of Contents

units. An event of default occurs under our revolving credit facility if Messrs. E. Crawford and M. Crawford or certain of their related parties own less than 15% of our outstanding common stock, or if they own less than 15% of such stock, then if either Mr. E. Crawford or Mr. M. Crawford ceases to hold the office of chairman, chief executive officer or president. The loss of the services of Messrs. E. Crawford and M. Crawford, senior and executive officers, and/or other key individuals could have a material adverse effect on our financial condition, liquidity and results of operations.

We may encounter difficulty in expanding our business through targeted acquisitions.

We have pursued, and may continue to pursue, targeted acquisition opportunities that we believe would complement our business, such as the acquisitions of NABS in 2006 and PPG in 2005. We cannot assure you that we will be successful in consummating any acquisitions.

Any targeted acquisitions will be accompanied by the risks commonly encountered in acquisitions of businesses. We may not successfully overcome these risks or any other problems encountered in connection with any of our acquisitions, including the possible inability to integrate an acquired business operations, IT technologies, services and products into our business, diversion of management's attention, the assumption of unknown liabilities, increases in our indebtedness, the failure to achieve the strategic objectives of those acquisitions and other unanticipated problems, some or all of which could materially and adversely affect us. The process of integrating operations could cause an interruption of, or loss of momentum in, our activities. Any delays or difficulties encountered in connection with any acquisition and the integration of our operations could have a material adverse effect on our business, results of operations, financial condition or prospects of our business.

Our Supply Technologies business depends upon third parties for substantially all of our component parts.

Supply Technologies purchases substantially all of its component parts from third-party suppliers and manufacturers. Our business is subject to the risk of price fluctuations and periodic delays in the delivery of component parts. Failure by suppliers to continue to supply us with these component parts on commercially reasonable terms, or at all, would have a material adverse effect on us. We depend upon the ability of these suppliers, among other things, to meet stringent performance and quality specifications and to conform to delivery schedules. Failure by third-party suppliers to comply with these and other requirements could have a material adverse effect on our financial condition, liquidity and results of operations.

The raw materials used in our production processes and by our suppliers of component parts are subject to price and supply fluctuations that could increase our costs of production and adversely affect our results of operations.

Our supply of raw materials for our Aluminum Products and Manufactured Products businesses could be interrupted for a variety of reasons, including availability and pricing. Prices for raw materials necessary for production have fluctuated significantly in the past and significant increases could adversely affect our results of operations and profit margins. While we generally attempt to pass along increased raw materials prices to our customers in the form of price increases, there may be a time delay between the increased raw materials prices and our ability to increase the price of our products, or we may be unable to increase the prices of our products due to pricing pressure or other factors.

Our suppliers of component parts, particularly in our Supply Technologies business, may significantly and quickly increase their prices in response to increases in costs of the raw materials, such as steel, that they use to manufacture our component parts. We may not be able to increase our prices commensurate with our increased costs. Consequently, our results of operations and financial condition may be materially adversely affected.

Table of Contents

The energy costs involved in our production processes and transportation are subject to fluctuations that are beyond our control and could significantly increase our costs of production.

Our manufacturing process and the transportation of raw materials, components and finished goods are energy intensive. Our manufacturing processes are dependent on adequate supplies of electricity and natural gas. A substantial increase in the cost of transportation fuel, natural gas or electricity could have a material adverse effect on our margins. We experienced widely fluctuating natural gas costs in 2007 and in 2008. We may experience higher than anticipated gas costs in the future, which could adversely affect our results of operations. In addition, a disruption or curtailment in supply could have a material adverse effect on our production and sales levels.

Potential product liability risks exist from the products that we sell.

Our businesses expose us to potential product liability risks that are inherent in the design, manufacture and sale of our products and products of third-party vendors that we use or resell. While we currently maintain what we believe to be suitable and adequate product liability insurance, we cannot assure you that we will be able to maintain our insurance on acceptable terms or that our insurance will provide adequate protection against potential liabilities. In the event of a claim against us, a lack of sufficient insurance coverage could have a material adverse effect on our financial condition, liquidity and results of operations. Moreover, even if we maintain adequate insurance, any successful claim could have a material adverse effect on our financial condition, liquidity and results of operations.

Some of our employees belong to labor unions, and strikes or work stoppages could adversely affect our operations.

As of December 31, 2008, we were a party to eight collective bargaining agreements with various labor unions that covered approximately 450 full-time employees. Our inability to negotiate acceptable contracts with these unions could result in, among other things, strikes, work stoppages or other slowdowns by the affected workers and increased operating costs as a result of higher wages or benefits paid to union members. If the unionized workers were to engage in a strike, work stoppage or other slowdown, or other employees were to become unionized, we could experience a significant disruption of our operations and higher ongoing labor costs, which could have a material adverse effect on our business, financial condition and results of operations.

We operate and source internationally, which exposes us to the risks of doing business abroad.

Our operations are subject to the risks of doing business abroad, including the following:

- fluctuations in currency exchange rates;
- limitations on ownership and on repatriation of earnings;
- transportation delays and interruptions;
- political, social and economic instability and disruptions;
- government embargoes or foreign trade restrictions;
- the imposition of duties and tariffs and other trade barriers;
- import and export controls;
- labor unrest and current and changing regulatory environments;

the potential for nationalization of enterprises;

Table of Contents

disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations including the U.S. Foreign Corrupt Practices Act (FCPA);

difficulties in staffing and managing multinational operations;

limitations on our ability to enforce legal rights and remedies; and

potentially adverse tax consequences.

In addition, we could be adversely affected by violations of the FCPA and similar worldwide anti-bribery laws. The FCPA and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws. We operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We cannot assure you that our internal controls and procedures always will protect us from the reckless or criminal acts committed by our employees or agents. If we are found to be liable for FCPA violations (either due to our own acts or our inadvertence or due to the acts or inadvertence of others), we could suffer from criminal or civil penalties or other sanctions, which could have a material adverse effect on our business.

Any of the events enumerated above could have an adverse effect on our operations in the future by reducing the demand for our products and services, decreasing the prices at which we can sell our products or otherwise having an adverse effect on our business, financial condition or results of operations. We cannot assure you that we will continue to operate in compliance with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which we may be subject. We also cannot assure you that these laws will not be modified.

Unexpected delays in the shipment of large, long-lead industrial equipment could adversely affect our results of operations in the period in which shipment was anticipated.

Long-lead industrial equipment contracts are a significant and growing part of our business. We primarily use the percentage of completion method to account for these contracts. Nevertheless, under this method, a large proportion of revenues and earnings on such contracts are recognized close to shipment of the equipment. Unanticipated shipment delays on large contracts could postpone recognition of revenue and earnings into future periods. Accordingly, if shipment was anticipated in the fourth quarter of a year, unanticipated shipment delays could adversely affect results of operations in that year.

We are subject to significant environmental, health and safety laws and regulations and related compliance expenditures and liabilities.

Our businesses are subject to many foreign, federal, state and local environmental, health and safety laws and regulations, particularly with respect to the use, handling, treatment, storage, discharge and disposal of substances and hazardous wastes used or generated in our manufacturing processes. Compliance with these laws and regulations is a significant factor in our business. We have incurred and expect to continue to incur significant expenditures to comply with applicable environmental laws and regulations. Our failure to comply with applicable environmental laws and regulations and permit requirements could result in civil or criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, installation of pollution control equipment or remedial actions.

We are currently, and may in the future be, required to incur costs relating to the investigation or remediation of property, including property where we have disposed of our waste, and for addressing environmental conditions. Some environmental laws and regulations impose liability and responsibility on present and former owners, operators or users of facilities and sites for contamination at such facilities and sites without regard to causation or knowledge of contamination. In addition, we occasionally

Table of Contents

evaluate various alternatives with respect to our facilities, including possible dispositions or closures. Investigations undertaken in connection with these activities may lead to discoveries of contamination that must be remediated, and closures of facilities may trigger compliance requirements that are not applicable to operating facilities. Consequently, we cannot assure you that existing or future circumstances, the development of new facts or the failure of third parties to address contamination at current or former facilities or properties will not require significant expenditures by us.

We expect to continue to be subject to increasingly stringent environmental and health and safety laws and regulations. It is difficult to predict the future interpretation and development of environmental and health and safety laws and regulations or their impact on our future earnings and operations. We anticipate that compliance will continue to require increased capital expenditures and operating costs. Any increase in these costs, or unanticipated liabilities arising for example out of discovery of previously unknown conditions or more aggressive enforcement actions, could adversely affect our results of operations, and there is no assurance that they will not exceed our reserves or have a material adverse effect on our financial condition.

If our information systems fail, our business will be materially affected.

We believe that our information systems are an integral part of the Supply Technologies segment and, to a lesser extent, the Aluminum Products and Manufactured Products segments. We depend on our information systems to process orders, manage inventory and accounts receivable collections, purchase products, maintain cost-effective operations, route and re-route orders and provide superior service to our customers. We cannot assure you that a disruption in the operation of our information systems used by Supply Technologies, including the failure of the supply chain management software to function properly, or those used by Aluminum Products and Manufactured Products will not occur. Any such disruption could have a material adverse effect on our financial condition, liquidity and results of operations.

Operating problems in our business may materially adversely affect our financial condition and results of operations.

The occurrence of material operating problems at our facilities may have a material adverse effect on our operations as a whole, both during and after the period of operational difficulties. We are subject to the usual hazards associated with manufacturing and the related storage and transportation of raw materials, products and waste, including explosions, fires, leaks, discharges, inclement weather, natural disasters, mechanical failure, unscheduled downtime and transportation interruption or calamities.

Our Chairman of the Board and Chief Executive Officer and our President and Chief Operating Officer collectively beneficially own a significant portion of our company's outstanding common stock and their interests may conflict with yours.

As of February 27, 2009, Edward Crawford, our Chairman of the Board and Chief Executive Officer, and Matthew Crawford, our President and Chief Operating Officer, collectively beneficially owned approximately 28% of our common stock. Mr. E. Crawford is Mr. M. Crawford's father. Their interests could conflict with your interests. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of Messrs. E. Crawford and M. Crawford may conflict with your interests as a shareholder.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2008, our operations included numerous manufacturing and supply chain logistics services facilities located in 23 states in the United States and in Puerto Rico, as well as in Asia, Canada, Europe and Mexico. Approximately 89% of the available square footage was located in the United States.

Table of Contents

Approximately 45% of the available square footage was owned. In 2008, approximately 32% of the available domestic square footage was used by the Supply Technologies segment, 44% was used by the Manufactured Products segment and 24% was used by the Aluminum Products segment. Approximately 48% of the available foreign square footage was used by the Supply Technologies segment and 52% was used by the Manufactured Products segment. In the opinion of management, our facilities are generally well maintained and are suitable and adequate for their intended uses.

The following table provides information relative to our principal facilities as of December 31, 2008.

Related Industry		Owned or	Approximate	
Segment	Location	Leased	Square Footage	Use
SUPPLY TECHNOLOGIES(1)	Cleveland, OH	Leased	60,450(2)	Supply Technologies Corporate Office
	Dayton, OH	Leased	112,960	Logistics
	Lawrence, PA	Leased	116,000	Logistics and Manufacturing
	Minneapolis, MN	Leased	87,100	Logistics
	Allentown, PA	Leased	62,600	Logistics
	Atlanta, GA	Leased	56,000	Logistics
	Dallas, TX	Leased	50,000	Logistics
	Memphis, TN	Leased	48,750	Logistics
	Louisville, KY	Leased	30,000	Logistics
	Chicago, IL	Leased	30,000	Logistics
	Nashville, TN	Leased	44,900	Logistics
	Tulsa, OK	Leased	40,000	Logistics
	Austin, TX	Leased	30,000	Logistics
	Madison Hts., MI	Leased	32,000	Logistics
	Kent, OH	Leased	225,000	Manufacturing
	Mississauga, Ontario, Canada	Leased	117,000	Manufacturing
	Solon, OH	Leased	54,000	Logistics
	Dublin, VA	Leased	40,000	Logistics
	Delaware, OH	Owned	45,000	Manufacturing
ALUMINUM PRODUCTS	Conneaut, OH(3)	Leased/Owned	304,000	Manufacturing
	Huntington, IN	Leased	125,000	Manufacturing
	Fremont, IN	Owned	112,000	Manufacturing
	Wapakoneta, OH	Owned	188,000	Manufacturing
	Rootstown, OH	Owned	177,000	Manufacturing
	Ravenna, OH	Owned	64,000	Manufacturing
	Richmond, IN	Leased/Owned	97,300	Manufacturing
MANUFACTURED PRODUCTS(4)	Cuyahoga Hts., OH	Owned	427,000	Manufacturing
	Cicero, IL	Owned	450,000	Manufacturing
	Le Roeulx, Belgium	Owned	120,000	Manufacturing
	Wickliffe, OH	Owned	110,000	Manufacturing
	Boaz, AL	Owned	100,000	Manufacturing

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Warren, OH	Owned	195,000	Manufacturing
Canton, OH	Leased	125,000	Manufacturing
Madison Heights, MI	Leased	128,000	Manufacturing
Newport, AR	Leased	200,000	Manufacturing
Cleveland, OH	Leased	150,000	Manufacturing
Shanghai, China	Leased	20,500	Manufacturing

- (1) Supply Technologies has 40 other facilities, none of which is deemed to be a principal facility.
- (2) Includes 20,150 square feet used by Park-Ohio's corporate office.
- (3) Includes three leased properties with square footage of 91,800, 64,000 and 45,700, respectively, and two owned properties with 82,300 and 20,200 square feet, respectively.
- (4) Manufactured Products has 14 other owned and leased facilities, none of which is deemed to be a principal facility.

Table of Contents

Item 3. Legal Proceedings

We are subject to various pending and threatened lawsuits in which claims for monetary damages are asserted in the ordinary course of business. While any litigation involves an element of uncertainty, in the opinion of management, liabilities, if any, arising from currently pending or threatened litigation are not expected to have a material adverse effect on our financial condition, liquidity or results of operations.

At December 31, 2008, we were a co-defendant in approximately 315 cases asserting claims on behalf of approximately 4,500 plaintiffs alleging personal injury as a result of exposure to asbestos. These asbestos cases generally relate to production and sale of asbestos-containing products and allege various theories of liability, including negligence, gross negligence and strict liability and seek compensatory and, in some cases, punitive damages.

In every asbestos case in which we are named as a party, the complaints are filed against multiple named defendants. In substantially all of the asbestos cases, the plaintiffs either claim damages in excess of a specified amount, typically a minimum amount sufficient to establish jurisdiction of the court in which the case was filed (jurisdictional minimums generally range from \$25,000 to \$75,000), or do not specify the monetary damages sought. To the extent that any specific amount of damages is sought, the amount applies to claims against all named defendants.

There are only five asbestos cases, involving 23 plaintiffs, that plead specified damages. In each of the five cases, the plaintiff is seeking compensatory and punitive damages based on a variety of potentially alternative causes of action. In one case, the plaintiff has alleged compensatory, punitive and other damages of at least \$1.0 million for five separate causes of action; in three cases, the plaintiff has alleged compensatory damages in the amount of \$3.0 million for four separate causes of action and \$1.0 million for another cause of action and punitive damages in the amount of \$10.0 million. In the other case, the plaintiff has alleged compensatory damages in the amount of \$20.0 million for three separate causes of action and \$5.0 million for another cause of action and punitive damages in the amount of \$20.0 million.

Historically, we have been dismissed from asbestos cases on the basis that the plaintiff incorrectly sued one of our subsidiaries or because the plaintiff failed to identify any asbestos-containing product manufactured or sold by us or our subsidiaries. We intend to vigorously defend these asbestos cases, and believe we will continue to be successful in being dismissed from such cases. However, it is not possible to predict the ultimate outcome of asbestos-related lawsuits, claims and proceedings due to the unpredictable nature of personal injury litigation. Despite this uncertainty, and although our results of operations and cash flows for a particular period could be adversely affected by asbestos-related lawsuits, claims and proceedings, management believes that the ultimate resolution of these matters will not have a material adverse effect on our financial condition, liquidity or results of operations. Among the factors management considered in reaching this conclusion were: (a) our historical success in being dismissed from these types of lawsuits on the bases mentioned above; (b) many cases have been improperly filed against one of our subsidiaries; (c) in many cases, the plaintiffs have been unable to establish any causal relationship to us or our products or premises; (d) in many cases, the plaintiffs have been unable to demonstrate that they have suffered any identifiable injury or compensable loss at all, that any injuries that they have incurred did in fact result from alleged exposure to asbestos; and (e) the complaints assert claims against multiple defendants and, in most cases, the damages alleged are not attributed to individual defendants. Additionally, we do not believe that the amounts claimed in any of the asbestos cases are meaningful indicators of our potential exposure because the amounts claimed typically bear no relation to the extent of the plaintiff's injury, if any.

Our cost of defending these lawsuits has not been material to date and, based upon available information, our management does not expect its future costs for asbestos-related lawsuits to have a material adverse effect on our

results of operations, liquidity or financial position.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of 2008.

Table of Contents**Item 4A. Executive Officers of the Registrant**

Information with respect to the executive officers of the Company is as follows:

Name	Age	Position
Edward F. Crawford	69	Chairman of the Board, Chief Executive Officer and Director
Matthew V. Crawford	39	President and Chief Operating Officer and Director
Jeffrey L. Rutherford	48	Vice President and Chief Financial Officer
Robert D. Vilsack	48	Secretary and General Counsel
Patrick W. Fogarty	47	Director of Corporate Development

Mr. E. Crawford has been a director and our Chairman of the Board and Chief Executive Officer since 1992. He has also served as the Chairman of Crawford Group, Inc., a management company for a group of manufacturing companies, since 1964 and is also a Director of Continental Global Group, Inc.

Mr. M. Crawford has been President and Chief Operating Officer since 2003 and joined us in 1995 as Assistant Secretary and Corporate Counsel. He was also our Senior Vice President from 2001 to 2003. Mr. M. Crawford became one of our directors in August 1997 and has served as President of Crawford Group, Inc. since 1995. Mr. E. Crawford is the father of Mr. M. Crawford.

Mr. Rutherford has been Vice President and Chief Financial Officer since joining us in July 2008. From 2007 until his employment with us, Mr. Rutherford served as Senior Vice President, Chief Financial Officer of UAP Holding Corp., an independent distributor of agricultural inputs and professional non-crop products. Mr. Rutherford previously served as President and Chief Executive Officer of Lesco, Inc., a provider of professional turf care products and a division of John Deere & Co., from 2005 to 2007, and as Lesco's Chief Financial Officer from 2002 to 2005. From 1998 to 2002, he was the Senior Vice President, Treasurer and Chief Financial Officer of Office Max, Inc., an office products company. Prior to joining Office Max, he spent fourteen years with the accounting firm Arthur Andersen & Co.

Mr. Vilsack has been Secretary and General Counsel since joining us in 2002. From 1999 until his employment with us, Mr. Vilsack was engaged in the private practice of law. From 1997 to 1999, Mr. Vilsack was Vice President, General Counsel and Secretary of Medusa Corporation, a manufacturer of Portland cement, and prior to that he was Vice President, General Counsel and Secretary of Figgie International Inc., a manufacturing conglomerate.

Mr. Fogarty has been Director of Corporate Development since 1997 and served as Director of Finance from 1995 to 1997.

Table of Contents**Part II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The Company's common stock, par value \$1.00 per share, trades on the Nasdaq Global Select Market under the symbol PKOH. The table below presents the high and low sales prices of the common stock during the periods presented. No dividends were paid during the five years ended December 31, 2008. There is no present intention to pay dividends. Additionally, the terms of the Company's revolving credit facility and the indenture governing the Company's 8.375% senior subordinated notes restrict the Company's ability to pay dividends.

Quarterly Common Stock Price Ranges

Quarter	2008		2007	
	High	Low	High	Low
1st	\$ 25.20	\$ 13.70	\$ 19.30	\$ 15.90
2nd	18.24	14.56	28.58	18.53
3rd	22.16	11.77	32.00	22.01
4th	18.49	3.76	28.40	20.40

The number of shareholders of record for the Company's common stock as of February 27, 2009 was 615.

Issuer Purchases of Equity Securities

Set forth below is information regarding the Company's stock repurchases during the fourth quarter of the fiscal year ended December 31, 2008.

Period	Total		Total Number of Shares		Maximum Number of Shares That May Yet Be Purchased Under the Plans or Program
	Number of Shares	Average Price Paid	Purchased as Part of Publicly Announced Plans		
October 1 - October 31, 2008	185,000	\$ 8.40	185,000		568,155
November 1 - November 30, 2008	39,349	4.88	39,338		528,817
December 1 - December 31, 2008	188,954	5.42	187,897		340,920
TOTAL	413,303	\$ 6.70	412,235		340,920

- (1) The Company has a share repurchase program whereby the Company may repurchase up to 1.0 million shares of its common stock. Shares acquired that were not purchased as part of a publicly announced plan consist of shares of common stock the Company acquired from recipients of restricted stock awards at the time of vesting of such awards in order to settle recipient withholding tax liabilities.

Table of Contents**Item 6. Selected Financial Data**

(Dollars in thousands, except per share data)

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Selected Statement of Operations Data(a):					
Net sales	\$ 1,068,757	\$ 1,071,441	\$ 1,056,246	\$ 932,900	\$ 808,718
Cost of products sold(b)	919,297	912,337	908,095	796,283	682,658
Gross profit	149,460	159,104	148,151	136,617	126,060
Selling, general and administrative expenses	105,546	98,679	90,296	82,133	77,048
Goodwill impairment charge	95,763	-0-	-0-	-0-	-0-
Restructuring and impairment charges (credits)(b)	25,331	-0-	(809)	943	-0-
Gain on purchase of 8.375% senior subordinated notes	(6,232)	-0-	-0-	-0-	-0-
Gain on sale of assets held for sale	-0-	(2,299)	-0-	-0-	-0-
Operating (loss) income(b)	(70,948)	62,724	58,664	53,541	49,012
Interest expense(c)	27,869	31,551	31,267	27,056	31,413
(Loss) income before income taxes	(98,817)	31,173	27,397	26,485	17,599
Income taxes (benefit)(d)	20,986	9,976	3,218	(4,323)	3,400
Net (loss) income	\$ (119,803)	\$ 21,197	\$ 24,179	\$ 30,808	\$ 14,199
Amounts per common share:					
Basic	\$ (10.88)	\$ 1.91	\$ 2.20	\$ 2.82	\$ 1.34
Diluted	\$ (10.88)	\$ 1.82	\$ 2.11	\$ 2.70	\$ 1.27

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Other Financial Data:					
Net cash flows provided by operating activities	\$ 8,547	\$ 31,466	\$ 6,063	\$ 34,501	\$ 1,633
Net cash flows used by investing activities	(20,398)	(21,991)	(31,407)	(31,376)	(21,952)
Net cash flows provided (used) by financing activities	15,164	(16,600)	28,285	8,414	23,758

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Depreciation and amortization	20,933	20,611	20,140	17,346	15,468
Capital expenditures, net	17,466	21,876	20,756	20,295	11,955

Selected Balance Sheet Data (as of period end):

Cash and cash equivalents	\$ 17,825	\$ 14,512	\$ 21,637	\$ 18,696	\$ 7,157
Working capital	252,873	270,939	268,825	208,051	169,836
Property, plant and equipment	90,642	105,557	101,085	110,310	107,173
Total assets	619,220	769,189	783,751	662,854	610,022
Total debt	374,646	360,049	374,800	346,649	338,307
Shareholders' equity	12,755	171,478	138,737	103,521	72,393

Table of Contents

- (a) The selected consolidated financial data is not directly comparable on a year-to-year basis, primarily due to acquisitions and divestitures we made throughout the five years ended December 31, 2008, which include the following acquisitions:

2008 Ravenna Aluminum

2006 Foundry Service and NABS

2005 PPG and Lectrotherm

2004 Amcast Components Group and Jamco

All of the acquisitions were accounted for as purchases.

- (b) In each of the years ended December 31, 2008, 2007, 2006 and 2005, we recorded restructuring and asset impairment charges related to exiting product lines and closing or consolidating operating facilities. The restructuring charges related to the write-down of inventory have no cash impact and are reflected by an increase in cost of products sold in the applicable period. The restructuring charges relating to asset impairment attributable to the closing or consolidating of operating facilities have no cash impact and are reflected in the restructuring and impairment charges. The charges for restructuring and severance and pension curtailment are accruals for cash expenses. We made cash payments of \$.3 million, \$.3 million, \$.3 million and \$2.1 million in the years ended December 31, 2007, 2006, 2005 and 2004, respectively, related to our severance and pension curtailment accrued liabilities. The table below provides a summary of these restructuring and impairment charges.

	Year Ended December 31,			
	2008	2007	2006	2005
	(Dollars in thousands)			
Non-cash charges:				
Cost of products sold (inventory write-down)	\$ 5,544	\$ 2,214	\$ 800	\$ 833
Asset impairment	24,767	-0-	-0-	391
Restructuring and severance	564	-0-	-0-	400
Pension and postretirement benefits curtailment (credits)	-0-	-0-	(809)	152
Total	\$ 30,875	\$ 2,214	\$ (9)	\$ 1,776
Charges reflected as restructuring and impairment charges (credits) on income statement	\$ 25,331	\$ -0-	\$ (809)	\$ 943

- (c) In 2004, the Company issued \$210 million of 8.375% senior subordinated notes. Proceeds from the issuance of this debt were used to fund the tender and early redemption of the 9.25% senior subordinated notes due 2007. The Company incurred debt extinguishment costs and wrote off deferred financing costs associated with the 9.25% senior subordinated notes totaling \$6.0 million.

- (d) In 2006 and 2005, the Company reversed \$5.0 million and \$7.3 million, respectively, of its domestic deferred tax asset valuation allowances as it has been determined the realization of these amounts is more likely than not. In 2008, the Company recorded a valuation allowance of \$33.5 million for its net deferred tax asset.

No dividends were paid during the five years ended December 31, 2008.

Table of Contents

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

Our consolidated financial statements include the accounts of Park-Ohio Holdings Corp. and its subsidiaries. All significant intercompany transactions have been eliminated in consolidation. The historical financial information is not directly comparable on a year-to-year basis, primarily due to a goodwill impairment charge in 2008, recording of a tax valuation allowance in 2008, restructuring and unusual charges in 2008, 2006 and 2005, reversal of a tax valuation allowance in 2007 and acquisitions during the three years ended December 31, 2008.

Executive Overview

We are an industrial Total Supply Management[™] and diversified manufacturing business, operating in three segments: Supply Technologies, Aluminum Products and Manufactured Products. In November 2007, our ILS business changed its name to Supply Technologies to better reflect its breadth of services and focus on driving efficiencies throughout the total supply management process. Our Supply Technologies business provides our customers with Total Supply Management[™], a proactive solutions approach that manages the efficiencies of every aspect of supplying production parts and materials to our customers' manufacturing floor, from strategic planning to program implementation. Total Supply Management[™] includes such services as engineering and design support, part usage and cost analysis, supplier selection, quality assurance, bar coding, product packaging and tracking, just-in-time and point-of-use delivery, electronic billing services and ongoing technical support. The principal customers of Supply Technologies are in the heavy-duty truck, automotive and vehicle parts, electrical distribution and controls, consumer electronics, power sports/fitness equipment, HVAC, agricultural and construction equipment, semiconductor equipment, plumbing, aerospace and defense, and appliance industries. Aluminum Products casts and machines aluminum engine, transmission, brake, suspension and other components such as pump housings, clutch retainers/pistons, control arms, knuckles, master cylinders, pinion housings, brake calipers, oil pans and flywheel spacers for automotive, agricultural equipment, construction equipment, heavy-duty truck and marine equipment OEMs, primarily on a sole-source basis. Aluminum Products also provides value-added services such as design and engineering and assembly. Manufactured Products operates a diverse group of niche manufacturing businesses that design and manufacture a broad range of highly-engineered products including induction heating and melting systems, pipe threading systems, industrial oven systems, injection molded rubber components, and forged and machined products. Manufactured Products also produces and provides services and spare parts for the equipment it manufactures. The principal customers of Manufactured Products are OEMs, sub-assemblers and end users in the steel, coatings, forging, foundry, heavy-duty truck, construction equipment, bottling, automotive, oil and gas, rail and locomotive manufacturing and aerospace and defense industries. Sales, earnings and other relevant financial data for these three segments are provided in Note B to the consolidated financial statements.

During the years 2004 through 2007, we refinanced both of our major sources of borrowed funds: senior subordinated notes and our revolving credit facility. In November 2004, we sold \$210.0 million of 8.375% senior subordinated notes due 2014. We have amended our revolving credit facility, most recently in June 2007, to extend its maturity to December 2010, increase the credit limit to \$270.0 million subject to an asset-based formula and provide lower interest rate levels.

In October 2006, we acquired all of the capital stock of NABS for \$21.2 million in cash. NABS is a premier international supply chain manager of production components, providing services to high technology companies in the computer, electronics, and consumer products industries. NABS had 14 international operations in China, India, Taiwan, Singapore, Ireland, Hungary, Scotland and Mexico plus five locations in the United States.

In January 2006, we completed the acquisition of all of the capital stock of Foundry Service for approximately \$3.2 million in cash, which resulted in additional goodwill of \$2.3 million. The acquisition was funded with borrowings from foreign subsidiaries of the Company.

Table of Contents

In December 2005, we acquired substantially all of the assets of Lectrotherm, which is primarily a provider of field service and spare parts for induction heating and melting systems, located in Canton, Ohio, for \$5.1 million cash funded with borrowings under our revolving credit facility. This acquisition augments our existing, high-margin aftermarket induction business.

In July 2005, we acquired substantially all the assets of PPG, a provider of supply chain management services for a broad range of production components for \$7.0 million cash funded with borrowings from our revolving credit facility, \$.5 million in a short-term note payable and the assumption of approximately \$13.3 million of trade liabilities. This acquisition added significantly to the customer and supplier bases, and expanded our geographic presence of our Supply Technologies segment.

The domestic and international automotive markets were significantly impacted in 2008, which adversely affected our business units serving those markets. During the third quarter of 2008, the Company recorded asset impairment charges associated with the recent volume declines and volatility in the automotive markets. The charges were composed of \$.6 million of inventory impairment included in Cost of Products Sold and \$17.5 million for impairment of property and equipment and other long-term assets. See Note O to the consolidated financial statements included in this annual report on Form 10-K.

During the fourth quarter of 2008, the Company recorded a non-cash goodwill impairment charge of \$95.8 million and restructuring and asset impairment charges of \$13.4 million associated with the decision to exit its relationship with its largest customer, Navistar, along with the general economic downturn. The charges were composed of \$5.0 million of inventory impairment included in Cost of Products Sold and \$8.4 million for impairment of property and equipment, loss on disposal of a foreign subsidiary and severance costs. Impairment charges were offset by a gain of \$.6 million recorded in the Aluminum Products segment relating to the sale of certain facilities that were previously written off.

Approximately 20% of the Company's consolidated net sales are to the automotive markets. The recent deterioration in the global economy and global credit markets continues to negatively impact the automotive markets. General Motors, Ford and Chrysler have encountered severe financial difficulty, which could ultimately result in the bankruptcy in one or more of these domestic automobile manufacturers, which, in turn, would adversely affect the financial condition of the Company's automobile OEM customers. In 2009, the Company expects that its business, results of operations and financial condition will continue to be negatively impacted by the performance of the automotive markets.

Accounting Changes and Goodwill

On December 31, 2006, the Company adopted the recognition and disclosure provisions of Statement of Financial Accounting Standards No. 158 Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans (FAS 158). FAS 158 required the Company to recognize the funded status (i.e., the difference between the Company's fair value of plan assets and the benefit obligations) of its defined benefit pension and postretirement benefit plans (collectively, the postretirement benefit plans) in the December 31, 2006 Consolidated Balance Sheet, with a corresponding adjustment to accumulated other comprehensive income, net of tax. The adjustment to accumulated other comprehensive income at adoption represents the net unrecognized actuarial losses, unrecognized prior service costs and unrecognized transition obligation remaining from the initial adoption of FAS 87 and FAS 106, all of which were previously netted against the postretirement benefit plans' funded status in the Company's Consolidated Balance Sheet in accordance with the provisions of FAS 87 and FAS 106. These amounts will be subsequently recognized as net periodic benefit cost in accordance with the Company's historical accounting policy for amortizing these amounts. In addition, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic benefit cost in the same periods will be recognized as a component of other comprehensive income. Those amounts will be subsequently recognized as a component of net periodic benefit cost on the same basis.

as the amounts recognized in accumulated other comprehensive income at adoption of FAS 158.

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard No. 123 (revised), Share-Based Payment (FAS 123R). FAS 123R requires that the

Table of Contents

cost resulting from all share-based payment transactions be recognized in the financial statements and establishes a fair-value measurement objective in determining the value of such a cost. FAS 123R was effective as of January 1, 2006. FAS 123R is a revision of FAS 123 and supersedes APB 25. The adoption of fair-value recognition provisions for stock options increased the Company's fiscal 2008, 2007 and 2006 compensation expense by \$0.4 million, \$0.4 million and \$0.3 million (before tax), respectively.

In accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (FAS 142), we review goodwill annually for potential impairment. This review was performed as of October 1, 2007 and 2006, using forecasted discounted cash flows, and it was determined that no impairment is required. At December 31, 2007, our balance sheet reflected \$101.0 million of goodwill. In 2008, this review was performed as of October 1 and updated as of December 31 and the Company determined that a non-cash goodwill impairment charge of \$95.8 million related to our Supply Technologies and Aluminum Products segments was required. As of December 31, 2008, after the impact of the \$95.8 million impairment charge, we had goodwill remaining of \$4.1 million.

On July 13, 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (An Interpretation of FASB Statement No. 109 (FIN 48)). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes (FAS 109), and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under FIN 48, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has a 50% or less likelihood of being sustained. Additionally, FIN 48 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company adopted FIN 48 as of January 1, 2007. See Note H to the consolidated financial statements for the impact on the Company's financial statements and related disclosures.

Results of Operations

2008 versus 2007

Net Sales by Segment:

	Year-Ended December 31,			Percent
	2008	2007	Change	Change
	(Dollars in millions)			
Supply Technologies	\$ 521.3	\$ 531.4	\$ (10.1)	(2)%
Aluminum Products	156.3	169.1	(12.8)	(8)%
Manufactured Products	391.2	370.9	20.3	5%
Consolidated Net Sales	\$ 1,068.8	\$ 1,071.4	\$ (2.6)	0%

Consolidated net sales were essentially flat in 2008 compared to the same period in 2007 as growth in Manufactured Products segment nearly offset declines in Aluminum Products sales resulting from reduced automotive sales and Supply Technologies sales resulting from reduced sales to the semiconductor, lawn and garden, auto, plumbing and

heavy-duty truck markets. Supply Technologies sales decreased 2% primarily due to volume reductions in the heavy-duty truck industry, partially offset by the addition of new customers and increases in product range to existing customers. Aluminum Products sales decreased 8% as the general decline in auto industry sales volumes exceeded additional sales from new contracts starting production ramp-up. Manufactured Products sales increased 5% primarily in the induction, pipe threading equipment and forging businesses, due largely to worldwide strength in the steel, oil & gas, aerospace and rail industries. Approximately 20% of the Company's consolidated net sales are to the automotive markets. Net sales to the automotive markets as a percentage of sales by segment were

Table of Contents

approximately 13%, 79% and 5% for the Supply Technologies, Aluminum Products and Manufactured Products Segments, respectively.

Cost of Products Sold & Gross Profit:

	Year-Ended December 31,		Change	Percent Change
	2008	2007		
	(Dollars in millions)			
Consolidated cost of products sold	\$ 919.3	\$ 912.3	\$ 7.0	1%
Consolidated gross profit	\$ 149.5	\$ 159.1	\$ (9.6)	(6)%
Gross margin	14.0%	14.8%		

Cost of products sold increased \$7.0 million in 2008 compared to the same period in 2007, while gross margin decreased to 14.0% in 2008 from 14.8% in the same period of 2007.

Supply Technologies gross margin decreased slightly, as the effect of reduced heavy-duty truck sales volume and restructuring charges outweighed the margin benefit from new sales. Aluminum Products gross margin decreased primarily due to both the costs associated with starting up new contracts and reduced volume. Gross margin in the Manufactured Products segment increased in 2008 compared to 2007 primarily due to increased volume in the induction, pipe threading equipment and forging businesses.

Selling, General & Administrative (SG&A) Expenses:

	Year-Ended December 31,		Change	Percent Change
	2008	2007		
	(Dollars in millions)			
Consolidated SG&A expenses	\$ 105.5	\$ 98.7	\$ 6.8	7%
SG&A percent	9.9%	9.2%		

Consolidated SG&A expenses increased \$6.8 million in 2008 compared to 2007 representing a .7% increase in SG&A expenses as a percent of sales. SG&A expenses increased primarily due to higher professional fees in the Supply Technologies and Manufactured Products segments, expenses related to a new office building and other one-time charges at the corporate office consisting of losses on the sales of securities, severance costs and legal and professional fees, partially offset by a \$.6 million increase in net pension credits and a reversal of year end bonus accruals.

Interest Expense:

	Year-Ended December 31,	Percent
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	2008	2007	Change	Change
			(Dollars in millions)	
Interest expense	\$ 27.9	\$ 31.6	\$ (3.7)	(12)%
Average outstanding borrowings	\$ 385.8	\$ 383.6	\$ 2.2	1%
Average borrowing rate	7.23%	8.23%	101	basis points

Interest expense decreased \$3.7 million in 2008 compared to 2007, primarily due to a lower average borrowing rate during 2008 offset by slightly higher average borrowings. The increase in average borrowings in 2008 resulted primarily from decreased cash flow and increased working capital. The lower average borrowing rate in 2008 was due primarily to decreased interest rates under our revolving credit facility compared to 2007.

Table of Contents***Impairment Charges:***

During 2008, the Company recorded goodwill impairment charges of \$95.8 million. The Company also recorded asset impairment charges of \$25.3 million associated with the recent volume declines and volatility in the automotive markets, loss from the disposal of a foreign subsidiary and restructuring expenses associated with the Company's exit from its relationship with its largest customer, Navistar, Inc., along with realignment of its distribution network.

Gain on Purchase of 8.375% Senior Subordinated Notes:

In 2008, Park Ohio-Holdings Corp. purchased \$11.0 million aggregate principal amount of 8.375% Notes, which were issued by Park-Ohio Industries, Inc., for \$4.7 million. After writing off \$.1 million of deferred financing costs, the Company recorded a net gain of \$6.2 million. The 8.375% Notes were not contributed to Park-Ohio Industries, Inc. but are held by Park-Ohio Holdings Corp.

Income Taxes:

	Year-Ended December 31, 2008 2007 (Dollars in millions)	
(Loss) income before income taxes	\$ (98.8)	\$ 31.2
Income taxes	\$ 21.0	\$ 10.0
Tax valuation allowance-effective tax rate impact	(33.6)	0.0
Income taxes excluding tax valuation allowance	\$ (12.6)	\$ 10.0
Effective income tax rate	(21)%	32%
Effective income tax rate, excluding tax valuation allowance (Non-GAAP)	13%	32%

In the fourth quarter of 2008, the Company recorded a \$33.6 million valuation allowance against its deferred tax assets. As of December 31, 2008, the Company was in a cumulative three-year loss position and determined that it was not more likely than not that its deferred tax asset would be realized.

The provision for income taxes was \$21.0 million in 2008 compared to \$10.0 million in 2007. The effective income tax rate was (21)% in 2008, compared to 32% in 2007.

The Company's net operating loss carryforward precluded the payment of most cash federal income taxes in both 2008 and 2007, and should similarly preclude such payments in 2009. At December 31, 2008, the Company had net operating loss carryforwards for federal income tax purposes of approximately \$42.1 million, which will expire between 2022 and 2028.

2007 versus 2006***Net Sales by Segment:***

	Year-Ended December 31,		Change	Percent Change	Acquired/ (Divested) Sales
	2007	2006	(Dollars in millions)		
Supply Technologies	\$ 531.4	\$ 598.2	\$ (66.8)	(11)%	\$ 29.5
Aluminum Products	169.1	154.6	14.5	9%	0.0
Manufactured Products	370.9	303.4	67.5	22%	0.0
Consolidated Net Sales	\$ 1,071.4	\$ 1,056.2	\$ 15.2	1%	\$ 29.5

Consolidated net sales increased by 1% in 2007 compared to 2006, as growth in the Manufactured Products segment and new customers in the Supply Technologies and Aluminum Products segments exceeded declines in Supply Technologies segment sales to the heavy-duty truck market caused by the

Table of Contents

introduction of new environmental standards at the beginning of 2007. Supply Technologies sales decreased 11% primarily due to volume reductions in the heavy-duty truck industry, partially offset by \$29.5 million of additional sales from the October 2006 acquisition of NABS, the addition of new customers and increases in product range to existing customers. New customers in the Supply Technologies segment came from organic sales, while new sales in the Aluminum Products segment primarily reflect sales to new customers. Aluminum Products sales increased 9% as the sales volumes from new contracts starting production ramp-up exceeded the end of production of other parts and the general decline in auto industry sales volumes. Manufactured Products sales increased 22%, primarily in the induction equipment, pipe threading equipment and forging businesses, due largely to worldwide strength in the steel, oil and gas, aerospace and rail industries. At the end of fourth quarter 2007, the Company adjusted downward the amount initially recorded for revenue by approximately \$18.0 million to reflect the exclusion of certain costs from suppliers and subcontractors from the percentage of completion calculation that is used to account for long-term industrial equipment contracts. See Selected Quarterly Financial Data (Unaudited) on page 63 for additional information.

Cost of Products Sold & Gross Profit:

	Year-Ended December 31, 2007 2006 Change (Dollars in millions)			Percent Change
Consolidated cost of products sold	\$ 912.3	\$ 908.1	\$ 4.2	0%
Consolidated gross profit	\$ 159.1	\$ 148.1	\$ 11.0	7%
Gross margin	14.8%	14.0%		

Cost of products sold was relatively flat in 2007 compared to 2006, while gross margin increased to 14.8% from 14.0% in 2006. Supply Technologies gross margin increased slightly, as the margin benefit from sales from the NABS acquisition and new customers outweighed the effect of reduced heavy-truck sales volume and higher restructuring charges in 2007. Supply Technologies 2006 and 2007 cost of products sold included \$.8 million and \$2.2 million, respectively of inventory related restructuring charges associated with the closure of a manufacturing plant.

Aluminum Products gross margin decreased primarily due to the costs associated with starting up new contracts and the slow ramp-up of new contract volume. Gross margin in the Manufactured Products segment increased primarily due to increased sales volume.

SG&A Expenses:

	Year-Ended December 31, 2007 2006 Change (Dollars in millions)			Percent Change
Consolidated SG&A expenses	\$ 98.7	\$ 90.3	\$ 8.4	9%
SG&A percent	9.2%	8.5%		

Consolidated SG&A expenses increased \$8.4 million in 2007 compared to 2006, representing a .7% increase in SG&A expenses as a percent of sales. SG&A increased approximately \$5.3 million due to the acquisition of NABS. SG&A increased further primarily due to increased expenses related to stock options and restricted stock, the new office building, legal and professional fees and franchise taxes, partially offset by a \$1.1 million increase in net pension credits, reflecting higher return on pension plan assets.

Table of Contents***Interest Expense:***

	Year-Ended December 31,		Change	Percent Change
	2007	2006	(Dollars in millions)	
Interest expense	\$ 31.6	\$ 31.3	\$ 0.3	1%
Average outstanding borrowings	\$ 383.6	\$ 376.5	\$ 7.1	2%
Average borrowing rate	8.23%	8.31%	8	basis points

Interest expense increased \$.3 million in 2007 compared to 2006, due to higher average outstanding borrowings, partially offset by lower average interest rates during 2007. The increase in average borrowings in 2007 resulted primarily from higher working capital and the purchase of NABS in October 2006. The lower average borrowing rate in 2007 was due primarily to decreased interest rates under our revolving credit facility compared to 2006, which increased as a result of actions by the Federal Reserve.

Income Taxes:

	Year-Ended December 31,	
	2007	2006
	(Dollars in millions)	
Income before income taxes	\$ 31.2	\$ 27.4
Income taxes	\$ 10.0	\$ 3.2
Reversal of tax valuation allowance included in income	0.0	(5.0)
Income taxes excluding reversal of tax valuation allowance	\$ 10.0	\$ 8.2
Effective income tax rate	32%	12%
Effective income tax rate excluding reversal of tax valuation allowance (Non-GAAP)	32%	30%

In the fourth quarter of 2006, the Company reversed \$5.0 million of its deferred tax asset valuation allowance, increasing net income for that year and substantially eliminating this reserve. Based on strong recent and projected earnings, the Company determined that it was more likely than not that its deferred tax asset would be realized.

The provision for income taxes was \$10.0 million in 2007 compared to \$3.2 million in 2006, which was reduced by the \$5.0 million reversal of our deferred tax asset valuation allowance. The effective income tax rate was 32% in 2007, compared to 12% in 2006. Excluding the reversal of the tax valuation allowance in 2006, the Company provided \$8.2 million of income taxes, a 30% effective income tax rate. We are presenting taxes and tax rates without the tax benefit of the tax valuation allowance reversal to facilitate comparison between the periods.

The Company's net operating loss carryforward precluded the payment of most cash federal income taxes in both 2007 and 2006, and should similarly preclude such payments in 2008 and substantially reduce them in 2009. At December 31, 2007, the Company had net operating loss carryforwards for federal income tax purposes of approximately \$41.6 million, which will expire between 2021 and 2027.

Liquidity and Sources of Capital

Our liquidity needs are primarily for working capital and capital expenditures. Our primary sources of liquidity have been funds provided by operations and funds available from existing bank credit arrangements and the sale of our senior subordinated notes. In 2003, we entered into a revolving credit facility with a group of banks which, as subsequently amended, matures at December 31, 2010 and provides for availability of up to \$270 million subject to an asset-based formula. The revolving credit facility is secured by substantially all our assets in the United States, Canada and the United Kingdom. Borrowings from this revolving credit facility will be used for general corporate purposes.

Table of Contents

Amounts borrowed under the revolving credit facility may be borrowed at the Company's election at either (i) LIBOR plus .75% to 1.75% or (ii) the bank's prime lending rate. The LIBOR-based interest rate is dependent on the Company's debt service coverage ratio, as defined in the revolving credit facility. Under the revolving credit facility, a detailed borrowing base formula provides borrowing availability to the Company based on percentages of eligible accounts receivable, inventory and fixed assets. As of December 31, 2008, the Company had \$164.6 million outstanding under the revolving credit facility, and approximately \$47.1 million of unused borrowing availability.

Current financial resources (working capital and available bank borrowing arrangements) and anticipated funds from operations are expected to be adequate to meet current cash requirements for at least the next twelve months. The future availability of bank borrowings under the revolving credit facility is based on the Company's ability to meet a debt service ratio covenant, which could be materially impacted by negative economic trends. Failure to meet the debt service ratio could materially impact the availability and interest rate of future borrowings.

In 2008, Park-Ohio Holdings Corp. purchased \$11.0 million aggregate principal amount of 8.375% Notes, which were issued by Park-Ohio Industries, Inc. for \$4.7 million. After writing off \$.1 million of deferred financing costs, the Company recorded a net gain of \$6.2 million. The 8.375% Notes were not contributed to Park-Ohio Industries Inc. but are held by Park-Ohio Holdings Corp.

The Company may from time to time seek to retire or purchase its outstanding debt through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. It may also repurchase shares of its outstanding common stock. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Disruptions, uncertainty or volatility in the credit markets may adversely impact the availability of credit already arranged and the availability and cost of credit in the future. These market conditions may limit the Company's ability to replace, in a timely manner, maturing liabilities and access the capital necessary to grow and maintain its business. Accordingly, the Company may be forced to delay raising capital, issue shorter tenors than the Company prefers or pay unattractive interest rates, which could increase its interest expense, decrease its profitability and significantly reduce its financial flexibility. There can be no assurances that government responses to the disruptions in the financial markets will stabilize the markets or increase liquidity and the availability of credit.

At December 31, 2008, the Company was in compliance with the debt service ratio covenant and other covenants contained in the revolving credit facility. While we expect to remain in compliance throughout 2009, further declines in demand in the automotive industry and in sales volumes in 2009 could adversely impact our ability to remain in compliance with certain of these financial covenants. Additionally, to the extent our customers are adversely affected by the declines in demand in the automotive industry or the economy in general, they may not be able to pay their accounts payable to us on a timely basis or at all, which would make those accounts receivable ineligible for purposes of the revolving credit facility and could reduce our borrowing base.

The ratio of current assets to current liabilities was 2.22 at December 31, 2008 versus 2.40 at December 31, 2007. Working capital decreased by \$18.0 million to \$252.9 million at December 31, 2008 from \$270.9 million at December 31, 2007. Accounts receivable decreased \$6.6 million to \$165.8 million in 2008 from \$172.4 million in 2007. Inventory increased by \$13.4 million in 2008 to \$228.8 million from \$215.4 million in 2007 while accrued expenses increased by \$7.4 million to \$74.4 million in 2008 from \$67.0 in 2007 and accounts payable remained essentially the same for each year.

During 2008, the Company provided \$8.5 million from operating activities as compared to \$31.5 million from operating activities in 2007. The decrease in cash provision of \$23.0 million was primarily the result of a slightly

greater increase in net operating assets in 2008 compared to 2007 (\$22.6 million compared to \$19.0 million), a net income in 2007 of \$21.2 million compared to a net loss of \$119.8 million in 2008 offset by non-cash restructuring and impairment charges of \$121.1 million in 2008 compared to \$2.2 million in 2007.

Table of Contents

During 2008, the Company also invested \$17.5 million in capital expenditures, \$5.3 million for business acquisitions, received proceeds from bank arrangements of \$25.6 million and \$3.0 million from the sales of marketable securities and used \$4.7 million to purchase \$11.0 million aggregate principal amount of Park-Ohio Industries, Inc. 8.375% senior subordinated notes and purchased \$5.9 million of its common stock.

During 2007, the Company provided \$31.5 million from operating activities as compared to providing \$6.1 million in 2006. The increase in cash provision of \$25.4 million was primarily the result of a smaller increase in net operating assets in 2007 compared to 2006 (\$19.0 million compared to \$35.0 million, respectively), a deferred income tax provision of \$4.3 million in 2007 compared to a \$4.4 million deferred tax benefit in 2006, partially offset by a decrease in net income of \$3.0 million. The decrease in net income was partially offset by approximately \$2.2 million of noncash restructuring and impairment charges in 2007. During 2007, the Company also invested \$21.9 million in capital expenditures, received \$4.4 million from the sale of assets held for sale, paid back \$14.8 million on its bank and other debt, invested \$5.1 million in marketable securities and purchased \$2.2 million of its common stock.

Off-Balance Sheet Arrangements

We do not have off-balance sheet arrangements, financing or other relationships with unconsolidated entities or other persons. There are occasions whereupon we enter into forward contracts on foreign currencies, primarily the euro, purely for the purpose of hedging exposure to changes in the value of accounts receivable in those currencies against the U.S. dollar. At December 31, 2008, none were outstanding. We currently have no other derivative instruments.

The following table summarizes our principal contractual obligations and other commercial commitments over various future periods as of December 31, 2008:

(In Thousands)	Total	Payments Due or Commitment Expiration Per Period			
		Less Than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Long-term debt obligations	\$ 374,646	\$ 8,778	\$ 166,883	\$ -0-	\$ 198,985
Interest obligations(1)	97,907	16,665	33,330	33,330	