

PREFORMED LINE PRODUCTS CO

Form 10-K

March 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2011

Commission file number 0-31164

**Preformed Line Products Company**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or Other Jurisdiction of

**34-0676895**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**660 Beta Drive**

**Mayfield Village, Ohio**  
(Address of Principal Executive Office)

**44143**  
(Zip Code)

**(440) 461-5200**

(Registrant's telephone number, including area code)

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

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Title of each class	Name of each exchange on which registered
Common Shares, \$2 par value per share	NASDAQ

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

(None)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities

Act. Yes ☐ No ☒

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (S232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark 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 the 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 definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
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Non-accelerated filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting and non-voting common shares held by non-affiliates of the registrant as of June 30, 2011 was \$163,401,733 based on the closing price of such common shares, as reported on the NASDAQ National Market System. As of March 7, 2012, there were 5,332,454 common shares of the Company (\$2 par value) outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement for the Annual Meeting of Shareholders to be held April 30, 2012 are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.



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### Forward-Looking Statements

This Form 10-K and other documents we file with the Securities and Exchange Commission ( SEC ) contain forward-looking statements regarding Preformed Line Products Company's (the Company ) and management's beliefs and expectations. As a general matter, forward-looking statements are those focused upon future plans, objectives or performance (as opposed to historical items) and include statements of anticipated events or trends and expectations and beliefs relating to matters not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to the Company's operations and business environment, all of which are difficult to predict and many of which are beyond the Company's control. Such uncertainties and factors could cause the Company's actual results to differ materially from those matters expressed in or implied by such forward-looking statements.

The following factors, among others, could affect the Company's future performance and cause the Company's actual results to differ materially from those expressed or implied by forward-looking statements made in this report:

The overall demand for cable anchoring and control hardware for electrical transmission and distribution lines on a worldwide basis, which has a slow growth rate in mature markets such as the United States (U.S.), Canada, and Western Europe and may not grow as expected in developing regions;

The ability of our customers to raise funds needed to build the facilities their customers require;

Technological developments that affect longer-term trends for communication lines such as wireless communication;

The decreasing demands for product supporting copper-based infrastructure due to the introduction of products using new technologies or adoption of new industry standards;

The Company's success at continuing to develop proprietary technology and maintaining high quality products and customer service to meet or exceed new industry performance standards and individual customer expectations;

The Company's success in strengthening and retaining relationships with the Company's customers, growing sales at targeted accounts and expanding geographically;

The extent to which the Company is successful in expanding the Company's product line or production facilities into new areas;

The Company's ability to identify, complete and integrate acquisitions for profitable growth;

The potential impact of consolidation, deregulation and bankruptcy among the Company's suppliers, competitors and customers;

The relative degree of competitive and customer price pressure on the Company's products;

The cost, availability and quality of raw materials required for the manufacture of products;

The effects of fluctuation in currency exchange rates upon the Company's reported results from international operations, together with non-currency risks of investing in and conducting significant operations in foreign countries, including those relating to

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political, social, economic and regulatory factors;

Changes in significant government regulations affecting environmental compliances;

The telecommunication market's continued deployment of Fiber-to-the-Premises;

The Company's ability to obtain funding for future acquisitions;

The potential impact of the global economic condition and the depressed U.S. housing market on the Company's ongoing profitability and future growth opportunities in our core markets in the U.S. and other foreign countries where the financial situation is expected to be similar going forward;

The continued support by Federal, State, Local and Foreign Governments in incentive programs for upgrading electric transmission lines and promoting renewable energy deployment;

Those factors described under the heading "Risk Factors" on page 13.

## **Part I**

### **Item 1. Business**

#### **Background**

Preformed Line Products Company and its subsidiaries (the "Company") is an international designer and manufacturer of products and systems employed in the construction and maintenance of overhead and underground networks for the energy, telecommunication, cable operators, information (data communication) and other similar industries. The Company's primary products support, protect, connect, terminate and secure cables and wires. The Company also provides solar hardware systems and mounting hardware for a variety of solar power applications. The Company's goal is to continue to achieve profitable growth as a leader in the innovation, development, manufacture and marketing of technically advanced products and services related to energy, communications and cable systems and to take advantage of this leadership position to sell additional quality products in familiar markets.

The Company serves a worldwide market through strategically located domestic and international manufacturing facilities. Each of the Company's domestic and international manufacturing facilities have obtained an International Organization of Standardization (ISO) 9001:2008 Certified Management System, with the exception of Direct Power and Water Corporation (DPW), which was acquired during 2007. The ISO 9001:2008 certified management system is a globally recognized quality standard for manufacturing and assists the Company in marketing its products throughout the world. The Company's customers include public and private energy utilities and communication companies, cable operators, financial institutions, governmental agencies, contractors and subcontractors, distributors and value-added resellers. The Company is not dependent on a single customer or a few customers. No single customer accounts for more than ten percent of the Company's consolidated revenues.

The Company's products include:

Formed Wire and Related Hardware Products

Protective Closures

Data Communication Cabinets

Plastic Products

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### Other Products

*Formed Wire Products and Related Hardware Products* are used in the energy, communications, cable and special industries (i.e., metal building, tower and antenna industries, the agriculture and arborist industries, and marine systems industry) to support, protect, terminate and secure both power conductor and communication cables and to control cable dynamics (e.g., vibration). Formed wire products are based on the principle of forming a variety of stiff wire materials into a helical (spiral) shape. Advantages of using the Company's helical formed wire products are that they are economical, dependable and easy to use. The Company introduced formed wire products to the power industry over 60 years ago and such products enjoy an almost universal acceptance in the Company's markets. Related hardware products include hardware for supporting and protecting transmission conductors, spacers, spacer-dampers, stockbridge dampers, corona suppression devices and various compression fittings for dead-end applications. Formed wire and related hardware products are approximately 67% of the Company's revenues in 2011, 65% in 2010 and 62% in 2009.



*Protective Closures*, including splice cases, are used to protect fixed line communication networks, such as copper cable or fiber optic cable, from moisture, environmental hazards and other potential contaminants. Protective closures are approximately 16% of the Company's revenues in 2011, 17% in 2010 and 22% in 2009.

*Data Communication Cabinets* are products used in high-speed data systems to hold and protect electronic equipment. Data communication cabinets are approximately 3% of the Company's revenues in 2011 and 4% of the Company's revenues in 2010 and 2009.

*Plastic Products*, including guy markers, tree guards, fiber optic cable markers and pedestal markers, are used in energy, communications, cable television and special industries to identify power conductors, communication cables and guy wires. Plastic products are approximately 3% of the Company's revenues in 2011, 2010 and 2009.

*Other Products* include hardware assemblies, pole line hardware, resale products, underground connectors, solar hardware systems and urethane products. They are used by energy, renewable energy, communications, cable and special industries for various applications and are defined as products that complement the Company's core line offerings. Other products are approximately 11% of the Company's revenues in 2011 and 2010 and 9% in 2009.

### **Corporate History**

The Company was incorporated in Ohio in 1947 to manufacture and sell helically shaped armor rods which are sets of stiff helically shaped wires applied on an electrical conductor at the point where it is suspended or held. Thomas F. Peterson, the Company's founder, developed and patented a unique method to manufacture and apply these armor rods to protect electrical conductors on overhead power lines. Over a period of years, Mr. Peterson and the Company developed, tested, patented, manufactured and marketed a variety of helically shaped products for use by the electrical and telephone industries. Although all of Mr. Peterson's patents have now expired, those patents served as the nucleus for licensing the Company's formed wire products abroad.

The success of the Company's formed wire products in the U.S. led to expansion abroad. The first international license agreement was established in the mid-1950s in Canada. In the late 1950s the Company's products were being sold through joint ventures and licensees in Canada, England, Germany, Spain and Australia. Additionally, the Company began export operations and promoted products into other selected offshore markets. The Company continued its expansion program, bought out most of the original licensees, and, by the mid-1990s, had complete ownership of operations in Australia, Brazil, Canada, Great Britain, South Africa and Spain and held a minority interest in two joint ventures in Japan. The Company's international subsidiaries have the necessary infrastructure (i.e. manufacturing, engineering, marketing and general management) to support local business activities. Each is staffed with local personnel to ensure that the Company is well versed in local business practices, cultural constraints, technical requirements and the intricacies of local client relationships.

In 1968, the Company expanded into the underground telecommunications field by its acquisition of the Smith Company located in California. The Smith Company had a patented line of buried closures and pressurized splice cases. These closures and splice cases protect copper cable openings from environmental damage and degradation. The Company continued to build on expertise acquired through the acquisition of the Smith Company and in 1995 introduced the highly successful COYOTE® Closure line of products. Since 1995 fourteen domestic and three international patents have been granted to the Company on the COYOTE Closure. None of the COYOTE Closure patents have expired. The earliest COYOTE Closure patent was filed April 1995 and will not expire until April 2015.

In 2007, the Company acquired the shares of DPW, located in New Mexico, U.S. This acquisition broadened the Company's product lines and manufactures mounting hardware for a variety of solar power applications and provides designs and installations of solar power systems.

In 2007, the Company acquired 83.74% of Belos SA (Belos), located in Bielsko-Biala, Poland. Belos is a manufacturer and supplier of fittings for various voltage power networks. This acquisition complements the Company's existing line of energy products. In 2008, the Company acquired an additional 8.3% of the outstanding shares of Belos. In 2009, the Company acquired an additional 4.1% of the outstanding shares of Belos. In 2010, the Company acquired the remaining 3.86% of the outstanding shares of Belos.

In 2008, the Company divested its data communication business, Superior Modular Products.

In 2008, the Company formed a joint venture between the Company's Australian subsidiary, Preformed Line Products Australia Pty Ltd (PLP-AU) and BlueSky Energy Pty Ltd, a solar systems integration and installation business based in Sydney, Australia. PLP-AU held a 50% ownership interest in the joint venture company, which operates under the name BlueSky Energy Australia (BlueSky), with the option to acquire the remaining 50% ownership interest from BlueSky Energy Pty Ltd over the next five years. In 2011, the Company acquired the additional 50% ownership interest from BlueSky Energy Pty Ltd.

In 2009, the Company acquired a 33.3% investment in Proxisafe Ltd. Proxisafe is a Canadian developmental company formed to design and commercialize new industrial safety equipment located in Calgary, Alberta.

In 2009, the Company acquired the Dulmison business from Tyco Electronics Group S.A. (Tyco Electronics), which includes both the acquisition of equity of certain Tyco Electronics entities and the acquisition of assets from other Tyco Electronics entities. Dulmison was a leader in the supply and manufacturer of electrical transmission and distribution products. Dulmison designed, manufactured and marketed pole line hardware and vibration control products for the global electrical utility industry. Dulmison had operations in Australia, Thailand, Indonesia, Malaysia, Mexico and the United States. The Dulmison business has been fully integrated into the Company's core businesses.

In 2010, the Company acquired Electropar Limited (Electropar), a New Zealand corporation. Electropar designs, manufactures and markets pole line and substation hardware for the global electrical utility industry. Electropar is based in New Zealand with a subsidiary operation in Australia. The acquisition has and is expected to continue to strengthen the Company's position in the power distribution, transmission and substation hardware markets and will expand the Company's presence in the Asia-Pacific region.

In January 2012, the Company acquired Australian Electricity Systems Pty Ltd. (AES), an Australian company. AES designs, manufactures and markets hardware for the electrical utility industry. The acquisition is expected to strengthen the Company's position in the power distribution, transmission and substation hardware markets and will expand the Company's presence in the Asia-Pacific region. For accounting purposes, the acquisition was an immaterial business combination.

The Company's World headquarters is located at 660 Beta Drive, Mayfield Village, Ohio 44143.

### **Business**

The demand for the Company's products comes primarily from new, maintenance and repair construction for the energy (including solar), telecommunication, data communication and special industries. The Company's customers use many of the Company's products, including formed wire products, to revitalize the aging outside plant infrastructure. Many of the Company's products are used on a proactive basis by the Company's customers to reduce and prevent lost revenue. A single malfunctioning line could cause the loss of thousands of dollars per hour for a power or communication customer. A malfunctioning fiber cable could also result in substantial revenue loss. Repair construction by the Company's customers generally occurs in the case of emergencies or natural disasters, such as hurricanes, tornadoes, earthquakes, floods or ice storms. Under these circumstances, the Company provides 24-hour service to provide the repair products to customers as quickly as possible.

The Company has adapted the formed wire products' helical technology for use in a wide variety of fiber optic cable applications that have special requirements. The Company's formed wire products are uniquely qualified for these applications due to the gentle gripping over a greater length of the fiber cable. This is an advantage over traditional pole line hardware clamps that compress the cable to the point of possible fatigue and optical signal deterioration.

The Company's protective closures and splice cases are used to protect cable from moisture, environmental hazards and other potential contaminants. The Company's splice cases are easily re-enterable closures that allow utility maintenance workers access to the cables located inside the closure to repair or add communications services. Over the years, the Company has made many significant improvements in the splice case that have greatly increased their versatility and application in the market place. The Company also designs and markets custom splice cases to satisfy specific customer requirements. This has allowed the Company to remain a strong partner with several primary customers and has earned the Company the reputation as a responsive and reliable supplier.

Fiber optic cable was first deployed in the outside plant environment in the early 1980s. Through fiber optic technologies, a much greater amount of both voice and data communication can be transmitted reliably. In addition, this technology solved the cable congestion problem that the large count copper cable was causing in underground, buried and aerial applications. The Company developed and adapted copper closures for use in the emerging fiber optic world. In the late 1980s, the Company developed a series of splice cases designed specifically for fiber application. In the mid-1990s, the Company developed its plastic COYOTE Closure, and has since expanded the product line to address Fiber-to-the-Premise (FTTP) applications. The COYOTE Closure is an example of the Company developing a new line of proprietary products to meet the changing needs of its customers.

The Company also designs and manufactures data communication cabinets and enclosures for data communication networks, offering a comprehensive line of copper and fiber optic cross-connect systems. The product line enables reliable, high-speed transmission of data over customers' local area networks.

With the acquisition of DPW in 2007, the Company expanded into the fast growing renewable energy sector. DPW provides a comprehensive line of mounting hardware for a variety of solar power applications including residential roof mounting, commercial roofing systems, top of pole mounting and customized solutions. DPW also provides design and installation services for residential and commercial solar power systems primarily in the western U.S.

### **Markets**

The Company markets its products to the energy, telecommunication, cable, data communication and special industries. While rapid changes in technology have blurred the distinctions between telephone, cable, and data communication, the energy industry is clearly distinct. The Company's role in the energy industry is to supply formed wire products and related hardware used with the electrical conductors, cables and wires that transfer power from the generating facility to the ultimate user of that power. Formed wire products are used to support, protect, terminate and secure both power conductor and communication cables and to control cable dynamics.

*Electric Utilities Transmission.* The electric transmission grid is the interconnected network of high voltage aluminum conductors used to transport large blocks of electric power from generating facilities to distribution networks. Currently, there are three major power grids in the U.S.: the Eastern Interconnect, the Western Interconnect and the Texas Interconnect. Virtually all electrical energy utilities are connected with at least one other utility by one of these major grids. The Company believes that the transmission grid has been neglected throughout much of the U.S. for more than two decades. Additionally, because of deregulation, some electric utilities have turned this responsibility over to Independent System Operators (ISOs), who have also been slow to add transmission lines. With demand for power now exceeding supply in some areas, the need for the movement of bulk power from the energy-rich areas to the energy-deficient areas means that new transmission lines will likely be built and many existing lines will likely be refurbished. In addition, passage of the economic stimulus bill in early 2009 that contains provisions for upgrading the aging transmission infrastructure and connecting renewable energy sources to the grid should attract new investment to fund new infrastructure projects in the industry. The Company believes that this will generate growth for the Company's products in this market over at least the next several years. In addition, increased construction of international transmission grids is occurring in many regions of the world. However, consolidations in the markets that the Company services may also have an adverse impact on the Company's revenues.

*Electric Utilities Distribution.* The distribution market includes those utilities that distribute power from a substation where voltage is reduced to levels appropriate for the consumer. Unlike the transmission market, distribution is still handled primarily by local electric utilities. These utilities are motivated to reduce cost in order to maintain and enhance their profitability. The Company believes that its growth in the distribution market will be achieved primarily as a result of incremental gains in market share driven by emphasizing the Company's quality products and service over price. Internationally, particularly in the developing regions, there is increasing political pressure to extend the availability of electricity to additional populations. Through its global network of factories and sales offices, the Company is prepared to take advantage of this new growth in construction.

*Renewable Energy.* The renewable energy market includes residential consumers, commercial businesses, off-grid operators, and utility companies that have an interest in alternative energy sources. Environmental concerns along with federal, state, and local utility incentives have fueled demand for renewable energy systems including solar, wind, and biofuel. The industry continues to grow as advancements in technology lead to greater efficiencies which drive down overall system costs. The Company currently provides hardware solutions, system design and installation services for solar power applications. The Company markets and sells these products and services to end-users, distributors, installers and integrators.

*Communication and Cable.* Major developments, including growing competition between the cable and communications industries and increasing overall demand for high-speed communication services, have led to a changing regulatory and competitive environment in many markets throughout the world. The deployment of new access networks and improvements to existing networks for advanced applications continues to gain momentum.

Cable operators, local communication operators and power utilities are building, rebuilding or upgrading signal delivery networks in developed countries. These networks are designed to deliver video and voice transmissions and provide Internet connectivity to individual residences and businesses. Operators deploy a variety of network technologies and architectures to carry broadband and narrowband signals. These architectures are constructed of electronic hardware connected via coaxial cables, copper wires or optical fibers. The Company manufactures closures that these industries use to securely connect and protect these vital networks.

As critical components of the outdoor infrastructure, closures provide protection against weather and vandalism, and permit technicians who maintain and manage the system ready access to the devices. Cable operators and local telephone network operators place great reliance on manufacturers of protective closures because any material damage to the signal delivery networks is likely to disrupt communication services. In addition to closures, the Company supplies the communication and cable industry with its formed wire products to hold, support, protect and terminate the copper wires and cables and the fiber optic cables used by that industry to transfer voice, video or data signals.

The industry has developed technological methods to increase the usage of copper-based plant through high-speed digital subscriber lines (DSLs). The popularity of these services, the regulatory environment and the increasingly fierce competition between communications and cable operators has driven the move toward building out the "last mile" in fiber networks. FTTP technology supports the next wave in broadband innovation by carrying fiber optic technology into homes and businesses. The Company has been actively developing products that address this market.

*Data Communication.* The data communication market is being driven by the continual demand for increased bandwidth. Growing Internet Service Providers (ISPs), construction in Wide Area Networks (WANs) and demand for products in the workplace are all key elements to the increased demand for the connecting devices made by the Company. The Company's products are sold to a number of categories of customers including, (i) ISPs, (ii) large companies and organizations which have their own local area network for data communication, and (iii) distributors of structured cabling systems and components for use in the above markets.

*Special Industries.* The Company's formed wire products are also used in other industries which require a method of securing or terminating cables, including the metal building, tower and antenna industries, the agriculture and arborist industries, and various applications within the marine systems industry. Products other than formed wire products are also marketed to other industries. For example, the Company's urethane capabilities allow it to market products to the light rail industry. The Company continues to explore new and innovative uses of its manufacturing capabilities; however, these markets remain a small portion of overall consolidated sales.

### **International Operations**

The international operations of the Company are essentially the same as its domestic (PLP-USA) business. The Company manufactures similar types of products in its international plants as are sold domestically, sells to similar types of customers and faces similar types of competition (and in some cases, the same competitors). Sources of supply of raw materials are not significantly different internationally. See Note K in the Notes To Consolidated Financial Statements for information and financial data relating to the Company's international operations that represent reportable segments.

While a number of the Company's international plants are in developed countries, the Company believes it has strong market opportunities in developing countries where the need for the transmission and distribution of electrical power is significant. In addition, as the need arises, the Company is prepared to establish new manufacturing facilities abroad.

### **Sales and Marketing**

Domestically and internationally, the Company markets its products through a direct sales force and manufacturing representatives. The direct sales force is employed by the Company and works with the manufacturer's representatives, as well as key direct accounts and distributors who also buy and resell the Company's products. The manufacturer's representatives are independent organizations that represent the Company as well as other complimentary product lines. These organizations are paid a commission based on the sales amount.

### **Research and Development**

The Company is committed to providing technical leadership through scientific research and product development in order to continue to expand the Company's position as a supplier to the communications and power industries. Research is conducted on a continuous basis using internal experience in conjunction with outside professional expertise to develop state-of-the-art materials for several of the Company's products. These products capitalize on cost-efficiency while offering exacting mechanical performance that meets or exceeds industry standards. The Company's research and development activities have resulted in numerous patents being issued to the Company (see "Patents and Trademarks" below).

Early in its history, the Company recognized the need to understand the performance of its products and the needs of its customers. To that end, the Company developed a 29,000 square foot Research and Engineering Center located at its corporate headquarters in Mayfield Village, Ohio. Using the Research and Engineering Center, engineers and technicians simulate a wide range of external conditions encountered by the Company's products to ensure quality, durability and performance. The work performed in the Research and Engineering Center includes advanced studies and experimentation with various forms of vibration. This work has contributed significantly to the collective knowledge base of the industries the Company serves and is the subject matter of many papers and seminars presented to these industries.

The Company believes that its Research and Engineering Center is one of the most sophisticated in the world in its specialized field. The Research and Engineering Center also has an advanced prototyping technology machine on-site to develop models of new designs where intricate part details are studied prior to the construction of expensive production tooling. Today, the Company's reputation for vibration testing, tensile testing, fiber optic cable testing, environmental testing, field vibration monitoring and third-party contract testing is a competitive advantage. In addition to testing, the work done at the Company's Research and Development Center continues to fuel product development efforts. For example, the Company estimates that approximately 20% of 2011 revenues were attributed to products developed by the Company in the past five years. In addition, the Company's position in the industry is further reinforced by its long-standing leadership role in many key international technical organizations which are charged with the responsibility of establishing industry wide specifications and performance criteria, including IEEE (Institute of Electrical and Electronics Engineers), CIGRE (Counsil Internationale des

Grands Reseaux Electriques a Haute Tension), and IEC (International Electromechanical Commission). Research and development costs are expensed as incurred. Research and development costs for new products were \$2.4 million in 2011, \$1.7 million in 2010 and \$2.3 million in 2009.

### **Patents and Trademarks**

The Company applies for patents in the U.S. and other countries, as appropriate, to protect its significant patentable developments. As of December 31, 2011, the Company had in force 32 U.S. patents and 66 international patents in 12 countries and had pending nine U.S. patent applications and 27 international applications. While such domestic and international patents expire from time to time, the Company continues to apply for and obtain patent protection on a regular basis. Patents held by the Company in the aggregate are of material importance in the operation of the Company's business. The Company, however, does not believe that any single patent, or group of related patents, is essential to the Company's business as a whole or to any of its businesses. Additionally, the Company owns and uses a substantial body of proprietary information and numerous trademarks. The Company relies on nondisclosure agreements to protect trade secrets and other proprietary data and technology. As of December 31, 2011, the Company had obtained U.S. registration on 30 trademarks and no trademark applications remained pending. International registrations amounted to 253 registrations in 39 countries, with five pending international registrations.

Since June 8, 1995, U.S. patents have been issued for terms of 20 years beginning with the date of filing of the patent application. Prior to that time, a U.S. patent had a term of 17 years from the date of its issuance. Patents issued by international countries generally expire 20 years after filing. U.S. and international patents are not renewable after expiration of their initial term. U.S. and international trademarks are generally perpetual, renewable in 10-year increments upon a showing of continued use. To the knowledge of management, the Company has not been subject to any significant allegation or charges of infringement of intellectual property rights by any organization.

In the normal course of business, the Company occasionally makes and receives inquiries with regard to possible patent and trademark infringement. The extent of such inquiries from third parties has been limited generally to verbal remarks to Company representatives. The Company believes that it is unlikely that the outcome of these inquiries will have a material adverse effect on the Company's financial position.

### **Competition**

All of the markets that the Company serves are highly competitive. In each market, the principal methods of competition are price, performance, and service. The Company believes, however, that several factors (described below) provide the Company with a competitive advantage.

The Company has a strong and stable workforce. This consistent and continuous knowledge base has afforded the Company the ability to provide superior service to the Company's customers and representatives.

The Company's Research and Engineering Center in Mayfield Village, Ohio and Research and Engineering department's subsidiary locations maintain a strong technical support function to develop unique solutions to customer problems.

The Company is vertically integrated both in manufacturing and distribution and is continually upgrading equipment and processes.

The Company is sensitive to the marketplace and provides an extra measure of service in cases of emergency, storm damage and other rush situations. This high level of customer service and customer responsiveness is a hallmark of the Company.

The Company's 17 manufacturing locations ensure close support and proximity to customers worldwide.

Domestically, there are several competitors for formed wire products. Although it has other competitors in many of the countries where it has plants, the Company has leveraged its expertise and is very strong in the global market. The Company believes that it is the world's largest manufacturer of formed wire products for energy and communications markets. However, the Company's formed wire products compete against other pole line hardware products manufactured by other companies.

Minnesota Manufacturing and Mining Company ( 3M ) is the primary domestic competitor of the Company for pressurized copper closures. Based on its experience in the industry, the Company believes it maintains a strong market share position.

The fiber optic closure market is one of the most competitive product areas for the Company, with the Company competing against, among others, Tyco International Ltd., 3M and Corning Cable Systems. There are a number of primary competitors and several smaller niche competitors that compete at all levels in the marketplace. The Company believes that it is one of four leading suppliers of fiber optic closures.

#### **Sources and Availability of Raw Materials**

The principal raw materials used by the Company are galvanized wire, stainless steel, aluminum covered steel wire, aluminum re-draw rod, plastic resins, glass-filled plastic compounds, neoprene rubbers and aluminum castings. The Company also uses certain other materials such as fasteners, packaging materials and communications cable. The Company believes that it has adequate sources of supply for the raw materials used in its manufacturing processes and it regularly attempts to develop and maintain sources of supply in order to extend availability and encourage competitive pricing of these products.

Most plastic resins are purchased under contracts to stabilize costs and improve delivery performance and are available from a number of reliable suppliers. Wire and re-draw rod are purchased in standard stock diameters and coils under contracts from a number of reliable suppliers. Contracts have firm prices except for fluctuations of base metals and petroleum prices, which result in surcharges when global demand is greater than the available supply.

The Company also relies on certain other manufacturers to supply products that complement the Company's product lines, such as aluminum and ferrous castings, fiber optic cable and connectors and various metal racks and cabinets. The Company believes there are multiple sources of supply for these products.

The Company relies on sole source manufacturers for certain raw materials used in production. The current state of economic uncertainty presents a risk that existing suppliers could go out of business. However, there are other potential sources for these materials available, and the Company could relocate the tooling and processes to other manufacturers if necessary.

Due to capacity constraints and increased worldwide demand, raw material costs increased throughout 2011. The Company expects price levels to stabilize during 2012.

#### **Backlog Orders**

The Company's backlog was approximately \$74.6 million at the end of 2011 and \$59.1 million at the end of 2010. The Company's order backlog generally represents two to nine weeks of sales. All customer orders entered are firm at the time of entry. Substantially all orders are shipped within a two to four week period unless the customer requests an alternative date.

#### **Seasonality**

The Company markets products that are used by utility maintenance and construction crews worldwide. The products are marketed through distributors and directly to end users, who maintain stock to ensure adequate supply for their customers or construction crews. As a result, the Company does not have a wide variation in sales from quarter to quarter.

### **Environmental**

The Company is subject to extensive and changing federal, state, and local environmental laws, including laws and regulations that (i) relate to air and water quality, (ii) impose limitations on the discharge of pollutants into the environment, (iii) establish standards for the treatment, storage and disposal of toxic and hazardous waste, and (iv) require proper storage, handling, packaging, labeling, and transporting of products and components classified as hazardous materials. Stringent fines and penalties may be imposed for noncompliance with these environmental laws. In addition, environmental laws could impose liability for costs associated with investigating and remediating contamination at the Company's facilities or at third-party facilities at which the Company has arranged for the disposal treatment of hazardous materials.

The Company believes it is in compliance in all material respects, with all applicable environmental laws and the Company is not aware of any noncompliance or obligation to investigate or remediate contamination that could reasonably be expected to result in a material liability. The Company does not expect to make any material capital expenditure during 2012 for environmental control facilities. The environmental laws continue to be amended and revised to impose stricter obligations, and compliance with future additional environmental requirements could necessitate capital outlays. However, the Company does not believe that these expenditures should ultimately result in a material adverse effect on its financial position or results of operations. The Company cannot predict the precise effect such future requirements, if enacted, would have on the Company. The Company believes that such regulations would be enacted over time and would affect the industry as a whole.

### **Employees**

At December 31, 2011, the Company had 2,854 employees. Approximately 29% of the Company's employees are located in the U.S.

### **Available Information**

The Company maintains an Internet site at <http://www.preformed.com>, on which the Company makes available, free of charge, the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC. The Company's SEC reports can be accessed through the investor relations section of its Internet site. The information found on the Company's Internet site is not part of this or any other report that is filed or furnished to the SEC.

The public may read and copy any materials the Company files with or furnishes to the SEC at the SEC's Public Reference Room at 100 F. Street, NE., Washington, DC 20549. Information on the operation of the Public Reference Room is available by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information filed with the SEC by electronic filers. The SEC's Internet site is <http://www.sec.gov>. The Company also has a link from its Internet site to the SEC's Internet site, this link can be found on the investor relations page of the Company's Internet site.

### **Item 1A. Risk Factors**

***Due to the Company's dependency on the energy and telecommunication industries, the Company is susceptible to negative trends relating to those industries that could adversely affect the Company's operating results.***

The Company's sales to the energy and telecommunication industries represent a substantial portion of the Company's historical sales. The concentration of revenue in such industries is expected to continue into the foreseeable future. Demand for products to these industries depends primarily on capital spending by customers for constructing, rebuilding, maintaining or upgrading their systems. The amount of capital spending and, therefore, the Company's sales and profitability are affected by a variety of factors, including general economic conditions, access by customers to financing, government regulation, demand for energy and cable services, and technological factors. As a result, some customers may not continue as going concerns, which could have a material adverse effect on the Company's business, operating results and financial condition. Consolidation and deregulation present the additional risk to the Company in that combined or deregulated customers will rely on relationships with a source other than the Company. Consolidation and deregulation may also increase the pressure on suppliers, such as the Company, to sell product at lower prices.



***The Company's business will suffer if the Company fails to develop and successfully introduce new and enhanced products that meet the changing needs of the Company's customers.***

The Company's ability to anticipate changes in technology and industry standards and to successfully develop and introduce new products on a timely basis will be a significant factor in the Company's ability to grow and remain competitive. New product development often requires long-term forecasting of market trends, development and implementation of new designs and processes and a substantial capital commitment. The trend toward consolidation of the energy, telecommunication and data communication industries may require the Company to quickly adapt to rapidly changing market conditions and customer requirements. Any failure by the Company to anticipate or respond in a cost-effective and timely manner to technological developments or changes in industry standards or customer requirements, or any significant delays in product development or introduction or any failure of new products to be widely accepted by the Company's customers, could have a material adverse effect on the Company's business, operating results and financial condition as a result of reduced net sales.

***The intense competition in the Company's markets, particularly telecommunication, may lead to a reduction in sales and profits.***

The markets in which the Company operates are highly competitive. The level of intensity of competition may increase in the foreseeable future due to anticipated growth in the telecommunication and data communication industries. The Company's competitors in the telecommunication and data communication markets are larger companies with significant influence over the distribution network. The Company may not be able to compete successfully against its competitors, many of which may have access to greater financial resources than the Company. In addition, the pace of technological development in the telecommunication and data communication markets is rapid and these advances (i.e., wireless, fiber optic network infrastructure, etc.) may adversely affect the Company's ability to compete in this market.

***Competitors' introduction of products embodying new technologies or the emergence of new industry standards can render existing products or products under development obsolete or unmarketable and result in lost sales.***

The energy, telecommunication and data communication industries are characterized by rapid technological change. Satellite, wireless and other communication technologies currently being deployed may represent a threat to copper, coaxial and fiber optic-based systems by reducing the need for wire-line networks. Future advances or further development of these or other new technologies may have a material adverse effect on the Company's business, operating results and financial condition as a result of lost sales.

***Price increases of raw materials could result in lower earnings.***

The Company's cost of sales may be materially adversely affected by increases in the market prices of the raw materials used in the Company's manufacturing processes. The Company may not be able to pass on price increases in raw materials to the Company's customers through increases in product prices. As a result, the Company's operating results could be adversely affected.

***The Company's international operations subject the Company to additional business risks that may have a material adverse effect on the Company's business, operating results and financial condition.***

International sales account for a substantial portion of the Company's net sales (60%, 58% and 54% in 2011, 2010 and 2009, respectively) and the Company expects these sales will increase as a percentage of net sales in the future. Due to its international sales, the Company is subject to the risks of conducting business internationally, including unexpected changes in, or impositions of, legislative or regulatory requirements, fluctuations in the U.S. dollar which could materially adversely affect U.S. dollar revenues or operating expenses, tariffs and other barriers and restrictions, potentially longer payment cycles, greater difficulty in accounts receivable collection, reduced or limited protection of intellectual property rights, potentially adverse taxes and the burdens of complying with a variety of international laws and communications standards. The Company is also subject to general geopolitical

risks, such as political and economic instability and changes in diplomatic and trade relationships, in connection with its international operations. These risks of conducting business internationally may have a material adverse effect on the Company's business, operating results and financial condition.

***The Company may not be able to successfully integrate businesses that it may acquire in the future or complete acquisitions on satisfactory terms, which could have a material adverse effect on the Company's business, operating results and financial condition.***

A portion of the Company's growth in sales and earnings has been generated from acquisitions. The Company expects to continue a strategy of identifying and acquiring businesses with complementary products. In connection with this strategy, the Company faces certain risks and uncertainties relating to acquisitions. The factors affecting this exposure are in addition to the risks faced in the Company's day-to-day operations. Acquisitions involve a number of special risks, including the risks pertaining to integrating acquired businesses. In addition, the Company may incur debt to finance future acquisitions, and the Company may issue securities in connection with future acquisitions that may dilute the holdings of current and future shareholders. Covenant restrictions relating to additional indebtedness could restrict the Company's ability to pay dividends, fund capital expenditures, consummate additional acquisitions and significantly increase the Company's interest expense. Any failure to successfully complete acquisitions or to successfully integrate such strategic acquisitions could have a material adverse effect on the Company's business, operating results and financial condition.

***The Company may have interruptions in or lost business due to the uncertainty of the global economy, specifically the potential impact of bankruptcy among the Company's suppliers and lack of available funding for the Company's customers.***

The Company relies on sole source manufacturers for certain materials that complement the Company's product lines. The current state of economic uncertainty presents a risk that existing suppliers could go out of business. If, due to any of these risk factors, the Company had to relocate the tooling and processes to other manufacturers, there could be an adverse effect on the supply and the Company's ability to make products on a timely basis. Additionally, as the financial markets are experiencing unprecedented volatility, lower levels of liquidity may be available. The inability to obtain funding may postpone customer spending and adversely affect the Company's business, operating results and financial condition.

#### **Item 1B. Unresolved Staff Comments**

The Company does not have any unresolved staff comments.

#### **Item 2. Properties**

The Company currently owns or leases 20 facilities, which together contain approximately 2 million square feet of manufacturing, warehouse, research and development, sales and office space worldwide. Most of the Company's international facilities contain space for offices, research and engineering (R&E), warehousing and manufacturing with manufacturing using a majority of the space. The following table provides information regarding the Company's principal facilities:

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Location	September 30, Use	September 30, Owned/Leased	September 30, Square Feet	September 30, Reportable Segment
1. Mayfield Village, Ohio	Corporate Headquarters R&E	Owned	62,000	PLP-USA
2. Rogers, Arkansas	Manufacturing Warehouse Office	Owned	310,000	PLP-USA
3. Albemarle, North Carolina	Manufacturing Warehouse Office	Owned	261,000	PLP-USA
4. Sydney, Australia	Manufacturing R&E Warehouse Office	Owned; Warehouse Leased	123,000	Asia-Pacific
5. São Paulo, Brazil	Manufacturing R&E Warehouse Office	Owned	148,500	The Americas
6. Cambridge, Ontario, Canada	Manufacturing Warehouse Office	Owned	73,300	The Americas
7. Andover, Hampshire, England	Manufacturing R&E Warehouse Office	Building Owned; Land Leased	89,400	EMEA
8. Queretaro, Mexico	Manufacturing Warehouse Office	Owned	82,900	The Americas
9. Beijing, China	Manufacturing Warehouse Office	Building Owned; Land Leased	132,100	Asia-Pacific
10. Pietermaritzburg, South Africa	Manufacturing R&E Warehouse Office	Owned	73,100	EMEA
11. Sevilla, Spain	Manufacturing R&E Warehouse Office	Owned	63,300	EMEA
12. Bangkok, Thailand	Manufacturing Warehouse Office	Owned	60,000	Asia-Pacific
13. Albuquerque, New Mexico	Manufacturing Warehouse Office	Leased	27,200	The Americas
14. Bielsko-Biala, Poland	Manufacturing Warehouse Office	Buildings Owned; Land Leased	174,400	EMEA
15. Bekasi, Indonesia	Manufacturing Office	Owned	60,100	Asia-Pacific
16. Selangor, Malaysia	Manufacturing Warehouse Office	Leased	18,600	Asia-Pacific
17. Bangkok, Thailand	Manufacturing Warehouse Office	Leased	135,700	Asia-Pacific
18. Auckland, New Zealand	Manufacturing Warehouse Office	Leased	52,200	Asia-Pacific

### Item 3. Legal Proceedings

From time to time, the Company may be subject to litigation incidental to its business. The Company is not a party to any pending legal proceedings that the Company believes would, individually or in the aggregate, have a material adverse effect on its financial condition, results of operations or cash flows.

### Item 4. Mine Safety Disclosures

Not applicable

Executive Officers of the Registrant

Each executive officer is elected by the Board of Directors, serves at its pleasure and holds office until a successor is appointed, or until the earliest of death, resignation or removal.

Name	September 30, Age	September 30, Position
Robert G. Ruhlman	55	Chairman, President and Chief Executive Officer
Eric R. Graef	59	Chief Financial Officer and Vice President Finance
William H. Haag	48	Vice President International Operations
J. Cecil Curlee Jr.	55	Vice President Human Resources
Dennis F. McKenna	45	Vice President Marketing and Global Business Development
David C. Sunkle	53	Vice President Research and Engineering and Manufacturing
Caroline S. Vaccariello	45	General Counsel and Corporate Secretary

The following sets forth the name and recent business experience for each person who is an executive officer of the Company at March 1, 2012.

Robert G. Ruhlman was elected Chairman in July 2004. Mr. Ruhlman has served as Chief Executive Officer since July 2000 and as President since 1995 (positions he continues to hold). Mr. Ruhlman is the brother of Randall M. Ruhlman and son of Barbara P. Ruhlman, both Directors of the Company.

Eric R. Graef was elected Vice President Finance in December 1999 and Chief Financial Officer in December 2007.

William H. Haag was elected Vice President International Operations in April 1999.

J. Cecil Curlee Jr. was elected Vice President Human Resources in January 2003.

Dennis F. McKenna was elected Vice President Marketing and Global Business Development in April 2004.

David C. Sunkle was elected Vice President-Research and Engineering in January 2007. In addition, Mr. Sunkle has taken on the role of the Vice President Manufacturing since July 2008. Mr. Sunkle joined the Company in 1978. He has served a variety of positions in Research and Engineering until 2002 when he became Director of International Operations. In 2006, Mr. Sunkle rejoined Research and Engineering as the Director of Engineering.

Caroline S. Vaccariello was elected General Counsel and Corporate Secretary in January 2007. Ms. Vaccariello joined the Company in 2005 as General Counsel and has led the Company's legal affairs since that time.

## Part II

### Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

The Company's common shares are traded on NASDAQ under the trading symbol PLPC. As of March 7, 2012, the Company had approximately 2,000 shareholders of record. The following table sets forth for the periods indicated (i) the high and low closing sale prices per share of the Company's common shares as reported by the NASDAQ and (ii) the amount per share of cash dividends paid by the Company.

Quarter	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	High	2011 Low	Year ended December 31 Dividend	High	2010 Low	Dividend
First	\$ 72.26	\$ 58.75	\$ 0.20	\$ 44.14	\$ 34.60	\$ 0.20
Second	77.15	64.48	0.20	39.06	27.95	0.20
Third	74.92	45.80	0.20	35.64	27.50	0.20
Fourth	65.82	41.99	0.20	62.14	33.60	0.20

While the Company expects to continue to pay dividends of a comparable amount in the near term, the declaration and payment of future dividends will be made at the discretion of the Company's Board of Directors in light of the current needs of the Company. Therefore, there can be no assurance that the Company will continue to make such dividend payments in the future.

### Equity Compensation Plan Information

Plan Category	September 30,	September 30,	September 30,
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	169,645	\$ 39.41	594,534
Equity compensation plans not approved by security holders	49,907	\$ 34.39	
Total	219,552		594,534

**Performance Graph**

Set forth below is a line graph comparing the cumulative total return of a hypothetical investment in the Company's common shares with the cumulative total return of hypothetical investments in the NASDAQ Market Index and the Hemsco Group 627 (Industrial Electrical Equipment) Index based on the respective market price of each investment at December 31, 2006, December 31, 2007, December 31, 2008, December 31, 2009, December 31, 2010, and December 31, 2011, assuming in each case an initial investment of \$100 on December 31, 2006, and reinvestment of dividends.

COMPANY / INDEX / MARKET	September 30, 2006	September 30, 2007	September 30, 2008	September 30, 2009	September 30, 2010	September 30, 2011
PREFORMED LINE PRODUCTS CO	100.00	173.06	135.17	131.10	178.97	184.90
NASDAQ MARKET INDEX	100.00	110.26	65.65	95.19	112.10	110.81
HEMSCOTT GROUP INDEX	100.00	137.50	70.55	102.67	132.54	117.99

**Purchases of Equity Securities**

On August 4, 2010, the Company announced the Board of Directors authorized a plan to repurchase up to 250,000 of Preformed Line Products common shares. The repurchase plan does not have an expiration date. There were no repurchases for the three-month period ended December 31, 2011. As of December 31, 2011, there are 176,173 of Preformed Line Products common shares that may be purchased under the plan.

**Item 6. Selected Financial Data**

	September 30, 2011	September 30, 2010	September 30, 2009	September 30, 2008	September 30, 2007
(Thousands of dollars, except per share data)					
<b>Net Sales and Income</b>					
Net sales	\$ 424,404	\$ 338,305	\$ 257,206	\$ 269,742	\$ 233,289
Operating income	45,354	28,480	19,460	23,988	21,133
Income before income taxes and discontinued operations	45,994	30,183	29,593	24,760	21,321
Income from continuing operations, net of tax	30,984	23,008	22,833	17,042	13,820
Net income	30,984	23,008	22,833	17,911	14,213
Net income (loss) attributable to noncontrolling interest, net of tax	0	(105)	(524)	288	54
Net income attributable to PLPC	30,984	23,113	23,357	17,623	14,159
<b>Per Share Amounts</b>					
Income from continuing operations attributable to PLP shareholders basic	\$ 5.89	\$ 4.41	\$ 4.46	\$ 3.17	\$ 2.57
Net income attributable to PLPC common shareholders basic	5.89	4.41	4.46	3.34	2.64
Income from continuing operations attributable to PLPC shareholders diluted	5.78	4.33	4.35	3.14	2.54
Net income attributable to PLPC common shareholders diluted	5.78	4.33	4.35	3.30	2.61
Dividends declared	0.80	0.80	0.80	0.80	0.80
PLPC Shareholders' equity	39.91	37.44	32.58	26.09	27.82
<b>Other Financial Information</b>					
Current assets	\$ 205,490	\$ 167,342	\$ 138,440	\$ 112,670	\$ 123,450
Total assets	327,348	280,979	235,372	190,875	203,866
Current liabilities	61,833	56,558	46,340	35,248	42,349
Long-term debt (including current portion)	28,592	10,650	4,429	3,147	4,959
Capital leases	484	590	239	112	373
PLPC Shareholders' equity	212,858	197,340	170,966	136,265	149,721

On December 18, 2009, the Company completed a business combination acquiring certain subsidiaries and other assets from Tyco Electronics. The 2009 results were impacted by a \$9.1 million gain, after taxes, on the acquisition, or \$1.74 per basic share and \$1.69 per diluted share. On May 30, 2008, the Company divested its Superior Modular Products subsidiary (SMP). The net sales and income and per share amounts sections for the years noted above have been restated to provide comparable information excluding the divestiture of the SMP operations.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help investors better understand our results of operations, financial condition and present business environment. The MD&A is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements and related notes included elsewhere in this report. The MD&A is organized as follows:

Overview

Recent Developments

Market Overview

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Preface

Results of Operations

Application of Critical Accounting Policies and Estimates

Working Capital, Liquidity and Capital Resources

Recently Adopted Accounting Pronouncements

Recently Issued Accounting Pronouncements

### OVERVIEW

Preformed Line Products Company (the Company, PLPC, we, us, or our) was incorporated in Ohio in 1947. We are an international designer and manufacturer of products and systems employed in the construction and maintenance of overhead and underground networks for the energy, telecommunication, cable operators, information (data communication), and other similar industries. Our primary products support, protect, connect, terminate, and secure cables and wires. We also provide solar hardware systems and mounting hardware for a variety of solar power applications. Our goal is to continue to achieve profitable growth as a leader in the



innovation, development, manufacture, and marketing of technically advanced products and services related to energy, communications, and cable systems and to take advantage of this leadership position to sell additional quality products in familiar markets. We have 17 sales and manufacturing operations in 14 different countries.

#### RECENT DEVELOPMENTS

As a result of several global acquisitions since 2007 and corresponding significant changes in our internal structure, we realigned our business units as of the fourth quarter of 2010 into four operating segments to better capitalize on business development opportunities, improve ongoing services, enhance the utilization of our worldwide resources and global sourcing initiatives and manage the Company better.

We report our segments in four geographic regions: PLP-USA, The Americas (includes operations in North and South America without PLP-USA), EMEA (Europe, Middle East & Africa) and Asia-Pacific in accordance with accounting standards codified in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 280, Segment Reporting. Each segment distributes a full range of our primary products. Our PLP-USA segment is comprised of our U.S. operations manufacturing our traditional products primarily supporting our domestic energy and telecommunications products. Our other three segments, The Americas, EMEA and Asia-Pacific, support our energy, telecommunications and data communication products in each respective geographical region.

The segment managers responsible for each region report directly to the Company's Chief Executive Officer, who is the chief operating decision maker, and are accountable for the financial results and performance of their entire segment for which they are responsible. The business components within each segment are managed to maximize the results of the entire company rather than the results of any individual business component of the segment.

We evaluate segment performance and allocate resources based on several factors primarily based on sales and net income. The segment information for the prior period has been recast to conform to the current segment presentation.

We acquired Electropar Limited on July 31, 2010. Pursuant to the Purchase Agreement, we acquired all of the equity outstanding of Electropar for NZ\$20.3 million or \$14.8 million, net of a customary post-closing working capital adjustment of \$.2 million. Electropar designs, manufactures and markets pole line and substation hardware for the global electrical utility industry. Electropar is based in New Zealand with a subsidiary operation in Australia. We believe that the acquisition of Electropar has and will continue to strengthen our position in the power distribution, transmission and substation hardware markets and expand our presence in the Asia-Pacific region.

On December 18, 2009, the Company and Tyco Electronics Group S.A. (Tyco Electronics) completed a Stock and Asset Purchase Agreement, pursuant to which we acquired from Tyco Electronics its Dulmison business for \$16 million and the assumption of certain liabilities. The acquisition of Dulmison strengthened our position in the power distribution and transmission hardware market and expanded our presence in the Asia-Pacific region. As a result of the acquisition, we added operations in Indonesia and Malaysia and strengthened our existing positions in Australia, Thailand, Mexico and the United States.

#### MARKET OVERVIEW

Our business continues to be concentrated in the energy and communications markets. During the past several years, industry consolidation continued as distributors and service provider consolidations took place in our major markets. This trend is expected to continue in 2012. The sluggish global economy coupled with a depressed U.S. housing market has and could continue to affect construction projects and negatively impact growth opportunities in our core markets in the U.S. and countries such as Spain, Poland and Great Britain where the financial situation is expected to be similar going forward.

In 2011, we again experienced growth in our energy market. We continued to see the investment in renewable energy projects, new transmission grids, new technologies, and upgrading and maintenance of the existing energy infrastructure. We expect the distribution energy market to be relatively flat in 2011 but anticipate continued growth in demand for transmission and fiber optic products.

We believe that the acquisitions of Dulmison from Tyco Electronics in December 2009 and Electropar in July 2010 have further contributed to our leadership position and will enable us to enhance the scope of our product lines and the technology we provide to this important market. The spacer, spacer-damper and stockbridge damper product lines fit well and complement our product offerings and enable us to offer the most comprehensive line of products in the industry. We further strengthened our overall presence in the Asia-Pacific region with the acquisition of Electropar in Auckland, New Zealand. Electropar is a manufacturer of substation, distribution and transmission products supplying both the Australian and New Zealand electricity markets. With demand for electrical power continuing to increase, especially in many fast growing areas of the world, we believe that our leadership position in the market will enable us to take advantage of prospects for continued growth as the transmission grid is enhanced and extended.

Our international business is more concentrated in the energy markets. Historically, our international sales were primarily related to the distribution portion of the energy market but have grown through acquisition and new product development to include a significant contribution from the transmission market. We believe that we are well positioned to supply the needs of the world's diverse energy market requirements as a result of our strategically located operations and array of product designs and technologies.

Our communication business in 2011 continued to face challenges throughout the world. Many communications customers cut back on capital and operational spending as the global economic downturn negatively impacted consumer spending on communication services. The broadband stimulus program that was announced early in 2009 finally gained some traction and we were in a strong position to secure opportunities that this funding provided. We continue to intensely focus on the customer and put resources towards new product development efforts. These efforts were directed at customer premise and demarcation applications which are the final connections between the network and the end consumer.

As economic conditions improve and stimulus funds continue to flow into projects, we believe our efforts in these areas will lead to growth in our communications business. Opportunities for growth also look promising internationally where deployment of fixed line telecommunications services and broadband penetration rates remain low as a percentage of the total population.

#### PREFACE

Our consolidated financial results for the years ended December 31, 2011, 2010, and 2009 include the financial results of Dulmison, since the acquisition on December 18, 2009, and Electropar, since the acquisition on July 31, 2010.

Our consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (GAAP). Our discussions of the financial results include non-GAAP measures (e.g., foreign currency impact) to provide additional information concerning our financial results and provide information that we believe is useful to our investors in the assessment of our performance and operating trends.

#### Highlights:

Net sales increased \$86.1 million or 25% to \$424.4 million, compared to \$338.3 million in 2010.

Net income of \$31 million increased \$8 million or 35% compared to 2010.

Diluted earnings per share were \$5.78 per share in 2011 compared to \$4.33 per share in 2010.

2011 Net sales, Net income and Diluted earnings per share were all records for the Company.

Our financial statements are subject to fluctuations in the exchange rates of foreign currencies in relation to the U.S. dollar. As foreign currencies strengthen against the U.S. dollar, our revenues and costs increase as the foreign currency-denominated financial statements translate into more dollars. The fluctuations of foreign currencies during the year ended December 31, 2011 had a positive impact on net sales of \$10.7 million as compared to 2010. Excluding the effect of currency translation, for the year ended December 31, 2011 net sales

increased \$75.4 million or 22% and increased by double digits in all four of our reportable segments compared to 2010. The net sales increase for the year ended December 31, 2011 was primarily attributable to global business combinations, new business and higher demand levels.

As a percent of net sales, gross profit improved from 32% in 2010 to 33.2% of net sales for the year ended December 31, 2011. Excluding the effect of currency translation, gross profit increased \$29.1 million, or 27%, compared to 2010. Costs and expenses of \$95.5 million increased \$15.8 million, or 20%, compared to 2010. Excluding the effect of currency translation, costs and expenses increased \$13.4 million, or 17%, compared to 2010. The primary reasons costs and expenses increased compared to 2010 were due to continued investment in personnel, research and engineering costs, and higher commission expense on higher sales. Also, net foreign currency exchange gains in 2010 of \$2.4 million compared to foreign currency exchange losses of \$1.2 million in 2011 accounted for \$3.6 million of the increase in costs and expenses. These foreign currency exchange gains and losses are primarily related to intercompany payables. Excluding the effect of currency translation and as a result of the preceding factors, operating income for the year ended December 31, 2011 of \$45.4 million increased \$16.1 million compared to 2010. Net income in 2011 of \$31 million increased \$8 million compared to 2010.

Despite the global economic conditions, we are seeing an improvement in our global marketplace and our financial condition continues to remain strong. We have continued to invest in the business to improve efficiency, develop new products, increase our capacity and become an even stronger supplier to our customers. We currently have a bank debt to equity ratio of 14% and can borrow needed funds at an attractive interest rate under our credit facility.

The following table sets forth a summary of the Company's consolidated income statements and the percentage of net sales for the years ended December 31, 2011, 2010 and 2009. The Company's past operating results are not necessarily indicative of future operating results.

Thousands of dollars	September 30, 2011	September 30, 2011	September 30, Year ended December 31 2010	September 30, 2010	September 30, 2009	September 30, 2009
Net sales	\$ 424,404	100%	\$ 338,305	100%	\$ 257,206	100%
Cost of products sold	283,555	67%	230,089	68%	172,438	67%
<b>GROSS PROFIT</b>	140,849	33%	108,216	32%	84,768	33%
Costs and expenses	95,495	23%	79,736	24%	65,308	25%
<b>OPERATING INCOME</b>	45,354	11%	28,480	8%	19,460	8%
Other income	640	0%	1,703	1%	10,133	4%
<b>INCOME BEFORE INCOME TAXES</b>	45,994	11%	30,183	9%	29,593	12%
Income taxes	15,010	4%	7,175	2%	6,760	3%
<b>NET INCOME</b>	\$ 30,984	7%	\$ 23,008	7%	\$ 22,833	9%

#### 2011 RESULTS OF OPERATIONS COMPARED TO 2010

*Net Sales.* In 2011, net sales were \$424.4 million, an increase of \$86 million, or 25%, compared to 2010. Excluding the effect of currency translation, net sales increased \$75.4 million as summarized in the following table:

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	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
			Year Ended December 31			
thousands of dollars	2011	2010	Change	Change due to currency translation	Change excluding currency translation	% change
Net sales						
PLP-USA	\$ 146,146	\$ 118,325	\$ 27,821	\$	\$ 27,821	24 %
The Americas	100,144	79,695	20,449	1,205	19,244	24
EMEA	61,430	50,073	11,357	1,238	10,119	20
Asia-Pacific	116,684	90,212	26,472	8,279	18,193	20
Consolidated	\$ 424,404	\$ 338,305	\$ 86,099	\$ 10,722	\$ 75,377	22 %

The increase in PLP-USA net sales of \$27.8 million, or 24%, was due to a sales volume increase of \$12.6 million, a sales mix increase of \$11.3 million and higher average prices when compared to 2010. International net sales for the year ended December 31, 2011 were favorably affected by \$10.7 million when local currencies were converted to U.S. dollars. The following discussions of international net sales exclude the effect of currency translation. The Americas net sales of \$100.1 million increased \$19.2 million, or 24%, primarily due to a stronger overall market demand in the region related to energy volume sales. In EMEA, net sales increased \$10.1 million, or 20%, due to stronger market conditions in the region compared to 2010 leading to an increase in overall sales volume. In Asia-Pacific, net sales increased \$18.2 million, or 20%, compared to 2010. Of the \$18.2 million increase in net sales, \$12.4 million related to the increase in net sales realized through the Electropar acquisition in July 2010. The remainder of the net sales increase was due primarily to a sales volume increase in the region.

*Gross Profit.* Gross profit of \$140.8 million for 2011 increased \$32.6 million, or 30%, compared to 2010. Gross profit as a percentage of sales improved from 32% in 2010 to 33.2% in 2011. Although we experienced increases in our material costs, we were able to more than offset this negative impact through improvements in our manufacturing efficiency. Excluding the effect of currency translation, gross profit increased 27% as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
			Year Ended December 31			
thousands of dollars	2011	2010	Change	Change due to currency translation	Change excluding currency translation	% change
Gross profit						
PLP-USA	\$ 52,826	\$ 37,946	\$ 14,880	\$	\$ 14,880	39 %
The Americas	30,495	23,105	7,390	585	6,805	29
EMEA	18,984	17,070	1,914	225	1,689	10
Asia-Pacific	38,544	30,095	8,449	2,690	5,759	19
Consolidated	\$ 140,849	\$ 108,216	\$ 32,633	\$ 3,500	\$ 29,133	27 %

PLP-USA gross profit of \$52.8 million increased \$14.9 million compared to 2010. PLP-USA gross profit increased \$14.9 million due to higher sales partially offset by an increase in personnel related costs of \$1.1 million and increased freight of \$.6 million. International gross profit for the year ended December 31, 2011 was favorably impacted by \$3.5 million when local currencies were translated to U.S. dollars. The following discussion of international gross profit excludes the effect of currency translation. The Americas gross profit increase of \$6.8 million was primarily the result of \$5.7 million from higher net sales coupled with better product margins in the region. The EMEA gross profit increase of \$1.7 million was the result of \$3.8 million from higher net sales partially offset by \$1.8 million of product warranty expenses coupled with lower production margins. During the second quarter of 2011, we accepted certified product from a supplier which later failed in the field. We have taken responsibility to expedite correcting the situation. Asia-Pacific gross profit of \$38.6 million increased \$5.8 million compared to 2010. Of the \$5.8 million increase in gross profit, \$5 million was related to the increase in sales realized through the acquisition of Electropar in July 2010. The remainder of the increase in gross profit was the result of \$1.2 million from higher net sales partially offset by lower production margins in the region.

Our 2010 gross profit was impacted by the sale of inventories which were adjusted to fair value on their respective acquisition dates. The Dulmison and Electropar acquisitions were accounted for pursuant to the current business combination standards. In accordance with the standards, we recorded, as of their respective acquisition dates, the acquired inventories at their respective fair values. We sold and therefore recognized \$1.7 million of the acquired finished goods inventories fair value adjustment in Cost of products sold in 2010. Due to the business combination standards, gross profit was .5 percentage points lower in 2010.

*Costs and expenses.* Cost and expenses of \$95.5 million for the year ended December 31, 2011 increased \$15.8 million, or 20%, compared to 2010. Excluding the effect of currency translation, costs and expenses increased 17% as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	2011	2010	Year Ended December 31	Change	Change	%
thousands of dollars			Change	due to	excluding	change
				currency	currency	
				translation	translation	
Costs and expenses						
PLP-USA	\$ 43,108	\$ 39,110	\$ 3,998	\$	\$ 3,998	10 %
The Americas	16,917	13,198	3,719	415	3,304	25
EMEA	10,567	8,415	2,152	310	1,842	22
Asia-Pacific	24,903	19,013	5,890	1,644	4,246	22
Consolidated	\$ 95,495	\$ 79,736	\$ 15,759	\$ 2,369	\$ 13,390	17 %

PLP-USA costs and expenses increased \$4 million primarily due to an increase in commissions of \$1.6 million due to the increase and mix of commissionable sales, an increase in personnel related costs of \$1 million, net foreign currency exchange losses of \$1.1 million, a \$.6 million increase in consulting expenses, \$.6 million due to additional earn-out consideration payment related to the acquisition of Electropar and a \$.1 million increase in travel related expenses, partially offset by lower repairs and maintenance of \$.3 million, lower acquisition-related costs of \$.1 million due to our 2010 business combination. As of the Electropar acquisition date, we accrued \$.4 million for the fair value of the contingent consideration arrangement. Due to Electropar achieving an EBITDA performance target (Earnings Before Interest, Taxes, Depreciation and Amortization), we recognized an additional earn-out consideration payment. Per the business combination standard, subsequent changes to the initial contingent consideration amount are recognized through the statement of consolidated operations. Consequently, we recorded an additional \$.6 million expense as a result of this higher earn out. International costs and expenses for the year ended December 31, 2011 were unfavorably impacted by \$2.4 million when local currencies were translated to U.S. dollars compared to 2010. The following discussions of international costs and expenses exclude the effect of currency translation. The Americas costs and expenses increased \$3.3 million primarily due to an increase in employee headcount in the region, mainly attributable to our investment in research and engineering to support our future growth, coupled with higher personnel related costs, \$.5 million related to higher sales commissions, \$.2 million due to net foreign currency exchange losses, \$.2 million due to an increase in travel expenses, and \$.1 million each for an increase in professional fees and research and engineering. EMEA costs and expenses increased \$1.8 million. EMEA's costs and expenses increase was primarily due to net foreign currency translation gain in 2010 of \$1.5 million compared to net foreign currency losses of \$.1 million in 2011 coupled with an increase in employee related costs in the region and \$.1 million related to higher sales commissions. Asia-Pacific costs and expenses increased \$4.2 million compared to 2010. The Electropar acquisition in July 2010 added \$2.9 million to costs and expenses compared to 2010. The remaining \$1.3 million increase in costs and expenses was primarily due to an increase in personnel related costs from other subsidiaries located in the Asia-Pacific reportable segment coupled with \$.5 million related to net foreign currency exchange loss in 2011. The overall increase in costs and expenses was partially offset by a \$.2 million decrease in commissions compared to 2010. Overall, costs and expenses for the year ended December 31, 2011 and 2010 included \$.8 million and \$.9 million, respectively, related to aggregate amortization expense of intangible assets acquired in our Dulmison and Electropar business combinations.

*Other income (expense).* Other income (expense) for the year ended December 31, 2011 of \$.6 million decreased \$1.1 million compared to 2010. Other income (expense) decreased primarily due to a \$.7 million decrease in income related to our natural gas well located at PLP's corporate headquarters coupled with a \$1.2

million decrease due to a realized gain recognized as a result of revaluing our forward foreign exchange contract to fair value at July 28, 2010. This forward exchange contract was entered into on June 7, 2010 to reduce our exposure to foreign currency rate changes related to the purchase price of Electropar, which closed on July 30, 2010. Also, interest expense increased \$.2 million compared to 2010. The decrease in other income (expense) was partially offset by \$.3 million higher non-operating expenses related to our foreign jurisdictions in 2010 coupled with an increase in interest income of \$.2 million compared to 2010.

*Income taxes.* Income taxes for the year ended December 31, 2011 of \$15 million were \$7.8 million higher than 2010. The effective tax rate on net income was 32.6% and 23.8% in 2011 and 2010, respectively. The 2011 effective tax rate is higher than the 2010 effective tax rate primarily due to the recognition of previously unrecognized tax benefits resulting from expiration of statutes and a favorable foreign tax incentive for technological innovation in 2010. The 2011 effective tax rate is lower than the 35% U.S. federal statutory tax rate primarily due to increased earnings in jurisdictions with lower tax rates than the U.S. federal statutory rate in jurisdictions where such earnings are permanently reinvested. The 2010 effective tax rate is lower than the U.S. federal 35% statutory tax rate primarily due to earnings in jurisdictions with lower tax rates than the U.S. federal statutory rate in jurisdictions where such earnings are permanently reinvested, and the recognition of previously unrecognized tax benefits resulting from expiration of statutes of limitation and a foreign tax incentive for technological innovation.

*Net income.* As a result of the preceding items, net income for the year ended December 31, 2011 was \$31 million, compared to \$23 million for the year ended December 31, 2010. Excluding the effect of currency translation, net income increased \$7.4 million as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	2011	2010	Year Ended December 31	Change	Change	%
thousands of dollars			Change	due to	excluding	change
				currency	currency	
				translation	translation	
Net income						
PLP-USA	\$ 10,413	\$ 4,687	\$ 5,726	\$	\$ 5,726	122%
The Americas	8,159	6,356	1,803	194	1,609	25
EMEA	5,519	6,031	(512)	(82)	(430)	(7)
Asia-Pacific	6,893	5,934	959	474	485	8
Consolidated	\$ 30,984	\$ 23,008	\$ 7,976	\$ 586	\$ 7,390	32%

PLP-USA net income increased \$5.7 million as a result of an increase in operating income of \$12.3 million partially offset by a decrease in other income of \$1.9 million and an increase in income taxes of \$4.6 million. International net income for the year ended December 31, 2011 was favorably affected by \$.6 million when local currencies were converted to U.S. dollars. The following discussion of international net income excludes the effect of currency translation. The Americas net income increased \$1.6 million due to the \$3.1 million increase in operating income partially offset by an increase in income taxes of \$1.5 million. EMEA net income decreased \$.4 million primarily as a result of the decrease in operating income of \$.5 million partially offset by an increase in other income. Asia-Pacific net income increased \$.5 million as the result of the \$1.3 million increase in operating income and an increase in other income of \$.6 million partially offset by an increase in income taxes of \$1.4 million.

## 2010 RESULTS OF OPERATIONS COMPARED TO 2009

*Net Sales.* In 2010, net sales were \$338.3 million, an increase of \$81.1 million, or 32%, compared to 2009. Excluding the effect of currency translation, net sales increased \$67 million as summarized in the following table:

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	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
			Year ended December 31			
thousands of dollars	2010	2009	Change	Change due to currency translation	Change excluding currency translation	% change
Net sales						
PLP-USA	\$ 118,325	\$ 103,910	\$ 14,415	\$	\$ 14,415	14%
The Americas	79,695	62,161	17,534	5,567	11,967	19
EMEA	50,073	46,863	3,210	1,007	2,203	5
Asia-Pacific	90,212	44,272	45,940	7,502	38,438	87
Consolidated	\$ 338,305	\$ 257,206	\$ 81,099	\$ 14,076	\$ 67,023	26%

The increase in PLP-USA net sales of \$14.4 million, or 14%, was due to a sales volume increase of \$10.4 million and sales mix increases of \$6.5 million partially offset by lower average prices when compared to 2009. We estimate that approximately \$10 million of the \$14.4 million increase in PLP-USA net sales is attributable to the acquisition of Dulmison in December 2009. International net sales for the year ended December 31, 2010 were favorably affected by \$14.1 million when local currencies were converted to U.S. dollars. The following discussions of international net sales exclude the effect of currency translation. The Americas net sales of \$79.7 million increased \$12 million, or 19%, primarily due to the increased volume in solar sales coupled with stronger overall market demand in energy volume sales in the region. In EMEA, net sales increased \$2.2 million, or 5%, due to stronger market conditions in the region, particularly in the market in Poland due to the strengthening of Poland's economy. In Asia-Pacific, net sales increased \$38.4 million, or 87%. Approximately \$33.3 million was generated by our two most recent acquisitions. The balance was due to an increase in sales volume.

*Gross Profit.* Gross profit of \$108.2 million for 2010 increased \$23.4 million, or 28%, compared to 2009. Excluding the effect of currency translation, gross profit increased 22% as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
			Year Ended December 31			
thousands of dollars	2010	2009	Change	Change due to currency translation	Change excluding currency translation	% change
Gross profit						
PLP-USA	\$ 37,946	\$ 33,727	\$ 4,219	\$	\$ 4,219	13%
The Americas	23,105	20,535	2,570	1,742	828	4
EMEA	17,070	15,354	1,716	482	1,234	8
Asia-Pacific	30,095	15,152	14,943	2,585	12,358	82
Consolidated	\$ 108,216	\$ 84,768	\$ 23,448	\$ 4,809	\$ 18,639	22%

PLP-USA gross profit of \$37.9 million increased \$4.2 million compared to 2009. PLP-USA gross profit increased \$7.4 million due to higher sales partially offset by an increase in material costs of \$1.8 million coupled with an increase in personnel related costs of \$.8 million and increased freight of \$.6 million on greater net sales. International gross profit for the year ended December 31, 2010 was favorably impacted by \$4.8 million when local currencies were translated to U.S. dollars. The following discussion of international gross profit excludes the effect of currency translation. The Americas gross profit increase of \$.8 million was primarily the result of \$3.1 million from higher net sales partially offset by a decrease in production margins of \$2.2 million coupled with slightly higher overall material costs in the region. The EMEA gross profit increase of \$1.2 million was the result of \$.6 million from higher net sales coupled with better product margins. Asia-Pacific gross profit of \$30.1 million increased \$12.4 million compared to 2009. The majority of the increase in gross profit was related to the sales realized through the acquisitions of Dulmison in December 2009 and Electropar in July 2010.

Our 2010 gross profit was impacted by the sale of inventories which were adjusted to fair value on their respective acquisition dates. The Dulmison and Electropar acquisitions were accounted for pursuant to the current business combination standards. In accordance with the standards, we recorded, as of their respective acquisition dates, the acquired inventories at their respective fair values. We have sold and therefore recognized \$1.7 million of the acquired finished goods inventories fair value adjustment in Cost of products sold.

*Costs and expenses.* Cost and expenses of \$79.7 million for the year ended December 31, 2010 increased \$14.4 million, or 22%, compared to 2009. Excluding the effect of currency translation, costs and expenses increased 18% as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	2010	2009	Year ended December 31	Change	Change	%
thousands of dollars			Change	due to	excluding	change
				currency	currency	
				translation	translation	
Costs and expenses						
PLP-USA	\$ 39,110	\$ 33,872	\$ 5,238	\$	\$ 5,238	15%
The Americas	13,198	9,982	3,216	1,010	2,206	22
EMEA	8,415	8,940	(525)	145	(670)	(7)
Asia-Pacific	19,013	12,514	6,499	1,571	4,928	39
Consolidated	\$ 79,736	\$ 65,308	\$ 14,428	\$ 2,726	\$ 11,702	18%

PLP-USA costs and expenses increased \$5.2 million primarily due to an increase in personnel related costs of \$2.2 million, \$4 million due to an increase in travel related expenses, an increase in commission expense of \$.7 million due to the increase and mix of commissionable sales, a \$1 million increase in consulting expense and a \$.1 million increase in intangible asset amortization expense related to the Dulmison acquisition. PLP-USA costs and expenses also increased \$.9 million due to a decrease in other operating income primarily related to a \$.4 million lower cash surrender value on life insurance policies compared to 2009, a decrease on gains on sale of capital assets of \$.3 million and a decrease of \$.1 million due to a lower gain on foreign currency translations. International costs and expenses for the year ended December 31, 2010 were unfavorably impacted by \$2.7 million when local currencies were translated to U.S. dollars compared to 2009. The following discussions of international costs and expenses exclude the effect of currency translation. The Americas costs and expenses increased \$2.2 million primarily due to an increase in employee headcount in the region, mainly attributable to our investment in research and engineering to support our future growth, coupled with higher personnel related costs and \$.5 million related to higher sales commissions. EMEA costs and expenses decreased \$.7 million. EMEA's costs and expenses decrease was due to a \$1.4 million gain on currency transactions partially offset by an increase in employee related costs coupled with higher sales commissions of \$.2 million. Asia-Pacific costs and expenses increased \$4.9 million compared to 2009. The Dulmison and Electropar acquisitions added \$4 million to costs and expenses compared to 2009. Also contributing \$.9 million to the costs and expenses increase was our legacy locations located in our Asia-Pacific reportable segment. The increase in our legacy locations costs and expenses was primarily due to personnel related costs coupled with higher depreciation expense and research and engineering costs. Overall, Asia-Pacific costs and expenses for the year ended December 31, 2010 were \$.8 million higher due to the aggregate amortization expense of intangible assets acquired in our Dulmison and Electropar business combinations. Asia-Pacific commissions increased \$.3 million compared to 2009. Also, Asia-Pacific recognized \$1.7 million in December 2009 related to employee termination benefits for certain Dulmison employees related to the Dulmison Australia asset acquisition.

*Other income.* Other income for the year ended December 31, 2010 of \$1.7 million was \$8.4 million lower compared to 2009. The primary reason was in December 2009, we recorded a \$9.1 million bargain purchase gain related to the acquisition of Dulmison. Partially offsetting the bargain purchase gain in 2009 was a \$1.2 million gain realized in 2010 as a result of revaluing our forward foreign exchange contract to fair value. This forward foreign exchange contract was entered into on June 7, 2010 to reduce our exposure to foreign currency rate changes related to the purchase price of Electropar, which closed on July 31, 2010. Also contributing to the decrease in other income was a \$.3 million increase in non-operational expenses related to our foreign jurisdictions coupled with the increase in interest expense at several of our foreign and domestic locations.

*Income taxes.* Income taxes for the year ended December 31, 2010 of \$7.2 million were \$.4 million higher than 2009. The effective tax rate on net income was 23.8% and 22.8% in 2010 and 2009, respectively. The 2010 effective tax rate is lower than the 35% U.S. federal statutory tax rate primarily due to earnings in jurisdictions with



lower tax rates than the U.S. federal statutory rate, the recognition of unrecognized tax benefits resulting from expiration of statutes of limitation and a foreign tax incentive for technological innovation. The 2009 effective tax rate is lower than the 34% U.S. federal statutory rate primarily due to the gain on acquisition of business not recognized for tax purposes, earnings in jurisdictions with lower tax rates than the U.S. federal statutory rate, and the recognition of unrecognized tax benefits resulting from expiration of statutes of limitation.

*Net income.* As a result of the preceding items, net income for the year ended December 31, 2010 was \$23 million, compared to \$22.8 million for the year ended December 31, 2009. Excluding the effect of currency translation, net income decreased \$.9 million as summarized in the following table:

	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
			Year ended December 31			
thousands of dollars	2010	2009	Change	Change due to currency translation	Change excluding currency translation	% change
Net income						
PLP-USA	\$ 4,687	\$ 4,352	\$ 335	\$	\$ 335	8%
The Americas	6,356	6,763	(407)	471	(878)	(13)
EMEA	6,031	3,528	2,503	176	2,327	66
Asia-Pacific	5,934	8,190	(2,256)	467	(2,723)	(33)
Consolidated	\$ 23,008	\$ 22,833	\$ 175	\$ 1,114	\$ (939)	(4)%

PLP-USA net income increased \$.3 million as a result of an increase in operating income of \$.2 million coupled with an increase in other income of \$.4 million partially offset by an increase in income taxes. International net income for the year ended December 31, 2010 was favorably affected by \$1.1 million when local currencies were converted to U.S. dollars. The following discussion of international net income excludes the effect of currency translation. The Americas net income decreased \$.9 million due primarily to the \$1.4 million decrease in operating income coupled with the \$.2 million decrease in other income partially offset by lower taxes of \$.8 million. EMEA net income increased \$2.3 million primarily as a result of the increase in operating income of \$2.5 million partially offset by a decrease in other income and income taxes. Asia-Pacific net income decreased \$2.7 million primarily as a result of the \$8.5 million decrease in other income, primarily due to the bargain purchase gain realized in December 2009, coupled with \$.5 million from an increase in income taxes partially offset by \$6.3 million from higher operating income.

## WORKING CAPITAL, LIQUIDITY AND CAPITAL RESOURCES

### *Management Assessment of Liquidity*

We measure liquidity on the basis of our ability to meet short-term and long-term operating funding needs, fund additional investments, including acquisitions, and make dividend payments to shareholders. Significant factors affecting the management of liquidity are cash flows from operating activities, capital expenditures, cash dividends, business acquisitions and access to bank lines of credit.

Our investments include expenditures required for equipment and facilities as well as expenditures in support of our strategic initiatives. In 2011, we used cash of \$18.9 million for capital expenditures. We ended the fourth quarter of 2011 with \$32.1 million of cash and cash equivalents. The Company has adequate sources of liquidity and we believe we have the ability to generate cash to meet existing or reasonably likely future cash requirements. Our cash and cash equivalents are held in various locations throughout the world. At December 31, 2011, the majority of our cash and cash equivalents are held outside the U.S. We expect accumulated non-U.S. cash balances will remain outside of the U.S. and that we will meet U.S. liquidity needs through future cash flows, use of U.S. cash balances, external borrowings, or some combination of these sources.

We complete comprehensive reviews of our significant customers and their creditworthiness by analyzing financial statements for customers where we have identified a measure of increased risk. We closely monitor payments and developments which may signal possible customer credit issues. We currently have not identified any potential material impact on our liquidity from customer credit issues.

Our financial position remains strong and our current ratio at December 31, 2011 was 3.3 to 1 compared to 3.0 to 1 at December 31, 2010. At December 31, 2011, our unused availability under our line of credit was \$42.4 million and our bank debt to equity percentage was 14%. The line of credit agreement contains, among other provisions, requirements for maintaining levels of working capital, net worth and profitability. At December 31, 2011, we were in compliance with these covenants.

We expect that our major source of funding for 2011 and beyond will be our operating cash flows, our existing cash and cash equivalents as well as our revolving credit agreement. We believe our future operating cash flows will be more than sufficient to cover debt repayments, other contractual obligations, capital expenditures and dividends. In addition, we believe our borrowing capacity provides substantial financial resources if needed to supplement funding of capital expenditures and/or acquisitions. We do not believe we would increase our debt to a level that would have a material adverse impact upon results of operations or financial condition.

#### *Sources and Uses of Cash*

Cash increased \$9.5 million for the year ended December 31, 2011. Net cash provided by operating activities was \$17 million. The major investing and financing uses of cash were capital expenditures of \$18.9 million, dividends of \$4.4 million, and common share repurchases of \$3.5 million partially offset by net debt borrowings of \$19.1 million.

Net cash provided by operating activities decreased \$11.6 million compared to 2010 primarily as a result of an increase in operating assets (net of operating liabilities) of \$22.6 million to support the growth in sales partially offset by an increase in net income of \$8 million and an increase in non-cash items of \$2.9 million.

Net cash used in investing activities of \$18.8 million represents a decrease of \$7.1 million when compared to cash used in investing activities in 2010. Capital expenditures increased \$6.6 million in the year ended December 31, 2011 when compared to the same period in 2010 primarily related to machinery and equipment investments at the majority of our locations, purchase of land and building and information technology system implementation at our Asia-Pacific segment and land purchased at our America's segment. In July 2010, we purchased Electropar for NZ\$20.3 million or \$14.8 million, including cash acquired of \$.4 million.

Cash provided by financing activities was \$12.4 million compared to \$2.9 million used in financing in 2010. This increase was primarily a result of higher debt borrowings in 2011 compared to 2010 partially offset by \$2.4 million more of common shares repurchased during 2011.

We have commitments under operating leases primarily for office and manufacturing space, transportation equipment, office and computer equipment and capital leases primarily for equipment. One such lease is for our aircraft with a lease commitment through December 2014. Under the terms of the lease, we maintain the risk to make up a deficiency from market value attributable to damage, extraordinary wear and tear, excess air hours or exceeding maintenance overhaul schedules required by the Federal Aviation Administration. At the present time, we believe our risks, if any, to be small because the estimated market value of the aircraft approximates its residual value.

Contractual obligations and other commercial commitments are summarized in the following tables:

	September 30,	September 30,	September 30,	September 30,	September 30,
		Payments Due by Period			
Contractual Obligations	Total	Less than 1	1-3 years	4-5 years	After 5
Thousands of dollars		year			years
Notes payable to bank (A)	\$ 2,030	\$ 2,030	\$	\$	\$
Long-term debt (B)	28,715	647	435	27,633	
Capital leases	484	164	256	64	
Operating leases	16,018	2,784	4,156	552	8,526
Purchase commitments	6,454	6,454			
Acquisition related obligations (C)	1,111	1,111			
Pension contribution and other retirement plans (D)	2,150	2,150			
Income taxes payable, non-current (E)					

	September 30,	September 30,	September 30,	September 30,	September 30,
		Amount of Commitment Expiration by Period			
Other Commercial Commitments	Total	Less than 1	1-3 years	4-5 years	After 5
Thousands of dollars		year			years
Letters of credit	\$ 5,984	\$ 1,083	\$ 4,843	\$ 58	\$
Guarantees	2,387	602	1,785		

- (A) Interest on short-term debt is included in the table at interest rates of 2.95% to 6.00% in effect at December 31, 2011.
- (B) Interest on long-term debt is included in the table at interest rates from .4% to 5.83% based on the variable interest rates in effect at December 31, 2011.
- (C) As part of the Purchase Agreement to acquire Electropar, the Company has finalized the additional earn-out consideration payment based on Electropar achieving a financial performance target (Earnings Before Interest, Taxes, Depreciation and Amortization) over the 12 months ending July 31, 2011. The fair value of the contingent consideration arrangement was determined by estimating the expected (probability-weighted) earn-out payment discounted to present value, which included increases in net present value due to the passage of time.
- (D) Amount represents the expected contribution to the Company's defined benefit pension plan in 2012. Future expected amounts beyond one year have not been disclosed as such amounts are subject to change based on performance of the assets in the plan as well as the discount rate used to determine the obligation. At December 31, 2011, the Company's unfunded contractual obligation was \$15.8 million. The Company's Supplemental Profit Sharing Plan accrued liability at December 31, 2011 was \$2.2 million.
- (E) As of December 31, 2011, there were \$1.8 million of tax liabilities, including interest and penalties, related to unrecognized tax benefits. Because of the high degree of uncertainty regarding the timing of future cash outflows associated with these liabilities, if any, the Company is unable to estimate the years in which cash settlement may occur with the respective tax authorities.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those that are reflective of significant judgment and uncertainties, and potentially may result in materially different outcomes under different assumptions and conditions.

## Sales Recognition

Our revenue recognition policies are in accordance with FASB ASC 605, Revenue Recognition. We recognize sales when title passes to the customer either when goods are shipped, with no right of return, or when they are delivered based on the terms of the sale, there is persuasive evidence of an agreement, the price is fixed or determinable and collectability is reasonably assured. Revenue related to shipping and handling costs billed-to customers are included in net sales and the related shipping and handling costs are included in cost of products sold.

## Receivable Allowances

### *Allowance for Doubtful Accounts*

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We record estimated allowances for uncollectible accounts receivable based upon the number of days the accounts are past due, the current business environment, and specific information such as bankruptcy or liquidity issues of customers. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. During 2011, we recorded a provision for doubtful accounts of \$.9 million. The allowance for doubtful accounts represents approximately 2% of our trade receivables at December 31, 2011 and 2010.

### *Reserve for credit memos*

We maintain an allowance for future sales credits related to sales recorded during the year. Our estimated allowance is based on historical sales credits issued in the subsequent year related to the prior year and any significant preapproved open return good authorizations as of the balance sheet date. Our allowance is updated on a quarterly basis. The reserve for credit memos represents less than 1% of our trade receivables at December 31, 2011 and 1% of our trade receivables at December 31, 2010.

## Excess and Obsolescence Reserves

We provide excess and obsolescence reserves to state inventories at the lower of cost or estimated market value. We identify inventory items which have had no usage or are in excess of the usages over the historical 12 to 24 months. A management team with representatives from marketing, manufacturing, engineering and finance reviews these inventory items, determines the disposition of the inventory and assesses the estimated market value based on their knowledge of the product and market conditions. These conditions include, among other things, future demand for product, product utility, unique customer order patterns or unique raw material purchase patterns, changes in customer and quality issues. At December 31, 2011 and 2010, the allowance for excess and obsolete inventory was 6% of gross inventory. If the impact of market conditions deteriorates from those projected by management, additional inventory reserves may be necessary.

## Impairment of Long-Lived Assets

We record impairment losses on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the discounted cash flows estimated to be generated by those assets are less than the carrying value of those items. Our cash flows are based on historical results adjusted to reflect the best estimate of future market and operating conditions. The net carrying value of assets not recoverable is then reduced to fair value. The estimates of fair value represent the best estimate based on industry trends and reference to market rates and transactions.

## Goodwill

We perform our annual impairment test for goodwill utilizing a discounted cash flow methodology, market comparables, and an overall market capitalization reasonableness test in computing fair value by reporting unit. We then compare the fair value of the reporting unit with its carrying value to assess if goodwill has been impaired. Based on the assumptions as to growth, discount rates and the weighting used for each respective valuation methodology, results of the valuations could be significantly changed. However, we believe that the methodologies and weightings used are reasonable and result in appropriate fair values of the reporting units.

Our measurement date for our annual impairment test is October 1 of each year. Previously we performed our annual impairment testing of goodwill as of January 1 since the adoption of the applicable guidance, now codified in ASC 350, Intangibles Goodwill and other. During the quarter ended December 31, 2011, we voluntarily changed the date of our annual goodwill and other indefinite-lived intangible asset impairment test from the first day of the first quarter (January 1) to the first day of the fourth quarter (October 1). We determined that this change is preferable under the circumstances as it (1) better aligns with our annual business planning and budgeting process and (2) provides us with additional time to prepare and complete the impairment test, including measurement of any indicated impairment, as necessary, prior to issuance of the year-end financial statements. This voluntary change in accounting principle was not made to delay, accelerate or avoid an impairment charge. This change is not applied retrospectively as it is impracticable to do so because retrospective application would require the application of significant estimates and assumptions with the use of hindsight. Accordingly, the change will be applied prospectively. We performed our annual impairment tests for goodwill as of January 1, 2011 and October 1, 2011, and determined that no adjustment to the carrying value was required. There were no trigger events during 2011 and as such, only the annual impairment tests were performed.

#### Deferred Tax Assets

Deferred taxes are recognized at currently enacted tax rates for temporary differences between the financial reporting and income tax bases of assets and liabilities and operating loss and tax credit carryforwards. We establish a valuation allowance to record our deferred tax assets at an amount that is more likely than not to be realized. In the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of their recorded amount, an adjustment to the valuation allowance would increase income in the period such determination was made. Likewise, should we determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the valuation allowance would be charged to expense in the period such determination was made.

#### Uncertain Tax Positions

We identify tax positions taken on the federal, state, local and foreign income tax returns filed or to be filed. A tax position can include: a reduction in taxable income reported in a previously filed tax return or expected to be reported on a future tax return that impacts the measurement of current or deferred income tax assets or liabilities in the period being reported; a decision not to file a tax return; an allocation or a shift of income between jurisdictions; the characterization of income or a decision to exclude reporting taxable income in a tax return; or a decision to classify a transaction, entity or other position in a tax return as tax exempt. We determine whether a tax position is an uncertain or a routine business transaction tax position that is more-likely-than-not to be sustained at the full amount upon examination.

Under FASB ASC 740 (formerly FIN 48), tax benefits from uncertain tax positions that reduce our current or future income tax liability, are reported in our financial statements only to the extent that each benefit was recognized and measured under a two step approach. The first step requires us to assess whether each tax position based on its technical merits and facts and circumstances as of the reporting date, is more-likely-than-not to be sustained upon examination. The second step measures the amount of tax benefit that we recognize in the financial statements, based on a cumulative probability approach. A tax position that meets the more-likely-than-not threshold that is not highly certain is measured based on the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority, assuming that the tax authority has examined the position and has full knowledge of all relevant information.

FASB ASC 740 requires subjectivity of judgments to identify outcomes and to assign probability in order to estimate the settlement amount. We provide estimates in order to determine settlement amounts. During the year ended December 31, 2011, we did not recognize a benefit for uncertain tax positions. At December 31, 2011, the total reserve for uncertain tax positions is \$1 million.

## Pensions

We record obligations and expenses related to pension benefit plans based on actuarial valuations, which include key assumptions on discount rates, expected returns on plan assets and compensation increases. These actuarial assumptions are reviewed annually and modified as appropriate. The effect of modifications is generally recorded or amortized over future periods. The discount rate of 4.5% at December 31, 2011 reflects an analysis of yield curves as of the end of the year and the schedule of expected cash needs of the plan. The expected long-term return on plan assets of 8.0% reflects the plan's historical returns and represents our best estimate of the likely future returns on the plan's asset mix. We believe the assumptions used in recording obligations under the plans are reasonable based on prior experience, market conditions and the advice of plan actuaries. However, an increase in the discount rate would decrease the plan obligations and the net periodic benefit cost, while a decrease in the discount rate would increase the plan obligations and the net periodic benefit cost. In addition, an increase in the expected long-term return on plan assets would decrease the net periodic pension cost, while a decrease in expected long-term return on plan assets would increase the net periodic pension cost.

## RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

In October 2009, the Financial Accounting Standards Board (FASB) issued accounting standards updates (ASU) No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force (ASU 2009-13). ASU 2009-13 addresses the accounting for sales arrangements that include multiple products or services by revising the criteria for when deliverables may be accounted for separately rather than as a combined unit. Specifically, this guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is necessary to separately account for each product or service. This hierarchy provides more options for establishing selling price than existing guidance. ASU 2009-13 is required to be applied prospectively to new or materially modified revenue arrangements beginning on or after January 1, 2011. The adoption of ASU 2009-13 did not have a material impact on our consolidated financial position or results of operations.

In December 2010, the FASB issued ASU No. 2010-29, which updates the guidance in FASB Accounting Standards Codification (ASC) Topic 805, Business Combinations. The objective of ASU 2010-29 is to address diversity in practice about the interpretation of the pro forma revenue and earnings disclosure requirements for business combinations. The amendments in ASU 2010-29 specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments affect any public entity as defined by FASB ASC 805 that enters into business combinations that are material on an individual or aggregate basis. The amendments in ASU 2010-29 are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The adoption of this guidance did not have an impact on our consolidated financial position or results of operations.

In December 2010, the FASB issued ASU No. 2010-28, which updates the guidance in FASB ASC Topic 350, Intangibles—Goodwill & Other. The amendments in ASU 2010-28 affect all entities that have recognized goodwill and have one or more reporting units whose carrying amount for purposes of performing Step 1 of the goodwill impairment test is zero or negative. The amendments in ASU 2010-28 modify Step 1 so that for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The qualitative factors are consistent with existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. We adopted ASU 2010-28 effective January 1, 2011 and it had no impact on our consolidated financial statements or disclosures.

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RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Changes to GAAP are established by the FASB in the form of ASU s to the FASB s ASC.

We consider the applicability and impact of all ASU s. ASU s not listed below were assessed and determined to be either not applicable or have minimal impact on our consolidated financial position and results of operations.

In September 2011, the FASB issued ASU 2011-08 which provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The revised standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. However, an entity can choose to early adopt even if its annual test date is before the issuance of the final standard, provided that the entity has not yet performed its 2011 annual impairment test or issued its financial statements. The adoption of this ASU is not expected to impact our consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards (IFRSs) to provide a consistent definition of fair value and ensure that fair value measurements and disclosure requirements are similar between GAAP and IFRS. This guidance changes certain fair value measurement principles and enhances the disclosure requirements for fair value measurements. The amendments in this ASU are effective for interim and annual periods beginning after December 15, 2011 and are applied prospectively. Early application by public entities is not permitted. We do not expect adoption of ASU 2011-04 will have a material impact on our financial position, results of operations, cash flows or disclosures.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). The amendments in ASU 2011-05 allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both instances, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in ASU 2011-05 do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

However, in December 2011, the FASB issued Accounting Standards Update No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12), which deferred the guidance on whether to require entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement where net income is presented and the statement where other comprehensive income is presented for both interim and annual financial statements. ASU 2011-12 reinstated the requirements for the presentation of reclassifications that were in place prior to the issuance of ASU 2011-05 and did not change the effective date for ASU 2011-05. For public entities, the amendments in ASU 2011-05 and ASU 2011-12 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and should be applied retrospectively. The adoption of this guidance concerns disclosure only and will not have an impact on our consolidated financial position or results of operations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The Company operates manufacturing facilities and offices around the world and uses fixed and floating rate debt to finance the Company's global operations. As a result, the Company is subject to business risks inherent in non-U.S. activities, including political and economic uncertainty, import and export limitations and market risk related to changes in interest rates and foreign currency exchange rates. The Company believes the political and economic risks related to the Company's international operations are mitigated due to the stability of the countries in which the Company's largest international operations are located.

As of December 31, 2011, the Company had one immaterial foreign currency forward exchange contract outstanding. The Company does not hold derivatives for trading purposes.

The Company is exposed to market risk, including changes in interest rates. The Company is subject to interest rate risk on its variable rate revolving credit facilities and term notes, which consisted of borrowings of \$30.6 million at December 31, 2011. A 100 basis point increase in the interest rate would have resulted in an increase in interest expense of approximately \$.2 million for the year ended December 31, 2011.

The Company's primary currency rate exposures are related to foreign denominated debt, intercompany debt, forward exchange contracts, foreign denominated receivables and cash and short-term investments. A hypothetical 10% change in currency rates would have a favorable/unfavorable impact on fair values of \$6 million and on income before tax of less than \$.1 million.

## **Item 8. Financial Statements and Supplementary Data**

### **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

of Preformed Line Products Company

We have audited the accompanying consolidated balance sheets of Preformed Line Products Company as of December 31, 2011 and 2010, and the related consolidated statements of income, cash flows, and shareholders' equity for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Preformed Line Products Company at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Notes A and I to the consolidated financial statements, in 2011 the Company has elected to change the date for its annual goodwill and other indefinite-lived intangibles assets assessment date to the first day of the fourth quarter (October 1) of each year.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Preformed Line Products Company's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 14, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Cleveland, Ohio

March 14, 2012



## PREFORMED LINE PRODUCTS COMPANY

## CONSOLIDATED BALANCE SHEETS

	September 30, December 31 2011 (Thousands of dollars, except share and per share data)	September 30, December 31 2010
<b>ASSETS</b>		
Cash and cash equivalents	\$ 32,126	\$ 22,655
Accounts receivable, less allowances of \$ 1,627 (\$1,213 in 2010)	68,949	56,102
Inventories net	88,613	73,121
Deferred income taxes	5,263	4,784
Prepays	6,321	6,923
Prepaid taxes	1,933	2,146
Other current assets	2,285	1,611
<b>TOTAL CURRENT ASSETS</b>	<b>205,490</b>	<b>167,342</b>
Property,plant and equipment net	82,860	76,266
Patents and other intangibles net	11,352	12,735
Goodwill	12,199	12,346
Deferred income taxes	5,585	3,615
Other assets	9,862	8,675
<b>TOTAL ASSETS</b>	<b>\$ 327,348</b>	<b>\$ 280,979</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Notes payable to banks	\$ 2,030	\$ 1,246
Current portion of long-term debt	601	1,276
Trade accounts payable	25,630	27,001
Accrued compensation and amounts withheld from employees	11,472	9,848
Accrued expenses and other liabilities	12,510	9,088
Accrued profit-sharing and other benefits	4,686	4,464
Dividends payable	1,095	1,087
Income taxes payable and deferred income taxes	3,809	2,548
<b>TOTAL CURRENT LIABILITIES</b>	<b>61,833</b>	<b>56,558</b>
Long-term debt, less current portion	27,991	9,374
Unfunded pension obligation	15,786	9,473
Income taxes payable, noncurrent	1,835	1,768
Deferred income taxes	3,255	3,606
Other noncurrent liabilities	3,790	3,535
<b>SHAREHOLDERS' EQUITY</b>		
PLPC Shareholders' equity:		
Common shares \$2 par value per share, 15,000,000 shares authorized, 5,333,630 and 5,270,977 issued and outstanding, net of 639,138 and 586,746 treasury shares at par, respectively, at December 31, 2011 and December 31, 2010	10,667	10,542
Common shares issued to rabbi trust	(3,812)	(1,200)
Deferred compensation liability	3,812	1,200
Paid in capital	12,718	8,748
Retained earnings	206,512	184,060
Accumulated other comprehensive loss	(17,039)	(6,010)

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<b>TOTAL PLPC SHAREHOLDERS EQUITY</b>	212,858	197,340
Noncontrolling interest		(675)
<b>TOTAL SHAREHOLDERS EQUITY</b>	212,858	196,665
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	\$ 327,348	\$ 280,979

*See notes to consolidated financial statements.*

**PREFORMED LINE PRODUCTS COMPANY**

**STATEMENTS OF CONSOLIDATED INCOME**

	September 30, 2011 (In thousands, except per share data)	September 30, Year ended December 31 2010	September 30, 2009
Net sales	\$ 424,404	\$ 338,305	\$ 257,206
Cost of products sold	283,555	230,089	172,438
<b>GROSS PROFIT</b>	<b>140,849</b>	<b>108,216</b>	<b>84,768</b>
Costs and expenses			
Selling	35,825	29,520	22,702
General and administrative	44,396	39,865	33,993
Research and engineering	13,360	12,040	9,216
Other operating (income) expenses net	1,914	(1,689)	(603)
	95,495	79,736	65,308
<b>OPERATING INCOME</b>	<b>45,354</b>	<b>28,480</b>	<b>19,460</b>
Other income (expense)			
Gain on acquisition of business			9,087
Interest income	575	374	380
Interest expense	(827)	(649)	(523)
Other income	892	1,978	1,189
	640	1,703	10,133
<b>INCOME BEFORE INCOME TAXES</b>	<b>45,994</b>	<b>30,183</b>	<b>29,593</b>
Income taxes	15,010	7,175	6,760
<b>NET INCOME</b>	<b>30,984</b>	<b>23,008</b>	<b>22,833</b>
Net loss attributable to noncontrolling interest, net of tax		(105)	(524)
<b>NET INCOME ATTRIBUTABLE TO PLPC</b>	<b>\$ 30,984</b>	<b>\$ 23,113</b>	<b>\$ 23,357</b>
<b>BASIC EARNINGS PER SHARE</b>			
Net income attributable to PLPC common shareholders	\$ 5.89	\$ 4.41	\$ 4.46
<b>DILUTED EARNINGS PER SHARE</b>			
Net income attributable to PLPC common shareholders	\$ 5.78	\$ 4.33	\$ 4.35
Cash dividends declared per share	\$ 0.80	\$ 0.80	\$ 0.80
Weighted-average number of shares outstanding basic	5,259	5,242	5,232

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Weighted-average number of shares outstanding - diluted	5,358	5,335	5,366
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*See notes to consolidated financial statements.*

## PREFORMED LINE PRODUCTS COMPANY

## STATEMENTS OF CONSOLIDATED CASH FLOWS

	September 30, 2011	September 30, Year ended December 31 2010 (Thousands of dollars)	September 30, 2009
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 30,984	\$ 23,008	\$ 22,833
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization	10,525	9,394	7,249
Provision for accounts receivable allowances	1,292	661	546
Provision for inventory reserves	1,480	767	2,395
Deferred income taxes	(688)	(900)	682
Share-based compensation expense	2,933	2,966	1,962
Excess tax benefits from share-based awards	(203)	(73)	(122)
Net investment in life insurance	(28)	(74)	(489)
Gain on acquisition of business			(9,087)
Other net	73	(301)	(232)
Changes in operating assets and liabilities:			
Accounts receivable	(16,061)	(4,977)	(594)
Inventories	(21,197)	(8,268)	922
Trade accounts payables and accrued liabilities	8,574	8,429	3,750
Income taxes payable	(815)	383	781
Other net	180	(2,327)	(1,581)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>17,049</b>	<b>28,688</b>	<b>29,015</b>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(18,912)	(12,274)	(10,667)
Business acquisitions, net of cash acquired		(14,324)	(13,199)
Proceeds from the sale of discontinued operations			750
Proceeds from the sale of property and equipment	464	757	422
Restricted cash	(328)		
Proceeds on life insurance			3,082
Payments on life insurance			(3,082)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(18,776)</b>	<b>(25,841)</b>	<b>(22,694)</b>
<b>FINANCING ACTIVITIES</b>			
Increase (decrease) in notes payable to banks	20,299	4,470	
Proceeds from the issuance of long-term debt		130	1,330
Payments of long-term debt	(1,239)	(2,465)	(529)
Dividends paid	(4,381)	(4,344)	(4,271)
Excess tax benefits from share-based awards	203	73	122
Proceeds from issuance of common shares	1,064	285	352
Purchase of common shares for treasury	(3,522)	(1,081)	(168)
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>12,424</b>	<b>(2,932)</b>	<b>(3,164)</b>
Effects of exchange rate changes on cash and cash equivalents	(1,226)	(1,357)	1,071
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>9,471</b>	<b>(1,442)</b>	<b>4,228</b>
Cash and cash equivalents at beginning of year	22,655	24,097	19,869

<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$</b>	<b>32,126</b>	<b>\$</b>	<b>22,655</b>	<b>\$</b>	<b>24,097</b>
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*See notes to consolidated financial statements.*



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tion of rolling				(351)	343			(343)	
y/ on ent						5,028		(82)	
ized net l loss x n of							174		
d									
ons net rovision							157		
ensive									2
ased sation				2,966	(163)				
tax from sed				73					
e of									
a shares e of	(65)				(995)				
a shares	28			257					
ed wards 8	82			(82)					
n ssued to st		(1,200)	1,200						
vidends l \$.80 e					(4,191)				
at er 31,	10,542	(1,200)	1,200	8,748	184,060	(1,560)	(4,450)	(675)	19
ome					30,984				3
tion of rolling					(725)			725	
y/ on ent						(7,460)		(50)	
ized net l loss x n of							256 (3,825)		



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**PREFORMED LINE PRODUCTS COMPANY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Tables in thousands of dollars, except share and per share data, unless specifically noted)

**Note A Significant Accounting Policies**

*Nature of Operations*

Preformed Line Products Company and subsidiaries (the Company) is a designer and manufacturer of products and systems employed in the construction and maintenance of overhead and underground networks for the energy, telecommunication, cable operators, data communication and other similar industries. The Company's primary products support, protect, connect, terminate and secure cables and wires. The Company also provides solar hardware systems and mounting hardware for a variety of solar power applications. The Company's customers include public and private energy utilities and communication companies, cable operators, governmental agencies, contractors and subcontractors, distributors and value-added resellers. The Company serves its worldwide markets through strategically located domestic and international manufacturing facilities.

*Consolidation*

The consolidated financial statements include the accounts of the Company and its subsidiaries where ownership is greater than 50%. All intercompany accounts and transactions have been eliminated upon consolidation.

*Noncontrolling Interests*

During 2011, the Company acquired the remaining 50% of BlueSky joint venture from BlueSky Energy Pty Ltd. During 2010, the Company acquired the remaining 3.86% of Belos SA (Belos) shares, a Polish company, for a total ownership interest of 100% of the issued and outstanding shares of Belos. The Company includes Belos and the BlueSky joint venture accounts in its consolidated financial statements, and the noncontrolling interests in Belos and BlueSky, previously, are reported in the Noncontrolling interests lines of the Statements of Consolidated Income and the Consolidated Balance Sheets, respectively.

*Investments in Foreign Joint Ventures*

Investments in joint ventures, where the Company owns between 20% and 50%, or where the Company does not have control but has the ability to exercise significant influence over operations or financial policies, are accounted for by the equity method. During 2009, the Company acquired a 33.3% investment in Proxisafe Ltd., located in Calgary, Alberta. The Company accounts for its joint venture interest in Proxisafe accounts using the equity method.

*Cash and Cash Equivalents*

Cash equivalents are stated at fair value and consist of highly liquid investments with original maturities of three months or less at the time of acquisition.

*Receivable Allowances*

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowances for uncollectible accounts receivable is based upon the number of days the accounts are past due, the current business environment, and specific information such as bankruptcy or liquidity issues of customers. The Company also maintains an allowance for sales returns related to sales recorded during the year. The estimated allowance is based on historical sales credits issued in the subsequent year related to the prior year and any significant open return good authorizations as of the balance sheet date.

### *Inventories*

The Company uses the last-in, first-out (LIFO) method of determining cost for the majority of its material portion of inventories in PLP-USA. All other inventories are determined by the first-in, first-out (FIFO) or average cost methods. Inventories are carried at the lower of cost or market.

### *Fair Value of Financial Instruments*

Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 825, Disclosures about Fair Value of Financial Instruments, requires disclosures of the fair value of financial instruments. The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable and short-term debt, approximates its fair value because of the short-term maturity of these instruments. At December 31, 2011, the fair value of the Company's long-term debt was estimated using discounted cash flow analysis, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. Based on the analysis performed, the carrying value of the Company's long-term debt approximates fair value at December 31, 2011.

### *Property, Plant and Equipment and Depreciation*

Property, plant, and equipment is recorded at cost. Depreciation for the domestic and international operation's assets is computed using the straight line method over the estimated useful lives. The estimated useful lives used, when purchased new, are: land improvements, ten years; buildings, forty years; building improvements, five to forty years; and machinery and equipment, three to ten years. Appropriate reductions in estimated useful lives are made for property, plant and equipment purchased in connection with an acquisition of a business or in a used condition when purchased.

### *Long-Lived Assets*

The Company records impairment losses on long-lived assets used in operations when events and circumstances indicate that the carrying value of the assets might be impaired and the discounted future cash flows estimated to be generated by such assets are less than the carrying value. The Company's cash flows are based on historical results adjusted to reflect the Company's best estimate of future market and operating conditions. The net carrying value of assets not recoverable is then reduced to fair value. The estimates of fair value represent the Company's best estimate based on industry trends and reference to market rates and transactions. The Company did not record any impairments to long-lived assets during the years ended December 31, 2011 and 2010.

### *Goodwill and Other Intangibles*

Goodwill and other intangible assets generally result from business acquisitions. Goodwill and intangible assets with indefinite lives are not subject to amortization, but are subject to annual impairment testing. Intangible assets with definite lives, consisting primarily of purchased customer relationships, patents, technology, customer backlogs, trademarks and land use rights, are generally amortized over periods from less than one year to twenty years. The Company's intangible assets with finite lives are generally amortized using a projected cash flow basis method over their useful lives unless another method was demonstrated to be more appropriate. Customer relationships and trademark intangibles acquired in 2009 are amortized using a projected cash flow basis method over the period in which the economic benefits of the intangibles are consumed. Customer relationships, technology and trademarks acquired in July 2010 are being amortized using the straight-line method over their useful lives. This method was more appropriate because it better reflected the pattern in which the economic benefits of the intangible asset are consumed or otherwise expire compared to using a projected cash flow basis method. An evaluation of the remaining useful life of intangible assets with a determinable life is performed on a periodic basis and when events and circumstances warrant an evaluation. The Company assesses intangible assets with a determinable life for impairment consistent with its policy for assessing other long-lived assets. Goodwill and other intangible assets are also reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may be impaired, or in the case of finite lived intangible assets, when the carrying amount may not be recoverable. Events or circumstances that would result in an impairment review primarily include operations reporting losses or a significant change in the use of an asset. Impairment charges are recognized pursuant to FASB ASC 350-20, Goodwill. The Company did not record any impairments for goodwill or other intangibles during the years ended December 31, 2011 and 2010.

The Company performs the annual impairment test for goodwill utilizing a discounted cash flow methodology, market comparables, and an overall market capitalization reasonableness test in computing fair value by reporting unit. We then compare the fair value of the reporting unit with its carrying value to assess if goodwill has been impaired. Based on the assumptions as to growth, discount rates and the weighting used for each respective valuation methodology, results of the valuations could be significantly changed. However, we believe that the methodologies and weightings used are reasonable and result in appropriate fair values of the reporting units.

The Company has performed its annual impairment testing of goodwill as of January 1 since the adoption of the applicable guidance, now codified in ASC 350, Intangibles Goodwill and other. During the quarter ended December 31, 2011, the Company voluntarily changed the date of its annual goodwill and other indefinite-lived intangible asset impairment test from the first day of the first quarter (January 1) to the first day of the fourth quarter (October 1). The Company determined that this change is preferable under the circumstances as it (1) better aligns with the Company's annual business planning and budgeting process and (2) provides the Company with additional time to prepare and complete the impairment test, including measurement of any indicated impairment, as necessary, prior to issuance of the year-end financial statements. This voluntary change in accounting principle was not made to delay, accelerate or avoid an impairment charge. This change is not applied retrospectively as it is impracticable to do so because retrospective application would require the application of significant estimates and assumptions with the use of hindsight. Accordingly, the change will be applied prospectively. The Company performed its annual impairment tests for goodwill as of January 1, 2011 and October 1, 2011, and determined that no adjustment to the carrying value was required. There were no trigger events during 2011 and as such, only the annual impairment tests were performed.

#### *Sales Recognition*

Sales are recognized when products are shipped, with no right of return, and the title and risk of loss has passed to unaffiliated customers or when they are delivered based on the terms of the sale, there is persuasive evidence of an agreement, the price is fixed or determinable and collectibility is reasonably assured. Revenue related to shipping and handling costs billed to customers are included in net sales and the related shipping and handling costs are included in cost of products sold.

#### *Research and Development*

Research and development costs for new products are expensed as incurred and totaled \$2.4 million in 2011, \$1.7 million in 2010 and \$2.3 million in 2009.

#### *Income Taxes*

Income taxes are computed in accordance with the provisions of FASB ASC 740, Income Taxes. In the Consolidated Financial Statements, the benefits of a consolidated return have been reflected where such returns have or could be filed based on the entities and jurisdictions included in the financial statements. Deferred tax liabilities and assets are recognized for the expected future tax consequences of events that have been reflected on the Consolidated Financial Statements. Deferred tax liabilities and assets are determined based on the differences between the book and tax bases of particular assets and liabilities and operating loss carryforwards using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

#### *Advertising*

Advertising costs are expensed as incurred and totaled \$1.8 million in 2011, \$1.6 million in 2010 and \$1.4 million in 2009.

### *Foreign Currency Translation*

Asset and liability accounts are translated into U.S. dollars using exchange rates in effect at the date of the Consolidated Balance Sheet. The translation adjustments are recorded in accumulated other comprehensive income (loss). Revenues and expenses are translated at weighted average exchange rates in effect during the period. Transaction gains and losses arising from exchange rate changes on transactions denominated in a currency other than the functional currency are included in income and expense as incurred. Aggregate transaction gains and losses for the periods ended December 31, 2011, 2010, and 2009 were a \$1.2 million loss, \$2.4 million gain and a \$.6 million gain, respectively. Upon sale or substantially complete liquidation of an investment in a foreign entity, the cumulative translation adjustment for that entity is reclassified from accumulated other comprehensive income (loss) to earnings.

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

### *Business Combinations*

The Company accounts for acquisitions in accordance with ASC 805, which includes provisions that were adopted effective January 1, 2009.

### *Derivative Financial Instruments*

The Company does not hold derivatives for trading purposes.

### *Reclassifications*

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

### *Recently Adopted Accounting Pronouncements*

In October 2009, the Financial Accounting Standards Board (FASB) issued accounting standards updates (ASU) No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force (ASU 2009-13). ASU 2009-13 addresses the accounting for sales arrangements that include multiple products or services by revising the criteria for when deliverables may be accounted for separately rather than as a combined unit. Specifically, this guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is necessary to separately account for each product or service. This hierarchy provides more options for establishing selling price than existing guidance. ASU 2009-13 is required to be applied prospectively to new or materially modified revenue arrangements beginning on or after January 1, 2011. The adoption of ASU 2009-13 did not have a material impact on the Company's consolidated financial position or results of operations.

In December 2010, the FASB issued ASU No. 2010-29, which updates the guidance in FASB Accounting Standards Codification (ASC) Topic 805, Business Combinations. The objective of ASU 2010-29 is to address diversity in practice about the interpretation of the pro forma revenue and earnings disclosure requirements for business combinations. The amendments in ASU 2010-29 specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments affect any public entity as defined by FASB ASC 805 that enters into business combinations that are material on an individual or aggregate basis. The amendments in ASU 2010-29 are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The adoption of this guidance did not have an impact on the Company's consolidated financial position or results of operations.

In December 2010, the FASB issued ASU No. 2010-28, which updates the guidance in FASB ASC Topic 350, Intangibles—Goodwill & Other. The amendments in ASU 2010-28 affect all entities that have recognized goodwill and have one or more reporting units whose carrying amount for purposes of performing Step 1 of the goodwill impairment test is zero or negative. The amendments in ASU 2010-28 modify Step 1 so that for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The qualitative factors are consistent with existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company adopted ASU 2010-28 effective January 1, 2011 and it had no impact on the Company's consolidated financial statements or disclosures.

#### *Recently Issued Accounting Pronouncements*

Changes to U.S. generally accepted accounting principles (GAAP) are established by the FASB in the form of ASUs to the FASB's ASC.

The Company considers the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable or have minimal impact on our consolidated financial position and results of operations.

In September 2011, the FASB issued ASU 2011-08 which provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The revised standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. However, an entity can choose to early adopt even if its annual test date is before the issuance of the final standard, provided that the entity has not yet performed its 2011 annual impairment test or issued its financial statements. The adoption of this ASU is not expected to impact the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards (IFRSs) to provide a consistent definition of fair value and ensure that fair value measurements and disclosure requirements are similar between GAAP and IFRS. This guidance changes certain fair value measurement principles and enhances the disclosure requirements for fair value measurements. The amendments in this ASU are effective for interim and annual periods beginning after December 15, 2011 and are applied prospectively. Early application by public entities is not permitted. The Company does not expect adoption of ASU 2011-04 will have a material impact on the Company's financial position, results of operations, cash flows or disclosures.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). The amendments in ASU 2011-05 allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both instances, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in ASU 2011-05 do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

However, in December 2011, the FASB issued Accounting Standards Update No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12), which deferred the guidance on whether to require entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement where net income is presented and the statement where other comprehensive income is presented for both interim and annual financial statements. ASU 2011-12 reinstated the requirements for the presentation of reclassifications that were in place prior to the issuance of ASU 2011-05 and did not change the effective date for ASU 2011-05. For public entities, the amendments in ASU 2011-05 and ASU 2011-12 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and should be applied retrospectively. The adoption of this guidance concerns disclosure only and will not have an impact on our consolidated financial position or results of operations.

## Note B Other Financial Statement Information

### *Inventories net*

	September 30, December 31 2011	September 30, December 31 2010
Finished products	\$ 42,382	\$ 34,580
Work-in-process	9,196	5,830
Raw materials	46,700	40,667
	98,278	81,077
Excess of current cost over LIFO cost	(5,611)	(4,801)
Noncurrent portion of inventory	(4,054)	(3,155)
	\$ 88,613	\$ 73,121

Costs for inventories of certain material are determined using the LIFO method and totaled approximately \$28.3 million and \$21.7 million at December 31, 2011 and 2010, respectively.

### *Property and equipment net*

Major classes of property, plant and equipment are as follows:

	September 30, December 31 2011	September 30, December 31 2010
Land and improvements	\$ 10,283	\$ 7,467
Buildings and improvements	56,303	55,766
Machinery and equipment	125,668	117,758
Construction in progress	6,447	4,949
	198,701	185,940
Less accumulated depreciation	115,841	109,674
	\$ 82,860	\$ 76,266

Depreciation of property and equipment was \$9.3 million in 2011, \$8 million in 2010 and \$6.7 million in 2009. Machinery and equipment includes \$.5 million and \$.6 million of capital leases at December 31, 2011 and 2010, respectively.





### Legal proceedings

From time to time, the Company may be subject to litigation incidental to its business. The Company is not a party to any pending legal proceedings that the Company believes would, individually or in the aggregate, have a material adverse effect on its financial condition, results of operations or cash flows.

### Note C Pension Plans

PLP-USA hourly employees of the Company who meet specific requirements as to age and service are covered by a defined benefit pension plan. The Company uses a December 31 measurement date for its plan.

Net periodic pension cost for PLP-USA's pension plan consists of the following components for the years ended December 31:

	September 30, 2011	September 30, 2010	September 30, 2009
Service cost	\$ 1,003	\$ 813	\$ 908
Interest cost	1,373	1,195	1,195
Expected return on plan assets	(1,089)	(960)	(759)
Recognized net actuarial loss	412	280	562
Net periodic pension cost	\$ 1,699	\$ 1,328	\$ 1,906

The following tables set forth benefit obligations, plan assets and the accrued benefit cost of PLP-USA's pension plan at December 31:

	September 30, 2011	September 30, 2010
Projected benefit obligation at beginning of the year	\$ 23,665	\$ 21,718
Service cost	1,003	813
Interest cost	1,373	1,195
Actuarial (gain) loss	5,364	415
Benefits paid	(542)	(476)
Projected benefit obligation at end of year	\$ 30,863	\$ 23,665
Fair value of plan assets at beginning of the year	\$ 14,192	\$ 13,040
Actual return on plan assets	297	1,628
Employer contributions	1,130	
Benefits paid	(542)	(476)
Fair value of plan assets at end of the year	\$ 15,077	\$ 14,192
Unfunded pension obligation	\$ (15,786)	\$ (9,473)

In accordance with ASC 715-20, the Company recognizes the underfunded status of its PLP-USA pension plan as a liability. The amount recognized in accumulated other comprehensive loss related to PLP-USA's pension plan at December 31 is comprised of the following:

	September 30, 2011	September 30, 2010
Balance at January 1	\$ (4,431)	\$ (4,762)
Reclassification adjustments:		
Pretax amortized net actuarial loss	412	280
Tax provision	(156)	(106)
	256	174
Adjustment to recognize (loss) gain on unfunded pension obligations:		
Pretax (loss) gain	(6,156)	253
Tax provision (benefit)	2,331	(96)
	(3,825)	157
Balance at December 31	\$ (8,000)	\$ (4,431)

The estimated net loss for the PLP-USA pension plan that will be amortized from accumulated other comprehensive income into periodic benefit cost for 2012 is \$.7 million. There is no prior service cost to be amortized in the future.

The PLP-USA pension plan had accumulated benefit obligations in excess of plan assets as follows:

	September 30, 2011	September 30, 2010
Accumulated benefit obligation	\$ 26,302	\$ 19,915
Fair market value of assets	15,077	14,192

Weighted-average assumptions used to determine benefit obligations at December 31 are as follows:

	September 30, 2011	September 30, 2010
Discount rate	4.50%	5.60%
Rate of compensation increase	2.50	3.50

Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31 are as follows:

	September 30, 2011	September 30, 2010	September 30, 2009
Discount rate	5.60%	6.00%	5.75%
Rate of compensation increase	3.50	3.50	3.50
Expected long-term return on plan assets	8.00	8.00	8.00

The net periodic pension cost for 2011 was based on a long-term asset rate of return of 8.0%. This rate is based upon management's estimate of future long-term rates of return on similar assets and is consistent with historical returns on such assets. Using the plan's current mix of assets and based on the average historical returns for such mix, an expected long-term rate-of-return of 8.0% is justified.

At December 31, 2011, the fair value of the Company's pension plan assets included inputs in Level 1: Quoted market prices in active markets for identical assets or liabilities, and Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. The fair value of the Company's pension plan assets as of December 31, 2011 and 2010, by category, are as follows:



	September 30,	September 30, At December 31, 2011	September 30,	September 30,
	Total Assets at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Asset Category</u>				
Cash	\$ 304	\$ 304	\$	\$
Equity Securities	5,445	5,445		
U.S. Treasury Bonds	1,880	1,880		
Agency Bonds	905	905		
Etf-Equity	458	458		
Mutual Funds Equity	3,226	3,226		
Corporate Bonds	2,827		2,827	
Mortgage-Backed Securities	32		32	
Total	\$ 15,077	\$ 12,218	\$ 2,859	\$

	September 30,	September 30, At December 31, 2010	September 30,	September 30,
	Total Assets at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Asset Category</u>				
Cash	\$ 374	\$ 374	\$	\$
Equity Securities	5,060	5,060		
U.S. Treasury Securities	2,535	2,535		
Mutual Funds	3,446	3,446		
Corporate Bonds	2,726		2,726	
Mortgage-Backed Securities	51		51	
Total	\$ 14,192	\$ 11,415	\$ 2,777	\$

The Company's pension plan weighted-average asset allocations at December 31, 2011 and 2010, by asset category, are as follows:

	September 30, Plan assets at December 31 2011	September 30, 2010
<u>Asset category</u>		
Equity securities	61%	60%
Debt securities	37	37
Cash and equivalents	2	3
	100%	100%

Management seeks to maximize the long-term total return of financial assets consistent with the fiduciary standards of ERISA. The ability to achieve these returns is dependent upon the need to accept moderate risk to achieve long-term capital appreciation.

In recognition of the expected returns and volatility from financial assets, retirement plan assets are invested in the following ranges with the target allocation noted:



	September 30, Range	September 30, Target
Equities	30-80%	60%
Fixed Income	20-70%	40%
Cash Equivalents	0-10%	

Investment in these markets is projected to provide performance consistent with expected long-term returns with appropriate diversification.

The Company's policy is to fund amounts deductible for federal income tax purposes. The Company expects to contribute \$2.2 million to its pension plan in 2012.

The benefits expected to be paid out of the plan assets in each of the next five years and the aggregate benefits expected to be paid for the subsequent five years are as follows:

Year	September 30, Pension Benefits
2012	\$ 586,567
2013	669,868
2014	740,561
2015	809,830
2016	906,945
2017-2021	6,239,015

The Company also provides retirement benefits through various defined contribution plans including PLP-USA's Profit Sharing Plan. Expense for these defined contribution plans was \$4.8 million in 2011, \$4.6 million in 2010 and \$3.7 million in 2009.

Further, the Company also provides retirement benefits through the Supplemental Profit Sharing Plan. To the extent an employee's award under PLP-USA's Profit Sharing Plan exceeds the maximum allowable contribution permitted under existing tax laws, the excess is accrued for (but not funded) under a non-qualified Supplemental Profit Sharing Plan. The return under this Supplemental Profit Sharing Plan is calculated at a weighted average of the one year Treasury Bill rate plus 1%. At December 31, 2011 and 2010, the interest rate for the Supplemental Profit Sharing Plan was 1.29% and 1.47%, respectively. Expense for the Supplemental Profit Sharing Plan was \$.3 million for 2011, \$.3 million for 2010 and \$.3 million for 2009. The Supplemental Profit Sharing Plan unfunded status as of December 31, 2011 and 2010 was \$2.2 million and \$1.9 million and is included in Other noncurrent liabilities.

**Note D Debt and Credit Arrangements**

	September 30, December 31 2011	September 30, 2010
<b>Short-term debt</b>		
Secured notes		
Brazilian Real denominated (R\$3,808k) at 2.95% to 6.00% due 2012	\$ 2,030	\$ 633
New Zealand Dollar (NZ\$796k) at 5.38 to 5.47%		613
Current portion of long-term debt	601	1,276
 Total short-term debt	 2,631	 2,522
<b>Long-term debt</b>		
USD denominated at 1.42%, due 2015	27,633	8,349
Australian dollar denominated term loans (A\$467), at 4.19% to 5.83% (4.19% to 5.83% in 2010), due 2013, secured by land and building	470	1,389
Brazilian Real denominated term loan (R\$918k) at .4% to .7% due 2014 secured by capital equipment	489	774
Polish Zloty denominated loans (PLN810) at 4.75% in 2010), secured by building, capital equipment and commercial note		84
Polish Zloty denominated loans (PLN593) at 4.33% in 2010), secured by corporate guarantee		54
 Total long-term debt	 28,592	 10,650
Less current portion	(601)	(1,276)
 Total long-term debt, less current portion	 27,991	 9,374
 Total debt	 \$ 30,622	 \$ 11,896

A PLP-USA line of credit makes \$70 million available to the Company at an interest rate of LIBOR plus 1.125% with a term expiring January 2015. At December 31, 2011, the interest rate on the line of credit agreement was 1.4203%. There was \$27.6 million outstanding at December 31, 2011 under the line of credit. The line of credit agreement contains, among other provisions, requirements for maintaining levels of working capital, net worth and profitability. At December 31, 2011, the Company was in compliance with these covenants.

Aggregate maturities of long-term debt during the next five years are as follows: \$.6 million for 2012, \$.3 million for 2013, \$.1 million for 2014, \$27.6 million for 2015, and \$0 thereafter.

Interest paid was \$.8 million in 2011 and \$.5 million annually for 2010 and 2009.

*Guarantees and Letters of Credit*

The Company has provided financial guarantees for uncompleted work and financial commitments. The terms of these guarantees vary with end dates ranging from the current year through the completion of such transactions. The guarantees would typically be triggered in the event of nonperformance. As of December 31, 2011, the Company had total outstanding guarantees of \$2.4 million. Additionally, certain domestic and foreign customers require the Company to issue letters of credit or performance bonds as a condition of placing an order. As of December 31, 2011, the Company had total outstanding letters of credit of \$6 million.

**Note E Leases**

The Company has commitments under operating leases primarily for office and manufacturing space, transportation equipment, office equipment and computer equipment. Rental expense was \$3.9 million in 2011, \$2.9 million in 2010 and \$1.5 million in 2009. Future minimum rental commitments having non-cancelable terms exceeding one year are \$2.8 million in 2012, \$2.5 million in 2013, \$1.6 million in 2014, \$.4 million in 2015, \$.2





million in 2016, and an aggregate \$8.5 million thereafter. One such lease is for the Company's aircraft with a lease commitment through December 2014. Under the terms of the lease, the Company maintains the risk to make up a deficiency from market value attributable to damage, extraordinary wear and tear, excess air hours or exceeding maintenance overhaul schedules required by the Federal Aviation Administration. At the present time, the Company does not believe it has incurred any obligation for any contingent rent under the lease.

The Company has commitments under capital leases for equipment and vehicles. Amounts recognized as capital lease obligations are reported in accrued expense and other liabilities and other noncurrent liabilities in the Consolidated Balance Sheets. Future minimum rental commitments for capital leases are approximately \$.2 million in 2012, \$.1 million in 2013, 2014 and 2015 and less than \$.1 million for 2016. The imputed interest for the capital leases is less than \$.1 million. Leased property and equipment under capital leases are amortized using the straight-line method over the term of the lease. Routine maintenance, repairs, and replacements are expensed as incurred.

## Note F Income Taxes

Income before income taxes and discontinued operations was derived from the following sources:

	September 30, 2011	September 30, 2010	September 30, 2009
United States	\$ 18,842	\$ 9,007	\$ 8,498
Foreign	27,152	21,176	21,095
	\$ 45,994	\$ 30,183	\$ 29,593

The components of income taxes for the years ended December 31 are as follows:

	September 30, 2011	September 30, 2010	September 30, 2009
Current			
Federal	\$ 5,679	\$ 1,768	\$ 1,912
Foreign	8,896	5,498	3,659
State and local	1,123	809	507
	15,698	8,075	6,078
Deferred			
Federal	726	342	81
Foreign	(1,199)	(1,098)	615
State and local	(215)	(144)	(14)
	(688)	(900)	682
Income taxes	\$ 15,010	\$ 7,175	\$ 6,760

The differences between the provision for income taxes at the U.S. federal statutory rate and the tax shown in the Statements of Consolidated Income for the years ended December 31 are summarized as follows:

	September 30, 2011	September 30, 2010	September 30, 2009
U. S. federal statutory tax rate	35%	35%	34%
Federal tax at statutory rate	\$ 16,098	\$ 10,564	\$ 10,062
State and local taxes, net of federal benefit	590	432	325
U.S. federal permanent items	(387)	12	461
Foreign earnings and related tax credits	261	641	394
Non-U.S. tax rate variances	(1,510)	(3,121)	(918)
ASC 740 (formally FIN 48)	21	(368)	(607)
Valuation allowance	19	(403)	(480)
Tax credits	(265)	(329)	(77)
Gain from acquisition of business			(2,711)
Other, net	183	(253)	311
	\$ 15,010	\$ 7,175	\$ 6,760

Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the tax basis of assets and liabilities and their carrying value for financial statement purposes. The tax effects of temporary differences that give rise to the Company's deferred tax assets and liabilities at December 31 are as follows:

	September 30, 2011	September 30, 2010
Deferred tax assets:		
Accrued compensation and benefits	\$ 1,520	\$ 1,126
Inventory valuation reserves	1,938	1,798
Allowance for doubtful accounts	138	69
Benefit plan reserves	9,126	6,183
Foreign tax credits	202	1,397
Capital tax loss carryforwards	2,054	2,056
Net operating loss carryforwards	1,061	937
Other accrued expenses	1,882	1,565
Unrealized foreign exchange	346	
Gross deferred tax assets	18,267	15,131
Valuation allowance	(3,115)	(2,993)
Net deferred tax assets	15,152	12,138
Deferred tax liabilities:		
Depreciation and other basis differences	(4,602)	(3,535)
Undistributed foreign earnings	(139)	(236)
Prepaid expenses	(64)	(70)
Intangibles	(2,706)	(3,299)
Unrealized foreign exchange		(166)
Other	(104)	(109)
Deferred tax liabilities	(7,615)	(7,415)
Net deferred tax assets	\$ 7,537	\$ 4,723

	September 30, 2011	September 30, 2010
Change in net deferred tax assets:		
Deferred income tax benefit	\$ 688	\$ 900
Items of other comprehensive income (loss)	2,175	(202)
Currency translation	(49)	78
Deferred tax balances from business acquisition		(2,148)
Total change in net deferred tax assets	\$ 2,814	\$ (1,372)

Deferred taxes are recognized at currently enacted tax rates for temporary differences between the financial reporting and income tax bases of assets and liabilities and operating loss and tax credit carryforwards.

At December 31, 2011, the Company had \$.2 million of U.S. foreign tax credit carryforwards that will expire in 2014, \$2.1 million of U.S. capital loss carryforwards that will expire in 2013 and \$1 million of foreign net operating loss carryforwards that will expire between the years 2012 and 2015.

The Company assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to utilize the existing deferred tax assets. Based on this evaluation, the Company has established a valuation allowance of \$3.1 million at December 31, 2011 in order to measure only the portion of the deferred tax asset that is more likely than not will be realized. Therefore, the Company recorded an allowance of \$2.1 million against the U.S. capital loss carryforward and \$1 million against the foreign net operating loss carryforwards. The net increase of \$.1 million in the valuation allowance is primarily due to foreign net operating loss carryforwards. In 2010, the net decrease in the valuation allowance was primarily due to the reversal of U.S. foreign tax credit carryforwards.

As of December 31, 2011, the Company established a deferred tax liability of \$.1 million associated with undistributed foreign earnings of \$1.3 million. The Company has not established a deferred tax liability associated with approximately \$118 million of its undistributed foreign earnings at December 31, 2011 as these earnings are considered to be permanently reinvested. These earnings would be taxable upon the sale or liquidation of these foreign subsidiaries, or upon the remittance of dividends. While the measurement of the unrecognized U.S. income taxes with respect to these earnings is not practicable, foreign tax credits would be available to offset some or all of any portion of such earnings that would be remitted as dividends.

Income taxes paid, net of refunds, were approximately \$14 million in 2011, \$8.4 million in 2010, and \$5.8 million in 2009.

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. As of December 31, 2011, with few exceptions, the Company is no longer subject to U.S. federal, state, local or foreign examinations by tax authorities for years before 2005.

The changes in unrecognized tax benefits for the years ended December 31 are as follows:

	September 30, 2011	September 30, 2010	September 30, 2009
Balance at January 1	\$ 1,062	\$ 1,304	\$ 1,176
Additions for tax positions of current year		53	164
Additions for tax positions of prior years		62	678
Reductions for tax positions of prior years	(32)	(281)	(79)
Expiration of statutes of limitations	(15)	(76)	(635)
Balance at December 31	\$ 1,015	\$ 1,062	\$ 1,304

Accrued interest and penalties are not included in the above unrecognized tax balances. The Company records accrued interest as well as penalties related to unrecognized tax benefits as part of the provision for income taxes. The Company recognized less than \$.1 million, \$.1 million and \$(.2) in interest, net of the amount lapsed through expiring statutes during the years ended December 31, 2011, 2010 and 2009, respectively. The Company had approximately \$.5 million, \$.4 million and \$.3 million for the payment of interest accrued at December 31,

2011, 2010 and 2009, respectively. The Company had approximately \$.3 million accrued for the payment of penalties at December 31, 2011, 2010 and 2009. If recognized, approximately \$.5 million, \$.4 million, and \$.7 million of unrecognized tax benefits would affect the tax rate for the years ended December 31, 2011, 2010 and 2009, respectively. The Company does not expect that the unrecognized tax benefits will change significantly within the next twelve months.

## Note G Share-Based Compensation

### The 1999 Stock Option Plan

The 1999 Stock Option Plan (the Plan) permits the grant of 300,000 options to buy common shares of the Company to certain employees at not less than fair market value of the shares on the date of grant. At December 31, 2010 there were no shares remaining to be issued under the plan. Options issued to date under the Plan vest 50% after one year following the date of the grant, 75% after two years, and 100% after three years and expire from five to ten years from the date of grant. Shares issued as a result of stock option exercises will be funded with the issuance of new shares.

The Company has elected to use the simplified method of calculating the expected term of the stock options and historical volatility to compute fair value under the Black-Scholes option-pricing model. The risk-free rate for periods within the contractual life of the option is based on the U.S. zero coupon Treasury yield in effect at the time of grant. Forfeitures have been estimated to be zero.

There were no shares granted for the years ended December 31, 2011 and 2010. There were 8,500 options granted for the year ended December 31, 2009. The fair values for the stock options granted in 2009 were estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	September 30, 2009
Risk-free interest rate	5.2%
Dividend yield	2.1%
Expected life (years)	6
Expected volatility	44.0%

Activity in the Company's plan for the year ended December 31, 2011 was as follows:

	September 30, Number of Shares	September 30, Weighted Average Exercise Price per Share	September 30, Weighted Average Remaining Contractual Term (Years)	September 30, Aggregate Intrinsic Value
Outstanding at January 1, 2011	72,057	\$ 35.89		
Granted				
Exercised	(22,025)	\$ 39.42		
Forfeited	(125)	\$ 15.00		
Outstanding (vested and expected to vest) at December 31, 2011	49,907	\$ 34.39	4.4	\$ 1,261
Exercisable at December 31, 2011	47,782	\$ 34.18	4.3	\$ 1,218

The weighted-average grant-date fair value of options granted during 2009 was \$16.07. The total intrinsic value of stock options exercised during the years ended December 31, 2011, 2010, and 2009 was \$.6 million, \$.4 million, and \$.8 million, respectively. Cash received for the exercise of stock options during 2011 and 2010 was \$.9 million and \$.3 million, respectively.

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For the years ended December 31, 2011, 2010 and 2009, the Company recorded compensation expense related to the stock options currently vesting of \$.1 million annually. The total compensation cost related to nonvested awards not yet recognized at December 31, 2011 is expected to be a combined total of less than \$.1 million over a weighted-average period of .8 years.

The excess tax benefits from share based awards for the years ended December 31, 2011 and 2010 was \$.1 million each year, as reported on the consolidated statements of cash flows in financing activities, and represents the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for options exercised in the current period.

### *Long Term Incentive Plan of 2008*

Under the Preformed Line Products Company Long Term Incentive Plan of 2008 (the "LTIP"), certain employees, officers, and directors will be eligible to receive awards of options and restricted shares. The purpose of this LTIP is to give the Company and its subsidiaries a competitive advantage in attracting, retaining, and motivating officers, employees, and directors and to provide an incentive to those individuals to increase shareholder value through long-term incentives directly linked to the Company's performance. The total number of Company common shares reserved for awards under the LTIP is 900,000. Of the 900,000 common shares, 800,000 common shares have been reserved for restricted share awards and 100,000 common shares have been reserved for share options. The LTIP expires on April 17, 2018.

### Restricted Share Awards

For all of the participants except the CEO, a portion of the restricted share award is subject to time-based cliff vesting and a portion is subject to vesting based upon the Company's performance over a three year period. All of the CEO's restricted shares are subject to vesting based upon the Company's performance over a three year period.

The restricted shares are offered at no cost to the employees; however, the participant must remain employed with the Company until the restrictions on the restricted shares lapse. The fair value of restricted share award is based on the market price of a common share on the grant date. The Company currently estimates that no awards will be forfeited. Dividends declared in 2009 and thereafter will be accrued in cash dividends. Dividends related to the 2008 grant of restricted shares were reinvested in additional restricted shares, and held subject to the same vesting requirements as the underlying restricted shares.

A summary of the restricted share awards for the year ended December 31, 2011 is as follows:

	September 30, Performance and Service Required	September 30, Restricted Share Awards Service Required	September 30, Total Restricted Awards	September 30, Weighted-Average Grant-Date Fair Value
Nonvested as of January 1, 2011	142,955	19,778	162,733	\$ 33.14
Granted	61,594	6,775	68,369	39.92
Vested	(75,982)	(12,475)	(88,457)	30.96
Forfeited				
Nonvested as of December 31, 2011	128,567	14,078	142,645	\$ 37.75

For time-based restricted shares, the Company recognizes stock-based compensation expense on a straight-line basis over the requisite service period of the award in general and administrative expense in the accompanying statement of consolidated income. Compensation expense related to the time-based restricted shares for the years ended December 31, 2011, 2010 and 2009 was \$.3 million, \$.2 million and \$.2 million, respectively. As of December 31, 2011, there was \$.3 million of total unrecognized compensation cost related to time-based restricted share awards that is expected to be recognized over the weighted-average remaining period of approximately 1.7 years.

For the performance-based awards, the number of restricted shares in which the participants will vest depends on the Company's level of performance measured by growth in pretax income and sales growth over a requisite performance period. Depending on the extent to which the performance criteria are satisfied under the LTIP, the participants are eligible to earn common shares over the vesting period. Performance-based compensation expense for the year ended December 31, 2011, 2010 and 2009 was \$2.4 million, \$2.4 million and \$1.6 million. As of December 31, 2011, the remaining performance-based restricted share awards compensation expense of \$2.6 million is expected to be recognized over a period of approximately 1.7 years.

The excess tax benefits from service and performance-based awards for the years ended December 31, 2011 and 2010 was less than \$.1 million and zero, as reported on the consolidated statements of cash flows in financing activities, and represents the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for restricted shares vested in the current period.

In the event of a Change in Control (as defined in the LTIP), vesting of the restricted shares will be accelerated and all restrictions will lapse. Unvested performance-based awards are based on a maximum potential payout. Actual shares awarded at the end of the performance period may be less than the maximum potential payout level depending on achievement of performance-based award objectives.

To satisfy the vesting of its restricted share awards, the Company has reserved new shares from its authorized but unissued shares. Any additional granted awards will also be issued from the Company's authorized but unissued shares. Under the LTIP, there are 529,534 common shares currently available for additional restricted share grants.

#### Deferred Compensation Plan

The Company maintains a trust, commonly referred to as a rabbi trust, in connection with the Company's deferred compensation plan. This plan allows for two deferrals. First, Directors make elective deferrals of Director fees payable and held in the rabbi trust. The deferred compensation plan allows the Directors to elect to receive Director fees in shares of common stock of the Company at a later date instead of fees paid each quarter in cash. Assets of the rabbi trust are consolidated, and the value of the Company's stock held in the rabbi trust is classified in Shareholders' equity and generally accounted for in a manner similar to treasury stock. The Company recognizes the original amount of the deferred compensation (fair value of the deferred stock award at the date of grant) as the basis for recognition in common shares issued to the rabbi trust. Changes in the fair value of amounts owed to certain employees or Directors are not recognized as the Company's deferred compensation plan does not permit diversification and must be settled by the delivery of a fixed number of the Company's common shares. Second, this plan allows certain Company employees to defer LTIP restricted shares for future distribution in the form of common shares. As of December 31, 2011, 109,040 LTIP shares have been deferred and are being held by the rabbi trust.

#### Share Option Awards

The LTIP plan permits the grant of 100,000 options to buy common shares of the Company to certain employees at not less than fair market value of the shares on the date of grant. At December 31, 2011 there were 65,000 shares remaining available for issuance under the LTIP. Options issued to date under the Plan vest 50% after one year following the date of the grant, 75% after two years, and 100% after three years and expire from five to ten years from the date of grant. Shares issued as a result of stock option exercises will be funded with the issuance of new shares.

The Company has elected to use the simplified method of calculating the expected term of the stock options and historical volatility to compute fair value under the Black-Scholes option-pricing model. The risk-free rate for periods within the contractual life of the option is based on the U.S. zero coupon Treasury yield in effect at the time of grant. Forfeitures have been estimated to be zero.

There were 14,500 options granted for the year ended December 31, 2011. There were 9,500 options granted for the year ended December 31, 2010. There were 11,000 options granted for the year ended December 31, 2009. The fair values for the stock options granted in 2011, 2010 and 2009 were estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	September 30, 2011	September 30, 2010	September 30, 2009
Risk-free interest rate	1.4%	2.9%	5.2%
Dividend yield	1.9%	2.0%	2.1%
Expected life (years)	6	6	6
Expected volatility	47.1%	43.3%	44.0%

Activity in the Company's plan for the year ended December 31, 2011 was as follows:

	September 30, Number of Shares	September 30, Weighted Average Exercise Price per Share	September 30, Weighted Average Remaining Contractual Term (Years)	September 30, Aggregate Intrinsic Value
Outstanding at January 1, 2011	20,500	\$ 44.94		
Granted	14,500	\$ 52.21		
Exercised	(3,000)	\$ 38.76		
Forfeited	(5,000)	\$ 52.10		
Outstanding (vested and expected to vest) at December 31, 2011	27,000	\$ 48.21	9.3	\$ 1,066
Exercisable at December 31, 2011	7,500	\$ 42.76	9	\$ 127

The weighted-average grant-date fair value of options granted during 2011, 2010 and 2009 was \$19.92, \$19.47 and \$15.93, respectively. The total intrinsic value of stock options exercised during the years ended December 31, 2011 and 2010 was \$.1 million and 0, respectively. Cash received for the exercise of stock options during 2011 and 2010 was \$.1 million and 0, respectively.

For the years ended December 31, 2011, 2010 and 2009, the Company recorded compensation expense related to the stock options currently vesting of \$.1 million in 2011, \$.1 million in 2010 and less than \$.1 million in 2009. The total compensation cost related to nonvested awards not yet recognized at December 31, 2011 is expected to be a combined total of \$.4 million over a weighted-average period of approximately 2.6 years.

The excess tax benefits from share based awards for the years ended December 31, 2011 and 2010 was less than \$.1 million and 0, as reported on the consolidated statements of cash flows in financing activities, and represents the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for options exercised in the current period.

#### Note H Computation of Earnings Per Share

Basic earnings per share were computed by dividing net income by the weighted-average number of shares of common stock outstanding for each respective period. Diluted earnings per share were calculated by dividing net income by the weighted-average of all potentially dilutive shares of common stock that were outstanding during the periods presented.

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The calculation of basic and diluted earnings per share for the years ended December 31 were as follows:

	September 30, 2011	September 30, 2010	September 30, 2009
<b>Numerator</b>			
Amount attributable to PLPC shareholders			
Net income attributable to PLPC	\$ 30,984	\$ 23,113	\$ 23,357
<b>Denominator</b>			
<b>Determination of shares</b>			
Weighted-average common shares outstanding	5,259	5,242	5,232
Dilutive effect share-based awards	99	93	134
Diluted weighted-average common shares outstanding	5,358	5,335	5,366
<b>Earnings per common share attributable to PLPC shareholders</b>			
Basic	\$ 5.89	\$ 4.41	\$ 4.46
Diluted	\$ 5.78	\$ 4.33	\$ 4.35

For the years ended December 31, 2011, 2010 and 2009, 4,500, 56,500 and 32,500 stock options were excluded from the calculation of diluted earnings per share due to the average market price being lower than the exercise price plus any unearned compensation on unvested options, and as such they are anti-dilutive. For the years ended December 31, 2011, 2010 and 2009, 0, 4,422 and 44,262 restricted shares were excluded from the calculation of diluted earnings per share due to the average market price being lower than the exercise price plus any unearned compensation on unvested options, and as such they are anti-dilutive.

## Note I Goodwill and Other Intangibles

The Company's finite and indefinite-lived intangible assets consist of the following:

	September 30, December 31, 2011 Gross Carrying Amount	September 30, 2011 Accumulated Amortization	September 30, December 31, 2010 Gross Carrying Amount	September 30, 2010 Accumulated Amortization
<b>Finite-lived intangible assets</b>				
Patents	\$ 4,819	\$ (3,836)	\$ 4,829	\$ (3,524)
Land use rights	1,259	(97)	1,346	(77)
Trademark	965	(364)	967	(156)
Customer backlog	504	(504)	499	(363)
Technology	1,784	(77)	1,783	(37)
Customer relationships	8,450	(1,551)	8,519	(1,051)
	\$ 17,781	\$ (6,429)	\$ 17,943	\$ (5,208)
<b>Indefinite-lived intangible assets</b>				
Goodwill	\$ 12,199		\$ 12,346	

The Company performs its annual impairment test for goodwill utilizing a discounted cash flow methodology, market comparables, and an overall market capitalization reasonableness test in computing fair value by reporting unit. The Company then compares the fair value of the



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reporting unit with its carrying value to assess if goodwill has been impaired. Based on the assumptions as to growth, discount rates and the weighting used for each respective valuation methodology, results of the valuations could be significantly changed. However, the Company believes that the methodologies and weightings used are reasonable and result in appropriate fair values of the reporting units.

The Company has performed its annual impairment testing of goodwill as of January 1 since the adoption of the applicable guidance, now codified in ASC 350, Intangibles Goodwill and other. During the quarter ended December 31, 2011, the Company voluntarily changed the date of its annual goodwill and other indefinite-lived intangible asset impairment test from the first day of the first quarter (January 1) to the first day of the fourth quarter (October 1). The Company determined that this change is preferable under the circumstances as it (1) better aligns with the Company's annual business planning and budgeting process and (2) provides the Company with additional time to prepare and complete the impairment test, including measurement of any indicated impairment, as necessary, prior to issuance of the year-end financial statements. This voluntary change in accounting principle was not made to delay, accelerate or avoid an impairment charge. This change is not applied retrospectively as it is impracticable to do so because retrospective application would require the application of significant estimates and assumptions with the use of hindsight. Accordingly, the change will be applied prospectively. The Company performed its annual impairment tests for goodwill as of January 1, 2011 and October 1, 2011, and determined that no adjustment to the carrying value was required. There were no trigger events during 2011 and as such, only the annual impairment tests were performed.

The aggregate amortization expense for other intangibles with finite lives, ranging from 7 to 82 years, was \$1.2 million for the year ended December 31, 2011, \$1.4 million for the year ended December 31, 2010 and \$0.5 million for the year ended December 31, 2009. Amortization expense is estimated to be \$1.1 million for 2012 and 2013, \$1 million for 2014, \$0.7 million for 2015 and \$0.6 million annually for 2016. The weighted average remaining amortization period is approximately 19 years. The weighted average remaining amortization period by intangible asset class; patents, 3.5 years; land use rights, 63.7 years; trademark, 7.6 years; technology, 18.6 years and customer relationships, 14.8 years.

The Company's only intangible asset with an indefinite life is goodwill. The Company's goodwill is not deductible for tax purposes. The decrease in goodwill of \$0.1 million in 2011 is related to foreign currency translation. The increase in goodwill of \$5.4 million in 2010 is related to the acquisition of Electropar of \$4.8 million and foreign currency translation.

The changes in the carrying amount of goodwill by segment for the years ended December 31, 2011 and 2010, is as follows:

	September 30, The Americas	September 30, EMEA	September 30, Asia-Pacific	September 30, Total
Balance at January 1, 2010	\$ 3,078	\$ 1,213	\$ 2,634	\$ 6,925
Additions			4,843	4,843
Currency translation		(36)	614	578
Balance at December 31, 2010	3,078	1,177	8,091	12,346
Currency translation		(148)	1	(147)
Balance at December 31, 2011	\$ 3,078	\$ 1,029	\$ 8,092	\$ 12,199

#### Note J Fair Value of Financial Assets and Liabilities

The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable, notes payable, and short-term debt, approximates its fair value because of the short-term maturity of these instruments. At December 31, 2011, the fair value of the Company's long-term debt was estimated using discounted cash flows analysis, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements which are considered to be level two inputs. There have been no transfers in or out of level two for the twelve month period ended December 31, 2011. Based on the analysis performed, the fair value and the carrying value of the Company's long-term debt are as follows:

	September 30, December 31, 2011 Fair Value	September 30, December 31, 2011 Carrying Value	September 30, December 31, 2010 Fair Value	September 30, December 31, 2010 Carrying Value
Long-term debt and related current maturities	\$ 28,659	\$ 28,592	\$ 10,738	\$ 10,650

As a result of being a global company, the Company's earnings, cash flows and financial position are exposed to foreign currency risk. The Company's primary objective for holding derivative financial instruments is to manage foreign currency risks. The Company accounts for derivative instruments and hedging activities as either assets or liabilities in the consolidated balance sheet and carry these instruments at fair value. The Company does not enter into any trading or speculative positions with regard to derivative instruments. At December 31, 2011, the Company had one immaterial derivative outstanding.

Foreign currency derivative instruments outstanding are not designated as hedges for accounting purposes. The gains and losses related to mark-to-market adjustments are recognized as other operating (income) expense on the statement of consolidated income during the period in which the derivative instruments were outstanding.

As part of the Purchase Agreement to acquire Electropar, the Company is required to make an additional earn-out consideration payment up to NZ\$2 million or \$1.5 million US dollar based upon whether Electropar achieved a financial performance target (Earnings Before Interest, Taxes, Depreciation and Amortization) over the 12 months ending July 31, 2011. The fair value of the contingent consideration arrangement is determined by estimating the expected (probability-weighted) earn-out payment discounted to present value and is considered a level three input. Based upon the initial evaluation of the range of outcomes for this contingent consideration, the Company accrued \$.4 million for the additional earn-out consideration payment as of the acquisition date in the Accrued expenses and other liabilities line on the consolidated balance sheet, and as part of the purchase price. The amount accrued in the consolidated balance sheet of \$1.1 million increased \$.6 million due primarily to a \$.6 million adjustment for actual results and less than \$.1 million increase in the net present value of the liability due to the passage of time. The adjustment of \$.6 million was recorded in Costs and expenses in the consolidated statements of income. The earn-out consideration calculation has been finalized as of December 31, 2011.

#### **Note K Segment Information**

The Company designs, manufactures and sells hardware employed in the construction and maintenance of telecommunication, energy and other utility networks, data communication products and mounting hardware for solar power applications. Principal products include cable anchoring, control hardware and splice enclosures which are sold primarily to customers in North and South America, Europe, South Africa and Asia Pacific.

The Company reports its segments in four geographic regions: PLP-USA, The Americas, EMEA (Europe, Middle East & Africa) and Asia-Pacific in accordance with accounting standards codified in FASB ASC 280, Segment Reporting. Each segment distributes a full range of the Company's primary products. The PLP-USA segment is comprised of U.S. operations manufacturing the Company's traditional products primarily supporting domestic energy and telecommunications products. The other three segments, The Americas, EMEA and Asia-Pacific support the Company's energy, telecommunications, data communication and solar products in each respective geographical region.

The segment managers responsible for each region report directly to the Company's Chief Executive Officer, who is the chief operating decision maker and are accountable for the financial results and performance of their entire segment for which they are responsible. The business components within each segment are managed to maximize the results of the entire company rather than the results of any individual business component of the segment.

The amount of each segment's performance reported should be the measure reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segment and assessing its performance. The Company evaluates segment performance and allocates resources based on several factors primarily based on sales and income from continuing operations, net of tax. The segment information of all prior periods has been recast to conform to the current segment presentation.

The accounting policies of the operating segments are the same as those described in Note A in the Notes To Consolidated Financial Statements. No single customer accounts for more than ten percent of the Company's consolidated revenues. It is not practical to present revenues by product line. U.S. net sales for the years ended December 31, 2011, 2010 and, 2009 were \$171.5 million, \$141.6 million and \$117.9 million, respectively. U.S. long lived assets as of December 31, 2011 and 2010 were \$25.6 million and \$24.7 million, respectively.

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The following table presents a summary of the Company's reportable segments for the years ended December 31, 2011, 2010 and 2009. Financial results for the PLP-USA segment include the elimination of all segments' intercompany profits in inventory.

	September 30, 2011	September 30, Year ended December 31 2010	September 30, 2009
<b>Net sales</b>			
PLP-USA	\$ 146,146	\$ 118,325	\$ 103,910
The Americas	100,144	79,695	62,161
EMEA	61,430	50,073	46,863
Asia-Pacific	116,684	90,212	44,272
Total net sales	\$ 424,404	\$ 338,305	\$ 257,206
<b>Intersegment sales</b>			
PLP-USA	\$ 9,095	\$ 8,447	\$ 6,215
The Americas	7,048	6,194	3,499
EMEA	1,968	1,719	1,689
Asia-Pacific	11,995	9,100	7,140
Total intersegment sales	\$ 30,106	\$ 25,460	\$ 18,543
<b>Interest income</b>			
PLP-USA	\$	\$	\$ 15
The Americas	160	97	122
EMEA	155	163	207
Asia-Pacific	260	114	36
Total interest income	\$ 575	\$ 374	\$ 380
<b>Interest expense</b>			
PLP-USA	\$ (270)	\$ (214)	\$ (31)
The Americas	(295)	(77)	(95)
EMEA	(47)	(61)	(60)
Asia-Pacific	(215)	(297)	(337)
Total interest expense	\$ (827)	\$ (649)	\$ (523)
<b>Income taxes</b>			
PLP-USA	\$ 6,708	\$ 2,065	\$ 1,842
The Americas	3,864	2,276	2,928
EMEA	1,637	1,618	1,436
Asia-Pacific	2,801	1,216	554
Total income taxes	\$ 15,010	\$ 7,175	\$ 6,760
<b>Income from continuing operations, net of tax</b>			

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PLP-USA	\$	10,413	\$	4,687	\$	4,352
The Americas		8,159		6,356		6,763
EMEA		5,519		6,031		3,528
Asia-Pacific		6,893		5,934		8,190
Total net income		30,984		23,008		22,833
Loss attributable to noncontrolling interest, net of tax				(105)		(524)
Net income attributable to PLPC	\$	30,984	\$	23,113	\$	23,357

	September 30, 2011	September 30, As of December 31 2010	September 30, 2009
Expenditure for long-lived assets			
PLP-USA	\$ 3,798	\$ 3,008	\$ 2,854
The Americas	7,114	5,639	4,387
EMEA	2,427	2,437	2,183
Asia-Pacific	5,573	1,190	1,243
Total expenditures for long-lived assets	\$ 18,912	\$ 12,274	\$ 10,667
Depreciation and amortization			
PLP-USA	\$ 3,438	\$ 3,396	\$ 3,224
The Americas	2,244	1,781	1,305
EMEA	1,818	1,527	1,391
Asia-Pacific	3,025	2,690	1,329
Total depreciation and amortization	\$ 10,525	\$ 9,394	\$ 7,249

	September 30, 2011	September 30, As of December 31 2010
Identifiable assets		
PLP-USA	\$ 82,478	\$ 67,268
The Americas	72,908	61,358
EMEA	47,098	44,526
Asia-Pacific	124,541	107,481
	327,025	280,633
Corporate assets	323	346
Total identifiable assets	\$ 327,348	\$ 280,979
Long-lived assets		
PLP-USA	\$ 23,830	\$ 23,124
The Americas	20,142	17,112
EMEA	11,800	12,327
Asia-Pacific	27,088	23,703
Total long-lived assets	\$ 82,860	\$ 76,266

#### Note L Related Party Transactions

On May 10, 2011, the Company purchased 29,842 common shares of the Company from a trust for the benefit of Barbara P. Ruhlman and a foundation of which Barbara P. Ruhlman, Robert G. Ruhlman, Randall M. Ruhlman are officers, at a price per share of \$69.21, which was calculated using a 30-day average price. Barbara P. Ruhlman is a member of the Company's Board of Directors and the mother of Robert G. Ruhlman and Randall M. Ruhlman, both of whom are also members of the Board of Directors. Robert G. Ruhlman is Chairman, President and Chief Executive Officer of the Company. The purchase was consummated pursuant to two Shares Purchase Agreements both dated May 10, 2011, one between the Company and the trust and the other between the Company and the foundation.

On August 16, 2011, the Company purchased 12,000 common shares of the Company from Robert G. Ruhlman at a price per share of \$63.72, which was calculated using a 30-day average price. Robert G. Ruhlman is Chairman, President and Chief Executive Officer of the Company, as well as a member of the Board of Directors.

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Ryan Ruhlman has worked for the Company for over six years, recently being promoted to the role of Manager of New Business Development and Marketing Communication. He is the son of Robert G. Ruhlman, President and CEO of the Company, and received \$184,608 in reportable compensation for 2011. The bulk of his compensation, \$99,600 is attributable to his 2011 award of stock options, in line with the Company's compensation for mid-level managers.

On August 17, 2010, the Company purchased 32,687 common shares of the Company from a trust for the benefit of Barbara P. Ruhlman at a price per share of \$32.43, which was calculated from a 30-day average of market price. Barbara P. Ruhlman is a member of the Company's Board of Directors and the mother of Robert G. Ruhlman and Randall M. Ruhlman, both of whom are also members of the Board of Directors. Robert G. Ruhlman is Chairman, President and Chief Executive Officer of the Company. The purchase was consummated pursuant to a Shares Purchase Agreement dated August 17, 2010 by and between the Company and Bernard L. Karr, as trustee, under trust agreement dated February 16, 1985.

The Company's New Zealand subsidiary, Electropar currently leases two parcels of property, on which it has its corporate office, manufacturing and warehouse space. The entities leasing the property to Electropar are owned, in part, by Grant Wallace, Tony Wallace and Cameron Wallace, all current employees and the former owners of Electropar. For the year ended December 31, 2011 and 2010, Electropar incurred a total of \$.3 million and \$.1 million for such lease expense.

The Company's DPW operation rents two properties owned by RandReau Properties, LLC and RaRe Properties, LLC., which are owned by Kevin Goodreau, Vice President of Business Development - Solar Division, and Jeffrey Randall, Vice President of Product Design - Solar Division. For the years ended December 31, 2011, 2010 and 2009 DPW paid rent expense of \$.3 million, \$.2 million, and \$.2 million, annually for the properties.

The Company's Belos operation hires temporary employees through a temporary work agency, Flex-Work Sp. Z o.o., which is 50% owned by Agnieszka Rozwadowska. Agnieszka Rozwadowska is the wife of Piotr Rozwadowski, the Managing Director of the Belos operation located in Poland. For the years ended December 31, 2011, 2010 and 2009, Belos incurred a total of \$.7 million, \$.6 million and \$.3 million, respectively, for such temporary labor expense.

The Company's Belos operations engaged a company to perform various maintenance, renovation and building services at its location. This entity, ZRB Michalczyk Strumien, is solely owned by the husband (Aleksander Michalczyk) of Belos' Finance Director, Urszula Michalczyk. Belos incurred a total of \$.2 million in 2011 and 2010, and \$.1 million in 2009, annually for such maintenance and building expense.

In September 2009, the Company invested \$.5 million in Proxisafe, a Canadian company formed to design and commercialize new industrial safety equipment. In light of this investment, Mr. Robert Ruhlman, the Chairman of the Board, President and CEO of the Company, is a board member.

#### **Note M Business Combinations**

On May 15, 2010, the Company purchased Electropar Limited, a New Zealand corporation. Electropar designs, manufactures and markets pole line and substation hardware for the global electrical utility industry. Electropar is based in New Zealand with a subsidiary operation in Australia. The Company believes the acquisition of Electropar has strengthened its position in the power distribution, transmission and substation hardware markets and expanded its presence in the Asia-Pacific region. Electropar is reported as part of the Company's Asia-Pacific segment.

The acquisition of Electropar closed on July 31, 2010. Pursuant to the Purchase Agreement, the Company acquired all of the outstanding equity of Electropar for NZ\$20.3 million or \$14.8 million U.S. dollars, net of a customary post-closing working capital adjustment of \$.2 million. As part of the Purchase Agreement to acquire Electropar, the Company is required to make an additional earn-out consideration payment up to NZ\$2 million or \$1.5 million US dollar based upon whether Electropar achieved a financial performance target (Earnings Before Interest, Taxes, Depreciation and Amortization) over the 12 months ending July 31, 2011. The fair value of the contingent consideration arrangement is determined by estimating the expected (probability-weighted) earn-out payment discounted to present value and is considered a level three input. Based upon the initial evaluation of the range of outcomes for this contingent consideration, the Company accrued \$.4 million for the additional earn-out consideration payment as of the acquisition date in the Accrued expenses and other liabilities line on the



consolidated balance sheet, and as part of the purchase price. The amount accrued in the consolidated balance sheet of \$1.1 million increased \$.6 million due primarily to a \$.6 million adjustment for actual results and less than \$.1 million increase in the net present value of the liability due to the passage of time. The adjustment of \$.6 million was recorded in Costs and expenses in the consolidated statements of income. The earn-out consideration calculation has been finalized as of December 31, 2011.

On December 18, 2009, the Company completed the business combination acquiring certain subsidiaries and other assets from Tyco Electronics Group S.A. of its Dulmison business for \$16 million in cash, and the assumption of certain liabilities. Dulmison was a leader in the supply and manufacturer of electrical transmission and distribution products. Dulmison designed, manufactured and marketed pole line hardware and vibration control products for the global electrical utility industry. Dulmison was based in Australia with operations in Australia, Thailand, Indonesia, Malaysia, Mexico and the United States. The operations located in Thailand, Indonesia, Malaysia and assets acquired in Australia are included in the Company's Asia-Pacific segment. The assets acquired in Mexico are included in the Company's Americas segment and the United States assets purchased are included in the Company's PLP-USA segment.

The acquisition resulted in a gain on acquisition of business under the guidance for business combinations. The purchase price was allocated to the acquired assets and assumed liabilities based on the fair values at the date of acquisition, with the gain on acquisition of business of \$9.1 million representing the excess of the fair value allocated to the net assets over the purchase price. The Company was able to realize a gain on acquisition of business as a result of market conditions and the seller's desire to exit the business. The gain on acquisition of business is recorded on the face of the Statement of Consolidated Income within other income (expense). Operating results of the acquired business have been included in the Company's Statement of Consolidated Income from the acquisition date forward.

On October 7, 2009, the Company acquired a 33.3% investment in Proxisafe Ltd. for \$.5 million. The Canadian company was formed to design and commercialize new industrial safety equipment. The Company's consolidated balance sheet as of December 31, 2009 reflects the investment under the equity method.

#### Note N Product Warranty Reserve

The Company records an accrual for estimated warranty costs to costs of products sold in the consolidated statements of income. These amounts are recorded in accrued expenses and other liabilities in the consolidated balance sheets. The Company records and accounts for its warranty reserve based on specific claim incidents. Should the Company become aware of a specific potential warranty claim for which liability is probable and reasonably estimable, a specific charge is recorded and accounted for accordingly. Adjustments are made quarterly to the accruals as claim information changes. During the second quarter of 2011, the Company accepted certified product from a supplier which later failed in the field. The Company has taken responsibility to expedite correcting the situation and as such, the Company increased the warranty reserve by \$1.8 million. As of December 31, 2011, \$1.4 million has been paid related to this warranty claim.

The following is a rollforward of the product warranty reserve:

	September 30, 2011	September 30, 2010	September 30, 2009
Balance at January 1	536	209	129
Additions charged to income	1,968	403	81
Warranty usage	(1,467)	(108)	(6)
Currency translation	(213)	32	5
Balance at December 31	\$ 824	\$ 536	\$ 209

**Note O Quarterly Financial Information (unaudited)**

The following table summarizes our quarterly results of operations for each of the quarters in 2011 and 2010.

	September 30, March 31	September 30, June 30	September 30, Quarter ended September 30	September 30, December 31
<b>2011</b>				
Net sales	\$ 95,088	\$ 114,530	\$ 108,690	\$ 106,096
Gross profit	32,391	36,706	37,560	34,192
Income before income taxes	10,249	13,050	10,228	12,467
Net income	6,854	8,530	6,660	8,940
Net income attributable to PLPC	6,998	8,386	6,660	8,940
Net income attributable to PLPC per share, basic	1.33	1.59	1.27	1.70
Net income attributable to PLPC per share, diluted	1.30	1.55	1.24	1.67
<b>2010</b>				
Net sales	\$ 68,908	\$ 82,137	\$ 93,942	\$ 93,318
Gross profit	20,025	27,455	31,671	29,065
Income before income taxes	1,595	7,293	13,884	7,411
Net income	1,034	6,096	9,882	5,996
Net income attributable to PLPC	1,132	6,096	9,879	6,006
Net income attributable to PLPC per share, basic	0.22	1.16	1.89	1.15
Net income attributable to PLPC per share, diluted	0.21	1.13	1.83	1.13

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

The Company's Principal Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures as defined in Rule 13a-15(e) or Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended, were effective as of December 31, 2011.

**Management's Report on Internal Control Over Financial Reporting**

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of the consolidated financial statements in accordance with generally accepted accounting principles.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation.

Management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer and Vice President of Finance, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control - Integrated Framework*. Based upon this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2011 has been audited by Ernst & Young LLP, an independent registered public accounting firm, who expressed an unqualified opinion as stated in their report, a copy of which is included below.



### **Changes in Internal Control Over Financial Reporting**

There have not been any changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f)) during the quarter ended December 31, 2011 that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

of Preformed Line Products Company

We have audited Preformed Line Products Company's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Preformed Line Products Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Preformed Line Products Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Preformed Line Products Company as of December 31, 2011 and 2010 and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2011 and our report dated March 14, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Cleveland, Ohio

March 14, 2012

**Item 9B. Other Information**

None

**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item 10 is incorporated by reference to the information under the captions Corporate Governance Election of Directors , Section 16(a) Beneficial Ownership Compliance , Corporate Governance Code of Conduct and Corporate Governance Board and Committee Meetings Audit Committee in the Company s Proxy Statement, for the Annual Meeting of Shareholders to be held April 30, 2012 (the Proxy Statement ). Information relative to executive officers of the Company is contained in Part I of this Annual Report on Form 10-K.

**Item 11. Executive Compensation**

The information set forth under the caption Director and Executive Officer Compensation in the Proxy Statement is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Other than the information required by Item 201(d) of Regulation S-K the information set forth under the caption Security Ownership of Certain Beneficial Owners and Management in the Proxy Statement is incorporated herein by reference. The information required by Item 201(d) of Regulation S-K is set forth in Item 5 of this report.

**Item 13. Certain Relationships, Related Transactions and Director Independence**

The information set forth under the captions Transactions with Related Persons and Election of Directors in the Proxy Statement is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

The information set forth under the captions Independent Public Accountants , Audit Fees , Audit-Related Fees , Tax Fees and All Other Fees the Proxy Statement is incorporated herein by reference.

**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) Financial Statements and Schedule

**Page Financial Statements**

36 Consolidated Balance Sheets  
37 Statements of Consolidated Income  
38 Statements of Consolidated Cash Flows  
39 Statements of Consolidated Shareholders Equity  
40 Notes to Consolidated Financial Statements

**Page Schedule**

71 II Valuation and Qualifying Accounts

(b) Exhibits

**Exhibit**

**Number**

**Exhibit**

- 3.1 Amended and Restated Articles of Incorporation (incorporated by reference to the Company's Registration Statement on Form 10).
- 3.2 Amended and Restated Code of Regulations of Preformed Line Products Company (incorporated by reference to the Company's Registration Statement on Form 10).
- 4 Description of Specimen Share Certificate (incorporated by reference to the Company's Registration Statement on Form 10).
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- 10.5 Revolving Credit Agreement between National City Bank (now, PNC Bank, National Association) and Preformed Line Products Company, dated December 30, 1994 (incorporated by reference to the Company's Registration Statement on Form 10).
- 10.6 Amendment to the Revolving Credit Agreement between National City Bank (now, PNC Bank, National Association) and Preformed Line Products Company, dated October 31, 2002 (incorporated by reference to the Company's 10-K filing for the year ended December 31, 2003).
- 10.7 Line of Credit Note dated February 5, 2010 between the Company and PNC Bank, National Association (incorporated by reference to the Company's 10-K filing for the fiscal year ended the December 31, 2010).
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- 10.11 Preformed Line Products Company Long Term Incentive Plan of 2008 (incorporated by reference to the Company's 8-K current report filing dated May 1, 2008).\*
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- 10.13 Form of Restricted Shares Grant Agreement (incorporated by reference to the Company's 10-Q filing for the quarter ended September 30, 2008).\*
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10.18	Stock Purchase Agreement dated May 10, 2011, by and between the Company and Bernard L. Karr, Assistant Secretary of the Thomas F. Peterson Foundation (incorporated by reference to the Company's 8-K current report filing dated May 10, 2011).
14.1	Preformed Line Products Company Code of Conduct (incorporated by reference to the Company's 8-K current report filing dated August 6, 2007).
18.1	Preferability Letter for Change in assessment date of goodwill and other indefinite-lived intangible assets of Ernst & Young LLP, filed herewith.
21	Subsidiaries of Preformed Line Products Company, filed herewith.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm, filed herewith.
31.1	Certification of the Principal Executive Officer, Robert G. Ruhlman, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2	Certification of the Principal Financial Officer, Eric R. Graef, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32.1	Certification of the Principal Executive Officer, Robert G. Ruhlman, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished.
32.2	Certification of the Principal Accounting Officer, Eric R. Graef, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished.
101.INS	XBRL Instance Document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**

\* Indicates management contracts or compensatory plan or arrangement.

\*\* In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Preformed Line Products Company**

March 14, 2012

/s/ Robert G. Ruhlman  
Robert G. Ruhlman  
Chairman, President and Chief Executive Officer  
  
(principal executive officer)

March 14, 2012

/s/ Eric R. Graef  
Eric R. Graef  
Chief Financial Officer and Vice President Finance  
(principal financial officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacity and on the dates indicated.

March 14, 2012

/s/ Robert G. Ruhlman  
Robert G. Ruhlman  
Chairman, President and Chief Executive Officer

March 14, 2012

/s/ Barbara P. Ruhlman  
Barbara P. Ruhlman  
Director

March 14, 2012

/s/ Randall M. Ruhlman  
Randall M. Ruhlman  
Director

March 14, 2012

/s/ Glenn E. Corlett  
Glenn E. Corlett  
Director

March 14, 2012

/s/ Michael E. Gibbons  
Michael E. Gibbons  
Director



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March 14, 2012

/s/ R. Steven Kestner  
R. Steven Kestner  
Director

March 14, 2012

/s/ Richard R. Gascoigne  
Richard R. Gascoigne  
Director

## Schedule VALUATION AND QUALIFYING ACCOUNTS

## PREFORMED LINE PRODUCTS COMPANY

## SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

Years ended December 31, 2011, 2010 and 2009

(Thousands of dollars)

	September 30, Balance at beginning of period	September 30, Additions charged to costs and expenses	September 30, Deductions	September 30, Other additions or deductions (a)	September 30, Balance at end of period
<b>For the year ended December 31, 2011:</b>					
Allowance for doubtful accounts	\$ 875	\$ 925	\$ (512)	\$ (30)	\$ 1,258
Reserve for credit memos	338	367	(336)		369
Slow-moving and obsolete inventory reserves	5,607	1,480	(1,132)	(80)	5,875
Accrued product warranty	536	1,968	(1,467)	(213)	824
U.S. tax capital loss	2,056		(3)		2,053
Foreign net operating loss tax carryforwards	937	269	(165)	21	1,062

	September 30, Balance at beginning of period	September 30, Additions charged to costs and expenses	September 30, Deductions	September 30, Other additions or deductions (a)	September 30, Balance at end of period
<b>For the year ended December 31, 2010:</b>					
Allowance for doubtful accounts	\$ 769	\$ 469	\$ (386)	\$ 23	\$ 875
Reserve for credit memos	226	192	(80)		338
Slow-moving and obsolete inventory reserves	5,539	767	(859)	160	5,607
Accrued product warranty	209	403	(108)	32	536
U.S. foreign tax credits	392		(392)		
U.S. tax capital loss	2,132		(76)		2,056
Foreign net operating loss tax carryforwards	868	79	(56)	46	937

	September 30, Balance at beginning of period	September 30, Additions charged to costs and expenses	September 30, Deductions	September 30, Other additions or deductions (a)	September 30, Balance at end of period
<b>For the year ended December 31, 2009:</b>					
Allowance for doubtful accounts	\$ 498	\$ 322	\$ (224)	\$ 173	\$ 769
Reserve for credit memos	474	224	(472)		226
Slow-moving and obsolete inventory reserves	3,056	2,029	(841)	1,295	5,539
Accrued product warranty	129	81	(6)	5	209
U.S. foreign tax credits	1,453		(1,061)		392
U.S. tax capital loss	2,152	32	(52)		2,132
Foreign net operating loss tax carryforwards	547	412	(87)	(4)	868

(a)

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Other additions or deductions relate to translation adjustments. Included in 2010 are opening balances for acquisitions for the allowance for doubtful accounts of \$2 thousand. Included in 2009 are opening balances for acquisitions for the following reserves: allowance for doubtful accounts of \$117 thousand and \$1.3 million for inventory reserves.

## Exhibit Index

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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**

\* Indicates management contracts or compensatory plan or arrangement.

\*\* In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.