

# MYERS INDUSTRIES INC

## FORM 10-Q (Quarterly Report)

Filed 08/13/02 for the Period Ending 06/30/02

Address	1293 S MAIN ST AKRON, OH 44301
Telephone	330-253-5592
CIK	0000069488
Symbol	MYE
SIC Code	3089 - Plastics Products, Not Elsewhere Classified
Industry	Fabricated Plastic & Rubber
Sector	Basic Materials
Fiscal Year	12/31

# MYERS INDUSTRIES INC

## FORM 10-Q (Quarterly Report)

Filed 8/13/2002 For Period Ending 6/30/2002

Address	1293 S MAIN ST AKRON, Ohio 44301
Telephone	330-253-5592
CIK	0000069488
Industry	Containers & Packaging
Sector	Basic Materials
Fiscal Year	12/31



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2002

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number I-8524

MYERS INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

OHIO

#34-0778636

(State or other jurisdiction of  
incorporation or organization)

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

1293 SOUTH MAIN STREET, AKRON, OHIO

44301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (330) 253-5592

Indicate 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 .

Applicable Only to Issuers Involved in Bankruptcy  
Proceedings During the Preceding Five Years

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  
Yes \_\_\_\_\_. No \_\_\_\_\_.

As of July 31, 2002, the number of shares outstanding of the issuer's Common Stock was:

24,047,418

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## PART 1 — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

CONDENSED STATEMENT OF CONSOLIDATED FINANCIAL POSITION  
AS OF JUNE 30, 2002 AND DECEMBER 31, 2001

ASSETS	June 30, 2002	December 31, 2001
<b>CURRENT ASSETS</b>		
Cash and temporary cash investments	\$ 11,767,751	\$ 7,074,964
Accounts receivable-less allowances of \$4,020,000 and \$4,417,000, respectively	108,613,465	104,602,982
Inventories		
Finished and in-process products	61,894,685	66,239,288
Raw materials and supplies	15,282,729	15,109,952
	<u>77,177,414</u>	<u>81,349,240</u>
Prepaid expenses	2,847,543	3,591,411
	<u>200,406,173</u>	<u>196,618,597</u>
<b>OTHER ASSETS</b>		
Goodwill	199,405,798	187,960,222
Patents and other intangible assets	2,300,381	2,834,582
Other	3,374,632	4,017,156
	<u>205,080,811</u>	<u>194,811,960</u>
<b>PROPERTY, PLANT &amp; EQUIPMENT, AT COST</b>		
Land	7,634,242	7,311,493
Buildings and leasehold improvements	75,476,186	73,983,923
Machinery and equipment	298,916,721	282,140,259
	<u>382,027,149</u>	<u>363,435,675</u>
Less allowances for depreciation and amortization	192,943,291	172,699,854
	<u>189,083,858</u>	<u>190,735,821</u>
	<u>\$594,570,842</u>	<u>\$582,166,378</u>

## PART I — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

**CONDENSED STATEMENT OF CONSOLIDATED FINANCIAL POSITION  
AS OF JUNE 30, 2002 AND DECEMBER 31, 2001**

LIABILITIES AND SHAREHOLDERS' EQUITY	June 30, 2002	December 31, 2001
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 44,689,814	\$ 44,818,664
Accrued expenses		
Employee compensation	24,044,506	25,501,181
Taxes, other than income taxes	3,681,142	2,632,663
Accrued Interest	1,144,312	1,207,733
Other	14,070,126	12,971,309
Current portion of long-term debt	17,925,000	17,767,688
<b>TOTAL CURRENT LIABILITIES</b>	<b>105,554,900</b>	<b>104,899,238</b>
LONG-TERM DEBT, less current portion	229,769,835	247,145,234
DEFERRED INCOME TAXES	13,890,410	12,595,697
<b>SHAREHOLDERS' EQUITY</b>		
Serial Preferred Shares (authorized 1,000,000)	0	0
Common Shares, without par value (authorized 60,000,000 shares; outstanding 24,000,475 and 23,847,694, respectively)	14,597,552	14,503,828
Additional paid-in capital	219,084,598	217,594,648
Accumulated other comprehensive income	(22,142,068)	(34,411,755)
Retained income	33,815,615	19,839,488
	<b>245,355,697</b>	<b>217,526,209</b>
	<b>\$594,570,842</b>	<b>\$582,166,378</b>

## PART I — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

## CONDENSED STATEMENT OF CONSOLIDATED INCOME

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	June 30, 2002	June 30, 2001	June 30, 2002	June 30, 2001
Net sales	\$153,095,622	\$152,737,962	\$302,034,259	\$317,997,865
Costs and expenses				
Cost of sales	101,364,468	102,446,520	195,804,741	208,815,783
Operating expenses	37,529,565	39,533,492	72,117,910	79,140,319
Interest, net	2,975,147	4,998,586	6,017,843	10,586,693
Total costs & expenses	141,869,180	146,978,598	273,940,494	298,542,795
Income before income taxes	11,226,442	5,759,364	28,093,765	19,455,070
Income taxes	4,425,000	2,578,000	11,246,000	8,287,000
Net income	\$ 6,801,442	\$ 3,181,364	\$ 16,847,765	\$ 11,168,070
Net income per Common Share	\$ .28	\$ .13	\$ .70	\$ .47
Dividends per Common Share	\$ .06	\$ .055	\$ .12	\$ .11
Weighted average number of Common Shares outstanding	23,956,087	23,786,405	23,913,302	23,774,960



## PART I — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

STATEMENTS OF CONSOLIDATED CASH FLOWS  
FOR THE SIX MONTHS ENDED JUNE 30, 2002 AND 2001

	June 30, 2002	June 30, 2001
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 16,847,765	\$ 11,168,070
Items not affecting use of cash		
Depreciation	16,945,906	17,051,268
Amortization of goodwill	0	4,614,310
Amortization of other intangible assets	523,958	482,443
Deferred taxes	1,208,696	0
Cash flow provided by (used for) working capital		
Accounts receivable	1,137,197	14,782,412
Inventories	6,239,747	5,070,658
Prepaid expenses	795,113	495,957
Accounts payable and accrued expenses	(3,446,061)	(15,778,472)
Net cash provided by operating activities	40,252,321	37,886,646
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of business, net of cash acquired	(2,819,901)	(7,480,000)
Additions to property, plant and equipment, net	(12,004,089)	(16,126,697)
Other	1,151,402	(650,474)
Net cash used for investing activities	(13,672,588)	(24,257,171)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Long-term debt repayment	(6,000,000)	(6,000,000)
Net borrowing (repayment) of credit facility	(14,598,982)	(3,183,227)
Cash dividends paid	(2,871,638)	(2,594,880)
Proceeds from issuance of common stock	1,583,674	670,643
Net cash used for financing activities	(21,886,946)	(11,107,464)
<b>INCREASE IN CASH AND TEMPORARY</b>		
<b>CASH INVESTMENTS</b>	4,692,787	2,522,011
<b>CASH AND TEMPORARY CASH INVESTMENTS</b>		
<b>JANUARY 1</b>	7,074,964	2,177,983
<b>CASH AND TEMPORARY CASH INVESTMENTS</b>		
<b>JUNE 30</b>	\$ 11,767,751	\$ 4,699,994

## PART I — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

STATEMENT OF SHAREHOLDERS' EQUITY  
FOR THE SIX MONTHS ENDED JUNE 30, 2002

	Comprehensive Income	Common Stock	Additional Paid-In Capital	Accumulative Other Comprehensive Income	Retained Income
December 31, 2001		\$14,503,828	\$217,594,648	(\$34,411,755)	\$19,839,488
Net Income	\$16,847,765				16,847,765
Foreign Currency Translation Adjustment	12,269,687			12,269,687	
Comprehensive Income	\$29,117,452				
Common Stock Issued		93,724	1,489,950		
Dividends					(2,871,638)
June 30, 2002		\$14,597,552	\$219,084,598	(\$22,142,068)	\$33,815,615

**PART I — FINANCIAL INFORMATION**

**MYERS INDUSTRIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

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**(1) Statement of Accounting Policy**

The accompanying financial statements include the accounts of Myers Industries, Inc. and subsidiaries (Company), and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's latest annual report on Form 10-K.

In the opinion of the Company, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of June 30, 2002, and the results of operations and cash flows for the six months ended June 30, 2002 and 2001. Certain amounts in the fiscal 2001 financial statements have been reclassified in order to conform with the fiscal year 2002 presentation.

**(2) Supplemental Disclosure of Cash Flow Information**

The Company made cash payments for interest expense of \$2,698,000 and \$4,737,000 for the three months ended June 30, 2002 and 2001, respectively. Cash payments for interest totaled \$5,423,000 and \$10,661,000 for the six months ended June 30, 2002 and 2001. Cash payments for income taxes totaled \$6,683,000 and \$8,005,000 for the three months ended June 30, 2002 and 2001. Cash payments for income taxes were \$7,736,000 and \$8,627,000 for the six months ended June 30, 2002, and 2001.

**(3) Goodwill and Intangible Assets**

Effective January 1, 2002, the Company adopted the provisions of SFAS No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 requires that all business combinations be accounted for by the purchase method and that certain acquired intangible assets be recognized as assets apart from goodwill. No reclassification of intangible assets apart from goodwill was necessary as a result of the Company adopting the new standard.

Under the provisions of SFAS No. 142, the Company was required to perform a transitional goodwill impairment test within six months of adopting the new standard and to test for impairment on a least an annual basis thereafter. For purposes of transitional impairment testing, the Company determined the fair value of its reporting units using discounted cash flow models and relative market multiples for comparable businesses. The Company compared the fair value of each of its reporting units to their respective carrying values, including related goodwill, which resulted in no impairment loss being recognized.

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**PART I — FINANCIAL INFORMATION**

**MYERS INDUSTRIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**(3) Goodwill and Intangible Assets (Con't)**

In accordance with SFAS No. 142, the Company discontinued the amortization of goodwill effective January 1, 2002. Had goodwill amortization not been recorded in the quarter and six months ended June 30, 2001, income before taxes would have increased approximately \$2.3 million and \$4.6 million, respectively and net income per share by \$.075 and \$.15. For the full year 2001, goodwill amortization reduced income before taxes by approximately \$9.2 million and net income per share by \$.30.

**(4) Segment Information**

The Company's business units have separate management teams and offer different products and services. Using the criteria of FASB No. 131, these business units have been aggregated into two reportable segments; Distribution of after-market repair products and services and Manufacturing of polymer products. The aggregation of business units is based on management by the chief operating decision maker for the segment as well as similarities of production processes, distribution methods and economic characteristics (e.g. average of gross margin and the impact of economic conditions on long-term financial performance).

The Company's distribution segment is engaged in the distribution of equipment, tools and supplies used for tire servicing and automotive underbody repair. The distribution segment operates domestically through 42 branches located in major cities throughout the United States and in foreign countries through export and businesses in which the Company holds an equity interest.

The Company's manufacturing segment designs, manufactures and markets a variety of polymer based plastic and rubber products. These products are manufactured primarily through the molding process in facilities throughout the United States and Europe.

Sales to external customers for manufactured plastic products were \$100.9 million for the quarter and \$207.8 million for the six months ended June 30, 2002, while sales of rubber products were \$13.0 million and \$23.2 million for the quarter and year-to-date periods, respectively. In the prior year, sales of plastic products to external customers were \$99.7 million for the quarter and \$222.1 million for the six months ended June 30, 2001 while sales of rubber products were \$13.1 million for the quarter and \$24.4 million for the quarter and year-to-date periods, respectively.

Operating income for each segment is based on net sales less cost of products sold, and the related selling, administrative and general expenses. In computing segment operating income, general corporate overhead expenses and interest expenses are not included.

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## PART I — FINANCIAL INFORMATION

## MYERS INDUSTRIES, INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

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**(4) Segment information (Con't)**

(In Thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Net Sales				
Distribution of aftermarket repair products and services	\$ 39,220	\$ 39,987	\$ 71,031	\$ 71,557
Manufacturing of polymer products	117,699	116,089	238,066	252,799
Intra-segment elimination	(3,823)	(3,338)	(7,063)	(6,358)
	\$153,096	\$152,738	\$302,034	\$317,998
<b>Income Before Income Taxes</b>				
Distribution of aftermarket repair products and services	\$ 3,881	\$ 3,902	\$ 6,759	\$ 6,362
Manufacturing of polymer products	12,999	9,644	32,594	29,136
Corporate	(2,679)	(2,788)	(5,241)	(5,456)
Interest expense — net	(2,975)	(4,999)	(6,018)	(10,587)
	\$ 11,226	\$ 5,759	\$ 28,094	\$ 19,455

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**PART I — FINANCIAL INFORMATION**

**MYERS INDUSTRIES, INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

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**RESULTS OF OPERATIONS**

Net sales for the quarter ended June 30, 2002 were \$153.1 million, a slight increase from the \$152.7 million reported in the second quarter of 2001. Sales in the manufacturing segment increased \$1.6 million or one percent as higher unit volumes offset the impact of competitive pricing conditions currently prevailing in most industrial markets served by the Company. Sales in the distribution segment decreased 2 percent based on a continuation of weak demand, particularly for capital equipment. The translation effect of foreign currencies, primarily the euro, had only a minor impact by increasing sales in the manufacturing segment, and total sales, approximately one percent.

For the six months ended June 30, 2002, net sales were \$302.0 million, a decrease of \$16 million or 5 percent compared with the prior year. On a segment basis, sales in the distribution segment decreased approximately one percent reflecting slightly lower unit volumes while manufacturing segment sales were down 6 percent based on reductions in both pricing and unit volumes. For the six month period the translation effect of foreign currencies had virtually no impact on reported sales.

Cost of sales decreased slightly for the quarter compared with the prior year period and, consequently, gross profit expressed as a percentage of sales rose to 33.8 percent compared with 32.9 percent last year. In the distribution segment, margins improved slightly based on a continuing shift in sales mix to consumable supplies compared to lower margin capital equipment. In the manufacturing segment, margins also improved slightly as raw material costs, which increased compared with the first quarter, were lower than the prior year period and offset the decreased absorption of fixed manufacturing costs resulting from lower production levels.

For the six months ended June 30, 2002, cost of sales decreased 6 percent and gross profit, expressed as a percentage of sales, improved to 35.2 percent from 34.3 percent in the prior year. In the distribution segment, favorable sales mix resulted in a slightly higher gross margin for the current six month period while lower raw material costs also led to a slight improvement in margins for the manufacturing segment.

Total operating expenses decreased \$2.0 million or 5 percent for the quarter and \$7.0 million or 9 percent for the six months ended June 30, 2002 compared with the prior year periods. The reduction in operating expense includes \$2.3 million for the quarter and \$4.6 million year to date, related to goodwill amortization in the prior year periods which did not impact the current year. In addition, cost control efforts further reduced operating expenses by \$2.4 million for the six months ended June 30, 2002. Excluding the impact of goodwill amortization, operating expenses expressed as a percentage of sales were virtually unchanged at 24.5 percent for the quarter and 23.9 percent for the six month period in the current year compared to 24.4 percent and 23.4 percent in the same periods a year ago.

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**PART I — FINANCIAL INFORMATION**

**MYERS INDUSTRIES, INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

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**Results of Operations (Con't)**

Net interest expense decreased \$2.0 million or 40 percent for the quarter and \$4.6 million or 43 percent for the six month period ended June 30, 2002, compared with the prior year. This decrease reflects primarily the impact of lower interest rates, although the Company also received the benefit from lower average borrowing levels in the current year.

The effective income tax rate for the quarter ended June 30, 2002 was reduced to 39.4 percent from 44.8 percent in the prior year. For the six months ended June 30, 2002, the effective tax rate was 40.0 percent compared with 42.6 percent in the prior year. This decrease is primarily attributable to the elimination of non-deductible goodwill amortization.

**LIQUIDITY AND CAPITAL RESOURCES**

Cash provided by operating activities was \$40.3 million for the six months ended June 30, 2002 compared with \$37.9 million for same period in the prior year. Long-term debt was reduced \$17.3 million from December 31, 2001 and debt as a percentage of total capitalization was 50 percent at June 30, 2002. Working capital increased from \$91.7 million at December 31, 2001 to \$94.8 million at June 30, 2002.

Capital expenditures for the six months ended June 30, 2002 were approximately \$12 million and are anticipated to be in the range of \$25 million to \$30 million for the full year. Management believes that anticipated cash flows from operations and available credit facilities will be sufficient to meet expected business requirements including capital expenditures, dividends, working capital and debt service.

**MARKET RISK AND DERIVATIVE FINANCIAL INSTRUMENTS**

The Company has financing arrangements that require interest payments based on floating interest rates. As such, the Company's financial results are subject to change in the market rate of interest. Our objective in managing the exposure to interest rate changes is to limit the volatility and impact of rate changes on earnings while maintaining the lowest overall borrowing cost. At present, the Company has not entered into any interest rate swaps or other derivative instruments to fix the interest rate on any portion of its financing arrangements with floating rates.

Some of the Company's subsidiaries operate in foreign countries and, as such, their financial results are subject to the variability that arises from exchange rate movements. The Company believes that foreign currency exchange rate fluctuations do not represent a significant market risk due to the nature of the foreign countries in which we operate, primarily Canada and Western Europe, as well as the size of those operations relative to the total Company.

The Company uses certain commodities, primarily plastic resins, in its manufacturing processes. As such, the cost of operations is subject to fluctuation as the market for these commodities changes. The Company monitors this risk but currently has no derivative contracts to hedge this risk, however, the Company also has no significant purchase obligations to purchase fixed quantities of such commodities in future periods.

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## PART II — OTHER INFORMATION

MYERS INDUSTRIES INC.**Item 4. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders was held on April 25, 2002, and the following matters were voted on at that meeting.

1. Proposal to set the number of Directors at nine.

For	16,781,085
Against	352,920
Abstain	65,766

2. At the election nine Directors were voted upon. All of the Directors nominated were elected. The results of this voting are as follows:

Name of Director	Votes for	Votes Withheld
Stephen E. Myers	14,678,558	2,521,213
Milton I. Wiskind	14,637,793	2,561,978
Karl S. Hay	17,109,858	89,913
Richard P. Johnston	17,102,472	97,299
Richard Osborne	17,118,290	81,481
Jon H. Outcalt	17,115,827	83,944
Michael Kane	17,039,589	160,182
Edward Kissel	16,999,886	199,885
Keith A. Brown	17,118,412	81,359

3. Proposal to amend the Myers Industries, Inc. 1999 Stock Plan to provide eligible non-employee directors with stock options under the Plan.

For	16,185,316
Against	578,840
Abstain	435,615

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**PART II — OTHER INFORMATION**

**MYERS INDUSTRIES INC.**

**Item 6. Exhibits and Reports on Form 8-K**

(a) Exhibits

See Exhibit Index page.

(c) Form 8-K

- (1) Form 8-K filed on June 13, 2002 regarding the termination of Arthur Andersen LLP and the retention of Ernst & Young LLP as the registrants independent auditor.
- (2) Form 8-K/A filed on June 26, 2002 regarding the termination of Arthur Andersen LLP and retention of Ernst & Young LLP as the registrants independent auditor.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MYERS INDUSTRIES, INC.

8/13/2002

Date

By: \s\ Gregory J. Stodnick

Gregory J. Stodnick  
Vice President-Finance  
Financial Officer (Duly Authorized  
Officer and Principal Financial  
and Accounting Officer)

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**Exhibit Index**

- 3(a) Myers Industries, Inc. Amended and Restated Articles of Incorporation. Reference is made to Exhibit (3)(a) to Form 10-Q filed with the Commission on May 17, 1999.
  - 3(b) Myers Industries, Inc. Amended and Restated Code of Regulations. Reference is made to Exhibit (3)(ii) to Form 10-Q filed with the Commission on May 14, 1997.
  - 10(a) Myers Industries, Inc. Amended and Restated Employee Stock Purchase Plan. Reference is made to Exhibit 10(a) to Form 10-K filed with the Commission on March 30, 2001.
  - 10(b) Form of Indemnification Agreement for Directors and Officers.\*Reference is made to Exhibit 10(b) to Form 10-K filed with the Commission on March 30, 2001.
  - 10(c) Myers Industries, Inc. Amended and Restated 1992 Stock Option Plan. \*Reference is made to Exhibit 10(c) to Form 10-K filed with the Commission on March 30, 2001.
  - 10(d) Myers Industries, Inc. Amended and Restated Dividend Reinvestment and Stock Purchase Plan. Reference is made to Exhibit 10(d) to Form 10-K filed with the Commission on March 30, 2001.
  - 10(e) Myers Industries, Inc. 1997 Incentive Stock Plan. Reference is made to Exhibit 10.2 to Form S-8 (Registration Statement No. 333-90367) filed with the Commission on November 5, 1999.\*
  - 10(f) Myers Industries, Inc. Amended and Restated 1999 Incentive Stock Plan. Reference is made to Exhibit 10(f) to Form 10-Q filed with the Commission on May 7, 2002\*.
  - 10(g) Milton I. Wiskind Supplemental Compensation Agreement. Reference is made to Exhibit 10 to Form 10-Q filed with the Commission on May 14, 1997.\*
  - 10(h) Myers Industries, Inc. Executive Supplemental Retirement Plan. Reference is made to Exhibit 10(h) to Form 10-K filed with the Commission on March 26, 1998.\*
  - 10(i) Loan Agreement Between Myers Industries, Inc. and Banc One, Michigan, Agent (f/k/a NBD Bank) Dated as of February 3, 1999. Reference is made to Exhibit 10(b) to Form 8-K filed with the Commission on February 19, 1999.
  - 10(j) First Amendment to Loan Agreement among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of August 2, 1999. Reference is made to Exhibit 10(b) to Form 8-K filed with the Commission on August 13, 1999.
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10(k)	Annex 1 to First Amendment Loan Agreement, Being the Loan Agreement, as Amended, among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of August 2, 1999. Reference is made to Exhibit 10(c) to Form 8-K filed with the Commission on August 13,1999.
10(l)	Second Amendment to Loan Agreement among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of August 2, 2000. Reference is made to Exhibit 10(l) to Form 10-K filed with the Commission on March 30, 2001.
10(m)	Third Amendment to Loan Agreement among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of October 6, 2000. Reference is made to Exhibit 10(m) to Form 10-K filed with the Commission on March 30, 2001.
10(n)	Fourth Amendment to Loan Agreement among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of December 31, 2000. Reference is made to Exhibit 10(n) to Form 10-K filed with the Commission on March 30, 2001.
10(o)	Fifth Amendment to Loan Agreement among Myers Industries, Inc., the Foreign Subsidiary Borrowers and Bank One, Michigan, as Agent for the Lenders, Dated as of August 7, 2001. Reference is made to Exhibit 10(o) to Form 10-Q filed with the Commission on November 13, 2001.
21	Subsidiaries of the Registrant
99	Certifications of Stephen E. Myers, Chief Executive Officer and Gregory J. Stodnick, Vice President – Finance (Chief Financial Officer), of Myers Industries, Inc. Pursuant to Section 906 of the Sarbanes – Oxley Act of 2002.

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\* Indicates executive compensation plan or arrangement.

## EXHIBIT 21

### Direct and Indirect Subsidiaries As of June 30, 2002

#### North American & Related Operations

Ameri-Kart Corp.	Kansas
Ameri-Kart (MI) Corp.	Michigan
Buckhorn Inc.	Ohio
- Buckhorn Ltd.	UK
- Buckhorn Canada, Inc.	Ontario, Canada
- Buckhorn of California, Inc.	Ohio
- Buckhorn Rubber Products Inc.	Missouri
Dillen Products, Inc.	Nevada
Eastern Tire Equipment & Supplies, Limited	Quebec, Canada
Grower Express Trucking, Inc.	Ohio
Listo Products, Ltd.	Yukon Territory
MYEcap Financial Corp.	Ohio
Myers Industries International, Inc.	Ohio
Myers Missouri, Inc.	Missouri
- AC Buckhorn LLC (50%)	Missouri
Myer's Tire Supply (Canada) Limited	Ontario, Canada
Myers Tire Supply Distribution, Inc.	Ohio
Patch Rubber Company	North Carolina
- Kwik Patch Private Ltd. (30.98%)	India
Plastic Parts, Inc.	Kentucky
R.B. Mfg. Co.	Ohio

#### Operating Divisions of Myers Industries, Inc.

Advanced Traffic Markings (of Patch Rubber Company)	Roanoke Rapids, NC
Akro-Mils (of Myers Industries, Inc.)	Akron, Ohio
Dillen Products (of Myers Industries, Inc.)	Middlefield, Ohio
Molded Solutions (of Buckhorn Rubber Products Inc.)	Mebane, NC



European and Foreign Operations

Allibert-Buckhorn Europe SAS	France
MYElin International Finance, SA	France (Resident of Ireland)
Myers Europe, SA	France
- ATMP	France
- SCI de la Plaine	France
- Holdiplast	France
- Allibert Equipement, SA	France
-- Allibert Anshan Cuves SARL (10%)	China
-- Allibert Equipement US Inc.	Delaware, USA
--- AC Buckhorn LLC (50%)	Missouri, USA
-- Allibert Contenitori SpA	Italy
-- Allibert Contentores	Portugal
-- Allibert Buckhorn UK Ltd.	UK
--- Allibert Manutencion S.A.	Spain
-- Allibert Equipement Sprl	Belgium
-- Allibert Transport und Lagertechnik GmbH	Austria
- Allibert Transport und Lagertechnik Verwaltungsgesellschaft mbH	Germany
- Allibert Transport und Lagertechnik GmbH & Co Kg	Germany
Myers de El Salvador S.A. De C.V.	El Salvador
- Orientadores Comerciales S.A.	Guatemala
- Myers de Panama S.A.	Panama
- Myers TSCA, S.A.	Panama
raaco International A/S	Denmark
- raaco Benelux B.V.	Netherlands
- raaco Denmark A/S	Denmark
- raaco France	France
- raaco Germany	Germany
- raaco Great Britain	UK
- raaco Sweden	Sweden

CERTIFICATIONS  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Myers Industries, Inc. (the Company) on Form 10-Q for the period ended June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Stephen E. Myers, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2002 which this certification accompanies fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Stephen E. Myers

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Stephen E. Myers, Chief Executive Officer  
Dated: August 13, 2002

In connection with the Quarterly Report of Myers Industries, Inc. (the Company) on Form 10-Q for the period ended June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Gregory J. Stodnick, Vice President – Finance (Chief Financial Officer) of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2002 which this certification accompanies fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gregory J. Stodnick

\_\_\_\_\_  
Gregory J. Stodnick, Vice President – Finance  
Dated: August 13, 2002

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