

# MYERS INDUSTRIES INC

## FORM 10-Q (Quarterly Report)

Filed 05/06/04 for the Period Ending 03/31/04

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 5/6/2004 For Period Ending 3/31/2004

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**

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2004.  
**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 1-8524

**Myers Industries, Inc.**

*(Exact name of registrant as specified in its charter)*

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

**34-0778636**  
*(IRS Employer Identification  
Number)*

**1293 South Main Street**  
**Akron, Ohio**  
*(Address of principal executive offices)*

**44301**  
*(Zip code)*

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No .

As of March 31, 2004, the number of shares outstanding of the issuer's Common Stock was 30,215,981.

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**Part I - Financial Information**

**Item 1. Financial Statements**

**Myers Industries, Inc.  
Condensed Statement of Consolidated Financial Position  
As of March 31, 2004 and December 31, 2003**

<b>Assets</b>	March 31, 2004	December 31, 2003
<b>Current Assets</b>		
Cash	\$9,442,414	\$5,666,997
Accounts receivable-less allowances of \$4,956,000 and \$4,245,000, respectively	134,011,055	114,038,680
Inventories		
Finished and in-process products	63,739,498	61,240,225
Raw materials and supplies	23,444,614	22,613,029
	87,184,112	83,853,254
Prepaid expenses	6,919,069	4,374,210
<b>Total Current Assets</b>	<b>237,556,650</b>	<b>207,933,141</b>
<b>Other Assets</b>		

Goodwill	261,028,916	224,298,302
Patents and other intangible assets	2,068,762	2,321,584
Other	5,219,380	3,229,351
	268,317,058	229,849,237
<b>Property, Plant and Equipment, at Cost</b>		
Land	8,710,288	8,461,003
Buildings and leasehold improvements	86,873,667	80,588,395
Machinery and equipment	370,922,357	352,995,191
	466,506,312	442,044,589
Less allowances for depreciation and amortization	271,998,527	258,200,161
	194,507,785	183,844,428
	\$700,381,493	\$621,626,806

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**Part I - Financial Information**

**Myers Industries, Inc.  
Condensed Statement of Consolidated Financial Position  
As of March 31, 2004 and December 31, 2003**

	March 31, 2004	December 31, 2003
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$50,188,215	\$39,731,250
Accrued expenses		
Employee compensation	29,605,792	30,975,836
Taxes, other than income taxes	3,328,980	2,874,171
Accrued interest	2,218,903	608,575
Other	19,511,710	15,533,529
Current portion of long-term debt	3,513,163	4,452,137
<b>Total Current Liabilities</b>	108,366,763	94,175,498
<b>Long-term Debt, less current portion</b>	268,704,850	211,002,691
<b>Deferred Income Taxes</b>	24,828,162	21,924,269
<b>Shareholders' Equity</b>		
Serial Preferred Shares (authorized 1,000,000)	0	0
Common Shares, without par value (authorized 60,000,000 shares; outstanding 30,215,981 and 30,183,256 shares, respectively)	18,388,383	18,369,240
Additional paid-in capital	217,253,092	217,019,810
Accumulated other comprehensive income	7,294,323	10,934,860
Retained income	55,545,920	48,200,438

298,481,718 294,524,348

\$700,381,493 \$621,626,806

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**Part I - Financial Information**

**Myers Industries, Inc.  
Condensed Statement of Consolidated Income  
For the Three Months Ended March 31, 2004 and 2003**

	March 31, 2004	March 31, 2003
Net Sales	\$185,518,527	\$163,220,254
Costs of Sales	124,460,575	109,376,984
Gross Profit	61,057,952	53,843,270
Operating Expenses	43,906,135	39,937,720
Operating Income	17,151,817	13,905,550
Interest Expense	3,143,646	2,502,713
Income Before Income Taxes	14,008,171	11,402,837
Income Taxes	5,152,000	4,211,000
Net Income	\$8,856,171	\$7,191,837
Net income per Common Share	\$0.29	\$0.24
Dividends per Common Share	\$0.05	\$0.05
Weighted average number of Common Shares outstanding	30,205,201	30,083,688

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**Part I - Financial Information**

**Myers Industries, Inc.  
Statement of Consolidated Cash Flows  
For the Three Months Ended March 31, 2004 and 2003**

March 31,  
2004

March 31,  
2003

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$8,856,171	\$7,191,837
Items not affecting use of cash		
Depreciation	9,095,825	8,931,239
Amortization of other intangible assets	723,603	280,543
Deferred taxes	1,521,775	985,017
Cash flow provided by (used for) working capital		
Accounts receivable	(11,266,025)	(11,223,716)
Inventories	(189,899)	2,001,623
Prepaid expenses	(1,527,873)	1,369,067
Accounts payable and accrued expenses	6,841,126	(5,799,104)
Net cash provided by operating activities	14,054,703	3,736,506
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of business, net of cash acquired	(33,814,682)	0
Additions to property, plant and equipment, net	(5,374,979)	(5,728,439)
Other	700,045	(158,196)
Net cash used for investing activities	(38,489,616)	(5,886,635)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Long-term debt repayment	0	(4,000,000)
Net borrowing (repayment) of credit facility	31,005,440	12,200,117
Deferred financing costs	(1,536,846)	0
Cash dividends paid	(1,510,689)	(1,504,356)
Proceeds from issuance of common stock	252,425	162,032
Net cash provided by (used for) financing activities	28,210,330	6,857,793
INCREASE IN CASH	3,775,417	4,707,664
CASH AT JANUARY 1	5,666,997	1,702,334
CASH AT MARCH 31	\$9,442,414	\$6,409,998

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**Part I - Financial Information**

**Myers Industries, Inc.  
Statement of Shareholders' Equity  
For the Three Months Ended March 31, 2004**

	Comprehensive Income	Common Stock	Additional Paid-In Capital	Accumulative Other Comprehensive Income	Retained Income
December 31, 2003		\$18,369,240	\$217,019,810	\$10,934,860	\$48,200,000

Net income	\$8,856,171			8,85
Foreign currency translation adjustment	(3,640,537)		(3,640,537)	
Comprehensive income	\$5,215,634			
Common Stock issued		19,143	233,282	
Dividends				(1,51
March 31, 2004		\$18,388,383	\$217,253,092	\$7,294,323
				\$55,54

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**Part I - Financial Information**

**Myers Industries, Inc.  
Notes to Financial Statements**

**(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 March 31, 2004, and the results of operations and cash flows for the three months ended March 31, 2004 and 2003.

**(2) Acquisition**

On March 10, 2004, the Company acquired all of the shares of ATP Automotive, Inc. (ATP), a subsidiary of Applied Tech LLC. ATP and its operating subsidiaries Michigan Rubber Products (MRP) and WEK Industries (WEK) is a manufacturer of molded rubber and plastic products for the automotive industry with manufacturing facilities in Michigan (MRP) and Ohio (WEK). The acquired businesses had 2003 annual sales of approximately \$60 million. The total purchase price was approximately \$60 million, which includes the assumption of ATP debt outstanding as of the acquisition date. The purchase price will be allocated to the assets acquired and liabilities assumed based upon their estimated fair values when appraisals, other studies and additional information become available. The results of ATP's operations are included in the Company's consolidated results of operations from the date of acquisition, and are reported within the Company's manufacturing segment.

The following unaudited proforma information presents a summary of consolidated results of operations for the Company and ATP as if the acquisition had occurred January 1, 2003.



<u>(In thousands, except per share )</u>	Three Months Ended	
	March 31,	
	2004	2003
Sales	\$197,810	\$178,225
Net Income	9,259	7,937
Net Income Per Share	.31	.26

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**Part I - Financial Information**

**Myers Industries, Inc.  
Notes to Financial Statements**

These unaudited proforma results have been prepared for comparative purposes only and may not be indicative of results of operations which actually would have resulted had the acquisition taken place on January 1, 2003, or of future results.

**(3) Net Income Per Share**

Net income per share, as shown on the Condensed Statement of Consolidated Income, is determined on the basis of the weighted average number of common shares outstanding during the period, and for all periods shown basic and diluted earnings per share are identical.

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

The Company made cash payments for interest expense of \$1,534,000 and \$2,559,000 for the three months ended March 31, 2004 and 2003, respectively. Cash payments for income taxes totaled \$747,000 and \$1,030,000 for the three months ended March 31, 2004 and 2003.

**(5) Long-Term Debit and Credit Agreements**

On February 27, 2004, the Company entered into a new unsecured revolving credit facility (the Credit Facility) which enables the Company to borrow up to \$225 million, including up to \$50 million available for multi-currency loans in freely traded foreign currencies. Borrowing under the new Credit Facility were used to refinance the Company's existing Multi-Currency Loan Agreement, fund the acquisition of ATP Automotive, Inc. and for general corporate purposes. Interest is based on the Prime rate or Euro dollar rate (for U.S. or Canadian dollar loans) or Eurocurrency Rate (for other multi-currency loans) plus an applicable margin that varies depending of the company's ratio of total debt to earnings before interest, taxes, and depreciation and amortization. Related financing costs will be amortized over the term of the new Credit Facility which expires in February 2009.

**(6) Retirement Plans**

For the Company's two defined benefit pension plans, the net periodic benefit cost for the three months ended March 31, 2004 and 2003 was as follows:

	2004	2003
Service cost	\$60,078	\$49,576
Interest cost	83,443	79,823

Expected return on assets	(86,398)	(59,971)
Amortization of prior service cost	10,694	10,694
Amortization of a net loss	16,884	19,187
Amortization of transition obligation	-0-	(736)
Net periodic pension cost	\$84,701	\$98,573

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**Part I - Financial Information**

**Myers Industries, Inc.  
Notes to Financial Statements**

The Company previously disclosed in its financial statements for the year ended December 31, 2003, that it expects to contribute approximately \$996,000 to its defined benefit plans in 2004. As of March 31, 2004, no contributions have been made, however, the Company still anticipates contributing approximately \$996,000 to fund its defined benefit pension plans in 2004.

**(7) 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 40 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, including WEK Industries, were \$130.9 million for the three months ended March 31, 2004, while sales to external customers of rubber products, including Michigan Rubber Products, were \$17.1 million. In the prior year, sales of plastic products to external customers were \$119.5 million for the three months ended March 31, 2003 while sales to external customers of rubber products were \$11.8 million for the quarter.

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.  
Notes to Financial Statements**

	Three Months Ended	
	March 31,	
<u>(In thousands )</u>	2004	2003
<b><u>Net Sales</u></b>		
Distribution of aftermarket repair products and services	\$37,553	\$31,951
Manufacturing of polymer products	151,473	134,309
Intra-segment elimination	(3,507 )	(3,040 )
	<b>\$185,519</b>	<b>\$163,220</b>
<b><u>Income Before Income Taxes</u></b>		
Distribution of aftermarket repair products and services	\$3,060	\$2,335
Manufacturing of polymer products	17,632	15,090
Corporate	(3,540 )	(3,519 )
Interest expense -- net	(3,144 )	(2,503 )
	<b>\$14,008</b>	<b>\$11,403</b>

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Results of Operations**

For the quarter ended March 31, 2004, the Company had sales of \$185.5 million, an increase of 14 percent from the prior year and net income of \$8.9 million, an increase of 23 percent from \$7.2 million reported in the first quarter of 2003. Net income per share was \$.29, an increase of 21 percent compared with \$.24 in the prior year period. On March 10, 2004, the Company acquired ATP Automotive, Inc.(ATP) a manufacturer of molded rubber and plastic products through its subsidiaries Michigan Rubber Products (MRP) and WEK Industries (WEK). On a proforma basis, including the results of the acquired businesses for the full quarter, net sales for the quarter ended March 31, 2004 would have been \$197.8 million with net income of \$9.3 million or \$.31 per share compared with net sales of \$178.2 million for the first quarter of 2003 with net income of \$7.9 million or \$.26 per share.

The net sales of \$185.5 million for the quarter ended March 31, 2004 were the highest of any quarter in the Company's history and reflected stronger demand in both the distribution and manufacturing segments. In addition, favorable foreign currency translation increased sales by \$6.7 million or 4 percent and contributions from the acquisition of MRP and WEK increased sales by \$4.4 million or 3 percent. Without the impact of the favorable foreign currency translation and acquired businesses, net sales would have increased \$11.2 million or 7 percent. Sales in the distribution segment increased 18 percent to \$37.6

dealers for both equipment and supplies. In the manufacturing segment, sales increased 13 percent to \$151.5 million; however, without the impact of foreign currency translation or acquired businesses, sales increased only 5 percent. The increase in manufacturing segment sales was primarily the result of higher volume as the Company experienced positive growth in nearly all of its major markets.

Cost of sales increased \$15.1 million or 14 percent reflecting the higher sales volume as well as increased costs for raw materials compared with the prior year. Gross profit, expressed as a percent of sales, was virtually unchanged at 32.9 percent compared to 33.0 percent in the prior year. In the distribution segment, relatively stable selling prices and costs resulted in consistent gross profit margins between years. In the manufacturing segment, margins were also consistent as slightly higher selling prices and improved capacity utilization offset an increase in plastic resin raw material costs.

Total operating expenses for the quarter ended March 31, 2004 increased \$4.0 million or 10 percent compared to the prior year period. Approximately, \$2.4 million or 60 percent of this increase was due to the impact of foreign currency translation. In addition, the Company experienced increased freight and selling expenses related to the higher sales volumes experienced in the current year. Expressed as a percent of sales, operating expenses were reduced to 23.7 percent for the quarter ended March 31, 2004 compared with 24.5 percent in the prior year

Net interest expense increased \$.6 million or 26 percent compared with the prior year period. The increase was primarily the result of higher interest rates, particularly for the \$100 million of senior notes at 6.08 percent and 6.81 percent issued in December 2003. In addition, the Company increased borrowing by approximately \$60 million in March 2004 in connection with the ATP acquisition.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Income taxes as a percent of income before taxes was virtually unchanged at 36.8 percent for the quarter ended March 31, 2004 compared with 36.9 percent in the prior year.

**Liquidity and Capital Resources**

Cash provided by operating activities was \$14.1 million for the quarter ended March 31, 2004 compared with \$3.7 million for the same period in the prior year. During the quarter, debt increased \$56.8 million as a result of the acquisition of ATP. Debt as a percentage of total capitalization increased to 47 percent at March 31, 2004 compared with 42 percent at December 31, 2003. At March 31, 2004, the Company had working capital of \$129.2 million and a current ratio of 2.2.

On February 27, 2004, the Company entered into a new five year, \$225 million unsecured revolving credit facility. Borrowings under the new credit facility were used to refinance the Company's then outstanding bank debt of \$98.9 million and fund the acquisition of ATP for approximately \$60 million. At March 31, 2004 the Company had approximately \$63 million available under the new credit facility.

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**Part I - Financial Information  
Myers Industries, Inc.**

Capital expenditures for the quarter were \$5.4 million and are expected to be in the range of \$20 to \$25 million for the full year. Management believes that 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.

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

The Company has financing arrangements that require interest payments based on floating interest rates. As such, the Company's financial results are subject to changes 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.

#### **Item 4. Controls and Procedures**

As of the end of the period covered by this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act rule 13a-14. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2004. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to March 31, 2004.

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### **Part II - Other Information Myers Industries Inc.**

#### **Item 1 Legal Proceedings**

Reference is made to Item 3 of the Form 10-K for the period ended December 31, 2003

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

##### **(a) Exhibits**

##### **(b) Reports on Form 8-K**

(1) Form 8-K filed with the Commission on January 24, 2004, whereby the registrant issued a press release announcing the date of the fourth quarter and fiscal 2003 earnings release.

(2) Form 8-K filed with the Commission on February 12, 2004, whereby the registrant issued a press release announcing earnings results for the year ended December 31, 2003.

(3) Form 8-K filed with the Commission on February 17, 2004, whereby the registrant issued a press release announcing that it had signed an agreement to acquire Michigan Rubber Products and WEK

Industries.

(4) Form 8-K filed with the Commission on February 27, 2004, whereby the registrant issued a press release announcing that it had closed on a five-year \$225 million senior unsecured revolving credit facility.

(5) Form 8-K filed with the Commission on March 11, 2004, whereby the registrant issued a press release announcing that it had closed on the acquisition of ATP Automotive, Inc., comprised of Michigan Rubber Products, Inc. and WEK Industries, Inc.

### 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.

May 6, 2004  
Date

By: /s/ Gregory J. Stodnick  
Gregory J. Stodnick  
Vice President-Finance  
Financial Officer (Duly Authorized  
Officer and Principal Financial  
And Accounting Officer)

### **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)(b) to Form 10-K filed with the Commission on March 26, 2003.
- 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 6, 2003.\*
- 10(g) Myers Industries, Inc. Executive Supplemental Retirement Plan. Reference is made to Exhibit (10)(g) to Form 10-K filed with the Commission on March 26, 2003.\*
- 10(h) Employment Letter between Myers Industries, Inc. and John C. Orr dated February 14, 2003. Reference is made to Exhibit 10(h) to Form 10-Q filed with the Commission on May 6, 2003.\*
- 10(i) Change of Control Agreement between Myers Industries, Inc. and John C. Orr dated February 14, 2003. Reference is made to Exhibit 10(i) to Form 10-Q filed with the Commission on May 6, 2003.\*
- 10(j) Non-Disclosure and Non-Competition Agreement between Myers Industries, Inc. and John C. Orr dated July 18, 2000. Reference is made to Exhibit 10(j) to Form 10-Q filed with the Commission on May 6, 2003.\*
- 10(k) Supplemental Compensation Agreement for Milton I. Wiskind dated April 25, 1996. Reference is made to Exhibit (10)(h) to Form 10-K filed with the Commission on March 26, 2003.\*
- 10(l) Employment Contract between Myers Europe, SA (fka Myers AE, SA) and Jean-Paul Lesage dated February 1, 1999. Reference is made to Exhibit (10)(i) to Form 10-K filed with the Commission on March 26, 2003.\*
- 10(m) Description of the terms of employment between Myers Industries, Inc. and Kevin C. O'Neil dated June 10, 2003. Reference is made to Exhibit (10)(j) to Form 10-K filed with the Commission on March 26, 2003.\*
- 10(n) Amended and Restated Loan Agreement between Myers Industries, Inc. and Banc One, NA, Agent dated as of February 27, 2004. Reference is made to Exhibit 10(n) to Form 10-K filed with the Commission on March 15, 2004
- 10(o) Note Purchase Agreement between Myers Industries, Inc. and the Note Purchasers, dated December 12, 2003, regarding the issuance of (i) \$65,000,000 of 6.08% Series 2003-A Senior Notes due December 12, 2010, and (ii) \$35,000,000 of 6.81% Series 2003-A Senior Notes due December 12, 2013. Reference is made to Exhibit 10(o) to Form 10-K filed with the Commission on March 15, 2004.
- 31.1 Certification of Stephen E. Myers, President and Chief Executive Officer of Myers Industries, Inc, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Gregory J. Stodnick, Vice President-Finance (Chief Financial Officer) of Myers Industries, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certifications of Stephen E. Myers, President and 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 31.1**

**Certification Per Section 302 of the Sarbanes-Oxley Act of 2003**

I, Stephen E. Myers, Chief Executive Officer of Myers Industries, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Myers Industries, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of , and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e); and 15d-15(e)) for the registrant and we have:

a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 6, 2004

/s/ Stephen E. Myers

Stephen E. Myers, Chief Executive Officer

**Exhibit 31.2**

**Certification Per Section 302 of the Sarbanes-Oxley Act of 2003**

I, Gregory J. Stodnick, Chief Financial Officer of Myers Industries, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Myers Industries, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly



report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report

4. The registrant's other certifying officers(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e); and 15d-15(e)) for the registrant and we have:

a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 6, 2004

/s/ Gregory J Stodnick

Gregory J Stodnick, Chief Financial Officer

**Exhibit 32**

**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 March 31, 2004, 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, and to my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2004 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  
Stephen E. Myers, Chief Executive Officer  
Dated: May 6, 2004

In connection with the Quarterly Report of Myers Industries, Inc. (the Company) on Form 10-Q for the period ended March 31, 2004, 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, and to my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2004 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: May 6, 2004

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