FORM 424B4

Prospectus filed pursuant to Rule 424(b)(4)

Filing Date: **1994-03-18**
SEC Accession No. 0000950131-94-000342

FILER

EXCEL INDUSTRIES INC
CIK:**740868**| IRS No.: **351551685** | State of Incorp.:**IN** | Fiscal Year End: **1231**
Type: **424B4** | Act: **33** | File No.: **033-52315** | Film No.: **94516657**
SIC: **3714** Motor vehicle parts & accessories

Business Address
1120 N MAIN ST
P O BOX 3118
ELKHART IN 46515-3118
2192642131

PROSPECTUS

Filed Pursuant to Rule 424(b)(4)
File No. 33-52315

[EXCEL LOGO]

2,557,128 SHARES

EXCEL INDUSTRIES, INC.

COMMON SHARES

The Common Shares offered hereby are being offered by Ford Motor Company and Ford Motor Company Fund. See "Principal and Selling Shareholders." The Company will not receive any of the proceeds from the sale of Common Shares by the Selling Shareholders.

The Common Shares are listed on the American Stock Exchange under the symbol EXC. On March 17, 1994, the last reported sale price for the Common Shares on the American Stock Exchange was $19.50 per share. See "Dividends and Price Range of Common Shares."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS (1)	PROCEEDS TO SELLING SHAREHOLDERS (2)
PER SHARE	$19.50	$.925	$18.575
TOTAL (3)	$49,863,996	$2,365,343	$47,498,653

(1) The Company and Ford Motor Company have agreed to indemnify the several Underwriters against certain liabilities, including liabilities under the Securities Act of 1933. See "Underwriting."

(2) Before deduction of expenses payable by the Selling Shareholders estimated at $250,000.

(3) The Company has granted the several Underwriters a 30-day option to purchase up to an additional 380,000 Common Shares to cover over-allotments, if any. The Company will receive the net proceeds from the sale of such Common Shares if they are sold. If all such shares are purchased, total Price to Public, Underwriting Discounts and Commissions, Proceeds to

Selling Shareholders and Proceeds to Company will be $57,273,996, $2,716,843, $47,498,653 and $7,058,500, respectively.

The Common Shares are being offered by the several Underwriters named herein when, as and if received and accepted by them, subject to their right to reject orders in whole or in part and subject to certain other conditions. It is expected that the delivery of the shares will be made in New York, New York on or about March 24, 1994.

DEAN WITTER REYNOLDS INC.

GOLDMAN, SACHS & CO.

J.P. MORGAN SECURITIES INC.

March 17, 1994

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE COMMON SHARES AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED ON THE AMERICAN STOCK EXCHANGE, IN THE OVER-THE-COUNTER MARKET OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER CONTAINED HEREIN AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR ANY UNDERWRITER. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF OR SINCE THE DATES AS OF WHICH INFORMATION IS SET FORTH HEREIN. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES OFFERED HEREBY IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER IN SUCH JURISDICTION.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, its Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 1993, respectively, Amendment No. 1 to Form 10-Q for each such quarter and its Current Report on Form 8-K dated February 18, 1994 have been filed by the Company with the Securities and Exchange Commission ("Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") and are incorporated herein by reference. All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering made hereby shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date such documents were filed. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The Company will provide without charge to each person, including any beneficial owner, to whom a copy of this Prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference herein (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference in such documents). Requests for such copies should be directed to the Secretary, Excel Industries, Inc., 1120 North Main Street, P.O. Box 3118, Elkhart, Indiana 46515-3118, telephone number (219) 264-2131.

MODULAR AUTOMOTIVE WINDOWS
The Company designs, engineers and manufactures plastic framed modular windows using PVC injection molding and reaction injection molding. These products are supplied for use on a wide variety of models including Ford's Taurus/Sable, Explorer and Escort vehicles, Mazda's MX6, Chrysler's New Yorker and LHS and certain other vehicles.

CONVENTIONAL AUTO AND HEAVY TRUCK WINDOWS
The Company also produces windows framed with steel, aluminum and rubber. Including fixed, push out, sliding and ventilator products for light vehicles, these parts are made for Ford, General Motors, Chrysler and Nissan. Customers for heavy truck ventilators include Peterbilt, Kenworth, Freightliner,

Navistar, Mack and Volvo GM Heavy Truck Corp.

WINDOW REGULATOR SYSTEMS
The Company is a major supplier of manual and electrical window regulators, which control the raising and lowering of movable windows. These mechanisms are offered in a wide variety of designs for front and rear side windows and tailgate windows.

MASS TRANSIT WINDOWS
The Company is the leading source of window assemblies for intra and intercity buses in the United States and Canada, providing a wide range of sliding, transom and fixed sash designs. These windows must meet special DOT standards for safety and are also designed to ease passenger use and to minimize maintenance under long, hard service.

RECREATIONAL VEHICLE WINDOWS
The Company makes single-slide, center-slide, T-slide, louvered and stationary windows for recreational vehicles built by Fleetwood, Winnebago, Holiday Rambler and others. Framed with extruded aluminum, these windows have independent sliding screens, removable storm windows and special safety features.

RV AND MILITARY DOOR SYSTEMS
Besides windows, the Company makes doors for recreational vehicles that are ruggedly constructed yet provide an automotive look and feel. The Company also manufactures the ballistic doors for the Hummer tactical military vehicle made by AM General.

INJECTION MOLDED THERMOPLASTIC PARTS
The Company's Nyloncraft division molds a wide assortment of thermoplastic parts for automotive, truck, marine and power tool manufacturers. Made from nylons, polyesters and other engineered plastics, these parts include door handles and latches, carburetor bodies, heating/air conditioning components, decorative engine covers and many other products.

PROSPECTUS SUMMARY

The following summary is qualified in its entirety by reference to the more detailed information and financial statements, including the notes thereto, appearing elsewhere in this Prospectus.

THE COMPANY

The Company is the leading independent designer, manufacturer and supplier of window systems to the combined automobile, light truck and van, bus, heavy truck and recreational vehicle markets in North America. The Company's window systems include various types of automotive windshields; rear, vent, quarter, push out and sliding windows; and window regulator systems, latches, door frames and related components. The Company also manufactures door systems for military and recreational vehicles and injection molded thermoplastic products and other products primarily for sale to the automotive industry. The Company's products are sold to major North American transportation original equipment manufacturers ("OEMs"), including Ford, Chrysler, General Motors, AutoAlliance International, Inc. ("AAI") (a joint venture between Ford and Mazda), Mitsubishi, Nissan, Fleetwood, Winnebago, Navistar, Paccar (Peterbilt and Kenworth trucks) and the manufacturers of virtually all of the intra and intercity buses in the United States and Canada.

The Company's strategy is to continually strive for world class status as a manufacturer by producing high quality products at competitive prices; focusing on technically innovative, value-added products; providing comprehensive product design and engineering services to OEMs, especially in the early stages of their product planning processes; ensuring reliable, timely delivery of its products; and pursuing strategic alliances and acquisitions, as appropriate. The Company has received quality awards from Ford, Chrysler, Nissan and other OEMs at its key manufacturing plants and has become a long-term preferred supplier to several key customers. The Company believes that its cost competitiveness, quality excellence and design and engineering capabilities obtained in the automotive supply markets enable it to compete effectively in non-automotive markets as well.

The Company has achieved significant growth by capitalizing on trends in the automotive industry, including single sourcing and consolidation of suppliers, which favor technically innovative, high quality, reliable suppliers. The Company pioneered the development and use of modular, plastic framed windows employing reaction injection molding ("RIM") which have provided OEMs with light, aerodynamically designed and easy-to-install modules. The Company believes it currently produces and sells more RIM windows than any other North American manufacturer. Through new product development and strategic acquisitions, the Company's net sales have grown from $92.2 million in 1985 to $515.7 million in 1993, resulting in a compound annual growth rate of 24% over such period.

Net sales to Ford, Chrysler and General Motors in 1993 represented approximately 72%, 11% and 4%, respectively, of the Company's net sales for the year.

THE OFFERING

<TABLE>

<S>	<C>
Common Shares Offered by the Selling Shareholders..................	2,557,128 shares
Common Shares to be Outstanding after the Offering..................	10,577,936 (1)(2)
American Stock Exchange Symbol.....	EXC
Use of Proceeds...................	The Company will not receive any proceeds of the sale of Common Shares by the Selling Shareholders. If the Underwriters' over-allotment option is exercised, the Company will use the proceeds from such exercise for general corporate purposes. See "Use of Proceeds."

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(1) Does not include 19,250 Common Shares issuable upon exercise of outstanding options or 2,270,319 Common Shares (assuming the Underwriters' over-allotment option is not exercised) issuable upon conversion of certain convertible subordinated notes. See "Capitalization" and Notes 7 and 12 to the Company's Consolidated Financial Statements.

(2) Assumes no exercise of the Underwriters' over-allotment option to purchase 380,000 Common Shares.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

INCOME STATEMENT DATA:

<TABLE>
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	YEAR ENDED DECEMBER 31,				
	1989	1990	1991	1992	1993

<S>	<C>	<C>	<C>	<C>	<C>
Net sales	$277,114	$281,369	$352,268	$426,873	$515,681
Gross profit	41,100	36,342	31,210	43,615	51,738
Selling, administrative and engineering expenses	22,819	23,336	25,205	28,262	30,054
Restructuring charge (1)	--	--	--	4,500	--
Income before income taxes and cumulative effect of changes in accounting	13,100	8,768	273	6,011	20,225
Income before cumulative effect of changes in accounting	7,622	5,208	151	3,577	12,440
Cumulative effect of adoption of SFAS 106 and 109	--	--	--	3,195	--
Net income	7,622	5,208	151	382	12,440
Net income (loss) per share:					
Before cumulative effect of changes in accounting:					
Primary	1.18	.80	.02	.47	1.23
Fully diluted	1.18	.80	.02	.47	1.15
Cumulative effect of adoption of SFAS 106 and 109:					
Primary	--	--	--	(.42)	--
Fully diluted	--	--	--	(.42)	--
Net income:					
Primary	1.18	.80	.02	.05	1.23
Fully diluted	1.18	.80	.02	.05	1.15
Cash dividends per share	.40	.40	.24	.24	.30
Average shares outstanding	6,439	6,459	6,488	7,553	10,122

</TABLE>

BALANCE SHEET DATA:

<TABLE>
<CAPTION>

	DECEMBER 31, 1993
<S>	<C>
Working capital	$ 94,761
Total assets	229,316
Short-term debt (includes current portion of long-term debt)	1,553
Long-term debt (less current portion)	35,094
Shareholders' equity	106,436
Book value per share	10.07
Long-term debt to total capitalization (2)	25%

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(1) In 1992, the Company provided a reserve of $4,500 for restructuring costs. The charge was equivalent to $2,900, or 34 cents per share, after taxes. This charge represented estimated costs to downsize its Aurora, Ontario, Canada plant and relocate production of certain light truck and van windows to other manufacturing plants of the Company. See Note 4 to the Company's Consolidated Financial Statements.

(2) Total capitalization consists of long-term debt (less current portion) and shareholders' equity.

THE COMPANY

The Company is the leading independent designer, manufacturer and supplier of window systems to the combined automobile, light truck and van, bus, heavy truck and recreational vehicle markets in North America. The Company's window systems include various types of automotive windshields; rear, vent, quarter, push out and sliding windows; and window regulator systems, latches, door frames and related components. The Company also manufactures door systems for military and recreational vehicles and injection molded thermoplastic products and other products primarily for sale to the automotive industry. The Company's products are sold to major North American transportation OEMs, including Ford, Chrysler, General Motors, AAI, Mitsubishi, Nissan, Fleetwood, Winnebago, Navistar, Paccar (Peterbilt and Kenworth trucks) and the manufacturers of virtually all of the intra and intercity buses in the United States and Canada.

The Company's strategy is to continually strive for world class status as a manufacturer by producing high quality products at competitive prices; focusing on technically innovative, value-added products; providing comprehensive product design and engineering services to OEMs, especially in the early stages of their product planning processes; ensuring reliable, timely delivery of its products; and pursuing strategic alliances and acquisitions, as appropriate. The Company has received quality awards from Ford, Chrysler, Nissan and other OEMs at its key manufacturing plants and has become a long-term preferred supplier to several key customers. The Company believes that its cost competitiveness, quality excellence and design and engineering capabilities obtained in the automotive supply markets enable it to compete effectively in non-automotive markets as well.

The Company has achieved significant growth by capitalizing on trends in the automotive industry, including single sourcing and consolidation of suppliers, which favor technically innovative, high quality, reliable suppliers. The Company pioneered the development and use of RIM windows which have provided OEMs with light, aerodynamically designed and easy-to-install modules. RIM windows were first introduced by the Company in 1985 and accounted for $179 million of the Company's net sales in 1993. The Company believes it currently produces and sells more RIM windows than any other North American manufacturer. Through new product development and strategic acquisitions, the Company's net sales have grown from $92.2 million in 1985 to $515.7 million in 1993, resulting in a compound annual growth rate of 24% over such period. In 1993, the average dollar content of the Company's products per car and light truck built in North America was approximately $35, nine times higher than in 1985.

Net sales to Ford, Chrysler and General Motors in 1993 represented approximately 72%, 11% and 4%, respectively, of the Company's net sales for the year.

The Company was incorporated under the laws of the State of Indiana in 1935 as the successor to a Delaware corporation formed in 1928. The principal executive offices of the Company are located at 1120 North Main Street, Elkhart, Indiana, telephone (219) 264-2131. All references to the "Company" herein refer to Excel Industries, Inc. and its subsidiaries unless otherwise indicated by the context.

BACKGROUND OF OFFERING

In 1986, Ford Motor Company ("Ford") purchased approximately 40% (subsequently diluted to approximately 24% as a result of the Company's public offerings of Common Shares in 1992 and 1993) of the Common Shares of the Company (the "Ford Shares"), paid the Company $19.3 million in cash, sold its modular window manufacturing subsidiary to the Company and entered into a purchase and supply agreement (the "Supply Agreement") with the Company. Pursuant to the Supply Agreement, Ford agreed to purchase from the Company at least 70% of the requirements by dollar volume of Ford and Ford Motor Company of Canada, Limited ("Ford Canada") for modular framed glass parts using RIM and polyvinyl chloride ("PVC") technology starting with the 1990 model year and extending through the 1994 model year (the agreement was subsequently extended through the 1998 model year after which it is currently scheduled to expire). See "Business--Business Strategy--Strategic Alliances." The combined transaction provided Ford with access to the new technologies used in the Company's products and, in turn, provided the Company with a reliable market for its automotive framed glass products and a growth opportunity for the RIM modular window technology which the Company had developed.

Ford's equity relationship with the Company was governed by the terms and provisions of the Stock Purchase Agreement between Ford and the Company dated August 19, 1986 (the "Ford Stock Purchase Agreement") and a Shareholders Agreement among Ford, the Company and certain officers and directors of the Company dated October 7, 1986 (the "Shareholders Agreement"), both of which will terminate (except for certain indemnification provisions in the Ford Stock Purchase Agreement) effective as of the closing of the sale of the Common Shares offered hereby. The Supply Agreement is independent of the other two agreements and will continue in effect until it expires in accordance with its terms.

Under the Ford Stock Purchase Agreement and the Shareholders Agreement: (i) Ford was granted certain rights to purchase additional Common Shares from the Company in the event of a new issuance of Common Shares by the Company or in the event a third party acquired an amount of outstanding Common Shares greater than the amount owned by Ford; (ii) Ford was granted certain registration rights with respect to the Ford Shares; (iii) the parties to the Shareholders Agreement agreed to vote their Common Shares for the slate of directors proposed by the Board of Directors of the Company so long as at least two of the nominees were proposed by Ford and for approval of certain major corporate transactions, such as a merger, provided the Board of Directors had previously approved the transaction; (iv) the By-Laws of the Company were amended to contain supermajority voting requirements for the approval of certain major corporate transactions; and (v) Ford was prohibited, with certain exceptions, from owning in excess of 40.16% of the Common Shares issued and outstanding. The two Ford designees presently serving as directors of the Company in accordance with the foregoing provisions will resign effective as of the closing of the sale of the Common Shares offered hereby.

On January 11, 1994, Ford donated 1,047,201 of the Ford Shares to the Ford Motor Company Fund, a charitable organization incorporated under the laws of the state of Michigan as a nonprofit corporation (the "Ford Fund"). In connection therewith, Ford assigned certain of its rights under the Ford Stock Purchase Agreement and the Shareholders Agreement with respect to the donated shares to the Ford Fund, and the Ford Fund assumed certain of Ford's obligations under such agreements with respect to the donated shares. On January 13, 1994, Ford and the Ford Fund determined to sell the Ford Shares and notified the Company of the exercise of their registration rights with regard thereto. The Company has been advised by Ford that its disposition of the Ford Shares constitutes no more than a redeployment of Ford's resources. Neither the Company nor Ford believes that the sale of the Ford Shares will affect their customer-supplier relationship.

USE OF PROCEEDS

The Company will not receive any proceeds of the Offering if the over-allotment option granted to the Underwriters is not exercised. If the over-allotment option is exercised in full, the net proceeds to the Company are estimated to be $7,026,000. The Company intends to use such net proceeds for general corporate purposes.

CAPITALIZATION

The following table sets forth the short-term indebtedness and capitalization of the Company at December 31, 1993. The Company will not receive any proceeds from the sale of the Common Shares offered hereby unless the Underwriter's over-allotment option is exercised.

	DECEMBER 31, 1993 (AMOUNTS IN THOUSANDS)
Short-term debt:	
Line of credit	$ --
Current portion of long-term debt	1,553
Total short-term debt	$ 1,553
Long-term debt:	
10% Convertible Subordinated Notes (1)	$ 30,000
Industrial revenue bonds	4,119
Capital lease obligations	975
Total long-term debt (less current portion)	35,094
Shareholders' equity:	
Preferred shares--no par value:	
1,000,000 shares authorized, none issued	--
Common shares--no par value:	
20,000,000 shares authorized, 10,574,550 issued	87,537
Retained earnings	19,615
Unrecognized pension actuarial losses, net of tax	(716)
Total shareholders' equity	106,436
Total capitalization (2)	$141,530

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(1) In January 1990, the Company issued and sold $30 million of 10% Convertible Subordinated Notes due December 1, 2000 (the "Convertible Notes"). The principal balance of the Convertible Notes may be converted, at the option of the holders, into 2,270,319 Common Shares at a price of $13.214 per share.

(2) Total capitalization consists of long-term debt (less current portion) and shareholders' equity.

DIVIDENDS AND PRICE RANGE OF COMMON SHARES

The Common Shares are traded on the American Stock Exchange under the symbol EXC. The following table sets forth for the fiscal periods indicated the high and low sale prices of the Common Shares, as reported by the American Stock Exchange, and dividends declared per share.

	SHARE PRICES HIGH	SHARE PRICES LOW	DIVIDENDS DECLARED PER SHARE
Fiscal Year Ended December 31, 1992:			
1st Quarter	$12.875	$ 7.250	$.06

2nd Quarter	12.875	10.750	.06
3rd Quarter	14.750	12.125	.06
4th Quarter	17.750	10.750	.06
Fiscal Year Ended December 31, 1993:			
1st Quarter	18.250	13.875	.06
2nd Quarter	19.625	15.500	.08
3rd Quarter	21.000	16.375	.08
4th Quarter	19.875	15.750	.08
Fiscal Year Ended December 31, 1994:			
1st Quarter (through March 17, 1994)	19.875	16.250	.08

</TABLE>

On March 17, 1994, the last reported sale price for Common Shares on the American Stock Exchange was $19.50 per share. As of February 15, 1994, there were 502 holders of record of the Common Shares.

The Company has paid cash dividends every quarter since becoming a public company in April 1984. The Company intends to continue to pay quarterly cash dividends on its Common Shares, but the payment of dividends and the amount and timing of such dividends will depend upon the Company's earnings, capital requirements, financial condition and other factors deemed relevant by the Company's Board of Directors.

SELECTED CONSOLIDATED FINANCIAL INFORMATION
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

The following table presents selected consolidated financial data of the Company as of and for the five fiscal years ended December 31, 1993. The selected consolidated financial data have been derived from audited consolidated financial statements of the Company. Such selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Consolidated Financial Statements of the Company and the notes thereto included elsewhere herein. The comparability of the results for the periods presented is significantly affected by certain events, as described in "Management's Discussion and Analysis of Results of Operations and Financial Condition--General."

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INCOME STATEMENT DATA:
<CAPTION>

	YEAR ENDED DECEMBER 31,				
	1989	1990	1991	1992	1993
<S>	<C>	<C>	<C>	<C>	<C>
Net sales	$277,114	$281,369	$352,268	$426,873	$515,681
Cost of goods sold	236,014	245,027	321,058	383,258	463,943
Gross profit	41,100	36,342	31,210	43,615	51,738
Selling, administrative and engineering expenses	22,819	23,336	25,205	28,262	30,054
Restructuring charge (1)	--	--	--	4,500	--
Other income (expense), net	289	1,208	(216)	713	2,015
Interest expense	5,470	5,446	5,516	5,555	3,474
Income before income taxes and cumulative effect of changes in accounting	13,100	8,768	273	6,011	20,225
Income tax provision	5,478	3,560	122	2,434	7,785
Income before cumulative					

effect of changes in accounting................	7,622	5,208	151	3,577	12,440
Cumulative effect of adoption of SFAS 106 and 109..	--	--	--	3,195	--
Net income.................	7,622	5,208	151	382	12,440
Net income (loss) per share:					
Before cumulative effect of changes in accounting:					
Primary................	1.18	.80	.02	.47	1.23
Fully diluted..........	1.18	.80	.02	.47	1.15
Cumulative effect of adoption of SFAS 106 and 109:					
Primary................	--	--	--	(.42)	--
Fully diluted..........	--	--	--	(.42)	--
Net income:					
Primary................	1.18	.80	.02	.05	1.23
Fully diluted..........	1.18	.80	.02	.05	1.15
Cash dividends per share...	.40	.40	.24	.24	.30
Average shares outstanding.	6,439	6,459	6,488	7,553	10,122

BALANCE SHEET DATA:

<CAPTION>

	DECEMBER 31,				
	1989	1990	1991	1992	1993
<S>	<C>	<C>	<C>	<C>	<C>
Working capital...........	$ 43,753	$ 44,203	$ 42,517	$ 60,331	94,761
Property, plant and equipment......................	40,886	50,305	48,445	42,064	49,746
Total assets..............	125,885	155,724	150,645	182,096	229,316
Short-term debt (includes current portion of long-term debt)...........	3,607	4,247	4,025	1,561	1,553
Long-term debt (less current portion).............	41,196	50,728	46,743	34,592	35,094
Shareholders' equity.......	46,552	49,326	48,181	67,030	106,436
Book value per share.......	7.22	7.63	7.41	7.83	10.07
Long-term debt to total capitalization............	47%	51%	49%	34%	25%

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(1) In 1992, the Company provided a reserve of $4,500 for restructuring costs. See Note 4 to the Company's Consolidated Financial Statements.

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

GENERAL

The Company was founded in 1928 and became a public company in April 1984. Since 1984, the Company has expanded sales internally and through several strategic acquisitions designed to complement the Company's businesses. In January 1986, the Company acquired Irvin Industries Inc.'s wing ventilator window business operated in Jacksonville, Florida. Later in 1986, the Company consummated a private placement of Common Shares to Ford in exchange for cash, a long-term supply contract and a Ford subsidiary engaged in the manufacture and sale of modular window systems. See "Background of Offering." In 1988, the Company acquired Nyloncraft, Inc. which manufactures injection molded thermoplastic products primarily for the automotive industry. In 1990, the Company acquired the window regulator business operated by Hoover Universal, Inc., a subsidiary of Johnson Controls, Inc., which the Company now operates under the name "Excel Systems." The comparability of the Company's results on a period-to-period basis is significantly affected by such acquisitions.

RESULTS OF OPERATIONS

1993 Compared to 1992

Sales for the year ended December 31, 1993 totaled a record $515.7 million, an increase of $88.8 million, or 21%, over the preceding year. This increase in sales resulted from generally more favorable economic conditions in North America as total light vehicle production increased 12% and light vehicle production of Ford in North America increased 15%. Specifically, sales of new programs, including Ford/Nissan mini-vans, Ford F-Series and Ranger trucks, Chrysler LH sedans and Dodge trucks, helped account for improved sales volume.

Gross profit totaled $51.7 million, or 10.0% of sales, as compared with $43.6 million, or 10.2% of sales, for the prior year. Gross profit in dollars improved with the improved level of sales. Gross profit as a percent of sales declined due to a change in product mix and start-up costs related to new programs.

Selling, administrative and engineering expenses totaled $30.1 million for 1993, an increase of 6%, or $1.8 million, from 1992. The increase reflected, among other items, an increase in engineering personnel costs, amounts for outside consultants and an increase in the provision for incentive compensation. As a percent of sales, selling, administrative and engineering expenses declined to 5.8% in 1993 as compared to 6.6% in 1992.

Interest costs of $3.5 million for 1993 compared to the $5.6 million incurred in 1992. The decline in interest expense reflected the reduction in interest and the prepayment penalty incurred in 1992 related to the Senior Notes which were retired in 1992.

Other income in 1993 totaled $2.0 million, an increase of $1.3 million from 1992. Other income in 1993 included $1.9 million of interest income arising from the investment of proceeds of the Company's Common Share offerings in March 1993 and June 1992.

The income tax provision was 38.5% of pre-tax income in 1993, down from 40.5% in the preceding year. The 1993 percentage reflected the impact of certain tax credits and lower effective state tax rates.

In 1992, the Company provided a reserve of $4.5 million for restructuring costs. This charge represented estimated costs to downsize its Aurora, Ontario, Canada plant and relocate production of certain light truck and van windows to other manufacturing plants of the Company. During 1993, a total of $1.0 million in costs were incurred to relocate a portion of the production. The remaining production is expected to be relocated during 1994. The remaining reserve will be used to cover the cost of severance, the relocation of production and equipment writedowns expected in the future.

1992 Compared to 1991

Sales for the year ended December 31, 1992 totaled $426.9 million, an increase of $74.6 million, or 21%, over the preceding year. This increase in sales resulted from generally more favorable economic conditions in North America as total light vehicle production increased 9% and light vehicle production of Ford in North America increased 16%. Specifically, sales of new programs, including Ford/Nissan mini-van and Ford Econoline full-size van, and increased production of Ford Taurus/Sable sedans helped account for improved sales volume.

Gross profit totaled $43.6 million, or 10.2% of sales, as compared with $31.2 million, or 8.9% of sales, for the prior year. The improved level of profitability, both in dollars and as a percent of sales, resulted from higher sales, better utilization of facilities and continued implementation of cost reduction programs.

Selling, administrative and engineering expenses totaled $28.3 million for 1992, an increase of 12%, or $3.1 million, from 1991. The increase reflected, among other items, a provision for incentive compensation of $1.4 million. As a percent of sales, selling, administrative and engineering expenses declined to 6.6% in 1992 as compared to 7.2% in 1991.

Interest costs of $5.6 million for 1992 were comparable to the $5.5 million incurred in 1991. The Company completed a public offering of Common Shares in June 1992, raising nearly $21 million, a portion of which was used for the prepayment of its 11.25% Guaranteed Senior Notes. Prepayment of the notes required a premium of $1.3 million, which premium was charged to interest expense and offset, in part, reductions in interest resulting from the decline in the overall levels of borrowings.

Other income increased $0.9 million in 1992 due to income on short-term cash investments resulting, in part, from proceeds of the Company's Common Share offering in June 1992.

In the fourth quarter of 1992, a reserve of $4.5 million was recorded for restructuring costs. This charge represents estimated costs to downsize the Company's Ontario, Canada facility and relocate production of certain light and heavy truck windows to other manufacturing plants of the Company.

The income tax provision was 40.5% of pre-tax income in 1992, down from 44.7% in the preceding year. The 1991 percentage was unusually high due to losses for which no tax benefit was available.

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," effective January 1, 1992. This standard requires the recognition of future tax benefits attributable to temporary differences between the financial reporting basis and tax basis of assets and liabilities to the extent that realization of such benefits is more likely than not.

The Company has recognized the future tax benefits of postretirement benefit obligations, the restructuring reserve and other recorded obligations and tax loss carryforwards since management has determined, based on the Company's history of prior operating earnings and future expectations, that operating income of the Company will more than likely be sufficient to fully offset these expenses when deductible for tax purposes.

In 1992, the Company recorded $3.2 million as the cumulative effect of the adoption of SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," and SFAS No. 109. The Company previously accounted for its postretirement benefit costs other than pensions on a pay-as-you-go basis. The ongoing annual costs resulting from the adoption of SFAS No. 106 will approximate $1.3 million.

LIQUIDITY AND CAPITAL RESOURCES

Working capital totaled $94.8 million as of December 31, 1993, and the current ratio was 2.40 to 1. Cash and marketable securities totaled $46.6 million as of December 31, 1993.

In 1993, cash flow from operations totaled $10.2 million, and a public offering of Common Shares in March 1993 raised an additional $30.3 million. Cash expenditures for capital equipment amounted to $18.1

million, and dividends totaled $3.2 million. In addition, payments of long-term debt totaled $2.0 million. Overall, cash and marketable securities increased $19.0 million in 1993.

Long-term debt totaled $35.1 million as of December 31, 1993, or 25% of total capitalization. Included in this amount is $30 million of Convertible Notes issued in January 1990 to affiliates of CIGNA Corporation and Textron, Inc. The principal balance of each Convertible Note is convertible, at the option of the holder, into Common Shares at a current price of $13.214 per share.

Capital expenditures for 1994 are budgeted at $17.9 million. The Company's cash balances, operating cash flows and short-term lines of credit are expected to be adequate for anticipated operating requirements in 1994.

The Company has entered into its second consecutive multi-year supply agreement with Ford (the "1994 Supply Agreement") which requires the absorption of the effects of inflation and requires specified price reductions or productivity offsets to price reductions. The Company believes that this type of agreement is typical in the automotive supply business, and the Company's ability to maintain gross margins at or near their present levels will be dependent on its ability to substantially offset the effects of this and other such agreements through productivity improvements, cost reduction programs and implementation of value analysis/value engineering programs, which reduce part weight and system costs to the customer.

A chemical cleaning compound, trichloroethylene ("TCE"), has been found in the soil and groundwater on the Company's property in Elkhart, Indiana, and, in 1981, TCE was found in a well field of the City of Elkhart in close proximity to the Company's facility. The Company has been named as one of nine potentially responsible parties ("PRPs") in the contamination of this site. The United States Environmental Protection Agency ("EPA") and the Indiana Department of Environmental Management ("IDEM") have conducted a preliminary investigation and evaluation of the site and have undertaken temporary remedial action in the nature of air-stripping towers. In early 1992, the EPA issued a Unilateral Order under Section 106 of the Comprehensive Environmental Response, Compensation and Liability Act which required the Company and other PRPs to undertake remedial work. The Company and the other PRPs have reached an agreement regarding the funding of groundwater monitoring and the operation of the air-strippers as required by the Unilateral Order. The Company was required to install and operate a soil vapor extraction system to remove TCE from the Company's property. As of February 1, 1994, the Company has installed and is operating the equipment pursuant to the Unilateral Order. In addition, the EPA and IDEM have asserted a claim for reimbursement of their investigatory costs and the costs of installing and operating the air-strippers on the municipal well field (the "EPA Costs"). On February 22, 1993, the United States filed a lawsuit in the United States District Court for the Northern District of Indiana against eight of the PRPs, including the Company. On July 20, 1993, IDEM joined in the lawsuit. The lawsuit seeks recovery of the costs of enforcement, prejudgment interest and an amount in excess of $6.8 million, which represents costs incurred to date by the EPA and IDEM, and a declaration that the eight defendant PRPs are liable for any future costs incurred by the EPA and IDEM in connection with the site.

The Company does not believe the annual cost to the Company of monitoring groundwater and operating the soil vapor extraction system and the air-strippers will be material. Each of the PRPs, including the Company, is jointly and severally liable for the entire amount of the EPA Costs. Certain PRPs, including the Company, are currently attempting to negotiate an agreed upon allocation of such liability. The Company believes that adequate provisions have been recorded for its costs and its anticipated share of EPA Costs and that its cash on hand, unused lines of credit or cash from operations are sufficient to fund any required expenditures.

The EPA has also named the Company as a PRP for costs at three other disposal sites. It has also asked the Company for information about contamination at other sites. The Company believes it either has no liability as a responsible party or that adequate provisions have been recorded for any costs to be incurred.

INFLATION

The impact of inflation on operating results for the years 1993, 1992 and 1991 was not significant. Raw material costs during these periods have increased; however, use of LIFO inventory methods by the Company has minimized any impact from inflation. The majority of the Company's property, plant and equipment is of recent purchase, and depreciation charges are based on historical cost.

BUSINESS

GENERAL

The Company is the leading independent designer, manufacturer and supplier of window systems to the combined automobile, light truck and van, bus, heavy truck and recreational vehicle markets in North America. The Company's window systems include various types of automotive windshields; rear, vent, quarter, push out and sliding windows; and window regulator systems, latches, door frames and related components. The Company also manufactures door systems for military and recreational vehicles and injection molded thermoplastic products and other products primarily for sale to the automotive industry. The Company's products are sold to major North American transportation OEMs, including Ford, Chrysler, General Motors, AAI, Mitsubishi, Nissan, Fleetwood, Winnebago, Navistar, Paccar (Peterbilt and Kenworth trucks) and the manufacturers of virtually all of the intra and intercity buses in the United States and Canada.

BUSINESS STRATEGY

The Company's business objective is to expand profitably its position as the leading independent supplier of window systems to the combined automotive, light truck and van, bus, heavy truck and recreational vehicle markets in North America. It also intends to broaden its product offerings to these markets, as well as expand its capabilities to complementary markets. Continued focus on achieving recognition as a world class manufacturer is a key component of this strategy. The Company continually strives for world class status through technical innovation, quality excellence, cost competitiveness and strategic alliances and acquisitions.

Technical Innovation. The Company's most significant innovative achievement has been the development of RIM modular windows in the mid-1980s. This value-added product resulted from a long internal development effort and accounted for 35% of net sales in 1993. In recent years, as automotive OEMs increasingly shifted design, innovation, quality and product improvement responsibility to their suppliers, the Company increased its research, engineering and development expenditures (from $2.7 million in 1989 to $7.9 million in 1993), including the addition of an advanced design group and Company-wide computer-aided design capability. The Company has also added more sophisticated program management and complex manufacturing information systems. The Company's capabilities now include prototype and product development, specification testing and manufacturing engineering assistance. This has resulted in increased opportunities for the Company to participate earlier in the product planning process and to add value by furnishing engineering and design services and providing a broader range of parts required for vehicle assembly.

Quality Excellence. The Company emphasizes a continuous improvement philosophy to its employees on all facets of operations including product quality. As a result of its commitment to quality, the Company has achieved Q1 and Pentastar quality ratings at its key manufacturing plants from Ford and Chrysler, respectively, and has received quality awards from Fleetwood (a recreational vehicle OEM), Nissan and other OEMs. At the corporate technical center, engineers examine the Company's and its competitors' products to evaluate alternative designs, suggest marketing opportunities and solve potential production problems, all of which serve to improve and maintain the Company's stringent quality standards.

Competitive Cost. The Company strives to achieve a competitive cost to its customers through its emphasis on quality excellence and its involvement in the early stages of product development. The Company is a highly reliable and timely supplier able to meet its customers' demanding delivery requirements, while constantly focusing on reducing OEM inventory levels.

Strategic Alliances. In 1986, Ford purchased 40% (which, as a result of the Company's public offerings in 1992 and 1993, has been diluted to 24%) of the Common Shares of the Company, paid the Company $19.3 million in cash, sold its modular window manufacturing subsidiary to the Company and entered into the Supply Agreement with the Company. Pursuant to the Supply Agreement, Ford agreed to purchase from the Company at least 70% of the requirements by dollar volume of Ford and Ford Canada for modular

framed glass parts using RIM and PVC technology, commencing with the 1990 model year. Ford's purchase obligations are contingent upon the Company being competitive as to technology, quality, service, price and delivery. The Supply Agreement, which is currently scheduled to expire at the end of the 1998 model year, has been complemented by the 1994 Supply Agreement, which extends through the 1998 calendar year and which provides for Ford to purchase 100% of its requirements for those parts currently supplied by the Company (including parts other than modular windows), subject to specified annual price reductions. Since 1990, the Company has and is continuing to supply at least 70% of Ford's requirements for modular framed glass, which have predominately been modular windows using RIM technology. The Company works closely with Ford during the development and production by Ford of new products utilizing parts supplied by the Company, and net sales to Ford have increased from $26.7 million in 1985 to $373.1 million in 1993.

The Company also benefits from an exclusive purchase and supply agreement with H.S. Die & Engineering of Grand Rapids, Michigan. H.S. Die supplies the molds (i.e., tooling) to the Company necessary to manufacture modular windows. Working closely with OEMs and H.S. Die, the Company is able to move rapidly from design to finished tooling for modular windows. As a result of this alliance, preproduction lead-times on new programs have been decreased by more than a year, which was demonstrated in Ford's development of the recently introduced Mustang model.

Another strategic alliance links the Company with Schade KG, a modular and conventional window and door systems supplier located in Plettenberg, Germany. Pursuant to a Reciprocal Technology License and Cooperative Venture Agreement, both companies have cooperated in developing new business proposals. Schade helped the Company develop technical capabilities in PVC modular windows. The Company produces PVC windows for the Chrysler New Yorker at its Kentucky manufacturing facility and has been sourced to supply PVC windows for certain

1995 Mitsubishi and Nissan models. In addition, technology acquired from the Company's alliance with Schade has enabled the Company to supply door frames for General Motors's 1994 Saturn Coupe.

In 1992, the Company formed a joint venture with Pollone S.A., a Brazilian automotive parts supplier, for the purpose of supplying encapsulated window assemblies to South American automakers. Located near Sao Paulo, Brazil, the joint venture, Pollexco, is owned 49% by the Company and 51% by Pollone, S.A. Production of products for Autolatina, a joint venture between Ford and Volkswagen, began in late 1993.

Strategic Acquisitions. In acquisitions, the Company seeks processes, products or markets which complement the Company's existing businesses. The Company added high volume conventional window capacity to its product line as a result of a 1986 acquisition from Irvin Industries. In the mid-1980s, Ford--initially the Company's only RIM window customer--started its own subsidiary to manufacture RIM windows in Fulton, Kentucky. The transactions between Ford and the Company in 1986 included the sale to the Company of Ford's RIM window subsidiary and manufacturing facility. In 1988, the Company acquired Nyloncraft, Inc., which manufactures injection molded thermoplastic products primarily for the automotive industry. Nyloncraft also supplies plastic components to six of the Company's manufacturing facilities. In 1990, the Company acquired the window regulator business operated by Hoover Universal, Inc., a subsidiary of Johnson Controls, Inc. The Company's technical capabilities, in particular the corporate technical center, have enabled it to redesign several products, reduce operating expenses and improve overall operations in the newly-acquired window regulator business.

MARKET DESCRIPTION AND INDUSTRY FACTORS

Automotive Market

General. The overall market for new cars and light trucks in North America is large and cyclical, with average annual growth of 1% to 2%. However, considerable growth or decline routinely occurs within specific product segments or model lines. In particular, light truck sales have grown rapidly over the last 15 years as compared to the demand for cars. This growth in light truck demand primarily reflects the increased

use of mini-vans and sport utility vehicles. The Company believes it will continue to be well-positioned as a supplier of window systems to OEMs in this higher growth market segment.

Changing Supplier Policies. Several developments have substantially altered the competitive environment for automotive suppliers, including consolidation among suppliers and increased outsourcing of key components by OEMs. During the 1980s, Ford, Chrysler and General Motors began to reduce their supplier base, focusing on long-term sole-source contracts with more capable suppliers. Increasingly, the criteria for selection include not only cost, quality and responsiveness, but also certain full-service capabilities including design, engineering and project management support. OEMs now have rigorous programs for evaluating and rating suppliers which encompass quality, cost control, reliability of delivery, new technology implementation, engineering competence, continuous improvement programs and overall management. Under these programs, each facility operated by a supplier is evaluated independently. The suppliers who obtain superior ratings are favorably considered for new business; those who do not may continue their existing contracts, but normally do not receive additional business. As a result, these new supplier policies have sharply reduced the number of component suppliers. In the 1990s, OEM supply agreements have incorporated productivity provisions which specify annual price reductions which may be offset by product improvements, manufacturing improvements and/or various other mutually agreed upon methods.

Transplants. Over the last ten years, Japanese manufactured vehicles have gained an increasing share of the North American market. In addition, a growing percentage of such vehicles are being made at North American operations of Japanese manufacturers ("Transplants"). Transplants receive component parts from a variety of sources including suppliers in Japan, Japanese suppliers who establish U.S. facilities and existing U.S. component suppliers. Because of the current market share of the Transplants, supplying them is an attractive opportunity. To date, the Company has been selected to supply window systems for certain Nissan, Mazda and Mitsubishi models manufactured in North America. The Company has also been selected to supply fixed vent windows for the new BMW model scheduled to be built in South Carolina in 1995.

Non-Automotive Market

The market for heavy trucks in North America is cyclical, and the Company believes it is well positioned to take advantage of supply opportunities which arise as aging fleets are replaced with new models. The availability of federally funded programs and the price of gasoline and diesel fuel are factors which affect the demand for intracity buses purchased for municipal mass transit systems. The market for recreational vehicles is influenced significantly by the strength of the economy and the level of consumer discretionary spending. Recent growth trends in the sale of recreational vehicles have been positive.

PRODUCTS

The Company designs, engineers, manufactures and supplies plastic and metal framed window assemblies, manual and power glass regulator systems and injection molded thermoplastic products principally for North American car, light truck and van, heavy truck, bus, military and recreational vehicle OEMs. The Company does not manufacture or sell primary glass.

Modular Window Systems. The Company's modular, plastic framed windows are value-added parts because clips, weatherstripping and bright trim are attached during the molding process. The module-manufacturing processes used by the Company give the OEM designers great flexibility in window shape, sealing and aerodynamics. The module supplied to the OEM also lowers its parts inventory, reduces part weight and reduces assembly efforts. The Company produces modular windshields and rear windows, as well as fixed quarter, sliding and push out modular windows.

The Company utilizes RIM technology and also PVC injection molding technology to manufacture modular windows. In RIM technology, liquids are mixed and fed into a mold that holds glass, framing and fastening components. The mixture polymerizes, and the completed module is removed, trimmed, cleaned,

inspected and packed for shipment. In PVC injection molding, solid plastic subjected to high temperature and pressure flows in liquid form into the mold where it reverts without chemical reaction to a solid.

Conventional Windows. The Company also produces conventionally framed window assemblies utilizing painted cold-rolled steel, stainless steel, rubber and/or aluminum. The glass or plastic glazed window assemblies supplied for mass transit systems have durable aluminum frames and non-leak weatherstripping. The Company supplies a wide variety of conventional windows to car, light truck and heavy truck OEMs, including pivoting wing ventilator windows, fixed and movable quarter windows and swing-out and sliding windows. The Company's flush-mount recreational vehicle windows seal tightly and feature independent sliding screens, removable storm windows and an anti-theft locking mechanism.

Window Regulator Systems. The Company supplies manual and electrically powered versions of regulators (the mechanisms for lifting and lowering windows) for front and rear side windows and tailgate windows. The Company stresses safety, weight, glass stability, window system integration, parts reduction and enhanced vehicle design flexibility in its window regulators.

Injection Molded Thermoplastic Products. The Company's Nyloncraft division manufactures injection molded inside and outside door handles, door latch components, fan shrouds, airspring pistons, window crank handles and a variety of other custom engineered products. The Company molds parts from nylons, polyesters, acetal and other engineered thermoplastic materials.

Door Systems. The Company designs and manufactures preassembled doors for Class A motorhomes and ballistic door/window systems for the Hummer tactical military vehicle. The Company's preassembled door systems improve the OEMs' installation productivity and assist in design flexibility.

CUSTOMERS AND MARKETING

The Company supplies its products primarily to Ford, Chrysler and General Motors. Historical sales of the Company by customer group are set forth below. The loss of Ford, Chrysler or General Motors as a customer would have a material adverse effect on the Company.

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,					
	1991		1992		1993	
	NET SALES	AS A PERCENT OF TOTAL NET SALES	NET SALES	AS A PERCENT OF TOTAL NET SALES	NET SALES	AS A PERCENT OF TOTAL NET SALES
	(AMOUNTS IN THOUSANDS)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Ford....................	$243,577	69%	$310,579	73%	$373,116	72%
Chrysler................	27,279	8	36,944	9	56,445	11
General Motors..........	26,254	8	18,973	4	20,109	4
Other...................	55,158	15	60,377	14	66,011	13
Total Net Sales.....	$352,268	100%	$426,873	100%	$515,681	100%

</TABLE>

Sales of the Company's products to OEMs are made directly by the Company's sales and engineering personnel located at the Company's offices in the Detroit area and Elkhart, Indiana. Through these sales and engineering offices, the Company services its OEM customers and manages its continuing programs of product design improvement and development.

The Company's customers award contracts that normally cover parts to be supplied for a particular vehicle model. Such contracts typically extend over the life of the model, which is generally four to seven years. The primary risk to the Company is that an OEM will produce fewer units of a model than anticipated. In addition, the Company competes for new business to supply parts for successor models and therefore runs the risk that the OEM will not select the Company to produce parts on a successor model. In order to reduce its reliance on any one model, the Company produces parts for a broad cross-section of both new and more mature models. The Company has been chosen as a supplier on a variety of generally successful car, light truck and van models. The following table presents a summary of the 1994 and 1995 models for which the Company is producing or will produce component parts.

COMPANY	1994/1995 MODELS
Ford	Escort, Explorer, Taurus, Sable, Aerostar, Windstar, Ranger, Continental, Cougar, Mark VIII, Bronco, Thunderbird, Town Car, Econoline, Crown Victoria, Grand Marquis, Mustang, Probe, Villager, F-Series Truck
Chrysler	LHS, LeBaron, Fifth Avenue, Imperial, Cherokee, Wrangler, Comanche, Voyager, Avenger, Sebring, Concorde, Intrepid, Vision, New Yorker, Dakota, Ram Truck, Ram Van/Wagon, Talon
General Motors	Cavalier, Sunbird, Vandura Van, APV Mini-Van, S-10 Truck, Saturn Coupe, Saturn Station Wagon
Nissan	Quest, Sentra GS, Nissan Truck
Mazda	MX6
Mitsubishi	Eclipse

Based on its ability to service its OEM customers' needs effectively, the Company believes it will be able to maintain its position on most existing models, while also expanding into new models as further consolidation in the OEM supplier base occurs. The Company believes that the presence of Transplants represents an attractive growth opportunity over the next decade. The Company is currently supplying products for Mazda, Nissan and Mitsubishi models. The Company believes that it is favorably positioned to increase its business with the Transplants because of the Company's reputation for technical innovation, quality excellence, reliability and competitive cost.

In the non-automotive markets, the Company sells various types of conventional window systems to North American OEMs of medium and heavy trucks, recreational vehicles and buses. The Company is the dominant supplier of wing ventilator windows for medium and heavy trucks manufactured in the United States and Canada. The Company's customers include Navistar, Freightliner, Volvo GM Heavy Truck Corp., Mack Truck, Paccar (Kenworth and Peterbilt models) and Ford. The Company supplies aluminum framed window systems to Fleetwood and Winnebago, the leading recreational vehicle OEMs in North America, as well as a number of other recreational vehicle manufacturers. The Company is the dominant supplier of metal framed window systems to intra and intercity bus OEMs.

The Company also manufactures preassembled doors for certain recreational vehicle OEMs and door systems for the Hummer tactical military vehicle.

The Company maintains separate sales and engineering groups at its corporate offices in Elkhart, Indiana to service these non-automotive markets. The Company has received "Supplier of the Year" and "Master of Quality" awards from Fleetwood and Freightliner, respectively, as well as recognition for quality and delivery accomplishments from other non-automotive OEMs. The Company believes that its cost competitiveness, quality excellence and design and engineering capabilities obtained in the automotive supply markets enable it to compete effectively in non-automotive markets as well.

COMPETITION

The Company operates in a highly competitive environment in each of its markets. The number of the Company's competitors in the automotive markets is expected to decrease due to the supplier consolidation resulting from changing OEM policies. The Company's major competitors include Donnelly Corporation, Libbey-Owens-Ford Co., Guardian Industries, Dura, Inc., Rockwell International, Hehr International, OEM internal operations and a large number of smaller operations.

The Company principally competes for new business both at the beginning of the development of new models and upon the redesign of existing models by its major customers. New model development generally begins two to four years prior to the marketing of such models to the public. Once a producer has been designated to supply parts to a new program, an OEM will generally continue to purchase those parts from the designated producer for the life of the program. Competitive factors in the market for the Company's products include product quality, design and engineering competence, customer service, product mix, new product innovation, cost and timely delivery. The Company believes that its business strategy allows it to compete effectively in the markets for its products.

The Company believes that it is well-positioned to succeed in this highly competitive supplier environment. The Company's size, emphasis on quality, customer service orientation, manufacturing expertise and technological leadership all contribute to the Company's success in the transportation supply industry.

RESEARCH, ENGINEERING AND DEVELOPMENT

The Company expended approximately $5.2 million, $5.5 million and $7.9 million on research, engineering and development during 1991, 1992 and 1993, respectively. These increased expenditures have improved significantly the Company's capacity to provide complete engineering and design services to support its product lines. The Company also has a corporate technical center in Elkhart, Indiana for basic research and development, as well as a large engineering and design staff in the Detroit area which works closely with automotive OEMs during all phases of new product development and production.

FOREIGN OPERATIONS

In addition to its domestic facilities described below, the Company owns a manufacturing facility in Aurora, Ontario, Canada and leases a manufacturing facility in Juarez, Mexico. The financial information concerning the Canadian operations of the Company is set forth in Notes 10 and 11 to the Company's Consolidated Financial Statements included elsewhere herein.

EMPLOYEES

The Company employs a total of approximately 3,500 persons, of whom approximately 20% are covered by collective bargaining agreements. The Company believes its relationship with its employees is good.

ENVIRONMENTAL MATTERS

The Company believes it is in substantial compliance with federal, state, local and foreign laws regarding discharge of materials into the environment and does not anticipate any material adverse effect on its future earnings, capital expenditures or competitive position as a result of compliance with such laws.

For a discussion of potential environmental liabilities, see "Management's Discussion and Analysis of Results of Operations and Financial Condition--Liquidity and Capital Resources" and Note 8 to the Company's Consolidated Financial Statements included elsewhere herein.

PRINCIPAL AND SELLING SHAREHOLDERS

Set forth below is certain information concerning (i) the only persons known to the Company, as of February 15, 1994 and as adjusted for the sale of the Common Shares offered hereby (assuming no exercise of the Underwriters' over-allotment option), to beneficially own 5% or more of the outstanding Common Shares and (ii) each Selling Shareholder. The percentages set forth for the Convertible Note Holders in the columns entitled "Percent of Class" are calculated by dividing the number of Common Shares listed for each Convertible Note Holder in the "Number of Shares" columns by the sum of (i) 10,577,936 Common Shares outstanding on February 15, 1994 and (ii) the number of Common Shares which the particular Convertible Note Holder has a right to acquire. The percentages therefore represent the maximum percentage of outstanding Common Shares that a particular Convertible Note Holder would own if only that Convertible Note Holder, and no other, had converted the Convertible Notes held by it. The percentages set forth for Common Shareholders are calculated assuming no conversion of any of the Convertible Notes. Accordingly, all of the percentages in the Percent of Class columns, including in particular the percentages applicable to shareholders which do not hold any Convertible Notes, are higher than they would be if some or all of the outstanding Convertible Notes of the Company had been converted.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER	BENEFICIAL OWNERSHIP PRIOR TO OFFERING: NUMBER OF SHARES	BENEFICIAL OWNERSHIP PRIOR TO OFFERING: PERCENT OF CLASS	SHARES TO BE SOLD IN OFFERING	BENEFICIAL OWNERSHIP AFTER OFFERING: NUMBER OF SHARES	BENEFICIAL OWNERSHIP AFTER OFFERING: PERCENT OF CLASS
<S>	<C>	<C>	<C>	<C>	<C>
COMMON SHAREHOLDERS					
Ford Motor Company (1).................. The American Road P.O. Box 1899 Dearborn, Michigan 48121	1,509,927	14.3%	1,509,927	0	0.0%
Ford Motor Company Fund (2)............. The American Road P.O. Box 1899 Dearborn, Michigan 48121	1,047,201	9.9%	1,047,201	0	0.0%
J.P. Morgan & Co. Incorporated (3)....... 23 Wall Street New York, New York 10015	1,210,000	11.4%	0	1,210,000	11.4%
NBD Bancorp, Inc. (4). 611 Woodward Avenue Detroit, MI 48226	626,806	5.9%	0	626,806	5.9%
CONVERTIBLE NOTE HOLDERS					
CIGNA Corporation (5). One Liberty Place Philadelphia, Pennsylvania 19101	821,535	7.2%	0	821,535	7.2%
CIGNA Mezzanine Partners II, L.P. (6).... 900 Cottage Grove Road	693,308	6.2%	0	693,308	6.2%

Bloomfield, Connecticut 06002					
Textron Investment Management Company, Inc. (7).............	756,773	6.7%	0	756,773	6.7%
40 Westminster Street Providence, Rhode Island 02903					

</TABLE>

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(1) Ford Motor Company has sole voting and investment power over the shares listed, although the Shareholders Agreement contains certain provisions with respect to the voting of Common Shares owned by the parties to the Shareholders Agreement. See "Background of Offering."

(2) In a Schedule 13D dated January 20, 1994 and delivered to the Company, the Ford Fund disclosed that it had acquired from Ford beneficial ownership of 1,047,201 Common Shares. The Ford Fund has the sole power to vote and to dispose of all such shares, although it has assumed certain obligations of Ford under the Shareholders Agreement with respect to the shares acquired by the Ford Fund from Ford. See "Background of Offering."

(3) In a Schedule 13G dated December 31, 1993 and delivered to the Company, J.P. Morgan & Co. Incorporated ("Morgan") disclosed that it and its subsidiaries had acquired beneficial ownership of 1,210,000 Common Shares. Morgan and/or its subsidiaries have the sole power to dispose of all such shares and sole power to vote 881,400 of such shares.

(4) In a Schedule 13G dated February 11, 1994 and delivered to the Company, NBD Bancorp, Inc. ("NBD") disclosed that it had acquired beneficial ownership of 626,806 Common Shares. NBD has sole voting power with respect to 610,656 of such shares, sole investment power with respect to 601,806 of such shares, and shared investment power with respect to 25,000 of such shares.

(5) Represents (i) 820,238 Common Shares which may be acquired on conversion of the Convertible Notes of the Company owned by Connecticut General Life Insurance Company ("CGLIC") (703,061 shares) and Life Insurance Company of North America (117,177 shares), two subsidiaries of CIGNA Corporation (collectively "CIGNA") and (ii) 1,297 Common Shares indirectly owned by CGLIC. CIGNA will have sole voting and investment power over any shares acquired upon conversion of such Convertible Notes. CIGNA disclaims beneficial ownership of the Common Shares indirectly owned by CGLIC, but may be deemed to have shared voting and investment power with respect to such Common Shares.

(6) Represents Common Shares which may be acquired on conversion of Convertible Notes owned by CIGNA Mezzanine Partners II, L.P. ("CMP"). CIGNA is the ultimate parent of the general partner of CMP. CMP will have sole voting and investment power over any shares acquired upon conversion of such Convertible Notes.

(7) Represents Common Shares which may be acquired on conversion of Convertible Notes owned by The Paul Revere Life Insurance Company (227,032 shares), The Paul Revere Protective Life Insurance Company (90,812 shares), Balboa Insurance Company (60,542 shares) and the Textron Collective Inv. Trust Fund B (378,387 shares), all of which are affiliates of Textron, Inc., the parent company of Textron Investment Management Company, Inc. ("TIMC"). TIMC is an investment adviser and will have sole voting and investment power over any shares acquired upon conversion of such Convertible Notes.

DESCRIPTION OF CAPITAL SHARES

The Company's authorized capital stock consists of 20,000,000 Common Shares, no par value, and 1,000,000 preferred shares, no par value.

COMMON SHARES

Holders of Common Shares are entitled to receive such dividends as the Board of Directors may declare out of funds legally available therefor. See "Dividends and Price Range of Common Shares." Holders of Common Shares are entitled to one vote per share on each matter submitted to the shareholders of the Company. Cumulative voting for election of directors is not permitted; consequently, the holders of more than 50% of the Common Shares can elect all of the directors of the Company. Upon a liquidation of the Company, after payment or provision for payment of all of the Company's obligations and payments, if any, to holders of preferred shares, the holders of the Common Shares share ratably in the remaining assets of the Company. The holders of Common Shares are not entitled to preemptive rights.

The outstanding Common Shares of the Company are, and the Common Shares offered hereby will be, fully paid and nonassessable.

Redemption Rights

The holders of Common Shares, except "Controlling Persons" (as defined below), have a right of redemption of their shares under certain circumstances pursuant to Article VII, Section 2 of the Company's Articles of Incorporation. A Controlling Person is defined as any person who acquires a 40% ownership interest in the Company and has acquired any portion of such interest in a hostile tender offer (i.e., a tender offer not approved by the Company's Board of Directors). In the event that (i) any person becomes a Controlling Person; (ii) any Controlling Person makes a further hostile tender offer or otherwise acquires an additional ownership interest in the Company; or (iii) a Controlling Person causes or permits the Board of Directors or management of the Company to merge or consolidate the Company with or sell the Company's assets to another corporation which is or will be controlled by the Controlling Person, every holder of Common Shares, other than the Controlling Person or a transferee of the Controlling Person, shall have the right, and the Company shall be obligated, to redeem his shares. The redemption price would be the greater of (i) the highest price or cash value paid by the Controlling Person in acquiring any of its shares at any time; (ii) the highest price of the Common Shares reported on the American Stock Exchange during the 18 months prior to one of the events which triggers the redemption right; or (iii) book value based on the latest annual report with quarterly adjustments. The right of redemption provided by Article VII, Section 2 of the Articles of Incorporation of the Company may not be amended, altered or repealed except on the affirmative vote of 85% of the outstanding Common Shares of the Company, but no amendment, alteration or repeal shall in any manner adversely affect any rights of redemption then in existence.

Indiana Statutes

In the event any person acquires 10% of the Company's Common Shares (an "Interested Shareholder"), then, for a period of five years after such acquisition, the Indiana Business Corporation Law (the "BCL") prohibits certain business combinations between the Company and such Interested Shareholder unless prior to the acquisition of such Common Shares by the Interested Shareholder, the Board of Directors of the Company approves of such acquisition of Common Shares or approves of such business combination. After such five-year period, only the following three types of business combinations between the Company and such an Interested Shareholder are permitted: (i) a business combination approved by the Board of Directors of the Company before the acquisition of Common Shares by the Interested Shareholder, (ii) a business combination approved by holders of a majority of the Common Shares not owned by the Interested Shareholder, and (iii) a business combination in which the shareholders receive a price for their Common Shares at least equal to a formula price based on the highest price per Common Share paid by the

Interested

Shareholder. In addition, certain accretions of voting power may result in an acquiring shareholder losing the right to vote the Common Shares acquired unless such voting power is approved by a majority of the disinterested Common Shares and, if authorized by an appropriate provision of the Company's articles of incorporation or by-laws adopted prior to the time the person becomes an Interested Shareholder, may permit the redemption of the acquiring shareholder's Common Shares. The Company has not adopted such redemption provisions.

The provisions of the BCL discussed above do not apply with respect to the acquisition of the Company's Convertible Notes or the acquisition of Common Shares upon conversion of the Convertible Notes.

REGISTRATION RIGHTS

Ford and the Ford Fund have exercised their right to require the Company to use its good faith reasonable efforts to register the Ford Shares for sale under the Securities Act. The holders of the Convertible Notes have the right to require the Company to register the Common Shares which may be acquired upon conversion of the Convertible Notes (the "Conversion Shares"). In addition, the holders of the Convertible Notes have the right to require the Company to register the Conversion Shares rather than any Common Shares proposed to be registered by the Company (except with respect to Common Shares proposed to be registered by the Company pursuant to a request from Ford or the Ford Fund) and have the right, under certain circumstances, to require the Company to register the Conversion Shares in addition to any Common Shares proposed to be registered by the Company. The holders of the Convertible Notes have elected not to exercise their registration rights with respect to this offering. Any exercise of such rights may adversely affect the Company's future ability to raise capital in the public markets.

PREFERRED SHARES

The Board of Directors in its discretion may from time to time issue preferred shares in series and is authorized to determine the designations, relative rights, preferences, qualifications, limitations and restrictions (other than voting rights) of any series, without further action or approval by the shareholders of the Company. Holders of preferred shares are entitled to one vote per share on each matter submitted to shareholders of the Company. No preferred shares are outstanding and the Company has no present plans for issuing any preferred shares.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Company's Common Shares is Chemical Bank, New York, New York.

UNDERWRITING

The Underwriters named below, for whom Dean Witter Reynolds Inc., Goldman, Sachs & Co. and J.P. Morgan Securities Inc. are acting as representatives (the "Representatives"), have severally agreed, subject to the terms and conditions of the Underwriting Agreement, to purchase from the Selling Shareholders the number of Common Shares set forth opposite their respective names:

<TABLE>

<CAPTION>

UNDERWRITERS	NUMBER OF COMMON SHARES
<S>	<C>
Dean Witter Reynolds Inc.	542,376
Goldman, Sachs & Co.	542,376
J.P. Morgan Securities Inc.	542,376
Bear, Stearns & Co. Inc.	60,000
Donaldson, Lufkin & Jenrette Securities Corporation	60,000
A. G. Edwards & Sons, Inc.	60,000
Lehman Brothers Inc.	60,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	60,000
Morgan Stanley & Co. Incorporated	60,000
PaineWebber Incorporated	60,000
Salomon Brothers Inc	60,000
Smith Barney Shearson Inc.	60,000
S. G. Warburg & Co. Inc.	60,000
Legg Mason Wood Walker Inc.	60,000
Barrington Research Associates, Inc	30,000
Cleary Gull Reiland & McDevitt Inc.	30,000
Dominick & Dominick, Incorporated	30,000
Furman Selz Incorporated	30,000
C.L. King & Associates	30,000
McDonald & Company Securities, Inc.	30,000
Muriel Siebert & Co., Inc.	30,000
The Ohio Company	30,000
Roney & Co.	30,000
Total	2,557,128

</TABLE>

The Underwriters are committed to purchase all of the Common Shares, if any Common Shares are purchased.

The Selling Shareholders and the Company have been advised by the Underwriters that the Underwriters propose to offer the Common Shares directly to the public at the public offering price set forth on the cover page of this Prospectus and to certain dealers (who may include Underwriters) at the public offering price less a concession not to exceed $.53 per share. Such dealers may reallow a concession not to exceed $.10 per share in sales to other dealers. After the initial public offering, the public offering price and concessions and reallowances to dealers may be changed by the Underwriters.

The Company and Ford have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933 (the "Securities Act"), or to contribute to payments that the Underwriters may be required to make in respect thereof.

The Company has granted the Underwriters an option, exercisable within 30 days from the date of this Prospectus, to purchase from the Company up to an additional 380,000 Common Shares at the same price

per share as the 2,557,128 Common Shares offered hereby, less underwriting discounts and commissions. The Underwriters may exercise the option only for the purpose of covering over-allotments, if any, made in connection with the distribution of the Common Shares to the public.

The Company has agreed that, until 120 days after the date of this

Prospectus, it will not, without the prior written consent of the Representatives, sell, offer to sell, issue, distribute, contract to sell or otherwise dispose of, directly or indirectly, any Common Shares or any options, rights or warrants with respect to any Common Shares or register for sale under the Securities Act, any Common Shares except for Common Shares offered hereby and except pursuant to the exercise of any currently outstanding rights, warrants or options of the Company described in this Prospectus, or upon conversion of the Company's outstanding Convertible Notes; provided that the Company may grant options or Common Shares under its 1994 Stock Compensation Plan and may sell Common Shares pursuant to its Employee Stock Purchase Plan, as such Plans are in effect on the date hereof. Further, all directors and officers of the Company have agreed not to offer, sell, contract or offer to sell, or otherwise dispose of, directly or indirectly, any Common Shares for a period of 120 days after the date hereof without the prior written consent of the Representatives.

LEGAL MATTERS

The validity of the issuance of the Common Shares being offered hereby will be passed upon for the Company by Sommer & Barnard, PC, Indianapolis, Indiana, counsel for the Company. James K. Sommer, a director of the Company, is a member of Sommer & Barnard. Mr. Sommer owns 3,501 Common Shares. Certain legal matters in connection with sale of the Ford Shares will be passed upon for the Selling Shareholders by John M. Rintamaki, Esq., Secretary, Ford. Certain legal matters in connection with the issuance of the Common Shares will be passed upon for the Underwriters by McDermott, Will & Emery, Chicago, Illinois.

EXPERTS

The financial statements as of December 31, 1993 and 1992 and for each of the three years in the period ended December 31, 1993 included in this Prospectus have been so included in reliance on the report of Price Waterhouse, independent accountants, given on the authority of said firm as experts in auditing and accounting.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Exchange Act and in accordance therewith files reports, proxy statements and other information with the Commission. Reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the following Regional Offices of the Commission: 7 World Trade Center, 13th Floor, New York, New York 10048 and Suite 1400, 500 West Madison, Northwestern Atrium, Chicago, Illinois 60606. Copies of such material can also be obtained from the Public Reference Section of the Commission, Room 1024, at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Such reports, proxy statements and other information concerning the Company can also be inspected at the offices of the American Stock Exchange, 86 Trinity Place, New York, New York 10006. This Prospectus constitutes a part of a registration statement on Form S-3 (together with all amendments and exhibits, the "Registration Statement") filed with the Commission under the Securities Act with respect to this offering. This Prospectus does not contain all of the information included in the Registration Statement. Reference is made to the Registration Statement for further information with respect to the Company and the Common Shares being offered hereby.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

<TABLE>

<CAPTION>

</TABLE>

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors
and Shareholders of
Excel Industries, Inc.

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of income, of shareholders' equity and of cash flows present fairly, in all material respects, the financial position of Excel Industries, Inc. and its subsidiaries at December 31, 1993 and 1992, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1993, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

As discussed in the notes to consolidated financial statements, effective January 1, 1992, the Company changed its method of accounting for postretirement health care benefits by adopting, on an immediate recognition basis, Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." The Company also changed its method of accounting for income taxes, effective January 1, 1992, by adopting Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes."

PRICE WATERHOUSE
South Bend, Indiana
February 17, 1994

EXCEL INDUSTRIES, INC.

CONSOLIDATED BALANCE SHEET

(AMOUNTS IN THOUSANDS)

<TABLE>
<CAPTION>

ASSETS	DECEMBER 31, 1993	DECEMBER 31, 1992
Current assets:		
Cash and short-term investments	$ 6,767	$ 27,510
Marketable securities	39,786	--
Accounts receivable--trade, less allowances of $725	23,485	16,222
- --related party	47,168	43,342
Customer tooling to be billed	9,161	5,887
Inventories	29,867	26,746
Prepaid expenses	6,113	4,764
Total current assets	162,347	124,471
Property, plant and equipment:		
Land	937	939
Buildings and improvements	21,902	21,135
Machinery and equipment	80,680	71,021
Accumulated depreciation	(53,773)	(51,031)
	49,746	42,064
Goodwill, net of accumulated amortization of $2,356 and $2,010, respectively	7,050	7,397
Deferred income taxes and other assets	10,173	8,164
	$229,316	$182,096

<CAPTION>

LIABILITIES AND SHAREHOLDERS' EQUITY	1993	1992
Current liabilities:		
Accounts payable--trade	$ 37,283	$ 28,460
--related party	9,700	13,601
Accrued liabilities:		
Salaries and wages	5,712	3,983
Income taxes	1,208	2,132
Other	12,130	14,403
Current installments on long-term debt	1,553	1,561
Total current liabilities	67,586	64,140
Long-term debt	35,094	34,592
Other long-term liabilities, primarily employee benefits	20,200	16,334
Commitments and contingent liabilities	--	--
Shareholders' equity:		
Preferred shares--no par value, 1,000 shares authorized, none issued	--	--
Common shares--no par value, 20,000 shares authorized; 10,575 and 8,558, respectively, issued and outstanding	87,537	57,282
Retained earnings	19,615	10,346
Unrecognized pension actuarial losses, net of tax	(716)	(598)
Total shareholders' equity	106,436	67,030
	$229,316	$182,096

</TABLE>

The accompanying notes are an integral part of this statement.

EXCEL INDUSTRIES, INC.

CONSOLIDATED STATEMENT OF INCOME

(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	1993	1992	1991
<S>	<C>	<C>	<C>
Net sales	$515,681	$426,873	$352,268
Costs and expenses:			
Cost of goods sold	463,943	383,258	321,058
Selling, administrative and engineering expenses	30,054	28,262	25,205
Restructuring charge	--	4,500	--
Interest expense	3,474	5,555	5,516
Other (income) expense, net	(2,015)	(713)	216
Total costs and expenses	495,456	420,862	351,995
Income before income taxes and cumulative effect of changes in accounting	20,225	6,011	273
Income tax provision	7,785	2,434	122
Income before cumulative effect of changes in accounting	12,440	3,577	151
Cumulative effect of adoption of SFAS 106 and 109.	--	3,195	--
Net income	$ 12,440	$ 382	$ 151
Net income (loss) per share:			
Before cumulative effect of changes in accounting:			
Primary	$ 1.23	$ .47	$ .02
Fully diluted	1.15	.47	.02
Cumulative effect of adoption of SFAS 106 and 109:			
Primary	--	(.42)	--
Fully diluted	--	(.42)	--
Net income:			
Primary	1.23	.05	.02
Fully diluted	1.15	.05	.02
Cash dividends per share	.30	.24	.24

</TABLE>

The accompanying notes are an integral part of this statement.

EXCEL INDUSTRIES, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(AMOUNTS IN THOUSANDS)

<TABLE>
<CAPTION>

	COMMON SHARES ISSUED AND OUTSTANDING	COMMON SHARES	RETAINED EARNINGS	UNRECOGNIZED PENSION ACTUARIAL LOSSES	CUMULATIVE TRANSLATION ADJUSTMENT	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 1990	6,466	$35,949	$13,298	$(592)	$671	$ 49,326
Net income			151			151
Dividends			(1,558)			(1,558)
Stock options exercised	17	84				84
Shares issued under employee stock purchase plan	19	160				160
Unrecognized pension actuarial losses, net of tax				(12)		(12)
Effect of exchange rate changes					30	30
Balance at December 31, 1991	6,502	36,193	11,891	(604)	701	48,181
Net income			382			382
Dividends			(1,927)			(1,927)
Share offering	2,013	20,759				20,759
Stock options exercised	29	200				200
Shares issued under employee stock purchase plan	14	130				130
Unrecognized pension actuarial losses, net of tax				6		6
Effect of exchange rate changes					(701)	(701)
Balance at December 31, 1992	8,558	57,282	10,346	(598)	--	67,030
Net income			12,440			12,440
Dividends			(3,171)			(3,171)
Share offering	2,000	30,019				30,019
Stock options exercised	8	51				51
Shares issued under employee stock purchase plan	9	185				185
Unrecognized pension actuarial losses, net of tax				(118)		(118)
Balance at December 31, 1993	10,575	$87,537	$19,615	$(716)	$ --	$106,436

</TABLE>

The accompanying notes are an integral part of this statement.

EXCEL INDUSTRIES, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(AMOUNTS IN THOUSANDS)

	YEAR ENDED DECEMBER 31, 1993	1992	1991
Cash flows from operating activities:			
Net income	$ 12,440	$ 382	$ 151
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	10,145	10,082	10,637
Deferred income taxes	548	(3,837)	(2,207)
Cumulative effect of changes in accounting	--	3,195	--
Other	3,443	2,661	939
Changes in current assets and liabilities:			
Accounts receivable and prepaid expenses	(13,418)	(17,169)	1,176
Inventories and customer tooling	(6,395)	6,774	4,286
Accounts payable and accrued liabilities	3,454	19,067	849
Total adjustments	(2,223)	20,773	15,680
Net cash provided by operating activities	10,217	21,155	15,831
Cash flows from investing activities:			
Purchase of property, plant and equipment	(18,104)	(4,687)	(9,670)
Investment in marketable securities, net	(39,786)	--	--
Other	(648)	461	3,810
Net cash used for investing activities	(58,538)	(4,226)	(5,860)
Cash flows from financing activities:			
Issuance of common shares	30,255	21,089	244
Payments of long-term debt	(2,001)	(14,615)	(4,207)
Dividends	(3,171)	(1,927)	(1,558)
Issuance of long-term debt	2,495	--	--
Net cash provided by (used for) financing activities	27,578	4,547	(5,521)
Net change in cash and short-term investments	(20,743)	21,476	4,450
Cash and short-term investments at beginning of period	27,510	6,034	1,584
Cash and short-term investments at end of period	$ 6,767	$ 27,510	$ 6,034
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the year for:			
Interest	$ 3,308	$ 6,081	$ 5,634
Income taxes, net of refunds	7,996	6,602	281

The accompanying notes are an integral part of this statement.

EXCEL INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS

Excel Industries, Inc. (Company) is engaged in the manufacture and sale of a broad line of window assemblies, manual and electric window regulators, upper door frames and injection molded thermoplastic parts. The Company's products are used in the manufacture of automobiles, heavy and light trucks, buses and recreational vehicles.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions, profits and balances are eliminated.

Net income per share

Primary net income per share is computed using the weighted average number of shares outstanding during the period. Shares used to compute primary net income per share were 10,122,000 for 1993, 7,553,000 for 1992 and 6,488,000 for 1991.

Fully diluted earnings per share assumes, when dilutive, the conversion of the 10% convertible subordinated notes which were issued on January 2, 1990.

Stock dividends and splits are given retroactive effect in computing the weighted average number of shares outstanding during the period.

Short-term investments and marketable securities

Short-term investments amounting to $5,771,000 at December 31, 1993 consist of investments generally in money market funds.

Marketable securities consist of U.S. Government securities, tax-free municipal securities and municipal fund par value preferred shares with maturities generally longer than 90 days.

Such investments are carried at cost which approximates market.

Other income includes interest income of $1,916,000 in 1993, $1,010,000 in 1992 and $674,000 in 1991.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined using the last-in, first-out (LIFO) method for domestic inventories and the first-in, first-out (FIFO) method for Canadian inventories.

Properties

Plant and equipment are carried at cost and include expenditures for new facilities and those which substantially increase the useful lives of existing plant and equipment.

Depreciation

The Company provides for depreciation of plant and equipment using methods and rates designed to amortize the cost of such equipment over its useful life. Depreciation is computed principally on accelerated

EXCEL INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

methods for new plant and equipment and the straight-line method for used equipment. The estimated useful lives range from 10 to 40 years for buildings and improvements and 2 to 20 years for machinery and equipment.

Goodwill

The excess of purchase price over the fair value of net assets of acquired businesses (goodwill) is amortized on a straight-line basis over 20 to 40 years.

Income taxes

Deferred income taxes are provided using the liability method in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes."

3. RESEARCH, ENGINEERING AND DEVELOPMENT

Research, engineering and development expenditures charged to operations approximated $7,913,000 in 1993, $5,518,000 in 1992 and $5,200,000 in 1991.

4. RESTRUCTURING CHARGE

In the fourth quarter of 1992, the Company provided a reserve of $4,500,000 for restructuring costs. The charge was equivalent to $2,900,000, or 34 cents per share, after taxes. This charge represented estimated costs to downsize its Aurora, Ontario, Canada plant and relocate production of certain light truck and van windows to other manufacturing plants of the Company. A total of $1,010,000 was incurred in 1993 to transfer a portion of the planned production.

5. INVENTORIES

Inventories consist of the following:

	DECEMBER 31, 1993	DECEMBER 31, 1992
	(000 OMITTED)	
Raw materials	$17,948	$15,302
Work in process and finished goods	12,378	11,699
LIFO reserve	(459)	(255)
	$29,867	$26,746

6. PENSION AND OTHER EMPLOYEE BENEFIT PLANS

Pension and profit sharing plans

The Company and its subsidiaries provide retirement benefits to substantially all employees through various pension, savings and profit sharing plans. Defined benefit plans provide pension benefits that are based on the employee's final average salary for salaried employees and stated amounts for each year of credited service for hourly employees. Contributions and costs for the Company's various other benefit plans are generally determined based on the employee's annual salary. Total expense relating to the Company's various retirement plans aggregated $2,199,000 in 1993, $2,102,000 in 1992 and $1,712,000 in 1991.

Components of net pension expense for all defined benefit pension plans are as follows:

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	1993	1992	1991
	(000 OMITTED)		
<S>	<C>	<C>	<C>
Service cost	$ 1,319	$ 1,312	$ 1,243
Interest cost	1,344	1,245	1,137
Actual return on assets	(617)	(1,242)	(1,139)
Net amortization and deferral	(582)	190	222
Net defined benefit pension expense	$ 1,464	$ 1,505	$ 1,463

</TABLE>

The funded status of defined benefit pension plans is as follows:

<TABLE>
<CAPTION>

	DECEMBER 31,	
	1993	1992
	(000 OMITTED)	
<S>	<C>	<C>
Plan assets at fair value	$15,844	$14,868
Projected benefit obligations	20,421	17,869
	(4,577)	(3,001)
Unrecognized costs	1,862	472
Net accrued pension costs	$(2,715)	$(2,529)
Actuarial present value of:		
Vested benefit obligations	$15,644	$13,853
Accumulated benefit obligations	$16,655	$14,815
Major assumptions:		
Discount rate	7.5%	8%
Rate of increase in compensation	5%	5% to 8%
Expected rate of return on plan assets	8%	8%

</TABLE>

It is generally the Company's policy to fund the ERISA minimum contribution requirement. Plan assets are invested primarily in corporate equity securities and bonds and insurance annuity contracts.

Supplemental and other postretirement benefits

In addition to providing pension benefits, the Company provides certain health care benefits to substantially all active employees and postretirement health care benefits to management employees. The Company is primarily self-insured for such benefits and prior to 1992 followed the practice of expensing such benefits on a pay-as-you-go basis.

In 1992, the Company adopted the provisions of SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." The Company elected to immediately recognize the Accumulated Postretirement Benefit Obligation (APBO) as of January 1, 1992 in the amount of $6,447,000 (approximately $4,000,000 after-tax, or 61 cents per share).

Summary information on the Company's plan is as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1993	DECEMBER 31, 1992
	(000 OMITTED)	
<S>	<C>	<C>
Retirees	$1,504	$1,060
Retirement-eligible actives	968	1,245
Other active participants	6,077	5,402
Unrecognized gain	407	--
Accrued liability	$8,956	$7,707

</TABLE>

Accrued postretirement benefit cost

The Company plans to continue the policy of funding these benefits on a pay-as-you-go basis. The components of net periodic postretirement benefit cost are as follows:

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31, 1993	YEAR ENDED DECEMBER 31, 1992
	(000 OMITTED)	
<S>	<C>	<C>
Service costs, benefits attributed to employee service during the year	$ 821	$ 750
Interest cost on accumulated postretirement benefit obligation	578	510
Net periodic postretirement benefit cost	$1,399	$1,260

</TABLE>

The discount rate used in determining the APBO was 7.75% in 1993 and 8% in 1992. The assumed health care cost trend rate used in measuring the accumulated postretirement benefit obligation was 10.25% declining by 1% per year to a rate of 6.25%. An increase of 1% in the health care cost trend rate would increase the accrued postretirement benefit cost at December 31, 1993 by $2,066,000 and the 1993 annual expense by $384,000.

7. LONG-TERM DEBT

Following is a summary of long-term debt of the Company:
<TABLE>
<CAPTION>

	DECEMBER 31,	
	1993	1992
	(000 OMITTED)	
<S>	<C>	<C>
10% convertible subordinated notes	$30,000	$30,000
Industrial revenue bonds	5,383	4,533
Capital lease obligations	1,264	1,620
	36,647	36,153
Current portion	(1,553)	(1,561)
	$35,094	$34,592

</TABLE>

During 1992, the Company prepaid the balance owing on its guaranteed senior notes and was subject to a prepayment premium of approximately $1,300,000. Such amount is included in the accompanying income statement in interest expense.

The convertible notes are due on December 1, 2000 and require aggregate prepayments of $8,000,000 in 1996, $7,000,000 in 1997, $6,000,000 in 1998, $5,000,000 in 1999 and $4,000,000 in 2000. The holders of the notes have the option to convert their notes at any time into common shares of the Company at a current

conversion price of $13.214 per share. The notes are subject to prepayment at the option of the Company if the market value of the Company's common shares equals or exceeds 150% of the conversion price for a specified period. The note agreements provide for maintaining a current ratio of 1.5 to 1, restrict the amount of additional borrowings and limit the amount of dividends that can be paid. Currently the Company has available for payment of dividends $19,615,000 of retained earnings.

The industrial revenue bonds bear interest at rates of interest tied to short-term Treasury rates. Certain plant and equipment purchased with the proceeds of the bonds collateralize these obligations.

The Company had available unused lines of credit of approximately $6,300,000 at December 31, 1993.

Long-term debt maturities are $1,553,000 in 1994, $1,358,000 in 1995, $9,557,000 in 1996, $8,072,000 in 1997, $6,580,000 in 1998 and $9,527,000 thereafter.

8. CONTINGENCIES

A chemical cleaning compound, trichloroethylene (TCE), has been found in the soil and groundwater on the Company's property in Elkhart, Indiana, and, in 1981, TCE was found in a well field of the City of Elkhart in close proximity to the Company's facility. The Company has been named as one of nine potentially responsible parties (PRPs) in the contamination of this site.

The United States Environmental Protection Agency (EPA) and the Indiana Department of Environmental Management (IDEM) have conducted a preliminary investigation and evaluation of the site and have undertaken temporary remedial action in the nature of air-stripping towers.

In early 1992, the EPA issued a Unilateral Order under Section 106 of the Comprehensive Environmental Response, Compensation and Liability Act which required the Company and other PRPs to undertake remedial work. The Company and the other PRPs have reached an agreement regarding the funding of groundwater monitoring and the operation of the air-strippers as required by the Unilateral Order. The Company was required to install and operate a soil vapor extraction system to remove TCE from the Company's property. As of February 1, 1994, the Company has installed and is operating the equipment pursuant to the Unilateral Order. In addition, the EPA and IDEM have asserted a claim for reimbursement of their investigatory costs and the costs of installing and operating the air-strippers on the municipal well field (the EPA Costs). On February 22, 1993, the United States filed a lawsuit in the United States District Court for the Northern District of Indiana against eight of the PRPs, including the Company. On July 20, 1993, IDEM joined in the lawsuit. The lawsuit seeks recovery of the costs of enforcement, prejudgment interest and an amount in excess of $6.8 million, which represents costs incurred to date by the EPA and IDEM, and a declaration that the eight defendant PRPs are liable for any future costs incurred by the EPA and IDEM in connection with the site.

The Company does not believe the annual cost to the Company of monitoring groundwater and operating the soil vapor extraction system and the air-strippers will be material. Each of the PRPs, including the Company, is jointly and severally liable for the entire amount of the EPA Costs. Certain PRPs, including the Company, are currently attempting to negotiate an agreed upon allocation of such liability. The Company believes that adequate provisions have been recorded for its costs and its anticipated share of EPA Costs and that its cash on hand, unused lines of credit or cash from operations are sufficient to fund any required expenditures.

The EPA has also named the Company as a PRP for costs at three other disposal sites. It has also asked the Company for information about contamination at other sites. The Company believes it either has no liability as a responsible party or that adequate provisions have been recorded for any costs to be incurred.

There are claims and pending legal proceedings against the Company and its subsidiaries with respect to taxes, workers' compensation, warranties and other matters arising out of the ordinary conduct of the business. The ultimate result of these claims and proceedings at December 31, 1993 is not determinable, but, in the opinion of management, adequate provision for anticipated costs has been made or insurance coverage exists to cover such costs.

9. LEASES

The Company leases certain of its manufacturing facilities, sales offices, transportation and other equipment. Total rental expense for all leases was approximately $3,416,000 in 1993, $2,998,000 in 1992 and $2,123,000 in 1991. Future minimum lease payments under noncancellable operating leases are $1,341,000 in 1994, $1,055,000 in 1995, $826,000 in 1996, $753,000 in 1997 and $143,000 in 1998.

10. INCOME TAXES

Effective January 1, 1992, the Company adopted SFAS No. 109, "Accounting for Income Taxes." This statement mandates the liability approach for computing deferred income taxes similar to SFAS No. 96 previously followed by the Company. The cumulative effect of the change was to increase first quarter 1992 earnings by $800,000 (12 cents per share). The change had no impact on the 1992 income tax provision. Prior year financial statements have not been restated.

Pre-tax income (loss) reported by U.S. and foreign subsidiaries was as follows:

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	1993	1992	1991
	(000 OMITTED)		
<S>	<C>	<C>	<C>
United States..................................	$17,933	$ 8,688	$ 1,835
Foreign..	2,292	(2,677)	(1,562)
	$20,225	$ 6,011	$ 273

</TABLE>

The provision (benefit) for income taxes is summarized below:

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	1993	1992	1991
	(000 OMITTED)		
<S>	<C>	<C>	<C>
Current:			
U.S. federal................................	$6,049	$ 5,007	$ 1,615
Foreign.....................................	465	38	--
State.......................................	645	1,226	714
	7,159	6,271	2,329
Deferred:			
U.S. federal................................	(317)	(1,922)	(1,388)
Foreign.....................................	941	(1,256)	(685)
State.......................................	2	(659)	(134)
	626	(3,837)	(2,207)
	$7,785	$ 2,434	$ 122

</TABLE>

EXCEL INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Deferred income taxes are provided for the temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities. At December 31, 1993, current deferred income tax assets of $2,886,000 are classified as prepaid expenses, long-term U.S. deferred income tax assets of $6,094,000 are classified as other assets and $627,000 of long-term foreign deferred income tax liabilities are classified as other long-term liabilities. Deferred income taxes are comprised of the following:

	DECEMBER 31, 1993	DECEMBER 31, 1992
	(000 OMITTED)	
Gross deferred tax liabilities:		
Property, plant and equipment	$ 2,257	$ 2,571
Inventories	436	308
Other	680	564
	3,373	3,443
Gross deferred tax assets:		
Postretirement benefit obligations	6,296	5,046
Restructuring reserve	1,103	1,655
Other accrued liabilities	3,708	4,210
Loss carryforwards	619	1,453
	11,726	12,364
Net deferred tax assets	$ 8,353	$ 8,921

The provision for income taxes computed by applying the federal statutory rate to income before income taxes is reconciled to the recorded provision as follows:

	YEAR ENDED DECEMBER 31, 1993	1992	1991
	(000 OMITTED)		
Tax at United States statutory rate	$7,079	$2,044	$ 93
State income taxes, net of federal benefit	421	374	383
Canadian rate differential on income (losses)	344	(134)	(154)
Other	(59)	150	(200)
	$7,785	$2,434	$ 122

Provision has been made for U.S. and Canadian taxes on undistributed earnings of the Company's Canadian subsidiary.

The Company possesses approximately $10,570,000 of U.S. state income tax loss carryforwards. U.S. state loss carryforwards expire to the extent of $1,002,000 in the year 2005, $4,758,000 in 2006 and $4,810,000 in 2007.

11. SEGMENT INFORMATION AND MAJOR CUSTOMERS

The Company operates in predominately one industry segment: the design, engineering and manufacture of certain components sold to manufacturers in the ground transportation industry.

The Company, through its subsidiaries, operates primarily in two countries: the United States and Canada. The Company's Canadian subsidiary had net sales of $36,074,000 in 1993, $29,421,000 in 1992 and $21,735,000 in 1991. Total assets of the Canadian subsidiary were approximately $9,416,000 and $12,538,000 at December 31, 1993 and 1992, respectively. Intercompany sales were insignificant.

Sales to three major customers, Ford Motor Company, Chrysler Corporation and General Motors Corporation, were approximately 72%, 11% and 4%, respectively, of the Company's net sales in 1993 as compared to 73%, 9% and 4% in 1992 and 69%, 8% and 8% in 1991. Accounts receivable from General Motors Corporation and Chrysler Corporation approximated 68% of trade accounts receivable at December 31, 1993 and 48% at December 31, 1992. Amounts due from Ford Motor Company are classified as "accounts receivable, related party" in the Company's balance sheet at December 31, 1993 and December 31, 1992. Sales to customers outside of the United States and Canada were not significant.

12. COMMON SHARES

The Company has an incentive stock option plan covering key employees which was approved by shareholders in 1984. The plan provides that options may be granted at not less than fair market value and if not exercised, expire 10 years from the date of grant. At December 31, 1993, there were reserved 48,590 shares for the granting of options and options outstanding for 19,250 shares at an average exercise price of $6.59. During 1993, options for 7,875 shares were exercised at an average exercise price of $6.44. There were no options granted nor did any options expire during 1993.

The Company has an employee stock purchase plan and has reserved 353,717 common shares for this purpose. The plan allows eligible employees to authorize payroll withholdings which are used to purchase common shares from the Company at ninety percent (90%) of the closing price of the common shares on the date of purchase. Through December 31, 1993, 96,296 common shares had been issued under the plan.

The Company has reserved 2,270,319 common shares for possible future issuance in connection with its $30,000,000 convertible notes issued on January 2, 1990.

13. RELATED PARTY TRANSACTIONS

Ford Motor Company owned 24% of the Company's common shares at December 31, 1993, 30% at December 31, 1992 and 40% at December 31, 1991. On January 11, 1994, Ford Motor Company donated 1,047,201 of the Company's common shares to the Ford Motor Company Fund. On January 13, 1994, Ford Motor Company and the Ford Motor Company Fund announced their intention to dispose of their combined 24% ownership in the Company through a secondary public offering. Ford officials stated that the disposition of common shares would not impact the customer-supplier relationship between Ford and the Company. Significant related party transactions are as follows:

	YEAR ENDED DECEMBER 31,		
	1993	1992	1991
	(000 OMITTED)		
Product sales	$373,000	$311,000	$244,000
Product purchases	124,000	77,000	58,000

EXCEL INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONCLUDED)

14. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following table sets forth in summary form the quarterly results of operations for the years ended December 31, 1993 and 1992.

	1993			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
	(000 OMITTED EXCEPT PER SHARE AMOUNTS)			
Net sales	$127,340	$138,875	$114,888	$134,578
Gross profit	14,295	16,044	10,015	11,384
Net income	3,422	4,491	1,650	2,877
Net income per share:				
Primary	$ .39	$ .43	$ .16	$ .27
Fully diluted	.35	.38	.16	.26

	1992			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
Net sales	$ 98,432	$113,038	$102,516	$112,887
Gross profit	10,258	12,603	9,635	11,119
Income (loss) before changes in accounting	1,295	2,445	657	(820)
Cumulative effect of adoption of SFAS Nos. 106 and 109	(3,195)	--	--	--
Net income (loss)	(1,900)	2,445	657	(820)
Net income (loss) per share before changes in accounting:				
Primary	$ .20	$ .37	$ .08	$ (.10)

Fully diluted.....................	.20	.33	.08	(.10)
Cumulative effect of changes in accounting:				
Primary...........................	(.49)	--	--	--
Fully diluted.....................	(.49)	--	--	--
Net income (loss):				
Primary...........................	(.29)	.37	.08	(.10)
Fully diluted.....................	(.29)	.33	.08	(.10)

</TABLE>

EXCEL INDUSTRIES, INC.

LOGO

2,557,128
COMMON SHARES

PROSPECTUS

DEAN WITTER REYNOLDS INC.

GOLDMAN, SACHS & CO.

J.P. MORGAN SECURITIES INC.

MARCH 17, 1994

GRAPHIC MATERIAL CROSS-REFERENCE PAGE

PHOTO OF MODULAR WINDOWS APPEARS ON PAGE 2A.

PHOTO OF CONVENTIONAL WINDOWS APPEARS ON PAGE 2A.

PHOTO OF WINDOW REGULATORS APPEARS ON PAGE 2A.

PHOTO OF MASS TRANSIT WINDOWS APPEARS ON PAGE 2A.

PHOTO OF RV WINDOWS APPEARS ON PAGE 2B.

PHOTO OF VEHICLE DOOR SYSTEMS APPEARS ON PAGE 2B.

PHOTO OF INJECTION MOLDED PARTS APPEARS ON PAGE 2B.

COMPANY LOGO APPEARS ON PAGE 2A.