

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
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FILER

TRANS INDUSTRIES INC

CIK: **99102** | IRS No.: **132598139** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-04539** | Film No.: **05791196**
SIC: **3990** Miscellaneous manufacturing industries

Mailing Address

2637 ADAMS ROAD
2637 ADAMS ROAD
ROCHESTER HILLS MI 48309

Business Address

2637 N ADAMS RD
ROCHESTER HILLS MI 48309
2488521990

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2004
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-4539

TRANS-INDUSTRIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

13-2598139
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1780 Opdyke Court, Auburn Hills, MI
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

48326
(ZIP CODE)

Registrant's telephone number, including area code: (248) 364-0400

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

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, par value \$.10 per share	NASDAQ SmallCap Market

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

INDICATE BY CHECK MARK IF THE REGISTRANT IS AN ACCELERATED FILER (AS DEFINED IN RULE 12B-2 OF THE ACT). YES NO

As of June 30, 2004, there were 3,139,737 shares of Common Stock outstanding and the aggregate market value of the Common Stock held by non-affiliates of the registrant (based upon the last sale price on the NASDAQ SmallCap Market) was \$3,959,309.

EXPLANATORY NOTE

On April 15, 2005, Trans-Industries, Inc. ("Trans-Industries" or the "Company"), filed with the Securities and Exchange Commission (the "SEC") its Annual Report on the Form 10-K for the year ending December 31, 2004. In accordance with General Instruction G to the Form 10-K, the information required by Items 10, 11, 12, 13 and 14 of Part III was not included in the body of the Form 10-K as filed, but was incorporated by reference to the Company's proxy statement. The Company is not in fact filing its proxy statement within the 120-day period required in order to incorporate by reference information from the proxy statement, and accordingly the Company is filing this Form 10-K/A

("Amendment No. 1") to amend the Form 10-K for the purpose of providing the information required by Items 10, 11, 12, 13 and 14 of Part III of Form 10-K. In addition, Item 9A of Part II is amended and restated in its entirety as set forth below. Unless otherwise expressly stated, this Amendment No. 1 does not reflect events occurring after the filing of the original Form 10-K, or modify or update in any way disclosures contained in the original Form 10-K, other than with regard to Item 9A as set forth below.

PART II

ITEM 9A. CONTROLS AND PROCEDURES.

As of December 31, 2004, an evaluation was carried out under the supervision and with the participation of the Company's management, including our then acting Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 (e) and 15d-15 (e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were not effective during the quarter ended December 31, 2004.

This determination was made because of our then acting Chief Executive Officer and Chief Financial Officer's belief that the Company's resources were insufficient to address its financial reporting requirements in a timely fashion during the quarter ended December 31, 2004. The Company has had to extend the filing deadlines for this Form 10-K, its fiscal year 2003 Form 10-K, its September 30, 2003 Form 10-Q and three of its fiscal year 2004 Form 10-Qs because it lacked the resources to address the financial reporting related to significant and complex business transactions.

In particular, the Company has suffered from insufficient personnel resources. Additionally, the Company has struggled with complying with the increased reporting requirements that have resulted from the Sarbanes-Oxley Act and new National Association of Security Dealers, Inc. ("NASD") rules. Areas of the Company's internal controls and procedures that are insufficient include inventory quantity determination, inventory valuation, revenue recognition, warranty obligations, controls over fair value of equity securities, basic controls over the accuracy of general ledger information and controls over accounting for income taxes and required disclosure. Certain of these areas were recently brought to the our attention by the Company's auditors and we are currently assessing these areas. The Company's internal controls and procedures are also ineffective in ensuring that material information relating to the Company is made known to the our Chief Executive Officer and Chief Financial Officer by others within the Company.

Specifically, our independent auditors have advised the Company that internal controls over the following aspects of the Company's accounting are insufficient or non-existent and represent reportable conditions that they believe to be material weaknesses: inventory quantity determination, inventory valuation, revenue recognition, warranty obligations, controls over fair value of equity securities, basic controls over the accuracy of general ledger information and controls over accounting for income taxes and required disclosure.

The Company reported in its September 30, 2004 Form 10-Q that as a part of its evaluation of internal controls and procedures, it expected that Company personnel would have additional time to devote to financial reporting in the fourth quarter of 2004, that an employee was added to the Company's staff responsible for compliance with reporting obligations in November 2004, and that the Company expected that its disclosure controls and procedures would be fully effective during the fourth quarter of 2004 or soon thereafter. However, the additional staff and employee time was insufficient to provide the company with necessary resources to adequately address its internal controls and procedures. In addition, Company staff utilized additional time to adjust to the procedures of its new auditor.

The Company, including its new Chief Executive Officer appointed on March 16, 2005, is continuing to evaluate its resources for addressing its financial reporting and making appropriate changes to provide sufficient resources and time to

prepare and file periodic reports within the time periods specified in Securities and Exchange Commission ("SEC") rules and regulations and provide for reviews by management, the Audit Committee and the Board of Directors. Our Chief Executive Officer and Chief Financial Officer are, in connection with the

evaluation, reviewing our personnel, resources and disclosure controls and procedures. The evaluation is intended to lead to changes that will ensure that our disclosure controls are effective at a reasonable assurance level. Specifically, the evaluation is aimed at ensuring that our disclosure controls are effective for gathering, analyzing and disclosing in a timely manner the information we are required to disclose in our reports filed under the Securities Exchange Act of 1934.

There were no changes in the Company's internal controls over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. However, as noted above, the Company has taken, and is continuing to take, certain actions designed to enhance the Company's internal control over financial reporting and its disclosure controls and procedures.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

The persons named in the table below are all of the current directors and executive officers of the Company. The information concerning the nominees and their security holdings has been furnished to the Company by the nominees.

<TABLE>
<CAPTION>

NAME AND AGE -----	PRINCIPAL OCCUPATION AND NAME OF ORGANIZATION IN WHICH CARRIED ON -----	DIRECTOR AND/OR OFFICER SINCE -----
<S> Richard A. Solon (51)	<C> Chairman of the Board, Chief Executive Officer and President of the Company	<C> 2004
Dale S. Coenen (76)	Director, private investor, retired as Chairman of the Board and Chief Executive Officer of the Company in March 2005	1967
Harry E. Figgie, Jr. (81)	Director, private investor, Chairman of the Board, Clark-Reliance Corporation, a manufacturer of liquid flow meters and valves	2000
Robert J. Ruben (81)	Director, retired judge, arbitrator, retired as Secretary Of the Company in June, 2001	2001
James O'Brien (60)	Director, Managing Director of Catapult Advisors, LLC, an investment advisory company	2004
H. Sean Mathis (58)	Director, President of Litchfield Asset Holdings, an investment advisory company, and Managing Director of Miller, Mathis & Co., LLC, a restructuring investment banking firm	2005

</TABLE>

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<TABLE>
<CAPTION>

NAME AND AGE -----	PRINCIPAL OCCUPATION AND NAME OF ORGANIZATION IN WHICH CARRIED ON -----	DIRECTOR AND/OR OFFICER SINCE -----
<S> Kai Kosanke (54)	<C> Chief Financial Officer and Vice President of the Company	<C> 1987
Robert P. Anderson (45)	Secretary of the Company and	2002

</TABLE>

Each of the directors and executive officers has been engaged in the principal occupation set forth above for more than the past five years except for Mr. O'Brien, Mr. Solon and Mr. LaCombe. Mr. O'Brien, prior to being Managing Director for Catapult Advisors, LLC beginning in January 2003, was the owner of The Wellston Group, a consulting group from 1995 to December 2002; and Chief Operating Officer of Swingster Company, a manufacturer and distributor of corporate logo merchandise, from 1994 through 1995. Additionally, Mr. O'Brien serves on the Board of Directors of Young Innovations, Inc. and has done so since 1998. Young Innovations develops, manufactures, and markets supplies and equipment used to facilitate the practice of dentistry and to promote oral health. Mr. Solon, from 2000 to 2004 was president and CEO of Orion Bus Industries, a manufacturer of transit buses. Prior to his employment with Orion, Mr. Solon was president of Snorkel International, a manufacturer of aerial lift equipment. Mr. LaCombe in the year 2001 was controller for Hicks Construction Company; and was a staff accountant for Plante & Moran PLLC for the years 1999 to 2001.

MEETINGS OF THE BOARD OF DIRECTORS

In addition to various informal conferences and meetings, the Board of Directors held six regular meetings during 2004. Mr. Dale S. Coenen and Mr. Robert Ruben attended all of such meetings. Mr. Harry E. Figgie Jr., Mr. Richard A. Solon and Mr. James O'Brien did not attend the first meeting held in 2004 as they were not directors at that time. Of the remaining five meetings, Mr. Solon and Mr. O'Brien attended all such meetings and Mr. Figgie attended four of the meetings.

TERMS OF DIRECTORS

Each of the directors was elected at the 2004 Annual Meeting of Stockholders until the next annual meeting and until their successors have been elected and qualified.

INDEPENDENCE OF BOARD MEMBERS

The Board of directors reviews the independence of its members on an annual basis. No director will be deemed to be independent unless the Board affirmatively determines that the director in question has no material relationship with the Company, directly or as an officer, stockholder, member or partner of an organization that has a material relationship with the Company. The Board observes all criteria for independence established by NASDAQ (where the Company's common stock is listed for trading) and other applicable laws and regulations.

In its annual review of director independence, the Board considers all commercial, banking, consulting, legal, accounting, charitable or other business relationships any director may have with the Company. As a result of its annual review in 2004, the Board determined that all of the directors were independent, with the exception of Messrs. Richard A. Solon and Dale S. Coenen because they were executive officers of the Company. Mr. Solon continues to be an executive officer, while Mr. Coenen, who retired as an executive officer in March 2005, cannot be considered an independent director under NASD rules because he was an executive officer in within the three past fiscal years. In making its independence determination with respect to Harry E. Figgie, Jr., the Board considered (i) Mr. Figgie's ownership of shares of Common Stock, (ii) certain arrangements pursuant to which Mr. Figgie or an affiliate of his may acquire additional shares of capital stock of the Company, and (iii) certain arrangements to which Mr. Figgie or an affiliate of his is a party that relate to voting of shares of capital stock of the Company that include provisions which provide Mr. Figgie or his affiliates with the right to elect one-half of the Board of Directors, control the selection of individuals for certain management positions and certain other rights that relate to voting of shares of capital stock of the Company and/or grant

certain rights with respect to the Company to Mr. Figgie or an affiliate of his. See the disclosure in Item 13 of this Amendment for more information on Mr. Figgie's situation.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has four standing committees: (i) an Audit Committee; (ii) a Compensation Committee (iii) a Nomination Committee and (iv) a Management Committee.

The Audit Committee is currently composed of James O'Brien (Chairman), H. Sean Mathis, and Robert Ruben. The Board of Directors has determined that the Audit Committee will be comprised entirely of independent directors as defined under the NASDAQ listing standards and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended. The Board of Directors has determined that James O'Brien is the audit committee financial expert for the Company, as defined by the SEC and he qualifies as an independent Director. The Board of Directors also certifies that Mr. O'Brien meets the requirements of a "financially sophisticated audit committee member" under the NASDAQ listing standards. The Audit Committee is charged with assisting the Board in its oversight of (i) the qualifications, independence and performance of the Company's independent accountants and the performance of the Company's internal auditors and internal audit function; (ii) the integrity of the Company's financial statements and the Company's financial reporting processes and systems of internal control; and (iii) the Company's compliance with legal and regulatory requirements. The Audit Committee provides an avenue of communications among management, the independent accountants, the internal auditors and the Board. In carrying out its responsibilities, the audit committee also meets with the independent auditors in executive session, without members of management present. The Audit Committee met five times during the 2004 fiscal year.

The Compensation Committee is composed of Harry E. Figgie Jr. (Chairman), Robert Ruben and Jim O'Brien. The Compensation Committee is comprised entirely of independent directors. The Compensation Committee is charged with assisting the Board in; (i) developing and periodically reviewing compensation policies for the Company, including stock options, consistent with and linked to the Company's strategies; (ii) evaluating the performance of the Company's Chief Executive Officer ("CEO") and determining his compensation annually; (iii) recommending the compensation of the Company's other officers to the Board annually; (iv) reviewing management's recommendations on executive compensation policies and programs; (v) recommending to the Board the fees to be paid to outside directors; and (vi) reviewing benefit plan administration. The Compensation Committee met once during the 2004 fiscal year.

The Nominating Committee is composed of Robert Ruben (Chairman), Jim O'Brien and Harry E. Figgie Jr. The Nominating Committee is composed entirely of independent directors. The Board of Directors has adopted a formal written charter for the Nominating Committee addressing the nominations process and other related matters. The Nominating Committee is charged with assisting the Board in (i) establishing criteria for Board membership; (ii) searching for and screening candidates to fill vacancies on the Board; (iii) recommending an appropriate slate of candidates for election each year; (iv) evaluating the performance of individual directors; (v) assessing the overall performance of the Board; (vi) considering issues regarding the composition and size of the Board; and (vii) monitoring a process to assess Board effectiveness. The Nominating Committee met once during the 2004 fiscal year.

The Management Committee is composed of Dale S. Coenen, James O'Brien and Harry E. Figgie, Jr. Mr. Figgie has the right to appoint two of the three members of the Management Committee. The Management Committee meets bi-monthly during months the full Board of Directors does not meet. Company management consults with, and reports to, the Management Committee as requested by the Management Committee. Notwithstanding the foregoing, the ultimate decision making authority for the Company rests with Board of Directors.

COMMUNICATIONS WITH THE BOARD

In order to provide the Company's stockholders and other interested parties a direct and open line of communication to the Board of Directors, we have adopted the following procedures for communications with the Board.

Stockholders of the Company and other interested persons may communicate with the chairman of the Nominating Committee, Audit Committee or Compensation Committee or with the independent directors as a group by sending such communication by regular mail or overnight delivery service to: the Corporate Secretary, Trans-Industries, Inc., 1780 Opdyke Court, Auburn Hills, MI 48326. The mail should specify which of the foregoing is the intended recipient.

All communications received in accordance with these procedures will be reviewed initially by Richard A. Solon or Kai Kosanke who will relay all such communications to the appropriate director or directors unless he determines that such communication:

- o Does not relate to the business or affairs of the Company or the functioning or constitution of the Board of Directors or any of its committees; or
- o Relates to routine or insignificant matters that do not warrant the attention of the Board of Directors.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires the Company's officers and Directors and persons who own 10% or more of a registered class of the Company's equity securities to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the Securities and Exchange Commission (the "Commission") and the applicable securities exchanges. Officers, Directors and 10% or greater stockholders are required by Commission regulations to furnish the Company with copies of all Forms 3, 4 and 5 they file.

With the exception of the following, based solely on the information provided to the Company during or with respect to fiscal 2004 by persons required to file such reports, the Company believes that its officers, Directors and owners of 10% or more of the Common Stock have complied with all applicable Section 16(a) filing requirements:

Due to administrative oversight, Form 4 filings on behalf of Harry E. Figgie, Jr., regarding the acquisition of the Series B-1 shares, and on behalf of Richard A. Solon, regarding his acquisition of 60,000 SARs and options to purchase 100,000 shares of Common Stock, as well as Form 3 filings for Richard A. Solon at the time of his appointment as a director and executive officer of the Company and for H. Sean Mathis at the time of his appointment as a director of the Company, were inadvertently omitted. These filings are currently being processed and the Company anticipates that they will be filed promptly.

CODE OF ETHICS

The Sarbanes-Oxley Act and related rules adopted by the SEC require publicly traded companies to disclose whether they have adopted a code of ethics that applies to a company's principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions. The rules also define what constitutes a code of ethics. The Company has adopted such a code of ethics. The Company will provide to any person without charge, upon request, a copy of its code of ethics. To receive a copy of the Company's code of ethics, requests should be sent to:

Trans-Industries, Inc.
Attn: Chief Financial Officer
1780 Opdyke Court
Auburn Hills, MI 48326

ITEM 11. EXECUTIVE COMPENSATION.

The following table sets forth information concerning the compensation for services in all capacities to the Company and its subsidiaries for the years ended December 31, 2004, 2003 and 2002 of those persons who were, at December 31, 2004, (i) the Chief Executive Officer and (ii) the next four most highly compensated executive officers of the Company and its subsidiaries (the "Named Officers").

SUMMARY COMPENSATION TABLE

<TABLE>
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ANNUAL COMPENSATION

LONG-TERM
COMPENSATION
AWARDS

SECURITIES

ALL OTHER

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$ (3)	BONUS (\$ (1) (3)	UNDERLYING OPTIONS/SHARES	COMPENSATION (\$ (2) (3)
<S>	<C>	<C>	<C>	<C>	<C>
Dale S. Coenen (retired 3/18/05) Former Chairman of the Board and Chief Executive Officer Trans-Industries, Inc.	2004 2003 2002	\$ 320,000 320,000 320,000	\$ -0- -0- -0-	- - -	\$ -0- -0- -0-
Richard A. Solon (5) Chairman of the Board, Chief Executive Officer and President of Trans-Industries, Inc.	2004 2003 2002	227,724 -0- -0-	-0- -0- -0-	100,000 (4) - -	-0- -0- -0-
Kai Kosanke Vice President of Trans-Industries, Inc.	2004 2003 2002	152,500 150,417 140,000	-0- -0- -0-	- - -	2,288 2,256 2,111
Jack Stratford Sr. Vice President of Transmatic, Inc.	2004 2003 2002	128,570 128,570 128,570	-0- -0- -0-	- - -	-0- -0- -0-
Joseph Trimai Sr. Vice President of Transmatic, Inc.	2004 2003 2002	122,500 120,417 110,000	-0- -0- -0-	- - -	1,838 1,806 1,661

- (1) The bonuses reported in the table are indicated for the year earned, not necessarily the year paid.
- (2) "All Other Compensation" consists of discretionary contributions to the Company's Defined Contribution Plan and Company matching contributions to the 401(K) Plan.
- (3) The incremental cost to the Company and its subsidiaries of providing incidental personal benefits to executive officers of the Company did not, for the 2004 fiscal year, exceed the lesser of \$50,000 or 10% of the total of annual salary and bonus for any individual named in the Summary Compensation Table.
- (4) Mr. Solon was granted 50,000 stock options and 30,000 stock appreciation rights ("SARs") on February 23, 2004 and an additional 50,000 stock options and 30,000 SARs on August 17, 2004. The options and SARs were granted in tandem and accordingly the exercise of one terminates the other.
- (5) Mr. Solon was appointed as a Director and President of the Company on February 23, 2004. On March 18, 2005, in conjunction with Mr. Coenen's retirement, Mr. Solon was appointed Chief Executive Officer and Chairman of the Board.

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OPTIONS/SAR GRANTS IN LAST FISCAL YEAR

The following table summarizes options and SARs granted to Named Officers in the year ended December 31, 2004. No options or SARs were granted to Named Officers in the years ended December 31, 2003 or 2002.

<TABLE>
<CAPTION>

Individual Grants							
Name	Year	Number of securities underlying option/SARs granted	Percent of total option/SARs granted to employees in fiscal year	Exercise price per share	Expiration date	Potential realizable value at assumed annual rates of stock price appreciation for option term	
						5% (1)	10% (1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Richard A. Solon	2004	50,000 (2)	50%	\$2.51	2-23-2014	\$78,926	\$200,013
President and Chief Executive	2004	50,000 (2)	50%	\$1.76	8-17-2014	\$55,343	\$140,241

Officer;
Director
</TABLE>

- (1) The potential realizable value of the options, if any, granted in the year ended December 31, 2004 to the Named Executive Officers was calculated by multiplying those options by the excess of (a) the assumed market value, as of the expiration date of options for Common Stock if the market value of Common Stock were to increase 5% or 10% in each year of the option's 5 year or 10-year term, over (b) the exercise price shown. This calculation does not take into account any taxes or other expenses that might be owed. The 5% and 10% assumed appreciation rates are set forth in SEC rules and no representation is made that the Common Stock will appreciate at these rates or at all.
- (2) Mr. Solon was granted 50,000 options to purchase shares of Common Stock and 30,000 SARs in tandem on each of February 23, 2004 and August 17, 2004. The exercise price of the options was set at the Common Stock's closing price on the grant date. Exercise of an option or SAR would result in the automatic termination of the corresponding option or SAR. Twenty percent of the options become exercisable on each anniversary thereof.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Company has a Compensation Committee of the Board of Directors, consisting of, during 2004, James O'Brien, Harry E. Figgie Jr., and Robert Ruben, all independent directors. The Compensation Committee held one meeting during the 2004 fiscal year. It reviewed compensation levels for salaried personnel, approved recommended salary increases when merited, and compared Company compensation levels with positions of similar scope and responsibility with those among a peer group of companies. Harry E. Figgie, Jr. has engaged in or has the potential to engage in the transactions described in Item 13 of this Amendment.

DIRECTOR COMPENSATION

Independent directors are paid \$4,000 for each board meeting they attend and \$2,000 for each committee meeting they attend. Directors who are also employees of the Company do not receive additional compensation for participating on the board. The independent directors earned the following fees in 2004: Harry E. Figgie Jr. \$38,000, James O'Brien \$38,000, Robert Ruben \$30,000 and H. Sean Mathis \$ 0.

PROFIT SHARING PLAN

A Defined Contribution Plan was adopted by the Company in 1977, and is nondiscriminatory, portable, cliff-type vesting, and completely Company financed for all full time employees of Trans-Industries, Inc. and its subsidiaries with one year or more of service who are not part of a collective bargaining unit. Contributions are established annually by action of the Board of Directors based on profits, cash flow, and other pertinent factors. For 2004, there was no contribution made to the Plan. Distribution of accounts is made upon termination of employment. Due to the variable circumstances surrounding the Company's decision to contribute to the Plan in any given year, the Company has

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determined that it is not feasible to project estimated annual benefits payable upon retirement at normal retirement age for each of the "Named Officers."

Incorporated into the Defined Contribution Plan is a 401(K) feature, whereby the Company matches the employee's deferrals at a rate of 25%. The Company's contributions to the 401(K) plan amounted to \$34,000 for 2004.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

COMPENSATION PHILOSOPHY

The Company's compensation programs are intended to provide its executive officers with a mix of salary, benefits and incentive compensation arrangements that are: (i) consistent with the interests of stockholders, (ii)

competitive with the arrangements provided by other companies in the industry, (iii) commensurate with each executive's performance, experience and responsibilities, and (iv) sufficient to attract and retain highly qualified executives. In making its recommendations concerning adjustments to salaries and awards under the other compensation plans, the Compensation Committee considers the financial condition and performance of the Company during the prior year and the Company's success in achieving financial, operational and other strategic objectives. The Compensation Committee also makes an assessment of the contributions of the individual executive officer to the Company's performance and to the achievement of its objectives, as well as the success of the executive in achieving objectives which may have been set for such individual. In assessing individual performance, the Compensation Committee also seeks to recognize individual contributions during periods when the Company experienced adverse business or financial conditions.

Each component of an executive's compensation package is intended to assist in attaining one or more of the objectives outlined above. The Company attempts to provide its executives with base salaries and benefits that are competitive with those of comparable companies and commensurate with the performance, experience and responsibilities of each executive. Through salary adjustments and bonuses, the Company also seeks to provide its executives with incentives to improve the Company's financial and operational performance by providing a method for rewarding individual performance. Finally, the Company's Employees' Stock Option Plan has been used to provide executive officers with an opportunity to acquire a proprietary interest in the Company, thereby providing these individuals with increased incentive to promote the long-term interests of the Company's stockholders.

While the Compensation Committee seeks to assure that the Company's compensation programs further the objectives described above and considers the various factors outlined above in making compensation decisions, it does not take a highly formalized or objective approach to determining compensation. Instead, the Compensation Committee gives consideration to these various factors in subjectively evaluating the compensation of each individual executive.

In 1993, Congress adopted Section 162(m) of the Internal Revenue Code. Section 162(m) limits the ability of public companies to deduct compensation in excess of \$1,000,000 paid to certain executive officers, unless such compensation is "performance based" within the meaning of Section 162(m). Section 162(m) also imposes certain requirements on the composition of compensation committees. The Compensation Committee satisfies these requirements.

2004 COMPENSATION DECISIONS

Base Salary and Benefits. The base salaries and benefits provided to executive officers for 2004 were established by the Compensation Committee in accordance with the compensation philosophy discussed above. The Compensation Committee made no individual salary adjustments in 2004 with respect to the base salaries of the named officers due to operating losses incurred.

Bonuses. During 2004, the executive officers of the Company participated in individual bonus arrangements tied to various measures of the Company's performance. Under these arrangements, no executive officer received a cash bonus for 2004.

Stock Options. During 2004, the Company awarded 60,000 SARs and options to purchase 100,000 shares of the Company's Common Stock to Mr. Solon in connection with his hiring as an executive officer of the Company.

CHIEF EXECUTIVE OFFICER COMPENSATION

The Chief Executive Officer's compensation is determined on the basis of the Compensation Committee's subjective assessment of the Chief Executive Officer's performance, measured by the Company's financial condition, results of operations and success in achieving strategic objectives. The Compensation Committee also considers the responsibilities associated with the Chief Executive Officer's position and the level of compensation provided to Chief Executive Officers of other companies in the industry.

The Compensation Committee reviews Mr. Solon's salary and total compensation on an annual basis, taking into account the actual and expected performance of the

Company and the industry. Mr. Solon joined the Company in February 2004 at a base salary of \$275,000 per year. Mr. Solon does not own any of the Company's Common Stock. However, he did receive options to purchase 100,000 shares of Company stock in 2004 and 60,000 SARs. Mr. Solon's initial compensation was based on his prior compensation history and the Compensation Committee's understanding of compensation standards in the industry for businesses comparable to the Company.

THE 2004 COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Harry E. Figgie Jr. (Chairman)

James O'Brien

Robert Ruben

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PERFORMANCE GRAPH

The graph below compares the cumulative total stockholder return on the Company's Common Stock to the cumulative total return of a broad index of the NASDAQ Market Index and an index of non-financial stocks for the period December 31, 1999 through December 31, 2004.

FIVE YEAR CUMULATIVE TOTAL RETURN
TRANS-INDUSTRIES, INC., NASDAQ MARKET INDEX (US COMPANIES)
AND NASDAQ NON-FINANCIAL STOCKS INDEX

[PERFORMANCE GRAPH]

<TABLE>
<CAPTION>

Ending 12/31	1999	2000	2001	2002	2003	2004
NASDAQ Index	100	60	48	33	49	54
Non-Financial Index	100	58	45	29	45	48
Trans-Industries, Inc.	100	30	17	73	50	48

</TABLE>

ASSUMES \$100 INVESTED ON DECEMBER 31, 1999.
TOTAL RETURN ASSUMES REINVESTMENT OF DIVIDENDS.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information with respect to Common Stock owned on February 28, 2005, unless otherwise noted, by each person known by the Company to own beneficially more than 5% of the Company's outstanding Common Stock at such date, the number of shares owned by each such person and the percentage of the outstanding shares represented thereby. The table also lists beneficial ownership of Common Stock by each of the Company's directors, each executive officer named in the summary compensation table set forth in this Amendment, and all directors and executive officers as a group. Unless indicated otherwise, the address of each director and executive officer is 1780 Opdyke Court, Auburn Hills, MI 48326.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES OF COMMON STOCK BENEFICIALLY OWNED	PERCENTAGE OF COMMON STOCK OWNED AS OF FEBRUARY 28, 2005 (1)
<S>	<C>	<C>

Dale S. Coenen	579,389	13.7%
Duncan Miller	495,938	11.7%
Trans Industries Profit Sharing Plan	340,694	8.1%
Ronald C. Lamparter 7204 Sterling Ponds Court Sterling Heights, MI 48312	249,700	5.9%
Harry E. Figgie, Jr.	2,000,614 (2)	44.5% (2)
Kai Kosanke	34,392 (3)	0.8% (3)
Joseph Trimai	14,000 (4)	0.3% (4)
Robert Ruben	20,000	0.5%
Jack Stratford	5,000 (5)	0.1% (5)
Richard Solon	10,000 (6)	0.2% (6)
James O'Brien	20,000	0.5%
H. Sean Mathis	-0-	N/A
All directors and executive officers as a group (9 persons)	2,683,395 (7)	59.1% (7)

</TABLE>

- (1) The percentage calculations reflect total outstanding shares of Common Stock of 4,221,135, calculated by adding 3,139,737 outstanding shares, plus 581,397 shares on an converted basis from Series B Convertible Preferred Stock ("Series B Stock"), plus 500,001 shares on an as converted basis from Series B-1 Convertible Preferred Stock ("Series B-1 Stock").
- (2) Includes 581,397 shares on an converted basis from Series B Stock, 500,001 shares on an as converted basis from Series B-1 Stock, plus 270,348 shares issuable under immediately exercisable Warrants, all held by Harry E. Figgie, Jr. trustee under the Trust Agreement dated July 15, 1976, as modified (the "Investor"). Also includes 495,938 shares that Clark-Reliance Corporation ("Clark-Reliance"), an affiliate of Mr. Figgie and the Investor, has the right to acquire within 60 days of February 28, 2005. See the disclosure in Item 13 of this Amendment for more information regarding Mr. Figgie's beneficial ownership
- (3) Includes 20,000 shares of Common Stock which Mr. Kosanke has the right to acquire within 60 days of February 28, 2005 through the exercise of stock options.
- (4) Includes 11,000 shares of Common Stock which Mr. Trimai has the right to acquire within 60 days of February 28, 2005 through the exercise of stock options.
- (5) Includes 5,000 shares of Common Stock which Mr. Stratford has the right to acquire within 60 days of February 28, 2005 through the exercise of stock options.
- (6) Includes 10,000 shares of Common Stock which Mr. Solon has the right to acquire within 60 days of February 28, 2005 through the exercise of stock options.
- (7) Includes 812,286 shares of Common Stock which members of the group have the right to acquire within 60 days of September 30, 2004 through the exercise of stock options and other rights described above.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Other than as set forth below, the Company does not know of any transactions in which the amount involved exceeds \$60,000 and in which any

director, officer, or any security holder who is known to the Company to own of record or beneficially more than five percent of the Company's voting securities, or any immediate family member of any such persons had a material interest.

On February 25, 2004, the Board of Directors of the Company, acting in the best interests of the Company and its stockholders, approved the Series B Convertible Preferred Stock and Warrant Purchase Agreement (the "Purchase Agreement") and other ancillary documents authorizing the Company to issue to the Investor up to \$3,000,000 of Series B Stock, Series B-1 Convertible Preferred Stock and warrants ("Series B Warrants") to purchase up to 145,348 shares of Common Stock of the Company. The Purchase Agreement was entered into on March 4, 2004 (the "Effective Date").

Pursuant to the Purchase Agreement, the Investor received approximately 193,799 shares of Series B Stock and Series B Warrants to purchase 145,348 shares of the Company's Common Stock at the closing on March 4, 2004. The Purchase Price of \$1,500,000 was paid to the Company in consideration for the shares of Series B Stock and Series B Warrants. Each share of Series B Stock, purchased at \$7.74 a share, may be converted at any time into three (3) fully paid non-assessable shares of Common Stock of the Company. The holders of the Series B Stock will vote as a separate class and are entitled to elect three (3) of the Company's six (6) directors.

In connection with the issuance of Series B Stock and related Series B-1 Warrants described above, on the Effective Date, the Company entered into certain ancillary agreements, described below, that provided the Investor and Clark-Reliance with the opportunity to make additional equity acquisitions. As part of these ancillary agreements, the Company granted an option ("Option") to the Investor to purchase between 55,556 and 166,667 shares of Series B-1 Stock and related common stock warrants ("Series B-1 Warrants" and together with Series B-Warrants, "Warrants") for \$9 per preferred share and warrant unit.

While the Investor had indicated a willingness to provide new capital required by the Company's lender in the summer of 2004, the Investor was unable to exercise the Option until approved by the Company's stockholders pursuant to NASD Marketplace Rule 4350(i)(1)(B) that requires companies listed on the NASDAQ SmallCap Market to obtain stockholder approval for transactions that could result in a change in control. Therefore, on August 18, 2004, the Option documentation was amended and the Investor loaned the Company \$1,500,000 in exchange for a convertible preferred note ("Note"). The principal and interest due under the Note were convertible into a number of shares of Series B-1 Stock calculated at a price of \$9 per share and the Series B-1 Warrants.

The exercise price for the Series B-1 Warrants is \$3 per share. The Option and the Note were approved by the Company's stockholders at its annual meeting on January 19, 2005. Immediately after approval by the stockholders of the Company, the Note automatically converted into 166,667 Series B-1 Shares (calculated at a price of \$9.00 per share) that were issued to the Investor and the Company also issued to the Investor the Series B-1 Warrants. Each Series B-1 Share is convertible into three shares of Common Stock. In addition, the shares of Series B-1 Stock have conversion, redemption, and voting rights identical to those of the shares of Series B Stock.

Pursuant to the Investor Rights Agreement entered into in connection with the Series B stock transaction, the Company is required to offer the Investor a right of first refusal to purchase all underlying securities prior to a stock issuance ("Right of First Offer"). The Company is also required to not undertake certain actions without the approval of the majority of Series B and Series B-1 stockholders. These actions include the (1) authorization of any additional class or series of stock that has a senior position to the Series B and Series B-1 Stock; (2) increase in the amount of the authorized Series B and Series B-1 stock; (3) consenting to any liquidation, dissolution or winding up of the Company; and (4) merging with or into another entity.

Under the terms of the Rights of First Refusal Agreement, entered into as of the Effective Date, as amended, Dale Coenen ("Coenen") is required to provide notice to the Investors prior to transferring or otherwise disposing of certain shares of capital stock of the Company. Upon receipt of such notification, the Investors would have an opportunity to purchase some or all of the securities offered thereby.

Under the terms of the Voting Agreement, dated as of the Effective Date, the Coenen and Duncan Miller ("Miller") have agreed to vote all beneficially owned securities of the Company in the following manner: (1) to ensure that the size of the Board is set and shall remain at six directors; (2) in favor of the Investor's designees for the Board of Directors and other various management positions.

In addition, under the terms of the Share Purchase Agreement (the "Clark-Reliance Agreement") dated December 10, 2003, Clark-Reliance is obligated to purchase 495,938 shares of Common Stock from the Company. The purchase under the Clark-Reliance Agreement has not yet been consummated.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

On May 18 2004, our Audit Committee was advised by the Company's former independent auditors, Grant Thornton LLP ("Grant Thornton") that they declined to stand for reelection as the Company's independent auditors. On July 15, 2004 the Company announced that the Audit Committee appointed Plante & Moran, PLLC as its independent auditors, replacing Grant Thornton.

Grant Thornton's reports on the Company's consolidated financial statements for each of the years ended December 31, 2003 and 2002 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles except that the 2003 Audit Report expressed substantial doubt about the Company's ability to continue as a going concern.

During the years ended December 31, 2003 and 2002 and through the effective date of cessation of the client-auditor relationship between the Company and Grant Thornton, there were no disagreements with Grant Thornton on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures which, if not resolved to Grant Thornton's satisfaction, would have caused it to make reference to the subject matter of the disagreements in connection with its report on our consolidated financial statements for such years.

Grant Thornton, based in Southfield, Michigan, had acted as the Company's independent certified public accountants since 1994. Representatives of Grant Thornton and Plante are expected to be present at the meeting and will have an opportunity to make statements if they so desire. They are also expected to be available to respond to appropriate questions.

All auditing and permissible non-audit services provided by the Company's independent auditor are pre-approved by the Audit Committee in accordance with the Audit Committee charter. No fees were billed to the Company for the fiscal years ended December 31, 2002 and 2003 by Plante. The following table sets forth the aggregate fees billed to the Company for the fiscal year ended December 31, 2004 and 2003 by Plante and Grant Thornton:

<TABLE>
<CAPTION>

	2004	2003
	----	----
<S>	<C>	<C>
Audit Fees	\$ 83,000	\$ 77,030
Audit Related Fees	20,640	17,600
Tax Fees	-	32,300
All Other Fees	1,570	1,942
	-----	-----
	\$ 105,210	\$ 128,872
	=====	=====

</TABLE>

The amounts shown above include out-of-pocket expenses incurred by the independent accountants in connection with the provision of such services. The amount shown for "Audit Fees" includes fees relating to quarterly reviews of unaudited financial statements, and the amounts shown for "Audit Related Fees" includes fees relating to audits of medical and deferred compensation plans. The amount shown for "All Other Fees" represents fees paid for tax strategy and planning services. All auditing and permissible non-audit services provided by the Company's independent auditor are pre-approved by the Audit Committee. The Audit Committee of the Board of Directors determined that Plante's provision of the services generating "All Other Fees" is compatible with maintaining Plante's independence.

SIGNATURES

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

TRANS-INDUSTRIES, INC.

Date: May 2, 2005

By: /s/ RICHARD A. SOLON

Richard A. Solon
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, which include the Chairman, the President, the Chief Financial Officer, the Assistant Treasurer, and a majority of the Board of Directors on behalf of the Registrant and in the capacities and on the dates indicated:

<TABLE>			
<S>		<C>	<C>
/s/ Richard A. Solon ----- (Richard A. Solon)		Chairman, Chief Executive Officer and President	5/2/2005 -----
/s/ Kai Kosanke ----- (Kai Kosanke)		Vice-President, Chief Financial Officer and Principal Financial Officer	5/2/2005 -----
/s/ Keith LaCombe ----- (Keith LaCombe)		Assistant Treasurer and Principal Accounting Officer	5/2/2005 -----
/s/ Dale S. Coenen ----- (Dale S. Coenen)		Director	5/2/2005 -----
/s/ Robert J. Ruben ----- (Robert J. Ruben)		Director	5/2/2005 -----
/s/ James O'Brien ----- (James O'Brien)		Director	5/2/2005 -----
</TABLE>			

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
Exhibit 31.1	Sarbanes-Oxley, Section 302 CEO certification.
Exhibit 31.2	Sarbanes-Oxley, Section 302 CFO certification.
Exhibit 32.1	Sarbanes-Oxley, Section 906 CEO certification.
Exhibit 32.2	Sarbanes-Oxley, Section 906 CFO certification.

TRANS-INDUSTRIES, INC.
CERTIFICATION

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard A. Solon, certify that:

1. I have reviewed this annual report on Form 10-K of Trans-Industries, Inc. (including this amendment to annual report on Form 10-K/A);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant's internal control over financial reporting; and

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

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

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

Date: May 2, 2005

/s/ Richard A. Solon

Richard A. Solon, Chairman
And Chief Executive Officer

TRANS-INDUSTRIES, INC.
CERTIFICATION

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kai Kosanke, certify that:

1. I have reviewed this annual report on Form 10-K of Trans-Industries, Inc. (including this amendment to annual report on Form 10-K/A);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant's internal control over financial

reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2005

/s/ Kai Kosanke

Kai Kosanke, Vice President
And Chief Financial Officer

TRANS-INDUSTRIES, INC.

CERTIFICATION OF CEO PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K (including this amendment to annual report on Form 10-K/A) of Trans-Industries, Inc. (the "Company") for the annual period ended December 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Richard A. Solon, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(b) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard A. Solon

Name: Richard A. Solon
Title: Chief Executive Officer
Date: May 2, 2005

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Paragraph 18 of the Securities Exchange Act of 1934, as amended.

TRANS-INDUSTRIES, INC.

CERTIFICATION OF CFO PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K (including this amendment to annual report on Form 10-K/A) of Trans-Industries, Inc. (the "Company") for the annual period ended December 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Kai Kosanke, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(b) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kai Kosanke

Name: Kai Kosanke

Title: Vice President, and Chief Financial Officer

Date: May 2, 2005

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Paragraph 18 of the Securities Exchange Act of 1934, as amended.