FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2003-02-10** | Period of Report: **2002-12-27**
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FILER

TEKNI PLEX INC

CIK:**1039542**| IRS No.: **223286312** | State of Incorp.:**DE** | Fiscal Year End: **0630**
Type: **10-Q** | Act: **34** | File No.: **333-28157** | Film No.: **03547661**
SIC: **3050** Gaskets, packg & sealg devices & rubber & plastics hose

Mailing Address	Business Address
201 INDUSTRIAL PKWY	*201 INDUSTRIAL PKWY*
SOMERVILLE NJ 08876	*SOMERVILLE NJ 08876*
	9087224800

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended December 27, 2002

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

For the transition period from ---------------- to ----------------

Commission file number 333-28157

TEKNI-PLEX, INC.
(Exact name of registrant as specified in its charter)

Delaware	22-3286312
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

260 N. Denton Tap Road, Suite 150 Coppell, TX 75019	(972) 304-5077
(Address of principal executive office)	(Registrant's telephone number)

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 /X/ No / /

TEKNI-PLEX, INC.

<TABLE>
<CAPTION>

</TABLE>

TEKNI-PLEX, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

<TABLE>
<CAPTION>

<S>	DECEMBER 27, 2002 (UNAUDITED) <C>	June 28, 2002 <C>
ASSETS		
CURRENT:		
Cash	$ 16,208	$ 28,199
Accounts receivable, net of allowance for doubtful accounts of $2,903 and $1,671 respectively	102,285	147,198
Inventories	157,857	117,632
Deferred income taxes	7,472	7,472
Prepaid and other current assets	9,336	5,583
TOTAL CURRENT ASSETS	293,158	306,084
PROPERTY, PLANT AND EQUIPMENT, NET	172,208	158,118
INTANGIBLE ASSETS, NET OF ACCUMULATED AMORTIZATION OF $78,852 AND $78,399 RESPECTIVELY	215,214	204,252
DEFERRED CHARGES, NET OF ACCUMULATED AMORTIZATION OF $6,271 AND $5,030 RESPECTIVELY	13,102	14,343
DEFERRED INCOME TAXES	20,687	16,278
OTHER ASSETS	982	1,078
	$ 715,351	$ 700,153
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Current portion of long-term debt	$ 13,269	$ 13,407
Accounts payable - trade	24,887	32,643
Accrued payroll and benefits	6,997	8,965
Accrued interest	6,490	4,789
Accrued liabilities - other	34,430	28,846
Income taxes payable	1,648	515
TOTAL CURRENT LIABILITIES	87,721	89,165
LONG-TERM DEBT	694,030	679,414
OTHER LIABILITIES	26,737	22,685
TOTAL LIABILITIES	808,488	791,264
STOCKHOLDERS' DEFICIT:		
Common stock	--	--
Additional paid-in capital	170,568	170,176
Accumulated other comprehensive Loss	(5,985)	(6,805)
Accumulated deficit	(37,198)	(33,959)
Less: Treasury stock	(220,522)	(220,523)
TOTAL STOCKHOLDERS' DEFICIT	(93,137)	(91,111)
	$ 715,351	$ 700,153

</TABLE>

See accompanying notes to consolidated financial statements.

TEKNI-PLEX, INC. AND SUBSIDIARIES
(Unaudited -- in thousands)

CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

	Three months ended		Six months ended	
	DECEMBER 27, 2002	December 28, 2001	DECEMBER 27, 2002	December 28, 2001
<S>	<C>	<C>	<C>	<C>
NET SALES	$ 118,584	$ 113,740	$ 259,167	$ 228,904
COST OF SALES	87,214	86,056	197,905	174,206
	---------	---------	---------	---------
GROSS PROFIT	31,370	27,684	61,262	54,698
OPERATING EXPENSES:				
Selling, general and administrative	14,573	16,609	28,484	31,785
	---------	---------	---------	---------
OPERATING PROFIT	16,797	11,075	32,778	22,913
OTHER EXPENSES:				
Interest expense	17,587	16,590	35,249	34,375
Unrealized (gain) loss on derivative contracts	(3,208)	(5,724)	2,136	2,590
Other expenses	79	42	382	334
	---------	---------	---------	---------
INCOME (LOSS) BEFORE INCOME TAXES	2,339	167	(4,989)	(14,386)
PROVISION (benefit) FOR INCOME TAXES	810	100	(1,750)	(5,000)
	---------	---------	---------	---------
NET INCOME (LOSS)	$ 1,529	$ 67	$ (3,239)	$ (9,386)
	=========	=========	=========	=========

CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME

NET INCOME (LOSS)	$ 1,529	$ 67	$ (3,239)	$ (9,386)
COMPREHENSIVE INCOME (LOSS), NET OF TAXES				
Foreign currency translation adjustment	1,112	(993)	820	(292)
	---------	---------	---------	---------
COMPREHENSIVE INCOME (LOSS)	$ 2,641	$ (926)	$ (2,419)	$ (9,678)
	=========	=========	=========	=========

</TABLE>

See accompanying notes to consolidated financial statements.

TEKNI-PLEX, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited -- in thousands)

<TABLE>
<CAPTION>

	Six months ended	
	DECEMBER 27 2002	December 28 2001
	----------------	----------------
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (3,239)	$ (9,386)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	13,851	19,054
Unrealized loss on derivative contracts	2,136	2,590
Deferred income taxes	156	(4,591)
Changes in operating assets and liabilities:		
Accounts receivable	48,722	28,449
Inventories	(40,441)	(16,021)
Prepaid expenses and other current assets	(3,366)	(1,749)
Income taxes	1,133	(2,369)

Accounts payable	(15,643)	(9,552)
Accrued interest	1,702	3,277
Accrued expenses and other liabilities	(905)	(5,386)
NET CASH PROVIDED BY OPERATING ACTIVITIES	4,106	4,316
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(13,609)	(9,142)
Acquisition costs	(16,806)	(65,757)
Additions to intangibles	(503)	(222)
Deposits and other assets	98	894
NET CASH USED IN INVESTING ACTIVITIES	(30,820)	(74,227)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings (repayments) of long-term debt	14,370	(8,813)
Payment for treasury stock	--	(60)
Receipt of additional paid-in capital	392	50,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	14,762	41,127
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(39)	(39)
NET DECREASE IN CASH	(11,991)	(28,823)
CASH, BEGINNING OF PERIOD	28,199	44,645
CASH, END OF PERIOD	$ 16,208	$ 15,822
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for:		
Interest	$ 32,513	$ 31,207
Income taxes	2,325	1,543

</TABLE>

See accompanying notes to consolidated financial statements.

TEKNI-PLEX, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands)

NOTE 1 - GENERAL

Tekni-Plex and Subsidiaries (''Tekni-Plex'' or the ''Company'') is a global, diversified manufacturer of packaging, products, and materials primarily for the healthcare, food and consumer industries. The Company has built a leadership position in its core markets, and focuses on vertically integrated production of highly specialized products. The Company's operations are aligned under two business groups: Industrial Packaging, Products, and Materials and Consumer Packaging and Products.

In the opinion of management, all adjustments considered necessary for a fair presentation have been included. For further information please refer to the audited financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended June 28, 2002.

NOTE 2 - NEW ACCOUNTING PRONOUNCEMENTS

a) In June 2001, the Financial Accounting Standards Board finalized FASB Statements No. 141, Business Combinations (SFAS 141) and No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 141, requires the use of the purchase method of accounting and prohibits the use of the pooling-of-interests method of accounting for business combinations initiated after June 30, 2001. SFAS 141 requires that the Company recognize acquired intangible assets apart from goodwill if the acquired intangible assets meet certain criteria. SFAS 141 applies to all business combinations initiated after June 30, 2001 and for purchase business combinations completed on or after July 1, 2001. It also requires, upon adoption of SFAS 142, that the company reclassify the carrying amounts of intangible assets and goodwill based on the criteria in SFAS 141.

SFAS 142 requires, among other things, that the companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition, SFAS 142 requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in SFAS 142. SFAS 142 is required to be applied in fiscal years beginning after December 15, 2001 to all goodwill and other intangible assets recognized at that date, regardless of when those assets were initially recognized. SFAS 142 requires the Company to complete a transitional goodwill impairment test six months from the date of adoption. The Company is also required to reassess the useful lives of other intangible assets within the first interim quarter after adoption of SFAS 142.

The Company's previous business combinations were accounted for using the purchase method. As of December 27, 2002, the net carrying amount of goodwill is $211,268 and other intangible assets are $3,946. The Company has completed its transitional analysis of goodwill and has determined no adjustments are necessary.

If SFAS 142 had been adopted June 30, 2001, the Company's net loss for the six months ended December 28, 2001 wild have been reduced because of lower amounts of amortization as follows:

<Table>
<Caption>

	Three Months Ended	Six Months Ended
<S>	<C>	<C>
Net (loss), as reported	$ (4,693)	$ (9,386)
Add amortization, net of tax	3,458	6,915
Adjusted net (loss)	$ (1,235)	$ (2,471)

</Table>

b) In August 2001, the FASB issued FASB Statement No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS 144"). The new guidance resolves significant implementation issues related to FASB Statement No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of ("SFAS 121"). SFAS 144 supersedes SFAS 121, but it retains its fundamental provisions. It also amends Accounting Research Bulletin No. 51, Consolidated Financial Statements, to eliminate the exception to consolidate a subsidiary for which control is likely to be temporary. SFAS 144 retains the requirement of SFAS 121 to recognize an impairment loss only if the carrying amount of a long-lived asset within the scope of SFAS 144 is not recoverable from its undiscounted cash flows and exceeds its fair value.

SFAS 144 is effective for fiscal years beginning after December 15, 2001, and interim periods within those fiscal years, with early application encouraged. The provisions of SFAS 144 generally are to be applied prospectively. The adoption of SFAS 144 did not have a material impact on the Company's financial position or results of operations.

c) In July 2002, the FASB issued SFAS No. 146, Accounting for Restructuring Costs. SFAS 146 applies to costs associated with an exit activity (including restructuring) or with a disposal of long-lived assets. Those activities can include eliminating or reducing product lines, terminating employees and contracts and relocating plant facilities or personnel. Under SFAS 146, a company will record a liability for a cost associated with an exit or disposal activity when that liability is incurred and can be measured at fair value. SFAS 146 will require a company to disclose information about its exit and disposal activities, the related costs, and changes in those costs in the notes to the interim and financial statements that include the period in which an exit activity is initiated and in any subsequent period until the activity is completed. SFAS 146 is effective prospectively for exit or disposal activities initiated after December 31, 2002, with earlier adoption encouraged. Under SFAS 146, a company cannot restate its previously issued financial statements and the new statement grandfathers the accounting for liabilities that a company had previously recorded under Emerging Issues Task Force Issue 94-3.

(in thousands)

NOTE 3 - INVENTORIES

Inventories as of December 27, 2002 and June 28, 2002 are summarized as follows:

<TABLE>
<CAPTION>

<S>	DECEMBER 27, 2002 <C>	June 28, 2002 <C>
Raw materials	$ 46,237	$ 37,727
Work-in-process	9,942	8,621
Finished goods	101,678	71,284
	$ 157,857	$ 117,632

</TABLE>

NOTE 4 - LONG-TERM DEBT

Long-term debt consists of the following:

<TABLE>
<CAPTION>

<S>	DECEMBER 27, 2002 <C>	June 28, 2002 <C>
Senior Subordinated Notes issued June 21, 2000 at 12-3/4% due June 15, 2010. (Less unamortized discount of $2,827 and $3,015)	$272,174	$271,985
Senior Subordinated Notes issued May 2002 at 12-3/4% due June 15, 2010 (plus unamortized premium at $550 and $588)	40,550	40,588
Senior Debt:		
Revolving line of credit, expiring June, 2006. At December 27, 2002, the interest rates ranged from 4.44 % to 6.25%.	63,000	46,000
Term notes due June, 2006 and June, 2008, with interest rates at December 27, 2002 of 4.38% and 4.88%.	326,010	329,120
Other, primarily international term loans, with interest rates ranging from 4.44% to 5.44% and maturities ranging from 2003 to 2010	5,565	5,128
	707,299	692,821
Less: Current maturities	13,269	13,407
	$694,030	$679,414

</TABLE>

(in thousands)

NOTE 5 - SEGMENT INFORMATION

Tekni-plex has organized its business into two industry segments: Industrial Packaging, Products, and Materials and Consumer Packaging and Products. The Industrial Packaging, Products, and Materials segment principally produces pharmaceutical packaging, medical tubing, medical device materials, foamed polystyrene packaging products for the poultry, meat and egg industries and vinyl resins and compounds. The Consumer Packaging and Products Segment principally produces precision tubing and gaskets, and garden and irrigation hose products. Both segments have operations in the United States, Europe and Canada.

Financial information concerning the Company's business segments and the geographic areas in which they operate are as follows:

<TABLE>
<CAPTION>

<S>	Industrial Packaging, Products, and Materials <C>	Consumer Packaging and Products <C>	TOTAL <C>
Three months ended December 27,2002			
Revenues from external Customers	$ 83,230	$ 35,354	$118,584
Interest expense	12,056	5,531	17,587
Depreciation and Amortization	3,988	2,132	6,120
Income from operations	14,896	6,666	21,562
Expenditures for segment Assets	3,784	3,566	7,350
Three months ended December 28,2001			
Revenues from external Customers	$ 77,283	$ 36,457	$113,740
Interest expense	11,321	5,269	16,590
Depreciation and Amortization	6,142	3,353	9,495
Income from operations	11,372	3,550	14,922
Expenditures for segment Assets	2,942	1,049	3,991

</TABLE>

<TABLE>
<CAPTION>

<S>	Industrial Packaging, Products, and Materials <C>	Consumer Packaging and Products <C>	TOTAL <C>
Six months ended December 27, 2002			
Revenues from external Customers	$169,114	$ 90,053	$259,167
Interest expense	24,111	11,138	35,249
Depreciation and Amortization	9,151	4,188	13,339
Income from operations	24,894	16,677	41,571
Expenditures for segment Assets	4,828	8,392	13,220
Six months ended December 28, 2001			
Revenues from external			

Customers	$153,733	$ 75,171	$228,904
Interest expense	23,441	10,934	34,375
Depreciation and Amortization	12,068	6,474	18,542
Income from operations	19,923	10,566	30,489
Expenditures for segment Assets	4,528	4,323	8,851

	Three months ended DECEMBER 27, 2002	Three months ended December 28, 2001	Six months ended DECEMBER 27 2002	Six months ended December 28 2001
PROFIT OR LOSS				
Total operating profit for reportable segments before income taxes	$ 21,562	$ 14,922	$ 41,571	$ 30,489
Corporate and eliminations	(4,765)	(3,847)	(8,793)	(7,576)
	$ 16,797	$ 11,075	$ 32,778	$ 22,913
DEPRECIATION AND AMORTIZATION				
Segment totals	$ 6,120	$ 9,495	$ 13,339	$ 18,542
Corporate	256	256	512	512
Consolidated total	$ 6,376	$ 9,751	$ 13,851	$ 19,054
EXPENDITURES FOR SEGMENT ASSETS				
Total reportable-segment expenditures	$ 7,350	$ 3,991	$ 13,220	$ 8,851
Other unallocated expenditures	226	121	389	291
Consolidated total	$ 7,576	$ 4,112	$ 13,609	$ 9,142

SEGMENT ASSETS

	Industrial Packaging, Products, and Materials	Consumer Packaging and Products	TOTAL
December 27, 2002	332,957	357,735	690,692
June 28, 2002	314,967	372,591	687,558

	DECEMBER 27, 2002	June 28, 2002
TOTAL ASSETS		
Total assets from reportable segments	$ 690,692	$ 687,558
Other unallocated amounts	24,659	12,595
Consolidated total	$ 715,351	$ 700,153

GEOGRAPHIC INFORMATION

(in thousands)

	Three months ended		Six months ended	
	DECEMBER 27, 2002	December 28, 2001	DECEMBER 27, 2002	December 28, 2001
REVENUES				
United States	$103,615	$101,649	$ 228,154	$203,681
International	14,969	12,091	31,013	25,223
Total	$118,584	$113,740	$ 259,167	$228,904

	DECEMBER 27, 2002	June 28, 2002
LONG-LIVED ASSETS		
United States	$ 377,260	$ 352,365
International	44,933	41,704
Total	$ 422,193	$ 394,069

NOTE 6 - SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Consolidated Statement of Earnings

For the three months ended December 27, 2002

	TOTAL	Issuer	Guarantors	Non-Guarantors
Net sales	$ 118,584	$ 35,163	$ 68,452	$ 14,969
Cost of sales	87,214	24,864	51,044	11,306
Gross profit	31,370	10,299	17,408	3,663
Operating expenses:				
Selling, General and administrative	14,573	6,634	6,256	1,683
Operating profit	16,797	3,665	11,152	1,980
Interest expense	17,587	17,568	(20)	39
Unrealized gain on derivative contracts	(3,208)	(3,208)	--	--
Other expense (income)	79	(93)	(321)	493
Income (loss) before income taxes	2,339	(10,602)	11,493	1,448
Provision (benefit) for income taxes	810	(3,768)	4,020	558
Net income (loss)	$ 1,529	$ (6,834)	$ 7,473	$ 890

For the six months ended December 27, 2002

	TOTAL	Issuer	Guarantors	Non-Guarantors

Net sales	$ 259,167	$ 74,360	$ 153,794	$ 31,013
Cost of sales	197,905	52,299	122,767	22,839
Gross profit	61,262	22,061	31,027	8,174
Operating expenses:				
Selling, General and administrative	28,484	12,728	12,633	3,123
Operating profit	32,778	9,333	18,394	5,051
Interest expense	35,249	35,233	(43)	59
Unrealized loss on derivative contracts	2,136	2,136	--	--
Other expense (income)	382	(24)	(600)	1,006
Income (loss) before income taxes	(4,989)	(28,012)	19,037	3,986
Provision (benefit) for income taxes	(1,750)	(9,858)	6,660	1,448
Net income (loss)	$ (3,239)	$ (18,154)	$ 12,377	$ 2,538

</TABLE>

TEKNI-PLEX, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands)

NOTE 6 - SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Consolidated Statement of Earnings

For the three months ended December 28, 2001

<TABLE>
<CAPTION>

<S>	TOTAL <C>	Issuer <C>	Guarantors <C>	Non-Guarantors <C>
Net sales	$ 113,740	$ 41,876	$ 59,773	$ 12,091
Cost of sales	86,056	30,186	46,854	9,016
Gross profit	27,684	11,690	12,919	3,075
Operating expenses:				
Selling, General and administrative	16,609	8,816	6,220	1,573
Operating profit	11,075	2,874	6,699	1,502
Interest expense	16,590	16,559	(30)	61
Unrealized gain on derivative contracts	(5,724)	(5,724)	--	--
Other expense (income)	42	(543)	(125)	710
Income (loss) before income taxes	167	(7,418)	6,854	731
Provision (benefit) for income taxes	100	(3,266)	3,450	(84)
Net income (loss)	$ 67	$ (4,152)	$ 3,404	$ 815

</TABLE>

For the six months ended December 28, 2001

<TABLE>
<CAPTION>

<S>	TOTAL <C>	Issuer <C>	Guarantors <C>	Non-Guarantors <C>
Net sales	$ 228,904	$ 81,306	$ 122,375	$ 25,223
Cost of sales	174,206	60,087	94,997	19,122
Gross profit	54,698	21,219	27,378	6,101
Operating expenses:				
Selling, General and administrative	31,785	18,883	9,877	3,025
Operating profit	22,913	2,336	17,501	3,076
Interest expense	34,375	34,354	(76)	97
Unrealized loss on derivative contracts	2,590	2,590	--	--

Other expense (income)	334	(490)	(264)	1,088
Income (loss) before income taxes	(14,386)	(34,118)	17,841	1,891
Provision (benefit) for income taxes	(5,000)	(11,910)	6,250	660
Net income (loss)	$ (9,386)	$ (22,208)	$ 11,591	$ 1,231

</TABLE>

TEKNI-PLEX, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands)

NOTE 6 - SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheet - at December 27, 2002

<TABLE>
<CAPTION>

	TOTAL	Eliminations	Issuer	Guarantors	Non-Guarantors
<S>	<C>	<C>	<C>	<C>	<C>
Current assets	$ 293,158	$ --	$ 40,002	$ 201,858	$ 51,298
Property, plant and equipment, net	172,208	--	39,535	110,392	22,281
Intangible assets, net	215,214	--	8,329	194,782	12,103
Investment in subsidiaries	--	(513,433)	513,433	--	--
Deferred income taxes	20,687	--	21,940	470	(1,723)
Deferred charges, net	13,102	--	12,986	(86)	202
Other assets	982	(345,557)	79,804	254,665	12,070
Total assets	$ 715,351	$(858,990)	$ 716,029	$ 762,081	$ 96,231
Current liabilities	$ 87,721	$ --	$ 30,281	$ 42,592	$ 14,848
Long-term debt	694,030	--	689,294	--	4,736
Other liabilities	26,737	(345,557)	84,996	247,290	40,008
Total liabilities	808,488	(345,557)	804,571	289,882	59,592
Additional paid-in capital	170,568	(312,420)	170,549	296,783	15,656
Retained earnings,accumulated (deficit)	(37,198)	(201,013)	(38,569)	178,501	23,883
Accumulated other comprehensive Loss	(5,985)	--	--	(3,085)	(2,900)
Less: Treasury stock	(220,522)	--	(220,522)	--	--
Total stockholders' deficit	(93,137)	(513,433)	(88,542)	472,199	36,639
Total liabilities and deficit	$ 715,351	$(858,990)	$ 716,029	$ 762,081	$ 96,231

</TABLE>

TEKNI-PLEX, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands)

NOTE 6 - SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL STATEMENTS
Condensed Consolidated Balance Sheet - at June 28, 2002

<TABLE>
<CAPTION>

	Total	Eliminations	Issuer	Guarantors	Non-Guarantors
<S>	<C>	<C>	<C>	<C>	<C>
Current assets	$ 306,084	$ --	$ 44,828	$ 209,798	$ 51,458
Property, plant and equipment, net	158,118	--	41,704	95,366	21,048
Intangible assets, net	204,252	--	7,907	184,093	12,252
Investment in subsidiaries	--	(498,518)	498,518	--	--

Deferred charges, net	14,343	--	14,134	--	209
Deferred taxes	16,278	--	20,177	--	(3,899)
Other income assets	1,078	(321,468)	74,008	236,444	12,094
Total assets	$ 700,153	$(819,986)	$ 701,276	$ 725,701	$ 93,162
Current liabilities	$ 89,165	$ --	$ 29,889	$ 42,563	$ 16,713
Long-term debt	679,414	--	675,253	--	4,161
Other liabilities	22,685	(321,468)	80,460	229,752	33,941
Total liabilities	791,264	(321,468)	785,602	272,315	54,815
Additional paid-in capital	170,176	(312,420)	170,156	296,784	15,656
Retained earnings, Accumulated (deficit)	(33,959)	(186,098)	(33,959)	159,960	26,138
Accumulated other comprehensive income	(6,805)	--	--	(3,358)	(3,447)
Treasury stock	(220,523)	--	(220,523)	--	--
Total deficit	(91,111)	(498,518)	(84,326)	453,386	38,347
Total liabilities and deficit	$ 700,153	$(819,986)	$ 701,276	$ 725,701	$ 93,162

</TABLE>

TEKNI-PLEX, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands)

CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Condensed Consolidated Cash Flows

For the six months ended December 27, 2002

<TABLE>
<CAPTION>

<S>	TOTAL <C>	Issuer <C>	Non-Guarantors <C>	Guarantors <C>
Net cash provided by (used in) operating activities	$ 4,106	$ (7,765)	$ 10,272	$ 1,599
Cash flows from investing activities:				
Capital expenditures	(13,609)	(1,873)	(9,161)	(2,575)
Acquisition costs	(16,806)	--	(16,806)	--
Additions to intangibles	(503)	(267)	--	(236)
Deposits and other assets	98	74	--	24
Net cash used in investing activities	(30,820)	(2,066)	(25,967)	(2,787)
Cash flows from financing activities				
Repayment of long term debt	14,370	13,933	--	437
Receipt of additional paid-in capital	392	392	--	--
Change in intercompany accounts	--	(5,011)	3,625	1,386
Net cash flows provided by financing activities	14,762	9,314	3,625	1,823
Effect of exchange rate changes on cash	(39)	--	--	(39)
Net increase (decrease) in cash	(11,991)	(517)	(12,070)	596
Cash, beginning of period	28,199	9,035	10,660	8,504
Cash, end of period	$ 16,208	$ 8,518	$ (1,410)	$ 9,100

</TABLE>

For the six months ended December 28, 2001

<TABLE>
<CAPTION>

(in thousands)

	TOTAL	Issuer	Guarantors	Non-Guarantors
Net cash provided by (used in) operating activities	$ 4,316	$(105,959)	$ 106,824	$ 3,451
Cash flows from Investing activities:				
Capital expenditures	(9,142)	(3,103)	(3,941)	(2,098)
Acquisition costs	(65,757)	--	(65,757)	--
Additions to intangibles	(222)	(140)	--	(82)
Deposits and other assets	894	(1,909)	3,331	(528)
Net cash used in investing activities	(74,227)	(5,152)	(66,367)	(2,708)
Cash flows from financing activities				
Repayment of long term debt	(8,813)	(8,863)	--	50
Receipt of additional paid in capital	50,000	50,000	--	--
Payment for treasury stock	(60)	(60)	--	--
Change in intercompany accounts	--	48,322	(48,586)	264
Net cash flows provided by (used in) financing activities	41,127	89,399	(48,586)	314
Effect of exchange rate changes on cash	(39)	--	--	(39)
Net increase (decrease) in cash	(28,823)	(21,712)	(8,129)	1,018
Cash, beginning of period	44,645	32,890	5,321	6,434
Cash, end of period	$ 15,822	$ 11,178	$ (2,808)	$ 7,452

</TABLE>

NOTE 7- ACQUISITIONS

The Company purchased certain assets and assumed certain liabilities of ELM Packaging "ELM" on July 10, 2002, for approximately $16,806, including acquisition costs, in cash. The allocation of the purchase is as follows:

Assets:

Accounts receivable	$ 3,449
Inventories	1,829
Prepaid expenses	334
Deferred Taxes	2,280
Property, Plant and Equipment	12,487
Intangibles, including goodwill	10,912
Total Assets	31,291
Accounts payable and accrued liabilities	8,485
Integration reserve	6,000
Net Investment	$16,806

The Company has utilized preliminary estimates and assumptions in determining the allocation of purchase price to assets acquired and liabilities assumed of ELM. While management believes such estimates and assumptions are reasonable, the final allocation of the purchase price may differ from that reflected in the December 27, 2002 consolidated balance sheet after a more extensive review of fair values of the assets and liabilities is completed.

In connection with the acquisition, a reserve of $6,000 has been established for the costs to integrate ELM's operations with the Company. The reserve is included in accrued expenses. The components of the integration reserve and activity through December 27, 2002, is as follows:

(in thousands)

	BALANCE JULY 10, 2002	COSTS CHARGED TO RESERVE	BALANCE DECEMBER 27, 2002
Manufacturing Reconfiguration	$2,500	$ 873	$1,627
Reduction in personnel and related costs	1,000	528	472
Legal, environmental and other	2,500	122	2,378
	$6,000	$1,523	$4,477

The remaining costs are expected to be paid over the next six to nine months.

The proforma results of operations for the quarter and six months ended December 28, 2001, assuming ELM was acquired on June 30, 2001, would not be materially different from the historical presentation.

In October 2001, the Company purchased certain assets and assumed certain liabilities of Swan Hose for approximately $63,600. The acquisition was recorded under the purchase method, whereby Swan's net assets were recorded at estimated fair value and its operations have been reflected in the statement of operations since that date. The components of the Integration reserve and activity through December 27, 2002 is as follows:

	BALANCE OCTOBER 2001	COSTS CHARGED TO RESERVE	BALANCE DECEMBER 27, 2002
Cost to close duplicate facilities	$ 3,500	$ 2,305	$ 1,195
Reduction in personnel and related costs	2,100	1,082	1,018
Legal and environmental	1,275	280	995
Manufacturing reconfiguration	1,455	1,303	152
Other	1,670	1,166	504
	$10,000	$ 6,136	$ 3,864

The remaining personnel related costs will be paid over the next four-six months, lease payments on duplicate warehouse facilities will extend over the next two years and the manufacturing reconfiguration is expected to be completed during the next year.

The following table represents the unaudited proforma results of operations as though the acquisition of Swan occurred on July 1, 2001. Since Swan was purchased subsequent to June 30, 2001, no amortization of goodwill has been reflected in accordance with SFAS 142.

	SIX MONTHS ENDED DECEMBER 28,2001
Net sales	$ 239,016
Operating profit	22,230
Loss before income taxes	(15,169)

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SECOND QUARTER OF FISCAL 2003 COMPARED WITH THE SECOND QUARTER OF FISCAL 2002

Net Sales increased to $118.6 million for the three months ended December 27, 2002 from $113.7 million for the three months ended December 28, 2001, representing a 4.3% increase. Net sales in our Industrial Segment grew 7.7%, primarily due to our Elm acquisition which closed in July 2002. Net sales in our Consumer Segment fell 3.0% or approximately $1.1 million primarily due to slightly weaker garden hose sales in late December.

Cost of Sales increased to $87.2 million for the three months ended December 27, 2002 from $86.1 million for the three months ended December 28, 2001, an increase of $1.1 million. Expressed as a percentage of net sales, cost of sales decreased to 73.5% for the three months ended December 27, 2002 from 75.7% for the three months ended December 28, 2001. Continuous cost improvements coupled with the realization of synergies from our Swan and Elm acquisitions accounted for this improvement.

Gross Profit, as a result of the above, increased to $31.4 million or 26.5% of net sales for the three months ended December 27, 2002 from $27.7 million or 24.3% of net sales for the three months ended December 28, 2001.

Selling, general and administrative expense decreased to $14.6 million in the three months ended December 27, 2002 compared to $16.6 million in the three months ended December 28, 2001. The $2 million decrease is primarily due to a $4.0 million decrease in amortization expense as required by a change in the accounting for goodwill, partially offset by an increase in selling, general and administrative expense associated with our Elm acquisition. The ratio of selling, general and administrative expense to net sales decreased to 12.3% for the three months ending December 27, 2002 from 14.6% in the comparable period of last year.

Operating profit, as a result of the foregoing, increased to $16.8 million or 14.2% of net sales for the three months ended December 27, 2002 from $11.1 million or 9.7% of net sales for the three months ended December 28, 2001.

Operating profit for our Industrial Segment increased to $14.9 million for the three months ending December 27, 2002 compared to $11.4 million for the three months ending December 28, 2001. Expressed as a percentage of net sales, operating profit grew to 17.9% in the most recent period from 14.7% in the previous year's period due to continuous cost improvement and the realization of synergies from our Elm acquisition. A decrease in amortization expense also contributed to this improvement.

Operating profit for our Consumer Segment increased to $6.7 million for the three months ending December 27, 2002 compared to $3.5 million for the three months ending December 28, 2001. Expressed as a percentage of net sales, operating profit grew to 18.9% in the most recent period from 9.7% in the comparable period of the previous year due to continuous cost improvement and the realization of synergies at from our Swan acquisition. A decrease in amortization expense also contributed to this improvement.

Interest expense increased to $17.6 million or 14.8% of net sales in the three months ended December 27, 2002 from $16.6 million or 14.6% of net sales in the three months ended December 28, 2001. The increase was due to higher average interest rates and debt levels resulting from our issuance of $40 million of senior subordinated notes in May 2002.

Unrealized (gain) loss on derivative transactions was a ($3.2) million gain or 2.7% of net sales for the three months ending December 27, 2002 compared to a ($5.7) million gain or 5.0% of net sales for the three months ending December 28, 2001. The gains were due to changes in the market interest rates underlying our derivatives.

Income (loss) before income taxes, as a result, was $2.3 million for the three months ended December 27, 2002 compared to $0.2 million for the three months ended December 28, 2001.

Income tax was $0.8 million for the three months ended December 27, 2002, compared to $0.1 million for the three months ended December 28, 2001. The Company's effective tax rate was 34.6% for the three months ended December 27, 2002 compared to 59.9% for the three months ending December 28, 2001, primarily as a result of discontinuing the amortization of goodwill, which was previously not deductible, in 2002.

Net income, as a result, was $1.5 million for the three months ended December 27, 2002 compared with $0.1 million for the three months ended December 28, 2001.

FIRST SIX MONTHS OF FISCAL 2003 COMPARED WITH THE FIRST SIX MONTHS OF FISCAL 2002

Net Sales increased to $259.2 million for the six months ended December 27, 2002 from $228.9 million for the six months ended December 28, 2001, representing a 13.2% increase. The Swan and Elm acquisitions combined with strong garden hose sales in the first quarter of fiscal 2003 were the primary factors contributing to this gain.

Cost of Sales increased to $197.9 million for the six months ended December 27, 2002 from $174.2 million for the six months ended December 28, 2001. Expressed as a percentage of net sales, cost of sales increased slightly to 76.4% for the six months ended December 27, 2002 from 76.1% for the six months ended December 28, 2001 primarily due to the inclusion of lower-margin business from our Elm acquisition that closed during the first quarter of the current fiscal year.

Gross Profit, as a result of the above, increased to $61.3 million for the six months ended December 27, 2002 from $54.7 million for the six months ended December 28, 2001. Expressed as a percentage of net sales, gross profit decreased slightly to 23.6% in the most recent period from 23.9% in the previous year's first half.

Selling, general and administrative expense decreased to $28.5 million in the six months ended December 27, 2002 compared to $31.8 million in the six months ended December 28, 2001 due to the reasons previously discussed. The ratio of selling, general and administrative expense to net sales decreased to 11.0% for the six months ending December 27, 2002 from 13.9% in the comparable period of last year.

Operating profit, as a result of the foregoing, increased 43.1% to $32.8 million or 12.6% of net sales for the six months ended December 27, 2002 from $22.9 million or 10.0% of net sales for the six months ended December 28, 2001.

Operating profit for our Industrial Segment increased to $24.9 million for the six months ending December 27, 2002 compared to $19.9 million for the six months ending December 28, 2001. Expressed as a percentage of net sales, operating profit grew to 14.7% in the most recent period from 13.0% in the comparable period of the previous year due to continuous cost improvement and the realization of synergies from our Elm acquisition. A decrease in amortization expense also contributed to this improvement.

Operating profit for our Consumer Segment increased to $16.7 million for the six months ending December 27, 2002 compared to $10.6 million for the six months ending December 28, 2001. Expressed as a percentage of net sales, operating profit grew to 18.5% in the most recent period from 14.1% in the previous year's period due to continuous cost improvement and the realization of synergies from our Swan acquisition. A decrease in amortization expense also contributed to this improvement.

Interest expense increased slightly to $35.2 in the six months ended December 27, 2002 from $34.4 million in the six months ended December 28, 2001 primarily due to higher average interest rates and debt levels resulting from our issuance of $40 million of senior subordinated notes in May 2002. Expressed as a percentage of net sales, interest expense decreased to 13.6% in the current period compared to 15.0% in the comparable period of last year.

Unrealized (gain) loss on derivative transactions was a $2.1 million loss or 0.8% of net sales for the six months ending December 27, 2002 compared to a $2.6 million loss or 1.1% of net sales for the six months ending December 28, 2001. The loss was due to changes in the market interest rates underlying our derivatives.

Income (loss) before income taxes, as a result, was a loss of ($5.0) million for the six months ended December 27, 2002 compared to a loss of ($14.4) million for the six months ended December 28, 2001.

Income tax (benefit) was a credit of ($1.8) million for the six months ended December 27, 2002, compared to a credit of ($5.0) million for the six months ended December 28, 2001. The Company's effective tax rate was 35.1% for the six months ended December 27, 2002 compared to 34.8% for the six months ending December 28, 2001.

Net income (loss), as a result, was a loss of ($3.2) million for the six months ended December 27, 2002 compared with a loss of ($9.4) million for the six months ended December 28, 2001.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operations for the six months ended December 27, 2002 was $4.1 million compared with $4.3 million in the same period of the prior year. The decrease of $0.2 million was primarily due to a larger seasonal inventory build-up offset by a larger seasonal reduction in accounts receivable at our garden hose unit compared to last year resulting from our Swan acquisition. Working capital on December 27, 2002 was $205.4 million compared to $216.9 million on June 28, 2002. The decrease was due primarily to a seasonal reduction in accounts receivable offset by a normal seasonal increase in inventories. During the period the Company also reduced the accounts payable at our Elm acquisition by approximately $4.0 million.

As of December 27, 2002, the Company had an outstanding balance of $63.0 million under the $100.0 million revolving credit line. This represents an increase of $17.0 million from the outstanding balance as of June 28, 2002.

The Company's capital expenditures for the six months ended December 27, 2002 and December 28, 2001 were $13.6 million and $9.1 million respectively. In addition, the Company paid $16.8 million for acquisitions in the six months ending December 27, 2002 compared to $65.8 million in the comparable period of the previous year.

The Company continues to expect that its principal uses of cash for the next several years will be acquisitions, debt service, capital expenditures and working capital requirements. Management believes that cash generated from operations plus funds available in the Company's credit facility will be sufficient to meet its needs and to provide it with the flexibility to make capital expenditures and acquisitions which management believes will provide an attractive return on investment. However, the Company may need additional financing to take advantage of acquisition opportunities that may arise in the next several quarters. There can be no assurance that such financing will be available in the amounts required for such acquisitions and on terms acceptable to the Company.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is subject to market risk inherent in certain debt instruments. At December 27, 2002, the principal amount of the Company's aggregate outstanding variable rate indebtedness was $389.0 million. A hypothetical 10% adverse change in interest rates would have an annualized unfavorable impact of approximately $1.3 million on the Company's after-tax earnings and cash flows, assuming the Company's current effective tax rate and assuming no change in the principal amount. Conversely, a reduction in interest rates would favorably impact the Company's after-tax earnings and cash flows in a similar proportion.

ITEM 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Our chief executive officer and our chief financial officer, after evaluating the effectiveness of the Company's "disclosure controls and procedures" (as defined in Exchange Act Rules 13a-14(C) and 15-d-14(C)) as of a date (the "Evaluation Date") within 90 days of the filing date of this quarterly report, have concluded that as of the Evaluation Date, our disclosure controls and procedures were adequate and designed to ensure that material information relating to us and our consolidated subsidiaries would be made known to them by others within those entities. To ameliorate those risks, in June 2000, the Company entered into interest rate Swap and Cap Agreements for a notional amount of $344,000.

(b) Changes in internal controls. There were no significant changes in our internal controls or to our knowledge, in other factors that could significantly affect our internal controls subsequent to the Evaluation Date.

PART II. OTHER INFORMATION

Item 1 Legal Proceedings The Company is party to certain litigation in the ordinary course of business, none of which the Company believes is likely to have a material adverse effect on its consolidated financial position or results of operations.

Item 2. Changes in Securities None

Item 3. Defaults Upon Senior Securities None

Item 4. Submission of Matters to a Vote of Securities holders Not applicable

Item 5. Other Information

Item 6. Exhibits and Reports on Form 8-K

(a) Reports on Form 8-K

None

CERTIFICATION

I, Dr. F. Patrick Smith, Chairman of the Board and Chief Executive Officer of Tekni-Plex, Inc., certify that:

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

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

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

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

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 10,2003

By:/s/ Dr. F. Patrick Smith

Dr. F. Patrick Smith
Chairman and Chief Executive Officer

CERTIFICATION

I, James E. Condon, Chief Financial Officer of Tekni-Plex, Inc., certify that:

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

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

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

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

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 10, 2003

By:/s/ James E. Condon

James E. Condon
Chief Financial Officer

CERTIFICATION 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 Quarterly Report of Tekni-Plex, Inc. (the "Company") on Form 10-Q for the period ending December 27, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dr. F. Patrick Smith, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

BY: /S/ DR. F. PATRICK SMITH
Dr. F. Patrick Smith
Chairman and Chief Executive Officer

February 10, 2003

CERTIFICATION 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 Quarterly Report of Tekni-Plex, Inc. (the "Company") on Form 10-Q for the period ending December 27, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Condon, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

BY: /S/ JAMES E. CONDON
James E. Condon
Chief Financial Officer
February 10, 2003

SIGNATURES

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

TEKNI-PLEX, INC.

February 10, 2003

By: /s/ F. Patrick Smith

F. Patrick Smith
Chairman of the Board and
Chief Executive Officer

By: /s/ Kenneth W.R. Baker

Kenneth W. R. Baker
President and Chief Operating
Officer

By: /s/ James E.Condon

James E.Condon
Vice President and Chief Financial
Officer