MULTI COLOR CORP
Form 10-Q
November 07, 2006
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2006

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 #0-16148

Multi-Color Corporation

(Exact name of Registrant as specified in its charter)

OHIO	**31-1125853**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

50 E-Business Way, Sharonville, Ohio 45241

(Address of principal executive offices)

Registrant s telephone number (513) 381-1480

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 ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated Filer ¨ Accelerated Filer x Non-accelerated Filer ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the Registrant s classes of common stock, as of the latest practicable date.

Common shares, no par value 6,586,115 (as of October 31, 2006)

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MULTI-COLOR CORPORATION

FORM 10-Q

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MULTI-COLOR CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except per share data)

	Three Months Ended		Six Months Ended	
	September 30, 2006	September 30, 2005	September 30, 2006	September 30, 2005
Net revenues				
Decorating Solutions	**$ 49,027**	$ 43,109	**$ 95,177**	$ 86,127
Packaging Services	**7,306**	6,866	**13,042**	10,577
Intersegment	**(178)**	(300)	**(318)**	(312)
Total net revenues	**56,155**	49,675	**107,901**	96,392
Cost of revenues				
Decorating Solutions	**39,396**	35,409	**76,662**	70,293
Packaging Services	**6,575**	6,566	**12,109**	10,622
Intersegment	**(178)**	(300)	**(318)**	(312)
Total cost of revenues	**45,793**	41,675	**88,453**	80,603
Gross profit	**10,362**	8,000	**19,448**	15,789
Selling, general and administrative expenses	**5,032**	4,167	**9,838**	8,303
Operating income	**5,330**	3,833	**9,610**	7,486
Interest expense	**361**	485	**755**	999
Other (income) expense, net	**(38)**	(19)	**(95)**	(46)
Income before income taxes	**5,007**	3,367	**8,950**	6,533
Income tax expense	**1,879**	1,316	**3,336**	2,573
Net income	**$ 3,128**	$ 2,051	**$ 5,614**	$ 3,960
Basic earnings per common share	**$ 0.47**	$ 0.31	**$ 0.85**	$ 0.61
Diluted earnings per common and common equivalent share	**$ 0.46**	$ 0.30	**$ 0.83**	$ 0.59
Dividends per common share	**$ 0.05**	$ 0.05	**$ 0.05**	$ 0.05
Weighted average shares and equivalents outstanding:				
Basic	**6,587**	6,511	**6,582**	6,504
Diluted	**6,784**	6,747	**6,789**	6,724

The accompanying notes are an integral part of the consolidated financial statements.

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MULTI-COLOR CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except per share data)

	September 30, 2006	March 31, 2006
ASSETS		
Current assets:		
Cash	**$ 7,053**	$ 3,179
Accounts receivable, net of allowance of $1,666 and $1,874 at September 30, 2006 and March 31, 2006, respectively	**26,066**	24,248
Inventories	**17,004**	16,891
Deferred tax assets	**1,964**	1,856
Prepaid and refundable income taxes		396
Prepaid expenses and other	**2,882**	2,516
Total current assets	**54,969**	49,086
Property, plant and equipment, net	**46,316**	50,083
Goodwill	**11,759**	11,759
Intangible assets, net	**1,868**	2,104
Other	**387**	602
Total assets	**$ 115,299**	$ 113,634
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	**$ 5,266**	$ 5,876
Accounts payable	**15,349**	14,606
Current portion of deferred revenue	**86**	191
Accrued income taxes	**1,037**	1,708
Accrued liabilities	**2,190**	2,618
Accrued payroll and benefits	**5,114**	4,516
Total current liabilities	**29,042**	29,515
Long-term debt	**18,146**	21,925
Deferred tax liabilities	**8,424**	7,899
Deferred compensation and other	**1,397**	1,291
Total liabilities	**57,009**	60,630
Commitments and contingencies		
Stockholders equity:		
Common stock, no par value, stated value of $.10 per share; 15,000 shares authorized, 6,615 and 6,604 shares issued at September 30 and March 31, 2006, respectively	**335**	334
Paid-in capital	**16,891**	16,319
Treasury stock, 29 shares at cost	**(119)**	(119)
Retained earnings	**41,003**	36,047
Accumulated other comprehensive income	**180**	423
Total stockholders equity	**58,290**	53,004

Total liabilities and stockholders equity	**$**	**115,299**	$ 113,634

The accompanying notes are an integral part of the consolidated financial statements.

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MULTI-COLOR CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Six Months Ended September 30, 2006	Six Months Ended September 30, 2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	**$ 5,614**	$ 3,960
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	**2,981**	3,024
Amortization	**235**	261
Gain on interest rate swap termination	**(15)**	
Net loss on disposal of equipment	**45**	84
Increase in non-current deferred compensation	**106**	78
Stock based compensation expense	**383**	
Tax benefit from stock option exercises		303
Excess tax benefit from stock based compensation	**(77)**	
Impairment loss on long-lived assets	**15**	
Deferred taxes, net	**300**	
Net (increase) decrease in accounts receivable	**(1,818)**	(954)
Net (increase) decrease in inventories	**(113)**	(1,944)
Net (increase) decrease in prepaid expenses and other	**137**	(297)
Net increase (decrease) in accounts payable	**743**	5,102
Net increase (decrease) in accrued liabilities	**(363)**	1,963
Net increase (decrease) in deferred income	**(105)**	382
Net cash provided by operating activities	**8,068**	11,962
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	**(1,079)**	(2,512)
Refund on acquisition purchase price	**1,666**	272
Proceeds from sale of plant and equipment	**1**	3
Net cash provided by (used in) investing activities	**588**	(2,237)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving line of credit	**1,000**	1,000
Payments on revolving line of credit	**(1,000)**	(2,000)
Proceeds relating to issuance of common stock	**188**	284
Excess tax benefit from stock based compensation	**77**	
Repayment of long-term debt	**(4,389)**	(4,384)
Dividends paid	**(658)**	(650)
Repayment of capital lease obligations		(7)
Net cash used in financing activities	**(4,782)**	(5,757)
Net increase in cash	**3,874**	3,968
Cash, beginning of period	**3,179**	345
Cash, end of period	**$ 7,053**	$ 4,313

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	**702**	857
Income taxes paid, net of refunds received	**2,516**	1,229
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITIES:		
Interest rate swap fair value	**263**	31

The accompanying notes are an integral part of the consolidated financial statements.

MULTI-COLOR CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(In thousands except per share data)

Item 1. Financial Statements (continued)

1. Description of Business and Significant Accounting Policies:

The Company:

Multi-Color Corporation (the Company), headquartered in Cincinnati, Ohio, supplies printed labels, engravings and packaging services to consumer product and food and beverage companies, retailers and container manufacturers primarily located in the United States, Canada, Mexico and Central and South America. The Company has manufacturing plants located in Scottsburg, Indiana; Batavia, Troy and Cincinnati, Ohio; Erlanger, Kentucky; Framingham, Massachusetts; Green Bay and Watertown, Wisconsin and Norway, Michigan.

Basis of Presentation:

The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Although certain information and footnote disclosures, normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP), have been condensed or omitted pursuant to such rules and regulations, the Company believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company s 2006 Annual Report on Form 10-K.

The information furnished in these condensed consolidated financial statements reflects all estimates and adjustments which are, in the opinion of management, necessary to present fairly the results for the interim periods reported.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Certain prior year balances have been reclassified to conform to current year classifications.

Use of Estimates in Financial Statements:

In preparing financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition:

The Decorating Solutions segment recognizes revenue on sales of products when the customer receives title to the goods, which is generally upon shipment or delivery depending on sales terms. The Packaging Services segment recognizes revenue upon completion of the service provided to the customer or in certain circumstances, when the customer receives title to the goods upon shipment. All revenues are denominated in U.S. dollars and net of applicable returns and discounts.

Inventories:

Inventories are stated at the lower of FIFO (first-in, first-out) cost or market. Excess and obsolete cost reductions are generally established based on inventory age.

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Property, Plant and Equipment:

Property, plant and equipment are stated at cost.

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, as follows:

Buildings	20-39 years
Machinery and equipment	3-15 years
Computers	3-5 years
Furniture and fixtures	5-10 years

Goodwill and Intangible Assets:

In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, goodwill is not amortized and the Company tests goodwill annually as of February 28th of each fiscal year for impairment by comparing the fair value of the reporting unit goodwill to its carrying amount. The test is completed on a reporting unit basis and the Company has determined that each of its segments is one reporting unit. Under SFAS No. 142, impairment is also tested when events or changes in circumstances indicate that the assets carrying values may be greater than the fair values. Intangible assets with definite useful lives continue to be amortized using the straight-line method, which approximates the economic benefit, over periods of up to eight years. Intangible assets are also tested annually for impairment in accordance with SFAS No. 142 and SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets.

Income Taxes:

Deferred income tax assets and liabilities are provided for temporary differences between the tax basis and reported basis of assets and liabilities that will result in taxable or deductible amounts in future years.

Fair Value Disclosure:

The fair value of financial instruments approximates carrying value.

Derivative Financial Instruments Interest Rate Swaps:

The Company accounts for derivative financial instruments in accordance with SFAS No. 133, Accounting for Derivatives and Hedging Activities, as amended. This standard requires the recognition of derivative instruments as either assets or liabilities in the balance sheet at fair value and the recognition of resulting gains or losses as adjustments to earnings or other comprehensive income. The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

The Company manages interest costs using a mixture of fixed rate and variable rate debt. Additionally, the Company enters into interest rate swaps whereby it agrees to exchange with a counterparty, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon notional principal amount.

The Company s interest rate swaps have been designated as effective cash flow hedges at inception and on an ongoing quarterly basis and therefore, any changes in fair value are recorded in other comprehensive income. If a hedge or portion thereof is determined to be ineffective, any changes in fair value would be recorded in the consolidated income statement.

New Pronouncements:

In February 2006, the Financial Accounting Standards Board (FASB) issued SFAS 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140. SFAS 155 allows financial instruments that contain an embedded derivative and that otherwise would require bifurcation to be accounted for as a whole on a fair value basis, at the holders election. SFAS 155 also clarifies and amends certain other provisions of SFAS 133 and SFA 140. SFAS 155 will be effective for the Company on April 1, 2007 and will not have a material impact on operating results or financial position.

In March 2006, the FASB issued SFAS 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140. SFAS 156 provides guidance on the accounting for servicing assets and liabilities when an entity undertakes an obligation to service a financial asset by entering into a servicing contract. SFAS 155 will be effective for the Company on April 1, 2007 and will not have a material impact on operating results.

In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of April 1, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on the Company s consolidated financial position, results of operations and cash flows.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements (SAB 108). SAB 108 provides interpretive guidance on how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in the current year financial statements. SAB 108 is effective for fiscal years ending on or after November 15, 2006, which for the Company is March 31, 2007. The Company is currently evaluating the impact of adopting SAB 108 on the Company s consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurement. This statement applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 will be effective for the Company on April 1, 2007. The Company is currently evaluating the impact of adopting SFAS No. 157 on the Company s consolidated financial position and results of operations.

Also in September 2006, the FASB issued SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Retirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R), (SFAS 158). SFAS 158 requires employers to recognize the overfunded or underfunded status of a defined benefit post-retirement plan as an asset or liability in its statement of financial position. Further, SFAS 158 requires employers to recognize changes in the funded status in the year in which the

provisions of SFAS 158 are effective, which for the Company is as of March 31, 2007. The Company is currently evaluating the impact of adopting SFAS 158 on the Company s consolidated financial position, results of operations and cash flows.

2. Earnings Per Common Share Data:

The computation of basic earnings per common share (EPS) is based upon the weighted average number of common shares outstanding during the period. Diluted EPS is based upon the weighted average number of common shares outstanding during the period plus, in periods in which they have a dilutive effect, the effect of common shares contingently issuable. The computation of diluted EPS excluded 158 and 159 stock options for the three and six months ended September 30, 2006, respectively, because these options would have an anti-dilutive effect.

The following is a reconciliation of the number of shares used in the basic and diluted EPS computations (shares in thousands):

	Three Months Ended September 30,				Six Months Ended September 30,			
	2006		2005		2006		2005	
	Shares	Per Share Amount	Shares	Per Share Amount	Shares	Per Share Amount	Shares	Per Share Amount
Basic EPS	**6,587**	**$ 0.47**	6,511	$ 0.31	**6,582**	**$ 0.85**	6,504	$ 0.61
Effect of dilutive stock options	**197**	**0.01**	236	0.01	**207**	**0.02**	220	0.02
Diluted EPS	**6,784**	**$ 0.46**	6,747	$ 0.30	**6,789**	**$ 0.83**	6,724	$ 0.59

3. Inventories:

Inventories are stated at the lower of FIFO cost or market and are comprised of the following:

	September 30, 2006	March 31, 2006
Finished goods	**$ 11,760**	$ 11,195
Work in process	**2,979**	2,174
Raw materials	**4,074**	5,112
	18,813	18,481
Inventory reserves	**(1,809)**	(1,590)
	$ 17,004	$ 16,891

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4. Debt:

The components of the Company s debt consisted of the following:

	September 30, 2006	March 31, 2006
Scottsburg Industrial Revenue Bonds, floating weekly rate (3.89% at September 30, 2006), monthly interest payments, principal due October 2009	**$ 2,365**	$ 2,365
Clermont County Industrial Revenue Bonds, floating weekly rate (3.56 % at September 30, 2006), monthly interest payments, principal due March 2016	**2,785**	2,785
Note payable to Avery Dennison Corporation, annual principal payments of $1,099 plus interest at 5%, due each January, final payment due January 2007	**1,099**	1,099
Mortgage note payable, interest at LIBOR plus 1.50%, (6.83% at September 30, 2006), quarterly principal payments of $45 plus interest, scheduled balloon payment of $1,800 due November 2013	**3,105**	3,195
Bank term note payable, interest at LIBOR plus 1.25%, (6.58% at September 30, 2006), quarterly principal payments of $435 plus interest, due November 2007	**1,130**	2,000
Bank term note payable, interest at LIBOR plus 1.25%, (6.58% at September 30, 2006), quarterly principal payments of $714 plus interest, due November 2007	**12,928**	16,357
	23,412	27,801
Less-current portion of debt	**(5,266)**	(5,876)
	$ 18,146	$ 21,925

The following is a schedule of future annual principal payments as of September 30, 2006.

Year 1	$ 5,266
2	10,251
3	180
4	2,545
5	180
Thereafter	4,990
Total	$ 23,412

The Company maintains a credit facility with a consortium of lenders consisting of a revolving line of credit (Revolver), a non-revolving line of credit (Non-Revolver), a swing-line note (Swing-Line) and a Term Note. The Revolver provides for borrowings up to a maximum of $10,000 and interest rates are based upon prime or LIBOR plus certain margin amounts based upon the Company s leverage ratio. The Company had no outstanding borrowings under the Revolver at September 30, 2006. At September 30, 2006, the Company had outstanding borrowings of $12,928 under the Non-Revolver in conjunction with the acquisition of the NorthStar Print Group (NSPG) in January 2005. The Swing-Line provides for borrowings of up to $2,000 with one of the lenders and interest is based on the prime rate. The Company had no outstanding borrowings under the Swing-Line at September 30, 2006 and had $1,130 of outstanding borrowings under the Term Note.

The credit facility also contains various financial and operating covenants which, among others, require the Company to maintain certain leverage, fixed charge coverage and net worth ratios and limits the payment of dividends to $1,500 annually. The credit agreement expires November 1, 2007. As of September 30, 2006, the Company was in compliance with all debt covenants.

With respect to the Industrial Revenue Bonds, the Company has the option to establish the bonds interest rate form (variable or fixed interest rate). When a fixed interest rate is selected, the fixed rate assigned will approximate the market rate for comparable securities. When a variable rate is selected, or at the end of a fixed interest rate period, the bondholders reserve the right to demand payment of the bonds. In the event that any of the bondholders exercise their rights, a remarketing agent is responsible for remarketing the bonds on a best efforts basis for not less than the outstanding principal and accrued interest. In the event the bonds are not able to be remarketed and the letters of credit are exercised, the lender is committed to providing financing for up to 458 days. These related letters of credit expire on November 1, 2007.

Substantially all assets of the Company are pledged as collateral under the Company s borrowings.

5. Segment Information:

The Company is organized into two segments within the packaging industry: Decorating Solutions and Packaging Services. The Decorating Solutions segment s primary operations involve the design and printing of labels, while the Packaging Services segment provides promotional packaging, assembling and fulfillment services. Both segments sell to major consumer product companies. Effective April 1, 2006, all corporate administrative expenses have been allocated to the Company s segments based upon methods that the Company believes are reasonable, such as formulas based on revenues and number of employees. As a result, the Decorating Solutions and Packaging Services income (loss) before income taxes for the three and six months ended September 30, 2005 have been recast to conform to the current period presentation with no net impact to operating results.

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Financial information by operating segment is as follows:

	Three Months Ended September 30, 2006	Three Months Ended September 30, 2005	Six Months Ended September 30, 2006	Six Months Ended September 30, 2005
Sales:				
Decorating Solutions	**$ 49,027**	$ 43,109	**$ 95,177**	$ 86,127
Packaging Services	**7,306**	6,866	**13,042**	10,577
Intersegment	**(178)**	(300)	**(318)**	(312)
	$ 56,155	$ 49,675	**$ 107,901**	$ 96,392
Income (loss) before income taxes:				
Decorating Solutions	**$ 4,716**	$ 3,511	**$ 8,844**	$ 7,410
Packaging Services	**291**	(144)	**106**	(877)
	$ 5,007	$ 3,367	**$ 8,950**	$ 6,533
Capital expenditures				
Decorating Solutions	**$ 428**	$ 334	**$ 771**	$ 939
Packaging Services	**51**	234	**97**	1,107
Corporate	**194**	239	**211**	466
	$ 673	$ 807	**$ 1,079**	$ 2,512
Depreciation and amortization:				
Decorating Solutions	**$ 1,443**	$ 1,455	**$ 2,906**	$ 2,975
Packaging Services	**155**	175	**310**	310
	$ 1,598	$ 1,630	**$ 3,216**	$ 3,285

	September 30, 2006	March 31, 2006
Total assets:		
Decorating Solutions	**$ 91,703**	$ 91,441
Packaging Services	**11,128**	11,514
Corporate	**12,468**	10,679
	$ 115,299	$ 113,634

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6. Stock Based Compensation:

Effective April 1, 2006, the Company adopted SFAS No. 123 (R), Share-Based Payment, which requires compensation costs related to share-based transactions to be measured at the grant date, based on the fair value of the award, and recognized as expense over the requisite service period. Prior to April 1, 2006, the Company applied Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and accounted for stock options under the intrinsic method. Accordingly, the Company did not recognize expense related to employee stock options because the exercise price of such options equaled the fair value of the underlying stock on the grant date. The Company previously disclosed the fair value of its stock options under the provisions of SFAS No. 123, Accounting for Stock-Based Compensation (SFAS 123).

The Company elected to adopt the modified prospective application method as provided by SFAS 123 (R), and accordingly, the financial statements for prior periods presented have not been restated.

For the three and six months ended September 30, 2006, the Company recorded pre-tax compensation expense for stock-based incentive awards of $191 and $383, respectively, which increased selling, general and administrative expenses by $172 and $353, respectively and cost of revenues by $19 and $30 respectively, and had and associated tax benefit of $74 and $148, respectively. The impact on basic and diluted net income per share for the three and six months ended September 30, 2006 was $0.02 and $0.04, respectively.

Prior to the adoption of SFAS 123(R), tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options were classified as operating cash flows. These excess tax benefits are now classified as financing cash flows. As a result of adopting SFAS 123 (R), $77 of excess tax benefits for the six months ended September 30, 2006 have been classified as a financing inflow.

Upon adoption of SFAS 123 (R), the Company continued to calculate the value of each employee stock option, estimated on the grant date, using the Black-Scholes model, using the following assumptions for the six months ended September 30, 2006:

Expected life (years)	5.0
Risk-free interest rate	4.92%
Expected volatility	37.8%
Dividend yield	0.63%

The Company estimated volatility based on the historical volatility of its common stock. The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the options in effect at the time of the grant. The dividend yield assumption is based on the Company s history and expectation for dividend payouts. The expected life of the options represents the weighted-average period the stock options are expected to remain outstanding. The expected life assumption is established through the review of historical exercise behavior of option grants with similar vesting periods. Beginning April 1, 2006, the Company began using an estimated forfeiture rate of 2%, based on historical data. Prior to April 1, 2006, the Company used the actual forfeiture method allowed under SFAS 123, which assumed that all options would vest and pro forma expense was adjusted when options were forfeited prior to the vesting dates. SFAS 123 (R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

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As of September 30, 2006, the Company reserved 237 shares for future issuance to key employees and directors under the Company s qualified and non-qualified stock option plans. Stock options granted under the plans enable the holder to purchase common stock at an exercise price not less than the market value on the date of grant and will expire not more than ten years after the date of grant. The applicable options vest ratably over a three to five year period. A summary of the changes in the options outstanding for the six months ended September 30, 2006 is shown below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining life (Years)	Aggregate Intrinsic Value
Outstanding at March 31, 2006	459	$ 15.64		
Granted	160	$ 31.75		
Exercised	13	$ 11.23		
Forfeited	9	$ 20.02		
Outstanding at September 30, 2006	597	$ 19.98	7.9	$ 4,669
Exercisable at September 30, 2006	260	$ 14.32	6.9	$ 1,725

As of September 30, 2006, the total compensation cost related to nonvested options not yet recognized and the weighted-average period over which it is expected to be recognized is $2,944 and 3.6 years, respectively.

The weighted average grant-date fair value of options granted during the six months ended September 30, 2006 was $12.46. The total intrinsic value of options exercised during the six months ended September 30, 2006 was $64. Cash received from options exercised during the six months ended September 30, 2006 was $188, with a tax benefit of $77.

Prior to the adoption of SFAS 123(R), the Company measured compensation expense for its stock option plans using the intrinsic method prescribed by APB No. 25. The Company applied the disclosure provisions of SFAS 123, as if the fair-value based method had been applied in measuring compensation expense. The following table illustrates the effect on net income and earnings per share for the three and six months ended September 30, 2005 as if the Company applied the fair value recognition provisions of SFAS 123 to stock-based compensation:

	Three Months Ended September 30, 2005	Six Months Ended September 30, 2005
Net income as reported	$ 2,051	$ 3,960
Stock based compensation expense determined under the fair value method for all awards, net of income tax benefits	78	156
Net income pro forma	$ 1,973	$ 3,804
Net income per common and common equivalent share as reported		
Basic	$ 0.31	$ 0.61
Diluted	$ 0.30	$ 0.59
Net income per common and common equivalent share pro forma		
Basic	$ 0.30	$ 0.58
Diluted	$ 0.29	$ 0.57

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7. Major Customers:

During the three months ended September 30, 2006 and 2005, sales to major customers (those exceeding 10% of the Company s net sales) approximated 51% and 46%, respectively, of the Company s consolidated net sales. Approximately 34% and 30% of sales for the three months ended September 30, 2006 and 2005, respectively, were to the Procter & Gamble Company (recorded primarily in the Decorating Solutions segment). Approximately 17% and 16% of sales for the three months ended September 30, 2006 and 2005, respectively were to the Miller Brewing Company (recorded in the Decorating Solutions segment). In addition, accounts receivable balances of such major customers approximated 43% and 32% of the Company s total accounts receivable balance at September 30, 2006 and March 31, 2006, respectively.

During the six months ended September 30, 2006 and 2005, sales to major customers approximated 50% and 45%, respectively, of the Company s consolidated net sales. Approximately 31% and 30% of sales for the six months ended September 30, 2006 and 2005, respectively were to the Procter & Gamble Company (recorded primarily in the Decorating Solutions segment). Approximately 19% and 16% of sales for the six months ended September 30, 2006 and 2005, respectively were to Miller Brewing Company (recording in the Decorating Solutions segment).

The loss or substantial reduction of the business of any of the major customers could have a material adverse impact on the Company s results of operations.

8. Acquisition:

In January 2005, the Company completed its acquisition of NSPG. The preliminary purchase price was subject to adjustment based on the sales margin of certain product lines during the period from July 2005 through July 2006. In September 2006, such adjustment was finalized and the Company received a cash payment of $1,666 from the seller. This adjustment was recorded as a reduction in the amounts allocated to property, plant and equipment, as the purchase price allocation resulted in no goodwill. The purchase price allocation for the NSPG acquisition is now completed.

9. Potential Acquisition:

At September 30, 2006, the Company had approximately $2,194 of capitalized acquisition costs related to a potential acquisition. Completion of this potential acquisition may or may not occur.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Amounts in Thousands)

Information included in this Quarterly Report on Form 10-Q contains certain forward-looking statements that involve potential risks and uncertainties. The Company s future results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed herein and those discussed in the Company s Annual Report on Form 10-K for the year ended March 31, 2006. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date thereof. Results for interim periods may not be indicative of annual results.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. The Company continually evaluates its estimates, including, but not limited to, those related to revenue recognition, bad debts, inventories and any related reserves, income taxes, fixed assets, goodwill and intangible assets. The Company bases its estimates on historical experience and on various other assumptions believed to be reasonable under the facts and circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the following critical accounting policies impact the more significant judgments and estimates used in the preparation of its condensed consolidated financial statements. Additionally, the Company s senior management has reviewed the critical accounting policies and estimates with the Board of Directors Audit and Finance Committee. For a more detailed discussion of the application of these and other accounting policies, refer to Note 2 of the Notes to Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the year ended March 31, 2006.

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Revenue Recognition

The Decorating Solutions segment recognizes revenue on sales of products when the customer receives title to the goods, which is generally upon shipment or delivery depending on sales terms. The Packaging Services segment recognizes revenue upon completion of the service provided to the customer or in certain circumstances, when the customer receives title to the goods upon shipment. All revenues are denominated in U.S. dollars and net of applicable returns and discounts.

Inventories

Inventories are stated at the lower of FIFO (first-in, first-out) cost or market. Excess and obsolete cost reductions are generally established based on inventory age.

Accounts Receivable

Our customers are primarily major consumer brand companies and container manufacturers. Accounts receivable consist of amounts due from customers in connection with our normal business activities. An allowance for doubtful accounts is established to reflect the expected losses of accounts receivable based on past collection history and specific individual risks identified. Losses may also depend to some degree on future economic conditions. Although these conditions are unknown to us and may result in additional credit losses, we do not anticipate significant adverse credit circumstances in fiscal 2007. If we are unable to collect all or part of the outstanding receivable balance, there could be a material impact on the consolidated statements of income.

Goodwill and Other Acquired Intangible Assets

We test goodwill and other intangible assets for impairment annually and/or whenever events or circumstances make it more likely than not that an impairment may have occurred. The impairment test is completed based upon our assessment of the estimated fair value of goodwill and other intangible assets. For purposes of these tests, we have determined that each segment of Multi-Color is one reporting unit.

The annual review for impairment of goodwill requires the use of estimates and assumptions which we believe are appropriate. Application of different estimates and assumptions could have a material impact on the consolidated statements of income.

Impairment of Long-Lived Assets

We review long-lived assets for impairment whenever events or changes in circumstances indicate that assets might be impaired and the related carrying amounts may not be recoverable. The determination of whether an impairment has occurred involves various estimates and assumptions, including the determination of the undiscounted cash flows estimated to be generated by the assets involved in the review. The cash flow estimates are based upon our historical experience, adjusted to reflect estimated future market and operating conditions. Measurement of an impairment loss requires a determination of fair value. We base our estimates of fair values on quoted market prices when available, independent appraisals as appropriate and industry trends or other market knowledge. Changes in the market condition and/or losses of a production line could have a material impact on the consolidated statements of income.

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Income Taxes

Income taxes are recorded based on the current year amounts payable or refundable, as well as the consequences of events that give rise to deferred tax assets and liabilities. Deferred tax assets and liabilities result from temporary differences between the tax basis and reported book basis of assets and liabilities and result in taxable or deductible amounts in future years. Our accounting for deferred taxes involves certain estimates and assumptions that we believe are appropriate. Future changes in regulatory tax laws and/or different positions held by taxing authorities may affect the value recorded for income and deferred taxes.

Executive Overview

We provide a wide range of products and services for the packaging needs of our customers through two segments. Our Decorating Solutions segment provides a complete line of label solutions for a wide variety of consumer product and food and beverage companies. Our Packaging Services segment provides promotional packaging design, sourcing and custom assembly services to consumer product companies and national retailers. Our vision is to be a premier global resource of packaging services and decorating solutions. Currently, our customers are located throughout North, Central and South America. We continue to monitor and analyze new trends in the packaging and consumer product industries to ensure that we are providing appropriate products and services to our customers. Certain factors that influence our business include consumer spending, new product introductions, new packaging technologies and demographics.

Consolidated net revenues increased 13% in the second quarter to $56,155 from $49,675 in the second quarter of the prior year. The 14% organic growth rate within the Decorating Solutions segment was a result of gaining new customers and expanding our business with existing customers. The revenue increase within our Packaging Services segment was attributed to an increase in existing customer sales due to customer promotional programs. For the six month period ended September 30, 2006, our consolidated net revenues of $107,901 were 12% higher than the prior year. The organic growth rate within the Decorating Solutions segment was a result of expanding our business with existing customers.

The label markets we serve through our Decorating Solutions segment continue to experience a competitive environment and price pressures. We have initiated many cost reduction programs to meet the demands of the market while minimizing the impact on our margins. We continually search for ways to reduce our costs through improved production and labor efficiencies, reduced substrate waste, new substrate options and lower substrate pricing.

We have continued to make progress in expanding our customer base and portfolio of products, services and manufacturing locations in order to address issues related to customer concentration. We continue to examine business strategies to diversify our business.

Key objectives for fiscal year 2007 include winning new customers, growing existing customers, generating meaningful cost reduction, international business expansion and pursuing selective acquisitions.

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Results of Operations

Three Months Ended September 30, 2006 compared to the Three Months Ended September 30, 2005:

	2006	2005	$ Change	% Change
Consolidated Net Revenues	**$ 56,155**	$ 49,675	$ 6,480	13%
Decorating Solutions Segment	**$ 49,027**	$ 43,109	$ 5,918	14%
Packaging Services Segment	**$ 7,306**	$ 6,866	$ 440	6%
Intersegment	**$ (178)**	$ (300)	NA	NA

The Decorating Solutions segment s revenues for the three months ended September 30, 2006 as compared to the same period of the prior year increased primarily due to gaining new customers, increasing volume with existing customers and a new product launch with an existing customer. The Packaging Services segment experienced an increase in net revenues for the second quarter as a result of strong service demand of promotional programs from existing customers.

	2006	2005	$ Change	% Change
Consolidated Gross Profit	**$ 10,362**	$ 8,000	$ 2,362	30%
% of Revenues	**18%**	16%		
Decorating Solutions Segment	**$ 9,631**	$ 7,700	$ 1,931	25%
% of Revenues	**20%**	18%		
Packaging Services Segment	**$ 731**	$ 300	$ 431	144%
% of Revenues	**10%**	4%		

Consolidated gross profit increased $2,362 or 30% as compared to the same period in the prior year as a result of higher volumes within the Decorating Solutions segment, as well as the increase in revenues in the Packaging Services segment. Gross profit within the Decorating Solutions segment increased $1,931 due to organic sales growth, favorable product mix and a new product launch mentioned above. Gross profit in the Packaging Services segment increased $431 because of higher sales volume, a favorable service mix and productivity efficiencies compared to the prior year.

	2006	2005	$ Change	% Change
Consolidated Selling, General & Administrative	**$ 5,032**	$ 4,167	$ 865	21%
% of Revenues	**9%**	8%		

Selling, general and administrative (SG&A) expenses increased $865 or 21% from the prior year. The increase in SG&A is primarily attributed to increased selling expenses of approximately $300 and staff increases associated with our growth of approximately $200. In addition, we incurred increased expenses related to compliance with the Sarbanes-Oxley Act of 2002 of approximately $100. With the adoption of Statement of Financial Accounting Standards No. 123 (R) Share-Based Payment on April 1, 2006, we began expensing stock options, which resulted in $172 in SG&A expenses for the three months ended September 30, 2006.

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	2006	2005	$ Change	% Change
Interest Expense	**$ 361**	$ 485	$ (124)	(26)%

Interest expense decreased as compared to the same period of the prior year as a result of a decrease in the outstanding debt balance. The outstanding debt balance at September 30, 2006 was $23,412 compared to a balance of $35,398 at September 30, 2005.

	2006	2005	$ Change	% Change
Income Tax Expense	**$ 1,879**	$ 1,316	$ 563	43%

Income tax expense increased $563 from the first quarter of the prior year because of an increase in earnings, which was partially offset by a decrease in the effective tax rate. The effective rate decreased from 39.1% to 37.5% due to a refund received in the second quarter 2007 that offset current tax expense as well as a reduction in the tax rate in one of the states in which we operate, which decreased state income tax expense. Our expected tax rate for fiscal year 2007 is 38.6%.

Six Months Ended September 30, 2006 compared to the Six Months Ended September 30, 2005:

	2006	2005	$ Change	% Change
Consolidated Net Revenues	**$ 107,901**	$ 96,392	$ 11,509	12%
Decorating Solutions Segment	**$ 95,177**	$ 86,127	$ 9,050	11%
Packaging Services Segment	**$ 13,042**	$ 10,577	$ 2,465	23%
Intersegment	**$ (318)**	$ (312)	NA	NA

The Decorating Solutions segment s revenues for the six months ended September 30, 2006 as compared to the same period of the prior year increased primarily due to gaining new customers and increasing volume with existing customers. The Packaging Services segment experienced an increase in net revenues for the first six months of the year as a result of strong service demand of promotional programs from existing customers.

.	2006	2005	$ Change	% Change
Consolidated Gross Profit (Loss)	**$ 19,448**	$ 15,789	**$ 3,659**	23%
% of Revenues	**18%**	16%		
Decorating Solutions Segment	**$ 18,515**	$ 15,834	**$ 2,681**	17%
% of Revenues	**19%**	18%		
Packaging Services Segment	**$ 933**	$ (45)	**$ 978**	NA
% of Revenues	**7%**	(.42)%		

Consolidated gross profit increased $3,659 or 23% as compared to the same period in the prior year as a result of higher volumes within the Decorating Solutions segment, as well as the increase in revenues in the Packaging Services segment. Gross profit within the Decorating Solutions segment increased due to organic sales growth and reduced costs realized through improved labor and production efficiencies. Gross profit in the Packaging Services segment increased $978 because of higher sales volume and a favorable service mix. In the prior year Packaging Services segment experienced productivity issues related to delays in receiving customer components for the holiday gift season.

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	2006	2005	$ Change	% Change
Consolidated Selling, General & Administrative	**$ 9,838**	$ 8,303	**$ 1,535**	18%
% of Revenues	**9%**	9%		

Selling, general and administrative (SG&A) expenses increased $1,535 or 18% from the prior year, but remained flat as a percent of sales. The increase in SG&A is primarily attributed to increased selling expenses of approximately $700 and staff increases associated with our growth of approximately $300. In addition, we incurred increased expenses related to compliance with the Sarbanes-Oxley Act of 2002 of approximately $200. With the adoption of Statement of Financial Accounting Standards No. 123 (R) Share-Based Payment on April 1, 2006, we began expensing stock options, which resulted in $353 in SG&A expenses for the six months ended September 30, 2006.

	2006	2005	$ Change	% Change
Interest Expense	**$ 755**	$ 999	**$ (244)**	(24)%

Interest expense decreased as compared to the same period of the prior year as a result of a decrease in the outstanding debt balance. The outstanding debt balance at September 30, 2006 was $23,412 compared to a balance of $35,398 at September 30, 2005.

	2006	2005	$ Change	% Change
Income Tax Expense	**$ 3,336**	$ 2,573	**$ 763**	30%

Income tax expense increased $763 from the prior year because of an increase in earnings, which was partially offset by a decrease in the effective tax rate. The effective rate decreased from 39.4% to 37.3% due to refunds received in both the first and second quarters of 2007 that offset current tax expense as well as a reduction in the tax rate in one of the states in which we operate, which decreased state income tax expense. Our expected tax rate for fiscal year 2007 is 38.6%.

Liquidity and Capital Resources

Through the six months ended September 30, 2006 net cash provided by operating activities was $8,068 as compared to $11,962 the same period of the prior year. The change is due primarily to a decrease in accounts payable and accrued liabilities, due to timing of payables and tax payments and an increase in accounts receivable associated with our growth. This is partially offset by higher net income for the six months ended September 30, 2006 compared to the same period ended September 30, 2005.

We expect to make capital expenditures of approximately $7,000 during fiscal 2007, consisting primarily of plant equipment. We believe that cash flows from operations and availability under the credit facilities are sufficient to meet our capital requirements and debt service requirements for the next twelve months.

From time to time we review potential acquisitions of businesses. While there are no present commitments to acquire any businesses that would have a material impact on our financial position or results of operations, such acquisitions may require us to issue additional equity or incur additional debt. At September 30, 2006, we had capitalized approximately $2,194 related to a potential acquisition. Completion of this potential acquisition may or may not occur.

We maintain a credit facility with a consortium of lenders consisting of a revolving line of credit (Revolver), a non-revolving line of credit (Non-Revolver), a swing-line note (Swing-Line) and a Term Note. The Revolver provides for borrowings up to a maximum of $10,000 and interest rates are based upon prime or LIBOR plus certain margin amounts based on our leverage ratio. We had no outstanding borrowings under the Revolver at September 30, 2006. The Non-Revolver provided for maximum borrowings of $45,000; however the lenders have no obligation to make any advances under the Non-Revolver after the Draw Termination date of January 24, 2006. At September 30, 2006, we had outstanding borrowings of $12,928 under the Non-Revolver. The Swing-Line provides for borrowings of up to $2,000 with one of the lenders and interest is based on the prime rate. There were no outstanding borrowings under the Swing-Line at September 30, 2006. Under the terms of the credit facility agreement, we are subject to several financial covenants. The financial covenants require us to maintain certain leverage and fixed charge ratios as well as maintain a minimum net worth. Our credit agreement allows us to pay dividends up to $1,500 in any given year. In September 2006, we entered into an amendment with the lenders to extend the credit agreement through November 1, 2007.

Available borrowings under the credit agreement at September 30, 2006 consisted of $10,000 under the Revolver and $2,000 under the Swing-Line.

We believe that we have both sufficient short and long term liquidity financing. We had a working capital position of $25,927 and $19,571 at September 30, 2006 and March 31, 2006, respectively. At September 30, 2006, we were in compliance with our loan covenants and current in our principal and interest payments on all debt.

Contractual Obligations

The following table summarizes Multi-Color s contractual obligations as of September 30, 2006:

Aggregated Information about Contractual Obligations and Other Commitments:

September 20, 2006	Total	Year 1	Year 2	Year 3	Year 4	Year 5	More than 5 years
Long-term debt	$ 23,412	$ 5,266	$ 10,251	$ 180	$ 2,545	$ 180	$ 4,990
Interest on Long Term Debt (1)	2,954	617	557	357	358	306	759
Rent due under Operating Leases	10,889	1,735	1,875	1,640	1,349	1,230	3,060
Other Long-Term Obligations (2)	1,196	40	31	13	29	44	1,039
Unconditional Purchase Obligations	833	732	74	21	6		
Total Contractual Cash Obligations	**$ 39,284**	**$ 8,390**	**$ 12,788**	**$ 2,211**	**$ 4,287**	**$ 1,760**	**$ 9,848**

(1) Interest on floating rate debt was estimated using projected forward LIBOR rates as of September 30, 2006.

(2) Amounts include $540 of expected post retirement benefit payments and $656 of deferred compensation obligations. The deferred compensation obligations are included in the more than 5 years column as the timing of such payments are not determinable.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company has no material changes to the disclosures made in the Company s Form 10-K for the year ended March 31, 2006.

Item 4. Controls and Procedures

The Company s Chief Executive Officer and Chief Financial Officer evaluated the Company s disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Their evaluation concluded that the disclosure controls and procedures are effective in connection with the filing of this Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.

There have been no significant changes in the Company s internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any significant deficiencies or material weaknesses of internal controls that would require corrective action.

Forward-Looking Statements

The Company believes certain statements contained in this report that are not historical facts constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, and are intended to be covered by the safe harbors created by that Act. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied. Any forward-looking statement speaks only as of the date made. The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which they are made.

Statements concerning expected financial performance, on-going business strategies, and possible future actions which the Company intends to pursue in order to achieve strategic objectives constitute forward-looking information. Implementation of these strategies and the achievement of such financial performance are each subject to numerous conditions, uncertainties and risk factors. Factors which could cause actual performance by the Company to differ materially from these forward-looking statements include, without limitation, factors discussed in conjunction with a forward-looking statement; changes in general economic and business conditions; the ability to consummate and successfully integrate acquisitions; the success and financial condition of the Company s significant customers; competition; acceptance of new product offerings; changes in business strategy or plans; quality of management; the Company s ability to maintain an effective system of internal control; availability, terms and development of capital; cost and price changes; availability of raw materials; business abilities and judgment of personnel; changes in, or the failure to comply with, government regulations, legal proceedings and developments; increases in general interest rate levels affecting the Company s interest costs; and terrorism and political unrest. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Part II - Other Information

Item 1. Legal Proceedings None

Item 1A. Risk Factors The Company had no material changes to the Risk Factors in the Company s Form 10-K for the year ended March 31, 2006.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds None

Item 3. Defaults upon Senior Securities None

Item 4. Submission of Matters to a Vote of Security Holders The annual meeting of shareholders was held on August 17, 2006. At the meeting, the shareholders voted on the following items:

1. Election of the following directors:

	Votes for	Votes withheld
David L. Abbott	5,701,514	20,708
Robert R. Buck	5,707,229	14,993
Charles B. Connolly	5,471,988	250,234
Francis D. Gerace	5,706,794	15,248
Lorrence T. Kellar	5,549,442	172,780
Roger A. Keller	5,707,528	14,694

2. Ratification of the appointment of Grant Thornton LLP as the Company s independent registered public accountants for fiscal 2007 (5,603,436 votes for, 113,590 votes against, 5,196 votes withheld).

3. Ratification of the 2006 Director Equity Compensation Plan (4,752,311 votes for, 225,309 votes against, 744,602 votes withheld).

Item 5. Other Information None

Item 6. Exhibits

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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Signature

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

Multi-Color Corporation
(Registrant)

Date: November 7, 2006

By: /s/ Dawn H. Bertsche
Dawn H. Bertsche
Senior Vice President Finance,
Chief Financial Officer and Secretary

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