

MODINE MANUFACTURING CO
Form 10-Q
August 05, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-1373

MODINE MANUFACTURING COMPANY
(Exact name of registrant as specified in its charter)

WISCONSIN
(State or other jurisdiction of incorporation or organization)

39-0482000

(I.R.S. Employer Identification No.)

1500 DeKoven Avenue, Racine, Wisconsin
(Address of principal executive offices)

53403
(Zip Code)

Registrant's telephone number, including area code (262) 636-1200

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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer (Do not check if a smaller reporting company)

Smaller reporting company

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

The number of shares outstanding of the registrant's common stock, \$0.625 par value, was 32,998,315 at July 30, 2009.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

MODINE MANUFACTURING COMPANY
 CONSOLIDATED STATEMENTS OF OPERATIONS
 For the three months ended June 30, 2009 and 2008
 (In thousands, except per share amounts)
 (Unaudited)

	Three months ended June 30	
	2009	2008
Net sales	\$253,632	\$437,871
Cost of sales	217,767	365,021
Gross profit	35,865	72,850
Selling, general and administrative expenses	38,547	58,490
Restructuring expense (income)	1,196	(53)
Impairment of long-lived assets	994	134
(Loss) income from operations	(4,872)	14,279
Interest expense	5,459	2,623
Other income – net	(5,705)	(1,753)
(Loss) earnings from continuing operations before income taxes	(4,626)	13,409
Provision for income taxes	1,016	6,825
(Loss) earnings from continuing operations	(5,642)	6,584
(Loss) earnings from discontinued operations (net of income taxes)	(8,861)	354
Gain on sale of discontinued operations (net of income taxes)	-	849
Net (loss) earnings	\$(14,503)	\$7,787
 (Loss) earnings from continuing operations per common share:		
Basic	\$(0.18)	\$0.20
Diluted	\$(0.18)	\$0.20
 Net (loss) earnings per common share:		
Basic	\$(0.45)	\$0.24
Diluted	\$(0.45)	\$0.24
 Dividends per share		
	\$-	\$0.10

The notes to unaudited condensed consolidated financial statements are an integral part of these statements.

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MODINE MANUFACTURING COMPANY
CONSOLIDATED BALANCE SHEETS
June 30, 2009 and March 31, 2009
(In thousands, except per share amounts)
(Unaudited)

	June 30, 2009	March 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	\$23,745	\$43,536
Short term investments	1,010	1,189
Trade receivables, less allowance for doubtful accounts of \$2,896 and \$2,831	128,171	122,266
Inventories	90,622	88,077
Assets held for sale	37,589	29,173
Deferred income taxes and other current assets	47,833	41,610
Total current assets	328,970	325,851
Noncurrent assets:		
Property, plant and equipment – net	455,990	426,565
Investment in affiliates	7,916	11,268
Goodwill	29,483	25,639
Intangible assets – net	7,650	7,041
Assets held for sale	29,645	34,328
Other noncurrent assets	19,589	21,440
Total noncurrent assets	550,273	526,281
Total assets	\$879,243	\$852,132
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$40	\$5,036
Long-term debt – current portion	207	196
Accounts payable	98,390	94,506
Accrued compensation and employee benefits	63,150	67,328
Income taxes	4,491	4,838
Liabilities of business held for sale	34,964	28,018
Accrued expenses and other current liabilities	45,825	51,111
Total current liabilities	247,067	251,033
Noncurrent liabilities:		
Long-term debt	252,370	243,982
Deferred income taxes	12,624	9,979
Pensions	68,584	67,367
Postretirement benefits	9,346	9,558
Liabilities of business held for sale	13,968	12,181
Other noncurrent liabilities	15,365	14,195
Total noncurrent liabilities	372,257	357,262
Total liabilities	619,324	