

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 27, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

**þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-12001

ALLEGHENY TECHNOLOGIES INCORPORATED
401(K) SAVINGS ACCOUNT PLAN FOR EMPLOYEES
OF THE EXTON FACILITY

(Title of Plan)

ALLEGHENY TECHNOLOGIES INCORPORATED

(Name of Issuer of securities held pursuant to the Plan)

1000 Six PPG Place, Pittsburgh, Pennsylvania 15222-5479
(Address of Plan and principal executive offices of Issuer)

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Financial Statements and Supplemental Schedule

401(k) Savings Account Plan for Employees of the Exton Facility
Year Ended December 31, 2004

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Financial Statements
And Supplemental Schedule

401(k) Savings Account Plan for Employees of the Exton Facility

Year Ended December 31, 2004

(Unaudited)

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401(k) Savings Account Plan for Employees of the Exton Facility

Financial Statements
and Supplemental Schedule

Year Ended December 31, 2004

(Unaudited)

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401(k) Savings Account Plan for Employees of the Exton Facility

Statements of Net Assets Available for Benefits

(Unaudited)

| | December 31 | |
|---|---------------------|-------------|
| | 2004 | 2003 |
| Investments: | | |
| Interest in Allegheny Master Trust | \$ 677,448 | \$ 669,522 |
| Interest in registered investment companies | 164,123 | 162,565 |
| Participant loans | 163,427 | 129,757 |
| Net assets available for benefits | \$ 1,004,998 | \$ 961,844 |

See accompanying notes.

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401(k) Savings Account Plan for Employees of the Exton Facility

Statement of Changes in Net Assets Available for Benefits

(Unaudited)

Year Ended December 31, 2004

| | |
|---|---------------------|
| Employee contributions | \$ 1,905 |
| Investment income: | |
| Net gain from interest in Allegheny Master Trust | 38,828 |
| Net gain from interest in registered investment companies | 7,907 |
| Interest income | 6,642 |
| Total investment income | 53,377 |
| | 55,282 |
| Distributions to participants | (12,128) |
| Net increase in net assets available for benefits | 43,154 |
| Net assets available for benefits at beginning of year | 961,844 |
| Net assets available for benefits at end of year | \$ 1,004,998 |

See accompanying notes.

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements

December 31, 2004

1. Significant Accounting Policies

Investments are valued as follows:

Bank and insurance contracts with varying contract rates and maturity dates are stated at contract value.

Although it is management's intention to hold the investment contracts in the Standish Fixed Income Fund until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

All other funds are stated at their net asset value, based on the quoted market prices of the securities held in such funds on applicable exchanges.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The financial statements are prepared under the accrual basis of accounting.

2. Description of the Plan

The 401(k) Savings Account Plan for Employees of the Exton Facility, formerly known as the Allegheny Rodney (ALstrip) Profit Sharing Plan (the Plan) is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The purpose of the Plan is to encourage employee thrift by permitting eligible employees of the Exton facility of Allegheny Ludlum Corporation (the Company) to defer a part of their compensation and contribute such deferral to the Plan. The Company is a wholly-owned subsidiary of Allegheny Technologies Incorporated (ATI, the Plan Sponsor). The Plan allows employees to contribute a portion of eligible wages each pay period through payroll deductions subject to Internal Revenue Code limitations. The Plan allows participants to direct their contributions to any of the investment alternatives. Unless otherwise specified by the participant, contributions are made to the Standish Fixed Income Fund.

Separate accounts are maintained by the Plan Sponsor for each participating employee. Trustee fees and asset management fees charged by the Plan's trustee, Mellon Bank, N.A., for the administration of all funds are charged against net assets available for benefits of the respective fund. Certain other expenses of administering the Plan are paid by the Plan Sponsor.

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

Participants may make in-service and hardship withdrawals as outlined in the plan document. Active employees can borrow up to 50% of their vested account balances minus any outstanding loans. The loan amounts are further limited to a minimum of \$500 and a maximum of \$50,000, and an employee can obtain no more than three loans at one time. Interest rates are determined based on commercially accepted criteria, and payment schedules vary based on the type of the loan. General-purpose loans are repaid over 6 to 60 months, and primary residence loans are repaid over periods from 6 months up to 180 months. Payments are made by payroll deductions.

Further information about the Plan, including eligibility, vesting, contributions, and withdrawals, is contained in the plan documents. Copies of these documents are available from the Plan Sponsor.

3. Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31, 2004.

| | 2004 <i>(Unaudited)</i> |
|----------------------------|-----------------------------------|
| Standish Fixed Income Fund | \$ 380,747 |
| ATI Disciplined Stock Fund | 289,524 |
| Dreyfus Bond Market Index | 126,873 |

Certain of the Plan's investments are in the Allegheny Master Trust, which has three separately managed institutional investment accounts in the ATI Disciplined Stock Fund, the Alliance Capital Growth Pool, and the Standish Fixed Income Fund, which are valued on a unitized basis (collectively, the Allegheny Master Trust). The Allegheny Master Trust was established for the investment of assets of the Plan, and several other ATI sponsored retirement plans. Each participating retirement plan has an undivided interest in the Allegheny Master Trust. At December 31, 2004, the Plan's interest in the net assets of the Alliance Capital Growth Pool, the Standish Fixed Income Fund, and the ATI Disciplined Stock Fund was as follows:

| | 2004 <i>(Unaudited)</i> |
|------------------------------|-----------------------------------|
| ATI Disciplined Stock Fund | 0.39% |
| Standish Fixed Income Fund | 0.19 |
| Alliance Capital Growth Pool | 0.02 |

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements (continued)

3. Investments (continued)

Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Allegheny Master Trust.

The composition of the net assets of the Standish Fixed Income Fund at December 31, 2004 was as follows:

| <i>(Unaudited)</i> | 2004 |
|--|----------------|
| Guaranteed investment contracts: | |
| Canada Life | \$ 1,371,538 |
| GE Life and Annuity | 8,735,242 |
| Hartford Life Insurance Company | 8,250,446 |
| John Hancock Life Insurance Company | 4,670,166 |
| Monumental Life Insurance Company | 1,017,190 |
| New York Life Insurance Company | 6,769,166 |
| Ohio National Life | 2,687,551 |
| Pacific Mutual Life Insurance Company | 5,061,507 |
| Principal Life | 1,243,795 |
| Pruco Pace Credit Enhanced | 7,132,148 |
| Security Life of Denver | 5,972,064 |
| United of Omaha | 2,929,738 |
| | 55,840,551 |
| Synthetic guaranteed investment contracts: | |
| MDA Monumental BGI Wrap | 36,520,489 |
| Bank of America | 33,366,628 |
| Rabobank | 37,879,291 |
| Union Bank of Switzerland | 25,166,696 |
| | 132,933,104 |
| Interest in common/collective trusts | 9,386,961 |
| Other | 670,702 |
| Total net assets | \$ 198,831,318 |

The Standish Fixed Income Fund (the Fund) invests in guaranteed investment contracts (GICs) and actively managed structured or synthetic investment contracts (SICs). The GICs are promises by a bank or insurance company to repay principal plus a fixed rate of return through contract maturity. SICs differ from GICs in that there are specific assets supporting the SICs, and these assets are owned by the Allegheny Master Trust. The bank or insurance company issues a wrapper contract that allows participant-directed transactions to be made at contract value. The assets supporting the SICs are comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs),

and collateralized mortgage obligations (CMOs) with fair values of \$134,332,201 at December 31, 2004. The contract value minus the market value of the wrapper contracts at December 31, 2004 was \$1,041,182.

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements (continued)

3. Investments (continued)

Interest crediting rates on the GICs in the Fund are determined at the time of purchase. Interest crediting rates on the SICs are either: (1) set at the time of purchase for a fixed term and crediting rate, (2) set at the time of purchase for a fixed term and variable crediting rate or (3) set at the time of purchase and reset monthly within a constant duration. A constant duration contract may specify a duration of 2.5 years and the crediting rate is adjusted monthly based upon quarterly rebalancing of eligible 2.5 year duration investment instruments at the time of each resetting; in effect the contract never matures. At December 31, 2004, the interest crediting rates for GICs and Fixed Maturity SICs ranged from 3.87% to 8.05%.

For the year ended December 31, 2004, the average annual yield for the investment contracts in the Fund was 4.89%. Fair value of the GICs was estimated by discounting the weighted average of the Fund's cash flows at the then-current interest crediting rate for a comparable maturity investment contract. Fair value for the SICs was estimated based on the fair value of each contract's supporting assets at December 31, 2004.

The composition of net assets of the Alliance Capital Growth Pool at December 31, 2004 was as follows:

| | 2004 <i>(Unaudited)</i> |
|--|-----------------------------------|
| Investment in registered investment companies: | |
| Alliance Equity Fund S.A. #4 | \$ 38,135,320 |
| Operating payables | (11,230) |
| Total net assets | \$ 38,124,090 |

The composition of net assets of the ATI Disciplined Stock Fund at December 31, 2004 was as follows:

| | 2004 <i>(Unaudited)</i> |
|--|-----------------------------------|
| Corporate common stocks | \$ 72,955,300 |
| Investment in common collective trusts | 71,478 |
| Receivables | 1,085,015 |
| Operating Payables | (97,126) |
| Total net assets | \$ 74,014,667 |

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements (continued)

3. Investments (continued)

The composition of the changes in net assets of the Allegheny Master Trust is as follows:

| | Standish Fixed Income Fund | Alliance Capital Growth Pool | ATI Disciplined Stock Fund |
|--|---|---|---|
| | Year Ended December 31, 2004 | | |
| | <i>(Unaudited)</i> | | |
| Investment income: | | | |
| Interest income | \$ 9,236,594 | \$ | \$ |
| Net realized/unrealized gain (loss) on corporate common stocks | (1,358) | | 4,352,382 |
| Dividends | | | 1,368,881 |
| Net gain, common collective trusts | 122,717 | | 8,488 |
| Net gain, pooled separate accounts | | 5,432,718 | |
| Administrative expenses | (240,688) | (128,988) | (551,752) |
| Transfers | (1,892,602) | (2,835,451) | (9,000,958) |
| Net increase (decrease) | 7,224,663 | 2,468,279 | (3,822,959) |
| Total net assets at beginning of year | 191,606,655 | 35,655,811 | 77,837,626 |
| Total net assets at end of year | \$ 198,831,318 | \$ 38,124,090 | \$ 74,014,667 |

Interest, realized and unrealized gains and losses, and management fees from the Allegheny Master Trust are included in the net gain from interest in Allegheny Master Trust on the statement of changes in net assets available for benefits.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated August 4, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

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401(k) Savings Account Plan for Employees of the Exton Facility

Notes to Financial Statements (continued)

5. Parties-in-Interest

Dreyfus Corporation is the manager of the Dreyfus Mutual Funds that are offered as investment options under this Plan. Dreyfus Service Corporation is the funds distributor. Dreyfus Corporation and Dreyfus Service Corporation are both wholly owned subsidiaries of Mellon Financial Corporation. Mellon Financial Corporation also owns Mellon Bank, N.A., the Trustee for this Plan. Therefore, these entities are parties-in-interest. Trustee and investment fees paid during 2004 were based upon customary and reasonable rates for such services.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. However, no such action may deprive any participant or beneficiary of any vested right.

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risk such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2004:

| | |
|--|--------------|
| Net assets available for benefits per the financial statements | \$ 1,004,998 |
| Deemed distribution of benefits to participants | (6,269) |
| Net assets available for benefits per the Form 5500 | \$ 998,729 |

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2004:

| | |
|--|-----------|
| Benefits paid to participants per the financial statements | \$ 12,128 |
| Add: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2004 | 4,980 |
| Benefits paid per the Form 5500 | \$ 17,108 |

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401(k) Savings Account Plan for Employees of the Exton Facility

EIN 25-1792394 Plan 002

Schedule H, Line 4(I) Schedule of Assets (Held at End of Year)

December 31, 2004

| Investment Description | Units/Shares | Current Value |
|---|---------------------|----------------------|
| <u>Registered investment companies:</u> | | |
| Dreyfus Bond Market Index Fund* | 12,305.8100 | \$ 126,873 |
| Dreyfus Emerging Leaders Fund* | 71.7190 | 3,172 |
| Artisan Funds | 1,202.2170 | 28,252 |
| Dreyfus Growth & Value International Fund* | 99.8850 | 1,960 |
| Artisan Funds Midcap Fund | 21.5140 | 636 |
| Prudential Jennison Growth Fund, Class A Shares | 227.2950 | 3,230 |
| | | \$ 164,123 |
| Participant loans (5.00% to 9.5%)* | | \$ 163,427 |

* Party-in-interest

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrators of the Plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALLEGHENY TECHNOLOGIES
INCORPORATED
401(K) SAVINGS ACCOUNT PLAN FOR
EMPLOYEES OF THE EXTON FACILITY**

Date: June 27, 2005

By: /s/ Richard J. Harshman
Richard J. Harshman
Executive Vice President-Finance and
Chief Financial Officer (Principal Financial
Officer and Duly Authorized Officer)