

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 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 number 0-3134
Park-Ohio Holdings Corp.
(Exact name of registrant as specified in its charter)

Ohio
*(State or other jurisdiction of
incorporation or organization)*

23000 Euclid Avenue, Cleveland, Ohio
(Address of principal executive offices)

34-1867219
*(I.R.S. Employer
Identification No.)*

44117
(Zip Code)

216/692-7200
(Registrant's telephone number, including area code)

Park-Ohio Holdings Corp. is a successor issuer to Park-Ohio Industries, Inc.

Indicate by check mark whether the registrant:

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

Indicate by check mark 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. (Check one):

Large Accelerated Filer ☐ Accelerated Filer ☒ 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 ☒

Number of shares outstanding of registrant's Common Stock, par value \$1.00 per share, as of October 31, 2006: 11,343,446
The Exhibit Index is located on page 30.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

INDEX

	<u>Page</u>
<u>PART I. FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>Financial Statements</u>
	3
	<u>Consolidated balance sheets — September 30, 2006 and December 31, 2005</u>
	3
	<u>Consolidated statements of income — Three months and nine months ended September 30, 2006 and 2005</u>
	4
	<u>Consolidated statement of shareholders' equity — Nine months ended September 30, 2006</u>
	5
	<u>Consolidated statements of cash flows — Nine months ended September 30, 2006 and 2005</u>
	6
	<u>Notes to consolidated financial statements — September 30, 2006</u>
	7
	<u>Report of Independent Registered Public Accounting Firm</u>
	18
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
	19
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
	25
<u>Item 4.</u>	<u>Controls and Procedures</u>
	25
<u>PART II. OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>
	27
<u>Item 1A.</u>	<u>Risk Factors</u>
	28
<u>Item 6.</u>	<u>Exhibits</u>
	28
<u>SIGNATURE</u>	29
<u>EXHIBIT INDEX</u>	30
<u>EX-10.1</u>	
<u>EX-10.2</u>	
<u>EX-15</u>	
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32</u>	

PART I. Financial Information

ITEM 1. Financial Statements

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	(Unaudited) September 30, 2006	December 31, 2005
	(Dollars in thousands)	
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 17,114	\$ 18,696
Accounts receivable, less allowances for doubtful accounts of \$3,885 at September 30, 2006 and \$5,120 at December 31, 2005	184,359	153,502
Inventories	219,926	190,553
Deferred tax assets	8,627	8,627
Other current assets	31,505	21,651
Total Current Assets	461,531	393,029
Property, Plant and Equipment	254,416	244,367
Less accumulated depreciation	143,473	130,557
	110,943	113,810
Other Assets		
Goodwill	85,389	82,703
Net assets held for sale	7,010	1,992
Other	68,072	71,320
	\$ 732,945	\$ 662,854
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Trade accounts payable	\$ 136,655	\$ 115,401
Accrued expenses	75,565	65,416
Current portion of long-term liabilities	4,520	4,161
Total Current Liabilities	216,740	184,978
Long-Term Liabilities, less current portion		
8.375% Senior Subordinated Notes due 2014	210,000	210,000
Revolving credit	152,700	128,300
Other long-term debt	5,439	6,705
Deferred tax liability	3,176	3,176
Other postretirement benefits and other long-term liabilities	24,598	26,174
	395,913	374,355
Shareholders' Equity		
Capital stock, par value \$1 a share:		
Serial Preferred Stock	-0-	-0-
Common Stock	12,080	11,703
Additional paid-in capital	57,271	56,915
Retained earnings	59,408	46,014
Treasury stock, at cost	(9,047)	(9,009)
Accumulated other comprehensive income (loss)	580	(2,102)
	120,292	103,521
	\$ 732,945	\$ 662,854

Note: The balance sheet at December 31, 2005 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See notes to consolidated financial statements.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(Amounts in thousands, except per share data)			
Net sales	\$ 257,167	\$ 234,247	\$ 785,841	\$ 691,925
Cost of products sold	220,967	198,327	675,039	585,543
Gross profit	36,200	35,920	110,802	106,382
Selling, general and administrative expenses	22,444	22,817	66,372	64,897
Operating income	13,756	13,103	44,430	41,485
Interest expense	8,065	7,200	23,170	20,374
Income before income taxes	5,691	5,903	21,260	21,111
Income taxes	1,955	751	7,866	2,260
Net income	<u>\$ 3,736</u>	<u>\$ 5,152</u>	<u>\$ 13,394</u>	<u>\$ 18,851</u>
Amounts per common share:				
Basic	\$.34	\$.47	\$ 1.22	\$ 1.73
Diluted	\$.33	\$.45	\$ 1.17	\$ 1.66
Common shares used in the computation:				
Basic	11,007	10,928	10,987	10,896
Diluted	<u>11,451</u>	<u>11,414</u>	<u>11,448</u>	<u>11,385</u>

See notes to consolidated financial statements.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u> (Dollars in thousands)	<u>Treasury Stock</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total</u>
Balance at January 1, 2006, as adjusted	\$ 11,703	\$ 56,915	\$ 46,014	\$ (9,009)	\$ (2,102)	\$ 103,521
Comprehensive income:						
Net income			13,394			13,394
Foreign currency translation adjustment					2,682	2,682
Comprehensive income						16,076
Restricted stock award	340	(340)				-
Amortization of restricted stock		391				391
Purchase of treasury stock				(38)		(38)
Share-based compensation		227				227
Exercise of stock options (37,697 shares)	37	78				115
Balance at September 30, 2006	<u>\$ 12,080</u>	<u>\$ 57,271</u>	<u>\$ 59,408</u>	<u>\$ (9,047)</u>	<u>\$ 580</u>	<u>\$ 120,292</u>

See notes to consolidated financial statements.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended September 30,	
	2006	2005
	(Dollars in thousands)	
OPERATING ACTIVITIES		
Net income	\$ 13,394	\$ 18,851
Adjustments to reconcile net income to net cash (used) provided by operating activities:		
Depreciation and amortization	14,174	12,906
Share-based compensation expense	227	-0-
Changes in operating assets and liabilities:		
Accounts receivable	(30,145)	(14,695)
Inventories and other current assets	(38,605)	(3,812)
Accounts payable and accrued expenses	30,495	(4,097)
Other	(2,050)	(5,300)
Net Cash (Used) Provided by Operating Activities	(12,510)	3,853
INVESTING ACTIVITIES		
Purchases of property, plant and equipment, net	(9,423)	(12,405)
Acquisitions, net of cash acquired	(3,219)	(7,000)
Proceeds from sale of assets held for sale	-0-	1,100
Net Cash Used by Investing Activities	(12,642)	(18,305)
FINANCING ACTIVITIES		
Proceeds from debt, net	23,493	17,983
Purchase of treasury stock	(38)	(67)
Exercise of stock options	115	207
Net Cash Provided by Financing Activities	23,570	18,123
(Decrease)/Increase in Cash and Cash Equivalents	(1,582)	3,671
Cash and Cash Equivalents at Beginning of Period	18,696	7,157
Cash and Cash Equivalents at End of Period	\$ 17,114	\$ 10,828
Taxes paid	\$ 3,927	\$ 1,623
Interest paid	17,046	13,072

See notes to consolidated financial statements.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2006
(Amounts in thousands, except per share data)

NOTE A — Basis of Presentation

The consolidated financial statements include the accounts of Park-Ohio Holdings Corp. and its subsidiaries (the “Company”). All significant intercompany transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month and nine-month periods ended September 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2005. Certain amounts in the prior years’ financial statements have been reclassified to conform to the current year presentation.

NOTE B — Recent Accounting Pronouncements

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 123 (revised 2004), “Share-Based Payment” (“SFAS No. 123(R)”), using the “modified prospective” method. Under this method, compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS No. 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of SFAS No. 123 for all awards granted to employees prior to the effective date of SFAS No. 123(R) that remain unvested on the effective date.

SFAS No. 123(R) was issued on December 16, 2004 and is a revision of SFAS No. 123, “Accounting for Stock-Based Compensation.” SFAS No. 123(R) supersedes Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB Opinion No. 25”) and amends SFAS No. 95, “Statement of Cash Flows.” Generally, the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The adoption of fair value recognition provisions for stock options is expected to increase the Company’s fiscal 2006 compensation expense by approximately \$300 (before tax).

As permitted by SFAS No. 123, the Company previously accounted for share-based payments to employees using APB Opinion No. 25’s intrinsic value method and, as such, generally recognized no compensation cost for employee stock options. SFAS No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current accounting guidance. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. While the Company cannot estimate what those amounts will be in the future (because they depend on, among other things, when employees exercise stock options), the amount of operating cash flows recognized in prior years was zero because the Company did not owe federal income taxes due to the recognition of net operating loss carryforwards for which valuation allowances had been provided.

Additional information regarding our share-based compensation program is provided in Note G.

In May 2005, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 154, “Accounting Changes and Error Corrections,” which replaces APB Opinion No. 20, “Accounting Changes,” and SFAS No. 3, “Reporting Accounting Changes in Interim Financial Statements.” The statement changes the requirements for the accounting and reporting of a change in accounting principle and is applicable to all voluntary changes in

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)**

accounting principle. It also applies to changes required by an accounting pronouncement if that pronouncement does not include specific transition provisions. The statement requires retrospective application to prior periods' financial statements of changes in accounting principle unless it is impractical to determine the period specific effects or the cumulative effect of the change. The correction of an error by the restatement of previously issued financial statements is also addressed by the statement. The Company adopted this statement effective January 1, 2006 as prescribed and its adoption did not have any impact on the Company's results of operations or financial condition.

In June 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 prescribes a "more likely than not" threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures. This interpretation is effective for the Company as of January 1, 2007. We are currently evaluating the impact of FIN 48 on our financial statements.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)" ("SFAS No. 158"), which requires the Company to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in the balance sheet and to recognize changes in the funded status in the year in which the changes occur through comprehensive income. Additionally, SFAS No. 158 requires the Company to measure the funded status of a plan as of the date of its fiscal year end. The requirement to recognize the funded status of a defined benefit postretirement plan and the related disclosure requirements are effective for the Company in 2007. The requirement to measure plan assets and benefit obligations is effective for the Company in 2008. The Company currently uses December 31 to measure the funded status of its plans. The Company is currently evaluating the impact that the adoption of SFAS No. 158 will have on its consolidated financial statements.

NOTE C — Acquisitions

In January 2006, the Company completed the acquisition of all of the capital stock of Foundry Service GmbH ("Foundry Service") for approximately \$3,219, which resulted in additional goodwill of \$2,313. The acquisition was funded with borrowings from foreign subsidiaries of the Company. The acquisition was not deemed significant as defined in Regulation S-X.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

On December 23, 2005, the Company completed the acquisition of the assets of Lectrotherm, Inc. ("Lectrotherm") for \$5,125 in cash. The acquisition was funded with borrowings under the Company's revolving credit facility. The purchase price and the results of operations of Lectrotherm prior to its date of acquisition were not deemed significant as defined in Regulation S-X. The preliminary allocation of the purchase price has been performed based on the assignments of fair values to assets acquired and liabilities assumed. The allocation of the purchase price is as follows:

Cash acquisition price, less cash acquired	\$ 4,698
Assets	
Accounts receivable	(2,640)
Inventories	(954)
Prepaid expenses	(97)
Equipment	(871)
Other assets	(545)
Liabilities	
Accrued expenses	409
Goodwill	<u>\$ -0-</u>

On July 20, 2005, the Company completed the acquisition of the assets of Purchased Parts Group, Inc. ("PPG") for \$7,000 in cash, \$1,346 in the form of a short-term note payable and the assumption of approximately \$12,787 of trade liabilities. The acquisition was funded with borrowings under the Company's revolving credit facility. The purchase price and the results of operations of PPG prior to its date of acquisition were not deemed significant as defined in Regulation S-X. The results of operations for PPG have been included in the Company's financial statements since July 20, 2005. The final allocation of the purchase price is as follows:

Cash acquisition price	\$ 7,000
Assets	
Accounts receivable	(10,835)
Inventories	(10,909)
Prepaid expenses	(1,201)
Equipment	(407)
Liabilities	
Accounts payable	12,783
Accrued expenses	2,270
Note payable	1,299
Goodwill	<u>\$ -0-</u>

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

The Company has a plan for integration activities. In accordance with FASB EITF Issue No. 95-3, "Recognition of Liabilities in Connection with a Purchase Business Combination," the Company recorded accruals for severance, exit and relocation costs in the purchase price allocation. A reconciliation of the beginning and ending accrual balance is as follows:

	<u>Severance and Personnel</u>	<u>Exit and Relocation</u>	<u>Total</u>
Balance at June 30, 2005	\$ -0-	\$ -0-	\$ -0-
Add: Accruals	250	1,750	2,000
Less: Payments	(551)	(594)	(1,145)
Transfers	400	(400)	-0-
Balance at December 31, 2005	\$ 99	\$ 756	\$ 855
Less: Payments and Adjustments	(43)	(406)	(449)
Transfers	(56)	56	-0-
Balance at September 30, 2006	<u>\$ -0-</u>	<u>\$ 406</u>	<u>\$ 406</u>

NOTE D — Inventories

The components of inventory consist of the following:

	<u>September 30, 2006</u>	<u>December 31, 2005</u>
Finished goods	\$ 144,948	\$ 128,465
Work in process	39,281	32,547
Raw materials and supplies	35,697	29,541
	<u>\$ 219,926</u>	<u>\$ 190,553</u>

NOTE E — Shareholders' Equity

At September 30, 2006, capital stock consists of (i) Serial Preferred Stock, of which 632,470 shares were authorized and none were issued, and (ii) Common Stock, of which 40,000,000 shares were authorized and 12,079,608 shares were issued, of which 11,344,446 were outstanding and 735,162 were treasury shares.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

NOTE F — Net Income Per Common Share

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
NUMERATOR				
Net income	\$ 3,736	\$ 5,152	\$ 13,394	\$ 18,851
DENOMINATOR				
Denominator for basic earnings per share — weighted average shares	11,007	10,928	10,987	10,896
Effect of dilutive securities:				
Employee stock options	444	486	461	489
Denominator for diluted earnings per share — weighted average shares and assumed conversions	11,451	11,414	11,448	11,385
Amounts per common share:				
Basic	\$.34	\$.47	\$ 1.22	\$ 1.73
Diluted	\$.33	\$.45	\$ 1.17	\$ 1.66

Stock options for 104,000 shares were excluded in the three months and nine months ended September 30, 2006 because they were anti-dilutive.

NOTE G — Stock-Based Compensation

Under the provisions of the Park-Ohio Holdings Corp. 1998 Long-Term Incentive Plan, as amended (“1998 Plan”), which is administered by the Compensation Committee of the Company’s Board of Directors, incentive stock options, non-statutory stock options, stock appreciation rights (“SARs”), restricted shares, performance shares or stock awards may be awarded to all employees of the Company and its subsidiaries. Stock options will be exercisable in whole or in installments as may be determined, provided that no options will be exercisable more than ten years from date of grant. The exercise price will be the fair market value at the date of grant. The aggregate number of shares of the Company’s common stock that may be awarded under the 1998 Plan is 2,650,000, all of which may be incentive stock options. No more than 500,000 shares shall be the subject of awards to any individual participant in any one calendar year.

Prior to January 1, 2006, the Company had elected to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Under APB Opinion No. 25, because the exercise price of the Company’s employee stock options equaled the fair market value of the underlying stock on the date of grant, no compensation expense was recognized. Compensation expense resulting from fixed awards of restricted shares was measured at the date of grant and expensed over the vesting period.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

An alternative method of accounting for stock-based compensation, allowed before January 1, 2006, was the fair value method defined by SFAS No. 123. Had compensation cost for stock options granted been determined based on the fair value method of SFAS No. 123, the Company's pro forma net income and pro forma earnings per share for the three-month and nine-month periods ended September 30, 2005 would have been as follows:

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
Net income, as reported	\$ 5,152	\$ 18,851
Stock-option expense determined under fair value based methods, net of related tax effects	(37)	(72)
Pro forma net income	<u>\$ 5,115</u>	<u>\$ 18,779</u>
Earnings per share:		
Basic — as reported	\$ 0.47	\$ 1.73
Basic — pro forma	\$ 0.47	\$ 1.72
Diluted — as reported	\$ 0.45	\$ 1.66
Diluted — pro forma	\$ 0.45	\$ 1.65

The fair value of stock options is estimated as of the grant date using the Black-Scholes option pricing model. No options were granted in the first nine months of 2006. There were 65,000 options granted in the first nine months of 2005. The following weighted average assumptions were used for options granted in fiscal year 2005:

Fiscal Year Ended December 31	2005
Risk — free interest rate	4.15%
Expected life of option in years	6.0
Expected dividend yield	0%
Expected stock volatility	55%

The weighted average fair market value of options issued during the fiscal year ended December 31, 2005 was estimated to be \$8.20.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

The following table reflects activity in option shares from January 1, 2006 through September 30, 2006:

	Shares Under Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2005	997,751	\$ 3.55	6.4	\$ 10,523
Granted	0			
Forfeited	0			
Exercised	(333)	\$ 7.77	7.8	\$ 4
Outstanding at March 31, 2006	997,418	\$ 3.55	6.2	\$ 16,366
Granted	0			
Forfeited	0			
Exercised	(29,164)	\$ 3.82	6.1	\$ 425
Outstanding at June 30, 2006	968,254	\$ 3.54	5.9	\$ 13,291
Granted	0			
Forfeited	0			
Exercised	(8,200)	\$ 1.91	5.2	\$ 122
Outstanding at September 30, 2006	960,054	\$ 3.56	5.7	\$ 9,909
Exercisable at September 30, 2006	874,054	\$ 2.51	5.4	\$ 9,887

Participants may also be awarded restricted stock under the 1998 Plan. The Company granted 340,000, 56,300 and 28,000 shares of restricted stock in 2006, 2005 and 2004, respectively, with fair values equal to the market price of the stock on the date of grant. The restricted shares were valued at \$4,779, \$682 and \$433 for 2006, 2005 and 2004, respectively, and will be recognized as compensation expense ratably over the three to five year vesting period. Compensation expense associated with the restricted shares of \$159 and \$227 was recognized in the three-month periods ended September 30, 2006 and 2005, respectively. For the nine-month periods ended September 30, 2006 and 2005, the compensation expense recognized for restricted shares was \$391 and \$392, respectively. Compensation expense associated with stock options of \$73 and \$-0- was recognized in the three-month period ended September 30, 2006 and 2005, respectively. For the nine-month periods ended September 30, 2006 and 2005, the compensation expense associated with stock options was \$227 and \$-0-, respectively.

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

The following table reflects activity in restricted shares from January 1, 2006 through September 30, 2006:

	<u>Restricted Shares</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at January 1, 2006	51,633	\$ 14.91	\$ 728
Granted	0		
Forfeited	0		
Vested	(1,166)	\$ 22.15	\$ 23
Outstanding at March 31, 2006	50,467	\$ 14.75	\$ 1,007
Granted	0		
Forfeited	(1,000)	\$ 14.26	
Vested	(4,667)	\$ 9.47	\$ 92
Outstanding at June 30, 2006	44,800	\$ 15.31	\$ 774
Granted	340,000	\$ 14.06	\$ 4,780
Forfeited	0	\$ -0-	
Vested	(14,000)	\$ 17.89	\$ 235
Outstanding at September 30, 2006	<u>370,800</u>	<u>\$ 14.06</u>	<u>\$ 5,113</u>

In 2006, before-tax share-based compensation expense is expected to total \$1,107 and, net of taxes, is expected to approximate \$664 for stock option awards and restricted stock. The total unrecognized share-based compensation expense before tax for awards outstanding as of September 30, 2006 was \$4,982, which will be recognized over a weighted-average period of approximately 3.5 years.

SFAS No. 123(R) requires that cash flows resulting from the tax benefits of deductions in excess of the compensation cost recognized for stock-based awards be classified as financing cash flows. The Company had no gross excess tax benefits in the nine months ended September 30, 2006.

NOTE H — Pension Plans and Other Postretirement Benefits

The components of net periodic benefit cost recognized during the periods indicated were as follows:

	Pension Benefits				Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Service costs	\$ 87	\$ 97	\$ 261	\$ 291	\$ 50	\$ 35	\$ 150	\$ 105
Interest costs	726	796	2,178	2,388	323	348	969	1,044
Expected return on plan assets	(2,078)	(2,211)	(6,234)	(6,633)	-0-	-0-	-0-	-0-
Transition obligation	(12)	(12)	(36)	(36)	-0-	-0-	-0-	-0-
Amortization of prior service cost	39	41	117	123	(16)	(17)	(48)	(51)
Recognized net actuarial (gain) loss	81	(60)	243	(180)	94	50	282	150
Benefit (income) costs	<u>\$ (1,157)</u>	<u>\$ (1,349)</u>	<u>\$ (3,471)</u>	<u>\$ (4,047)</u>	<u>\$ 451</u>	<u>\$ 416</u>	<u>\$ 1,353</u>	<u>\$ 1,248</u>

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

NOTE 1 — Segments

The Company operates through three segments: Integrated Logistics Solutions (“ILS”), Aluminum Products and Manufactured Products. ILS is a leading supply chain logistics provider of production components to large, multinational manufacturing companies, other manufacturers and distributors. In connection with the supply of such production components, ILS provides a variety of value-added, cost-effective supply chain management services. Aluminum Products manufactures cast aluminum components for automotive, agricultural equipment, heavy-duty truck and construction equipment. Aluminum Products also provides value-added services such as design and engineering, machining and assembly. Manufactured Products operates a diverse group of niche manufacturing businesses that design and manufacture a broad range of high quality products engineered for specific customer applications.

Results by business segment were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net sales:				
ILS	\$ 149,133	\$ 137,810	\$ 449,630	\$ 394,212
Aluminum products	33,274	36,816	120,889	122,800
Manufactured products	74,760	59,621	215,322	174,913
	<u>\$ 257,167</u>	<u>\$ 234,247</u>	<u>\$ 785,841</u>	<u>\$ 691,925</u>
Income before income taxes:				
ILS	\$ 8,796	\$ 8,200	\$ 29,449	\$ 24,675
Aluminum products	(118)	1,515	4,318	7,419
Manufactured products	8,148	5,995	19,942	17,757
	<u>16,826</u>	<u>15,710</u>	<u>53,709</u>	<u>49,851</u>
Corporate costs	(3,070)	(2,607)	(9,279)	(8,366)
Interest expense	(8,065)	(7,200)	(23,170)	(20,374)
	<u>\$ 5,691</u>	<u>\$ 5,903</u>	<u>\$ 21,260</u>	<u>\$ 21,111</u>
	September 30,		December 31,	
	2006		2005	
Identifiable assets were as follows:				
ILS	\$ 373,155		\$ 323,176	
Aluminum products	108,723		101,489	
Manufactured products	218,152		169,004	
General corporate	32,915		69,185	
	<u>\$ 732,945</u>		<u>\$ 662,854</u>	

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

NOTE J — Comprehensive Income

Total comprehensive income was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net income	\$ 3,736	\$ 5,152	\$ 13,394	\$ 18,851
Foreign currency translation	99	1,383	2,682	695
Total comprehensive income	<u>\$ 3,835</u>	<u>\$ 6,535</u>	<u>\$ 16,076</u>	<u>\$ 19,546</u>

The components of accumulated comprehensive income (loss) at September 30, 2006 and December 31, 2005 are as follows:

	September 30, 2006	December 31, 2005
Foreign currency translation adjustment	\$ 5,938	\$ 3,256
Minimum pension liability	(5,358)	(5,358)
	<u>\$ 580</u>	<u>\$ (2,102)</u>

NOTE K — Restructuring Activities

The Company has responded to the economic downturn by reducing costs in a variety of ways, including restructuring businesses and selling non-core manufacturing assets. These activities generated restructuring and asset impairment charges in 2001, 2002, 2003 and 2005, as the Company's restructuring efforts continued and evolved. For further details on the restructuring activities, see Note O to the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

The accrued liability balance for severance and exit costs and related cash payments during the first nine months of 2006 consisted of:

Balance at December 31, 2005	\$ 596
Cash payments	(248)
Balance at September 30, 2006	<u>\$ 348</u>

NOTE L — Accrued Warranty Costs

The Company estimates the amount of warranty claims on sold products that may be incurred based on current and historical data. The actual warranty expense could differ from the estimates made by the Company based on product performance. The following table presents the changes in the Company's product warranty liability:

Balance at January 1, 2006	\$ 3,566
Claims paid during the year	(1,967)
Additional warranties issued during the year	2,209
Acquired warranty liabilities	164
Balance at September 30, 2006	<u>\$ 3,972</u>

NOTE M — Financing Arrangements

On October 18, 2006, Park-Ohio Industries, Inc., the other loan parties thereto, the lenders party thereto and JPMorgan Chase Bank, N.A. (successor by merger to Bank One, NA), as agent, entered into a Fifth Amendment to

PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — (Continued)

the Amended and Restated Credit Agreement dated November 5, 2003, which, among other things, increases the availability under the credit facility from \$200,000 to \$230,000.

NOTE N — Income Taxes

In 2006, the Company began recording a quarterly provision for federal income taxes resulting in a total effective income tax rate of approximately 37%, compared to 11% for 2005. Only foreign and state income taxes were provided for in 2005 because federal income taxes were offset by net operating loss carryforwards that were not recognized previously. At December 31, 2005, the Company had net operating loss carryforwards of approximately \$41,000, which should preclude the cash payment of federal income taxes in 2006. In the fourth quarter of 2006, if a portion or all of its remaining deferred tax asset will more likely than not be realized, the Company will reverse into income the appropriate portion of its remaining tax valuation allowance of approximately \$5,000.

NOTE O — Derivatives and Hedging

The Company recognizes all derivative financial instruments as either assets or liabilities at fair value. The Company has no derivative instruments that are classified as fair value hedges. Changes in the fair value of derivative instruments that are classified as cash flow hedges are recognized in other comprehensive income until such time as the hedged items are recognized in net income.

During the first nine months of 2006, the Company entered into forward contracts for the purpose of hedging exposure to changes in the value of accounts receivable, primarily euros against the U.S. dollar, for a notional amount of \$1,000, of which \$434 was outstanding at September 30, 2006. These transactions are considered cash flow hedges. The fair market value of these transactions at September 30, 2006 was approximately \$438 and therefore, \$4 has been recognized in other comprehensive income (loss). Because there is no ineffectiveness on the cash flow hedges, all changes in fair value of these derivatives are recorded in equity and not included in the current period's income statement.

NOTE P — Subsequent Event

On October 18, 2006, the Company acquired 100 percent of the outstanding capital stock of NABS, Inc. ("NABS") for \$21 million in cash. NABS is an international supply chain manager of production components providing services to high technology companies in the computer, electronics and consumer products industries. The acquisition was funded with borrowings under the Company's revolving credit facility.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Park-Ohio Holdings Corp.

We have reviewed the accompanying consolidated balance sheet of Park-Ohio Holdings Corp. and subsidiaries as of September 30, 2006 and the related consolidated statements of income for the three-month and nine-month periods ended September 30, 2006 and 2005, the consolidated statement of shareholders' equity for the nine-month period ended September 30, 2006 and the consolidated statements of cash flows for the nine-month periods ended September 30, 2006 and 2005. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based upon our review, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Park-Ohio Holdings Corp. and subsidiaries as of December 31, 2005 and the related consolidated statements of income, shareholders' equity, and cash flows for the year then ended, not presented herein, and in our report dated March 13, 2006, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2005, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Cleveland, Ohio
November 8, 2006

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our consolidated financial statements include the accounts of Park-Ohio Holdings Corp. and its subsidiaries. All significant intercompany transactions have been eliminated in consolidation. Financial information for the three-month and nine-month periods ended September 30, 2006 is not directly comparable to the financial information for the same periods in 2005 primarily due to acquisitions.

Executive Overview

We are an industrial supply chain logistics and diversified manufacturing business, operating in three segments: ILS, Aluminum Products and Manufactured Products. ILS provides customers with integrated supply chain management services for a broad range of high-volume, specialty production components. ILS customers receive various value-added services, such as engineering and design services, part usage and cost analysis, supplier selection, quality assurance, bar coding, product packaging and tracking, just-in-time and point-of use delivery, electronic billing and ongoing technical support. The principal customers of ILS are in the heavy-duty truck, automotive and vehicle parts, electrical distribution and controls, power sports/fitness equipment, HVAC, aerospace and defense, electrical components, appliance and semiconductor equipment industries.

Aluminum Products casts and machines aluminum engine, transmission, brake, suspension and other components such as pump housings, clutch retainers/pistons, control arms, knuckles, master cylinders, pinion housings, brake calipers, oil pans and flywheel spacers for automotive, agricultural equipment, construction equipment, heavy-duty truck and marine equipment OEMs, primarily on a sole-source basis. Aluminum Products also provides value-added services such as design and engineering and assembly.

Manufactured Products operates a diverse group of niche manufacturing businesses that design and manufacture a broad range of highly-engineered products including induction heating and melting systems, pipe threading systems, industrial oven systems, injection molded rubber components, and forged and machined products. Manufactured Products also produces and provides services and spare parts for the equipment it manufactures. The principal customers of Manufactured Products are OEMs, sub-assemblers and end users in the steel, coatings, forging, foundry, heavy-duty truck, construction equipment, bottling, automotive, oil and gas, rail and locomotive manufacturing and aerospace and defense industries. Sales, earnings and other relevant financial data for these three segments are provided in Note I to the consolidated financial statements.

Sales grew substantially in the first nine months of 2006. Net sales increased to \$785.8 million, an increase of 14%, compared to the first nine months of 2005. Pre-tax income grew slightly to \$21.3 million. Sales and profitability growth were reduced in the third quarter of 2006 in all three segments (particularly Aluminum Products) by automobile and light truck market cutbacks, which are expected to continue in the fourth quarter. We recorded income tax expense of \$7.9 million in the first nine months of 2006, an effective income tax rate of 37%, compared to \$2.3 million, or an effective income tax rate of 11% in the first nine months of 2005. No federal income taxes were expensed in 2005 due to our deferred tax valuation allowance, of which a portion was reversed at the end of 2005. This resulted in net income of \$13.4 million for the first nine months of 2006, compared to \$18.9 million in the same period of 2005.

We recently made two acquisitions to build on the success of our Integrated Logistics Solutions long-term supply chain management business. We acquired all of the capital stock of NABS for \$21.0 million in cash funded with borrowings under our revolving credit facility, in October 2006. NABS is a premier international supply chain manager of production components, providing services to high technology companies in the computer, electronics, and consumer products industries. NABS has 14 international operations in China, India, Taiwan, Singapore, Ireland, Hungary, Scotland and Mexico plus five locations in the United States. In July 2005, we acquired substantially all the assets of PPG, a provider of supply chain management services for a broad range of production components, for \$7.0 million in cash funded with borrowings from our revolving credit facility, \$1.3 million in the form of a short-term note payable and the assumption of approximately \$12.8 million of trade liabilities. This acquisition added significantly to the customer and supplier bases, and expanded the geographic presence of, our ILS segment. ILS has already eliminated substantial overhead cost and begun the process of consolidating redundant PPG service centers.

Table of Contents

Building on the success of our induction heating and melting systems business, in December 2005, we acquired the assets of Lectrotherm, in Canton, Ohio, for \$5.1 million in cash, and in January 2006, we acquired all of the capital stock of Foundry Service, in Germany, for \$3.2 million in cash. These induction acquisitions augmented our existing, high-margin aftermarket induction business, and increased our presence, revenues and profits in Germany, an important capital equipment market. We funded these induction acquisitions with borrowings from our revolving credit facilities and funds from foreign subsidiaries.

Accounting Changes

Effective January 1, 2006, we adopted SFAS No. 123(R) using the “modified prospective” method. Under this method, we recognized \$2 million of compensation costs (before tax) in the first nine months of 2006 related to all share-based awards granted to employees prior to January 1, 2006 that remained unvested on that date. We will continue to recognize such expenses in future periods as long as existing awards continue in existence and unvested. We expect these existing awards to increase our fiscal 2006 compensation expense by approximately \$3 million (before tax). As additional share-based payments are awarded in the future, we will also recognize compensation cost for these awards. Additional information regarding our share-based compensation is provided in Notes B and G to the consolidated financial statements.

Results of Operations

Nine Months 2006 versus Nine Months 2005 (Dollars in millions)

Net Sales by Segment:

	Nine Months Ended September 30,				Acquired/ (Divested) Sales
	2006	2005	Change	Percent Change	
ILS	\$ 449.6	\$ 394.2	\$ 55.4	14%	\$ 28.0
Aluminum products	120.9	122.8	(1.9)	(2)%	0.0
Manufactured products	215.3	174.9	40.4	23%	17.2
Consolidated net sales	\$ 785.8	\$ 691.9	\$ 93.9	14%	\$ 45.2

Net sales increased by 14% in the first nine months of 2006 compared to the same period in 2005. ILS sales increased 14% primarily due to the July 20, 2005 acquisition of PPG, general economic growth, particularly as a result of significant growth in the heavy-duty truck industry, the addition of new customers and increases in product range to existing customers. Aluminum Products sales decreased 2% in the first nine months of 2006, primarily due to contraction of automobile and light truck production in North America. Manufactured Products sales increased 23% primarily in the induction, pipe threading equipment and forging businesses. Of this increase, \$17.2 million was due to the acquisitions of Lectrotherm and Foundry Service by the induction business in December 2005 and January 2006, respectively.

Cost of Products Sold & Gross Profit:

	Nine Months Ended September 30,			
	2006	2005	Change	Percent Change
Consolidated cost of products sold	\$ 675.0	\$ 585.5	\$ 89.5	15%
Consolidated gross profit	\$ 110.8	\$ 106.4	\$ 4.4	4%
Gross margin	14.1%	15.4%		

ILS gross margin decreased slightly, primarily due to PPG restructuring costs. Aluminum Products gross margin decreased primarily due to volume reductions, product mix and pricing changes, plus the cost of preparations for new contracts due to start production in late 2006 and early 2007. Gross margin in the

Table of Contents

Manufactured Products segment decreased primarily as a result of operational and pricing issues in the Company's rubber products business, and changes in contract mix and timing in the induction and pipe threading equipment businesses. Quarter-to-quarter, gross margins vary widely in Manufactured Products, and these timing issues are not expected to depress full-year 2006 gross margin significantly for the Manufactured Products segment compared to prior years.

Selling, General & Administrative ("SG&A") Expenses:

	Nine Months Ended September 30,		Change	Percent Change
	2006	2005		
Consolidated SG&A expenses	\$ 66.4	\$ 64.9	\$ 1.5	2%
SG&A percent	8.4%	9.4%		

Consolidated SG&A expenses increased 2% in the first nine months of 2006 compared to the same period in 2005, representing a one percentage point reduction in SG&A expenses as a percent of sales. SG&A expenses increased approximately \$3.3 million due to the acquisitions of PPG and Lectrotherm in 2005 and Foundry Service in January 2006. SG&A expenses were increased in the first nine months 2006 compared to the same period of 2005 by a \$.6 million decrease in net pension credits, reflecting reduced returns on pension plan assets. These increases in SG&A expenses from acquisitions and reduced pension credits were partially offset by cost reductions.

Interest Expense:

	Nine Months Ended September 30,		Change	Percent Change
	2006	2005		
Interest expense	\$ 23.2	\$ 20.4	\$ 2.8	14%
Average outstanding borrowings	\$ 372.2	\$ 358.2	\$ 14.0	4%
Average borrowing rate	8.30%	7.58%	72 basis points	

Interest expense increased \$2.8 million in the first nine months of 2006 compared to the same period in 2005, primarily due to higher average interest rates and average outstanding borrowings during 2006. The increase in average borrowings in 2006 resulted primarily from higher working capital requirements and the purchases of PPG, Lectrotherm and Foundry Service in July and December 2005 and January 2006, respectively. The higher average borrowing rate in 2006 was due primarily to increased interest rates under our revolving credit facility compared to 2005, in which rates increased primarily as a result of actions by the Federal Reserve.

Income Tax:

The provision for income taxes was \$7.9 million in the nine-month period ended September 30, 2006, a 37% effective income tax rate, compared to income taxes of \$2.3 million provided in the corresponding period of 2005, an 11% effective income tax rate. In 2005, these taxes consisted primarily of state and foreign taxes on profitable operations. Taxes in the first nine months of 2006 included such state and foreign taxes, but also included federal income taxes. This change resulted from the fourth-quarter 2005 reversal of a portion of our domestic deferred tax valuation allowance.

In the fourth quarter of 2005, the Company reversed \$7.3 million of its \$12.3 million year-end 2005 domestic deferred tax valuation allowance. Based on strong recent and projected earnings, the Company determined that it was more likely than not that this portion of the deferred tax asset would be realized. In 2006, the Company began recording a quarterly provision for federal income taxes. Our significant net operating loss carry forwards should preclude the payment of cash federal income taxes in 2006 and 2007, and possibly beyond. In the fourth quarter of 2006, the Company will reassess the remaining tax valuation allowance. If it is determined that a portion or all of the remaining deferred tax asset will more likely than not be realized, then the appropriate portion of its remaining tax valuation allowance will be reversed into income at that time, which could increase 2006 net income by as much as \$5.0 million.

[Table of Contents](#)

At December 31, 2005, our subsidiaries had \$41.0 million of net operating loss carryforwards for federal tax purposes.

Third Quarter 2006 versus Third Quarter 2005 (Dollars in millions)

Net Sales by Segment:

	Three Months Ended September 30,		Change	Percent Change	Acquired/ (Divested) Sales
	2006	2005			
ILS	\$ 149.1	\$ 137.8	\$ 11.3	8%	\$ 0.0
Aluminum products	33.3	36.8	(3.5)	(10)%	0.0
Manufactured products	74.8	59.6	15.2	26%	5.8
Consolidated net sales	\$ 257.2	\$ 234.2	\$ 23.0	10%	\$ 5.8

Net sales increased 10% in the third quarter of 2006 compared to the same quarter in 2005. ILS sales increased 8%, primarily due to general economic growth, particularly as a result of significant growth in the heavy-duty truck industry, the addition of new customers and increases in product range to existing customers. Aluminum Products sales decreased 10% in the third quarter of 2006, primarily due to contraction of automobile and light truck production in North America. Manufactured Products sales increased 26% primarily in the induction, pipe threading equipment, rubber and forging businesses. Of this increase, \$5.8 million was due to the acquisitions of Lectrotherm and Foundry Service by the induction business in December 2005 and January 2006 respectively.

Cost of Products Sold & Gross Profit:

	Three Months Ended September 30,		Change	Percent Change
	2006	2005		
Consolidated cost of products sold	\$ 221.0	\$ 198.3	\$ 22.7	11%
Consolidated gross profit	\$ 36.2	\$ 35.9	\$ 0.3	1%
Gross margin	14.1%	15.3%		

Cost of products sold increased 11% in the third quarter of 2006 compared to the same quarter in 2005, while gross margin decreased to 14.1% from 15.3% in 2005.

ILS gross margin decreased slightly, primarily due to PPG restructuring costs. Aluminum Products gross margin decreased primarily due to volume reductions, product mix and pricing changes, plus the cost of preparations for new contracts due to start production in late 2006 and early 2007. Gross margin in the Manufactured Products segment decreased primarily as a result of operational and pricing issues in the Company's rubber products business and changes in contract mix and timing in the induction and pipe threading equipment businesses. Quarter-to-quarter, gross margins vary widely in Manufactured Products, and these timing issues are not expected to depress full-year 2006 gross margin significantly for the Manufactured Products segment compared to prior years.

SG&A Expenses:

	Three Months Ended September 30,		Change	Percent Change
	2006	2005		
Consolidated SG&A expenses	\$ 22.4	\$ 22.8	\$ (0.4)	(2)%
SG&A percent	8.7%	9.7%		

[Table of Contents](#)

Consolidated SG&A expenses decreased 2% in the third quarter of 2006 compared to the same quarter in 2005, representing a one percentage point reduction in SG&A expenses as a percent of sales. SG&A expenses increased approximately \$.8 million due to the acquisitions of Lectrotherm and Foundry Service in December 2005 and January 2006, respectively. SG&A expenses were increased in the third quarter of 2006 compared to the same quarter of 2005 by a \$.2 million decrease in net pension credits reflecting reduced returns on pension plan assets. These increases in SG&A expenses from acquisitions and reduced pension credits were offset by cost reductions.

Interest Expense:

	Three Months Ended September 30,		Change	Percent Change
	2006	2005		
Interest expense	\$ 8.1	\$ 7.2	\$ 0.9	13%
Average outstanding borrowings	\$ 379.6	\$ 360.0	\$ 19.6	5%
Average borrowing rate	8.50%	8.00%	50 basis points	

Interest expense increased \$.9 million in the third quarter of 2006 compared to the same period in 2005, primarily due to higher average interest rates and average outstanding borrowings during 2005. The increase in average borrowings in 2005 resulted primarily from higher working capital requirements and the purchases of PPG, Lectrotherm and Foundry Service in July and December 2005 and January 2006, respectively. The higher average borrowing rate in 2006 was due primarily to increased interest rates under our revolving credit facility compared to 2005, in which rates increased primarily as a result of actions by the Federal Reserve.

Income Tax:

The provision for income taxes was \$2.0 million in the three-month period ended September 30, 2006, a 35% effective income tax rate, compared to income taxes of \$0.8 million provided in the corresponding period of 2005, an effective 14% income tax rate. In 2005 these taxes consisted primarily of state and foreign taxes on profitable operations. Taxes in the third quarter of 2006 included such state and foreign taxes, but also included federal income taxes. This change resulted from the fourth-quarter 2005 reversal of a portion of our domestic deferred tax valuation allowance.

In fourth quarter 2005, the Company reversed \$7.3 million of its \$12.3 million year-end 2005 domestic deferred tax valuation allowance. Based on strong recent and projected earnings, the Company determined that it was more likely than not that this portion of the deferred tax asset would be realized. In 2006, the Company began recording a quarterly provision for federal income taxes. Our significant net operating loss carry forwards should preclude the payment of cash federal income taxes in 2006 and 2007, and possibly beyond. In the fourth quarter of 2006, the Company will reassess the remaining tax valuation allowance. If it is determined that a portion or all of the remaining deferred tax asset will more likely than not be realized, then the appropriate portion of its remaining tax valuation allowance will be reversed into income at that time, which could increase 2006 net income by as much as \$5.0 million.

At December 31, 2005, our subsidiaries had \$41.0 million of net operating loss carryforwards for federal tax purposes.

Liquidity and Sources of Capital

Our liquidity needs are primarily for working capital and capital expenditures. Our primary sources of liquidity have been funds provided by operations and funds available from existing bank credit arrangements and the sale of our senior subordinated notes. On July 30, 2003, we entered into a revolving credit facility with a group of banks that provided for availability of up to \$165.0 million, subject to an asset-based formula. In September 2004, December 2004, June 2006 and October 2006, we amended our revolving credit facility to progressively increase the availability up to \$230.0 million, subject to the same asset-based formula. The December 2004 amendment also extended the maturity from July 30, 2007 to December 31, 2010, while in May 2006 the revolving credit facility was amended to reduce the pricing applicable to LIBOR-based interest rates by 50 basis points effective as of April 1,

[Table of Contents](#)

2006. The revolving credit facility is secured by substantially all our assets in the United States, Canada and the United Kingdom. Borrowings from this revolving credit facility will be used for general corporate purposes.

Amounts borrowed under the revolving credit facility may be borrowed at the Company's election at either (i) LIBOR plus .75% to 1.75% or (ii) the bank's prime lending rate. The LIBOR-based interest rate is dependent on the Company's debt service coverage ratio, as defined in the revolving credit facility. Under the revolving credit facility, a detailed borrowing base formula provides borrowing availability to the Company based on percentages of eligible accounts receivable, inventory and fixed assets. As of September 30, 2006, the Company had \$152.7 million outstanding under the revolving credit facility, and approximately \$48.3 million of unused borrowing availability.

Current financial resources (working capital and available bank borrowing arrangements) and anticipated funds from operations are expected to be adequate to meet current cash requirements. The future availability of borrowings under the revolving credit facility is based on the Company's ability to meet a debt service ratio covenant, which could be materially impacted by negative economic trends. Failure to meet the debt service ratio could materially impact the availability and interest rate of future borrowings.

At September 30, 2006, the Company was in compliance with the debt service ratio covenant and other covenants contained in the revolving credit facility.

The ratio of current assets to current liabilities was 2.13 at September 30, 2006 versus 2.12 at December 31, 2005. Working capital increased by \$36.7 million to \$244.8 million at September 30, 2006 from \$208.1 million at December 31, 2005. Major components of working capital, including accounts receivable, inventories, trade accounts payable and accrued expenses, increased substantially during the first nine months of 2006 due primarily to significant revenue growth and the acquisition of Foundry Services.

During the first nine months of 2006, the Company used \$12.5 million from operating activities compared to generating \$3.9 million in the same period of 2005. The increase in operating cash usage of \$16.4 million was primarily the result of a greater increase in accounts receivable, inventories and other current assets in the first nine months of 2006 compared to the same period of 2005 (\$68.7 million compared to \$18.5 million), more than offsetting the operating cash generated by an increase of \$30.5 million in accounts payable in the first nine months of 2006 compared to a reduction of \$4.1 million in the first nine months of 2005, and a reduction in net income of \$5.5 million, primarily due to the provision of federal income tax expense in 2006. Current assets increased in the first nine months of 2006 primarily to support increased sales, including new contracts and capital equipment production. In the first nine months of 2006 the Company also used cash of \$9.4 million for capital expenditures and \$3.2 million for the Foundry Service acquisition. Capital expenditures were reduced \$3.2 million by the sale of an idle asset. These activities, plus an increase cash interest and taxes payments of \$6.3 million and a net increase in borrowing of \$23.6 million, resulted in a decrease in cash of \$1.6 million in the first nine months of 2006.

The Company does not have off-balance-sheet arrangements, financing or other relationships with unconsolidated entities or other persons.

Seasonality; Variability of Operating Results

Our results of operations are typically stronger in the first six months than the last six months of each calendar year due to scheduled plant maintenance in the third quarter to coincide with customer plant shutdowns and due to holidays in the fourth quarter.

The timing of orders placed by our customers has varied with, among other factors, orders for customers' finished goods, customer production schedules, competitive conditions and general economic conditions. The variability of the level and timing of orders has, from time to time, resulted in significant periodic and quarterly fluctuations in the operations of our business units. Such variability is particularly evident at the capital equipment businesses that are included in the Manufactured Products segment, which typically ship a few large systems per year.

Forward-Looking Statements

This quarterly report on Form 10-Q contains certain statements that are “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. The words “believes”, “anticipates”, “plans”, “expects”, “intends”, “estimates” and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These uncertainties and other factors include such things as: general business conditions and competitive factors, including pricing pressures and product innovation; demand for our products and services; raw material availability and pricing; changes in our relationships with customers and suppliers; the financial condition of our customers, including the impact of any bankruptcies; our ability to successfully integrate recent and future acquisitions into existing operations, including the recent acquisition of NABS, changes in general domestic economic conditions such as inflation rates, interest rates, tax rates and adverse impacts to us, our suppliers and customers from acts of terrorism or hostilities; our ability to meet various covenants, including financial covenants, contained in our revolving credit agreement and the indenture governing our senior subordinated notes; increasingly stringent domestic and foreign governmental regulations, including those affecting the environment; inherent uncertainties involved in assessing our potential liability for environmental remediation-related activities; the outcome of pending and future litigation and other claims; dependence on the automotive and heavy-duty truck industries, which are highly cyclical; dependence on key management; and dependence on information systems. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. In light of these and other uncertainties, the inclusion of a forward-looking statement herein should not be regarded as a representation by us that our plans and objectives will be achieved.

Review By Independent Registered Public Accounting Firm

The consolidated financial statements at September 30, 2006 and for the three-month and nine-month periods ended September 30, 2006 and 2005 have been reviewed, prior to filing, by Ernst & Young LLP, our independent registered public accounting firm, and their report is included herein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk including changes in interest rates. We are subject to interest rate risk on borrowings under our floating rate revolving credit agreement, which consisted of borrowings of \$152.7 million at September 30, 2006. A 100 basis point increase in the interest rate would have resulted in an increase in interest expense of approximately \$1.1 million during the nine-month period ended September 30, 2006.

Our foreign subsidiaries generally conduct business in local currencies. During the first nine months of 2006, we recorded a favorable foreign currency translation adjustment of \$2.7 million related to net assets located outside the United States. This foreign currency translation adjustment resulted primarily from the weakening of the U.S. dollar in relation to the euro and Canadian dollar. Our foreign operations are also subject to other customary risks of operating in a global environment, such as unstable political situations, the effect of local laws and taxes, tariff increases and regulations and requirements for export licenses, the potential imposition of trade or foreign exchange restrictions and transportation delays.

The Company enters into forward contracts on foreign currencies, primarily the euro and the British Pound Sterling, purely for the purpose of hedging exposure to changes in the value of accounts receivable in those currencies against the U.S. dollar. The Company currently uses no other derivative instruments. At September 30, 2006, \$.4 million of such currency hedge contracts were outstanding.

Item 4. Controls and Procedures

Under the supervision of and with the participation of our management, including our chief executive officer and chief financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and

procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this quarterly report.

Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective.

There have been no changes in our internal control over financial reporting that occurred during the third quarter of 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to various pending and threatened lawsuits in which claims for monetary damages are asserted in the ordinary course of business. While any litigation involves an element of uncertainty, in the opinion of management, liabilities, if any, arising from currently pending or threatened litigation is not expected to have a material adverse effect on our financial condition, liquidity or results of operations.

At September 30, 2006, we were a co-defendant in approximately 370 cases asserting claims on behalf of approximately 9,900 plaintiffs alleging personal injury as a result of exposure to asbestos. These asbestos cases generally relate to production and sale of asbestos-containing products and allege various theories of liability, including negligence, gross negligence and strict liability and seek compensatory and, in some cases, punitive damages.

In every asbestos case in which we are named as a party, the complaints are filed against multiple named defendants. In substantially all of the asbestos cases, the plaintiffs either claim damages in excess of a specified amount, typically a minimum amount sufficient to establish jurisdiction of the court in which the case was filed (jurisdictional minimums generally range from \$25,000 to \$75,000), or do not specify the monetary damages sought. To the extent that any specific amount of damages is sought, the amount applies to claims against all named defendants.

There are only four asbestos cases, involving 21 plaintiffs, that plead specified damages. In each of the four cases, the plaintiff is seeking compensatory and punitive damages based on a variety of potentially alternative causes of action. In three cases, the plaintiff has alleged compensatory damages in the amount of \$3.0 million for four separate causes of action and \$1.0 million for another cause of action and punitive damages in the amount of \$10.0 million. In the other case, the plaintiff has alleged compensatory damages in the amount of \$20.0 million for three separate causes of action and \$5.0 million for another cause of action and punitive damages in the amount of \$20.0 million.

Historically, we have been dismissed from asbestos cases on the basis that the plaintiff incorrectly sued one of our subsidiaries or because the plaintiff failed to identify any asbestos-containing product manufactured or sold by us or our subsidiaries. We intend to vigorously defend these asbestos cases, and believe we will continue to be successful in being dismissed from such cases. However, it is not possible to predict the ultimate outcome of asbestos-related lawsuits, claims and proceedings due to the unpredictable nature of personal injury litigation. Despite this uncertainty, and although our results of operations and cash flows for a particular period could be adversely affected by asbestos-related lawsuits, claims and proceedings, management believes that the ultimate resolution of these matters will not have a material adverse effect on our financial condition, liquidity or results of operations. Among the factors management considered in reaching this conclusion were: (a) our historical success in being dismissed from these types of lawsuits on the bases mentioned above; (b) many cases have been improperly filed against one of our subsidiaries; (c) in many cases, the plaintiffs have been unable to establish any causal relationship to us or our products or premises; (d) in many cases, the plaintiffs have been unable to demonstrate that they have suffered any identifiable injury or compensable loss at all, that any injuries that they have incurred did in fact result from alleged exposure to asbestos; and (e) the complaints assert claims against multiple defendants and, in most cases, the damages alleged are not attributed to individual defendants. Additionally, we do not believe that the amounts claimed in any of the asbestos cases are meaningful indicators of our potential exposure because the amounts claimed typically bear no relation to the extent of the plaintiff's injury, if any.

Our cost of defending these lawsuits has not been material to date and, based upon available information, our management does not expect its future costs for asbestos-related lawsuits to have a material adverse effect on our results of operations, liquidity or financial position.

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

Item 6. Exhibits

The following exhibits are included herein:

- | | |
|------|---|
| 10.1 | Form of Restricted Share Agreement for Employees |
| 10.2 | Summary of Annual Cash Bonus Plan for President and Chief Operating Officer |
| 15 | Letter re: unaudited financial information |
| 31.1 | Principal Executive Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Principal Financial Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification requirement under Section 906 of the Sarbanes-Oxley Act of 2002 |

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.

Date: November 8, 2006

PARK-OHIO HOLDINGS CORP.
(Registrant)

By: /s/ Richard P. Elliott
Name: Richard P. Elliott
Title: Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX
QUARTERLY REPORT ON FORM 10-Q
PARK-OHIO HOLDINGS CORP. AND SUBSIDIARIES
FOR THE QUARTER ENDED SEPTEMBER 30, 2006

Exhibit

10.1	Form of Restricted Share Agreement for Employees
10.2	Summary of Annual Cash Bonus Plan for President and Chief Operating Officer
15	Letter re: unaudited financial information
31.1	Principal Executive Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Principal Financial Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification requirement under Section 906 of the Sarbanes-Oxley Act of 2002

RESTRICTED SHARE AGREEMENT**PARK-OHIO HOLDINGS CORP.**

This Restricted Share Agreement (this "Agreement") is made as of _____, by and between Park-Ohio Holdings Corp., (the "Company") and _____, an employee of the Company or wholly owned subsidiary of the Company (the "Employee").

WHEREAS, pursuant to the provisions of the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (the "Plan"), the Company desires to award to the Employee restricted shares of the Company's Common Stock, par value \$1.00 per share ("Common Stock"), in accordance with the provisions of the Plan, all on the terms and conditions hereinafter set forth; and

WHEREAS, Employee wishes to accept said offer; and

WHEREAS, the parties hereto understand and agree that any terms used and not defined herein have the same meanings as in the Plan.

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth and for other good and valuable consideration, the parties hereto agree as follows:

1. Award of Shares. The Company hereby awards to the Employee _____ shares of the Company's Common Stock (the "Shares") in accordance with the terms of this Agreement.

2. Provisions of Plan Controlling. The Employee specifically understands and agrees that the Shares issued under the Plan are being awarded to the Employee pursuant to the Plan, copies of which Plan the Employee acknowledges he has read, understands and by which he agrees to be bound. The provisions of the Plan are incorporated herein by reference. In the event of a conflict between the terms and conditions of the Plan and this Agreement, the provisions of the Plan will control.

3. Vesting of Shares.

(a) Except as provided in paragraph (b) and (c) below, the Shares awarded hereunder shall be forfeited to the Company for no consideration in the event (i) Employee voluntarily terminates his or her employment with the Company prior to _____ or (ii) Employee is terminated for Cause prior to _____.

(b) The Shares awarded hereunder shall be fully vested in the Employee and no longer subject to a risk of forfeiture such rights shall become exercisable to the extent of [to be provided].

(c) Notwithstanding anything in this Agreement to the contrary, the Shares awarded hereunder shall be fully vested in the Employee and no longer subject to risk of forfeiture pursuant to paragraph (a) or the vesting schedule set forth in paragraph (b), upon the occurrence of the earliest of the following events.

- (i) the date on which the Company undergoes a "Change in Control" as defined in the Plan;
- (ii) the date on which the employment of the Employee is terminated by the Company without Cause; or
- (iii) the date on which the Employee dies or becomes disabled.

(d) For purposes of this Agreement, "Cause" shall be defined as (i) an act or acts of dishonesty by the Employee constituting a felony and resulting or intended to result directly or indirectly in substantial gain or personal enrichment at the expense of the Company; or (ii) the willful and continued failure by the Employee substantially to perform his duties with the Company (other than any such failure resulting from incapacity due to mental or physical illness) after a demand in writing for substantial performance is delivered by the Board, which demand specifically identifies the manner in which the Board believes that the Employee has not substantially performed his duties, and such failure results in demonstrably material injury to the Company.

(e) For purposes of this Agreement, the Employee shall be deemed disabled if, as a result of his incapacity due to physical or mental illness, he shall have been absent from his duties with the Company on a full-time basis for a period of at least six months and a physician selected by him and acceptable to the Company is of the opinion that (i) he is suffering from "Total Disability" as defined in the Company's Pension Plan, or any successor plan or program and (ii) he will qualify for Social Security Disability Payment and (iii) within thirty (30) days after such determination is made, he shall not have returned to the full-time performance of his duties with the Company.

(f) I hereby designate the individual or individuals named on the attached Designation of Beneficiary Form as my Beneficiary or Beneficiaries under the Plan

4. Escrow Agreement. I hereby agree that the certificate or certificates representing the Shares will remain in the possession of the Company to be held by it in escrow until the date upon which the restrictions imposed upon the Shares under Section 3 of this Agreement (referred to collectively as the "Restrictions") lapse in accordance with the terms and conditions of the Plan and this Agreement. I further agree that the Company may enter into an agreement with a third party whereby such third party shall hold the Shares in escrow, subject to the terms of the Plan and this Agreement. I further agree to execute such documents as may be necessary to facilitate the transfer of the Shares to such third party.

5. Dividend and Voting Rights. Employee shall have the right to vote any Shares awarded hereunder and to receive any dividends declared with respect to such Shares, provided that such voting and dividend rights shall lapse with respect to any Shares that are forfeited to the Company pursuant to Section 3(a) of this Agreement.

6. Additional Shares. (a) If the Company shall pay a stock dividend or declare a stock split on or with respect to any of its Common Stock, or otherwise distribute securities of the Company to the holders of its Common Stock, the number of shares of stock or other securities of the Company issued with respect to the Shares then subject to the restrictions contained in this Agreement shall be added to the Shares subject to this Agreement. If the Company shall distribute to its stockholders shares of stock of another corporation, the shares of stock of such other corporation distributed with respect to the Shares then subject to the restrictions contained in this Agreement shall be added to the Shares subject to this Agreement.

(b) If the outstanding shares of Common Stock of the Company shall be subdivided into a greater number of shares or combined into a smaller number of shares, or in the event of a reclassification of the outstanding shares of Common Stock of the Company, or if the Company shall be a party to a merger, consolidation or capital reorganization, there shall be substituted for the Shares then subject to the restrictions contained in this Agreement such amount and kind of securities as are issued in such subdivision, combination, reclassification, merger, consolidation or capital reorganization in respect of the Shares subject to this Agreement.

7. Legends. All certificates representing the Shares to be issued to the Employee pursuant to this Agreement shall have endorsed thereon legends substantially as follows:

“The shares represented by this certificate are subject to restrictions set forth in a Restricted Stock Agreement dated _____ with this Company, a copy of which Agreement is available for inspection at the offices of the Company or will be made available upon request.”

“The shares represented by this certificate have been taken for investment and they may not be sold or otherwise transferred by any person, including a pledgee, unless (1) either (a) a Registration Statement with respect to such shares shall be effective under the Securities Act of 1933, as amended, or (b) the Company shall have received an opinion of counsel satisfactory to it that an exemption from registration under such Act is then available, and (2) there shall have been compliance with all applicable state securities laws.”

8. No Obligation to Employ. The Company is not obligated, by the Plan or this Agreement, to continue the Employee as an employee of the Company.

9. Investment Intent. The Employee represents and warrants to the Company that the Shares are being acquired for the Employee's own account, for investment, and not with a view to,

or for sale in connection with, the distribution of any such Shares. Further, I understand and agree that during the period the Shares are held in escrow, I cannot sell, transfer, assign, hypothecate or otherwise dispose of the Shares or pledge them as collateral for a loan. In addition, during the escrow period, the Shares shall be subject to such additional restrictions as the Committee deems necessary or appropriate.

10. Notices. Any notices required or permitted by the terms of this Agreement or the Plan shall be given by recognized courier service, facsimile, registered or certified mail, return receipt requested, addressed as follows:

To the Company:

Robert D. Vilsack
Secretary
23000 Euclid Avenue
Cleveland, Ohio 44117

To the Employee:

or to such other address or addresses of which notice in the same manner has previously been given. Any such notice shall be deemed to have been given upon the earlier of receipt, one business day following delivery to a recognized courier service or three business days following mailing by registered or certified mail.

11. Governing Law. This Agreement shall be construed and enforced in accordance with the law of the State of Ohio.

12. Withholding. Prior to delivery of Shares to Employee upon the release of the restrictions stated in Section 3 hereof, Employee shall be required to make arrangements, satisfactory to the Company, for appropriate withholding for federal, state, and local tax purposes. Employee is permitted to satisfy any such tax withholding requirements, in whole or in part, by delivering Shares to Company (including Shares awarded hereunder) having a fair market value as of the date employee requests delivery of the shares to Company equal to the amount of such tax.

13. Benefit of Agreement. Subject to the provisions of the Plan and the other provisions hereof, this Agreement shall be for the benefit of and shall be binding upon the heirs, executors, administrators, successors and assigns of the parties hereto.

14. Entire Agreement. This Agreement, together with the Plan, embodies the entire agreement and understanding between the parties hereto with respect to the subject matter hereof and supersedes all prior oral or written agreements and understandings relating to the subject matter hereof. No statement, representation, warranty, covenant or agreement not expressly set forth in this

Agreement shall affect or be used to interpret, change or restrict, the express terms and provisions of this Agreement, provided, however, in any event, this Agreement shall be subject to and governed by the Plan.

15. Modifications and Amendments. The terms and provisions of this Agreement may be modified or amended as provided in the Plan.

16. Waivers and Consents. The terms and provisions of this Agreement may be waived, or consent for the departure therefrom granted, only by written document executed by the party entitled to the benefits of such terms or provisions. No such waiver or consent shall be deemed to be or shall constitute a waiver or consent with respect to any other terms or provisions of this Agreement, whether or not similar. Each such waiver or consent shall be effective only in the specific instance and for the purpose for which it was given, and shall not constitute a continuing waiver or consent.

17. Irrevocable Stock Power. To facilitate the escrow of the Shares and any conveyance of the Shares to the Company upon their forfeiture, I have delivered herewith the attached Irrevocable Stock Power with respect to the Shares, executed by me in blank as of the date of this Agreement.

IN WITNESS WHEREOF, the Company and Employee have caused this Agreement to be executed as of the day and year first above written.

PARK-OHIO HOLDINGS CORP.

By: _____

Employee

IRREVOCABLE STOCK POWER

KNOW ALL MEN BY THESE PRESENTS that for value received, the undersigned, _____ (the "Transferor"), does hereby transfer to Park-Ohio Holdings Corp. or its successor in interest (the "Transferee"), _____ Common Shares, par value \$1.00 per share, of Park-Ohio Holdings Corp., an Ohio corporation (the "Corporation"), which shares are represented by certificate number ____, and does hereby appoint the Transferee his true and lawful attorney, irrevocable for himself and in his name and stead, to assign, transfer and set over, all or any part of the shares hereby transferred to the Transferee, and for that purpose, to make and execute all necessary acts of assignment and transfer, and one or more persons to substitute with like full power, hereby ratifying and confirming all that his said attorney, or substitute or substitutes shall lawfully do by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the ____ day of _____.

TRANSFEROR

RESTRICTED SHARE AGREEMENT
DESIGNATION OF BENEFICIARY FORM

Grantee: _____

Pursuant to the provisions of the Amended and Restated 1998 Long-Term Incentive Plan (the “Plan”) permitting the designation of a Beneficiary or Beneficiaries by a grantee, I hereby designate the following person or persons as primary and secondary Beneficiaries under the Plan:

Primary Beneficiary(ies):

Name: _____

Address: _____

Contingent Beneficiary(ies):

Name: _____

Address: _____

I RESERVE THE RIGHT TO REVOKE OR CHANGE ANY BENEFICIARY DESIGNATION. I HEREBY REVOKE ALL PRIOR DESIGNATIONS (IF ANY) OF PRIMARY BENEFICIARIES AND CONTINGENT BENEFICIARIES.

In the event my employment with the Company or a Subsidiary is terminated by my death prior to _____, any Shares granted to me that become unrestricted in accordance with the Plan shall be distributed to my primary Beneficiary or Beneficiaries. If my primary Beneficiary or Beneficiaries do not survive me, any such Shares shall be distributed to my contingent Beneficiary or Beneficiaries. If no named Beneficiary survives me, then any such Shares shall be distributed to my default Beneficiaries, as defined in the Plan.

Date of this Designation

Signature of Grantee

Summary of Annual Cash Bonus Plan for President and Chief Operating Officer

Park-Ohio Holdings Corp. (the “Company”) has an annual cash bonus plan for its current President and Chief Operating Officer. The Compensation Committee of the Board of Directors of the Company annually determines the performance criteria upon which awards under the plan will be based. Pursuant to the plan, the President and Chief Operating Officer will be eligible to receive an annual award of up to a specified percentage of his annual base salary.

EX-15 4 l22207aexv15.htm EX-15

EXHIBIT (15) LETTER RE: UNAUDITED FINANCIAL INFORMATION

Board of Directors and Shareholders
Park-Ohio Holdings Corp.

We are aware of the incorporation by reference in the following Registration Statements of Park-Ohio Holdings Corp., for the registration of its common stock of our report dated November 8, 2006 relating to the unaudited consolidated interim financial statements of Park-Ohio Holdings Corp., that are included in its Form 10-Q for the quarter ended September 30, 2006.

Registration Statement	Description	Shares Registered
Form S-8 (333-01047)	Individual Account Retirement Plan	1,500,000
Form S-8 (333-58161)	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan	550,000
Form S-8 (333-110536)	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan	1,100,000
Form S-3 (333-134653)	Registration of \$100 million of Park-Ohio Holdings Corp.'s shares of common stock and debt securities	
Form S-8 (333-137540)	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan	1,000,000

/s/ Ernst & Young LLP

Cleveland, Ohio
November 8, 2006

EX-31.1 5 l22207aexv31w1.htm EX-31.1

**PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATIONS
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Edward F. Crawford, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Park-Ohio Holdings Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 8, 2006

By: /s/ Edward F. Crawford
 Name: Edward F. Crawford
 Title: Chairman and Chief Executive Officer

**PRINCIPAL FINANCIAL OFFICER'S CERTIFICATIONS
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard P. Elliott, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Park-Ohio Holdings Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 8, 2006

By: /s/ Richard P. Elliott
 Name: Richard P. Elliott
 Title: Vice President and 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 Park-Ohio Holdings Corp. (the "Company") on Form 10-Q for the period ended September 30, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

- (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 as of the dates and for the periods expressed in the Report.

Date: November 8, 2006

By: /s/ Edward F. Crawford
Name: Edward F. Crawford
Title: Chairman and Chief Executive Officer

By: /s/ Richard P. Elliott
Name: Richard P. Elliott
Title: Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.