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SL INDUSTRIES INC
Form 11-K
June 28, 2006

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

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

For the fiscal year ended December 31, 2005 and 2004

or

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

COMMISSION FILE NUMBER 1-4987

SL INDUSTRIES, INC.
SAVINGS AND PENSION PLAN

520 FELLOWSHIP ROAD, SUITE A-114
MT. LAUREL, NJ 08054
(Name & address of Principal Executive Offices
of the issuer of the Securities)

21-0682685
(I.R.S. Employer Identification No.)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SL INDUSTRIES, INC., SAVINGS AND PENSION
PLAN
Plan Administrator

By: /s/ David R. Nuzzo

David R. Nuzzo
June 28, 2006

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN

INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator
SL Industries, Inc. Savings and Pension Plan
Mount Laurel, New Jersey

We have audited the accompanying statements of net assets available for benefits of the SL Industries, Inc. Savings and Pension Plan ("the Plan") as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years ended December 31, 2005 and 2004. These financial statements and the schedule referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board of the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 2005 and 2004 and the changes in net assets available for benefits for the years ended December 31, 2005 and 2004, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the accompanying index is presented for purposes of additional analysis and is not a

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required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Sobel & Co., LLC
 Livingston, New Jersey
 May 3, 2006

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, | |
|-----------------------------------|--------------|--------------|
| | 2005 | 2004 |
| | ----- | ----- |
| INVESTMENTS | \$20,153,765 | \$18,494,594 |
| | ----- | ----- |
| RECEIVABLES | | |
| Employer contributions | 301,244 | 280,382 |
| Participant contributions | 79,559 | 73,093 |
| | ----- | ----- |
| TOTAL RECEIVABLES | 380,803 | 353,475 |
| | ----- | ----- |
| CASH | 53,226 | 37,838 |
| | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$20,587,794 | \$18,885,907 |
| | ===== | ===== |

The accompanying notes are an integral part of these financial statements.

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | Year Ended December 31, | |
|--|-------------------------|-------|
| | 2005 | 2004 |
| | ----- | ----- |
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |

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| | | |
|---|--------------|--------------|
| INVESTMENT INCOME: | | |
| Net appreciation in fair value of investments | \$ 809,133 | \$ 2,239,317 |
| Net realized gain on sale of investments | 76,581 | 126,430 |
| Interest/dividends | 769,318 | 455,447 |
| CONTRIBUTIONS: | | |
| Employer | 652,472 | 572,830 |
| Participant | 1,070,925 | 963,044 |
| Rollover | 49,931 | -- |
| TOTAL ADDITIONS: | 3,428,360 | 4,357,068 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | 1,676,669 | 1,653,275 |
| Administrative expenses | 49,804 | 45,029 |
| TOTAL DEDUCTIONS | 1,726,473 | 1,698,304 |
| NET INCREASE | 1,701,887 | 2,658,764 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of year | 18,885,907 | 16,227,143 |
| End of year | \$20,587,794 | \$18,885,907 |

The accompanying notes are an integral part of these financial statements.

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF PLAN

SL Industries, Inc. Savings and Pension Plan (the "Plan"), originally adopted May 1, 1976, is a defined contribution savings and pension plan covering substantially all U.S. non-union employees of SL Industries, Inc.'s Corporate Office, Condor D.C. Power Supplies, Inc. and SL Montevideo Technology, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participants should refer to the Summary Plan Description for more complete information with respect to the provisions of the Plan.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. INVESTMENTS

As part of the Plan provisions, participants may invest in SL Industries, Inc. Common Stock ("Common Stock") and/or in various combinations of

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sixteen Fidelity Institutional Retirement Services Co., Inc. ("Fidelity") funds: Managed Income Portfolio, Puritan Fund, Growth and Income Portfolio, Low-Priced Stock Fund, Diversified International Fund, Mid-Cap Stock Fund, Freedom Income Fund, Freedom 2000 Fund, Freedom 2005 Fund, Freedom 2010 Fund, Freedom 2015 Fund, Freedom 2020 Fund, Freedom 2025 Fund, Freedom 2030 Fund, Freedom 2035 Fund, Spartan U.S. Equity Index Fund and U.S. Bond Index Fund. All income, gains or other amounts from any investment are reinvested in the same investment from which they are received. The amounts are then allocated, as appropriate, to each participant's account balance.

The Managed Income Portfolio represents a deposit contract with Fidelity's Managed Income Fund. Contributions are maintained in pooled accounts. The account is credited with earnings on the underlying investments at various rates and charged for Plan withdrawals. The financial statements reflect the contract/market values as reported by Fidelity as of the Plan year-end.

Employer matching contributions are contributed solely in Common Stock of SL Industries, Inc. Until a participant is fully vested, the employer matching contribution credited to the participant's account cannot be liquidated.

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS (continued)

The remaining funds are Fidelity separate investment accounts and are carried at market value as reported by Fidelity as of the Plan year-end. The fair value of the SL Industries, Inc. Common Stock is based on the market price as quoted on the American Stock Exchange.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation in investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Interest and dividend income are recorded as earned on an accrual basis.

During 2005 and 2004, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$885,714 and \$2,365,747 as follows:

| | 2005 ----- | 2004 ----- |
|--------------|---------------|---------------|
| Mutual funds | \$382,118 | \$ 925,470 |
| Common stock | 503,596 | 1,440,277 |
| | ----- | ----- |
| | \$885,714 | \$2,365,747 |
| | ===== | ===== |

The following table represents investments that represent 5% or more of the Plan's net assets:

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| | December 31, | |
|--------------------------------------|------------------------|------------------------|
| | ----- 2005 ----- | ----- 2004 ----- |
| Fidelity Managed Income Portfolio | \$3,242,012 | \$3,594,459 |
| *SL Industries, Inc. Common Stock | 3,757,385 | 3,285,503 |
| Fidelity Growth and Income Portfolio | 1,556,562 | 1,514,440 |
| Fidelity Low Priced Stock Fund | 2,594,708 | 2,389,825 |
| Fidelity Mid-Cap Stock Fund | 2,103,739 | 1,679,429 |
| Spartan U.S. Equity Index Fund | 1,525,309 | 1,423,674 |
| Fidelity Freedom 2020 | 1,126,165 | 968,666 |

* Participant-directed and nonparticipant-directed.

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SL INDUSTRIES, INC.
SAVINGS AND PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS (continued)

Information about the significant components of the changes in net assets relating to the SL Industries, Inc. Common Stock, which is both a participant-directed and a nonparticipant-directed investment option, is as follows for the years ended December 31,:

| | ----- 2005 ----- | ----- 2004 ----- |
|-------------------------------|------------------------|------------------------|
| Changes in net assets: | | |
| Contributions | \$415,369 | \$ 346,882 |
| Net appreciation | 503,596 | 1,440,277 |
| Benefits paid to participants | (112,615) | (205,460) |
| Transfer/loan activity | (334,468) | (313,258) |
| Net changes | \$471,882 ===== | \$1,268,441 ===== |

CONTRIBUTIONS

ELECTIVE CONTRIBUTIONS

Employees' contributions are based upon authorized payroll withholdings. Participants may make elective deferrals up to an annual maximum of the lesser of 20% of their annual compensation, as defined by the Plan, or \$14,000 and \$13,000 in the calendar years 2005 and 2004, respectively, and thereafter as adjusted by the Secretary of the Treasury. Additionally, eligible participants may elect to defer "catch-up" contributions.

MATCHING EMPLOYER CONTRIBUTIONS

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The employer's match is fifty percent (50%) of the participant's elective deferrals, not to exceed six percent (6%) of the participant's compensation. Matching employer contributions have been contributed solely in the Common Stock of SL Industries, Inc.

PROFIT SHARING CONTRIBUTIONS

A profit sharing contribution can be made annually to all Plan participants who have earned at least 1,000 hours of service during the Plan year and are employed on the last day of the Plan year, with the exception of participants who are disabled, die or retire. This is a discretionary contribution determined by resolution of the Board of Directors. Profit sharing contributions are invested in accordance with the election of each participant.

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SL INDUSTRIES, INC.
SAVINGS AND PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS (continued)

BENEFITS

At the time of separation, the vested portion of a participant's account represents the participant's accumulated benefit. If a participant's account balance is less than \$5,000, a lump sum distribution will be made regardless of whether the participant requests a distribution. A participant who has an account balance of \$5,000 or greater may elect to: (1) continue to invest their accumulated benefit in the Plan until their normal retirement date; (2) purchase a qualified joint and survivor annuity; (3) receive payment in one lump sum; or (4) have any portion paid directly to an eligible retirement plan specified by the distributee in a direct rollover.

At the retirement date, a participant may elect to receive their retirement benefit in one lump sum payment, in various types of installments, or in the form of a qualified joint and survivor annuity. The amount of the benefit payment depends on the value of the participant's account and the retirement benefit option the participant elects.

VESTING

Participants become immediately vested in their elective deferral contributions plus actual earnings and their employer's profit sharing contributions. Employer matching contributions become vested as follows:

| Years of Service ----- | Percentage Vested ----- |
|---|-------------------------------|
| Five years or more | 100% |
| Four years or more, but less than five years | 80% |
| Three years or more, but less than four years | 60% |
| Two years or more, but less than three years | 40% |

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| | |
|---|-----|
| One year or more, but less than two years | 20% |
| Less than one year | 0% |

In determining years of service for vesting, the Plan considers service from the participant's date of hire. Only whole years of service will be counted for vesting purposes. The nonvested portion of a participant's account, if any, will be forfeited in accordance with the provisions of the Plan. Forfeitures are used to pay plan administrative expenses.

INTEREST INCOME

For financial statement purposes, interest and dividend income includes amounts earned on investments and participant loans. For purposes of reporting on Form 5500 interest and dividend income only includes amounts earned on participant loans.

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SL INDUSTRIES, INC.
SAVINGS AND PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS (continued)

PARTICIPANT LOANS

The Plan makes loans to a participant, using the participant's account balance as collateral. The minimum loan amount is \$1,000 and may not exceed the lesser of \$50,000 or one-half of the participant's vested account balance. Loans bear interest at an interest rate as determined by the Plan Administrator based upon the prevailing rates of interest charged by persons in the business of lending money. The interest rates on the participant loans receivable as of December 31, 2005 and December 31, 2004 range from 4.75% to 10.00%. The term of any loan to a participant shall be no greater than five years, except in the case of a loan to acquire a dwelling unit that is considered a principal residence, in which case the term is 10 years.

3. PLAN TERMINATION

While SL Industries, Inc. has not expressed any intent to do so, it may terminate the Plan at any time, subject to the penalties set forth in ERISA, as amended. In the event of such Plan termination, participants will become 100% vested in their accounts.

4. ADMINISTRATIVE EXPENSES

Administrative expenses and asset management fees of the Plan may be paid by SL Industries, Inc. at their discretion. Total administrative expenses paid by the Plan for the years ended December 31, 2005 and 2004 were \$49,804 and \$45,029, respectively.

5. TAX STATUS

The Internal Revenue Service has issued a favorable determination letter, dated June 9, 2005, stating that the Plan meets the requirements for qualification pursuant to Section 401(a) of the Internal Revenue Code (the "Code") and that the Plan is exempt from federal income taxes under Section

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501(a) of the Code.

6. PLAN AMENDMENTS

Effective January 1, 2006 the Plan was amended to require consent to distribute amounts of over \$1,000. Previously the requirement was \$5,000.

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SL INDUSTRIES, INC. SAVINGS AND PENSION PLAN
 EIN: 21-0682685
 PLAN NUMBER 001
 FORM 5500, SCHEDULE H, LINE 4 i
 SCHEDULE OF ASSETS HELD AT END OF YEAR
 DECEMBER 31, 2005

| (A) | (B) IDENTITY OF ISSUE | (C) DESCRIPTION |
|-----|--|--|
| | COMMON STOCK | |
| * | SL Industries, Inc. | Common stock |
| | COMMON TRUST FUND | |
| | Fidelity Institutional Retirement Services Co., Inc. | Managed Income Portfolio |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Puritan Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Growth and Income Portfolio |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Low-Priced Stock Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Diversified Int'l. Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Mid-Cap Stock Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom Income Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2000 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2005 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2010 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2015 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2020 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2025 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2030 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity Freedom 2035 Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Spartan US Equity Index Fund |
| | Fidelity Institutional Retirement Services Co., Inc. | Fidelity US Bond Index Fund |
| * | Participant Loans Receivable | Loans, ranging 1-10 years maturity with interest rates of 4.75%-10.00% |

* A party-in-interest as defined by ERISA

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Exhibit Index

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| Number ----- | Description ----- |
|-----------------|--|
| 23.1 | Consent of Independent Registered Public Accounting Firm, Sobel & Co., LLC for the year ended December 31, 2005. |