

Edgar Filing: RAYTECH CORP - Form 10-Q

RAYTECH CORP
Form 10-Q
August 12, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

For the Quarter Ended June 30, 2002, or

Transition Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

For the transition period from to

Commission File Number 1-9298

RAYTECH CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

06-1182033
(I.R.S. Employer
Identification No.)

Suite 295, Four Corporate Drive
Shelton, Connecticut
(Address of Principal Executive Offices)

06484
(Zip Code)

203-925-8023
(Registrant's Telephone Number)

Indicate by check mark whether the Registrant (1) has filed all reports to be
filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the
preceding 12 months (or for such shorter period that the Registrant was required
to file such reports) and (2) has been subject to such filing requirements for
the past 90 days.

Yes /X/ No / /

Indicate by check mark whether the Registrant has filed all documents and
reports required to be filed by Sections 12, 13 or 15(d) of the Securities
Exchange Act of 1934 subsequent to the distribution of securities under a plan
confirmed by a court.

Yes /X/ No / /

As of August 6, 2002, 41,642,832 shares of the Registrant's common stock, par
value \$1.00, were issued and outstanding. (See Part II, Item 1. Legal
Proceedings, Paragraph 3.)

Edgar Filing: RAYTECH CORP - Form 10-Q

Page 1 of 46

RAYTECH CORPORATION INDEX

	Page Number
PART I. FINANCIAL INFORMATION:	
Item 1. Financial Statements	
Condensed Consolidated Balance Sheets at June 30, 2002 (Unaudited) (Successor Company) and December 30, 2001 (Successor Company)	3
Condensed Unaudited Consolidated Statements of Operations for the period April 1, 2002 to June 30, 2002 (Successor Company), for the period April 3, 2001 to July 1, 2001 (Successor Company) and for April 2, 2001 (Predecessor Company)	5
Condensed Unaudited Consolidated Statements of Operations for the period December 31, 2001 to June 30, 2002 (Successor Company), for the period April 3, 2001 to July 1, 2001 (Successor Company) and for the period January 1, 2001 to April 2, 2001 (Predecessor Company)	6
Condensed Unaudited Consolidated Statements of Cash Flows for the period December 31, 2001 to June 30, 2002 (Successor Company), for the period April 3, 2001 to July 1, 2001 (Successor Company) and for the period January 1, 2001 to April 2, 2001 (Predecessor Company)	7
Condensed Unaudited Consolidated Statements of Changes in Shareholders' Equity for the period December 31, 2001 to June 30, 2002 (Successor Company), for the period April 3, 2001 to July 1, 2001 (Successor Company) and for the period January 1, 2001 to April 2, 2001 (Predecessor Company)	8
Notes to Condensed Unaudited Consolidated Financial Statements	9
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 3. Quantitative and Qualitative Disclosures About Market Risk	40
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	41
Item 6. Exhibits and Reports on Form 8-K	43
Signature	44
Certification of Chief Financial Officer	45
Certification of Chief Executive Officer	46

Edgar Filing: RAYTECH CORP - Form 10-Q

-2-

RAYTECH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except share data)

At	Successor Company	
	June 30, 2002 (unaudited)	December 30, 2001
ASSETS		
Current assets		
Cash and cash equivalents	\$ 16,238	\$ 14,463
Restricted cash	6,212	5,396
Trade accounts receivable, less allowance of \$775 for June 30, 2002 and \$729 for December 30, 2001	29,484	22,961
Inventories, net	30,482	31,562
Income taxes receivable	4,793	37,877
Other current assets	7,495	7,048
Total current assets	94,704	119,307
Property, plant and equipment	126,170	119,678
Less accumulated depreciation	(17,922)	(10,386)
Net property, plant and equipment	108,248	109,292
Intangible assets, net	71,678	72,790
Deferred income taxes	16,623	16,600
Other assets	2,810	2,799
Total assets	\$ 294,063	\$ 320,788

The accompanying notes are an integral part of these statements.

-3-

RAYTECH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except share data) (cont.)

At	Successor Company	
	June 30, 2002 (unaudited)	December 30, 2001
LIABILITIES		
Current liabilities		
Notes payable and current portion of long-term debt	\$ 9,641	\$ 10,262

Edgar Filing: RAYTECH CORP - Form 10-Q

Current portion of pension obligation	7,049	7,049
Accounts payable	15,822	13,268
Accrued liabilities	21,312	22,694
Payable to the PI Trust	4,938	38,022
	-----	-----
Total current liabilities	58,762	91,295
	-----	-----
Long-term debt	6,814	6,820
Pension obligation	16,469	15,409
Postretirement benefits other than pensions	13,407	12,876
Deferred payable to the PI Trust	41,614	41,614
Other long-term liabilities	971	987
	-----	-----
Total liabilities	138,037	169,001
	-----	-----
Minority interest	8,480	7,704
	-----	-----
COMMITMENTS & CONTINGENCIES		
	-----	-----
SHAREHOLDERS' EQUITY		
Capital stock		
Cumulative preferred stock, no par value, 5,000,000 shares authorized, none issued and outstanding	--	--
Common stock, par value \$1.00, 50,000,000 shares authorized, 41,606,724 issued and outstanding	41,606	41,528
Additional paid in capital	117,008	116,843
Accumulated deficit	(3,469)	(5,577)
Accumulated other comprehensive loss	(7,599)	(8,711)
	-----	-----
Total shareholders' equity	147,546	144,083
	-----	-----
Total liabilities and shareholders' equity	\$ 294,063	\$ 320,788
	=====	=====

The accompanying notes are an integral part of these statements.

-4-

RAYTECH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share data)
(unaudited)

	Successor Company	Predecessor Company
	-----	-----
	for the Period	for the Period
	April 1, 2002 to	April 3, 2001
	June 30, 2002	to July 1, 2001
		(See Note B)
		For
		April
		2001
		(See Note

Edgar Filing: RAYTECH CORP - Form 10-Q

Net Sales	\$ 55,305	\$ 50,561	\$
Cost of sales	(44,694)	(45,998)	
Gross profit	10,611	4,563	
Selling and administrative expenses	(8,180)	(7,484)	
Operating profit (loss)	2,431	(2,921)	
Interest expense	(179)	(310)	
Reorganization items	--	(385)	99,9
Other (expense) income, net	(396)	289	
Income (loss) before income taxes, minority interest and extraordinary items	1,856	(3,327)	99,9
Income tax (provision) benefit	(714)	1,238	(29,3
Income (loss) before minority interest and extraordinary items	1,142	(2,089)	70,6
Minority interest	(364)	(306)	
Income (loss) before extraordinary items	778	(2,395)	70,6
Extraordinary items, net of tax of \$135,977	--	--	6,922,9
Net income (loss)	\$ 778	\$ (2,395)	\$ 6,993,5
Basic earnings (loss) per share	\$.02	\$ (.06)	\$
Diluted earnings (loss) per share	\$.02	\$ (.06)	\$

(a) Earnings per share is not meaningful for one-day results.

The accompanying notes are an integral part of these statements.

-5-

RAYTECH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share data)
(unaudited)

Successor Company

Predecessor
Company

Edgar Filing: RAYTECH CORP - Form 10-Q

	for the Period December 31, 2001 to June 30, 2002	for the Period April 3, 2001 to July 1, 2001 (See Note B)	for the Per January 2001 to April 2, 2
Net Sales	\$ 108,014	\$ 50,561	\$ 55,2
Cost of sales	(86,878)	(45,998)	(43,8
Gross profit	21,136	4,563	11,3
Selling and administrative expenses	(15,774)	(7,484)	(7,7
Operating profit (loss)	5,362	(2,921)	3,6
Interest expense	(456)	(310)	(3
Interest expense - Raymark	--	--	(
Reorganization items	--	(385)	99,9
Other (expense) income, net	(217)	289	2
Income (loss) before income taxes, minority interest and extraordinary items	4,689	(3,327)	103,4
Income tax (provision) benefit	(1,805)	1,238	(30,8
Income (loss) before minority interest and extraordinary items	2,884	(2,089)	72,6
Minority interest	(776)	(306)	(3
Income (loss) before extraordinary items	2,108	(2,395)	72,3
Extraordinary items, net of tax of \$135,977	--	--	6,922,9
Net income (loss)	\$ 2,108	\$ (2,395)	\$ 6,995,2
Basic earnings (loss) per share	\$.05	\$ (.06)	\$ 1,778.
Diluted earnings (loss) per share	\$.05	\$ (.06)	\$ 1,772.

The accompanying notes are an integral part of these statements.

-6-

RAYTECH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

Edgar Filing: RAYTECH CORP - Form 10-Q

	Successor Company		Predecessor Company
	for the Period December 31, 2001 to June 30, 2002	for the Period April 3, 2001 to July 1, 2001 (See Note B)	For the Period Jan. 2001 to April 2, 2001
	-----	-----	-----
Cash flows from operating activities:			
Net income(loss)	\$ 2,108	\$ (2,395)	\$ 6,995,25
Depreciation and amortization	8,964	3,951	3,38
Other operating activities	(3,002)	8,626	(7,001,12
	-----	-----	-----
Net cash provided by (used in) operating activities	8,070	10,182	(2,48
	-----	-----	-----
Cash flow from investing activities:			
Capital expenditures	(5,576)	(3,370)	(2,71
Proceeds on sales of property, plant and equipment	196	35	1
	-----	-----	-----
Net cash used in investing activities	(5,380)	(3,335)	(2,70
	-----	-----	-----
Cash flow from financing activities:			
Cash overdraft	--	--	(37
Net borrowings (payments) on short-term notes	(859)	(408)	2,11
Principal payments on long-term debt	(552)	(372)	(48
Proceeds from long-term debt	106	36	3
Net proceeds on borrowings from Raymark	--	--	(70
Proceeds from exercise of stock options	243	19	-
	-----	-----	-----
Net cash (used in) provided by financing activities	(1,062)	(725)	58
	-----	-----	-----
Effect of exchange rate changes on cash	147	(60)	(7
Net change in cash and cash equivalents	1,775	6,062	(4,68
Cash and cash equivalents at beginning of period	14,463	9,232	13,91
	-----	-----	-----
Cash and cash equivalents at end of period	\$ 16,238	\$ 15,294	\$ 9,23
	=====	=====	=====

The accompanying notes are an integral part of these statements.

Edgar Filing: RAYTECH CORP - Form 10-Q

-7-

RAYTECH CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 (in thousands, except shares)
 (unaudited)

	Common Stock -----	Additional Paid in Capital -----	Accumulated Deficit -----	Accumulated Other Comprehensive Loss ----	Treasury Shares At Cost (2,132,059 Shares) -----
PREDECESSOR COMPANY					
Balance, December 31, 2000	\$ 5,651	\$ 70,631	\$ (7,049,641)	\$ (1,218)	\$ (4,561)
Comprehensive income:					
Net income			6,995,257		
Changes during the period	-----	-----	-----	(284)	-----
Total comprehensive income			6,995,257	(284)	
Reorganization	35,870	46,200	54,384	1,502	4,561
Balance, April 2, 2001	<u>\$41,521</u>	<u>\$116,831</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>
SUCCESSOR COMPANY					
Balance, April 2, 2001	\$41,521	\$116,831	\$ --	\$ --	\$ --
Comprehensive income:					
Net loss			(2,395)		
Changes during the period	-----	-----	-----	(670)	-----
Total comprehensive loss			(2,395)	(670)	
Stock options exercised (6,596 shares)	7	12			
Balance, July 1, 2001	<u>\$ 41,528</u>	<u>\$116,843</u>	<u>\$ (2,395)</u>	<u>\$ (670)</u>	<u>\$ --</u>
Balance, December 30, 2001	\$41,528	\$116,843	\$ (5,577)	\$ (8,711)	\$ --
Comprehensive income:					
Net income			2,108		

Edgar Filing: RAYTECH CORP - Form 10-Q

Changes during the period	-----	-----	-----	-----	-----
				1,112	
Total comprehensive income			2,108	1,112	
Stock options exercised (78,204 shares)	78	165			
Balance, June 30, 2002	\$41,606 =====	\$117,008 =====	\$ (3,469) =====	\$ (7,599) =====	\$ -- =====

The accompanying notes are an integral part of these statements.

-8-

RAYTECH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, unless otherwise noted,
except per share data)
(Unaudited)

Note A - Formation of Raytech Corporation, Sale of Raymark,
Chapter 11 Proceeding and Emergence from Bankruptcy

Raytech Corporation ("Raytech" or the "Company") was incorporated in June, 1986 in Delaware and held as a subsidiary of Raymark Corporation ("Raymark"). In October 1986, Raytech became the publicly traded (NYSE) holding company of Raymark stock through a triangular merger restructuring plan approved by Raymark's shareholders whereby each share of common stock of Raymark was automatically converted into a share of Raytech common stock. In May 1988, Raytech divested all of the Raymark stock.

In accordance with the restructuring plan, Raytech, through its subsidiaries, purchased certain non-asbestos businesses of Raymark in 1987, including the Wet Clutch and Brake Division and Raybestos Industrie-Produkte GmbH, a German subsidiary. Despite the restructuring plan implementation and subsequent divestiture of Raymark, Raytech was named a co-defendant with Raymark and other named defendants in numerous asbestos-related lawsuits as a successor in liability to Raymark.

In one of the asbestos-related personal injury cases decided in October 1988 in a U.S. District Court in Oregon, Raytech was ruled under Oregon equity law to be a successor to Raymark's asbestos-related liability. The successor ruling was appealed by Raytech and in October 1992 the Ninth Circuit Court of Appeals affirmed the District Court's judgment. The effect of this decision extended beyond the Oregon District due to a Third Circuit Court of Appeals decision in a related case wherein Raytech was collaterally estopped (precluded) from relitigating the issue of its successor liability for Raymark's asbestos-related liabilities.

In order to stay the asbestos-related litigation, on March 10, 1989, Raytech filed a petition seeking relief under Chapter 11 of Title 11, United States Code in the United States Bankruptcy Court, District of Connecticut.

After several Court rulings, including an appeal to the U.S. Supreme Court, the Oregon case, as affirmed by the Ninth Circuit Court of Appeals,

Edgar Filing: RAYTECH CORP - Form 10-Q

remained as the prevailing decision holding Raytech to be a successor to Raymark's asbestos-related liabilities.

As a result of the referenced Court rulings, in October, 1998 Raytech reached a tentative settlement with its creditors for a consensual plan of reorganization (the "Plan"), providing for all general unsecured creditors including all asbestos and environmental claimants to receive 90% of the equity in Raytech in exchange for their claims. As such, an asbestos personal injury trust (the "PI Trust") established under the Bankruptcy Code would receive approximately 84% of the equity of Raytech and the Governments and others would receive approximately 6% of the equity of Raytech. In addition, any and all refunds of taxes resulting from the implementation of the Plan would be paid to the PI Trust. The existing equity holders in Raytech were to retain 10% of the equity in Raytech.

-9-

Note A, continued

As a result of the final estimation of allowed claims, Raytech recorded asbestos claims of \$6.76 billion, Government claims of \$431.8 million, pension liability claims of \$16 million and retiree benefit claims of \$2.5 million during 2000. The total estimated amount of allowed claims was \$7.2 billion.

On August 31, 2000, the Bankruptcy Court confirmed Raytech's Plan, which confirmation was affirmed by the U.S. District Court on September 13, 2000. All conditions under the confirmation of the Plan were subsequently met, and the Plan became effective on April 18, 2001 ("Effective Date"), resulting in Raytech emerging from bankruptcy. On the Effective Date, a channeling injunction ordered by the Bankruptcy Court pursuant to Section 524(g) of the Bankruptcy Code has and will permanently and forever stay, enjoin and restrain any asbestos-related claims against Raytech and subsidiaries, thereby channeling such claims to the PI Trust for resolution. On the Effective Date, the rights afforded and the treatment of all claims and equity interests in the Plan were in exchange for and in complete satisfaction, discharge and release of, all claims and equity interests against Raytech. The Company's Certificate of Incorporation was amended and restated in accordance with the Plan providing for authority to issue up to 55 million shares of stock, of which 50 million is common and 5 million is preferred. In settlement of the estimated amount of allowed claims of \$7.2 billion, approximately 38 million shares of common stock were issued and \$2.5 million in cash was payable to the allowed claimants and a commitment was made to pay to the PI Trust any and all refunds of taxes paid or net reductions in taxes resulting from the implementation of the Plan. The shares issued are exempt from registration pursuant to the Bankruptcy Code; however, shares issued to the PI Trust have restrictions on resale as a result of the high percentage of ownership in Raytech. In addition, Raytech has recorded the liability for the Raymark pension plan claim though the outcome of this claim is still subject to final Court decision. It has been represented to Raytech by the Raymark Trustee that the retiree benefit claim will be retained by Raymark. Settlement of the Raymark claims resulted in cancellation in full of the Raymark debt and accrued interest of \$12.0 million and a commitment of Raytech to backstop the Raymark Trustee for professional fees in the event the Raymark Trustee has insufficient recovery of funds for such purposes up to \$1 million. At June 30, 2002, the Company has \$1 million included in accrued liabilities related to this commitment. Also, on the Effective Date, the Board of Directors was increased to nine with one appointed by the equity committee and the remaining directors appointed by the unsecured creditors' committee.

See Note C - Fresh-Start Reporting.

Note B - Condensed Consolidated Financial Statements

These condensed unaudited consolidated financial statements (Successor and Predecessor Company) have been prepared pursuant to the requirements of Article 10 of Regulation S-X, and in the opinion of management, contain all adjustments necessary to fairly present the consolidated financial position of Raytech as of June 30, 2002 and the consolidated results of operations and cash flows for all interim periods presented. All adjustments are of a normal recurring nature except for those relating to reorganization and fresh-start adjustments (see Note C). The effective date of the Company's emergence from bankruptcy was April 18, 2001; however, for accounting purposes, the Company has accounted for the reorganization and fresh-start adjustments on April 2, 2001, which is the first day after the Company's first quarter for fiscal 2001. All financial information prior to that date is presented as pertaining to the Predecessor Company while all information after that date is presented as pertaining to the Successor Company. Consequently, after giving effect to the reorganization and fresh-start adjustments, the financial statements of the Successor Company are not comparable to those of the Predecessor Company. The year-end condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The financial statements contained herein should be read in conjunction with the Company's financial statements and related notes filed on Form 10-K for the year ended December 30, 2001. Interim results are not necessarily indicative of the results for the full year.

Note C - Fresh-Start Reporting

The effective date of the Company's emergence from bankruptcy was April 18, 2001; however, for accounting purposes it was considered to be the close of business on April 2, 2001. As of April 2, 2001, the Company adopted fresh-start reporting pursuant to the guidance provided by the American Institute of Certified Public Accountants' Statement of Position 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code" ("SOP 90-7"). In accordance with fresh-start reporting, all assets and liabilities were recorded at their respective fair market values. The fair value of substantially all of the Company's property, plant and equipment and identifiable intangible assets were determined by independent third-party appraisers.

The reorganization value of the Successor Company was determined based on the equity value (which represents enterprise value less debt) of the Successor Company plus the Successor Company's outstanding liabilities. The reorganization value was approximately \$324 million, which was approximately \$35 million in excess of the aggregate fair value of the Company's tangible and identifiable intangible assets less liabilities. Such excess is classified as goodwill in the accompanying Condensed Consolidated Balance Sheet and is being accounted for in accordance with SFAS NO. 142, "Goodwill and Other Intangible Assets."

To facilitate the calculation of the equity value of the Successor Company, the Company developed a set of financial projections. Based on these financial projections, the equity value was determined by the Company, with the assistance of a financial advisor, using various valuation methods, including

Edgar Filing: RAYTECH CORP - Form 10-Q

(i) a comparison of the Company and its projected performance to the market values of comparable companies, (ii) a review and analysis of several recent transactions of companies in similar industries to the Company, and (iii) a calculation of the present value of the future cash flows under the projections. The estimated equity value is highly dependent upon achieving the future financial results set forth in the projections as well as the realization of certain other assumptions, which are not guaranteed. The total equity value as of the effective date was determined to be approximately \$158 million.

The reorganization and the adoption of fresh-start reporting resulted in the following adjustments to the Company's Condensed Consolidated Balance Sheet as of April 2, 2001:

-12-

Note C, continued

Adjustments to Record
Effectiveness of the Plan of Reorganization
(in thousands)

	Predecessor Balance Sheet April 2, 2001 -----	Reorganization Adjustments -----	Fresh-Start Adjustments -----
ASSETS			
Current assets			
Cash and cash equivalents	\$ 11,732	\$ (2,500) (a)	\$
Trade accounts receivable	29,207		
Inventories	32,590		5,923 (b)
Income taxes receivable	-	37,877 (c)	
Other current assets	7,759	2,500 (a)	(2,381) (f)
	-----	-----	-----
Total current assets	81,288	37,877	3,542
	-----	-----	-----
Net property, plant and equipment	82,138		30,823 (d)
Goodwill	18,923		15,844 (e)
Other intangible assets	375		39,316 (g)
Deferred income taxes	137,202	(99,341) (f) (c)	(27,308) (f)
Other assets	2,957		
	-----	-----	-----
Total assets	\$ 322,883 =====	\$ (61,464) =====	\$ 62,217 =====

-13-

Note C, continued

Adjustments to Record

Edgar Filing: RAYTECH CORP - Form 10-Q

Effectiveness of the Plan of Reorganization
(in thousands)

	Predecessor Balance Sheet April 2, 2001 -----	Reorganization Adjustments -----	Fresh-Start Adjustments -----	Reorg Balanc April -----
LIABILITIES				
Current liabilities				
Notes payable and current portion of long-term debt	\$ 12,144	\$	\$	\$ 12,
Raymark debt	10,709	(10,709) (h)		
Current portion of pension obligations	353	8,500 (j)	134 (k)	8,
Accounts payable	14,220	2,500 (a)		16,
Accrued liabilities	20,501	(275) (i)		20,
Payable to PI Trust	--	37,877 (c)		37,
	-----	-----	-----	-----
Total current liabilities	57,927	37,893	134	95,
	-----	-----	-----	-----
Liabilities subject to compromise	7,211,433	(7,211,433) (j)		
Long-term debt	8,536			8,
Pension obligations	1,636	10,000 (j)	(6,916) (k)	4,
Postretirement benefits other than pensions	13,404		(1,308) (k)	12,
Deferred payable to the PI Trust	--	36,636 (c)		36,
Other long-term liabilities	7,654		(312) (f)	7,
	-----	-----	-----	-----
Total liabilities	7,300,590	(7,126,904)	(8,402)	165,
	-----	-----	-----	-----
Total shareholders' (deficit) equity	(6,977,707)	7,065,440 (l)	70,619 (m)	158,
	-----	-----	-----	-----
Total liabilities and shareholders' (deficit) equity	\$ 322,883	\$ (61,464)	\$ 62,217	\$323,
	=====	=====	=====	=====

-14-

Note C, continued

The explanation of the "Reorganization Adjustments" and "Fresh Start Adjustments" columns of the condensed consolidated balance sheet in the preceding table are as follows:

- a) The Plan required the Company to pay \$2.5 million to the unsecured creditors, which has been reflected as restricted cash, included in other current assets. During April 2001, \$2.1 million of the liability was paid and \$.4 million has been retained by the Company as restricted cash.
- b) Finished goods and work-in-progress inventories have been valued based

Edgar Filing: RAYTECH CORP - Form 10-Q

on their estimated net selling prices less costs to complete, costs of disposal and a reasonable profit allowance for estimated completing and selling effort.

- c) Income taxes receivable and the payable to the PI Trust reflect the payable to the PI Trust of current tax recoveries in accordance with the Plan. Additional tax recoveries to be received in future periods are shown as deferred tax assets and a deferred payable to the PI Trust.
- d) Property, plant and equipment has been adjusted to reflect the fair values of the assets based on independent appraisals.
- e) The unamortized balance of goodwill of the Predecessor Company has been eliminated. Reorganization value in excess of amounts allocable to identifiable assets has been classified as goodwill. The goodwill is being accounted for in accordance with SFAS No. 142 (see Note I).
- f) Deferred tax assets and liabilities have been adjusted for the settlement of the liabilities subject to compromise and the recording of deferred taxes relating to the differences in book and tax bases of assets and liabilities after applying fresh start reporting. The Company is using a statutory tax rate of approximately 38%, which approximates the Company's historic tax rate.
- g) Other intangible assets have been adjusted to reflect their fair values as determined by an independent valuation (see Note I).
- h) Raymark debt has been canceled to reflect the resolution of the claims on the Effective Date.
- i) Accrued liabilities have been adjusted to reflect the \$1 million backstop commitment agreed to as a result of the settlement of the Raymark debt (see Note A), the write-off of accrued interest on the Raymark debt (\$2.2 million), and an accrual for bankruptcy-related fees (\$.9 million) that were recorded against the Raymark debt in accordance with the previous indemnification between Raymark and the Company prior to the effective date.
- j) Liabilities Subject to Compromise have been adjusted to reflect the settlement of the claims for cash, assumption of certain pension obligations, the issuance of common shares in the reorganized company and tax recoveries in accordance with the Plan.
- k) The pension and post retirement benefits other than pensions have been adjusted to include the present values of future obligations.

-15-

NOTE C, continued

- l) Shareholders' equity was adjusted to reflect adjustments for the issuance of 90% of the outstanding common shares to the unsecured creditors at an overall equity value of \$158.3 million in accordance with the Plan.
- m) Shareholders' equity was adjusted to reflect the elimination of the accumulated deficit, accumulated other comprehensive loss and treasury shares (which have been retired).

NOTE D - Extraordinary Items

Edgar Filing: RAYTECH CORP - Form 10-Q

As a result of the consummation of the Plan, the Company recognized an extraordinary gain of the debt discharge on April 2, 2001 as follows:

	Predecessor Company
	April 2, 2001
Settlement of liabilities subject to compromise	\$ 7,211,433
Assumption of pension-related obligations	(18,500)
Settlement of Raymark debt	11,984
Cash payment to the PI Trust	(2,500)
Back-stop settlement with Raymark	(1,000)
Issuance of common stock	(142,517)
	7,058,900
Sub-total	7,058,900
Tax expense	(135,977)
	6,922,923
Extraordinary gain on debt discharge	\$ 6,922,923

Note E - Inventories

Inventories, net consist of the following:

	Successor Company	
	June 30, 2002 (Unaudited)	December 30, 2001
Raw material	\$ 9,303	\$ 10,829
Work in process	8,167	7,207
Finished goods	13,012	13,526
	\$ 30,482	\$ 31,562
	\$ 30,482	\$ 31,562

-16-

Note F - Earnings Per Share

Successor Company		Predecessor Company
For the Period April 1, 2002 to June 30, 2002	For the Period April 3, 2001 to July 1, 2001	For April 2, 2001

Edgar Filing: RAYTECH CORP - Form 10-Q

Basic EPS Computation

Numerator:			
Net income (loss)	\$ 778	\$ (2,395)	
	=====	=====	
Denominator:			
Weighted average shares	41,528,520	41,521,924	
Weighted average stock options exercised	33,696	2,964	
	-----	-----	
Adjusted weighted average shares	41,562,216	41,524,888	
	=====	=====	
Basic income (loss) per share	\$.02	\$ (.06)	(a)
	=====	=====	

Diluted EPS Computation

Numerator:			
Net income (loss)	\$ 778	\$ (2,395)	
	=====	=====	
Denominator:			
Weighted average shares	41,528,520	41,521,924	
Weighted average stock options exercised	33,696	2,964	
Dilutive potential common shares	124,901	-	
	-----	-----	
Adjusted weighted average shares	41,687,117	41,524,888	
	=====	=====	
Diluted income (loss) per share	\$.02	\$ (.06)	(a)
	=====	=====	

(a) Earnings per share is not meaningful for the one-day results.

Options to purchase 483,815 shares of common stock at \$4.25 were outstanding during the period from April 3, 2001 to July 1, 2001. These shares were not included in the computation of diluted earnings per share because the options' exercise price was greater than average market price of the common shares.

In addition, the dilutive potential common shares of 12,207 options for the period from April 3, 2001 to July 1, 2001 were not included in the computation of diluted earnings per share because of their anti-dilutive effect.

See Notes A and B regarding the effect of the Company's plan of reorganization.

Edgar Filing: RAYTECH CORP - Form 10-Q

	Successor Company		Predecessor Company
	For the Period December 31, 2001 to June 30, 2002	For the Period April 3, 2001 to July 1, 2001	For the Period January 1, 2001 to April 2, 2001
Basic EPS Computation			
Numerator:			
Income (loss) before extraordinary items	\$ 2,108	\$ (2,395)	\$ 72,334
Extraordinary items	-	-	6,922,923
	-----	-----	-----
Net income (loss) available (attributable) to common shareholders	\$ 2,108 =====	\$ (2,395) =====	\$ 6,995,257 =====
Denominator:			
Weighted average shares	41,528,520	41,521,924	3,519,313
Weighted average shares issued as a result of reorganization	-	-	413,072
Weighted average stock options exercised	16,848	2,964	-
	-----	-----	-----
Adjusted weighted average shares	41,545,368 =====	41,524,888 =====	3,932,385 =====
Basic earnings (loss) per share:			
Income (loss) before extraordinary items	\$.05	\$ (.06)	\$ 18.39
Extraordinary items	-	-	1,760.49
	-----	-----	-----
Net income (loss)	\$.05 =====	\$ (.06) =====	\$ 1,778.88 =====

-18-

Note F, continued

	Successor Company		Predecessor Company
	For the Period December 31, 2001 to June 30, 2002	For the Period April 3, 2001 to July 1, 2001	For the Period January 1, 2001 to April 2, 2001
Diluted EPS Computation			
Numerator:			
Income (loss) before extraordinary items	\$ 2,108	\$ (2,395)	\$ 72,334
Extraordinary items	-	-	6,922,923

Edgar Filing: RAYTECH CORP - Form 10-Q

Net income (loss) available (attributable) to common stockholders	\$ 2,108	\$ (2,395)	\$ 6,995,257
	=====	=====	=====
Denominator:			
Weighted average shares	41,528,520	41,521,924	3,519,313
Weighted average shares issued as a result of reorganization	-	-	413,072
Weighted average stock options exercised	16,848	2,964	-
Dilutive potential common shares	54,155	-	13,897
	-----	-----	-----
Adjusted weighted average shares and equivalents	41,599,523	41,524,888	3,946,282
	=====	=====	=====
Diluted earnings (loss) per share:			
Income (loss) before extraordinary items	\$.05	\$ (.06)	\$ 18.33
Extraordinary items	-	-	1,754.29
	-----	-----	-----
Net income (loss)	\$.05	\$ (.06)	\$ 1,772.62
	=====	=====	=====

Options to purchase 483,815 and 493,775 shares of common stock at \$4.25 were outstanding during the periods from April 3, 2001 to July 1, 2001 and January 1, 2001 to April 2, 2001, respectively. These shares were not included in the computation of diluted earnings per share because the option's exercise price was greater than average market price of the common shares.

In addition, the dilutive potential common shares of 12,207 options for the period from April 3, 2001 to July 1, 2001 were not included in the computation of diluted earnings per share because of their anti-dilutive effect.

See Notes A and B regarding the effect of the Company's plan of reorganization.

On February 12, 2002, the Official Committee of Equity Security Holders filed a motion in the United States Bankruptcy Court objecting to the allocation of common shares under the Plan of Reorganization between the unsecured creditors and the existing equity holders. The ultimate outcome of this matter is unknown; however, it is possible that its resolution could cause the Company to issue additional shares, or to retire shares, in the future. This would directly impact the earnings per share calculations of the Company.

-19-

Note G - Segment Reporting

The Company's operations are categorized into three business segments based on management structure, product type and distribution channel as described below.

The Wet Friction segment produces specialty engineered products for heat resistant, inertia control, energy absorption and transmission applications. The Company markets its products to automobile original

Edgar Filing: RAYTECH CORP - Form 10-Q

equipment manufacturers, heavy duty original equipment manufacturers, as well as farm machinery, mining, truck and bus manufacturers.

The Dry Friction segment produces engineered friction products, primarily used in original equipment automobile and truck transmissions. The clutch facings produced by this segment are marketed to companies who assemble the manual transmission systems used in automobiles and trucks.

The Aftermarket segment produces specialty engineered products primarily for automobile and lift truck transmissions. In addition to these products, this segment markets transmission filters and other transmission related components. The focus of this segment is marketing to warehouse distributors and certain retail operations in the automotive aftermarket.

The Company has recorded the impact of fresh-start reporting as a part of its corporate headquarters. As a result, the segments do not reflect any adjustments for fresh-start accounting (see Note C).

Information relating to operations by industry segment follows:

-20-

NOTE G, continued

OPERATING SEGMENTS

	Successor Company		Predecessor Company
	For the Period April 1, 2002 to June 30, 2002	For the Period April 3, 2001 to July 1, 2001	For April 2, 2001
WET FRICTION			
Net sales to external customers	\$ 34,804	\$ 30,911	\$ --
Intersegment net sales (1)	2,499	1,701	--
	-----	-----	-----
Total net sales	\$ 37,303 =====	\$ 32,612 =====	\$ -- =====
Operating profit (2)	\$ 2,144 =====	\$ 2,005 =====	\$ -- =====
 AFTERMARKET			
Net sales to external customers	\$ 12,101	\$ 12,215	\$ --
Intersegment net sales (1)	5	--	--
	-----	-----	-----
Total net sales	\$ 12,106 =====	\$ 12,215 =====	\$ -- =====
Operating profit (2)	\$ 2,268 =====	\$ 1,983 =====	\$ -- =====

Edgar Filing: RAYTECH CORP - Form 10-Q

DRY FRICTION

Net sales to external customers	\$ 8,400	\$ 7,435	\$ --
Intersegment net sales (1)	37	21	--
	-----	-----	-----
Total net sales	\$ 8,437	\$ 7,456	\$ --
	=====	=====	=====
Operating profit (2)	\$ 193	\$ 445	\$ --
	=====	=====	=====

CORPORATE

Operating (loss) profit (2,3)	\$ (2,749)	\$ (7,760)	\$ 99,996
	=====	=====	=====

TOTAL SEGMENTS

Net sales to external customers	\$ 55,305	\$ 50,561	\$ --
Intersegment net sales (1)	2,541	1,722	--
	-----	-----	-----
Total net sales	\$ 57,846	\$ 52,283	\$ --
	=====	=====	=====
Operating profit (loss) (2)	\$ 1,856	\$ (3,327)	\$ 99,996
	=====	=====	=====

- (1) The Company records intersegment sales at an amount negotiated between the segments. All intersegment sales are eliminated in consolidation.
- (2) The Company's management reviews the performance of its reportable segments on an operating profit basis, which consists of income before taxes and minority interest.
- (3) Represents the impact of fresh-start reporting (see Note C), compensation and related costs for employees of the Company's corporate headquarters, professional and shareholder fees and public relations expenses.

-21-

NOTE G, continued

OPERATING SEGMENTS

	Successor Company		Predecessor Company
	-----		-----
	For the Period	For the Period	For the Period
	December 31, 2001	April 3, 2001 to	January 1, 2001
	to June 30, 2002	July 1, 2001	to April 2, 2001
	-----	-----	-----

WET FRICTION

Edgar Filing: RAYTECH CORP - Form 10-Q

Net sales to external customers	\$ 66,919	\$ 30,911	\$ 34,073
Intersegment net sales (1)	4,732	1,701	2,974
	-----	-----	-----
Total net sales	\$ 71,651	\$ 32,612	\$ 37,047
	=====	=====	=====
Operating profit (2)	\$ 3,657	\$ 2,005	\$ 1,327
	=====	=====	=====
AFTERMARKET			
Net sales to external customers	\$ 24,572	\$ 12,215	\$ 13,101
Intersegment net sales (1)	18	--	10
	-----	-----	-----
Total net sales	\$ 24,590	\$ 12,215	\$ 13,111
	=====	=====	=====
Operating profit (2)	\$ 4,826	\$ 1,983	\$ 2,109
	=====	=====	=====
DRY FRICTION			
Net sales to external customers	\$ 16,523	\$ 7,435	\$ 8,031
Intersegment net sales (1)	67	21	116
	-----	-----	-----
Total net sales	\$ 16,590	\$ 7,456	\$ 8,147
	=====	=====	=====
Operating profit (2)	\$ 948	\$ 445	\$ 754
	=====	=====	=====
CORPORATE			
Operating (loss) profit (2,3)	\$ (4,742)	\$ (7,760)	\$ 99,304
	=====	=====	=====
TOTAL SEGMENTS			
Net sales to external customers	\$ 108,014	\$ 50,561	\$ 55,205
Intersegment net sales (1)	4,817	1,722	3,100
	-----	-----	-----
Total net sales	\$ 112,831	\$ 52,283	\$ 58,305
	=====	=====	=====
Operating profit (loss) (2)	\$ 4,689	\$ (3,327)	\$ 103,494
	=====	=====	=====

(1) The Company records intersegment sales at an amount negotiated between the segments. All intersegment sales are eliminated in consolidation.

(2) The Company's management reviews the performance of its reportable segments on an operating profit basis, which consists of income before taxes and minority interest.

(3) Represents the impact of fresh-start reporting (see Note C),

Edgar Filing: RAYTECH CORP - Form 10-Q

compensation and related costs for employees of the Company's corporate headquarters, professional and shareholder fees and public relations expenses.

-22-

Note H - Income Taxes

The effective tax rate for the twenty-six-week period ended June 30, 2002 is 38.5% compared to an effective rate of 135% for the same period in the prior year, excluding the one-day effect in the amount of \$29.4 million relating to the Plan of Reorganization on April 2, 2001. The rate for the current period reflects a statutory federal rate adjusted for state and foreign taxes. The rate differs from the 2001 rate by 96.5 percentage points caused primarily by certain adjustments in the prior period related to the bankruptcy process. The effective tax rate for the thirteen-week period ended June 30, 2002 is 38.5% compared to an effective rate of 37% in the same period in the prior year, excluding the one-day effect in the amount of \$29.4 million relating to the Plan of Reorganization on April 2, 2001. Substantially the same rate is used in both periods.

Pursuant to the Tax Benefits Assignment and Assumption Agreement (the "Agreement") as modified, all tax benefits received by the Company due to the reorganization are to be passed onto the PI Trust as received. At December 30, 2001, the Company had tax loss carryforwards of \$30.2 million and tax credit carryforwards of \$4.9 million, all of which will inure to the benefit of the PI Trust. Additionally, future payments to the PI Trust and others will create additional tax deductions, which will inure to the benefit of the PI Trust in accordance with the Agreement. These include deductions for payments to the PI Trust of tax benefits associated with the utilization of the operating losses created by the reorganization, and contributions made to the Raymark pension plan. If Raytech Corporation generates losses in future periods, exclusive of losses attributable to the payments discussed above, those losses will be retained by the Company. The method of allocation in utilizing future operating losses, if any, between the PI Trust and Raytech Corporation has not been determined at this time. Additional tax recoveries to be received in future periods are shown as deferred tax assets and a deferred payable to the PI Trust which amounted to \$41.6 million at June 30, 2002.

The Company has filed for and received in 2002 Federal tax refunds of \$33.4 million. During the second quarter of 2002, the Agreement was modified to eliminate the holdback provision. As such, and pursuant to the Agreement as modified, Raytech has paid over to the Trust the entire amount of the refunds. Additionally, at June 30, 2002, the Company has recorded a tax receivable in the amount of \$4.8 million relating to amounts due from state governments for returns filed in 2002. These refunds when received will be paid to the Trust.

The Company is under an IRS audit for 1996 through 2001. Any tax assessment, up to the amount of the refunds received, arising from this audit or any other years in the carryback period, are, pursuant to the Agreement, the responsibility of the PI Trust and will therefore reduce the deferred tax asset associated with, and liability payable to, the PI Trust.

The Company owns 57% of the stock of Allomatic Products Company ("APC"). The Company has not recorded a deferred tax liability for the undistributed earnings of APC since management expects that those earnings will be distributed to the Company in a tax-free transaction. However, the deferred tax liability on the undistributed earnings of APC would be approximately \$1.0 million at June 30, 2002, if all of APC's earnings were to be distributed through dividends.

-23-

Edgar Filing: RAYTECH CORP - Form 10-Q

Note I - Goodwill and Other Intangible Assets

In July 2001, the Financial Accounting Standards Board issued SFAS No. 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets." SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, establishes specific criteria for the recognition of intangible assets separately from goodwill, and requires that unallocated negative goodwill be written off immediately as an extraordinary gain instead of being deferred and amortized. SFAS No. 142 addresses the accounting for goodwill and intangible assets subsequent to their acquisition. Under SFAS No. 142, goodwill and indefinite-lived intangibles need to be reviewed for impairment at least annually at the reporting unit level. In addition, the amortization period of intangible assets with finite lives will no longer be limited to forty years. As discussed in Note C, the Company adopted fresh-start reporting as described in the American Institute of Certified Public Accountants' Statement of Position No. 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code." SOP 90-7 requires that any change in accounting principles that will be required within the twelve months following the adoption of fresh-start reporting should be adopted at that time. Accordingly, the Company adopted SFAS No. 141 and No. 142 as of April 2, 2001. All intangible assets and goodwill have been valued at fair value as of the date of fresh-start reporting.

	Successor Company			
	June 30, 2002		December 30, 2001	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Finite life intangible assets:				
Unpatented technology	\$ 16,262	\$2,425	\$ 16,262	\$ 1,455
Distribution base	5,716	355	5,716	213
	-----	-----	-----	-----
Sub-total	21,978	\$2,780	21,978	\$ 1,668
	-----	=====	-----	=====
Indefinite life intangible assets:				
Trademarks	17,713		17,713	
	-----		-----	
Goodwill	34,767		34,767	
	-----		-----	
Intangible assets, net	\$ 71,678		\$ 72,790	
	=====		=====	

The weighted-average amortization periods for the unpatented technology and the distribution base are 6 and 20 years, respectively. Amortization expense for both the periods from April 1, 2002 to June 30, 2002 and from April 2, 2001 to July 1, 2001 amounted to \$556. For the period December 31, 2001 to June 30, 2002 amortization expense amounted to \$1,112.

Edgar Filing: RAYTECH CORP - Form 10-Q

Note I, continued

Estimated annual amortization expense is as follows:

For the year ending:

2002	\$ 2,224
2003	2,224
2004	2,224
2005	2,224
2006	2,224

As required by SFAS No. 142, trademarks and goodwill for the Successor Company will not be amortized but will be reviewed for impairment annually. The Company's three operating segments have been defined as reporting units for purposes of testing goodwill for impairment. The amount of goodwill has been assigned to each of the Company's segments as follows: \$28.9 million for the Wet Friction segment and \$5.9 million for the Aftermarket segment. No goodwill has been allocated to the Dry Friction segment. During the period from April 1, 2002 to June 30, 2002, the Company performed its annual impairment review of the reporting units in accordance with FAS 142, as of March 31, 2002. That effort, which was performed with assistance from a third party valuation firm, indicated that no impairment adjustment was necessary. Accordingly, there were no changes in the carrying amount of trademarks or goodwill during the period from December 31, 2001 to June 30, 2002.

Reported net income presented exclusive of amortization expense (including any related tax effects) recognized in prior periods relating to goodwill of the Predecessor Company would have been:

	Predecessor Company
	For the Period January 1, 2001 to April 1, 2001
Reported net income	\$ 1,715
Add back goodwill amortization	207

Adjusted net income	\$ 1,922
	=====
Basic earnings per share:	
Reported net income	\$.49
Goodwill amortization	.06

Adjusted net income	\$.55
	=====
Diluted earnings per share:	
Reported net income	\$.48

Goodwill amortization	.06

Adjusted net income	\$.54
	=====

Edgar Filing: RAYTECH CORP - Form 10-Q

-25-

Note J - Litigation

The Company is subject to certain legal matters that have arisen in the ordinary course of business, which management expects would not have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company. In addition, the Company is involved in the following litigation.

In April 1996, the Indiana Department of Environmental Management ("IDEM") advised Raybestos Products Company ("RPC"), a wholly-owned subsidiary of the Company, that it may have contributed to the release of lead and PCB's (polychlorinated biphenyls) found in a drainage ditch near its Indiana facility. In June 1996, IDEM named RPC as a potentially responsible party ("PRP"). RPC notified its insurers of the IDEM action and one insurer responded by filing a complaint in January 1997 in the U.S. District Court, Southern District of Indiana, captioned Reliance Insurance Company vs. RPC seeking a declaratory judgment that any liability of RPC is excluded from its policy with RPC. In January 2000, the District Court granted summary judgment to RPC, indicating that the insurer has a duty to defend and indemnify losses stemming from the IDEM claim. However, in June 2001, Reliance Insurance Company was placed in rehabilitation in Pennsylvania. The effect upon RPC's claim is not known at this time. Three additional insurers have been added to the Reliance case as ordered by the District Court. IDEM has turned the matter over to the U.S. Environmental Protection Agency ("EPA"). In December 2000, the EPA issued a Unilateral Administrative Order under CERCLA ("Order") demanding removal of contaminated soils from the referenced drainage ditch. RPC has prepared a plan for implementation and is in compliance with the cleanup Order. The Company has estimated that the cost to comply with the Order and related fines will be approximately \$9.1 million of which \$5.0 million has been spent through June 30, 2002. The remaining balance of \$4.1 million is included in accrued liabilities. It is at least reasonably possible that the assessment of estimated costs to comply with the Order may be modified as the project progresses and that there may be additional assessments from the EPA. Prior to IDEM's relinquishment of control of the cleanup to the EPA, IDEM and RPC had reached an Agreed Order providing for a risk-based remediation of the contamination different from the EPA's Order. IDEM withdrew from the Agreed Order, which was ruled to be a breach of contract by an Indiana State Superior Court. In July 2002, RPC filed an action against IDEM for damages determined to be the difference between the costs of cleanup under the EPA Order and the IDEM Agreed Order. The outcome of this litigation is not known.

In February 2002, the Committee of Equity Holders filed a motion in the U.S. Bankruptcy Court asking for the distribution of the Company's shares to the general creditors under the Plan of Reorganization to be recalculated, claiming that the equity holders received less than the required percentage of shares. The ultimate outcome of this matter is unknown; however, it is possible that its resolution could cause the Company to issue additional shares, or to retire shares, in the future. This would directly impact the earnings per share calculations of the Company. At a preliminary hearing in April 2002, the Court took the matter under advisement pending submission of position papers by the parties. The Company has filed a motion for summary judgment asking the Court to dismiss the action.

The Company is in receipt of a letter from the Michigan Department of Environmental Quality ("MDEQ") alleging responsibility for trichloroethylene ("TCE") contamination at a Ferndale, Michigan, industrial site formerly occupied by Advanced Friction Materials Company ("AFM") from 1974 to 1985. AFM was acquired by the Company in 1998. The Company is cooperating with the

Edgar Filing: RAYTECH CORP - Form 10-Q

-26-

Note J, continued

MDEQ in evaluating the subsurface of the site to obtain data concerning the alleged contamination. Estimated costs of such evaluation should not exceed \$15 thousand. The Company's liability at this site is indeterminable at this time.

-27-

Note K - Liquidity

Concurrent with the effective date of the Plan, Raytech settled the Liabilities Subject To Compromise either through the issuance of common stock, payment in cash or the assumption of a liability of \$11.2 million for certain Raymark pension plans, among other resolutions. The pension plans have a current unfunded liability for pre-2001 funding of \$6.5 million. The Company is working with the Internal Revenue Service ("IRS") and the Pension Benefit Guaranty Corporation ("PBGC") to obtain a funding waiver under Revenue Procedure 94-41. The request for waiver was filed with the IRS on February 28, 2002. The waiver, if granted, would provide for an extended period of time for funding this pre-2001 amount of \$6.5 million while keeping the annual funding going forward on a current basis. The funding required for the 2001 pension funding period would be approximately \$3.3 million, the anticipated funding for the pre-2001 period amount would be approximately \$1.6 million annually for five years. The total payment due through September 15, 2002 would amount to \$6.5 million. In December 2001, the Company and the PBGC entered into an escrow agreement, which is intended to reflect the Company's intent to fund subject to receiving the waiver. The escrow account was funded with \$3.0 million in December 2001 and an additional \$1.2 million in January 2002 for a total of \$4.2 million, which is included in restricted cash at June 30, 2002. The remaining funding requirement in 2002 for the 2001 plan year and the pre-2001 period is \$2.3 million. In the event that the waiver from the IRS is not granted, the funding requirements for 2001 would be \$12.3 million. This would require additional borrowings by the Company. The Company anticipates that additional borrowings would be available using assets of the Company not currently pledged as collateral for its existing debt. The Company expects to be successful in receiving this waiver.

The Plan also sets forth a Tax Benefits Assignment and Assumption Agreement (the "Agreement") between the Company and the PI Trust, which provides that the tax benefits received by the Company due to the reorganization be passed onto the PI Trust as received. In 2002, the Company filed its 2001 Federal tax return for the Raytech consolidated group and received a tax refund of \$33.4 million, which was subsequently paid to the PI Trust. The income tax receivable at June 30, 2002 in the amount of \$4.8 million relating to amounts due from state governments for returns filed in 2002 will be paid to the PI Trust when received. During the second quarter of 2002, the Agreement was modified. The holdback provision was eliminated, but the Agreement retained the provision whereby the PI Trust would indemnify Raytech Corporation for potential IRS audit adjustments.

The Company is complying with a Federal Order issued by the U.S. Environmental Protection Agency (EPA) at its manufacturing facility in Crawfordsville, Indiana. The Company has an accrued liability of \$4.1 million at June 30, 2002, which is expected to provide for full remediation and fines in compliance with the Order. It is anticipated that substantially all of these costs will be paid in the 2002 fiscal year. The Company paid \$2.7 million during the period from April 1, 2002 to June 30, 2002 and \$3.3 million during the period from December 31, 2001 to June 30, 2002.

Management believes that existing cash balances, availability under its existing credit facilities and cash flow from operations during 2002 will be

Edgar Filing: RAYTECH CORP - Form 10-Q

sufficient to meet all of the Company's obligations arising in the normal course of business, including anticipated capital investments. In the event that the waiver is not obtained for the Raymark pension funding, additional borrowings will be required.

-28-

Note L - Restricted Cash

Restricted cash relates to the following:

	Successor Company	
	June 30, 2002	December 30, 2001
Pension escrow	\$ 4,200	\$ 3,000
Letters of credit	1,602	1,986
Other	410	410
	-----	-----
	\$ 6,212	\$ 5,396
	=====	=====

The letters of credit collateralize certain obligations relating primarily to workers' compensation. The pension escrow account is discussed in Note K - Liquidity.

-29-

Note M - Recently Issued Accounting Pronouncements

In June 2002, the Financial Accounting Standards Board issued Financial Accounting Statement No. 146 (SFAS No. 146), "Accounting for Costs Associated with Exit or Disposal Activities." The objectives of SFAS No. 146 are to address financial accounting and reporting for costs associated with exit or disposal activities. SFAS No. 146 nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The principal difference between SFAS No. 146 and Issue No. 94-3 relates to its requirements for recognition of a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue No. 94-3, a liability for an exit cost as defined in Issue No. 94-3 was recognized at the date of an entity's commitment to an exit plan. The provisions of SFAS No. 146 will be effective for the Company for exit or disposal activities that are initiated beginning in fiscal 2003.

-30-

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

In preparing the discussion and analysis required by the Federal Securities Laws, it is presumed that users of the interim financial information have read or have access to the discussion and analysis for the preceding fiscal year.

Results of Operations and Liquidity and Capital Resources

Edgar Filing: RAYTECH CORP - Form 10-Q

In April 2001, Raytech Corporation emerged from the protection of the Bankruptcy Court under Chapter 11 of Title 11 of the United States Bankruptcy Code. Raytech Corporation had been under the Chapter 11 protection since March 1989. The bankruptcy history and emergence are described in more detail in Note A to the Unaudited Condensed Consolidated Financial Statements.

As of April 2, 2001, the Company adopted fresh-start reporting pursuant to the guidance provided by the American Institute of Certified Public Accountant's Statement of Position 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code" ("SOP 90-7"). The Effective Date of the Company's emergence from bankruptcy is considered to be the close of business on April 2, 2001 for financial reporting purposes. The periods presented prior to April 2, 2001 have been designated "Predecessor Company" and the periods subsequent to April 2, 2001 have been designated "Successor Company." In accordance with fresh-start reporting, all assets and liabilities were recorded at their respective fair values. The fair value of substantially all of the Company's long-lived assets were determined using information provided by third-party appraisers.

The Company has determined that the most meaningful presentation of financial information would be to provide comparative analysis of financial performance for the Successor Company for the period April 1, 2002 through June 30, 2002 compared to the period April 3, 2001 through July 1, 2001. Additionally, the period December 31, 2001 through March 31, 2002, Successor Company, has been compared to the period January 1, 2001 through April 1, 2001, Predecessor Company.

The adjustments relating to the recording of reorganization expenses and other fresh-start adjustments for the one-day period ended April 2, 2001 are detailed in Note C to the Unaudited Condensed Consolidated Financial Statements.

The Company has not elected to present a comparative analysis for the twenty-six-week periods ended June 30, 2002 and July 1, 2001, since such information in the prior period would require consolidating statements of the Predecessor Company and the Successor Company. It was determined that the significance of the adjustments relating to the emergence from bankruptcy would render such analysis not meaningful.

Accounting Policies

The unaudited condensed consolidated financial statements include the accounts of Raytech Corporation and its majority-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. The investment by third parties in Allomatic Products Company is accounted for as minority interest in the Unaudited Condensed Consolidated Financial Statements. There are no unconsolidated entities and Raytech does not use Special Purpose Entities (SPE's). The preparation of the consolidated 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 amounts reported and disclosures of contingent

-31-

liabilities made in the financial statements and accompanying notes. Actual results could differ from these estimates. Significant estimates include inventory, receivable and environmental reserves, depreciable lives of property, plant and equipment and intangible assets, pension and other postretirement and postemployment benefits, and the recoverable value of deferred tax assets.

Accruals for environmental matters are recorded when it is probable that

Edgar Filing: RAYTECH CORP - Form 10-Q

a liability has been incurred and the amount of the liability can be reasonably estimated or if an amount is likely to fall within a range and no amount within the range can be determined to be the better estimate, the minimum amount of the range is recorded. Remediation obligations are not recorded on a discounted basis. Reimbursements from insurance carriers relating to environmental matters are not recorded until it is probable that such recoveries will be realized.

Results of Operations for the Successor Company for the Period April 1, 2002 to June 30, 2002 and the period April 3, 2001 to July 1, 2001

Raytech Corporation recorded net income of \$.8 million for the thirteen-week period ended June 30, 2002 or \$.02 per basic share compared to a loss of \$2.4 million or \$.06 loss per basic share for the same period April 3, 2001 through July 1, 2001. The improved earnings of \$3.2 million were due substantially to the improved gross profit in 2002. In 2001 as part of the application of fresh-start accounting inventories were stated at sales value less distribution cost, which increased the carrying value of inventories by \$5.9 million at April 2, 2001. The stepped up inventory sold in the period April 3, 2001 through July 1, 2001, thereby increasing the cost of sales for that period. The cost of sales in the period April 1, 2002 through June 30, 2002 reflect a more traditional inventory valuation process and more accurately reflects the gross margin for the period.

Net Sales

Worldwide net sales for the thirteen-week period ended June 30, 2002 were \$55.3 million compared to \$50.6 million for the period April 3, 2001 through July 1, 2001, an increase of \$4.7 million or 9.3%. Details of the sales performance are presented below in relation to the three business segments.

The Wet Friction segment reported sales of \$34.8 million for the thirteen-week-period ended June 30, 2002 compared to \$30.9 million for the period April 3, 2001 through July 1, 2001, an increase of \$3.9 million or 12.6%. The increase period-over-period is due to improved sales in the automotive OEM component of this segment. The Company was awarded a significant contract, which began in the latter part of the first quarter of 2002. The heavy duty component of the Wet Friction segment is substantially performing at the same level as the period April 3, 2001 through July 1, 2001.

The Aftermarket segment recorded sales of \$12.1 million for the thirteen-week-period ended June 30, 2002 compared to \$12.2 million for the period April 3, 2001 through July 1, 2001, substantially performing at the same level as the comparable period in the prior year. The flat sales reflect the slow growth, which was anticipated for this segment for 2002, due to flat performance in the aftermarket overall.

-32-

The Dry Friction segment recorded sales of \$8.4 million for the thirteen-week period ended June 30, 2002 compared to \$7.4 million for the period April 3, 2001 through July 1, 2001, an increase of \$1.0 million or 13.5%. The improved sales reflect the increased sales from the operations in China as that element of the Dry Friction segment continues to expand its sales in China, Asia and Central Europe. The increased sales in China were offset by lower than prior year sales in the Western European operations.

Gross Profit

The Company recorded gross profit of \$10.6 million for the thirteen-week period ended June 30, 2002 on sales of \$55.3 million, yielding a gross margin percentage of 19.2%. This compares to a gross profit of \$4.6 million for the

Edgar Filing: RAYTECH CORP - Form 10-Q

period April 3, 2001 through July 1, 2002. The sales for this period were \$50.6 million, yielding a gross margin percentage of 9.0%. The reduced gross margin in 2001 was due substantially to the write-up of inventory amounts to sales value less distribution costs on April 2, 2001 in accordance with the fresh-start accounting rules. The impact of the \$5.9 million inventory write-up was to reduce gross margin in the period April 3, 2001 through July 1, 2001 as this inventory was sold and the costs flowed through the statement of operations. In addition, improved sales performance in the 2002 period of \$4.7 million provided for improved overhead absorption on the improved throughput.

Selling, General and Administrative

The selling, general and administrative expenses for the thirteen-week period ended June 30, 2002 were \$8.2 million compared to \$7.5 million for the same period in the prior year, an increase of \$.7 million or 9.3%. The increase is due to legal costs associated with certain environmental and other issues; additionally, certain variable compensation expenses were recorded in the 2002 period, which were not recorded in 2001.

Interest Expense

Interest expense for the thirteen-week period ended June 30, 2002 was \$.2 million compared to interest expense of \$.3 million in the period April 3, 2001 through July 1, 2001, a reduction of \$.1 million or 33%. The reduced interest is due to lower interest rates of 4.75% and reduced debt of \$.6 million at June 30, 2002 compared to July 1, 2001.

Operating Profits

The following discussion of operating results by industry segment relates to information contained in Note G - Segment Reporting to the Unaudited Condensed Consolidated Financial Statements. Operating profit is income before income taxes and minority interest.

Operating profit of \$1.9 million was recorded for the thirteen-week period ended June 30, 2002, which compares to an operating loss of \$3.3 million for the period April 3, 2001 through July 1, 2001, an increase of \$5.2 million. The operating profit showed improvement due to improved sales for the period in 2002. In addition, the inventory adjustment detailed in the gross profit analysis above reduced operating profit in the 2001 period. The reduced operating profit is reflected in the corporate component of the segment information, which is detailed in Note G to the Condensed Consolidated Unaudited Financial Statements, Segment Reporting.

The Wet Friction segment reported operating profit of \$2.1 million for the thirteen-week period ended June 30, 2002 compared with \$2.0 million for the period April 3, 2001 through July 1, 2001, an increase of \$0.1 million. The increase is due to the improved sales for the segment of \$3.9 million compared to the same period in 2001. The operating profit was reduced by poor

-33-

performance in the European component of the Wet Friction segment. Management is implementing changes in that operation, which are expected to improve the financial performance.

The Aftermarket segment recorded operating profit for the thirteen-week period ended June 30, 2002 of \$2.3 million compared to \$2.0 million for the period April 3, 2001 through July 1, 2001, an increase of \$.3 million. The sales for the two periods are substantially the same.

Edgar Filing: RAYTECH CORP - Form 10-Q

The Dry Friction segment recorded operating profit of \$.2 million for the thirteen-week period ended June 30, 2002 compared to \$.4 million for the period April 3, 2001 through July 1, 2001, a decrease of \$.2 million. The sales increase for the above periods of \$1.0 million, due to improved sales in our China operation, was offset by exchange losses of \$.1 million during the period as the euro gained strength against other currencies.

Other Income (Expense)

Other income (expense) for the thirteen weeks ended June 30, 2002 was \$(.4) million as compared to \$.3 million in the thirteen weeks ended July 1, 2001. The decrease was primarily due to certain exchange losses of \$.2 million due to the improved strength of the euro against other currencies and certain environmental-related expenses.

Income Taxes

The effective tax rate for the thirteen-week period ended June 30, 2002 is 38.5% compared to an effective rate of 37% in the same period in the prior year, excluding the one-day effect in the amount of \$29.4 million relating to the Plan of Reorganization on April 2, 2001. Substantially the same rate is used in both periods.

Pursuant to the Tax Benefits Assignment and Assumption Agreement (the "Agreement") as modified, all tax benefits received by the Company due to the reorganization are to be passed onto the PI Trust as received. At December 30, 2001, the Company had tax loss carryforwards of \$30.2 million and tax credit carryforwards of \$4.9 million, all of which will inure to the benefit of the PI Trust. Additionally, future payments to the PI Trust and others will create additional tax deductions, which will inure to the benefit of the PI Trust in accordance with the Agreement. These include deductions for payments to the PI Trust of tax benefits associated with the utilization of the operating losses created by the reorganization, and contributions made to the Raymark pension plan. If Raytech Corporation generates losses in future periods, exclusive of losses attributable to the payments discussed above, those losses will be retained by the Company. The method of allocation in utilizing future operating losses, if any, between the PI Trust and Raytech Corporation has not been determined at this time. Additional tax recoveries to be received in future periods are shown as deferred tax assets and a deferred payable to the PI Trust which amounted to \$41.6 million at June 30, 2002.

The Company has filed for and received in 2002 Federal tax refunds of \$33.4 million. During the second quarter, the Agreement was modified to eliminate the holdback provision. As such, and pursuant to the Agreement as modified, Raytech has paid over to the Trust the entire amount of the refunds. Additionally, at June 30, 2002, the Company has recorded a tax receivable in the amount of \$4.8 million relating to amounts due from state governments for returns filed in 2002. These refunds will be paid to the Trust when received.

The Company is under an IRS audit for 1996 through 2001. Any tax assessment, up to the amount of the refunds received, arising from this audit or any other years in the carryback period, are, pursuant to the Agreement,

-34-

the responsibility of the PI Trust and will therefore reduce the deferred tax asset associated with, and liability payable to, the PI Trust.

The Company owns 57% of the stock of Allomatic Products Company ("APC"). The Company has not recorded a deferred tax liability for the undistributed earnings of APC since management expects that those earnings will be distributed

Edgar Filing: RAYTECH CORP - Form 10-Q

to the Company in a tax-free transaction. However, the deferred tax liability on the undistributed earnings of APC would be approximately \$1.0 million at June 30, 2002, if all of APC's earnings were to be distributed through dividends.

Results of Operations for the Successor Company for the Period December 31, 2001 to March 31, 2002 and Predecessor Company for the Period January 1, 2001 to April 1, 2001

Net Sales

Worldwide net sales of \$52.7 million for the thirteen-week period ended March 31, 2002 compared to \$55.2 million for the same period in the prior year for a decline of \$2.5 million or 4.5%. The details of the sales performance are presented below distinguishing the sales performance in each business segment.

The Wet Friction segment reported sales of \$32.1 million in the first quarter of 2002 compared to \$34.1 million in the same period in the prior year, a decline of \$2.0 million, representing a significant portion of the sales decline for the Company in the period. The primary market impacted is the heavy duty component of this segment in both Europe and domestically. The automobile OEM component of this segment reflected sales at the same level as 2001.

The Aftermarket segment recorded net sales of \$12.5 million for the thirteen-week period ended March 31, 2002 compared to \$13.1 million for the same period in the prior year, a decline of \$.6 million or 4.6%. The sales decline was due to a variety of issues including the mild winter weather, better inventory management at our customers and the improved quality of components at the OEM level.

The Dry Friction segment recorded sales of \$8.1 million for the first quarter of 2002 compared to \$8.0 million in the same period in the prior year. The sales reflect increased sales through the operation in China of \$1.3 million offset by reduced sales through the operation in Germany of approximately the same amount. The reduction in German sales includes a negative currency translation impact of approximately \$.4 million.

Gross Profit

The Company recorded gross profit of \$10.5 million for the thirteen-week period ended March 31, 2002 on sales of \$52.7 million yielding a gross margin percentage of 20.0%. This compares to a gross profit of \$11.4 million for the same period in the prior year on sales of \$55.2 million, a gross profit margin of 20.6%. The gross profit in 2002 was reduced by \$1.1 million due to increased depreciation and amortization as a result of the application of fresh-start accounting post first quarter of 2001. The impact of the increased amortization and depreciation was a reduction in the gross profit margin of 2.1%. On a comparable basis, the gross margin has increased period- over-period 1.5 percentage points due to cost reduction programs instituted throughout 2001 and the first quarter of 2002.

-35-

Selling, General and Administrative

The selling, general and administrative expenses for the thirteen-week period ended March 31, 2002 were \$7.6 million compared to \$7.7 million for the same period in the prior year, a reduction of \$.1 million or 1.3%. The lower costs reflect the impact of certain cost reduction programs implemented in 2001 balanced with Raytech's commitment to investing in technology for future growth.

Interest Expense

Edgar Filing: RAYTECH CORP - Form 10-Q

Interest expense for the first quarter of \$.3 million compares to interest expense, excluding Raymark interest, of \$.4 million in the same period in the prior year, a reduction of 25%. The reduction is due to lower rates in 2002 on domestic debt. The interest rate on foreign debt is approximately the same.

Operating Profits

The following discussion of operating results by industry segment relates to information contained in Note G - Segment Reporting to the Unaudited Condensed Consolidated Financial Statements. Operating profit is income before income taxes and minority interest.

Operating profit of \$2.8 million was recorded for the first quarter of 2002 compared to \$3.5 million for the same period in the prior year, a decrease of \$.7 million or 20%. The operating profit was negatively affected by the reduced sales period-over-period of \$2.5 million. Additionally, operating profits were reduced by the impact of fresh-start accounting due to the increase in depreciation and amortization of \$1.1 million in comparing first quarter 2002 to the first quarter of 2001.

The Wet Friction segment posted operating profits of \$1.5 million, an increase of \$.2 million over the same period in the prior year, an increase of 15%. This increase was accomplished on lower sales of \$2.0 million and was due to implementing cost reduction programs in 2001 and 2002.

The Aftermarket segment recorded operating profit for the quarter of \$2.6 million compared to \$2.1 million in the same period in the prior year, an increase of \$.5 million or 24%. The improved operating income performance is due to cost reduction programs initiated in 2001 and 2002 coupled with improved material pricing. Additionally, management works closely with the work force in this segment to maximize the peaks and valleys of manufacturing and shipping product in the aftermarket industry.

The Dry Friction segment recorded operating profit of \$.8 million for the thirteen-week period ended March 31, 2002 compared to \$.8 million in the same period in the prior year. The operating income reflects improved operating profits from the operation in China offset by reduced operating profit in Europe. The decline in Europe is due primarily to lower volume sales.

Income Taxes

The effective tax rate for the thirteen-week period ended March 31, 2002 is 38.5% compared to an effective rate of 42% for the same period in the prior year. The rate for the current period reflects a statutory federal rate adjusted for state and foreign taxes. The rate differs from the 2001 rate by 3.5 percentage points caused primarily by certain adjustments in the prior period related to the bankruptcy process.

-36-

Outlook

The Company's Wet Friction segment expects sales to improve in 2002 as compared to the results recorded in 2001 by an estimated 2%. The increase reflects the continued slow growth in the automotive original equipment market for Raytech related products as the United States economy recovers during 2002. Our customers in the automotive OEM are expected to continue to face competitive pressure from foreign competition from both Europe and Asia, which will provide increased pressure on the supplier base for continued cost reduction. The Company was successful in expanding its supplier position with General Motors

Edgar Filing: RAYTECH CORP - Form 10-Q

Corporation and the new production, which began in the latter part of the first quarter of 2002, will partially offset the negative effects of both pricing and the slow economy as these issues impact the Wet Friction segment. The heavy duty component of the Wet Friction segment is expected to remain constant in 2002 due to competitive pressure on pricing. The markets served by this component of the Wet Friction segment, mainly construction, mining and agriculture, are not expected to grow significantly in 2002; therefore, increased production is not expected.

The Aftermarket segment is expected to remain at the same level as 2001. The slow economy in the United States is expected to continue to negatively offset growth for this segment. Additionally, the continued improved quality of the original equipment manufacturers has pushed out the need for replacement parts. This trend is expected to continue in 2002, reducing the opportunity for increased sales. This segment continues to explore opportunities to expand its product offerings in the transmission aftermarket and will continue to explore opportunities in 2002.

The Dry Friction segment is expected to increase revenues in 2002 over 2001 results. The development of new market opportunities in Asia is expected to continue through the expansion of our production facility in China, which was completed in June 2002. In 2001, this facility improved revenues substantially over 2000 results and is expected to continue the positive performance in 2002. The European revenues are expected to increase in 2002 due to modest growth in the overall European economy.

Raytech formed an expansion committee in 2001 consisting of key employees within the Company and skilled consultants from outside the Company. The expansion committee is reviewing existing business in the vehicular market, new product development in the vehicular markets and new product development in non-vehicular markets. The expansion committee meets regularly and has a number of projects under development in each of the expansion directions. The projects are in various development stages and will be disclosed in greater detail when appropriate.

The Company's outlook for 2002 anticipates total revenues to exceed 2001 levels by 1.5% with improved operating profits reflective of the increased sales. There are many events which could negatively impact the Company's current view, including the impact of the economy worsening in the United States and around the world.

Financial Risks

The Company maintains lines of credit with United States and foreign banks, as well as other creditors. The Company is naturally exposed to various interest rate risk and foreign currency risk in its normal course of business.

The Company effectively manages its accounts receivable as evidenced by the average days sales in trade receivables of 44 days. This allows for minimum borrowings in supporting inventory and trade receivables. Management does not anticipate a significant change in fiscal policy in any of its borrowing markets in 2002 given current economic conditions. Further, the Company can reduce the

-37-

short-term impact of interest rate fluctuation through deferral of capital investment should the need arise.

The local currencies of the Company's foreign subsidiaries have been designated as their functional currencies. Accordingly, financial statements of foreign operations are translated using the exchange rate at the balance sheet

Edgar Filing: RAYTECH CORP - Form 10-Q

date for assets and liabilities, historical exchange rates for elements of stockholder's equity and an average exchange rate in effect during the period for revenues and expenses. Where possible, the Company attempts to mitigate foreign currency translation effects by borrowing in local currencies to fund operations. The Company does not believe that the fluctuation in foreign currency will have a material adverse effect on the Company's overall financial condition. Additionally, the Company does not enter into agreements to manage any currency transaction risks due to the immaterial amount of transactions of this type.

Liquidity and Capital Resources

The Company's cash and cash equivalents totaled \$16.2 million at June 30, 2002 compared to \$14.5 million at December 30, 2001. Capital investment for the six-month period totaled \$5.6 million. The level of capital investment is consistent with planned expenditures.

The debt at June 30, 2002 consists of the following:

	Current -----	Non-Current -----	Total -----
Domestic bank debt	\$ 6,135	\$ 2,250	\$ 8,385
Foreign bank debt	3,379	4,372	7,751
Leases	127	192	319
	-----	-----	-----
Total outstanding debt	\$ 9,641	\$ 6,814	\$16,455
	=====	=====	=====
Available lines of credit:			
Domestic	\$ 9,162		
Foreign	2,785		

Total available	\$ 11,947		
	=====		

The domestic debt is collateralized by accounts receivable, inventory and machinery and equipment. The accounts receivable and inventory components are determined using a formula based on the respective account balances. In the event accounts receivable and inventory were to decline, availability would also decline. Additionally, the agreement includes certain covenants, the most restrictive of which requires the borrowers to maintain minimum annual earnings before interest, taxes, depreciation and amortization of \$15 million. The foreign debt consists of both term notes and lines of credit. The lines of credit are payable on demand.

The Company does not maintain any off balance sheet debt, guarantees or other arrangements.

Future Liquidity

Concurrent with the effective date of the Plan, Raytech settled the Liabilities Subject To Compromise either through the issuance of common stock, payment in cash or the assumption of a liability for \$11.2 million for certain Raymark pension plans among other resolutions. The pension plans have a current unfunded liability for pre-2001 funding for \$6.5 million. The Company is working with the Internal Revenue Service (IRS) and the PBGC to obtain a funding waiver under Revenue Procedure 94-41. The request for waiver was filed with the IRS on

Edgar Filing: RAYTECH CORP - Form 10-Q

February 28, 2002. The waiver, if granted, would provide for an extended period of time for funding this pre-2001 amount of \$6.5 million

-38-

while keeping the annual funding going forward on a current basis. The funding required for the 2001 pension funding period would be approximately \$3.3 million, the anticipated funding for the pre-2001 period amount would be approximately \$1.6 million annually for five years. The total payment due through September 15, 2002 would amount to \$6.5 million. In December 2001, the Company and the PBGC entered into an escrow agreement, which is intended to reflect the Company's intent to fund subject to receiving the waiver. The escrow account was funded with \$3.0 million in December 2001 and an additional \$1.2 million in January 2002 for a total of \$4.2 million, which is included in restricted cash at June 30, 2002. The remaining funding requirement in 2002 for the 2001 plan year and the pre-2001 period is \$2.3 million. In the event that the waiver from the IRS is not granted, the funding requirements for 2001 would be \$12.3 million. This would require additional borrowings by the Company. The Company anticipates that additional borrowings would be available using assets of the Company not currently pledged as collateral for its existing debt. The Company expects to be successful in receiving this waiver.

Pursuant to the Tax Benefits Assignment and Assumption Agreement (the "Agreement"), all tax benefits received by the Company due to the reorganization are to be passed onto the PI Trust as received. At December 30, 2001, the Company had tax loss carryforwards of \$30.2 million and tax credit carryforwards of \$4.9 million, all of which will inure to the benefit of the PI Trust. Additionally, future payments to the PI Trust and others will create additional tax deductions, which will inure to the benefit of the PI Trust in accordance with the Agreement. These include deductions for payments to the PI Trust of tax benefits associated with the utilization of the operating losses created by the reorganization, and contributions made to the Raymark pension plan. If Raytech Corporation generates losses in future periods, exclusive of losses attributable to the payments discussed above, those losses will be retained by the Company. The method of allocation in utilizing future operating losses, if any, between the PI Trust and Raytech Corporation has not been determined at this time. Additional tax recoveries to be received in future periods are shown as deferred tax assets and a deferred payable to the PI Trust which amounted to \$41.6 million at June 30, 2002.

The Company is under an IRS audit for 1996 through 2001. Any tax assessment, up to the amount of the refunds received, arising from this audit or any other years in the carryback period, are, pursuant to the Agreement, the responsibility of the PI Trust and will therefore reduce the deferred tax asset associated with, and liability payable to, the PI Trust.

The Company is complying with a Federal Order issued by the U.S. Environmental Protection Agency (EPA) at its manufacturing facility in Crawfordsville, Indiana. The Company has an accrued liability of \$4.1 million at June 30, 2002, which is expected to provide for full remediation and fines in compliance with the Order. It is anticipated that substantially all of these costs will be paid in the 2002 fiscal year. The Company paid \$3.3 million during the twenty-six-week period ended June 30, 2002.

Management believes that existing cash balances, availability under its existing credit facilities and cash flow from operations during 2002 will be sufficient to meet all of the Company's obligations arising in the normal course of business, including anticipated capital investments. In the event that the waiver is not obtained for the Raymark pension funding, additional borrowings will be required. The Company expects to be able to obtain the additional borrowings, if necessary.

Edgar Filing: RAYTECH CORP - Form 10-Q

Recently Issued Accounting Pronouncements

In June 2002, the Financial Accounting Standards Board issued Financial Accounting Statement No. 146 (SFAS No. 146), "Accounting for Costs Associated with Exit or Disposal Activities." The objectives of SFAS No. 146 are to address

-39-

financial accounting and reporting for costs associated with exit or disposal activities. SFAS No. 146 nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The principal difference between SFAS No. 146 and Issue No. 94-3 relates to its requirements for recognition of a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue No. 94-3, a liability for an exit cost as defined in Issue No. 94-3 was recognized at the date of an entity's commitment to an exit plan. The provisions of SFAS No. 146 will be effective for the Company for exit or disposal activities that are initiated beginning in fiscal 2003.

Safe Harbor Statement

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Statements under the "Market Conditions and Outlook" and "Future Liquidity" headings above and other statements herein that relate to future operating periods are subject to important risks and uncertainties that could cause actual results to differ materially. Forward-looking statements relating to the Company's businesses involve certain factors that are subject to change, including the many interrelated factors that affect consumer confidence, including worldwide demand for automotive and heavy duty products, general economic conditions, the environment, actions of competitors in the various industries in which the Company competes; production difficulties, including capacity and supply constraints; dealer practices; labor relations; interest and currency exchange rates; technological difficulties; accounting standards, and other risks and uncertainties. Further information, including factors that potentially could materially affect the Company's financial results, is included in the Company's filings with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Item 2.

-40-

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to certain legal matters that have arisen in the ordinary course of business, which management expects would not have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company. In addition, the Company is involved in the following litigation.

In April 1996, the Indiana Department of Environmental Management ("IDEM") advised Raybestos Products Company ("RPC"), a wholly-owned subsidiary of the Company, that it may have contributed to the release of lead and PCB's (polychlorinated biphenyls) found in a drainage ditch near its Indiana facility.

Edgar Filing: RAYTECH CORP - Form 10-Q

In June 1996, IDEM named RPC as a potentially responsible party ("PRP"). RPC notified its insurers of the IDEM action and one insurer responded by filing a complaint in January 1997 in the U.S. District Court, Southern District of Indiana, captioned Reliance Insurance Company vs. RPC seeking a declaratory judgment that any liability of RPC is excluded from its policy with RPC. In January 2000, the District Court granted summary judgment to RPC, indicating that the insurer has a duty to defend and indemnify losses stemming from the IDEM claim. However, in June 2001, Reliance Insurance Company was placed in rehabilitation in Pennsylvania. The effect upon RPC's claim is not known at this time. Three additional insurers have been added to the Reliance case as ordered by the District Court. IDEM has turned the matter over to the U.S. Environmental Protection Agency ("EPA"). In December 2000, the EPA issued a Unilateral Administrative Order under CERCLA ("Order") demanding removal of contaminated soils from the referenced drainage ditch. RPC has prepared a plan for implementation and is in compliance with the cleanup Order. The Company has estimated that the cost to comply with the Order and related fines will be approximately \$9.1 million of which \$5.0 million has been spent through June 30, 2002. The remaining balance of \$4.1 million is included in accrued liabilities. It is at least reasonably possible that the assessment of estimated costs to comply with the Order may be modified as the project progresses and that there may be additional assessments from the EPA. Prior to IDEM's relinquishment of control of the cleanup to the EPA, IDEM and RPC had reached an Agreed Order providing for a risk-based remediation of the contamination different from the EPA's Order. IDEM withdrew from the Agreed Order, which was ruled to be a breach of contract by an Indiana State Superior Court. In July 2002, RPC filed an action against IDEM for damages determined to be the difference between the costs of cleanup under the EPA Order and the IDEM Agreed Order. The outcome of this litigation is not known.

In February 2002, the Committee of Equity Holders filed a motion in the U.S. Bankruptcy Court asking for the distribution of the Company's shares to the general creditors under the Plan of Reorganization to be recalculated, claiming that the equity holders received less than the required percentage of shares. The ultimate outcome of this matter is unknown; however, it is possible that its resolution could cause the Company to issue additional shares, or to retire shares, in the future. This would directly impact the earnings per share calculations of the Company. At a preliminary hearing in April 2002, the Court took the matter under advisement pending submission of position papers by the parties. The Company has filed a motion for summary judgment asking the Court to dismiss the action.

-41-

The Company is in receipt of a letter from the Michigan Department of Environmental Quality ("MDEQ") alleging responsibility for trichloroethylene ("TCE") contamination at a Ferndale, Michigan, industrial site formerly occupied by Advanced Friction Materials Company ("AFM") from 1974 to 1985. AFM was acquired by the Company in 1998. The Company is cooperating with the MDEQ in evaluating the subsurface of the site to obtain data concerning the alleged contamination. Estimated costs of such evaluation should not exceed \$15,000. The Company's liability at this site is indeterminable at this time.

-42-

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

Edgar Filing: RAYTECH CORP - Form 10-Q

(b) Reports on 8-K

None

-43-

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.

RAYTECH CORPORATION

By: /s/ JOHN B. DEVLIN

John B. Devlin
Vice President, Treasurer
and Chief Financial Officer

Date: August 12, 2002

-44-

CERTIFICATION

I, John B. Devlin, Chief Financial Officer of Raytech Corporation (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify as follows:

1. The quarterly report on Form 10-Q of the Company for the period ended June 30, 2002 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 such Form 10-Q fairly presents, in accordance with United States generally accepted accounting principles, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 12th day of August, 2002.

/s/ JOHN B. DEVLIN

John B. Devlin
Vice President, Treasurer
and Chief Financial Officer

-45-

CERTIFICATION

I, Albert A. Canosa, Chief Executive Officer of Raytech Corporation (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify as follows:

Edgar Filing: RAYTECH CORP - Form 10-Q

1. The quarterly report on Form 10-Q of the Company for the period ended June 30, 2002 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 such Form 10-Q fairly presents, in accordance with United States generally accepted accounting principles, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 12th day of August, 2002.

/s/ ALBERT A. CANOSA

Albert A. Canosa
President and
Chief Executive Officer