

MILLER INDUSTRIES INC /TN/  
Form 10-Q  
August 08, 2006

---

---

**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 quarterly period ended **June 30, 2006**

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

For the transition period from \_\_\_\_\_  
to \_\_\_\_\_

Commission file number **0-24298**

**MILLER INDUSTRIES, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Tennessee** **62-1566286**  
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)  
Organization)

**8503 Hilltop Drive** **37363**  
**Ooltewah, Tennessee** (Zip Code)  
(Address of Principal Executive Offices)

**(423) 238-4171**  
(Registrant's Telephone Number, Including Area Code)

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

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No.

The number of shares outstanding of the registrant's common stock, par value \$.01 per share, as of July 31, 2006 was 11,355,866.

---

## Index

<b><u>PART I</u></b>	<b><u>FINANCIAL INFORMATION</u></b>	<b><u>Page Number</u></b>
<u>Item 1.</u>	<u>Financial Statements (Unaudited)</u>	
	<u>Condensed Consolidated Balance Sheets - June 30, 2006 and December 31, 2005</u>	3
	<u>Condensed Consolidated Statements of Income for the Three and Six Months Ended June 30, 2006 and 2005</u>	4
	<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2006 and 2005</u>	5
	<u>Notes to Consolidated Financial Statements</u>	6
<u>Item 2.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	14
<u>Item 4.</u>	<u>Controls and Procedures</u>	20
<b><u>PART II</u></b>	<b><u>OTHER INFORMATION</u></b>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	21
<u>Item 1A.</u>	<u>Risk Factors</u>	21
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	21
<u>Item 5.</u>	<u>Other Information</u>	21
<u>Item 6.</u>	<u>Exhibits</u>	21
<b><u>SIGNATURES</u></b>		23

### FORWARD-LOOKING STATEMENTS

Certain statements in this Form 10-Q, including but not limited to Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” may be deemed to be forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are made based on our management’s belief, as well as assumptions made by, and information currently available to, our management, pursuant to “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Our actual results may differ materially from the results anticipated in these forward-looking statements due to, among other things, the risks related to the cyclical nature of our industry, general economic conditions and the economic health of our customers;

our dependence on outside suppliers of raw materials and recent increases in the cost of aluminum, steel, petroleum-related products and other raw materials; the need to service our indebtedness; and those other risks referenced herein, including those risks referred to in this report, in Part II, "Item 1A. Risk Factors," and those risks discussed in our other filings with the SEC, including those risks discussed under the caption "Risk Factors" in our Form 10-K for fiscal 2005, which discussion is incorporated herein by this reference. Such factors are not exclusive. We do not undertake to update any forward-looking statement that may be made from time to time by, or on behalf of, our company.

---

**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)****MILLER INDUSTRIES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	<b>June 30, 2006 (Unaudited)</b>	<b>December 31, 2005</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and temporary investments	\$ 3,127	\$ 6,147
Accounts receivable, net of allowance for doubtful accounts of \$2,158 and \$1,834 at June 30, 2006 and December 31, 2005, respectively	72,581	65,792
Inventories, net	47,194	38,318
Prepaid expenses and other	3,770	739
Current assets of discontinued operations held for sale	747	2,422
Total current assets	127,419	113,418
<b>PROPERTY, PLANT, AND EQUIPMENT, net</b>	<b>19,389</b>	<b>17,443</b>
<b>GOODWILL, net</b>	<b>11,619</b>	<b>11,619</b>
<b>OTHER ASSETS</b>	<b>1,074</b>	<b>1,443</b>
<b>NONCURRENT ASSETS OF DISCONTINUED OPERATIONS HELD FOR SALE</b>	<b>377</b>	<b>647</b>
	\$ 159,878	\$ 144,570
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of long-term obligations	\$ 1,569	\$ 1,595
Accounts payable	49,249	45,352
Accrued liabilities and other	10,041	9,821
Current liabilities of discontinued operations held for sale	4,964	6,244
Total current liabilities	65,823	63,012
<b>LONG-TERM OBLIGATIONS, less current portion</b>	<b>16,137</b>	<b>16,803</b>
<b>COMMITMENTS AND CONTINGENCIES (Notes 5 and 8)</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, none issued or outstanding	-	-
Common stock, \$.01 par value; 100,000,000 shares authorized, 11,355,866 and 11,297,474 outstanding at June 30, 2006 and December 31, 2005, respectively	114	113
Additional paid-in capital	158,651	157,996
Accumulated deficit	(82,457)	(93,882)
Accumulated other comprehensive income	1,610	528
Total shareholders' equity	77,918	64,755
	\$ 159,878	\$ 144,570

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



**MILLER INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share data)  
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2006	2005	2006	2005
<b>NET SALES</b>	\$ 91,923	\$ 92,938	\$ 185,359	\$ 169,834
<b>COSTS AND EXPENSES:</b>				
Costs of operations	78,062	79,461	157,353	147,375
Selling, general and administrative expenses	6,400	6,175	12,984	11,681
Interest expense, net	968	1,200	1,802	2,363
Total costs and expenses	85,430	86,836	172,139	161,419
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>6,493</b>	<b>6,102</b>	<b>13,220</b>	<b>8,415</b>
<b>INCOME TAX PROVISION</b>	<b>951</b>	<b>903</b>	<b>1,795</b>	<b>1,145</b>
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>5,542</b>	<b>5,199</b>	<b>11,425</b>	<b>7,270</b>
<b>DISCONTINUED OPERATIONS:</b>				
Loss from discontinued operations, before taxes	-	(34)	-	(80)
Income tax provision	-	-	-	-
Loss from discontinued operations	-	(34)	-	(80)
<b>NET INCOME</b>	<b>\$ 5,542</b>	<b>\$ 5,165</b>	<b>\$ 11,425</b>	<b>\$ 7,190</b>
<b>BASIC INCOME PER COMMON SHARE:</b>				
Income from continuing operations	\$ 0.49	\$ 0.46	\$ 1.01	\$ 0.65
Loss from discontinued operations	-	-	-	-
Basic income per common share	\$ 0.49	\$ 0.46	\$ 1.01	\$ 0.65
<b>DILUTED INCOME PER COMMON SHARE:</b>				
Income from continuing operations	\$ 0.48	\$ 0.45	\$ 0.99	\$ 0.64
Loss from discontinued operations	-	-	-	-
Diluted income per common share	\$ 0.48	\$ 0.45	\$ 0.99	\$ 0.64
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>				
Basic	11,337	11,197	11,323	11,195
Diluted	11,593	11,401	11,596	11,409

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

**MILLER INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)  
(Unaudited)

	Six Months Ended June 30,	
	2006	2005
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 11,425	\$ 7,190
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Loss from discontinued operations	-	80
Depreciation and amortization	1,421	1,565
Amortization of deferred financing costs	61	266
Provision for doubtful accounts	255	234
Stock-based compensation	154	-
Issuance of non-employee director shares	75	75
Deferred income tax provision	-	(19)
Changes in operating assets and liabilities:		
Accounts receivable	(6,276)	(15,651)
Inventories	(7,842)	(4,769)
Prepaid expenses and other	(2,996)	(1,486)
Accounts payable	2,972	10,961
Accrued liabilities and other	(77)	2,470
Net cash provided by (used in) operating activities from continuing operations	(828)	916
Net cash provided by (used in) operating activities from discontinued operations	664	(909)
Net cash provided by (used in) operating activities	(164)	7
<b>INVESTING ACTIVITIES:</b>		
Purchases of property, plant, and equipment	(3,179)	(490)
Proceeds from sale of property, plant and equipment	35	-
Payments received on notes receivables	115	117
Net cash used in investing activities from continuing operations	(3,029)	(373)
Net cash provided by investing activities from discontinued operations	25	123
Net cash used in investing activities	(3,004)	(250)
<b>FINANCING ACTIVITIES:</b>		
Net borrowings under senior credit facility	5,000	20,814
Borrowings under subordinated credit facility	-	5,707
Payments under subordinated credit facility	(5,000)	-
Net payments under former credit facility	-	(20,580)
Payments on long-term obligations	(817)	(1,127)
Borrowings under long-term obligations	91	12
Additions to deferred financing costs	(4)	(324)
Termination of interest rate swap	-	57
Proceeds from the exercise of stock options	426	89
	(304)	4,648



Net cash (used in) provided by financing activities from continuing operations			
Net cash used in financing activities from discontinued operations		-	(834)
Net cash (used in) provided by financing activities		<b>(304)</b>	3,814
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND TEMPORARY INVESTMENTS</b>		<b>472</b>	<b>(288)</b>
<b>NET CHANGE IN CASH AND TEMPORARY INVESTMENTS</b>		<b>(3,000)</b>	<b>3,283</b>
<b>CASH AND TEMPORARY INVESTMENTS, beginning of period</b>		<b>6,147</b>	<b>2,812</b>
<b>CASH AND TEMPORARY INVESTMENTS-DISCONTINUED OPERATIONS, beginning of period</b>		<b>23</b>	<b>574</b>
<b>CASH AND TEMPORARY INVESTMENTS-DISCONTINUED OPERATIONS, end of period</b>		<b>43</b>	<b>-</b>
<b>CASH AND TEMPORARY INVESTMENTS, end of period</b>	\$	<b>3,127</b>	\$ 6,669
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash payments for interest	\$	<b>1,925</b>	\$ 2,204
Cash payments for income taxes	\$	<b>2,392</b>	\$ 304

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

**MILLER INDUSTRIES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. BASIS OF PRESENTATION**

The condensed consolidated financial statements of Miller Industries, Inc. and subsidiaries (the “Company”) included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. Nevertheless, the Company believes that the disclosures are adequate to make the financial information presented not misleading. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, to present fairly the Company’s financial position, results of operations and cash flows at the dates and for the periods presented. Cost of goods sold for interim periods for certain entities is determined based on estimated gross profit rates. Interim results of operations are not necessarily indicative of results to be expected for the fiscal year. These condensed consolidated financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.

**2. BASIC AND DILUTED INCOME PER SHARE**

Basic income per share is computed by dividing income by the weighted average number of common shares outstanding. Diluted income per share is calculated by dividing income by the weighted average number of common and potential dilutive common shares outstanding. Diluted income per share takes into consideration the assumed conversion of outstanding stock options resulting in approximately 256,000 and 204,000 potential dilutive common shares for the three months ended June 30, 2006 and 2005, respectively, and 273,000 and 214,000 potential dilutive common shares for the six months ended June 30, 2006 and 2005, respectively. Options to purchase approximately 67,000 and 259,000 shares of common stock, which were outstanding during each of the three and six month periods ended June 30, 2006 and 2005, respectively, were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive.

**3. INVENTORIES**

Inventory costs include materials, labor and factory overhead. Inventories are stated at the lower of cost or market, determined on a first-in, first-out basis.

Inventories for continuing operations at June 30, 2006 and December 31, 2005 consisted of the following (in thousands):

	<b>June 30, 2006</b>	December 31, 2005
Chassis	\$ 2,623	\$ 2,346
Raw materials	19,695	16,654
Work in process	13,824	10,989
Finished goods	11,052	8,329
	<b>\$ 47,194</b>	<b>\$ 38,318</b>

**4. LONG-LIVED ASSETS**

The Company periodically reviews the carrying amount of the long-lived assets and goodwill in both its continuing and discontinued operations to determine if those assets may be recoverable based upon the future operating cash flows expected to be generated by those assets. Management believes that its long-lived assets are appropriately valued.

6

---

## 5. LONG-TERM OBLIGATIONS

Long-term obligations consisted of the following for continuing operations at June 30, 2006 and December 31, 2005 (in thousands):

	<b>June 30, 2006</b>	<b>December 31, 2005</b>
Outstanding borrowings under Senior Credit Facility	\$ 10,600	\$ 6,300
Outstanding borrowings under Junior Credit Facility	5,000	10,000
Mortgage, equipment and other notes payable	2,106	2,098
	<b>17,706</b>	18,398
Less current portion	<b>(1,569)</b>	(1,595)
	<b>\$ 16,137</b>	\$ 16,803

Certain equipment and manufacturing facilities are pledged as collateral under the mortgage and equipment notes payable.

### Credit Facilities

*Senior Credit Facility.* On June 17, 2005, the Company entered into a Credit Agreement (the “Senior Credit Agreement”) with Wachovia Bank, National Association, for a \$27.0 million senior secured credit facility (the “Senior Credit Facility”). Proceeds from the Senior Credit Facility were used to repay The CIT Group/Business Credit, Inc. (“CIT”) and William G. Miller, the Company’s Chairman of the Board and Co-Chief Executive Officer, under the Company’s former senior credit facility. As a result, effective June 17, 2005, the Company’s former senior credit facility was satisfied and terminated, and Mr. Miller no longer holds any of the Company’s senior debt.

The Senior Credit Facility consists of a \$20.0 million revolving credit facility (the “Revolver”), and a \$7.0 million term loan (the “Term Loan”). In the absence of a default, all borrowings under the Revolver bear interest at the LIBOR Market Index Rate (as defined in the Senior Credit Agreement) plus a margin of between 1.75% to 2.50% per annum that is subject to adjustment from time to time based upon the Consolidated Leverage Ratio (as defined in the Senior Credit Agreement), and the Term Loan bears interest at a 30-day adjusted LIBOR rate plus a margin of between 1.75% to 2.50% per annum that is subject to adjustment from time to time based upon the Consolidated Leverage Ratio. The Revolver expires on June 15, 2008, and the Term Loan matures on June 15, 2010. The Senior Credit Facility is secured by substantially all of the Company’s assets, and contains customary representations and warranties, events of default and affirmative and negative covenants for secured facilities of this type.

*Junior Credit Facility.* William G. Miller is the sole lender under the junior credit facility (the “Junior Credit Facility”). The Company’s Junior Credit Facility is, by its terms, expressly subordinated only to the Senior Credit Facility, and is secured by a second priority lien and security interest in substantially all of the Company’s other assets. The Junior Credit Facility contains requirements for the maintenance of certain financial covenants, and also imposes restrictions on capital expenditures, incurrence of indebtedness, mergers and acquisitions, distributions and transfers and sales of assets.

The Junior Credit Facility matures on September 17, 2008, and contains certain representations and warranties, covenants and events of default consistent with the representations and warranties, covenants and events of default in the Senior Credit Agreement. In the absence of a default, all of the term loans outstanding under the Junior Credit

Facility bear interest at a rate of 9.0% per annum.

In May 2006, the Company repaid \$5 million of the subordinated debt under the Junior Credit Facility using additional borrowings under the Senior Credit Facility Revolver.

*Interest Rate Sensitivity.* Because of the amount of obligations outstanding under the Senior Credit Facility and the connection of the interest rate under the Senior Credit Facility (including the default rates) to the LIBOR rate, an increase in the LIBOR rate could have a significant effect on the Company's ability to satisfy its obligations under the Senior Credit Facility and increase its interest expense significantly. Therefore, the Company's liquidity and access to capital resources could be further affected by increasing interest rates.

Future maturities of long-term obligations (with no outstanding amounts related to discontinued operations) at June 30, 2006 are as follows (in thousands):

2007	\$ 1,569
2008	6,567
2009	6,475
2010	3,092
2011	3
	\$ 17,706

## 6. RELATED PARTY TRANSACTIONS

### Subordinated Debt and Warrant Conversion

Harbourside Investments, LLLP is a limited liability limited partnership of which several of the Company's executive officers and directors were partners. Specifically, William G. Miller was the general partner of, and controlled, Harbourside. Mr. Miller is the Company's Chairman of the Board and Co-Chief Executive Officer, as well as the holder of approximately 14% of the Company's outstanding common stock. Mr. Miller, Jeffrey I. Badgley, the Company's President and Co-Chief Executive Officer, J. Vincent Mish, the Company's Executive Vice President and Chief Financial Officer, and Frank Madonia, the Company's Executive Vice President, Secretary and General Counsel, were all limited partners in Harbourside. In connection with the formation of Harbourside, Mr. Miller made loans to the other executive officers, the proceeds of which the other executive officers then contributed to Harbourside. These loans from Mr. Miller to the other executive officers were secured by pledges of their respective limited partnership interests to Mr. Miller.

On November 24, 2003, Harbourside purchased from Contrarian 44.286% of (i) the Company's subordinated debt under its Junior Credit Facility and (ii) warrants to purchase 186,028 shares of the Company's common stock held by Contrarian. Contrarian had previously purchased all of the Company's outstanding subordinated debt in a series of transactions during the second half of 2003. As a result of this transaction, Harbourside acquired (x) approximately \$6.1 million of the outstanding principal of subordinated debt plus accrued interest and fees attributable to this outstanding principal and (y) warrants to purchase an aggregate of 82,382 shares of the Company's common stock, consisting of warrants to purchase up to 20,998 shares at an exercise price of \$3.48 and 61,384 shares at an exercise price of \$3.27. Contrarian retained the remaining principal outstanding under the Junior Credit Facility, which was approximately \$7.7 million, plus related interest and fees thereon of approximately \$1.7 million, and the remaining warrants to purchase 103,646 shares of common stock.

On January 14, 2004, the Company entered into an exchange agreement with Harbourside (the "Exchange Agreement"). Under the Exchange Agreement, Harbourside converted approximately \$3.2 million of the Company's subordinated debt (30% of the total \$6.1 million principal amount then held by Harbourside, plus approximately \$1.3 million of accrued interest and fees thereon) into 548,738 shares of the Company's common stock, exchanged warrants to purchase 82,382 shares of the Company's common stock for 34,818 shares of the Company's common stock, and retained the remaining 70% of the outstanding principal amount of the subordinated debt that it held under the Junior Credit Facility.

As partners of Harbourside, under the Exchange Agreement, each of Messrs. Miller, Badgley, Mish and Madonia indirectly received shares of common stock in exchange for the subordinated debt and warrants held by Harbourside, and as the general partner of Harbourside, Mr. Miller had sole voting power over the shares of common stock that

Harbourside received in the exchange. This transaction was approved by a special committee of the Company's Board of Directors, as well as the full Board of Directors with Messrs. Miller and Badgley abstaining due to their personal interest in the transaction. The transaction was subsequently approved by the Company's shareholders at a meeting on February 12, 2004.

On May 31, 2005, Harbourside was dissolved, and it distributed all of its shares of the Company's common stock to its partners. As partners of Harbourside, in the distribution Messrs. Miller and Badgley each received 109,899 shares of the Company's common stock, Messrs. Mish and Madonia each received 21,980 shares of the Company's common stock, and Mr. Miller, as successor lender agent to Harbourside, became the sole lender under the Junior Credit Facility.

Other than the transactions under the Exchange Agreement, the Company did not engage in any transactions with Harbourside. The Company paid Harbourside approximately \$193,000 in interest expense on the subordinated holdings for the six months ended June 30, 2005.

Other than the transactions relating to the subordinated debt and the warrants, which it purchased without the Company's involvement, Contrarian has no relationship with the Company or Harbourside.

### **Credit Facilities**

*Former Senior Credit Facility.* Under the Company's former senior credit facility, which was structured as a \$15.0 million revolving facility and \$12.0 million and \$5.0 million term loans, CIT and Mr. Miller constituted the senior lenders to the Company, with CIT holding 62.5% of such loan and Mr. Miller participating in 37.5% of the loan. Mr. Miller's portion of the loan was subordinated to that of CIT. The Company paid Mr. Miller approximately \$654,000 in interest expense related to his portion of the former senior credit facility for the six months ended June 30, 2005.

*Senior Credit Facility.* On June 17, 2005, the Company entered into the Senior Credit Agreement with Wachovia Bank, National Association, for the Senior Credit Facility (as described in Note 5). Proceeds from the Senior Credit Facility were used to repay CIT and Mr. Miller under the Company's former senior credit facility, with CIT receiving \$14.1 million and Mr. Miller receiving \$12.0 million. As a result, effective June 17, 2005, the Company's former senior credit facility was satisfied and terminated, and Mr. Miller no longer holds any of the Company's senior debt. This transaction was approved by the Audit Committee of the Company's Board of Directors, as well as the full Board of Directors with Mr. Miller abstaining due to his personal interest in the transaction.

*Amendments to Junior Credit Facility.* On May 31, 2005, Harbourside was dissolved, and it distributed all of its shares of the Company's common stock to its partners. In connection therewith, Mr. Miller, as successor lender agent to Harbourside, became the sole lender under the Junior Credit Facility. On June 17, 2005, the Company and Mr. Miller amended the Junior Credit Facility to provide for a new term loan, made by Mr. Miller as sole lender and successor lender agent, in the principal amount of approximately \$5.7 million. As a result, on June 17, 2005, the total outstanding principal amount of term loans under the Junior Credit Facility was \$10.0 million. This transaction was approved by the Audit Committee of the Company's Board of Directors, as well as the full Board of Directors with Mr. Miller abstaining due to his personal interest in the transaction. The Company paid Mr. Miller approximately \$455,000 in interest on the Junior Credit Facility during 2006. Additionally, approximately \$38,000 is included in accrued liabilities for unpaid interest on the Junior Credit Facility at June 30, 2006 and December 31, 2005.

In May 2006, the Company repaid \$5.0 million of subordinated debt under the Junior Credit Facility. This repayment was approved by the Audit Committee of the Company's Board of Directors and by the full Board of Directors with Mr. Miller abstaining due to his personal interest in the transaction.

### **DataPath, Inc.**

In October 2004, the Company began a project with DataPath, Inc ("DataPath"), a provider of satellite communications, to assist in the design and engineering of mobile communication trailers for military application. DataPath is a company in which Mr. Miller and one of the Company's other directors held a minority interest and on whose board



they also served. In May 2005, the Company entered into a new agreement with DataPath calling for the Company to manufacture and sell to it all of its requirements for this type of equipment during the five-year term of the agreement. Total revenue to the Company from these transactions was approximately \$1.6 million and \$7.5 million, and \$5.7 million and \$10.4 million, for the three and six month periods ended June 30, 2006 and 2005, respectively. At June 30, 2006 and December 31, 2005, approximately \$944,000 and \$2,311,000, respectively, are included in accounts receivable for amounts due from DataPath. During the second quarter of 2006, Mr. Miller and the Company's other director resigned from Datapath's board, and, as of July 31, 2006, had reduced their collective interest in Datapath to less than 5%.

## 7. STOCK-BASED COMPENSATION

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 123R, “Share-Based Payment” using the modified prospective transition method. This statement requires the determination of the fair-value of stock-based compensation at the grant date and the recognition of the related expense over the period in which the stock-based compensation vests. During the three and six months ended June 30, 2006, the Company recorded approximately \$77,000 and \$154,000, respectively, in compensation expense related to its stock-based compensation. Operating income and net income was also reduced by this amount. The stock-based compensation expense is included in selling, general and administrative expenses in the accompanying consolidated statement of income.

Prior to the adoption of SFAS No. 123R, the Company accounted for stock-based compensation in accordance with Accounting Principles Bulletin (APB) No. 25, “Accounting for Stock Issued to Employees.” Under the provisions of APB No. 25, no compensation expense is recorded when the terms of the grant are fixed and the option exercise prices are equal to the market value of the common stock on the date of the grant. Disclosure-only provisions of SFAS No. 123 “Accounting for Stock-Based Compensation” were adopted. Had compensation costs been accounted for based on the fair value at the grant dates consistent with SFAS No. 123, the Company’s prior year net income and net income per share would have been adjusted to the pro forma amounts indicated below:

	<b>Three Months Ended June 30, 2005</b>	<b>Six Months Ended June 30, 2005</b>
Net income available to common shareholders, as reported	\$ 5,165	\$ 7,190
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(84)	(168)
Net income available to common shareholders, pro forma	\$ 5,081	\$ 7,022
Income per common share:		
Basic, as reported	\$ 0.46	\$ 0.65
Basic, pro forma	\$ 0.45	\$ 0.63
Diluted, as reported	\$ 0.45	\$ 0.64
Diluted, pro forma	\$ 0.45	\$ 0.62

The Company did not issue any stock options during the six months ended June 30, 2006. As of June 30, 2006, the Company had \$539,000 of unrecognized compensation expense related to stock options, with approximately \$154,000 to be expensed during the remainder of 2006, and \$308,000 and \$77,000 to be expensed in 2007 and 2008, respectively. The Company issued approximately 55,000 shares of common stock during the six months ended June 30, 2006 from the exercise of stock options. For additional disclosures related to the Company’s stock-based compensation refer to Notes 2 and 6 of the Notes to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.

## 8. COMMITMENTS AND CONTINGENCIES

### Commitments

The Company has entered into arrangements with third-party lenders where it has agreed, in the event of default by a customer, to repurchase from the third-party lender Company products repossessed from the customer. These arrangements are typically subject to a maximum repurchase amount. The Company’s risk under these arrangements is mitigated by the value of the products repurchased as part of the transaction. The maximum amount of collateral that

Company could be required to purchase was approximately \$25.9 million at June 30, 2006, and \$18.4 million at December 31, 2005.

At June 30, 2006, the Company had commitments of approximately \$5.4 million for construction and acquisition of property and equipment, all of which is expected to be incurred in the remainder of 2006.

## Contingencies

The Company is, from time to time, a party to litigation arising in the normal course of its business. Litigation is subject to various inherent uncertainties, and it is possible that some of these matters could be resolved unfavorably to the Company, which could result in substantial damages against the Company. The Company has established accruals for matters that are probable and reasonably estimable and maintains product liability and other insurance that management believes to be adequate. Management believes that any liability that may ultimately result from the resolution of these matters in excess of available insurance coverage and accruals will not have a material adverse effect on the consolidated financial position or results of operations of the Company.

## 9. INCOME TAXES

The Company maintains a full valuation allowance against its net deferred tax asset from continuing and discontinued operations. The valuation allowance reflects the Company's recognition that cumulative losses in recent years indicate that it is unclear whether certain future tax benefits will be realized as a result of future taxable income. The balance of the valuation allowance was \$5.3 million and \$8.8 million at June 30, 2006 and December 31, 2005, respectively.

## 10. COMPREHENSIVE INCOME

The Company had comprehensive income of \$6.1 million and \$4.5 million for the three months ended June 30, 2006 and 2005, respectively; and \$12.2 million and \$6.4 million for the six months ended June 30, 2006 and 2005, respectively.

## 11. GEOGRAPHIC AND CUSTOMER INFORMATION

Net sales and long-lived assets (property, plant and equipment and goodwill and intangible assets) by region was as follows (revenue is attributed to regions based on the locations of customers) (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2006	2005	2006	2005
<b>Net Sales:</b>				
North America	\$ 73,535	\$ 74,277	\$ 151,052	\$ 134,382
Foreign	18,388	18,661	34,307	35,452
	\$ 91,923	\$ 92,938	\$ 185,359	\$ 169,834

	December	
	June 30, 2006	31, 2005
<b>Long Lived Assets:</b>		
North America	\$ 28,323	\$ 26,665
Foreign	2,728	2,509
	\$ 31,051	\$ 29,174

No single customer accounted for 10% or more of consolidated net sales for the three or six months ended June 30, 2006 and 2005.



## 12.

**DISCONTINUED OPERATIONS**

During the fourth quarter of the year ended December 31, 2002, the Company's management and board of directors made the decision to divest of its remaining towing services segment, as well as the operations of the distribution group of the towing and recovery equipment segment. The Company disposed of substantially all of the assets of its towing services segment in 2003, and sold all of its distributor locations by the end of 2005. As of June 30, 2006 there are miscellaneous assets remaining from previous towing services market and distributor location sales.

In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the assets of the towing services segment and the distribution group are considered a "disposal group" and are no longer being depreciated. All assets and liabilities and results of operations associated with these assets have been separately presented in the accompanying financial statements at June 30, 2006 and December 31, 2005. The statements of operations and related financial statement disclosures for all prior years have been restated to present the towing services segment and the distribution group as discontinued operations separate from continuing operations. Results of operations for the towing services segment and the distribution group reflect interest expense for debt directly attributed to these businesses, as well as an allocation of corporate debt.

In October 2005, the Company's subsidiary, RoadOne, Inc., filed for liquidation under Chapter 7 of the federal bankruptcy laws in the Bankruptcy Court of the Eastern District of Tennessee and a trustee was appointed. At this time, management is not able to predict whether or not any liabilities of discontinued operations currently reflected in the consolidated financial statements will be eliminated.

The operating results for the discontinued operations of the towing services segment and the distributor group for the three and six months ended June 30, 2006 and 2005, were as follows (in thousands):

	<b>Three Months Ended June 30, 2006</b>			<b>Three Months Ended June 30, 2005</b>		
	<b>Dist.</b>	<b>Towing</b>	<b>Total</b>	<b>Dist.</b>	<b>Towing</b>	<b>Total</b>
Net sales	\$ 73	\$ -	\$ 73	\$ 3,050	\$ -	\$ 3,050
Operating income (loss)	\$ -	\$ -	\$ -	\$ (34)	\$ -	\$ (34)
Loss from discontinued operations	\$ -	\$ -	\$ -	\$ (34)	\$ -	\$ (34)

	<b>Six Months Ended June 30, 2006</b>			<b>Six Months Ended June 30, 2005</b>		
	<b>Dist.</b>	<b>Towing</b>	<b>Total</b>	<b>Dist.</b>	<b>Towing</b>	<b>Total</b>
Net sales	\$ 360	\$ -	\$ 360	\$ 5,506	\$ -	\$ 5,506
Operating income (loss)	\$ -	\$ -	\$ -	\$ (96)	\$ 16	\$ (80)
Loss from discontinued operations	\$ -	\$ -	\$ -	\$ (96)	\$ 16	\$ (80)

The following assets and liabilities are reclassified as held for sale at June 30, 2006 and December 31, 2005 (in thousands):

	June 30, 2006			December 31, 2005		
	Dist.	Towing	Total	Dist.	Towing	Total
Cash and temporary investments	\$ 44	\$ -	\$ 44	\$ 23	\$ -	\$ 23
Accounts receivable, net	236	426	662	1,774	401	2,175
Inventories	35	-	35	187	-	187
Prepaid expenses and other current assets	6	-	6	37	-	37
Current assets of discontinued operations held for sale	\$ 321	\$ 426	\$ 747	\$ 2,021	\$ 401	\$ 2,422
Property, plant and equipment	\$ -	\$ 377	\$ 377	\$ -	\$ 647	\$ 647
Noncurrent assets of discontinued operations held for sale	\$ -	\$ 377	\$ 377	\$ -	\$ 647	\$ 647
Other current liabilities	\$ 65	\$ 4,899	\$ 4,964	\$ 273	\$ 5,971	\$ 6,244
Current liabilities of discontinued operations held for sale	\$ 65	\$ 4,899	\$ 4,964	\$ 273	\$ 5,971	\$ 6,244

### 13. RECENT ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 151, “Inventory Costs - an amendment of ARB No. 43, Chapter 4”. This statement clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs and spoilage. This statement also requires the allocation of fixed production overhead costs be based on normal production capacity. The provisions of SFAS No. 151 were effective for inventory costs beginning in January 2006. The adoption of this statement did not have a material impact on the Company’s results of operations or financial position.

In December 2004, the FASB issued SFAS No. 123R, “Share-Based Payment”. This statement requires the determination of the fair value of share-based compensation at the grant date and the recognition of the related compensation expense over the period in which the share-based compensation vests. In compliance with a Securities and Exchange Commission amendment to this statement, the Company adopted the new accounting standard effective January 1, 2006 using the modified prospective method for transition. Applying the same assumptions used for the 2005 pro forma disclosure in Note 7 of the Company’s financial statements, the Company estimates its pretax expense associated with its previous stock option grants to be approximately \$308,000 in each of 2006 and 2007, and \$77,000 in 2008.

In December 2004, the FASB issued FASB Staff Position No. 109-1, “Application of FASB Statement No. 109 (“SFAS No. 109”), Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004” (“FSP 109-1”). FSP 109-1 clarifies that the manufacturer’s deduction provided for under the American Jobs Creation Act of 2004 (“AJCA”) should be accounted for as a special deduction in accordance with SFAS No. 109 and not as a tax rate reduction. As the Company is currently utilizing net operating loss carryover

to reduce taxable income, no benefit for the domestic manufacturing deduction has been provided in the financial statements.

Effective July 1, 2005, the Company adopted SFAS No. 153, "Exchanges of Nonmonetary Assets-an amendment of APB Opinion No. 29". SFAS No. 153 addresses the measurement of exchanges of nonmonetary assets. It eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets in paragraph 21(b) of APB Opinion No. 29 "Accounting for Nonmonetary Transactions" and replaces it with an exception for exchanges that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. The adoption of SFAS No. 153 did not have a material impact on the Company's financial statements.



In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections" ("SFAS No. 154"), which replaces Accounting Principles Board ("APB") No. 20 "Accounting Changes", and SFAS No. 3, "Reporting Accounting Changes in Interim Financial Statements". SFAS No. 154 changes the requirements for the accounting for and reporting of a change in accounting principle. The statement applies to all voluntary changes in accounting principle as well as changes required by an accounting pronouncement. SFAS No. 154 requires retrospective application to prior periods' financial statements of a voluntary change in accounting principle unless it is impracticable to determine the period-specific effects or the cumulative effect of the change. The statement was effective for accounting changes and correction of errors made after January 1, 2006.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also gives guidance on derecognition, classification, interest and penalties, accounting in interim periods, and disclosure. FIN 48 is effective for fiscal years beginning after December 31, 2006. We are in the process of evaluating the impact that FIN 48 will have on the Company's financial statements.

## **ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS 2. OF OPERATIONS**

### **Executive Overview**

Miller Industries, Inc. is the world's largest manufacturer of vehicle towing and recovery equipment, with domestic manufacturing subsidiaries in Tennessee and Pennsylvania, and foreign manufacturing subsidiaries in France and the United Kingdom. We offer a broad range of equipment to meet our customers' design, capacity and cost requirements under our Century<sup>®</sup>, Vulcan<sup>®</sup>, Challenger<sup>®</sup>, Holmes<sup>®</sup>, Champion<sup>®</sup>, Chevron<sup>™</sup>, Eagle Titan<sup>®</sup>, Jige<sup>™</sup> and Boniface<sup>™</sup> brand names.

Overall, management focuses on a variety of key indicators to monitor our operating and financial performance. These indicators include measurements of revenue, operating income, gross margin, income from continuing operations, earnings per share, capital expenditures and cash flow.

We derive revenues primarily from product sales made through our network of domestic and foreign independent distributors. Our revenues are sensitive to a variety of factors, such as demand for, and price of, our products, our technological competitiveness, our reputation for providing quality products and reliable service, competition within our industry, the cost of raw materials (including aluminum and steel) and general economic conditions.

During 2006, our revenues continued to be positively affected by strong overall demand for our products resulting from general economic improvements. In addition, we continued to manufacture heavy-duty towing and recovery units for several military and governmental orders for towing and recovery equipment. While we continue to increase production of our commercial lines, the timing of the receipt of additional military orders as well as the timing of deliveries of chassis and other wrecker components could have short-term effects on the timing of production and revenue over the remainder of the year.

We have been and will continue to be affected by increases in the prices that we pay for raw materials, particularly aluminum, steel, petroleum-related products and other raw materials. Raw material costs represent a substantial part of our total costs of operations, and management expects aluminum and steel prices to remain at historically high levels for the foreseeable future. As we determined necessary, we implemented price increases to offset these higher costs. We also began to develop alternatives to the components used in our production process that incorporate these raw materials. We have shared several of these alternatives with our major component part suppliers, some of whom have

begun to implement them in the production of our component parts. We continue to monitor raw material prices and availability in order to more favorably position the Company in this dynamic market.

In June 2005, we entered into a new \$27.0 million senior credit facility with Wachovia Bank, National Association. Proceeds from this new senior credit facility were used to repay The CIT Group/Business Credit, Inc. and William G. Miller, our Chairman and Co-Chief Executive Officer, under our former senior credit facility, and as a result, our former senior credit facility was satisfied and terminated, and Mr. Miller no longer holds any of our senior debt. The interest rates under the new senior credit facility reflect substantial reductions from the rates on our former senior credit facility. At June 30, 2006 and December 31, 2005, the balance under our senior credit facility was \$10.6 million and \$6.3 million. This level of indebtedness represents a significant decrease in our overall indebtedness from prior periods. In June 2005, we also amended our junior credit facility by adding an additional loan which increased our subordinated debt from \$4.2 million to \$10.0 million. The maturity date on the junior credit facility was extended to September 17, 2008, and the loans under the facility continue to bear interest at a rate equal to 9.0%. Mr. Miller, as successor to Harbourside Investments, LLLP (an entity that he controlled until its liquidation and distribution in May 2005) is now the sole lender under our amended junior credit facility. In May 2006, we repaid \$5 million of subordinated debt under our junior credit facility using additional borrowings under our the revolving portion of our senior credit facility.

We recently announced plans to expand our existing manufacturing facilities in Ooltewah, Tennessee and Hermitage, Pennsylvania. We believe this project will position the company to more effectively face the challenges of the global marketplace in the future.

### **Discontinued Operations**

During 2002, management and the board of directors made the decision to divest of our towing services segment, as well as the operations of the distribution group of our towing and recovery equipment segment. In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the assets of the towing services segment and the distribution group are considered a "disposal group" and the assets are no longer being depreciated. All assets and liabilities and results of operations associated with these assets have been separately presented in the accompanying financial statements. The statements of operations and related financial statement disclosures for all prior periods have been restated to present the towing services segment and the distribution group as discontinued operations separate from continuing operations. The analyses contained herein are of continuing operations, as restated, unless otherwise noted.

In general, the customary operating liabilities of these disposed businesses were assumed by the new owners. Our subsidiaries that sold these businesses are nevertheless subject to some continuing liabilities with respect to their pre-sale operations, including, for example, liabilities related to litigation, certain trade payables, workers compensation and other insurance, surety bonds, and real estate. Except in the case of direct guarantees, these are not obligations of Miller Industries, Inc. and Miller Industries, Inc. has taken and would expect to take whatever steps it deems appropriate to protect itself from any such liabilities.

In October 2005, RoadOne, Inc. filed for liquidation under Chapter 7 of the federal bankruptcy laws in the Bankruptcy Court of the Eastern District of Tennessee and a trustee was appointed. Although Miller Industries, Inc. is the largest creditor of RoadOne, Inc., the filing is not expected to have a material adverse effect on our consolidated financial position or results of operations. At this time, management is not able to predict whether or not any liabilities of discontinued operations currently reflected in our consolidated financial statements will be eliminated.

### **Critical Accounting Policies**

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require us to make estimates. Certain accounting policies are deemed "critical," as they require management's highest degree of judgment, estimates and assumptions. A discussion of critical accounting policies, the judgments and uncertainties affecting their application and the likelihood that materially different

amounts would be reported under different conditions or using different assumptions follows:

15

---

### ***Accounts receivable***

We extend credit to customers in the normal course of business. Collections from customers are continuously monitored and an allowance for doubtful accounts is maintained based on historical experience and any specific customer collection issues. While such bad debt expenses have historically been within expectations and the allowance established, there can be no assurance that we will continue to experience the same credit loss rates as in the past.

### ***Valuation of long-lived assets and goodwill***

Long-lived assets and goodwill are reviewed for impairment whenever events or circumstances indicate that the carrying amount of these assets may not be fully recoverable. When a determination has been made that the carrying amount of long-lived assets and goodwill may not be fully recovered, the amount of impairment is measured by comparing an asset's estimated fair value to its carrying value. The determination of fair value is based on projected future cash flows discounted at a rate determined by management or, if available independent appraisals or sales price negotiations. The estimation of fair value includes significant judgment regarding assumptions of revenue, operating costs, interest rates, property and equipment additions; and industry competition and general economic and business conditions among other factors. We believe that these estimates are reasonable; however, changes in any of these factors could affect these evaluations. Based on these estimations, we believe that our long-lived assets are appropriately valued.

### ***Warranty Reserves***

We estimate expense for product warranty claims at the time products are sold. These estimates are established using historical information about the nature, frequency, and average cost of warranty claims. We review trends of warranty claims and take actions to improve product quality and minimize warranty claims. We believe the warranty reserve is adequate; however, actual claims incurred could differ from the original estimates, requiring adjustments to the accrual.

### ***Income taxes***

We recognize deferred tax assets and liabilities based on differences between the financial statement carrying amounts and the tax bases of assets and liabilities. We consider the need to record a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. We consider tax loss carrybacks, reversal of deferred tax liabilities, tax planning and estimates of future taxable income in assessing the need for a valuation allowance. We currently have a full valuation allowance against our net deferred tax assets from continuing and discontinued operations. The allowance reflects our recognition that cumulative losses in recent years indicate that it is unclear whether certain future tax benefits will be realized through future taxable income. Differences between the effective tax rate and the expected tax rate are due primarily to changes in deferred tax asset valuation allowances. The balance of the valuation allowance was \$5.3 million and \$8.8 million at June 30, 2006 and December 31, 2005, respectively.

### ***Revenues***

Under our accounting policies, sales are recorded when equipment is shipped or risk of ownership is transferred to independent distributors or other customers. While we manufacture only the bodies of wreckers, which are installed on truck chassis manufactured by third parties, we frequently purchase the truck chassis for resale to our customers. Sales of company-purchased truck chassis are included in net sales. Margins are substantially lower on completed recovery vehicles containing company-purchased chassis because the markup over the cost of the chassis is nominal.



### ***Seasonality***

We have experienced some seasonality in net sales due in part to decisions by purchasers of towing and recovery equipment to defer purchases near the end of the chassis model year. Our net sales have historically been seasonally impacted due in part to weather conditions.

### ***Foreign Currency Translation***

The functional currency for our foreign operations is the applicable local currency. The translation from the applicable foreign currencies to U.S. dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date, historical rates for equity and the weighted average exchange rate during the period for revenue and expense accounts. The gains or losses resulting from such translations are included in shareholders' equity. For intercompany debt denominated in a currency other than the functional currency, the remeasurement into the functional currency is also included in shareholders' equity as the amounts are considered to be of a long-term investment nature.

## **Results of Operations-Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005**

### ***Continuing Operations***

Net sales of continuing operations for the three months ended June 30, 2006, decreased 1.1% to \$91.9 million from \$92.9 million for the comparable period in 2005. This decrease was attributable to lower production levels of mobile communication trailers for DataPath and wreckers for the Australian military, which were lower by \$5.9 million and \$4.4 million, respectively, in the second quarter of 2006 as compared to the second quarter of 2005. This decrease was offset substantially by increases in production and sales of our other products.

Costs of continuing operations for the three months ended June 30, 2006, decreased 1.8% to \$78.1 million from \$79.5 million for the comparable period in 2005, which was attributable to slightly lower production levels in the second quarter of 2006 as compared to the prior year period. Overall, costs of continuing operations decreased as a percentage of sales from 85.5% to 84.9%.

Selling, general, and administrative expenses for the three months ended June 30, 2006, increased to \$6.4 million from \$6.2 million for the three months ended June 30, 2005. Approximately 35% of this increase is attributable to increased expenses related to our stock-based compensation, with the remainder being attributable to other personnel-related expenses. As a percentage of sales, selling, general, and administrative expenses increased to 7.0% for the three months ended June 30, 2006 from 6.6% for the three months ended June 30, 2005.

The provision for income taxes for the three months ended June 30, 2006 and 2005 reflects the combined effective U.S. federal, state and foreign tax rate of 14.7% and 14.8%, respectively.

### ***Discontinued Operations***

Net sales from the distribution group of the discontinued operations decreased \$3.0 million to \$0.1 million for the three months ended June 30, 2006 from \$3.1 million for the three months ended June 30, 2005. We sold all remaining distributor locations in December 2005.

Costs of sales as a percentage of net sales for the distribution group was 86.3% for the three months ended June 30, 2006 compared to 92.5% for the three months ended June 30, 2005.

Selling, general and administrative expenses as a percentage of sales was 13.7% for the distribution group for the three months ended June 30, 2006 compared to 8.6% for the three months ended June 30, 2005.



### ***Interest Expense***

Our total interest expense for continuing operations decreased to \$1.0 million for the three months ended June 30, 2006 from \$1.2 million for the comparable year-ago period. Decreases in interest expense were primarily the result of lower debt levels coupled with lower interest rates on the new senior credit facility. No interest expense was incurred for discontinued operations for 2006 or 2005.

### **Results of Operations -Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005**

#### ***Continuing Operations***

Net sales of continuing operations for the six months ended June 30, 2006, increased 9.1% to \$185.4 million from \$169.8 million for the comparable period in 2005. The increase is primarily the result of overall improvements in market conditions, with increases in demand leading to increases in production levels.

Costs of continuing operations for the six months ended June 30, 2006, increased 6.8% to \$157.4 million from \$147.4 million for the comparable period in 2005 due to increases in productivity as demand for our products increased. Costs of continuing operations decreased as a percentage of sales from 86.8% to 84.9%.

Selling, general, and administrative expenses for the six months ended June 30, 2006, increased to \$13.0 million from \$11.7 million for the six months ended June 30, 2005, which was primarily attributable to higher overall sales and production levels. Approximately 12% of this increase is attributable to increased expenses related to our stock-based compensation. As a percentage of sales, selling, general, and administrative expenses increased to 7.0% for the six months ended June 30, 2006 from 6.9% for the six months ended June 30, 2005.

The provision for income taxes for continuing operations for the six months ended June 30, 2006, reflects the combined effective US federal, state and foreign tax rate of 13.6%. The provision for the six months ended June 30, 2005 reflects a similar effective US federal and state rate, plus additional taxes on foreign income for the period.

#### ***Discontinued Operations***

Net sales from the distribution group of the discontinued operations decreased \$5.1 million to \$0.4 million for the six months ended June 30, 2006 from \$5.5 million for the six months ended June 30, 2005. We sold all remaining distributor locations in December 2005.

Costs of sales as a percentage of net sales for the distribution group was 92.2% for the six months ended June 30, 2006 compared to 90.1% for the six months ended June 30, 2005.

Selling, general and administrative expenses as a percentage of sales was 7.8% for the distribution group for the six months ended June 30, 2006 compared to 11.7% for the six months ended June 30, 2005.

### ***Interest Expense***

Our total interest expense for continuing operations decreased to \$1.8 million for the six months ended June 30, 2006 from \$2.4 million for the comparable year-ago period. Decreases in interest expense were primarily the result of lower debt levels coupled with lower interest rates on our new senior credit facility. No interest expense was incurred for discontinued operations for 2006 or 2005.

### **Liquidity and Capital Resources**

Cash used in operating activities was \$0.2 million for the six months ended June 30, 2006, compared to \$0.0 million for the comparable period of 2005. The cash used in operating activities for the six months ended June 30, 2006 reflects increases in accounts receivable and inventory directly related to our revenue increases and increases in accounts payable and accruals to support increased production levels.

Cash used in investing activities was \$3.0 million for the six months ended June 30, 2006, compared to \$0.2 million for the comparable period in 2005. The cash used in investing activities was for the purchase of property, plant and equipment.

Cash used in financing activities was \$0.3 million for the six months ended June 30, 2006 compared to \$3.8 million provided by financing activities the comparable period in the prior year. The cash used in financing activities in 2006 paid down our term loan and repaid other outstanding long-term debt and capital lease obligations.

Over the past year, we generally have used available cash flow from operations to reduce the outstanding balance on our credit facilities and to pay down other long-term debt and capital lease obligations. In addition, our working capital requirements have been and will continue to be significant in connection with the increase in our manufacturing output to meet recent increases in demand for our products.

We recently determined to expand our existing manufacturing facilities in Ooltewah, Tennessee and Hermitage, Pennsylvania as a result of the increases in demand for our products. The cost of these projects is anticipated to be approximately \$10 million. At June 30, 2006, the Company had commitments of approximately \$5.4 million for construction and acquisition of property and equipment, all of which is expected to be incurred in the remainder of 2006. We expect to fund these projects from cash flows from operations and unused availability under our senior credit facility.

Additionally, we repaid \$5 million of subordinated debt under our junior credit facility using additional borrowings under our the revolving portion of our senior credit facility.

In addition to our planned expansion, our primary cash requirements include working capital, capital expenditures and interest and principal payments on indebtedness under our credit facilities. We expect our primary sources of cash to be cash flow from operations, cash and cash equivalents on hand at June 30, 2006 and borrowings from unused availability under our credit facilities. We expect these sources to be sufficient to satisfy our cash needs for the remainder of 2006.

## **Credit Facilities and Other Obligations**

### ***Senior Credit Facility***

On June 17, 2005, we entered into a Credit Agreement with Wachovia Bank, National Association, for a \$27.0 million senior secured credit facility. Proceeds from this new senior credit facility were used to repay The CIT Group/Business Credit, Inc. and William G. Miller, our Chairman of the Board and Co-Chief Executive Officer, under our former senior credit facility. As a result, effective June 17, 2005, our former senior credit facility was satisfied and terminated, and Mr. Miller no longer holds any of our senior debt.

The senior credit facility consists of a \$20.0 million revolving credit facility, and a \$7.0 million term loan. In the absence of a default, all new borrowings under the revolving credit facility bear interest at the LIBOR Market Index Rate (as defined in the Credit Agreement) plus a margin of between 1.75% to 2.50% per annum that is subject to adjustment from time to time based upon the Consolidated Leverage Ratio (as defined in the new Credit Agreement), and the term loan bears interest at a 30-day adjusted LIBOR rate plus a margin of between 1.75% to 2.50% per annum that is subject to adjustment based upon the Consolidated Leverage Ratio. The revolving credit facility expires on June 15, 2008, and the term loan matures on June 15, 2010. The senior credit facility is secured by substantially all of our assets, and contains customary representations and warranties, events of default and affirmative and negative covenants for secured facilities of this type.

### ***Junior Credit Facility***

William G. Miller is the sole lender under the junior credit facility (the “Junior Credit Facility”). The Company’s Junior Credit Facility is, by its terms, expressly subordinated only to the Senior Credit Facility, and is secured by a second priority lien and security interest in substantially all of the Company’s other assets. The Junior Credit Facility contains requirements for the maintenance of certain financial covenants, and also imposes restrictions on capital expenditures, incurrence of indebtedness, mergers and acquisitions, distributions and transfers and sales of assets.

The Junior Credit Facility matures on September 17, 2008, and contains certain representations and warranties, covenants and events of default consistent with the representations and warranties, covenants and events of default in the Senior Credit Agreement. In the absence of a default, all of the term loans outstanding under the Junior Credit Facility bear interest at a rate of 9.0% per annum.

In May 2006, we repaid \$5 million of subordinated debt under our junior credit facility using additional borrowings under our the revolving portion of our senior credit facility.

#### *Interest Rate Sensitivity*

Because of the amount of obligations outstanding under the senior credit facility and the connection of the interest rate under such facility (including the default rates) to the LIBOR rate, an increase in the LIBOR rate could have a significant effect on our ability to satisfy our obligations under this facility and increase our interest expense significantly. Therefore, our liquidity and access to capital resources could be further affected by increasing interest rates.

#### *Other Long-Term Obligations*

In addition to the borrowings under the senior and junior credit facilities described above, we had approximately \$2.1 million of mortgage notes payable, equipment notes payable and other long-term obligations at June 30, 2006. We also had approximately \$2.2 million in non-cancelable operating lease obligations.

#### **ITEM 4.**

#### **CONTROLS AND PROCEDURES**

Within 90 days prior to the filing date of this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Co-Chief Executive Officers (Co-CEOs) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a14(c) under the Securities Exchange Act of 1934. Based upon this evaluation, our Co-CEOs and CFO have concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

There were no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date of this evaluation.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are, from time to time, a party to litigation arising in the normal course of our business. Litigation is subject to various inherent uncertainties, and it is possible that some of these matters could be resolved unfavorably to us, which could result in substantial damages against us. We have established accruals for matters that are probable and reasonably estimable and maintain product liability and other insurance that management believes to be adequate. Management believes that any liability that may ultimately result from the resolution of these matters in excess of available insurance coverage and accruals will not have a material adverse effect on our consolidated financial position or results of operations.

### ITEM 1A. RISK FACTORS

There have been no material changes to the Risk Factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 26, 2006, we held our annual meeting of shareholders. As of the record date for the annual meeting, April 13, 2006, there were 11,347,636 shares issued, outstanding and entitled to vote at the annual meeting of shareholders. Represented at the meeting in person or by proxy were 10,215,316 shares of common stock representing approximately 90.0% of the shares of common stock outstanding as of April 13, 2006.

Votes cast for or withheld at the annual meeting regarding the election of five (5) directors for a term of one (1) year were as follows:

Name	For	Withheld
Jeffrey I. Badgley	10,074,681	140,635
A. Russell Chandler, III	10,074,406	140,910
Paul E. Drack	10,174,678	40,638
William G. Miller	8,773,019	1,442,297
Richard H. Roberts	10,201,449	13,867

### ITEM 5. OTHER INFORMATION

At a meeting on May 8, 2006, our board of directors approved the payment of fees to our non-employee directors for attendance at meetings of the board and its committees. Each of our non-employee directors will receive \$3,000 for each board meeting that he attends, and \$1,000 for each board committee meeting that he attends, in each case whether in person or by telephone. These meeting attendance fees are in addition to the annual compensation currently provided to our non-employee directors.

### ITEM 6. EXHIBITS

3.1 Charter, as amended, of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed with the Commission on April 22, 2002)

3.2 Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, filed with the Commission in August 1994)

31.1 Certification Pursuant to Rules 13a-14(a)/15d-14(a) by Co-Chief Executive Officer\*

31.2 Certification Pursuant to Rules 13a-14(a)/15d-14(a) by Co-Chief Executive Officer\*

31.3 Certification Pursuant to Rule 13a-14(a)/15d-14(a) by Chief Financial Officer\*

32.1 Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of United States Code by Co-Chief Executive Officer\*

32.2 Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of United States Code by Co-Chief Executive Officer\*

32.3 Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of United States Code by Chief Financial Officer\*

---

\* Filed herewith



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Miller Industries, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MILLER INDUSTRIES, INC.

By: /s/ J. Vincent

Mish

J. Vincent Mish

Executive Vice President and Chief Financial Officer

Date: August 8, 2006