

PROQUEST CO  
Form NT 10-Q  
August 11, 2006  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 12b-25**

Commission File Number 000-07340

**NOTIFICATION OF LATE FILING**

- (Check One):
- Form N-SAR
  - Form 10-K
  - Form 11-K
  - Form 20-F
  - Form 10-Q

For Period Ended: July 1, 2006

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended  
*Read attached instruction sheet before preparing form. Please print or type.*

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify item(s) to which the notification relates: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Part I. Registrant Information**

Full name of registrant: ProQuest Company  
Former name if applicable: N/A

Address of principal executive office (*Street and number*):

777 Eisenhower Parkway, PO Box 1346

City, State and Zip Code: Ann Arbor, Michigan 48106-1346

**Part II. Rule 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check appropriate box.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.



**Part III. Narrative**

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed).

As a result of ProQuest Company's ongoing review related to its earnings restatement, ProQuest Company (the Company) will not file its Quarterly Report on Form 10-Q for the quarter ended July 1, 2006 within the prescribed time period. The Company believes that this delay cannot be eliminated without unreasonable effort or expense. As previously announced on February 9, 2006, the Company intends to restate certain of its previously issued financial statements due to its discovery of material irregularities in its accounting in numerous accounts. Until the review is complete, the Company's previously issued financial statements for fiscal years 2000 through 2004, and quarterly periods in 2005 should no longer be relied upon. In addition, the Company's review is ongoing and there can be no assurance additional material irregularities or errors will not be identified.

**Part IV. Other Information**

(1) Name and telephone number of person to contact in regard to this notification.

Todd Buchardt (734) 997-4905  
Senior Vice President Finance and General Counsel

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Sections 13 and 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

The Company has not filed its Annual Report on Form 10-K for the year ended December 31, 2005 or its Quarterly Report on Form 10-Q for the First Quarter of 2006.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Please see the response set forth in Part III of this Form 12b-25.

ProQuest Company has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 11, 2006

By: Name: Todd Buchardt  
Title: Senior Vice President and General Counsel

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ttom"> 3.8 4.4 6.0 4.8

Interest expense, net

0.5 0.7 1.9 2.2

Income from continuing operations before income taxes

3.3 3.7 4.1 2.6

Provision for income taxes

0.1 0.1

Income from continuing operations

3.2 3.7 4.0 2.6

Loss from discontinued operations, net of taxes

(0.2) (0.1) (0.4) (0.3)

Net income

\$3.0 \$3.6 \$3.6 \$2.3

Net income from continuing operations per share basic and diluted

\$0.13 \$0.15 \$0.16 \$0.10

Net loss from discontinued operations per share basic and diluted

(0.01) (0.01) (0.01) (0.01)

Net income per share basic and diluted

\$0.12 \$0.14 \$0.15 \$0.09

Weighted average shares outstanding:

Basic shares outstanding

22.9 23.0 22.7 22.9

Diluted shares outstanding

22.9 23.0 22.8 22.9

*See notes to condensed consolidated financial statements*

Table of Contents**HUTTIG BUILDING PRODUCTS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS****(unaudited)****(In Millions)**

	September 30, 2013	December 31, 2012	September 30, 2012
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and equivalents	\$ 3.0	\$ 2.3	\$ 1.0
Trade accounts receivable, net	60.3	41.7	57.5
Inventories	61.3	55.0	56.5
Other current assets	5.6	7.3	6.5
<b>Total current assets</b>	<b>130.2</b>	<b>106.3</b>	<b>121.5</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Land	4.3	4.3	4.3
Building and improvements	24.1	23.8	23.7
Machinery and equipment	33.0	31.2	30.9
Gross property, plant and equipment	61.4	59.3	58.9
Less accumulated depreciation	45.4	43.7	43.1
Property, plant and equipment, net	16.0	15.6	15.8
<b>OTHER ASSETS:</b>			
Goodwill	6.3	6.3	8.2
Other	2.0	2.2	1.6
Deferred income taxes	7.2	7.1	7.3
<b>Total other assets</b>	<b>15.5</b>	<b>15.6</b>	<b>17.1</b>
<b>TOTAL ASSETS</b>	<b>\$ 161.7</b>	<b>\$ 137.5</b>	<b>\$ 154.4</b>

*See notes to condensed consolidated financial statements*



Table of Contents**HUTTIG BUILDING PRODUCTS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS****(unaudited)****(In Millions, Except Share Data)**

	September 30, 2013	December 31, 2012	September 30, 2012
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Current maturities of long-term debt	\$ 0.3	\$ 0.6	\$
Trade accounts payable	50.6	31.2	40.7
Deferred income taxes	7.2	7.1	7.3
Accrued compensation	3.9	4.1	3.9
Other accrued liabilities	13.0	14.3	15.2
Total current liabilities	75.0	57.3	67.1
<b>NON-CURRENT LIABILITIES:</b>			
Long-term debt, less current maturities	62.1	59.2	62.5
Other non-current liabilities	1.5	1.9	2.0
Total non-current liabilities	63.6	61.1	64.5
<b>SHAREHOLDERS EQUITY</b>			
Preferred shares; \$.01 par (5,000,000 shares authorized)			
Common shares; \$.01 par (50,000,000 shares authorized; 24,314,942; 23,920,195; and 24,896,596 shares issued at September 30, 2013, December 31, 2012 and September 30, 2012, respectively)	0.2	0.2	0.2
Additional paid-in capital	39.6	39.2	40.1
Accumulated deficit	(16.7)	(20.3)	(17.5)
Total shareholders equity	23.1	19.1	22.8
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 161.7</b>	<b>\$ 137.5</b>	<b>\$ 154.4</b>

*See notes to condensed consolidated financial statements*

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**HUTTIG BUILDING PRODUCTS, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited)

(In Millions)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
<b>Cash Flows From Operating Activities:</b>				
Net income	\$ 3.0	\$ 3.6	\$ 3.6	\$ 2.3
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Net loss from discontinued operations	0.2	0.1	0.4	0.3
Depreciation and amortization	0.8	0.8	2.3	2.4
Stock-based compensation	0.3	0.2	0.8	0.6
Gain on disposal of assets		(2.4)		(2.4)
Changes in operating assets and liabilities:				
Trade accounts receivable	(1.2)	(0.9)	(18.6)	(18.1)
Inventories	(2.6)	3.4	(6.3)	(11.7)
Trade accounts payable	6.6	(4.0)	19.4	12.4
Other	2.4	1.9	(0.7)	2.8
<b>Total cash provided by (used in) operating activities</b>	<b>9.5</b>	<b>2.7</b>	<b>0.9</b>	<b>(11.4)</b>
<b>Cash Flows From Investing Activities:</b>				
Capital expenditures	(0.2)	(0.6)	(1.5)	(1.5)
Proceeds from disposition of capital assets		3.3		3.3
<b>Total cash (used in) provided by investing activities</b>	<b>(0.2)</b>	<b>2.7</b>	<b>(1.5)</b>	<b>1.8</b>
<b>Cash Flows From Financing Activities:</b>				
Borrowings (payments) of debt, net	(7.7)	(6.0)	1.7	9.9
Repurchase shares of common stock			(0.4)	
<b>Total cash (used in) provided by financing activities</b>	<b>(7.7)</b>	<b>(6.0)</b>	<b>1.3</b>	<b>9.9</b>
Net increase (decrease) in cash and equivalents	1.6	(0.6)	0.7	0.3
Cash and equivalents, beginning of period	1.4	1.6	2.3	0.7
Cash and equivalents, end of period	\$ 3.0	\$ 1.0	\$ 3.0	\$ 1.0
<b>Supplemental Disclosure of Cash Flow Information:</b>				
Interest paid	\$ 0.5	\$ 0.6	\$ 1.7	\$ 1.9

Income taxes paid	0.1	0.1
<i>See notes to condensed consolidated financial statements</i>		

Table of Contents**HUTTIG BUILDING PRODUCTS, INC. AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****1. BASIS OF PRESENTATION**

The unaudited interim condensed consolidated financial statements of Huttig Building Products, Inc. and Subsidiary (the Company or Huttig) were prepared in accordance with U.S. generally accepted accounting principles (GAAP) and reflect all adjustments (including normal recurring accruals) which, in the opinion of management, are considered necessary for the fair presentation of the results for the periods presented. These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

The condensed consolidated results of operations and resulting cash flows for the interim periods presented are not necessarily indicative of the results that might be expected for the full year. Due to the seasonal nature of Huttig's business, operating profitability is usually lower in the Company's first and fourth quarters than in the second and third quarters.

Certain items in the 2012 financial statements have been reclassified to conform with the current year presentation.

**2. COMPREHENSIVE INCOME**

Comprehensive income refers to net income adjusted by gains and losses that in conformity with U.S. GAAP are excluded from net income. Other comprehensive items are amounts that are included in stockholders' equity in the condensed consolidated balance sheets. The Company has no comprehensive income (loss) items and therefore the comprehensive net income (loss) is equal to net income (loss) for all periods presented.

**3. DEBT**

Debt consisted of the following (in millions):

	September 30, 2013	December 31, 2012	September 30, 2012
Revolving credit facility	\$ 61.5	\$ 59.1	\$ 62.4
Other obligations	0.9	0.7	0.1
<b>Total debt</b>	<b>62.4</b>	<b>59.8</b>	<b>62.5</b>
Less current portion	0.3	0.6	
<b>Long-term debt</b>	<b>\$ 62.1</b>	<b>\$ 59.2</b>	<b>\$ 62.5</b>

**Credit Agreement** The Company has a \$120.0 million asset based senior secured revolving credit facility (credit facility). Borrowing availability under the credit facility is based on eligible accounts receivable, inventory and real estate. The real estate component of the borrowing base amortizes monthly over 12.5 years on a straight-line basis.

Borrowings under the credit facility are collateralized by substantially all of the Company's assets and are subject to certain operating limitations applicable to a loan of this type, which, among other things, place limitations on indebtedness, liens, investments, mergers and acquisitions, dispositions of assets, cash dividends and transactions with affiliates. The entire unpaid balance under the credit facility is due and payable on December 21, 2017, the maturity date of the credit agreement.

At September 30, 2013, under the credit facility, the Company had revolving credit borrowings of \$61.5 million outstanding at a weighted average interest rate of 2.79%, letters of credit outstanding totaling \$3.6 million, primarily for health and workers' compensation insurance, and \$50.7 million of additional committed borrowing capacity. The Company pays an unused commitment fee in the range of 0.30% to 0.375% per annum. In addition, the Company had \$0.9 million of capital lease and other obligations outstanding at September 30, 2013.

The sole financial covenant in the credit facility is the fixed charge coverage ratio (FCCR) that must be tested by the Company if the excess borrowing availability falls below a range of \$10.0 million to \$15.0 million depending on the Company's borrowing base and must also be tested on a pro forma basis prior to consummation of certain significant business transactions outside the Company's ordinary course of business, as defined in the credit agreement governing the credit facility. The FCCR is 1.25:1.00. At September 30, 2013, the FCCR testing threshold was \$14.0 million, compared to \$50.7 million of excess availability.

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The Company believes that cash generated from its operations and funds available under the credit facility will provide sufficient funds to meet the operating needs of the Company for at least the next twelve months. In the first nine months of 2013, the minimum FCCR was not required to be tested as excess borrowing availability was greater than the minimum threshold. However, if availability would have fallen below that threshold, the Company would not have met the minimum FCCR. If the Company was unable to maintain excess borrowing availability of more than the applicable amount in the range of \$10.0 million to \$15.0 million and was also unable to comply with this financial covenant, its lenders would have the right, but not the obligation, to terminate the loan commitments and accelerate the repayment of the entire amount outstanding under the credit facility. The lenders could also foreclose on the Company's assets that secure the credit facility. In that event, the Company would be forced to seek alternative sources of financing, which may not be available on terms acceptable to it, or at all.

**4. CONTINGENCIES**

The Company carries insurance policies on insurable risks with coverage and other terms that it believes to be appropriate. The Company generally has self-insured retention limits and has obtained fully insured layers of coverage above such self-insured retention limits. Accruals for self-insurance losses are made based on claims experience. Liabilities for existing and unreported claims are accrued for when it is probable that future costs will be incurred and can be reasonably estimated.

In 1995, Huttig was identified as a potentially responsible party in connection with the clean up of contamination at a formerly owned property in Montana that was used for the manufacture of wood windows. Huttig is voluntarily remediating this property under the oversight of and in cooperation with the Montana Department of Environmental Quality ( Montana DEQ ) and is complying with a 1995 unilateral administrative order of the Montana DEQ to complete a remedial investigation and feasibility study. The remedial investigation was completed and approved in 1998 by the Montana DEQ, which has issued its final risk assessment of this property. In March 2003, the Montana DEQ approved Huttig's work plan for conducting a feasibility study to evaluate alternatives for cleanup. In July 2004, the Company submitted the feasibility study report, which evaluated several potential remedies, including continuation and enhancement of remedial measures already in place and operating. Huttig also submitted plans for testing a newer technology that could effectively remediate the site. The Montana DEQ approved these plans and a pilot test of the remediation technology was completed in July 2007. In conjunction with the Montana DEQ, the Company is performing additional testing at this site. After evaluating the results of the additional testing, the Montana DEQ will provide additional comments on the feasibility study report and its recommended remedy, and then will select a final remedy, publish a record of decision and negotiate with Huttig for an administrative order of consent on the implementation of the final remedy. Further, additional testing may be performed from time to time by the Montana DEQ. Huttig spent less than \$0.4 million on remediation costs at this site in each of the nine month periods ended September 30, 2013 and 2012. The annual level of future remediation expenditures is difficult to estimate because of the uncertainty relating to the final remedy to be selected by the Montana DEQ. As of September 30, 2013, the Company has accrued \$0.7 million in Other non-current liabilities for future costs of remediating this site, which management believes represents a reasonable estimate, based on current facts and circumstances, of the currently expected costs of remediation. Until the Montana DEQ selects a final remedy, however, management cannot estimate the top of the range of loss or cost to Huttig of the final remediation order.

In addition, some of the Company's current and former distribution centers are located in areas of current or former industrial activity where environmental contamination may have occurred, and for which it, among others, could be held responsible. The Company currently believes that there are no material environmental liabilities at any of its distribution center locations.

The Company accrues expenses for contingencies when it is probable that an asset has been impaired or a liability has been incurred and management can reasonably estimate the expense. Contingencies for which the Company has made accruals include environmental, product liability and other legal matters. It is possible, however, that future results of operations for any particular quarter or annual period and the Company's financial condition could be materially affected by changes in assumptions or other circumstances related to these matters.

## **5. EARNINGS PER SHARE**

The Company calculates its basic income per share by dividing net income allocated to common shares outstanding by the weighted average number of common shares outstanding. Unvested shares of restricted stock participate in dividends on the same basis as common shares. As a result, these share-based awards meet the definition of participating securities and the Company

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applies the two-class method to compute earnings per share. The two-class method is an earnings allocation formula that treats participating securities as having rights to earnings that would otherwise have been available to common stockholders. In periods in which the Company has net losses, the losses are not allocated to participating securities because the participating security holders are not obligated to share in such losses. The following table presents the number of participating securities and earnings allocated to those securities.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Earnings allocated to participating shareholders	\$ 0.2	\$ 0.3	\$ 0.3	\$ 0.2
Number of participating securities	1.7	2.1	1.7	2.0

The diluted earnings per share calculations include the effect of the assumed exercise using the treasury stock method for both stock options and unvested restricted stock units, except when the effect would be anti-dilutive. The following table presents the number of common shares used in the calculation of net income per share from continuing operations for the three- and nine-month periods ended September 30, 2013 and September 30, 2012.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Weighted-average number of common shares-basic	22.9	23.0	22.7	22.9
Dilutive potential common shares			0.1	
Weighted-average number of common shares-dilutive	22.9	23.0	22.8	22.9

The calculation of diluted earnings per common share for both the three- and nine-month periods ended September 30, 2013 and September 30, 2012 excludes the impact of antidilutive stock options and restricted stock units. The Company has 0.2 million stock options outstanding at September 30, 2013 which were all antidilutive.

**6. INCOME TAXES**

Huttig recognized \$0.1 million in income tax expense for the nine month period ended September 30, 2013 and no income tax expense or benefit for the nine month period ended September 30, 2012. At September 30, 2013, the Company had gross deferred tax assets of \$39.4 million and a valuation allowance of \$31.4 million for net deferred tax assets of \$8.0 million. The Company had deferred tax liabilities of \$8.0 million at September 30, 2013. After classifying \$0.8 million of short-term deferred tax assets with short-term deferred tax liabilities, the Company had current net deferred tax liabilities of \$7.2 million, as well as net long term deferred tax assets of \$7.2 million at September 30, 2013. The Company expects its deferred tax liabilities to be settled with utilization of its deferred tax assets. The deferred tax liabilities enable the Company to partially utilize the deferred tax assets at September 30, 2013 and the balance of the deferred tax assets are covered by the Company's valuation allowance. The Company is not relying on future pre-tax income at September 30, 2013 to support the utilization of the deferred tax assets.

**7. STOCK-BASED EMPLOYEE COMPENSATION**



The Company recognized \$0.8 million and \$0.6 million in non-cash stock-based compensation expense in each of the nine month periods ended September 30, 2013 and September 30, 2012, respectively. During the first nine months of 2013, the Company granted an aggregate of 568,430 shares of restricted stock at a fair market value of \$2.34 per share under its 2005 Executive Incentive Compensation Plan. The restricted shares vest in three equal installments on the first, second and third anniversaries of the grant date. During the first nine months of 2013, the Company granted 34,818 restricted stock units ( RSUs ) under its 2005 Non-Employee Directors Restricted Stock Plan at a fair market value of \$2.59 per RSU. The RSUs vest on the date of the 2014 Annual Meeting. The unearned compensation expense is being amortized into expense on a straight-line basis over the requisite service period for the entire award. As of September 30, 2013 and 2012, the total compensation expense not yet recognized related to all outstanding restricted stock/unit awards was approximately \$1.6 million and \$1.2 million, respectively.

**Table of Contents****ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Overview**

Huttig is a distributor of a broad array of building material products used principally in new residential construction, home improvement, and remodeling and repair projects. We distribute our products through 27 distribution centers serving 41 states and sell primarily to building materials dealers, national buying groups, home centers and industrial users, including makers of manufactured homes.

The following table sets forth our sales from continuing operations, by product classification as a percentage of total sales:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Millwork(1)	49%	46%	48%	46%
Building Products(2)	39%	44%	40%	43%
Wood Products(3)	12%	10%	12%	11%
Total Net Product Sales	100%	100%	100%	100%

- (1) Millwork generally includes exterior and interior doors, pre-hung door units, windows, mouldings, frames, stair parts and columns.
- (2) Building products generally include composite decking, connectors, fasteners, housewrap, siding, roofing products, insulation and other miscellaneous building products.
- (3) Wood products generally include engineered wood products and other wood products, such as lumber and panels.

**Industry Conditions**

The downturn in the residential construction market which began in 2006 has been one of the most severe housing downturns in U.S. history. Our sales depend heavily on the strength of local and national new residential construction, home improvement and remodeling markets. While macro-economic conditions within the new residential construction market have improved modestly over the last several years, housing starts remain well below historical levels. As such, we expect the downturn in new residential construction to continue to adversely affect our operating results throughout 2013. Through August 2013, based on the most recent data provided by the United States Census Bureau, total housing starts are running approximately 24% above 2012 levels.

In reaction to the housing downturn, the Company began restructuring its operations in the second quarter of 2006. Since then, the Company has closed, consolidated or sold 20 distribution centers. Additionally, the Company reduced its workforce by approximately 1,200, and had approximately 1,000 employees at September 30, 2013. We continue to review our operating expenses and implement cost savings actions. We believe that through our aggressive restructuring and ongoing cost control activities, we are able to mitigate the impact of the severe downturn in the housing market on our operations while providing a more scalable cost structure to support future growth opportunities.

Various factors historically have caused our results of operations to fluctuate from period to period. These factors include levels of construction, home improvement and remodeling activity, weather, prices of commodity wood and steel products, interest rates, competitive pressures, availability of credit and other local, regional, and national economic conditions. Many of these factors are cyclical or seasonal in nature. We anticipate that further fluctuations in operating results from period to period will continue in the future. Our first quarter and fourth quarter are generally adversely affected by winter weather patterns in the Midwest, Northeast and Northwest, which typically result in seasonal decreases in levels of construction activity in these areas. Because much of our overhead and expenses remain relatively fixed throughout the year, our operating profits tend to be lower during the first and fourth quarters.

We believe we have the product offerings, distribution channel, personnel, systems infrastructure and financial and competitive resources necessary for continued operations. Our future revenues, costs and profitability, however, are all likely to be influenced by a number of risks and uncertainties, including those discussed under Cautionary Statement below.

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### **Critical Accounting Policies**

We prepare our condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles, which require management to make estimates and assumptions. Management bases these estimates and assumptions on historical results and known trends as well as management forecasts. Actual results could differ from these estimates and assumptions. For a discussion of our significant accounting policies and estimates, see our Annual Report on Form 10-K for the year ended December 31, 2012 in Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies. There were no material changes to the critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the year ended December 31, 2012.

### **Results of Operations**

#### **Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012**

Net sales were \$153.3 million in 2013, which is \$12.2 million, or approximately 9%, higher than in 2012. The increase is due to higher levels of construction activity partially offset by lower volume in other parts of our business, such as storm driven roofing sales, which are not directly tied to construction activity. In addition, our sales are influenced by geographic growth patterns as well as a significant exposure to the repair and remodel sector, which has experienced lower growth as compared to new residential construction.

Sales increased in both the millwork and wood product categories, but declined in the building products category in 2013 from 2012. Millwork sales increased approximately 16% in 2013 to \$75.3 million. Wood product sales increased approximately 29% in 2013 to \$18.9 million. Building products sales, which were negatively impacted by a decline in storm driven roofing sales, decreased approximately 5% to \$59.1 million in 2013.

Gross margin increased approximately 12% to \$30.8 million, or 20.1% of sales, in 2013 as compared to \$27.6 million, or 19.6% of sales, in 2012. The increase in gross margin percentage is partially due to sales mix as well as improvement recognized through our gross margin initiatives. The pricing environment remains very competitive which has had a mitigating effect on margins.

Operating expenses increased \$1.4 million to \$27.0 million, or 17.6% of sales, in 2013, compared to \$25.6 million, or 18.1% of sales, in 2012. The increase is due to higher personnel costs as a result of general widespread wage increases implemented in January and August 2013 as well as higher variable costs associated with increased sales.

During the three months ended September 30, 2012, we recognized a gain of \$2.4 million from the sale of certain real estate from a previously closed facility.

Net interest expense was \$0.5 million in 2013, compared to \$0.7 million in 2012, generally due to lower debt levels and lower interest rates in 2013.

Income tax expense of \$0.1 million was recognized in the third quarter of 2013 and no income tax expense or benefit was recognized in the third quarter of 2012. The tax expense or benefit in 2012 was offset by the change in our valuation allowance in each period.

As a result of the foregoing factors, we incurred income from continuing operations of \$3.2 million in 2013 as compared to income of \$3.7 million in 2012.

**Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012**

Net sales were \$426.7 million in 2013, which is \$31.2 million, or approximately 8%, higher than in 2012. The increase is due to higher levels of construction activity partially offset by lower volume in other parts of our business, such as storm driven roofing sales, which are not directly tied to construction activity. In addition, our sales are influenced by geographic growth patterns as well as a significant exposure to the repair and remodel sector, which has experienced lower growth as compared to new residential construction.

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Sales increased in both the millwork and wood product categories, but declined in the building products category in 2013 from 2012. Millwork sales increased approximately 15% in 2013 to \$206.7 million. Wood products sales increased approximately 18% to \$52.4 million in 2013 primarily due to an increase in demand in engineered wood and panel products. Building product sales, which were negatively impacted by a decline in storm driven roofing sales, decreased approximately 2% in 2013 to \$167.6 million.

Gross margin increased approximately 10% to \$83.7 million, or 19.6% of sales, in 2013 as compared to \$76.3 million, or 19.3% of sales, in 2012. The increase in gross margin percentage is partially due to sales mix as well as improvement recognized through our gross margin initiatives. The pricing environment remains very competitive, which has had a mitigating effect on margins.

Operating expenses increased \$3.8 million to \$77.7 million, or 18.2% of sales, in 2013, compared to \$73.9 million, or 18.7% of sales, in 2012. The increase is due to higher personnel costs as a result of general widespread wage increases implemented in January and August 2013 as well as higher variable costs associated with increased sales.

During the nine months ended September 30, 2012, we recognized a gain of \$2.4 million from the sale of certain real estate from a previously closed facility.

Net interest expense was \$1.9 million in 2013, compared to \$2.2 million in 2012, generally due to lower interest rates in 2013 coupled with lower debt levels in the third quarter of 2013.

Income tax expense of \$0.1 million was recognized in the nine month period ending September 30, 2013 while no income tax expense or benefit was recognized in the nine month period ending September 30, 2012. The tax expense or benefit in 2012 was offset by the change in our valuation allowance in each period.

As a result of the foregoing factors, we incurred income from continuing operations of \$4.0 million in 2013 as compared to income of \$2.6 million in 2012.

## **Discontinued Operations**

Charges from discontinued operations primarily relate to remediation and monitoring activities at the formerly owned property in Montana. We recorded a \$0.4 million and \$0.3 million after tax loss from discontinued operations in each of the first nine months of 2013 and 2012, respectively.

## **Liquidity and Capital Resources**

We depend on cash flow from operations and funds available under our revolving credit facility to finance our operations, including seasonal working capital needs, capital expenditures and any acquisitions that we may undertake. Our working capital requirements are generally greatest in the second and third quarters, which reflect the seasonal nature of our business. The second and third quarters are also typically our strongest operating quarters, largely due to more favorable weather throughout many of our markets compared to the first and fourth quarters. We typically generate cash from working capital reductions in the fourth quarter of the year and typically use cash as we build working capital during the first quarter in preparation for our second and third quarters. We also maintain significant inventories to meet the rapid delivery requirements of our customers and to enable us to obtain favorable pricing, delivery and service terms with our suppliers. Accounts receivable also typically increase during peak periods commensurate with the sales increase. At September 30, 2013, December 31, 2012 and September 30, 2012, inventories and accounts receivable constituted approximately 75%, 70% and 74% of our total assets, respectively. We also closely monitor operating expenses and inventory levels during seasonally affected periods and, to the extent

possible, manage variable operating costs to minimize seasonal effects on our profitability.

**Operations.** Cash provided by operating activities improved by \$12.3 million to \$0.9 million in the first nine months of 2013, compared to a usage of \$11.4 million in the first nine months of 2012. In 2013, our net income of \$3.6 million was an improvement of \$1.3 million over the income of \$2.3 million in 2012. Accounts receivable increased by \$18.6 million during 2013, compared to an increase of \$18.1 million a year ago. The increase in accounts receivable over the first nine months of the year is commensurate with the seasonality of our sales. Days sales outstanding decreased to 35.9 days at September 30, 2013 as compared to 37.2 days at September 30, 2012 based on annualized third quarter sales and quarter end accounts receivable balances for the respective periods. Inventory increased by \$6.3 million in 2013 compared to an increase of \$11.7 million in 2012.

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The increase in inventories over the first nine months of the year represents normal seasonal build. Our inventory turns increased to 8.2 turns in 2013 from 7.8 turns in 2012 based on annualized third quarter costs of goods sold and average inventory balances for the respective quarters. Accounts payable increased by \$19.4 million during the third quarter of 2013, compared to a \$12.4 million increase in the year ago period. The increase is primarily a result of our seasonal inventory build. Days payable outstanding increased to 37.7 days at September 30, 2013 from 32.7 days at September 30, 2012 based on annualized third quarter costs of goods sold and quarter end accounts payable balances for the respective periods.

**Investing.** In 2013, net cash used in investing activities was \$1.5 million, which compares to net cash provided by investing activities of \$1.8 million in 2012. The Company invested \$1.5 million in machinery and equipment at various locations in both 2013 and 2012. In 2012, the Company received net proceeds of \$3.3 million from the sale of certain real estate from a previously closed facility.

**Financing.** Cash provided from financing activities of \$1.3 million in 2013 reflects net borrowings of \$1.7 million offset by the Company's repurchase of 0.4 million shares of its common stock for \$0.4 million, which were retired. Cash provided from financing activities of \$9.9 million in 2012 reflects net borrowings from our credit facility.

**Credit Agreement.** We have a \$120.0 million asset based senior secured revolving credit facility ( credit facility ). Borrowing availability under the credit facility is based on eligible accounts receivable, inventory and real estate. The real estate component of the borrowing base amortizes monthly over 12.5 years on a straight-line basis. Borrowings under the credit facility are collateralized by substantially all of our assets and are subject to certain operating limitations applicable to a loan of this type, which, among other things, place limitations on indebtedness, liens, investments, mergers and acquisitions, dispositions of assets, cash dividends and transactions with affiliates. The entire unpaid balance under the credit facility is due and payable on December 21, 2017, the maturity date of the credit facility.

At September 30, 2013, under the credit facility, we had revolving credit borrowings of \$61.5 million outstanding at a weighted average interest rate of 2.79%, letters of credit outstanding totaling \$3.6 million, primarily for health and workers' compensation insurance, and \$50.7 million of additional committed borrowing capacity. We pay an unused commitment fee in the range of 0.30% to 0.375% per annum. In addition, we had \$0.9 million of capital lease and other obligations outstanding at September 30, 2013.

The sole financial covenant in the credit facility is the fixed charge coverage ratio ( FCCR ) that must be tested by us if the excess borrowing availability falls below a range of \$10.0 million to \$15.0 million depending on our borrowing base and must also be tested on a pro forma basis prior to consummation of certain significant business transactions outside our ordinary course of business, as defined in the credit agreement governing the credit facility. The FCCR is 1.25:1.00. At September 30, 2013, the FCCR testing threshold was \$14.0 million, compared to \$50.7 million of excess availability.

We believe that cash generated from our operations and funds available under the credit facility will provide sufficient funds to meet the operating needs of the business for at least the next twelve months. In the first nine months of 2013, the minimum FCCR was not required to be tested as excess borrowing availability was greater than the minimum threshold. However, if availability would have fallen below that threshold, we would not have met the minimum FCCR. If we are unable to maintain excess borrowing availability of more than the applicable amount in the range of \$10.0 million to \$15.0 million and were also unable to comply with this financial covenant, our lenders would have the right, but not the obligation, to terminate the loan commitments and accelerate the repayment of the entire amount outstanding under the credit facility. The lenders could also foreclose on our assets that secure the credit facility. In that event, we would be forced to seek alternative sources of financing, which may not be available on terms



acceptable to us, or at all.

### **Off-Balance Sheet Arrangements**

In addition to funds available from operating cash flows and the credit facility as described above, we use operating leases as a principal off-balance sheet financing technique. Operating leases are employed as an alternative to purchasing certain property, plant and equipment. For a discussion of our off-balance sheet arrangements, see our Annual Report on Form 10-K for the year ended December 31, 2012 in Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations-Commitments and Contingencies. There were no material changes to our off-balance sheet arrangements discussed in our Annual Report on Form 10-K for the year ended December 31, 2012.

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### **Contingencies**

We carry insurance policies on insurable risks with coverage and other terms that we believe to be appropriate. We generally have self-insured retention limits and have obtained fully insured layers of coverage above such self-insured retention limits. Accruals for self-insurance losses are made based on claims experience. Liabilities for existing and unreported claims are accrued for when it is probable that future costs will be incurred and can be reasonably estimated.

In 1995, we were identified as a potentially responsible party in connection with the clean up of contamination at a formerly owned property in Montana that was used for the manufacture of wood windows. We are voluntarily remediating this property under the oversight of and in cooperation with the Montana Department of Environmental Quality ( Montana DEQ ) and are complying with a 1995 unilateral administrative order of the Montana DEQ to complete a remedial investigation and feasibility study. The remedial investigation was completed and approved in 1998 by the Montana DEQ, which has issued its final risk assessment of this property. In March 2003, the Montana DEQ approved Huttig's work plan for conducting a feasibility study to evaluate alternatives for cleanup. In July 2004, we submitted the feasibility study report, which evaluated several potential remedies, including continuation and enhancement of remedial measures already in place and operating. Huttig also submitted plans for testing a newer technology that could effectively remediate the site. The Montana DEQ approved these plans and a pilot test of the remediation technology was completed in July 2007. In conjunction with the Montana DEQ, we are performing additional testing at the site. After evaluating the results of the additional testing, the Montana DEQ will provide additional comments on the feasibility study report and its recommended remedy, and then will select a final remedy, publish a record of decision and negotiate with us for an administrative order of consent on the implementation of the final remedy. Further, additional testing may be performed from time to time by the Montana DEQ. We spent less than \$0.4 million on remediation costs at this site in each of the nine month periods ended September 30, 2013 and 2012. The annual level of future remediation expenditures is difficult to estimate because of the uncertainty relating to the final remedy to be selected by the Montana DEQ. As of September 30, 2013, the Company has accrued \$0.7 million in Other non-current liabilities for future costs of remediating this site, which management believes represents a reasonable estimate, based on current facts and circumstances, of the currently expected costs of remediation. Until the Montana DEQ selects a final remedy, however, management cannot estimate the top of the range of loss or cost to Huttig of the final remediation order.

In addition, some of our current and former distribution centers are located in areas of current or former industrial activity where environmental contamination may have occurred, and for which we, among others, could be held responsible. We currently believe that there are no material environmental liabilities at any of our distribution center locations.

We accrue expenses for contingencies when it is probable that an asset has been impaired or a liability has been incurred and management can reasonably estimate the expense. Contingencies for which we have made accruals include environmental, product liability and other legal matters. It is possible, however, that future results of operations for any particular quarter or annual period and our financial condition could be materially affected by changes in assumptions or other circumstances related to these matters.

### **Cautionary Statement**

Certain statements in this Quarterly Report on Form 10-Q contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding:

our belief that there are no material environmental liabilities at any of our distribution center locations;

our expectation that the severe downturn in new residential construction will continue to adversely affect our operating results throughout 2013;

our belief that cash generated from our operations and funds available under our credit facility will provide sufficient funds to meet our operating needs for at least the next twelve months;

our belief that we have the product offerings, distribution channel, personnel, systems infrastructure and financial and competitive resources necessary for continued operations; and

cyclical and seasonal trends.

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The words or phrases will likely result, are expected to, will continue, is anticipated, estimate, project, believe, similar expressions identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

These statements present management's expectations, beliefs, plans and objectives regarding our future business and financial performance. These forward-looking statements are based on current projections, estimates, assumptions and judgments, and involve known and unknown risks and uncertainties. There are a number of factors that could cause our actual results to differ materially from those expressed or implied in the forward-looking statements. These factors include, but are not limited to, the following:

the strength of the national and local new residential construction and home improvement and remodeling markets, which in turn depend on factors such as:

interest rates;

immigration patterns;

unemployment rates;

job and household formation;

household prices;

tax policy;

regional demographics;

employment levels;

availability of credit;

inventory levels of new and existing homes for sale;

prices of wood and steel-based products;

consumer confidence; and

global economic influences;

the level of competition in our industry;

our relationships with suppliers of the products we distribute;

our ability to comply with availability requirements and the financial covenant under our revolving credit facility;

the financial condition and credit worthiness of our customers;

fluctuation in prices of wood and steel-based products;

fuel cost;

cyclical and seasonal trends;

costs of complying with laws and regulations including environmental and recent healthcare reform, the effects of which on the Company remain under review;

our exposure to product liability claims;

our ability to attract and retain key personnel;

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risk of losses associated with accidents;

costs of complying with federal and state transportation regulations, as well as fluctuations in the cost of fuel; and

accuracy of our assumptions underlying our projections of future taxable income, including available tax planning strategies.

We disclaim any obligation to publicly update or revise any of these forward-looking statements.

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**ITEM 4 CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures** The Company, under the supervision and with the participation of our Disclosure Committee and management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of September 30, 2013.

**Changes in Internal Control of Financial Reporting** There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1 LEGAL PROCEEDINGS**

See Note 4 Contingencies of the Notes to Condensed Consolidated Financial Statements (unaudited) in Item 1 for information on legal proceedings in which the Company is involved. See also Part I, Item 3- Legal Proceedings in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

**Table of Contents****ITEM 6 EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to the Form 10 filed with the Securities and Exchange Commission on September 21, 1999).
3.2	Amended and Restated Bylaws of the Company (as of September 26, 2007) (Incorporated by reference to Exhibit 3.1 to the Form 8-K filed with the Securities and Exchange Commission on September 28, 2007).
10.1	Amendment No. 4 to Amended and Restated Executive Agreement between the Company and Jon P. Vrabely effective as of September 23, 2013.
31.1	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Scheme Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document



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**SIGNATURES**

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.

HUTTIG BUILDING PRODUCTS, INC.

Date: October 31, 2013

*/s/ JON P. VRABELY*

Jon P. Vrabely  
President and Chief Executive Officer  
(Principal Executive Officer)

HUTTIG BUILDING PRODUCTS, INC.

Date: October 31, 2013

*/s/ PHILIP W. KEIPP*

Philip W. Keipp  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

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**Table of Contents****EXHIBIT INDEX****Exhibit**

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