Complete Production Services, Inc.
Form SC 13G/A
March 29, 2010

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 4)*
Complete Production Services, Inc.

(Name of the Issuer)
Common Stock, par value $.01 per share

(Title of Class of Securities)
20453E-10-9

(CUSIP Number)
March 10, 2010

(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
o Rule 13d-1(b)
o Rule 13d-1(c)
þ Rule 13d-1(d)
The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SCF-IV, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SCF-IV, G.P., LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SCF-VI, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF	**5**	SOLE VOTING POWER 0	
SHARES BENEFICIALLY OWNED BY	**6**	SHARED VOTING POWER 681,432	
EACH REPORTING PERSON	**7**	SOLE DISPOSITIVE POWER 0	
WITH	**8**	SHARED DISPOSITIVE POWER 681,432	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

	681,432
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.9%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SCF-VI, G.P., Limited Partnership		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 681,432	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 681,432	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

	681,432
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.9%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON L.E. Simmons & Associates, Incorporated		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 737,342	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 737,342	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 737,342		

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.9%
12	TYPE OF REPORTING PERSON CO

6

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON L.E. Simmons		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 1,104,484	
	6	SHARED VOTING POWER 1,561,950	
	7	SOLE DISPOSITIVE POWER 1,104,484	
	8	SHARED DISPOSITIVE POWER 1,561,950	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,666,434		

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%
12	TYPE OF REPORTING PERSON IN

7

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON LESFP, Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 768,698
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 768,698

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 768,698

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 20453E-10-9

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON LESGP, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Texas		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 768,698	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 768,698	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 768,698		

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0%
12	TYPE OF REPORTING PERSON OO

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Item 1.
(a) Name of Issuer: Complete Production Services, Inc.
(b) Address of Issuer s Principal Executive Offices: 11700 Old Katy Road, Suite 300
Houston, Texas 77079
Item 2.
(a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of Common Stock directly owned by him, SCF-IV, L.P., SCF-VI, L.P., LESFP, Ltd. and L.E. Simmons & Associates, Incorporated; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by it, SCF-IV, L.P. and SCF-VI, L.P.; (iii) SCF-IV, L.P., with respect to the shares of Common Stock directly owned by it; (iv) SCF-IV, G.P., LLC, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-VI, L.P., with respect to the shares of Common Stock directly owned by it; (vi) SCF-VI, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-VI, L.P.; (vii) LESFP, Ltd., with respect to the shares of Common Stock directly owned by it; and (viii) LESGP, LLC, with respect to the shares of Common Stock directly owned by LESFP, Ltd.
(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.
(c) L.E. Simmons is a United States citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-IV, L.P., SCF-VI, L.P., and SCF-VI, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware. SCF-IV, G.P., LLC is a limited liability company organized under the laws of the State of Delaware. LESFP, Ltd. is a limited partnership organized under the laws of the State of Texas. LESGP, LLC is a limited liability company organized under the laws of the State of Texas.
(d) Title of Class of Securities: Common Stock
(e) CUSIP Number: 20453E-10-9
Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:

(a) o Broker or dealer registered under Section 15 of the Act.

(b) o Bank as defined in section 3(a)(6) of the Act.

(c) o Insurance company as defined in section 3(a)(19) of the Act.

(d) o Investment company registered under section 8 of the Investment Company Act of 1940.

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership[8]

A. SCF-IV, L.P.

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

B. SCF-IV, G.P., LLC[3]

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

C. SCF-VI, L.P.

(a) Amount Beneficially Owned[1]: 681,432

(b) Percent of Class[1]: 0.9%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 681,432

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 681,432

D. SCF-VI, G.P., Limited Partnership[4]

(a) Amount Beneficially Owned[1]: 681,432

(b) Percent of Class[1]: 0.9%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 681,432

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 681,432

E. L.E. Simmons & Associates, Incorporated[4]

(a) Amount Beneficially Owned[1]: 737,342

(b) Percent of Class[1]: 0.9%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 737,342

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 737,342

F. L.E. Simmons[5]

(a) Amount Beneficially Owned[1]: 2,666,434

(b) Percent of Class[1]: 3.4%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 1,104,484

(ii) shared power to vote or to direct the vote: 1,561,950

(iii) sole power to dispose or to direct the disposition of: 1,104,484

(iv) shared power to dispose or to direct the disposition of: 1,561,950

G. LESFP, Ltd.[6]

(a) Amount Beneficially Owned[1]: 768,698

(b) Percent of Class[1]: 1.0%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 768,698

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 768,698

H. LESGP, LLC[7]

(a) Amount Beneficially Owned[1]: 768,698

(b) Percent of Class[1]: 1.0%[2]

(c) Number of shares as to which the person has[1]:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 768,698

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 768,698

1. As of March 10, 2010.

2. For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer s Common Stock is 77,627,661 as of March 10, 2010.

3. Includes 681,432 shares of Common Stock owned directly by SCF-VI, L.P. SCF-VI, G.P., Limited Partnership is the general partner of SCF-VI, L.P. and has the power to direct the affairs of SCF-VI, L.P., including

decisions respecting the voting and disposition of the shares of Common Stock of Complete Production Services, Inc. held by SCF-VI, L.P.

4. Includes 681,432 shares of Common Stock owned directly by SCF-VI, L.P. and 55,910 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated (all of which were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P.,

Limited Partnership to the partners in SCF-IV G.P., Limited Partnership). L.E. Simmons & Associates, Incorporated, the sole member and general partner, respectively, of SCF-IV, G.P., LLC and SCF-VI, G.P., Limited Partnership, has the power to direct the affairs of such entities, including decisions respecting the voting and disposition of the shares of Common Stock of Complete Production Services, Inc. held by SCF-IV, L.P. and SCF-VI, L.P.

5. Includes 681,432 shares of Common Stock owned directly by SCF-VI, L.P., 768,698 shares of Common Stock owned directly by LESFP, Ltd. (of which 674,605 were received on December 21, 2007 in

connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership), 55,910 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated (all of which were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited

Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership) and 1,104,484 shares of Common Stock owned directly by L.E. Simmons (of which 968,313 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited

Partnership). L.E. Simmons is the President and sole stockholder of L.E. Simmons & Associates, Incorporated and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by L.E. Simmons & Associates, Incorporated. L.E. Simmons is the President and sole member of LESGP, LLC and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by LESGP, LLC.

6. Includes 768,698 shares of Common Stock owned directly by LESFP, Ltd., of which 674,605 were received on December 21, 2007 in

connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership.

7. Includes 768,698 shares of Common Stock owned directly by LESFP, Ltd., of which 674,605 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV,

G.P., Limited Partnership s entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. LESGP, LLC is the general partner of LESFP, Ltd. and has the power to direct the affairs of LESFP, Ltd., including decisions respecting the voting and disposition of the shares of Common Stock of Complete Production Services, Inc. held by LESFP, Ltd.

8. Prior to this amendment, this Schedule 13G, as amended, included David C. Baldwin, Anthony F. DeLuca, Andrew L. Waite, JWG Management, Ltd. and John H.W. Geddes as reporting persons and as

part of a group based on an arrangement relating to dispositions by SCF-IV, L.P. As a result of SCF-IV, L.P. beneficially owning no shares of the Issuer s Common Stock as of March 10, 2010 (as reflected in this Amendment No. 4), this arrangement terminated and JWG Management, Ltd. and the individuals named above are no longer part of a group (to the extent such arrangement made them part of a group). Neither JWG Management, Ltd. nor each of the individuals named above beneficially owns, or are part of a group that beneficially owns, more than 5% of the shares of the Common Stock of Complete Production Services, Inc. as of March 10, 2010. As of March 10, 2010, David C. Baldwin beneficially owned 345,011 shares of Common Stock of Complete Production Services, Inc.; Anthony F. DeLuca beneficially owned 136,916 shares of Common Stock of Complete Production Services, Inc.; Andrew L. Waite beneficially owned 567,099 shares of Common Stock of Complete Production Services, Inc.; JWG Management, Ltd. beneficially owned 356,839 shares of Common Stock of Complete Production Services, Inc. and John H.W. Geddes beneficially owned 5,740 shares of Common Stock of Complete Production Services, Inc. If subsequent developments require a filing by JWG Management, Ltd. or such

individuals,
such persons
will make such
filings in their
individual
capacities.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: þ

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

See footnote 8 to Item 4.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 29, 2010

SCF-IV, L.P.
By: SCF-IV, G.P., LLC
By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-IV, G.P., LLC
By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-VI, L.P.
By: SCF-VI, G.P., Limited Partnership
By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-VI, G.P., Limited Partnership
By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing Director

L.E. Simmons

*

L.E. Simmons, individually

LESFP, Ltd.

By: LESGP, LLC

By: *
L.E. Simmons, President

LESGP, LLC

By: *

L.E. Simmons, President

*By: /s/ Anthony F. DeLuca

Anthony F. DeLuca
Pursuant to a Power of Attorney filed as
Exhibit 2 to the Schedule 13G/A filed on
February 10, 2009

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h period ended September 30, Nine month period ended September 30, 2006 2005 2006 2005

Net sales				
Domestic	$29,168	$32,565	$85,723	$90,927
Foreign	27,271	23,049	79,449	68,151
Total net sales	$56,439	$55,614	$165,172	$159,078
Intersegment sales				
Domestic	$1,403	$1,648	$4,435	$4,669
Foreign	1,161	965	3,447	2,300
Total intersegment sales	$2,564	$2,613	$7,882	$6,969

Operating income				
Domestic	$2,106	$4,125	$4,805	$10,209
Foreign	3,709	2,440	9,488	6,884
	5,815	6,565	14,293	17,093
Interest income				
Domestic	258	140	745	326
Foreign	131	123	399	391
	389	263	1,144	717
Interest expense				
Domestic	(6)	(7)	(23)	(35)
Foreign	(158)	(86)	(376)	(238)
	(164)	(93)	(399)	(273)
Other expense net	(19)	(27)	(53)	(81)
Income before income taxes	$6,021	$6,708	$14,985	$17,456

	September 30, 2006	December 31, 2005
Identifiable assets		

Domestic	$	83,947	$	93,132
Foreign		87,521		75,415
Total assets	$	171,468	$	168,547

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

EXECUTIVE SUMMARY

Sales increases for the nine months ended September 30, 2006 continue to be driven by our strong international operations. Domestic sales for the nine months ended September 30, 2006 have been negatively impacted by decreased spending on the construction and maintenance of copper communications networks by the telecommunication companies. Additionally, the first quarter of 2005 had strong sales for fiber-to-the-premise. Domestic sales were lower in the third quarter than the previous year primarily because last year included $3 million of storm-damage related sales.

Operating income for the three months ended September 30, 2006 decreased $.8 million, or 13%, after excluding the $.1 million favorable impact of foreign currency, when compared to the same period in 2005. The decrease was a result of lower gross profit due to increased material and transportation costs coupled with a reduction in royalty income net.

Operating income for the nine months ended September 30, 2006 decreased $2.8 million, or 16%, when compared to the same period in 2005. The decrease was driven by an 8% increase in cost and expenses, which exceeded the 4% growth rate of sales with a lower gross profit percentage due to increased raw material and transportation costs and higher manufacturing per unit cost due to lower production volumes.

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THREE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2005

For the three months ended September 30, 2006, consolidated net sales were $56.4 million, an increase of $.8 million, or 1%, from the same period in 2005. Domestic net sales decreased $3.4 million, or 10%, and foreign net sales increased $4.2 million, or 18%. Reduced sales volume accounted for the decrease in domestic markets. We estimate that customer repairs of damage caused by hurricanes in the Southeast United States contributed approximately $3 million to domestic net sales for the quarter ended September 30, 2005. We expect domestic sales for the remainder of 2006 to exceed the fourth quarter 2005 as a result of anticipated higher level of activity in our domestic markets. Foreign net sales were favorably impacted by $.6 million when native currency financial statements were converted to U.S. dollars as a result of the weaker U.S. dollar compared to most foreign currencies. Excluding the effect of currency conversion, foreign sales increased $3.6 million, or 16%, compared to the same period in 2005, with stronger sales in all of our foreign markets with the exception of Europe.

Gross profit of $18.7 million for the three months ended September 30, 2006 was a decrease of $.5 million, or 3%, compared to the prior year. The decrease in gross profit is primarily a result of higher material and transportation costs. Domestic gross profit decreased $2 million, or 18%, compared to the third quarter of 2005, primarily as a result of lower net sales and higher material costs and lower production levels. We believe our raw material costs for aluminum and steel will continue to increase for the remainder of 2006. Foreign gross profit increased $1.5 million, or 18%, primarily due to an increase in net sales.

Consolidated costs and expenses of $13.2 million for the three months ended September 30, 2006 remained relatively unchanged compared to the previous year as summarized in the following table:

	Three month periods ended September 30,			
thousands of dollars	2006	2005	Change	% Change
Costs and expenses				
Domestic:				
Selling	$ 3,581	$ 3,682	$ (101)	3%
General and administrative	3,275	3,424	(149)	4
Research and engineering	1,333	1,059	274	26
Other operating expense net	142	152	(10)	7
	8,331	8,317	14	
Foreign:				
Selling	1,894	1,926	(32)	2
General and administrative	2,420	2,561	(141)	6
Research and engineering	595	506	89	18
Other operating income net	(6)	(40)	34	NM*
	4,903	4,953	(50)	1
	$ 13,234	$ 13,270	$ (36)	%

* NM Not Meaningful

Domestic costs and expenses of $8.3 million for the three months ended September 30, 2006 remained unchanged compared to the same period in 2005. Selling expenses decreased $.1 million due primarily to a $.4 million reduction in commission expense on lower sales partially offset by a $.2 million increase in advertising and promotional costs. General and administrative costs decreased $.1 million primarily as a result of lower consulting costs. Research and engineering expenses increased $.3 million as a result of higher product testing and employee related expenses.
Foreign costs and expenses of $4.9 million for the three months ended September 30, 2006 decreased $.1 million, or 1%, compared to the same period in 2005. The weaker dollar unfavorably affected costs and expenses by $.1 million,

compared to the same period of 2005, when costs in local currency were translated to U.S. dollars. The unfavorable effect of currency translation was partially offset by the recovery of certain trade receivables previously written-off as uncollectible.

Royalty income for the quarter ended September 30, 2006 of $.3 million decreased $.3 million, primarily as a result of one-time collections in the third quarter of 2005 in the domestic data communication market.

Operating income of $5.8 million for the quarter ended September 30, 2006 decreased $.8 million, or 11%, compared to $6.6 million in the previous year. This decrease was a result of the $.5 million decrease in gross profit and the $.3 million decrease in royalty income. Domestic operating income decreased $2 million compared to the same period in 2005 as a result of a $2 million decrease in gross profit. Foreign operating income of $3.7 million increased $1.2 million compared to the same period in 2005, primarily due to a $1.5 million increase in gross profit partially offset by a $.3 million increase in intercompany royalty expense.

Other income of $.2 million for the three months ended September 30, 2006 increased $.1 million compared to the same period in 2005 as a result of an increase in interest income.

Income taxes for the three months ended September 30, 2006 of $2 million decreased $.5 million compared to the same period in 2005. The effective tax rate for the three months ended September 30, 2006 was 34% compared to 38% in 2005.

As a result of the preceding, net income for the three months ended September 30, 2006 was $4 million, or $.70 per diluted shared, which represents a decrease of $.2 million, or $.02 per diluted share, compared to 2005.

NINE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2005

For the nine months ended September 30, 2006, consolidated net sales were $165.2 million, an increase of $6.1 million, or 4%, from the same period in 2005. Domestic net sales decreased $5.2 million, or 6%, and foreign sales increased $11.3 million, or 17%. The decrease in domestic net sales was primarily due to volume decreases resulting from decreased spending on the construction and maintenance of copper communication networks by the telecommunication companies, sales related to the repair of storm damage in 2005, and an extremely strong first quarter of 2005 for fiber-to-the-premise products. Foreign net sales were favorably impacted by $1.9 million when foreign currencies were converted to U.S. dollars. Excluding the effect of currency conversion, foreign net sales increased 14% when compared to the same period in 2005 as net sales increased in all foreign markets except North America. We expect continued growth opportunities particularly in our Latin America and Pacific Rim markets for the remainder of 2006.

Gross profit of $53.7 million for the nine months ended September 30, 2006 was an increase of $.4 million from the prior year. The increase in gross profit is primarily a result of higher foreign net sales partially offset by higher material costs and transportation expenses. Domestic gross profit decreased $4 million compared to the same period in 2005, primarily as a result of lower net sales and higher material and transportation costs and lower production levels. Foreign gross profit increased $4.4 million primarily due to the increase in net sales. The favorable impact of converting foreign currencies to U.S. dollars accounted for $.5 million of the increase.

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Costs and expenses of $40.4 million for the nine months ended September 30, 2006 increased $3.1 million, or 8%, compared to the previous year as summarized in the following table:

	Nine month periods ended September 30,			
thousands of dollars	2006	2005	Change	% Change
Costs and expenses				
Domestic:				
Selling	$ 11,252	$ 10,667	$ 585	5%
General and administrative	9,865	9,373	492	5
Research and engineering	4,035	3,198	837	26
Other operating expense net	129	264	(135)	NM*
	25,281	23,502	1,779	8
Foreign:				
Selling	5,620	5,515	105	2
General and administrative	7,528	7,091	437	6
Research and engineering	1,772	1,437	335	23
Other operating expense (income) net	189	(222)	411	NM*
	15,109	13,821	1,288	9
	$ 40,390	$ 37,323	$ 3,067	8%

* NM Not Meaningful

Domestic costs and expenses of $25.3 million for the nine months ended September 30, 2006 increased $1.8 million, or 8%, compared to the same period in 2005. Selling expenses of $11.3 million increased $.6 million as a result of an increase of $.3 million in employee related expenses, a $.3 million increase in advertising and promotional related expenses, a $.2 million increase in travel expenses partially offset by a $.2 million decrease in commission expense on lower net sales. General and administrative expenses increased $.5 million primarily due to a $.5 million increase in employee related expenses. Research and engineering expenses increased $.8 million primarily due to a $.3 million increase in employee related expenses and a $.4 million increase in other product development costs. Other operating expense decreased $.1 million primarily as a result of gains on sales of capital assets.

Foreign costs and expenses of $15.1 million for the nine months ended September 30, 2006 increased $1.3 million, or 9%, compared to the same period in 2005. The weaker dollar unfavorably affected costs and expenses by $.2 million when foreign costs in local currency were translated to U.S. dollars. Foreign selling expense net of currency translation remained relatively unchanged compared to the same period in 2005. General and administrative expenses net of currency translation increased $.3 million driven primarily by increased employee related expenses. Research and engineering expenses net of currency translation increased $.3 million, due primarily to an increase in employee related expenses. Other operating expense net of currency translation increased $.5 million, primarily as a result of foreign currency transaction gains.

Royalty income for the nine months ended September 30, 2006 of $1 million decreased $.1 million as a result of lower net royalty income related to the data communication market compared to the same period in 2005.

Operating income of $14.3 million for the nine months ended September 30, 2006 decreased $2.8 million, or 16%, compared to the same period in 2005. This decrease was a result of the $3.1 million increase in costs and expenses and the $.1 million decrease in royalty income partially offset by the $.4 million increase in gross profit. Domestic operating income decreased $5.4 million, or 53%, compared to the same period in 2005, primarily due to the decrease in gross profit of $4 million, a $1.8 million increase in costs and expenses and a $.1 million decrease in third party royalty income partially offset by a $.5 million increase in intercompany royalty income. Foreign operating income of $9.5 million increased $2.6 million, or 38%, compared to the same period in 2005, primarily due to the increase in gross profit of $4.4 million partially offset by an increase in costs and expenses of $1.3 million and a $.5 million increase in intercompany royalty expense.

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Other income for the nine months ended September 30, 2006 increased $.3 million from the same period in 2005 primarily as a result of a $.3 million increase in interest income net of interest expense as a result of higher cash balances and interest rates.

Income taxes for the nine months ended September 30, 2006 of $5 million were $1.4 million lower than the same period in 2005. The effective tax rate for the nine months ended September 30, 2006 was 33% compared to 36% in 2005. The effective tax rate for 2006 is lower than the statutory rate of 35% primarily due to an increase in the amount of foreign income taxed in jurisdictions with lower statutory rates and an adjustment of a tax contingency reserve related to state income tax.

As a result of the preceding, net income for the nine months ended September 30, 2006 was $10 million, or $1.75 per diluted share, which represents a decrease of $1.1 million, or $.17 per diluted share, from 2005.

WORKING CAPITAL, LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $7.9 million for the first nine months of 2006 compared to net cash provided by operating activities of $13.8 million for the same period in 2005. This decrease was due to a decrease in net income of $1.1 million, a $4.9 million increase in working capital offset by an increase in non-cash items of $.1 million in 2006. The increase in working capital was due to higher accounts receivable in 2006 offset by a net decrease in other working capital items.

Net cash used in investing activities for the first nine months of 2006 of $8.1 million represents an increase of $3.3 million when compared to 2005. Capital expenditures in 2006 were $3.5 million greater than 2005 due to the acquisition of a new facility for one of our foreign operations of $1.5 million and greater manufacturing equipment purchases. We are continually analyzing potential acquisition candidates and business alternatives, but we currently have no commitments that would materially affect the operations of the business.

Cash used in financing activities for the first nine months of 2006 was $13.9 million compared to $2.8 million in the previous year. This increase was primarily a result of the Company s repurchase of common shares at $12 million offset by greater proceeds from debt of $1 million in 2006.

Our current ratio was 2.8 to 1 at September 30, 2006 compared to 3.2 to 1 at December 31, 2005. Working capital of $70.3 million has decreased from the December 31, 2005 amount of $75.7 million primarily because we used cash for the purchase of common shares, which was partially offset by greater receivables due to higher sales levels. At September 30, 2006, our unused balance under our main credit facility was $20 million and our bank debt to equity percentage was 6%. Our main revolving credit agreement contains, among other provisions, requirements for maintaining levels of working capital, net worth and profitability. At September 30, 2006 we were in compliance with these covenants. We believe our future operating cash flows will be more than sufficient to cover debt repayments, other contractual obligations, capital expenditures and dividends. In addition, we believe our existing cash position, together with our untapped borrowing capacity, provides substantial financial resources. If we were to incur significant indebtedness, we expect to be able to continue to meet liquidity needs under the credit facilities but possibly at an increased cost for interest and commitment fees. We would not increase our debt to a level that we believe would have a material adverse impact upon the results of operations or financial condition.

NEW ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 151, Inventory Costs, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. This standard requires that such items be recognized as current-period charges. The standard also establishes the concept of normal capacity and requires the allocation of fixed production overhead to inventory based on the normal capacity of the production facilities. Any unallocated overhead must be recognized as an expense in the period incurred. The Company adopted this standard effective January 1, 2006, and the impact was immaterial on its consolidated financial statements.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets. This standard amended APB Opinion No. 29, Accounting for Nonmonetary Transactions, to eliminate the exception from fair value measurement for nonmonetary exchanges of similar productive assets. This standard replaces this exception with a general exception from fair value measurement for exchanges of nonmonetary assets 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. This statement is effective for all nonmonetary asset exchanges completed by the Company starting January 1, 2006. The Company adopted this standard and it did not have an impact on its consolidated financial statements, because the Company has not engaged in nonmonetary exchanges of assets.

In June 2006, the FASB issued FASB interpretation No. 48, Accounting for Uncertainty in Income taxes an interpretation of FASB Statement No. 109, Accounting for Income Taxes. This interpretation prescribes 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. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. This interpretation is effective for the Company starting January 1, 2007. The Company is evaluating the impact this interpretation will have on its consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This standard does not require new fair value measurements, however the application of this standard may change current practice for an entity. This standard is effective for financial statements issued after January 1, 2007. The Company is evaluating the impact this standard will have on its consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans. This standard requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through comprehensive income. This standard also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position. This standard also requires disclosure in the notes to financial statements, additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition asset or obligation. The requirement to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures is effective for an employer with publicly traded equity securities as of the end of the fiscal year ending after December 15, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employer s fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. The Company is evaluating the impact this standard will have on its consolidated financial statements.

In September 2006, the FASB issued FASB Staff Position AUG AIR-1, Accounting for Planned Major Maintenance Activities. This staff position amends certain provisions in the AICPA Industry Audit Guide, Audits of Airlines (Airline Guide), and APB No. 28, Interim Financial Reporting. This staff position prohibits the use of the accrue-in-advance method of accounting for planned major maintenance activities in annual and interim financial reporting periods. This staff position is effective as of January 1, 2007. The Company is evaluating the impact this staff position will have on its consolidated financial statements.

In September 2006, the FASB issued Emerging Issues Task Force (EITF) abstract Issue No. 06-5, Accounting for Purchases of Life Insurance Determining the Amount that Could be Realized in Accordance with FASB Technical Bulletin No. 85-4. This issue clarifies the calculation of the amount that could be realized under an insurance contract as of the date of the statement of financial position. This issue concludes the policyholder should consider any additional amounts included in contractual terms of the policy in determining the amount that could be realized under the insurance contract. Contractual limitations should be considered, as well as amount recoverable by the policyholder at the discretion of the insurance company should be excluded from the amount that could be realized. All fixed amounts recoverable by the policyholder in future periods in excess of one year from the surrender of the policy should be recognized at their present value. Lastly, any amount that is realized by the policyholder upon surrender of the final policy shall be included in the amount that could be realized. This issue should be applied by either a change in accounting principle through a cumulative-effect adjustment to retained earnings or to other components of equity or net assets or a change in accounting principle through retrospective application to all prior periods. This issue is effective for fiscal years beginning after December 15, 2006. The Company is evaluating the impact this EITF issue will have on its consolidated financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company operates manufacturing facilities and offices around the world and uses fixed and floating rate debt to finance the Company s global operations. As a result, the Company is subject to business risks inherent in non-U.S. activities, including political and economic uncertainty, import and export limitations, and market risk related to changes in interest rates and foreign currency exchange rates. The Company believes the political and economic risks related to the Company s foreign operations are mitigated due to the stability of the countries in which the Company s largest foreign operations are located.

The Company is exposed to market risk, including changes in interest rates. The Company is subject to interest rate risk on its variable rate revolving credit facilities and term notes, which consisted of borrowings of $7.9 million at September 30, 2006. A 100 basis point increase in the interest rate would have resulted in an increase in interest expense of less than $.1 million for the nine-month period ended September 30, 2006.

The Company s primary currency rate exposures are related to foreign denominated debt, intercompany debt, foreign denominated receivables, and cash and short-term investments. A hypothetical 10% change in currency rates would have a favorable/unfavorable impact on fair values of $1.9 million and on income before income taxes of less than $.1 million.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company s management, including the Chief Executive Officer and Vice President of Finance, of the effectiveness of the Company s disclosure controls and procedures (as defined in Securities and Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2006. Based on the evaluation, the Company s management, including the Chief Executive Officer and Vice President of Finance, concluded that the Company s disclosure controls and procedures were effective as of September 30, 2006.

There were no changes in the Company s internal control over financial reporting during the quarter ended September 30, 2006 that materially affected or are reasonably likely to materially affect the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. In the opinion of management, the amount of any ultimate liability with respect to these actions will not materially affect our financial condition or results of operations.

ITEM 1A. RISK FACTORS

There were no material changes from the risk factors previously disclosed in the Company s 10-K for the fiscal year ended December 31, 2005 filed on March 15, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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	Company Purchases of Equity Securities			
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that may yet be Purchased under the Plans or Programs
July			51,646	48,354
August			51,646	48,354
September	365,311(2)	$ 31.48	51,646	48,354
Total	365,311			

(1) On December 16, 2004, the Company announced the Board of Directors authorized a plan to repurchase up to 100,000 of Preformed Line Products common shares. The repurchase plan does not have an expiration date. During the third quarter of 2006, the Company did not repurchase any of its common shares under this plan. The remaining shares that may be purchased under this plan were 48,354 during the third quarter of 2006.

(2) On September 8, 2006, Preformed Line Products Company, upon the approval of a Special Committee of the Board of Directors and the Board of Directors, purchased 365,311 Common Shares of the Company from Barbara P. Ruhlman at a price per share of $31.48. Barbara P. Ruhlman is a member of the Company s Board of Directors and the mother of Robert G. Ruhlman and Randall M. Ruhlman, both of whom are also members of the Board of Directors. Robert G. Ruhlman is Chairman, President and Chief Executive Officer of the Company. The purchase was consummated pursuant to a Shares Purchase Agreement between the Company and

Mrs. Ruhlman,
as trustee, under
trust agreement
dated February
16, 1985.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

10.11 Shares Purchase Agreement, dated September 8, 2006 by and between Barbara P. Ruhlman and the Company (incorporated by reference from Exhibit 99.1 to the Form 8-k filed on September 11, 2006).

31.1 Certifications of the Principal Executive Officer, Robert G. Ruhlman, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

31.2 Certifications of the Principal Financial Officer, Eric R. Graef, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.1 Certification of the Principal Executive Officer, Robert G. Ruhlman, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished.

32.2 Certification of the Principal Accounting Officer, Eric R. Graef, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished.

FORWARD LOOKING STATEMENTS

Cautionary Statement for Safe Harbor Purposes Under The Private Securities Litigation Reform Act of 1995

This Form 10-Q and other documents the Company files with the Securities and Exchange Commission contain forward-looking statements regarding the Company s and management s beliefs and expectations. As a general matter, forward-looking statements are those focused upon future plans, objectives or performance (as opposed to historical items) and include statements of anticipated events or trends and expectations and beliefs relating to matters not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to the Company s operations and business environment, all of which are difficult to predict and many of which are beyond the Company s control. Such uncertainties and factors could cause the Company s actual results to differ materially from those matters expressed in or implied by such forward-looking statements.

The following factors, among others, could affect the Company s future performance and cause the Company s actual results to differ materially from those expressed or implied by forward-looking statements made in this report:

The overall demand for cable anchoring and control hardware for electrical transmission and distribution lines on a worldwide basis, which has a slow growth rate in mature markets such as the United States, Canada, and Western Europe;

The effect on the Company s business resulting from economic uncertainty within Latin American regions;

Technology developments that affect longer-term trends for communication lines such as wireless communication;

The Company s success at continuing to develop proprietary technology to meet or exceed new industry performance standards and individual customer expectations;

The rate of progress in continuing to modify the Company s cost structure to maintain and enhance the Company s competitiveness;

The Company s success in strengthening and retaining relationships with the Company s customers, growing sales at targeted accounts and expanding geographically;

The extent to which the Company is successful in expanding the Company s product line into new areas;

The Company s ability to identify, complete and integrate acquisitions for profitable growth;

The potential impact of consolidation, deregulation and bankruptcy among the Company s suppliers, competitors and customers;

The relative degree of competitive and customer price pressure on the Company s products;

The cost, availability and quality of raw materials required for the manufacture of products;

The effects of fluctuation in currency exchange rates upon the Company s reported results from international operations, together with non-currency risks of investing in and conducting significant operations in foreign countries, including those relating to political, social, economic and regulatory factors;

Changes in significant government regulations affecting environmental compliances;

The Company s ability to continue to compete with larger companies who have acquired a substantial number of the Company s former competitors;

The Company s ability to compete in the domestic data communication market;

The telecommunication market s continued deployment of Fiber-to-the-Premises;

The Company s ability to increase sales or margins to recover the rising cost of complying with Section 404 of the Sarbanes-Oxley Act of 2002; and

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Those factors described under the heading Risk Factors on page 12 of the Company s Form 10-K for the fiscal year ended December 31, 2005 filed on March 15, 2006.

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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.

November 9, 2006	/s/ Robert G. Ruhlman
	Robert G. Ruhlman Chairman, President and Chief Executive Officer (Principal Executive Officer)
November 9, 2006	/s/ Eric R. Graef
	Eric R. Graef Vice President Finance and Treasurer (Principal Accounting Officer)

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