

Edgar Filing: AAON INC - Form 10-Q

AAON INC  
Form 10-Q  
November 08, 2006

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

FORM 10-Q

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

For the quarterly period ended September 30, 2006  
or

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

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

Commission file number: 0-18953

AAON, INC.  
-----

(Exact name of registrant as specified in its charter)

Nevada  
-----

(State or other jurisdiction  
of incorporation or organization)

87-0448736  
-----

(IRS Employer  
Identification No.)

2425 South Yukon, Tulsa, Oklahoma 74107  
-----

(Address of principal executive offices)  
(Zip Code)

(918) 583-2266  
-----

(Registrant's telephone number, including area code)

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

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

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

Yes ☐ No ☒

As of November 1, 2006, registrant had outstanding a total of 12,342,040 shares of its \$.004 par value Common Stock.

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## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### AAON, Inc., and Subsidiaries Consolidated Balance Sheets (unaudited)

|                                                                                                                                                                           | September 30,<br>2006 | December 31,<br>2005 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| (in thousands, except for share data)                                                                                                                                     |                       |                      |
| <b>Assets</b>                                                                                                                                                             |                       |                      |
| Current assets:                                                                                                                                                           |                       |                      |
| Cash and cash equivalents                                                                                                                                                 | \$ 467                | \$ 837               |
| Certificate of deposit                                                                                                                                                    | -                     | 1,000                |
| Accounts receivable, net                                                                                                                                                  | 46,350                | 32,487               |
| Inventories, net                                                                                                                                                          | 29,721                | 23,708               |
| Prepaid expenses and other                                                                                                                                                | 614                   | 1,041                |
| Deferred tax asset                                                                                                                                                        | 3,991                 | 3,877                |
| Total current assets                                                                                                                                                      | 81,143                | 62,950               |
| Property, plant and equipment, net                                                                                                                                        | 59,653                | 50,581               |
| Notes receivable, long-term                                                                                                                                               | 75                    | 75                   |
| Total assets                                                                                                                                                              | \$ 140,871            | \$ 113,606           |
| <b>Liabilities and Stockholders' Equity</b>                                                                                                                               |                       |                      |
| Current liabilities:                                                                                                                                                      |                       |                      |
| Revolving credit facility                                                                                                                                                 | \$ 6,497              | \$ -                 |
| Current maturities of long-term debt                                                                                                                                      | 86                    | 108                  |
| Accounts payable                                                                                                                                                          | 19,249                | 11,643               |
| Accrued liabilities                                                                                                                                                       | 21,496                | 17,827               |
| Total current liabilities                                                                                                                                                 | 47,328                | 29,578               |
| Long-term debt, less current maturities                                                                                                                                   | -                     | 59                   |
| Deferred tax liability                                                                                                                                                    | 4,016                 | 4,474                |
| Stockholders' equity:                                                                                                                                                     |                       |                      |
| Preferred stock, \$.001 par value, 5,000,000 shares authorized, no shares issued                                                                                          | -                     | -                    |
| Common stock, \$.004 par value, 50,000,000 shares authorized, 12,298,525 and 12,233,558 issued and outstanding at September 30, 2006, and December 31, 2005, respectively | 49                    | 49                   |
| Additional paid-in capital                                                                                                                                                | 144                   | -                    |
| Accumulated other comprehensive income, net of tax                                                                                                                        | 741                   | 513                  |
| Retained earnings                                                                                                                                                         | 88,593                | 78,933               |
| Total stockholders' equity                                                                                                                                                | 89,527                | 79,495               |
| Total liabilities and stockholders' equity                                                                                                                                | \$ 140,871            | \$ 113,606           |

The accompanying notes are an integral part of these statements.

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## AAON, Inc., and Subsidiaries Consolidated Statements of Income (unaudited)

|                                              | Three Months Ended                                 |                |                |
|----------------------------------------------|----------------------------------------------------|----------------|----------------|
|                                              | Sept. 30, 2006                                     | Sept. 30, 2005 | Sept. 30, 2004 |
|                                              | (in thousands, except share and per share amounts) |                |                |
| Net sales                                    | \$ 64,153                                          | \$ 48,136      | \$ 17,111      |
| Cost of sales                                | 50,562                                             | 39,493         | 14,111         |
| Gross profit                                 | 13,591                                             | 8,643          | 3,000          |
| Selling, general and administrative expenses | 5,963                                              | 4,417          | 1,111          |
| Income from operations                       | 7,628                                              | 4,226          | 1,889          |
| Interest expense                             | (36)                                               | (4)            |                |
| Interest income                              | -                                                  | 19             |                |
| Other income                                 | 157                                                | 167            |                |
| Income before income taxes                   | 7,749                                              | 4,408          | 1,889          |
| Income tax provision                         | 2,352                                              | 1,642          |                |
| Net income                                   | \$ 5,397                                           | \$ 2,766       | \$ 1,889       |
| Earnings per share:                          |                                                    |                |                |
| Basic                                        | \$ 0.44                                            | \$ 0.22        | \$ 0.22        |
| Diluted                                      | \$ 0.43                                            | \$ 0.22        | \$ 0.22        |
| Weighted average shares outstanding:         |                                                    |                |                |
| Basic                                        | 12,318,895                                         | 12,331,957     | 12,300,000     |
| Diluted                                      | 12,659,228                                         | 12,739,896     | 12,650,000     |

The accompanying notes are an integral part of these statements.

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## AAON, Inc., and Subsidiaries Consolidated Statements of Stockholders' Equity and Comprehensive Income (unaudited)

|  | Common Stock<br>Shares | Amount | Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income |
|--|------------------------|--------|--------------------|-------------------------------------------------|
|--|------------------------|--------|--------------------|-------------------------------------------------|

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|                                                 | (in thousands) |       |         |        |
|-------------------------------------------------|----------------|-------|---------|--------|
| Balance at December 31, 2005                    | 12,234         | \$ 49 | \$ -    | \$ 513 |
| Comprehensive income:                           |                |       |         |        |
| Net income                                      | -              | -     | -       | -      |
| Foreign currency translation adjustment         | -              | -     | -       | 228    |
| Total comprehensive income                      |                |       |         |        |
| Stock options exercised, including tax benefits | 197            | -     | 2,298   | -      |
| Share based compensation                        | -              | -     | 380     | -      |
| Stock repurchased and retired                   | (132)          | -     | (2,534) | -      |
| Dividend payment                                | -              | -     | -       | -      |
| Balance at September 30, 2006                   | 12,299         | \$ 49 | \$ 144  | \$ 741 |

The accompanying notes are an integral part of these statements.

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AAON, Inc., and Subsidiaries  
Consolidated Statements of Cash Flows  
(unaudited)

|                                                                                   | Nine Months<br>Ended<br>Sept. 30, 2006 |
|-----------------------------------------------------------------------------------|----------------------------------------|
|                                                                                   | (in thousands)                         |
| OPERATING ACTIVITIES                                                              |                                        |
| Net income                                                                        | \$ 12,595                              |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                        |
| Depreciation                                                                      | 6,836                                  |
| Provision for losses on accounts receivable                                       | 174                                    |
| Loss on disposition of assets                                                     | -                                      |
| Share-based compensation                                                          | 380                                    |
| Excess tax benefits from stock options exercised                                  | (1,280)                                |
| Deferred income taxes                                                             | (535)                                  |
| Changes in assets and liabilities:                                                |                                        |
| Accounts receivable                                                               | (13,935)                               |
| Inventories                                                                       | (5,949)                                |
| Prepaid expenses and other                                                        | 430                                    |
| Accounts payable                                                                  | 7,570                                  |
| Accrued liabilities                                                               | 4,948                                  |
| Net cash provided by operating activities                                         | 11,234                                 |
| INVESTING ACTIVITIES                                                              |                                        |
| Proceeds from matured certificate of deposit                                      | 3,000                                  |
| Investment in certificate of deposit                                              | (2,000)                                |
| Notes receivable, long-term                                                       | -                                      |
| Capital expenditures                                                              | (15,821)                               |
| Net cash used in investing activities                                             | (14,821)                               |

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### FINANCING ACTIVITIES

|                                                     |          |
|-----------------------------------------------------|----------|
| Borrowings under revolving credit facility          | 42,967   |
| Payments under revolving credit facility            | (36,470) |
| Payments of long-term debt                          | (81)     |
| Stock options exercised                             | 1,018    |
| Excess tax benefits from stock options exercised    | 1,280    |
| Repurchase of stock                                 | (3,108)  |
| Cash dividends paid to stockholders                 | (2,478)  |
|                                                     | -----    |
| Net cash provided by (used in) financing activities | 3,128    |
|                                                     | -----    |
| Effect of exchange rate on cash                     | 89       |
|                                                     | -----    |
| Net decrease in cash and cash equivalents           | (370)    |
|                                                     | -----    |
| Cash and cash equivalents, beginning of year        | 837      |
|                                                     | -----    |
| Cash and cash equivalents, end of period            | \$ 467   |
|                                                     | =====    |

The accompanying notes are an integral part of these statements.

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### AAON, Inc., and Subsidiaries Notes to the Consolidated Financial Statements September 30, 2006 (unaudited)

#### 1. BASIS OF PRESENTATION

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. The Company believes that the disclosures made in these financial statements are adequate to make the information presented not misleading when read in conjunction with the financial statements and the notes thereto included in the Company's latest audited financial statements which were included in the Form 10-K Report for the fiscal year ended December 31, 2005, filed by AAON, Inc. with the SEC. In the opinion of management, the accompanying financial statements include all normal, recurring adjustments and estimated provisions considered necessary by management to fairly state the results of the periods presented. Operating results for the nine months ended September 30, 2006, are not necessarily indicative of the results that may be expected for the year ending December 31, 2006.

#### Currency

Foreign currency transactions and financial statements are translated in accordance with Statement of Financial Standards No. 52, Foreign Currency Translations. The Company uses the U.S. dollar as its functional currency, except for the Company's Canadian subsidiaries, which use the Canadian dollar. Adjustments arising from translation of the Canadian subsidiaries' financial statements are reflected in the Consolidated Statement of Stockholders' Equity. Transaction gains or losses that arise from exchange rate fluctuations

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applicable to transactions are denominated in Canadian currency and are included in the results of operations as incurred.

### New Accounting Pronouncements

FASB (Financial Accounting Standards Board) Statement 123(R), Accounting for Stock-Based Compensation replaces FASB Statement No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. The Statement requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost will be recognized over the period of time during which an employee is required to provide service in exchange for the award. The Statement applies to all awards granted after December 31, 2005 and to any unvested awards outstanding at December 31, 2005. Effective January 1, 2006, the Company adopted the fair value recognition method of Statement of Financial Accounting Standards No. 123(R) Accounting for Stock Based Compensation (SFAS 123R), using the modified-prospective-transition method.

FASB Statement 151, Inventory Costs, replaces Accounting Research Bulletin No. 43, Chapter 4, Inventory Pricing. The Statement requires that abnormal amounts of idle facility expense, freight, handling costs and spoilage should be expensed as incurred and not included in overhead as an inventory cost. The new statement also requires that allocation of fixed production overhead costs should be based on normal capacity of the production facilities. The Statement was effective January 1, 2006. The adoption of this statement did not have a material impact on the Company's Consolidated Financial Statements.

In July 2006, the FASB released FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement 109. FIN 48 clarifies the accounting for uncertain tax positions as described in SFAS No. 109, Accounting for Income Taxes, and requires a company to recognize, in its financial statements, the impact of a tax position only if that position is "more likely than not" of being sustained on an audit basis solely on the technical merits of the position. FIN 48 also requires qualitative and quantitative disclosures including a discussion of reasonably possible changes that might occur in the recognized tax benefits over the next twelve months as well as a roll-forward of all unrecognized tax benefits. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the effect FIN 48 will have on the Company's Consolidated Financial Statements.

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In September 2006, the FASB released SFAS No. 157, "Fair Value Measurements". Statement 157 defines fair value and establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Although SFAS 157 applies to (and amends) the provisions of existing authoritative literature, it does not, of itself, require any new fair value measurements or establish valuation standards. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Adoption of SFAS 157 is not expected to have a material impact on the Company's Consolidated Financial Statements.

In September 2006, the staff of the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), which provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. SAB 108 becomes effective in fiscal 2007. Adoption of SAB 108 is not expected to have a material impact on the Company's Consolidated Financial Statements.

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### 2. STOCK COMPENSATION

The Company maintains a stock option plan for key employees, directors and consultants. The Company's stock option plan provided for 2,925,000 shares of common stock to be issued under the plan. Under the terms of the plan, the exercise price of shares granted may not be less than 85% of the fair market value at the date of the grant. Options granted to directors prior to May 25, 2004, vest one year from the date of grant and are exercisable for nine years thereafter. Options granted to directors on or after May 25, 2004, vest one-third each after 1-3 years. All other options granted vest at a rate of 20% per year, commencing one year after date of grant, and are exercisable during years 2-10.

Prior to January 1, 2006, the Company accounted for its nonqualified stock options under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Under APB 25, no stock-based employee compensation cost was reflected in net income, as all options granted under the plan qualified for "fixed" plan accounting and had an exercise price equal to the market value of the underlying common stock on the date of grant. The Company had adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation (SFAS 123). No stock based compensation cost was recognized in the Consolidated Statements of Income for the three and nine months ended September 30, 2005.

Effective January 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123(R) Share-Based Payment (SFAS 123R), using the modified-prospective-transition provisions. Under that transition method, compensation cost recognized in the first nine months of 2006 includes all share-based payments granted prior to, but not yet vested as of January 1, 2006, and compensation cost for all share-based payments granted subsequent to January 1, 2006. The compensation cost is based on the grant date fair value calculated using a Black-Scholes-Merton Option Pricing Model in accordance with provisions of Statement 123(R).

For the three and nine month periods ended September 30, 2006, the Company recognized approximately \$144,000 and \$380,000, respectively, in pre-tax compensation expense in the Consolidated Statement of Income related to the stock option plan. The total pre-tax compensation cost related to nonvested stock options not yet recognized as of September 30, 2006, is \$1.3 million and is expected to be recognized over a weighted-average period of 2.4 years.

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The effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation is as follows:

|                                                                                                  | Three Months Ended<br>Sept. 30, 2005 | Nine Months Ended<br>Sept. 30, 2005 |
|--------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|
|                                                                                                  | -----                                |                                     |
|                                                                                                  | (in thousands, except share data)    |                                     |
| Net income as reported                                                                           | \$ 2,766                             | \$ 9,177                            |
| Deduct additional compensation expense determined under fair value method for all awards, net of |                                      |                                     |

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|                      |          |          |
|----------------------|----------|----------|
| related tax effects  | (124)    | (312)    |
| Pro forma net income | \$ 2,642 | \$ 8,865 |
| Earnings per share:  |          |          |
| Basic, as reported   | \$ 0.22  | \$ 0.74  |
| Basic, pro forma     | \$ 0.21  | \$ 0.72  |
| Diluted, as reported | \$ 0.22  | \$ 0.72  |
| Diluted, pro forma   | \$ 0.21  | \$ 0.69  |

The following assumptions were used to determine the fair value of the unvested stock options on the original grant date for expense recognition purposes for options granted during the nine months ended September 30, 2006 and for pro forma disclosure purposes for the nine months ended September 30, 2005:

|                         | Nine Months Ended |                   |
|-------------------------|-------------------|-------------------|
|                         | Sept. 30,<br>2006 | Sept. 30,<br>2005 |
| Directors and Officers: |                   |                   |
| Expected dividend yield | 1.71%             | -                 |
| Expected volatility     | 43.49%            | 33.04%            |
| Risk-free interest rate | 4.64%             | 4.34%             |
| Expected life           | 8.0 yrs           | 8.0 yrs           |
| Forfeiture Rate         | 0%                | 0%                |
| Employees:              |                   |                   |
| Expected dividend yield | 1.71%             | -                 |
| Expected volatility     | 42.24%            | 33.04%            |
| Risk-free interest rate | 4.64%             | 4.34%             |
| Expected life           | 6.30 yrs          | 8.0 yrs           |
| Forfeiture Rate         | 28%               | 28%               |

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The following is a summary of stock options outstanding as of September 30, 2006:

| Range of Exercise Prices | Options Outstanding                      |                                             |                                 |                           | Options Exercisable September 30, 2006 |
|--------------------------|------------------------------------------|---------------------------------------------|---------------------------------|---------------------------|----------------------------------------|
|                          | Number Outstanding at September 30, 2006 | Weighted Average Remaining Contractual Life | Weighted Average Exercise Price | Aggregate Intrinsic Value |                                        |
| 2.33 - 3.39              | 313,878                                  | 0.65                                        | \$ 3.11                         | \$19.70                   | 313,878                                |
| 4.00 - 5.78              | 267,430                                  | 2.73                                        | 5.03                            | 17.78                     | 267,430                                |
| 8.59 - 9.98              | 84,375                                   | 4.50                                        | 9.41                            | 13.40                     | 84,375                                 |
| 13.40 - 16.94            | 116,300                                  | 7.56                                        | 15.70                           | 7.11                      | 43,300                                 |
| 17.10 - 19.32            | 84,250                                   | 6.82                                        | 18.57                           | 4.24                      | 49,250                                 |



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|               |         |      |         |         |      |
|---------------|---------|------|---------|---------|------|
| 20.29 - 27.65 | 99,000  | 9.34 | 24.27   | (1.46)  | 9,   |
| Total         | 965,233 | 3.82 | \$ 9.23 | \$13.58 | 768, |

A summary of option activity under the plan as of September 30, 2006, is as follows:

| Options                | Shares    | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Agg Int Valu |
|------------------------|-----------|---------------------------------|---------------------------------------------|--------------|
| Outstanding at 1-1-06  | 1,113,680 | \$ 7.51                         |                                             |              |
| Granted                | 90,000    | \$ 24.84                        |                                             |              |
| Exercised              | (196,297) | \$ 5.18                         |                                             |              |
| Forfeited or Expired   | (42,150)  | \$ 16.50                        |                                             |              |
| Outstanding at 9-30-06 | 965,233   | \$ 9.23                         | 3.82                                        |              |
| Exercisable at 9-30-06 | 768,413   | \$ 6.38                         | 2.53                                        |              |

The weighted average grant date fair value of options granted during 2006 was \$9.83. The total intrinsic value of options exercised during the nine months ended September 30, 2006 was \$3.59 million. The cash received from options exercised during the nine months ended September 30, 2006 was \$1 million.

A summary of the status of the non vested shares as of September 30, 2006, is as follows:

|                      | Shares   | Weighted Average Grant Date Fair Value |
|----------------------|----------|----------------------------------------|
| Nonvested at 1-1-06  | 197,420  | \$ 7.73                                |
| Granted              | 90,000   | \$ 9.83                                |
| Vested               | (48,450) | \$ 7.21                                |
| Forfeited            | (42,150) | \$ 7.67                                |
| Nonvested at 9-30-06 | 196,820  | \$ 8.72                                |

## 3. ACCOUNTS RECEIVABLE

The Company grants credit to its customers and performs ongoing credit evaluations. The Company generally does not require collateral or charge interest. The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends, economic and market conditions and the age of the receivable. Past due accounts

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are generally written off against the allowance for doubtful accounts only after all collection attempts have been exhausted.

Accounts receivable and the related allowance for doubtful accounts are as follows:

|                                       | September 30,<br>2006            | December 31,<br>2005 |
|---------------------------------------|----------------------------------|----------------------|
|                                       | -----<br>(in thousands)<br>----- |                      |
| Accounts receivable                   | \$ 46,525                        | \$ 46,525            |
| Less: allowance for doubtful accounts | (175)                            | (175)                |
|                                       | -----                            |                      |
| Total, net                            | \$ 46,350                        | \$ 46,350            |
|                                       | =====                            |                      |

|                                                    | September 30,<br>2006            | September 30,<br>2005 |
|----------------------------------------------------|----------------------------------|-----------------------|
|                                                    | -----<br>(in thousands)<br>----- |                       |
| Allowance for doubtful accounts:                   |                                  |                       |
| Balance, beginning of period                       | \$ 685                           | \$ 685                |
| Provision for losses on accounts receivable        | 426                              | 426                   |
| Adjustments to provision                           | (546)                            | (546)                 |
| Accounts receivable written off, net of recoveries | (390)                            | (390)                 |
|                                                    | -----                            |                       |
| Balance, end of period                             | \$ 175                           | \$ 175                |
|                                                    | =====                            |                       |

#### 4. INVENTORIES

Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method. The Company establishes an allowance for excess and obsolete inventories based on product line changes, the feasibility of substituting parts and the need for supply and replacement parts. At September 30, 2006, and December 31, 2005, inventory balances and the related changes in the allowance for excess and obsolete inventories account are as follows:

|                         | September 30,<br>2006            | December 31,<br>2005 |
|-------------------------|----------------------------------|----------------------|
|                         | -----<br>(in thousands)<br>----- |                      |
| Raw materials           | \$ 23,682                        | \$ 23,682            |
| Work in process         | 2,379                            | 2,379                |
| Finished goods          | 4,010                            | 4,010                |
|                         | -----                            |                      |
|                         | 30,071                           | 30,071               |
| Less: Inventory reserve | (350)                            | (350)                |
|                         | -----                            |                      |
| Total, net              | \$ 29,721                        | \$ 29,721            |
|                         | =====                            |                      |

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|                                                | Nine Months Ended |               |
|------------------------------------------------|-------------------|---------------|
|                                                | September 30,     | September 30, |
|                                                | 2006              | 2005          |
|                                                | (in thousands)    |               |
| Allowance for excess and obsolete inventories: |                   |               |
| Balance, beginning of period                   | \$ 350            | \$            |
| Provision for excess and obsolete inventories  | -                 |               |
| Adjustments to reserve                         | -                 |               |
| Balance, end of period                         | \$ 350            | \$            |

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## 5. ACCRUED LIABILITIES

At September 30, 2006, and December 31, 2005, accrued liabilities were comprised of the following:

|                        | September 30,  | December 31, |
|------------------------|----------------|--------------|
|                        | 2006           | 2005         |
|                        | (in thousands) |              |
| Warranty               | \$ 7,573       | \$           |
| Commissions            | 8,911          |              |
| Payroll                | 1,761          |              |
| Income taxes           | -              |              |
| Workers' compensation  | 457            |              |
| Medical self-insurance | 1,251          |              |
| Other                  | 1,543          |              |
| Total                  | \$ 21,496      | \$           |

## 6. REVOLVING CREDIT FACILITY

The Company's revolving credit facility provides for maximum borrowings of \$15.2 million. Interest on borrowings is payable monthly at the Wall Street Journal prime rate less .5% or LIBOR plus 1.6%, at the election of the Company (6.93% at September 30, 2006). At September 30, 2006, the Company had \$6.5 million in borrowings under the revolving credit facility and no borrowings outstanding under the revolving credit facility at December 31, 2005. In addition, the Company has a \$600,000 letter of credit that expires December 31, 2006. Borrowings available under the revolving credit facility at September 30, 2006, were \$8.1 million. The credit facility previously required the Company to maintain a certain financial ratio and prohibited the declaration of cash dividends. On February 14, 2006, the Board of Directors voted to initiate a semi-annual cash dividend of \$0.20 per share to the holders of the outstanding Common Stock of the Company as of the close of business on June 12, 2006, the record date, payable on July 3, 2006. In conjunction with the Board's vote on

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February 14, 2006, the restriction of payments of dividends was waived by the lender and removed from the covenants with the renewal of the line of credit July 30, 2006. At September 30, 2006, the Company was in compliance with its financial ratio covenants. On July 30, 2006, the Company renewed the line of credit with a maturity date of July 30, 2007.

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### 7. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

|                                              | Three Months Ended                                 |                | Nine Months Ended |
|----------------------------------------------|----------------------------------------------------|----------------|-------------------|
|                                              | Sept. 30, 2006                                     | Sept. 30, 2005 | Sept. 30, 2004    |
|                                              | -----                                              |                |                   |
|                                              | (in thousands, except share and per share amounts) |                |                   |
| Numerator:                                   |                                                    |                |                   |
| Net income                                   | \$ 5,397                                           | \$ 2,766       | \$ 12,397         |
|                                              | =====                                              | =====          | =====             |
| Denominator:                                 |                                                    |                |                   |
| Denominator for basic earnings per share -   |                                                    |                |                   |
| Weighted average shares                      | 12,318,895                                         | 12,331,957     | 12,303,895        |
| Effect of dilutive stock options             | 340,333                                            | 407,939        | 349,333           |
|                                              | -----                                              | -----          | -----             |
| Denominator for diluted earnings per share - |                                                    |                |                   |
| Weighted average shares                      | 12,659,228                                         | 12,739,896     | 12,653,228        |
|                                              | =====                                              | =====          | =====             |
| Basic earnings per share                     | \$ 0.44                                            | \$ 0.22        | \$ 1.00           |
|                                              | =====                                              | =====          | =====             |
| Diluted earnings per share                   | \$ 0.43                                            | \$ 0.22        | \$ 1.00           |
|                                              | =====                                              | =====          | =====             |
| Anti-dilutive shares                         |                                                    |                | 88,000            |
|                                              |                                                    |                | =====             |
| Weighted average exercise price              |                                                    |                | \$ 24.00          |
|                                              |                                                    |                | =====             |

### 8. STOCK REPURCHASE

Following repurchases of approximately 12% of its outstanding Common Stock between September 1999 and September 2001, the Company announced and began its current stock repurchase program on October 17, 2002, targeting repurchases of up to an additional 10% (1,325,000 shares) of its outstanding stock. Through September 30, 2006, the Company had repurchased a total of 1,257,864 shares under the current program for an aggregate price of \$22,034,568, or an average of \$17.52 per share. On February 14, 2006, the Board of Directors approved the suspension of the Company's repurchase program.

On July 1, 2005, the Company entered into a stock repurchase arrangement by which employee-participants in AAON's 401K Savings and Investment Plan are entitled to have shares of AAON stock in their accounts sold to the Company to

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provide diversification of their investments. Through September 30, 2006, the Company repurchased 226,855 shares for an aggregate price of \$4,698,783 or an average price of \$20.71 per share.

### 9. CONTINGENCIES

The Company is subject to claims and legal actions that arise in the ordinary course of business. Management believes that the ultimate liability, if any, will not have a material effect on the Company's results of operations or financial position.

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

AAON engineers, manufactures and markets air-conditioning and heating equipment consisting of standardized and custom rooftop units, chillers, air-handling units, make-up units, heat recovery units, condensing units and coils.

AAON sells its products to property owners and contractors through a network of manufacturers' representatives and its internal sales force. Demand for the Company's products is influenced by national and regional economic and demographic factors. The commercial and industrial new construction market is subject to cyclical fluctuations in that it is generally tied to housing starts, but has a lag factor of 6-18 months. Housing starts, in turn, are affected by such factors as interest rates, the state of the economy, population growth and the relative age of the population. When new construction is down, the Company emphasizes the replacement market.

The principal components of cost of goods sold are labor, raw materials, component costs, factory overhead, freight out and engineering expense. The principal raw materials used in AAON's manufacturing processes are steel, copper and aluminum. The major component costs include compressors, electric motors and electronic controls.

Selling, general, and administrative ("SG&A") costs include the Company's internal sales force, warranty costs, profit sharing and administrative expense. Warranty expense is estimated based on historical trends and other factors. The Company's warranty on its products is: for parts only, the earlier of one year from the date of first use or 14 months from date of shipment; compressors (if applicable), an additional four years, on gas-fired heat exchangers (if applicable), 15 years, and on stainless steel heat exchangers (if applicable), 25 years.

The office facilities of AAON, Inc. consist of a 337,000 square foot building (322,000 sq. ft. of manufacturing/warehouse space and 15,000 sq. ft. of office space) located at 2425 S. Yukon Avenue, Tulsa, Oklahoma (the "original facility"), and a 563,000 square foot manufacturing/warehouse building and a 22,000 square foot office building (the "expansion facility") located across the street from the original facility at 2440 S. Yukon Avenue. The Company utilizes 39% of the expansion facility and the remaining 61% is leased to a third party. The operations of the Longview, Texas plant are conducted in a plant/office building at 203-207 Gum Springs Road in Longview, Texas, containing 258,000 square feet (251,000 sq. ft. of manufacturing/warehouse and 7,000 sq. ft. of office space). In 2004 and 2005, AAON Coil Products purchased an additional 15 acres of land for future expansion. The Company's operations in Burlington, Ontario, Canada, are located at 279 Sumach Drive, consisting of an 82,000 sq. ft. office/manufacturing facility on a 5.6 acre tract of land.

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Set forth below is unaudited income statement information with respect to the Company for the periods ended September 30, 2006, and 2005:

|                                              | Three Months Ended |                | Nine           |
|----------------------------------------------|--------------------|----------------|----------------|
|                                              | Sept. 30, 2006     | Sept. 30, 2005 | Sept. 30, 2004 |
|                                              | (In thousands)     |                |                |
| Net sales                                    | \$ 64,153          | \$ 48,136      | \$176,911      |
| Cost of sales                                | 50,562             | 39,493         | 142,811        |
| Gross profit                                 | 13,591             | 8,643          | 34,099         |
| Selling, general and administrative expenses | 5,963              | 4,417          | 15,381         |
| Income from operations                       | 7,628              | 4,226          | 18,718         |
| Interest expense                             | (36)               | (4)            | (5)            |
| Interest income                              | -                  | 19             | 2              |
| Other income                                 | 157                | 167            | 42             |
| Income before income taxes                   | 7,749              | 4,408          | 19,110         |
| Income tax provision                         | 2,352              | 1,642          | 6,500          |
| Net income                                   | \$ 5,397           | \$ 2,766       | \$ 12,590      |

## Results of Operations

Net sales increased \$16.1 million (33.3%) to \$64.2 million from \$48.1 million for the three months ended September 30, 2006, and \$40.6 million (29.8%) to \$176.9 million from \$136.3 million for the nine months ended September 30, 2006, compared to the same periods in 2005. Increased sales were attributable to an increase in volume of product sold related to an improvement of the commercial and industrial construction industry, and an increased demand for the Company's new and redesigned products.

Gross profit increased \$5.0 million (57.2%) to \$13.6 million from \$8.6 million for the three months ended September 30, 2006, and increased \$7.0 million (26.0%) to \$34.1 million from \$27.1 million for the nine months ended September 30, 2006, compared to the same periods in 2005. Gross margins were 21.2% compared to 18.0% for the three months ended September 30, 2006 and September 30, 2005, respectively, and were 19.3% compared to 19.9% for the nine months ended September 30, 2006 and September 30, 2005, respectively. The increase in gross profits and earnings was due primarily to increased volume of product sold and price increases. The increase in margins was attained despite the continued high costs for steel, copper and aluminum, and an increase in manufacturing expense and inbound and outbound transportation charges related to the increase in fuel costs.

Steel, copper and aluminum are high volume materials used in the manufacturing of the Company's products, which are obtained from domestic suppliers. The Company experienced increased copper and steel prices during the first six

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months of the year with some stabilization of copper pricing during the second quarter that continued through the third quarter. The Company also purchases from other domestic manufacturers certain components, including compressors, electric motors and electrical controls used in its products.

The suppliers of these components are significantly affected by the rising raw material costs as steel, copper and aluminum are used in the manufacturing of their products. The Company is also experiencing price increases from component part suppliers. The Company attempts to limit the impact of price increases on these materials by entering into cancelable fixed price contracts with its major suppliers for periods of 6-12 months.

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Selling, general and administrative expenses increased \$1.6 million (35.0%) to \$6.0 million from \$4.4 million for the three months ended September 30, 2006, and increased \$2.4 million (18.4%) to \$15.4 million from \$13.0 million for the nine months ended September 30, 2006, compared to the same periods in 2005. The increase was due primarily to an increase in warranty and sales expenses related to increased sales, professional fees and employee benefits, salaries and stock option compensation expense.

### Financial Condition and Liquidity

Net accounts receivable increased \$13.9 million to \$46.3 million at September 30, 2006 from \$32.4 million at December 31, 2005, due to the increase in sales.

Inventories increased \$6.0 million to \$29.7 million at September 30, 2006, compared to \$23.7 million at December 31, 2005, due to the timing of procurement of raw material and purchased parts required to accommodate increased sales.

Accounts payable and accrued liabilities increased \$11.2 million to \$40.7 million at September 30, 2006, compared to \$29.5 million at December 31, 2005, due primarily to an increase in expenses and timing of payments to vendors.

The Company generated \$11.2 million and \$6.5 million cash from operating activities during the nine months ended September 30, 2006, and September 30, 2005, respectively. The increase in 2006 related primarily to an increase in net income and the timing of accounts payable payments and receipt of accounts receivable.

Cash flows used in investing activities were \$14.8 million for the nine months ended September 30, 2006, and \$5.7 million for the nine months ended September 30, 2005. Cash flows used in investing activities in 2006 and in 2005 were related primarily to capital expenditures for additions of machinery and equipment.

Cash flows provided by financing activities were \$3.1 million and cash flows used in financing activities were \$1.5 million during the nine months ended September 30, 2006, and September 30, 2005, respectively. The cash flows provided by financing activities in 2006, were due primarily to borrowings under the revolving credit facility. On February 14, 2006, the Board of Directors voted to initiate a semi-annual cash dividend of \$0.20 per share to the holders of the outstanding Common Stock of the Company as of the close of business on June 12, 2006, the record date, payable on July 3, 2006. The dividend payment of \$2.4 million was financed primarily by the revolving credit facility on June 30, 2006. On July 1, 2005, the Company entered into a stock repurchase arrangement by which employee-participants in AAON's 401K Savings and Investment Plan are entitled to have shares of AAON stock in their accounts sold to the Company to provide diversification of their investments. Through September 30, 2006, the Company repurchased 226,855 shares for an aggregate price of \$4.7 million. The cash used in financing activities in 2005 was related primarily to the

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repurchase of stock. The Company's revolving credit facility provides for maximum borrowings of \$15.2 million. Interest on borrowings is payable monthly at the Wall Street Journal prime rate less .5% or LIBOR plus 1.6%, at the election of the Company (6.93% at September 30, 2006). The Company's borrowings under the revolving credit facility were \$6.5 million and \$445,000 at September 30, 2006, and September 30, 2005, respectively. In addition, the Company has a \$600,000 letter of credit that expires December 31, 2006. Borrowings available under the revolving credit facility at September 30, 2006, were \$8.1 million. The credit facility previously required the Company to maintain a certain financial ratio and prohibited the declaration of cash dividends. In conjunction with the Board's vote on February 14, 2006, the restriction of payments of dividends was waived by the lender and removed from the covenants with the renewal of the line of credit July 30, 2006. At September 30, 2006, the Company was in compliance with its financial ratio covenants. On July 30, 2006, the Company renewed the line of credit with a maturity date of July 30, 2007.

Management believes the Company's bank revolving credit facility (or comparable financing), and projected cash flows from operations will provide the necessary liquidity and capital resources to the Company for a minimum of the next twelve months. The Company's belief that it will have the necessary liquidity and capital resources is based upon its knowledge of the HVAC industry and its place in that industry, its ability to limit the growth of its business if necessary, and its relationship with its existing bank lender. For information concerning the Company's revolving credit facility at September 30, 2006, see Note 6 to the financial statements included in this report.

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### Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Because these estimates and assumptions require significant judgment, future actual results could differ from those estimates and could have a significant impact on the Company's results of operations, financial position and cash flows. The Company reevaluates its estimates and assumptions on a monthly basis. A discussion of the significant accounting policies we have adopted and followed in the preparation of our consolidated financial statements is included within our Annual Report on Form 10-K for the year ended December 31, 2005, and there have been no material changes to these policies through September 30, 2006.

### New Accounting Pronouncements

FASB (Financial Accounting Standards Board) Statement 123(R), Accounting for Stock-Based Compensation replaces FASB Statement No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. The Statement requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost will be recognized over the period of time during which an employee is required to provide service in exchange for the award, which will be the vesting period. The Statement applies to all awards granted and any unvested awards at December 31, 2005. Effective January 1, 2006, the Company adopted the fair value recognition method of Statement of Financial Accounting Standards No. 123(R) Share-Based Payments (SFAS 123R), using the modified-prospective-transition method.

FASB Statement 151, Inventory Costs, replaces Accounting Research Bulletin No.



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43, Chapter 4, Inventory Pricing. The Statement requires that abnormal amounts of idle facility expense, freight, handling costs and spoilage should be expensed as incurred and not included in overhead as an inventory cost. The new statement also requires that allocation of fixed production overhead costs should be based on normal capacity of the production facilities. The Statement was effective January 1, 2006. The adoption of this statement did not have a material impact on the Company's Consolidated Financial Statements.

In July 2006, the FASB released FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement 109. FIN 48 clarifies the accounting for uncertain tax positions as described in SFAS No. 109, Accounting for Income Taxes, and requires a company to recognize, in its financial statements, the impact of a tax position only if that position is "more likely than not" of being sustained on an audit basis solely on the technical merits of the position. FIN 48 also requires qualitative and quantitative disclosures including a discussion of reasonably possible changes that might occur in the recognized tax benefits over the next twelve months as well as a roll-forward of all unrecognized tax benefits. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the effect FIN 48 will have on the Company's Consolidated Financial Statements.

In September 2006, the FASB released SFAS No. 157, "Fair Value Measurements". Statement 157 defines fair value and establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Although SFAS 157 applies to (and amends) the provisions of existing authoritative literature, it does not, of itself, require any new fair value measurements or establish valuation standards. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Adoption of SFAS 157 is not expected to have a material impact on the Company's Consolidated Financial Statements.

In September 2006, the staff of the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), which provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. SAB 108 becomes effective in fiscal 2007. Adoption of SAB 108 is not expected to have a material impact on the Company's Consolidated Financial Statements.

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### Forward-Looking Statements

This Quarterly Report includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "will", and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligations to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause results to differ materially from those in the forward-looking statements include (1) the timing and extent of changes in raw material and component prices, (2) the effects of fluctuations in the commercial/industrial new construction market, (3) the timing and extent of changes in interest rates, as well as other competitive

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factors during the year, and (4) general economic, market or business conditions.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company is subject to interest rate risk on its revolving credit facility which bears variable interest based upon a prime or LIBOR rate. The Company had an outstanding balance of \$6.5 million as of September 30, 2006.

Foreign sales accounted for less than 5% of the Company's sales in 2006 and the Company accepts payment for such sales in U.S. and Canadian dollars; therefore, the Company believes it is not exposed to significant foreign currency exchange rate risk on these sales. Foreign currency transactions and financial statements are translated in accordance with Statement of Financial Standards No. 52, Foreign Currency Translation. The Company uses the U.S. dollar as its functional currency, except for the Company's Canadian subsidiaries, which use the Canadian dollar. Adjustments arising from translation of the Canadian subsidiaries' financial statements are reflected in Consolidated Statements of Stockholders' Equity. Transaction gains or losses that arise from exchange rate fluctuations applicable to transactions are denominated in Canadian currency and are included in the results of operations as incurred.

Important raw materials purchased by the Company are steel, copper and aluminum, which are subject to price fluctuations. The Company attempts to limit the impact of price increases on these materials by entering cancelable fixed price contracts with its major suppliers for periods of 6 -12 months.

The Company does not utilize derivative financial instruments to hedge its interest rate or raw materials price risks.

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### Item 4. Controls and Procedures.

#### (a) Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this Quarterly Report on Form 10-Q, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer believe that:

- o The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and
- o The Company's disclosure controls and procedures operate such that important information flows to appropriate collection and disclosure points in a timely manner and are effective to ensure that such information is accumulated and communicated to the Company's management, and made known to the Company's Chief Executive Officer and Chief Financial Officer, particularly during the period when this Quarterly Report was prepared, as appropriate to allow timely decisions regarding the required disclosure.

AAON's Chief Executive Officer and Chief Financial Officer have evaluated the

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Company's disclosure controls and procedures and concluded that these controls and procedures were effective as of September 30, 2006.

### (b) Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting that occurred during the quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II - OTHER INFORMATION

### Item 1A. Risk Factors.

There have been no material changes from risk factors as previously disclosed in registrant's Form 10-K in response to Item 1A, to Part I of Form 10-K.

### Item 2. Unregistered Sales of Equity and Securities and Use of Proceeds.

Following repurchases of approximately 12% of its outstanding Common Stock between September 1999 and September 2001, the Company announced and began its current stock repurchase program on October 17, 2002, targeting repurchases of up to an additional 10% (1,325,000 shares) of its outstanding stock. Through September 30, 2006, the Company had repurchased a total of 1,257,864 shares under the current program for an aggregate price of \$22,034,568, or an average of \$17.52 per share. On February 14, 2006, the Board of Directors approved the suspension of the Company's repurchase program.

On July 1, 2005, the Company entered into a stock repurchase arrangement by which employee-participants in AAON's 401K Savings and Investment Plan are entitled to have shares of AAON stock in their accounts sold to the Company to provide diversification of their investments. Through September 30, 2006, the Company repurchased 226,855 shares for an aggregate price of \$4,698,783 or an average price of \$20.71 per share.

### Item 5. Other Information.

On February 14, 2006, the Board of Directors voted to initiate a semi-annual cash dividend of \$0.20 per share to the holders of the outstanding Common Stock of the Company as of the close of business on June 12, 2006, the record date, payable on July 3, 2006.

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### Item 6. Exhibits.

#### (a) Exhibits

|       |              |                                   |
|-------|--------------|-----------------------------------|
| (i)   | Exhibit 31.1 | Section 302 Certification of CEO  |
| (ii)  | Exhibit 31.2 | Section 302 Certification of CFO  |
| (iii) | Exhibit 32.1 | Section 1350 Certification of CEO |
| (iv)  | Exhibit 32.2 | Section 1350 Certification of CFO |

## SIGNATURES

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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.

AAON, INC.

Dated: November 7, 2006

By: /s/ Norman H. Asbjornson

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Norman H. Asbjornson  
President/CEO

Dated: November 7, 2006

By: /s/ Kathy I. Sheffield

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Kathy I. Sheffield  
Vice President/CFO

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