

GRIFFON CORP  
Form 10-K  
November 16, 2012

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

**FORM 10-K**

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

**For the year ended September 30, 2012**

**OR**

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

**Commission File No. 1-06620**

**GRIFFON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**712 Fifth Avenue, 18<sup>th</sup> Floor, New York, New York**

(Address of Principal Executive Offices)

**11-1893410**

(I.R.S. Employer Identification No.)

**10019**

(Zip Code)

Registrant's telephone number, including area code: **(212) 957-5000**

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.25 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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)

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has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>
<i>(Do not check if a smaller reporting company)</i>			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of the close of business March 31, 2012, the registrant's most recently completed second quarter, was approximately \$494,000,000. The registrant's closing price as reported by the New York Stock Exchange-Composite Transactions for March 31, 2012 was \$10.70. The number of the registrant's outstanding shares was 60,793,342 as of October 31, 2012.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Part III (Items 10, 11, 12, 13 and 14). Registrant's definitive proxy statement to be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

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**Special Notes Regarding Forward-Looking Statements**

This Annual Report on Form 10-K, especially Management's Discussion and Analysis, contains certain forward-looking statements within the meaning of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Such statements relate to, among other things, income, earnings, cash flows, revenue, changes in operations, operating improvements, industries in which Griffon Corporation (the Company or Griffon) operates and the United States and global economies. Statements in this Form 10-K that are not historical are hereby identified as forward-looking statements and may be indicated by words or phrases such as anticipates, supports, plans, projects, expects, believes, should, would, could, hope, forecast, management will, estimates, intends, explores, opportunities, the negative of these expressions, use of the future tense and similar words or phrases. Forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from those expressed in any forward-looking statements. These risks and uncertainties include, among others: current economic conditions and uncertainties in the housing, credit and capital markets; Griffon's ability to achieve expected savings from cost control, integration and disposal initiatives; the ability to identify and successfully consummate and integrate value-adding acquisition opportunities; increasing competition and pricing pressures in the markets served by Griffon's operating companies; the ability of Griffon's operating companies to expand into new geographic and product markets and to anticipate and meet customer demands for new products and product enhancements and innovations; reduced military spending by the government on projects for which Griffon's Telephonics Corporation supplies products, including as a result of sequestration which is currently scheduled to take effect in January 2013; increases in the cost of raw materials such as resin and steel; changes in customer demand or loss of a material customer at one of the operating companies; the potential impact of seasonal variations and uncertain weather patterns on certain of Griffon's businesses; political events that could impact the worldwide economy; a downgrade in Griffon's credit ratings; changes in international economic conditions including interest rate and currency exchange fluctuations; the reliance by certain of Griffon's businesses on particular third party suppliers and manufacturers to meet customer demands; the relative mix of products and services offered by Griffon's businesses, which impacts margins and operating efficiencies; short-term capacity constraints or prolonged excess capacity; unforeseen developments in contingencies, such as litigation; unfavorable results of government agency contract audits of Telephonics Corporation; Griffon's ability to adequately protect and maintain the validity of patent and other intellectual property rights; the cyclical nature of the businesses of certain of Griffon's operating companies; and possible terrorist threats and actions and their impact on the global economy. Readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date made. Griffon undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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*(Unless otherwise indicated, any reference to years or year-end refers to the fiscal year ending September 30 and US dollars and non US currencies are in thousands, except per share data)*

### **PART I**

#### **Item 1. Business**

##### **The Company**

Griffon Corporation (the Company or Griffon), is a diversified management and holding company that conducts business through wholly-owned subsidiaries. Griffon oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. Griffon, to further diversify, also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital.

Headquartered in New York, N.Y., the Company was founded in 1959 and is incorporated in Delaware. Griffon is listed on the New York Stock Exchange and trades under the symbol GFF.

Griffon currently conducts its operations through three businesses: Telephonics Corporation ( Telephonics ), Home & Building Products ( HBP ) and Clopay Plastic Products Company ( Plastics ).

HBP, which consists of two companies, Ames True Temper, Inc ( ATT ) and Clopay Building Products ( CBP ), accounted for 46% of Griffon's consolidated revenue in 2012, 46% in 2011, and on a pro forma basis giving effect to the acquisition of ATT as if it had occurred on October 1, 2009, 48% of Griffon's consolidated revenue in 2010:

- ATT, acquired on September 30, 2010, is a global provider of non-powered landscaping products that make work easier for homeowners and professionals. Due to the timing of the acquisition, none of ATT's 2010 and prior results of operations were included in Griffon's results. ATT's revenue was 23% of Griffon's consolidated revenue in 2012 and 24% in 2011. 2010 pro forma revenue was \$443,634, or 26% of Griffon's pro forma 2010 revenue of \$1,737,630 (unaudited), giving effect to the acquisition of ATT as if it had occurred on October 1, 2009.
- CBP is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional installing dealers and major home center retail chains. CBP's revenue was 23% of Griffon's consolidated revenue in 2012, 22% in 2011 and 30% in 2010.

Telephonics designs, develops and manufactures high-technology integrated information, communication and sensor system solutions for military and commercial markets worldwide. Telephonics' revenue was 24% of Griffon's consolidated revenue in 2012, 25% in 2011 and 34% in 2010.

Plastics is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications. Plastics' revenue was 30% of Griffon's consolidated revenue in 2012, 29% in 2011 and 36% in 2010.

On October 17, 2011, Griffon acquired the pots and planters business of Southern Sales & Marketing Group, Inc. ( Southern Patio ) for approximately \$23,000. The acquired business, which markets its products under the Southern Patio™ brand name, is a leading designer, manufacturer and marketer of landscape accessories. Southern Patio, which has been integrated with ATT, had revenue exceeding \$40,000 in 2011.

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On March 17, 2011, in an unregistered offering through a private placement under Rule 144A, Griffon issued, at par, \$550,000 of 7.125% Senior Notes due in 2018 ( Senior Notes ); interest on the Senior Notes is payable semi-annually. Proceeds were used to pay down the outstanding borrowings under a senior secured term loan facility and two senior secured revolving credit facilities of certain Company subsidiaries. The Senior Notes are senior unsecured obligations of Griffon guaranteed by certain domestic subsidiaries, and are subject to certain covenants, limitations and restrictions. On August 9, 2011, Griffon exchanged all of the Senior Notes for substantially identical Senior Notes registered under the Securities Act of 1933, via an exchange offer.

On March 18, 2011, Griffon entered into a five-year \$200,000 Revolving Credit Facility ( Credit Agreement ), which includes a letter of credit sub-facility with a limit of \$50,000, a multi-currency sub-facility of \$50,000 and a swing line sub-facility with a limit of \$30,000. Interest is payable on borrowings at either a LIBOR or base rate benchmark rate plus an applicable margin, which adjusts based on financial performance. The current margins are 1.5% for base rate loans and 2.5% for LIBOR loans, in each case without a floor. Borrowings under the Credit Agreement are guaranteed by certain domestic subsidiaries and are secured, on a first priority basis, by substantially all assets of the Company and the guarantors. At September 30, 2012, there were \$21,693 of standby letters of credit outstanding under the Credit Agreement; \$178,307 was available for borrowing at that date.

On September 30, 2010, Griffon purchased all of the outstanding stock of CHATT Holdings, Inc. ( ATT Holdings ), the parent of ATT, on a cash and debt-free basis, for \$542,000 in cash, subject to certain adjustments. As the purchase of ATT occurred on September 30, 2010, ATT s operating results are not included in Griffon s consolidated statements of operations or cash flows, or footnotes relating thereto for any year presented prior to October 1, 2010, except where explicitly stated as pro-forma results. All pro forma results are unaudited and, unless otherwise stated, give effect to the acquisition of ATT as if it had occurred on October 1, 2009. The Griffon consolidated balance sheet at September 30, 2010, and related notes thereto, include ATT s balances at that date.

In July 2010, Griffon retired substantially all of its outstanding 4% Convertible Subordinated Notes due 2023 when these notes were put to Griffon at par.

In December 2009, Griffon issued \$100,000 principal amount of 4% Convertible Subordinated Notes due 2017 (the 2017 Notes ) at an initial conversion ratio of 67.0799 shares of Griffon common stock per \$1,000 principal amount of the 2017 Notes, corresponding to an initial conversion price of approximately \$14.91 per share.

In 2008, as a result of the downturn in the residential housing market, Griffon exited substantially all operating activities of its Installation Services segment which sold, installed and serviced garage doors and openers, fireplaces, floor coverings, cabinetry and a range of related building products, primarily for the new residential housing market. Griffon sold eleven units, closed one unit and merged two units into CBP. Operating results of substantially all this segment has been reported as discontinued operations in the Consolidated Statements of Operations for all periods presented; the Installation Services segment is excluded from segment reporting.

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Griffon makes available, free of charge through its website at [www.griffoncorp.com](http://www.griffoncorp.com), its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as soon as reasonably practicable after such materials are filed with or furnished to the Securities and Exchange Commission (the "SEC").

For information regarding revenue, profit and total assets of each segment, see the Business Segments footnote in the Notes to Consolidated Financial Statements.

### Reportable Segments:

#### **Home & Building Products**

Home & Building Products consists of two companies, Ames True Temper, Inc and Clopay Building Products, which are described below.

#### **Ames True Temper**

ATT is the leading U.S. and a global provider of non-powered landscaping products that make work easier for homeowners and professionals. ATT employs approximately 1,400 employees.

#### *Brands*

ATT brands are among the most recognized across primary product categories in the North American, non-powered landscaping product markets. ATT's brand portfolio includes Ames®, True Temper®, Ames True Temper®, Garant®, Hound Dog®, Westmix®, Dynamic Design® and Southern Patio®, as well as contractor-oriented brands including UnionTools®, Razor-Back® Professional Tools and Jackson® Professional Tools. This strong portfolio of brands enables ATT to build and maintain long-standing relationships with leading retailers and distributors. In addition, given the breadth of ATT's brand portfolio and product category depth, ATT is able to offer specific, differentiated branding strategies for key retail customers. In addition to the brands listed, ATT also sells private label branded products further enabling channel management and customer differentiation.

#### *Products*

ATT manufactures and markets one of the broadest product portfolios in the non-powered landscaping product industry. This portfolio is anchored by three core product categories: long handle tools, wheelbarrows, and snow tools. As a result of ATT's brand portfolio recognition, high product quality, industry leading service and strong customer relationships, ATT has earned market-leading positions in the long handle tool, wheelbarrow, and snow tool product categories. The following is a brief description of ATT's primary product lines:

*Long Handle Tools:* An extensive line of engineered tools including shovels, spades, scoops, rakes, hoes, cultivators, weeders, post hole diggers, scrapers, edgers and forks, marketed under leading brand names including Ames®, True Temper®, Jackson® Professional Tools, UnionTools®, Razor-Back® Professional Tools, and Garant®.

*Wheelbarrows:* ATT designs, develops and manufactures a full line of wheelbarrows and lawn carts, primarily under the Ames®, True Temper®, Jackson® Professional Tools, Razor-Back® Professional Tools, UnionTools®, Garant® and Westmix® brand names. The products range in size (2 cubic feet to 10 cubic feet), material (poly and steel), tray form, tire type, handle length and color based on the needs of homeowners, landscapers and contractors.

*Snow Tools:* A complete line of snow tools is marketed under the Ames True Temper®, True Temper® and Garant® brand names. The snow tool line includes shovels, pushers, roof rakes, sled sleigh shovels, scoops and ice scrapers.

*Planters and Lawn Accessories:* ATT is a designer, manufacturer and distributor of indoor and outdoor planters and accessories, sold under the Dynamic Design® and Southern Patio® brand names, as well as various private label brands. The range of planter sizes (from 6 to 32 inches) are available in various designs, colors and materials. On October 17, 2011, Griffon acquired the pots and planters business which markets its products under the Southern Patio® brand name. Southern Patio is a leading designer, manufacturer and marketer of decorative landscape products. Southern Patio® and Dynamic Design® have been integrated to leverage Southern Patio's capabilities, enhances ATT's product offering in the pots and planters category and enables ATT to improve its innovation and speed to market in the category.

*Striking Tools:* Axes, picks, mattocks, mauls, wood splitters, sledgehammers and repair handles make up the striking tools product line. These products are marketed under the True Temper®, Jackson® Professional Tools, UnionTools®, Garant® and Razor-Back® Professional Tools brand names.

*Pruning:* The pruning line is made up of pruners, loppers, shears and other tools sold primarily under the True Temper® brand name.

*Garden Hose and Storage:* ATT offers a wide range of both manufactured and sourced garden hoses and hose reels under the Ames®, NeverLeak® and Jackson® Professional Tools brand names.

#### *Customers*

ATT sells products throughout North America, Australia, and Europe through (1) retail centers, including home centers and mass merchandisers, such as The Home Depot ( Home Depot ), Lowe's Companies ( Lowe's ), Walmart, Canadian Tire, Costco, Rona, Bunnings, and Woodies (2) wholesale chains, including hardware stores and garden centers, such as Ace, Do-It-Best and True Value and (3) industrial distributors, such as Grainger and ORS Nasco.

Home Depot and Lowe's are significant customers of ATT. The loss of either of these customers would have a material effect on ATT's and Griffon's business.

#### *Product Development*

ATT product development efforts focus on both new products and product line extensions. Products are developed through in-house industrial design and engineering staffs, and through relationships with a number of outside product engineering and design firms, to introduce new products timely and cost effectively. Examples of recent new product initiatives include the SnoForce® combo snow shovel, NeverLeak® hose reel with patent pending aluminum water system, Total Control® Wheelbarrow with patented handle system, and new Stonecraft® fiber clay planters providing a heavier, more durable ceramic-like pot.

#### *Sales and Marketing*

ATT's sales organization is structured by distribution channel in the U.S. and by country internationally. In the U.S., a dedicated team of sales professionals is provided for each of the large retail customers. Offices are maintained adjacent to each of the three largest customers headquarters, as well as dedicated in-house sales analysts at the corporate office. In addition, sales professionals are assigned to domestic, wholesale and industrial distribution channels. Sales teams located in Canada, Australia, Mexico and Ireland handle sales in each of their respective locations.

*Raw Materials and Suppliers*

ATT's primary raw material inputs include resin (primarily polypropylene and high density polyethylene), wood (mainly ash, hickory and poplar logs) and steel (hot rolled and cold rolled). In addition, some key materials and components are purchased, such as metal fork components, wheelbarrow tires, shovel heads and fiberglass handles; most final assembly is completed internally in order to ensure consistent quality. All raw materials used by ATT are generally available from a number of sources.

*Competition*

The non-powered landscaping product industry is highly competitive and fragmented. Most competitors consist of small, privately-held companies focusing on a single product category. Some competitors such as Fiskars Corporation and Truper Herramientas S.A. de C.U. compete in various tool categories, Suncast Corporation in hose reels and accessories, and Colorite Waterworks and Swan, both Techniplex companies, in garden hoses. In addition, there is competition from imported or sourced products from China, India and other low-cost producing countries, particularly in long handled tools, wheelbarrows, planters, striking tools and pruning tools.

The principal factors by which ATT differentiates itself and provides the best value to customers are innovation, service, quality, performance and reliability with strong brand heritage. ATT's size, depth and breadth of product offering, category knowledge, research and development ( R&D ) investment and service are competitive advantages. Offshore manufacturers lack sufficient product innovation, capacity, lead time and distribution capabilities to service large retailers to compete in highly seasonal, weather related product categories.

*Manufacturing & Distribution*

ATT has nine operational distribution centers. In the U.S., the largest of these is a 1.2 million square foot facility in Carlisle, Pennsylvania and a 400,000 square foot facility in Reno, Nevada. Finished goods from manufacturing sites are transported to these facilities by an internal fleet, over the road trucking and rail. Additionally, light assembly is performed at the Carlisle, Pennsylvania and Reno, Nevada locations. Distribution centers are maintained in Canada and Ireland, and ATT utilizes a third party distribution center in Mexico City, Mexico. ATT has five distribution centers in Australia. ATT has a combination of internal and external, domestic and foreign manufacturing sources from which it produces products for sale in North American, Australian and European markets.

**Clopay Building Products**

CBP is the largest manufacturer and marketer of residential garage doors, among the largest manufacturers of commercial sectional doors in the United States and manufactures a complete line of entry door systems uniquely designed to complement its popular residential garage door styles. The majority of CBP's sales are for home remodeling and renovation, with the balance for the new residential housing and commercial building markets. Sales into the home remodeling market are being driven by the continued aging of the housing stock, existing home sales activity, the trend of improving home appearance, as well as improved energy efficiency. CBP employs approximately 1,300 employees.



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According to the US census, calendar year 2012 new construction single-family homes starts will increase by 43%. The repair and remodel market increased 4% from calendar year 2011 spending levels. The commercial segment saw spending drop 6% for the year (according to estimates from McGraw Hill Construction Dodge). According to industry sources, the residential and commercial sectional garage door market for calendar year 2011 was estimated to be \$1,600,000, which increased \$100,000 over the prior year.

### *Brands*

CBP brings nearly 50 years of experience and innovation to the garage door industry. Our strong family of brands includes Clopay®, America's Favorite Garage Doors®; Holmes Garage Door Company® and IDEAL Door®. Clopay is the only residential garage door brand to hold the Good Housekeeping Seal of Approval.

### *Products and Service*

CBP manufactures a broad line of residential sectional garage doors with a variety of options, at varying prices. CBP offers garage doors made primarily from steel, plastic composite and wood, and also sells related products, such as garage door openers, manufactured by third parties.

CBP also markets commercial sectional doors, which are similar to residential garage doors, but are designed to meet the more demanding performance specifications of a commercial application.

CBP has a complete line of entry door systems uniquely designed to complement its popular residential garage door styles.

### *Customers*

CBP is the principal supplier of residential garage doors throughout North America to Home Depot and Menards. The loss of either of these customers would have a material adverse effect on CBP's and Griffon's business. CBP distributes its garage doors directly to customers from its manufacturing facilities and through its distribution centers located throughout the United States and Canada. These distribution centers allow CBP to maintain an inventory of garage doors near installing dealers and provide quick-ship service to retail and professional dealer customers.

### *Product Development*

CBP product development efforts focus on both new products and improvements to existing products. Products are developed through in-house design and engineering staffs.

CBP operates a technical development center where its research engineers design, develop and implement new products and technologies and perform durability and performance testing of new and existing products, materials and finishes. CBP continually improves their garage door offerings through these development efforts, focusing on characteristics such as strength, design and energy efficiency. Also at this facility, the process engineering team works to develop new manufacturing processes and production techniques aimed at improving manufacturing efficiencies and ensuring quality-made products.

### *Sales and Marketing*

The CBP sales and marketing organization supports our customers, consults on new product development and aggressively markets garage door solutions, with a primary focus on the North American market.

*Raw Materials and Suppliers*

The principal raw material used in CBP's manufacturing is galvanized steel. CBP also utilizes certain hardware components, as well as wood and insulated foam. All of these raw materials are generally available from a number of sources.

*Competition*

The garage door industry is characterized by several large national manufacturers and many smaller regional and local manufacturers. CBP competes on the basis of service, quality, price, brand awareness and product design.

CBP's brand names are widely recognized in the building products industry. CBP believes that it has earned a reputation among installing dealers, retailers and wholesalers for producing a broad range of innovative, high-quality doors. CBP's market position and brand recognition are key marketing tools for expanding its customer base, leveraging its distribution network and increasing its market share.

*Distribution*

CBP distributes its products through a wide range of distribution channels, including installing dealers, retailers and wholesalers. CBP owns and operates a national network of 49 distribution centers. Additionally, products are sold to approximately 2,000 independent professional installing dealers and to major home center retail chains. CBP maintains strong relationships with its installing dealers and believes it is the largest supplier of residential garage doors to the retail and professional installing channels in North America.

*Manufacturing*

CBP currently has manufacturing facilities, in Troy, Ohio, Russia, Ohio, and Auburn, Washington.

During the first quarter of 2013, CBP announced the closing of the Auburn, Washington facility and the consolidation of that facility into its Russia, Ohio facility. The consolidation of these facilities is expected to be completed in the second quarter of 2013.

In June 2009, CBP undertook to consolidate its manufacturing facilities. These actions were completed in 2011. CBP incurred total pre-tax exit and restructuring costs approximating \$9,031, substantially all of which was cash charges; charges include \$1,160 for one-time termination benefits and other personnel costs, \$210 for excess facilities and related costs, and \$7,661 for other exit costs, primarily in connection with production realignment, and had \$10,365 of capital expenditures.

The facility consolidation was part of CBP's continuing efforts to improve and streamline its manufacturing processes. CBP's engineering and technological expertise, combined with its capital investment programs, has enabled it to efficiently manufacture products in large volume and meet changing customer needs in a timely manner. CBP uses proprietary manufacturing processes to produce the majority of its products. Certain machinery and equipment are internally modified to achieve manufacturing objectives. These manufacturing facilities produce a broad line of high quality garage doors for distribution to professional installer, retail and wholesale channels.

## **Telephonics Corporation**

Telephonics specializes in advanced electronic information and communication systems for defense, aerospace, civil, industrial, and commercial applications for the United States ( U.S. ) and international markets. Telephonics designs, develops, manufactures, sells, and provides logistical support for aircraft intercommunication systems, radar, air traffic management, identification friend or foe equipment, Integrated Homeland Security Systems and custom, mixed-signal, application-specific, integrated circuits. Telephonics is also a provider of advanced systems engineering services supporting air and missile defense programs, as well as other threat and situational analysis requirements. Telephonics is a leading supplier of airborne maritime surveillance radar and aircraft intercommunication management systems, the segment's two largest product lines. In addition to its traditional defense products used predominantly by the U.S. Government and its agencies, Telephonics has adapted its core technologies to products used in international markets in an effort to further increase its presence in both non-defense government and commercial markets. In 2012, approximately 79% of the segment's sales were to the U.S. Government and agencies thereof, as a prime or subcontractor, 11% to international customers and 10% to U.S. commercial customers. Telephonics employs approximately 1,100 employees.

Griffon believes that Telephonics' advanced systems and sub-systems are well-positioned to address the needs of an electronic battlefield with emphasis on providing situational awareness to the warfighters through the retrieval and dissemination of timely data for use by highly mobile ground, air and sea-going forces. Telephonics anticipates that the need for such systems will increase in connection with the increasingly active role that the military is playing in the war on terrorism, both at home and abroad. In recent years, Telephonics has increasingly focused its technologies and core competencies in the growing Homeland Security, Air Traffic Management, and Unmanned Aerial Vehicle ( UAV ) markets.

On August 1, 2012, Telephonics signed a definitive agreement to form a Joint Venture ( JV ) with Mahindra & Mahindra Ltd., one of India's leading business houses, to provide the Indian Ministry of Defense and the Indian Civil sector with radar and surveillance systems, Identification Friend or Foe ( IFF ) devices and communication systems. In addition, the JV intends to provide systems for Air Traffic Management Services, Homeland Security and other emerging surveillance requirements.

### *Programs and Products*

Based on long-established relationships supported by existing contractual arrangements, Telephonics is a first-tier supplier to prime contractors in the defense industry such as Lockheed Martin, Boeing, Northrop Grumman, General Dynamics, MacDonald Dettwiler, Sierra Nevada Corporation and Sikorsky Aircraft, and is at times a prime contractor to the U.S. Department of Defense and the U.S. Department of Homeland Security ( Homeland Security ). The significance of each of these customers to Telephonics' revenue fluctuates on an annual basis, based on the timing and funding of the Original Equipment Manufacturers ( OEM ) contract award, and the technological scope of the work required to be performed. The significant contraction and consolidation in the U.S. and international defense industry provides opportunities for established first-tier suppliers to capitalize on existing relationships with major prime contractors and play a larger role in defense systems development and procurement, for the foreseeable future.

Telephonics continues to direct resources towards Homeland Security programs. Previously, Telephonics has completed a contract from the U.S. Customs and Border Protection for mobile surveillance systems as part of Homeland Security's initiative to protect the U.S. borders, and in 2011 was awarded another contract to provide additional mobile surveillance systems. These programs represent strategic advances for Telephonics by enabling it to expand its core technical expertise into the nascent and growing Homeland Security market. As with many Department of Homeland Security programs, the system specifications, and operational and test requirements are challenging, exacerbated by demanding delivery schedules.

In 2010, Telephonics was selected by Northrop Grumman as the radar supplier for the U.S. Navy's Firescout MQ-8 program, which is a vertical take-off and landing UAV platform. This positions Telephonics, with both its radar and communications products, as a strong competitor in this growing market segment. Telephonics expects to start recognizing revenue for this project in 2013 and begin shipping in 2014.

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As a result of its performance on a prior manufacturing contract with Syracuse Research Corporation, Telephonics received a subcontract award from Sierra Nevada Corporation for both production and support of counter-IED devices which resulted in \$24,000, \$44,000 and \$46,000 in 2012, 2011 and 2010, respectively.

### *Backlog*

The funded backlog for Telephonics approximated \$451,000 at September 30, 2012, compared to \$417,000 at September 30, 2011. The increase in backlog is primarily attributable to additional funding received for the MH-60R program, a unique, fully integrated multi-mode radar and identification friend or foe interrogator system. Approximately 70% of the current backlog is expected to be filled during 2013.

### *Customers*

The U.S. Government, through its agencies, Lockheed Martin Corporation and the Boeing Company are significant customers of Telephonics. The loss of any one of these customers would have a material adverse effect on Telephonics' business. Notwithstanding the significance of Lockheed Martin Corporation and the Boeing Company, Telephonics sells to a diverse group of other domestic and international defense industry contractors, as well as others who use Telephonics products for commercial use.

Telephonics participates in a range of long-term defense and non-military government programs, both in the U.S. and internationally. Telephonics has developed a base of installed products that generate significant recurring revenue from product enhancements and retrofits as well as providing spare parts and customer support. Due to the inherent complexity of these electronic systems, Telephonics believes that its incumbent status on major platforms provides a competitive advantage in the selection process for platform upgrades and enhancements. Furthermore, Telephonics believes that its ability to leverage and apply its advanced technology to new platforms provides a competitive advantage when bidding for new business.

### *Research and Development*

In an effort to maintain customer satisfaction and loyalty, Telephonics works closely with prime customers to ensure that there is a future market for its products by investing R&D funds in desired enhancements. Telephonics continually updates its core technologies through internally funded R&D while coordinating with its customers at the earliest stages of new program development in an effort to provide solutions well in advance of its competitors. Telephonics is a technological leader in its core markets and pursues new growth opportunities by leveraging its systems design and engineering capabilities and incumbent position on key platforms.

In addition to products for defense programs, Telephonics technology is also used in commercial applications such as airborne weather, search and rescue radar, and air traffic management systems. Telephonics' reputation for innovative product design and engineering capabilities, especially in the areas of voice and data communications, radio frequency design, digital signal processing, networking systems, inverse synthetic aperture radar and analog, digital and mixed-signal integrated circuits, will continue to enhance its ability to secure, retain and expand its participation in defense programs and commercial opportunities.

Telephonics often designs its products to exceed customers' minimum specifications, providing its customers with greater performance, flexibility, and value. Telephonics believes that early participation and communication with its customers in the requirements definition stages of new program development increases the likelihood that its products will be selected and integrated as part of a total system solution.

*Sales and Marketing*

Telephonics has technical business development personnel who act as the focal point for its marketing activities and sales representatives who introduce its products and systems to customers worldwide.

*Competition*

Telephonics competes with major manufacturers of electronic information and communication systems, as well as several smaller manufacturers of similar products. Telephonics endeavors to design products with greater performance and flexibility than its competitors while competing on the basis of technology, design, quality and price.

*Manufacturing Facilities*

Telephonics facilities are principally located in the United States, primarily in New York, with one facility in Sweden. Telephonics also maintains a Technical Support Services Center in Elizabeth City, North Carolina which supports aircraft integration and upgrade activities, in addition to providing support services to customers.

**Clopay Plastic Products**

Plastics produces and develops specialty plastic films and laminates for a variety of hygienic, health care and industrial uses in the United States and certain international markets. Products include thin gauge embossed and printed films, elastomeric films, laminates of film and non-woven fabrics, and perforated films and non-wovens. These products are used as moisture barriers in disposable infant diapers, adult incontinence products and feminine hygiene products, protective barriers in single-use surgical and industrial gowns, drapes and equipment covers, fluid transfer/distribution layers in absorbent products, components to enhance comfort and fit in infant diaper and adult incontinence products, packaging for hygienic products, house wrap and other products. Plastics products are sold through a direct sales force, primarily to multinational consumer and medical products companies. Plastics employs approximately 1,500 employees.

The markets in which Plastics participates have been affected by several key trends over the past five years. These trends include the increased use of disposable products in developing countries and favorable demographics, including increasing immigration in major global economies. Other trends representing significant opportunities include the continued demand for innovative products such as cloth-like, breathable, laminated and printed products, and large consumer products companies need for global supply partners. Notwithstanding the positive trends affecting the industry, product design changes by the customer can change the products manufactured by Plastics and the associated demand.

Plastics believes that its business development activities targeting major multinational and regional producers of hygiene, healthcare and related products and its investments in its technology development capability and capacity increases will lead to additional sales of new and related products.

*Products*

Plastics specialty plastic film is a thin-gauge film engineered to provide certain performance characteristics and manufactured from polymer resins. A laminate

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is the combination of a plastic film and a woven or non-woven fabric. These products are produced using both cast and blown extrusion and various laminating processes. High speed, multi-color custom printing of films, customized embossing patterns, and proprietary perforation technology further differentiate the products. Specialty plastic film products typically provide a unique combination of performance characteristics, such as breathability, barrier properties, fluid flow management, elastic properties, process ability and aesthetic appeal, that meet specific, proprietary customer needs.

### *Customers*

Plastics' largest customer is Procter & Gamble, Co. ( P&G ), which has accounted for approximately half of its revenue over the last five years. The loss of this customer would have a material adverse effect on the Plastics business and Griffon. Notwithstanding the significance of P&G, Plastics sells to a diverse group of other leading consumer, health care and industrial companies.

### *Product Development*

Plastics is an industry leader in the research, design and development of specialty plastic film and laminate products. Plastics operates a technical center where polymer chemists, scientists and engineers work independently and in partnerships with customers to develop new technologies, products, processes and product applications.

Plastics' R&D efforts have resulted in many inventions covering embossing patterns, improved processing methods, product formulations, product applications and other proprietary technology. Products developed include microporous breathable films and cost-effective printed films and laminates. Microporous breathability provides for moisture vapor transmission and airflow while maintaining barrier properties resulting in improved comfort and skin care. Elastic laminates provide the user with improved comfort and fit. Printed films and laminates provide consumers preferred aesthetics, such as softness and visual appeal. Perforated films and non-wovens provide engineered fluid transfer with unique softness and aesthetics. Plastics holds a number of patents for its specialty film and laminate products and related manufacturing processes. While patents play a significant role, Plastics believes that its proprietary know-how and the knowledge, ability and experience of its employees are more significant to its long-term success.

### *Sales and Marketing*

Plastics sells its products primarily in North America, Europe, and South and Central America with additional sales in Asia Pacific. Plastics utilizes an internal direct sales force, with senior management actively participating in developing and maintaining close contacts with customers.

Plastics seeks to expand its market presence by providing innovative products and services to major international consumer products companies. Specifically, Plastics believes that it can continue to increase its North American sales and expand internationally through ongoing product development and enhancement, and by marketing its technologically-advanced films, laminates and printed films for use in all of its markets. Operations in Germany, Brazil and most recently China and Turkey, provide a strong platform for additional sales growth in international markets.

### *Raw Materials and Suppliers*

Plastic resins, such as polyethylene and polypropylene, and non-woven fabrics are the basic raw materials used in the manufacture of substantially all Plastics' products. The price of resin has fluctuated dramatically over the past five years primarily due to volatility in oil prices and producer capacity. Resins are purchased in pellet form from several suppliers. Sources for raw materials are believed to be adequate for current and anticipated needs.

### *Competition*

Plastics has a number of competitors, some of which are larger, in the specialty plastic films and laminates market. Plastics competes on quality, service and price using its technical expertise, product development capabilities and broad international footprint to enhance its market position, build and maintain long-term customer relationships and meet changing customer needs.

### *Manufacturing*

Specialty plastic film and laminate products are manufactured using high-speed equipment designed to meet stringent tolerances. The manufacturing process consists of melting a mixture of polymer resins and additives, and forcing this mixture through a die and rollers to produce thin films. Laminates of films and non-wovens are manufactured by a variety of techniques to meet customer needs. In addition, films and laminates can be printed.

Plastics U.S. manufacturing facilities are in Augusta, Kentucky and Nashville, Tennessee from which it sells plastic films throughout the United States and various parts of the world.

Plastics has two manufacturing facilities in Germany from which it sells plastic films throughout Europe and the Middle East. Plastics also has operations in Brazil, China and Turkey, which manufacture plastic hygienic and specialty films. Plastics international operations provide a platform to broaden participation in Europe, the Middle East, South America and Asia and strengthen Plastics position as a global supplier.

### **Griffon Corporation**

#### **Employees**

Griffon and its subsidiaries employ approximately 5,400 people located primarily throughout the U.S., Canada, Europe, Brazil, Australia, China and Mexico. Approximately 440 of these employees are covered by collective bargaining agreements in the U.S., primarily with an affiliate of the American Federation of Labor and Congress of Industrial Organizations ( AFL-CIO ), United Brotherhood of Carpenters and Joiners of America ( UBCJA ), International Brotherhood of Teamsters ( IBT ) and the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy Allied Industrial and Service Workers International Union. Additionally, approximately 169 employees in Canada are represented by the Trade Union Advisory Committee. Griffon believes its relationships with its employees are satisfactory.

#### **Regulation**

Griffon s operations are subject to various environmental, health, and employee safety laws and regulations. Griffon believes that it is in material compliance with these laws and regulations. Historically, compliance with environmental laws has not materially affected, and is not expected to materially affect, Griffon s capital expenditures, earnings or competitive position in the future. Nevertheless, Griffon cannot guarantee that, in the future, it will not incur additional costs for compliance or that such costs will not be material.

Telephonics, which sells directly and indirectly to the U.S. government, is subject to certain regulations, laws and standards set by the U.S. government. Additionally, Telephonics is subject to routine audits and investigations by U.S. Government Agencies such as the Defense Contract Audit Agency and other Inspectors General. These agencies review a contractor s performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. These agencies also review the adequacy of, and a contractor s compliance with, its internal control systems and policies, including the contractor s management, purchasing, property, estimating, compensation, and accounting and information systems.

## Customers

A small number of customers account for, and are expected to continue to account for, a substantial portion of Griffon's consolidated revenue. For 2012:

- a. The U.S. Government and its agencies, through either prime or subcontractor relationships, represented 19% of Griffon's consolidated revenue and 79% of Telephonics revenue.
- b. P&G represented 13% of Griffon's consolidated revenue and 43% of Plastics revenue.
- c. Home Depot represented 12% of Griffon's consolidated revenue and 25% of HBP revenue.

No other customers exceeded 9% of consolidated revenue. Future operating results will continue to substantially depend on the success of Griffon's largest customers and Griffon's relationships with them. Orders from these customers are subject to fluctuation and may be reduced materially. The loss of all or a portion of volume from any one of these customers could have a material adverse impact on Griffon's liquidity and operations.

## Seasonality

Generally, Griffon's revenue and income are lowest in our first and fourth quarters ending December 31 and September 30, respectively, and highest in our second and third quarters ending March 31 and June 30, respectively, primarily due to the seasonality of ATT's business. ATT's lawn and garden products are used primarily in the spring and summer; in 2012, 61% of ATT's sales occurred during the second and third quarters. CBP's business is driven by residential renovation and construction during warm weather, which is generally at reduced levels during the winter months.

Demand for lawn and garden products is influenced by weather, particularly weekend weather during the peak gardening season. ATT's sales volumes could be adversely affected by certain weather patterns such as unseasonably cool or warm temperatures, hurricanes, water shortages or floods. In addition, lack of snow or lower than average snowfall during the winter season may also result in reduced sales of certain ATT products, such as snow shovels and other snow tools. As a result, ATT's results of operations, financial results and cash flows could be adversely impacted.

## Financial Information About Geographic Areas

Segment and operating results are included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

For geographic financial information, see the Business Segment footnote in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Griffon's non-U.S. businesses are primarily in Germany, Canada, Brazil, Turkey, China, Australia, Sweden and Mexico.

## Research and Development

Griffon's companies are encouraged to improve existing products as well as develop new products to satisfy customer needs; expand revenue opportunities; maintain or extend competitive advantages; increase market share and reduce production costs. R&D costs, not recoverable under contractual arrangements, are charged to expense as incurred. R&D costs for Griffon were \$23,600 in 2012, \$23,900 in 2011 and \$21,400 in 2010.



## Intellectual Property

Griffon follows a practice of actively protecting and enforcing its proprietary rights in the U.S. and throughout the world where Griffon's products are sold.

Trademarks are of significant importance to Griffon's HBP business. Principal global and regional trademarks include Clopay®, Ideal Door®, Holmes®, Ames®, True Temper®, Ames True Temper®, Garant®, Hound Dog®, Westmix and Dynamic Design, UnionTools®, Razor-Back® Professional Tools and Jackson® Professional Tools. Plastics uses the Clopay® trademark in addition to its 7 other trademarks. The HBP business has 482 trademarks and approximately 75 pending trademark applications. Griffon's rights in these trademarks endure for as long as they are used and registered.

Patents are significant to Plastics. Technology evolves rapidly in the plastics business, and Plastics' customers are constantly striving to offer products with innovative features at a competitive price to the end consumer. As a result, Plastics is constantly seeking to offer new and innovative products to its customers. Plastics has 26 patents in the U.S., and 164 corresponding foreign patents, primarily covering breathable and elastic polymer films and laminates and various methods and machinery for producing these materials. Patents are also important to our HBP segment. ATT protects its designs and product innovation through the use of patents, and currently has 228 issued patents and 41 pending patent applications in the United States, as well as 81 and 49 corresponding foreign patents and patent applications, respectively. CBP has 25 patents in the United States, and 32 corresponding foreign patents, primarily related to garage door system components. Design patents are generally valid for fourteen years, and utility patents are generally valid for twenty years. Our various patents are in different stages of their useful life.

In the government and defense business, formal intellectual property rights are of limited value. Therefore, our Telephonics business tends to hold most of its important intellectual property as trade secrets, which it protects through the use of contract terms and carefully restricting access to its technology.

**Executive Officers of the Registrant**

The following is a current list of Griffon s executive officers:

<b>Name</b>	<b>Age</b>	<b>Positions Held and Prior Business Experience</b>
Ronald J. Kramer	54	President since February 2009, Chief Executive Officer since April 2008, Director since 1993 and Vice Chairman of the Board since November 2003. From 2002 through March 2008, President and a Director of Wynn Resorts, Ltd., a developer, owner and operator of hotel and casino resorts. From 1999 to 2001, Managing Director at Dresdner Kleinwort Wasserstein, an investment banking firm, and its predecessor Wasserstein Perella & Co. Member of the Board of Directors of Leap Wireless International, Inc. (NASDAQ: LEAP), a wireless communications company. Formerly on the boards of directors of Monster Worldwide, Inc. (NYSE: MWW) and Sapphire Industrials Corporation (AMEX: FYR). Mr. Kramer is the son-in-law of Harvey R. Blau, Griffon s Chairman of the Board.
Douglas J. Wetmore	55	Executive Vice President and Chief Financial Officer since September 2009. From April 1998 to July 2008, Senior Vice President and Chief Financial Officer of International Flavors & Fragrances Inc. ( IFF ), a creator of flavors and fragrances used in a variety of consumer products (NYSE: IFF). From October 2007 to July 2008, Treasurer of IFF. From 1991 to 1998, Corporate Controller of IFF. Prior to IFF, Price Waterhouse for 12 years.
Patrick L. Alesia	64	Chief Administrative Officer since September 2009, appointed Senior Vice President in May 2010, Vice President since 1990, Treasurer from 1979 to 2010, Ethics Officer since 2005, Secretary from 2005 to 2010. Served as Chief Financial Officer from November 2007 to September 2009.
Seth L. Kaplan	43	Senior Vice President, General Counsel and Secretary since May 2010. From July 2008 to May 2010, Assistant General Counsel and Assistant Secretary at Hexcel Corporation, a manufacturer of advanced composite materials for space and defense, commercial aerospace and wind energy applications. From 2000 to July 2008, Senior Corporate Counsel and Assistant Secretary at Hexcel. From 1994 to 2000, associate at the law firm Winthrop, Stimson, Putnam & Roberts (now Pillsbury Winthrop Shaw Pittman LLP).

**Item 1A. Risk Factors**

Griffon's business, financial condition, operating results and cash flows can be impacted by a number of factors which could cause Griffon's actual results to vary materially from recent or anticipated future results. The risk factors discussed in this section should be carefully considered with all of the information in this Annual Report on Form 10-K. These risk factors should not be considered the only risk factors facing Griffon. Additional risks and uncertainties not presently known or that are currently deemed immaterial may also materially impact Griffon's business, financial condition, operating results and cash flows in the future.

In general, Griffon is subject to the same general risks and uncertainties that impact other diverse manufacturing companies including, but not limited to, general economic, industry and/or market conditions and growth rates; impact of natural disasters and their effect on global markets; continued events in the Middle East and possible future terrorist threats and their effect on the worldwide economy; and changes in laws or accounting rules. Griffon has identified the following specific risks and uncertainties that it believes have the potential to materially affect its business and financial condition.

*Current worldwide economic uncertainty and market volatility could adversely affect Griffon's businesses.*

The current worldwide economic uncertainty, market volatility and credit crisis will continue to have an adverse effect on Griffon during 2013, particularly in HBP, which is substantially linked to the U.S. housing market and the U.S. economy, in general. Also, purchases of ATT products are discretionary for consumers and consumers are generally more willing to purchase products during periods in which favorable macroeconomic conditions prevail. Additionally, the current condition of the credit markets could impact Griffon's ability to refinance expiring debt, obtain additional credit for investments in current businesses or for acquisitions, with favorable terms, or there may be no financing available. Griffon is also exposed to basic economic risks including a decrease in the demand for the products and services offered or a higher risk of default on its receivables.

*Adverse trends in the housing sector and in general economic conditions will directly impact Griffon's business.*

HBP's business is influenced by market conditions for new home construction and renovation of existing homes. For the year ended September 30, 2012, approximately 46% of Griffon's consolidated revenue was derived from the HBP segment, which is heavily dependent on new home construction and renovation of existing homes. The strength of the U.S. economy, the age of existing home stock, job growth, interest rates, consumer confidence and the availability of consumer credit, as well as demographic factors such as the migration into the United States and migration of the population within the United States also have an effect on HBP. In that respect, the significant downturn in the housing market has had an adverse effect on the operating results of HBP and this effect is likely to continue in 2013, particularly to its CBP business.

*Griffon operates in highly competitive industries and may be unable to compete effectively.*

Griffon's operating companies face intense competition in each of the markets served. There are a number of competitors, some of which are larger and have greater resources than Griffon's operating companies. Griffon competes primarily on the basis of competitive prices, technical expertise, product differentiation, and quality of products and services. There can be no assurance that Griffon will not encounter increased competition in the future, which could have a material adverse effect on Griffon's financial results.

*The loss of large customers can harm financial results.*

A small number of customers account for, and are expected to continue to account for, a substantial portion of consolidated revenue. Approximately 13% of consolidated revenue and 43% of the Plastics segment revenue for the year ended September 30, 2012 was generated from P&G, the largest customer in the Plastics segment. Home Depot, Lowe's and Menards are significant customers of HBP with Home Depot accounting for approximately 12% of consolidated revenue and 25% of the HBP segment revenue for the year ended September 30, 2012. The U.S. Government and its agencies, Lockheed Martin Corporation and the Boeing Company, are significant customers of Telephonics. Future operating results will continue to substantially depend on the success of Griffon's largest customers, as well as Griffon's relationship with them. Orders from these customers are subject to fluctuation and may be reduced materially due to changes in these customers' needs. Any reduction or delay in sales of products to one or more of these customers could significantly reduce Griffon's revenue. Griffon's operating results will also depend on successfully developing relationships with additional key customers. Griffon cannot assure that Griffon's largest customers will be retained or that additional key customers will be recruited. Also, HBP extends credit to its customers, which exposes it to credit risk. Their largest customer accounted for approximately 22% and 9% of HBP's and Griffon's net accounts receivable as of September 30, 2012, respectively. If this customer were to become insolvent or otherwise unable to pay its debts, the financial condition, results of operations and cash flows of the HBP segment would be adversely affected.

*Reliance on third party suppliers and manufacturers may impair ability to meet ATT's customer demands.*

ATT relies on a limited number of domestic and foreign companies to supply components and manufacture certain of its products. The percentage of ATT's products sourced, based on revenue, approximated 34% in 2012. Reliance on third party suppliers and manufacturers may reduce control over the timing of deliveries and quality of ATT's products. Reduced product quality or failure to deliver products quickly may jeopardize relationships with certain of ATT's key customers. In addition, reliance on third party suppliers or manufacturers may result in failure to meet ATT's customer demands. Continued turbulence in the worldwide economy may affect the liquidity and financial condition of ATT's suppliers. Should any of these parties fail to manufacture sufficient supply, go out of business or discontinue a particular component, alternative suppliers may not be found in a timely manner, if at all. Such events could impact ATT's ability to fill orders, which would have a material adverse effect on customer relationships.

*If Griffon is unable to obtain raw materials for products at favorable prices it could adversely impact operating performance.*

HBP's and Plastics' suppliers primarily provide resin, wood and steel. Assurance cannot be provided that these segments may not experience shortages of raw materials or components for products or be forced to seek alternative sources of supply. If temporary shortages due to disruptions in supply caused by weather, transportation, production delays or other factors require raw materials to be secured from sources other than current suppliers, the terms may not be as favorable as current terms or material may not be available at all. In recent years, HBP and Plastics have experienced price increases in steel and plastic resins.

While most key raw materials used in Griffon's businesses are generally available from numerous sources, raw materials are subject to price fluctuations. Because raw materials in the aggregate constitute a significant component of the cost of goods sold, price fluctuations could have a material adverse effect on Griffon's results of operations. Griffon's ability to pass raw material price increases to customers is limited due to supply arrangements and competitive pricing pressure, and there is generally a time lag between increased raw material costs and implementation of corresponding price increases for Griffon's products. In particular, sharp increases in raw material prices are more difficult to pass through to customers and may negatively affect short-term financial performance.

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*ATT is subject to risks associated with sourcing from Asia.*

A substantial amount of ATT's finished goods sourcing is done through supply agreements with China based vendors. China does not have a well-developed, consolidated body of laws governing agreements with international customers. Enforcement of existing laws or contracts based on existing law may be uncertain and sporadic, and it may be difficult to obtain swift and equitable enforcement or to obtain enforcement of a judgment by a court of another jurisdiction. The relative inexperience of China's judiciary in many cases creates additional uncertainty as to the outcome of any litigation. In addition, interpretation of statutes and regulations may be subject to government policies reflecting domestic political changes. Products entering from China may be subject to import quotas, import duties and other restrictions. Any inability to import these products into the U.S. and any tariffs that may be levied with respect to these products may have a material adverse result on ATT's business and results of operations, financial position and cash flows.

*Griffon's businesses are subject to seasonal variations and the impact of uncertain weather patterns.*

Generally, Griffon's revenue and income are lowest in our first and fourth quarters ending December 31 and September 30, respectively, and highest in our second and third quarters ending March 31 and June 30, respectively, primarily due to the seasonality of ATT's business. ATT's lawn and garden products are used primarily in the spring and summer; in 2012 61% of ATT's sales occurred during the second and third quarters. CBP's business is driven by residential renovation and construction during warm weather, which is generally at reduced levels during the winter months.

Demand for lawn and garden products is influenced by weather, particularly weekend weather during the peak gardening season. ATT's sales volumes could be adversely affected by certain weather patterns such as unseasonably cool or warm temperatures, hurricanes, water shortages or floods. In addition, lack of snow or lower than average snowfall during the winter season may also result in reduced sales of certain ATT products, such as snow shovels and other snow tools. As a result, ATT's results of operations, financial results and cash flows could be adversely impacted.

*Further consolidation in the retail industry may adversely affect profitability.*

Home centers and mass merchandisers have consolidated and increased in scale. If this trend continues, customers will likely seek more favorable terms for their purchases of products, which will limit Griffon's ability to pass through raw material or other cost increases, or to raise prices for any reason. Sales on terms less favorable than current terms could have a material adverse effect on profitability.

*Unionized employees could strike or participate in a work stoppage.*

Griffon employs approximately 5,400 people on a full-time basis, approximately 8% of whom are covered by collective bargaining or similar labor agreements (all in the Telephonics and ATT businesses). If unionized employees engage in a strike or other work stoppage, or if Griffon is unable to negotiate acceptable extensions of agreements with labor unions, a significant disruption of operations and increased operating costs could occur. In addition, any renegotiation or renewal of labor agreements could result in higher wages or benefits paid to unionized employees, which could increase operating costs and could have a material adverse effect on profitability.

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*Griffon may be required to record impairment charges for goodwill and indefinite-lived intangible assets.*

Griffon is required to assess goodwill and indefinite-lived intangible assets annually for impairment or on an interim basis if changes in circumstances or the occurrence of events suggest impairment exists. If impairment testing indicates that the carrying value of reporting units or indefinite-lived intangible assets exceeds the respective fair value, an impairment charge would be recognized. If goodwill or indefinite-lived intangible assets were to become impaired, the results of operations could be materially and adversely affected.

*Trends in the baby diaper market will directly impact Griffon's business.*

Recent trends have been for baby diaper manufacturers to specify thinner plastic films for use in their products which reduces the amount of product sold and Plastics revenue; this trend has generally resulted in Plastics incurring costs to redesign and reengineer products to accommodate required specification changes. Such decreases, or the inability to meet changing customer specifications, could result in a material decline in Plastics revenue and profits.

*Telephonics' business depends heavily upon government contracts and, therefore, the defense budget.*

Telephonics sells products to the U.S. government and its agencies both directly and indirectly as a first-tier supplier to prime contractors in the defense industry such as Boeing, Lockheed Martin, Sikorsky and Northrop Grumman. In the year ended September 30, 2012, U.S. government contracts and subcontracts accounted for approximately 19% of Griffon's consolidated revenue. Contracts involving the U.S. government may include various risks, including:

- Termination for convenience by the government;
- Reduction or modification in the event of changes in the government's requirements or budgetary constraints;
- Increased or unexpected costs, causing losses or reduced profits under contracts where Telephonics' prices are fixed, or determinations that certain costs are not allowable under particular government contracts;
- The failure or inability of the prime contractor to perform its contract in circumstances where Telephonics is a subcontractor;
- Failure to observe and comply with government business practice and procurement regulations such that Telephonics could be suspended or barred from bidding on or receiving awards of new government contracts;
- The failure of the government to exercise options for additional work provided for in contracts; and
- The government's right, in certain circumstances, to freely use technology developed under these contracts.

All of Telephonics' U.S. Government end-user contracts contain a termination for convenience clause, regardless if Telephonics is the prime contractor or the subcontractor. This clause generally entitles Telephonics, upon a termination for convenience, to receive the purchase price for delivered items, reimbursement of allowable work-in-process costs, and an allowance for profit. Allowable costs would include the costs to terminate existing agreements with suppliers.

The programs in which Telephonics participates may extend for several years, but are normally funded on an incremental basis. Decreases in the U.S. defense budget, in particular with respect to programs to which Telephonics supplies materials, could have a material adverse impact on Telephonics' financial conditions, results of operations and cash flows. The U.S. government may not continue to fund programs to which Telephonics' development projects apply. Even if funding is continued, Telephonics may fail to compete successfully to obtain funding pursuant to such programs. Reductions to funding on existing programs or delays in the funding of new opportunities could affect the timing of revenue recognition, and impact the results of operation.

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For 2013, the Budget Control Act calls for additional substantial, mandatory defense spending reductions, known as sequestration, if Congress is unable to agree on a budget that conforms with the Budget Control Act requirements. There continues to be much uncertainty regarding how sequestration would be implemented, if it were to go into effect. There are many variables in how the law could be applied that make it difficult to determine the specific impacts; however, we expect that sequestration, as currently provided for under the Budget Control Act, would result in lower revenues, profits and cash flows for Telephonics.

While members of Congress are discussing various options to prevent or defer sequestration's automatic spending cuts, we cannot predict whether these efforts will succeed. Budget decisions made in this environment could have long-term consequences for Telephonics and the entire defense industry.

*Telephonics' business could be adversely affected by a negative audit by the U.S. Government*

As a government contractor, and a subcontractor to government contractors, Telephonics is subject to audits and investigations by U.S. Government Agencies such as the Defense Contract Audit Agency, other Inspectors General and the Department of Justice. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. These agencies also review the adequacy of, and a contractor's compliance with, its internal control systems and policies, including the contractor's management, purchasing, property, estimating, compensation, and accounting and information systems. Any costs found to be misclassified or improperly allocated to a specific contract will not be reimbursed or must be refunded if already billed and collected. Griffon could incur significant expenses in complying with audits and subpoenas issued by the government in aid of inquiries and investigations. If an audit or an investigation uncovers improper or illegal activities, Telephonics may be subject to civil and criminal penalties and/or administrative sanctions, which could include contract termination, forfeiture of profit, suspension of payments, fines and suspension or prohibition from doing business with the U.S. Government. In addition, if allegations of impropriety are made, Telephonics and Griffon could suffer serious reputational harm.

*Many of our contracts contain performance obligations that require innovative design capabilities, are technologically complex, or are dependent upon factors not wholly within our control. Failure to meet these obligations could adversely affect customer relations, future business opportunities, and our overall profitability.*

Our Telephonics segment designs, develops and manufactures advanced and innovative surveillance and communication products for a broad range of applications for use in varying environments. As with many of our programs, system specifications, operational requirements and test requirements are challenging, exacerbated by the need for quick delivery schedules. Technical problems encountered and delays in the development or delivery of such products could prevent us from meeting contractual obligations, which could subject us to termination for default. Under a termination for default, the company is entitled to negotiate payment for undelivered work if the Government requests the transfer of title and delivery of partially completed supplies and materials. Conversely, if the Government does not make this request, there is no obligation to reimburse the company for its costs incurred. We may also be subject to the repayment of advance and progress payments, if any. Additionally, the company may be liable to the Government for any of its excess costs incurred in acquiring supplies and services similar to those terminated for default, and for other damages. Should any of the foregoing events occur, it could result in a material adverse effect on our financial position.

*Griffon's companies must continually improve existing products, design and sell new products and invest in research and development in order to compete effectively.*

The markets for Plastics and Telephonics are characterized by rapid technological change, evolving industry standards and continuous improvements in products. Due to constant changes in these markets, future success depends on their ability to develop new technologies, products, processes and product applications.

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Product and technological developments are accomplished both through internally-funded R&D projects, as well as through strategic partnerships with customers. Because it is not generally possible to predict the amount of time required and costs involved in achieving certain R&D objectives, actual development costs may exceed budgeted amounts and estimated product development schedules may be extended. Griffon's financial condition and results of operations may be materially and adversely affected if:

- Product improvements are not completed on a timely basis;
- New products are not introduced on a timely basis or do not achieve sufficient market penetration;
- There are budget overruns or delays in research and development efforts; or
- New products experience reliability or quality problems.

*Griffon may be unable to implement its acquisition growth strategy, which may result in added expenses without a commensurate increase in revenue and income and divert management's attention.*

Making strategic acquisitions is a significant part of Griffon's growth plans. The ability to successfully complete acquisitions depends on identifying and acquiring, on acceptable terms, companies that either complement or enhance currently held businesses or expand Griffon into new profitable businesses. Additionally, Griffon must properly integrate acquired businesses in order to maximize profitability. The competition for acquisition candidates is intense and Griffon cannot assure that it will successfully identify acquisition candidates and complete acquisitions at reasonable purchase prices, in a timely manner or at all. Further, there is a risk that acquisitions will not be properly integrated into Griffon's existing structure. In implementing an acquisition growth strategy, the following may be encountered:

- Costs associated with incomplete or poorly implemented acquisitions;
- Expenses, delays and difficulties of integrating acquired companies into Griffon's existing organization;
- Dilution of the interest of existing stockholders; or
- Diversion of management's attention.

An unsuccessful implementation of Griffon's acquisition growth strategy could have an adverse impact on Griffon's results of operations, cash flows and financial condition.

*The loss of certain key officers or employees could adversely affect Griffon's business.*

The success of Griffon is materially dependent upon the continued services of certain key officers and employees. The loss of such key personnel could have a material adverse effect on Griffon's operating results or financial condition.

*Griffon is exposed to a variety of risks relating to non-U.S. sales and operations, including non-U.S. economic and political conditions and fluctuations in exchange rates.*

Griffon and its companies own properties and conduct operations in Europe, Canada, Australia, Brazil, Mexico, China and Turkey. Sales of products through non-U.S. subsidiaries accounted for approximately 25% of consolidated revenue for the year ended September 30, 2012. These sales could be adversely affected by changes in political and economic conditions, trade protection measures, differing intellectual property rights laws and changes in regulatory requirements that restrict the sales of products or increase costs. Enforcement of existing laws in foreign jurisdictions can be uncertain, and the lack of a sophisticated body of laws can create various uncertainties, including with respect to customer and supplier contracts. Currency fluctuations between the U.S. dollar and the currencies in the non-U.S. regions in which Griffon does business may also have an impact on future reported financial results.



*Griffon may not be able to protect its proprietary rights.*

Griffon relies on a combination of patent, copyright and trademark laws, trade secrets, confidentiality and non-disclosure agreements and other contractual provisions to protect proprietary rights. Such measures do not provide absolute protection and Griffon cannot give assurance that measures for protecting these proprietary rights are and will be adequate, or that competitors will not independently develop similar technologies.

*Griffon may inadvertently infringe on, or may be accused of infringing on, proprietary rights held by another party.*

Griffon is regularly improving its technology and employing existing technologies in new ways. Though Griffon takes reasonable precautions to ensure it does not infringe on the rights of others, it is possible that Griffon may inadvertently infringe on, or may be accused of infringing on, proprietary rights held by others. If Griffon is found to have infringed on the propriety rights held by others, any related litigation or settlement relating to such infringement may have a material effect on Griffon's financial statements and financial condition.

*Griffon is exposed to product liability claims.*

Griffon may be the subject of product liability claims relating to the performance of its products or the performance of a product in which its products were a component part. There can be no assurance that future product liability claims will not be brought against Griffon, either by an injured customer of an end product manufacturer who used one of the products as a component or by a direct purchaser. Moreover, no assurance can be given that indemnification from customers or coverage under insurance policies will be adequate to cover future product liability claims against Griffon. In addition, product liability insurance can be expensive, difficult to maintain and may be unobtainable in the future on acceptable terms. The amount and scope of any insurance coverage may be inadequate if a product liability claim is successfully asserted. Furthermore, if any significant claims are made, the business and the related financial condition of Griffon may be adversely affected by negative publicity.

*Griffon has been, and may in the future be, subject to claims and liabilities under environmental laws and regulations.*

Griffon's operations and assets are subject to environmental laws and regulations pertaining to the discharge of materials into the environment, the handling and disposal of wastes, including solid and hazardous wastes, or otherwise relating to health, safety and protection of the environment, in various jurisdictions in which it operates. Griffon does not expect to make any expenditure with respect to ongoing compliance with or remediation under these environmental laws and regulations that would have a material adverse effect on its business, operating results or financial condition. However, the applicable requirements under environmental laws and regulations may change at any time.

Griffon can incur environmental costs related to sites that are no longer owned or operated, as well as third-party sites to which hazardous materials are sent. It cannot be assured that material expenditures or liabilities will not be incurred in connection with such claims. See the Commitment and Contingencies footnote in the Notes to Consolidated Financial Statements for further information on environmental contingencies. Based on facts presently known, the outcome of current environmental matters are not expected to have a material adverse effect on Griffon's results of operations and financial condition. However, presently unknown environmental conditions, changes in environmental laws and regulations or other unanticipated events may give rise to claims that may involve material expenditures or liabilities.

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*Changes in income tax laws and regulations or exposure to additional income tax liabilities could adversely affect profitability.*

Griffon is subject to Federal, state and local income taxes in the U.S. and in various taxing jurisdictions outside the U.S. Tax provisions and liabilities are subject to the allocation of income among various U.S. and international tax jurisdictions. Griffon's effective tax rate could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in any valuation allowance for deferred tax assets or the amendment or enactment of tax laws. The amount of income taxes paid is subject to audits by U.S. Federal, state and local tax authorities, as well as tax authorities in the taxing jurisdictions outside the U.S. If such audits result in assessments different from recorded income tax liabilities, Griffon's future financial results may include unfavorable adjustments to its income tax provision.

*Compliance with restrictions and covenants in Griffon's debt agreements may limit its ability to take corporate actions and harm its business.*

The senior secured credit agreement entered into by, and the terms of the senior notes issued by, Griffon each contain covenants that restrict the ability of Griffon and its subsidiaries to, among other things, incur additional debt, pay dividends, incur liens and make investments, acquisitions, dispositions, restricted payments and capital expenditures. Under the credit agreement, Griffon is also required to comply with specific financial ratios and tests. Griffon may not be able to comply in the future with these covenants or restrictions as a result of events beyond its control, such as prevailing economic, financial and industry conditions or a change in control of Griffon. If Griffon defaults in maintaining compliance with the covenants and restrictions in its credit agreement or the senior notes, its lenders could declare all of the principal and interest amounts outstanding due and payable and, in the case of the credit agreement, terminate their commitments to extend credit to Griffon in the future. If Griffon or its subsidiaries are unable to secure credit in the future, business could be harmed.

*Reported earnings per share may be more volatile because of the conversion contingency provision of the notes.*

The outstanding convertible notes are convertible when a market price condition is satisfied and also upon the occurrence of other circumstances as more fully described in the Notes Payable, Capitalized Leases and Long-Term Debt footnote in the Notes to Consolidated Financial Statements. Upon conversion, at Griffon's discretion, note holders will receive \$1,000 in cash for each \$1,000 principal amount of notes presented for conversion or value in Griffon's common stock, and Griffon common stock for the value above the principal amount of the notes. The potential shares of Griffon common stock issuable for value above the principal value of the notes are considered in the calculation of diluted earnings per share and volatility in Griffon's stock price could cause these notes to be dilutive in one quarter and not in a subsequent quarter, increasing the volatility of fully diluted earnings per share.

*Griffon may be unable to raise additional financing if needed*

Griffon may need to raise additional financing in the future in order to implement its business plan, refinance debt, or to acquire new or complimentary businesses or assets. Any required additional financing may be unavailable, or only available at unfavorable terms, due to uncertainties in the credit markets. If Griffon raises additional funds by issuing equity securities, current holders of its common stock may experience significant ownership interest dilution and the new securities may have rights senior to the rights associated with current outstanding common stock.

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*Griffon's indebtedness and interest expense could limit cash flow and adversely affect operations and Griffon's ability to make full payment on outstanding debt.*

Griffon's indebtedness poses potential risks such as:

A substantial portion of cash flows from operations could be used to pay principal and interest on debt, thereby reducing the funds available for working capital, capital expenditures, acquisitions, product development and other general corporate purposes; Insufficient cash flows from operations may force Griffon to sell assets, or seek additional capital, which Griffon may not be able to accomplish on favorable terms, if at all; and

The level of indebtedness may make Griffon more vulnerable to economic or industry downturns.

*Griffon has the ability to issue additional equity securities, which would lead to dilution of issued and outstanding common stock.*

The issuance of additional equity securities or securities convertible into equity securities would result in dilution to existing stockholders' equity interests. Griffon is authorized to issue, without stockholder vote or approval, 3,000,000 shares of preferred stock in one or more series, and has the ability to fix the rights, preferences, privileges and restrictions of any such series. Any such series of preferred stock could contain dividend rights, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences or other rights superior to the rights of holders of Griffon's common stock. There is no present intention of issuing any such preferred stock, but Griffon reserves the right to do so in the future. In addition, Griffon is authorized to issue, without stockholder approval, up to 85,000,000 shares of common stock, of which 60,888,522 shares, net of treasury shares, were outstanding as of September 30, 2012. Additionally, Griffon is authorized to issue, without stockholder approval, securities convertible into either shares of common stock or preferred stock.

### **Item 1B. Unresolved Staff Comments**

None.

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**Item 2. Properties**

Griffon occupies approximately 7,600,000 square feet of general office, factory and warehouse space throughout the U.S., Germany, Sweden, Mexico, Canada, Australia, Ireland and Brazil. For a description of the encumbrances on certain of these properties, see the Notes Payable, Capitalized Leases and Long-Term Debt footnote in the Notes to Consolidated Financial Statements. The following table sets forth certain information related to Griffon's major facilities:

<b>Location</b>	<b>Business Segment</b>	<b>Primary Use</b>	<b>Approx. Square Footage</b>	<b>Owned/Leased</b>	<b>Lease End Year</b>
New York, NY	Corporate	Headquarters	6,600	Leased	2016
Jericho, NY	Corporate	Office	6,900	Leased	2014
Farmingdale, NY	Telephonics	Manufacturing/R&D	180,000	Owned	
Huntington, NY	Telephonics	Manufacturing	94,000	Owned	
Huntington, NY	Telephonics	Manufacturing	100,000	Leased	2016
Columbia, MD	Telephonics	Manufacturing/Engineering	25,000	Leased	2013
Stockholm, Sweden	Telephonics	Manufacturing/Engineering	22,000	Leased	2015
Elizabeth City, NC	Telephonics	Repair and Service	22,000	Leased	2039
Mason, OH	Home & Building Products/ Clopay Plastic Products	Office/R&D	131,000	Owned	
Aschersleben, Germany	Clopay Plastic Products	Manufacturing	289,000	Owned	
Dombuhl, Germany	Clopay Plastic Products	Manufacturing	124,000	Owned	
Augusta, KY	Clopay Plastic Products	Manufacturing	275,000	Owned	
Nashville, TN	Clopay Plastic Products	Manufacturing	210,000	Owned	
Nashville, TN	Clopay Plastic Products	Manufacturing	190,000	Leased	2014
Maysville, KY	Clopay Plastic Products	Distribution	61,280	Leased	Monthly
Jundiai, Brazil	Clopay Plastic Products	Manufacturing	88,000	Owned	
Hangzhou, China	Clopay Plastic Products	Manufacturing	44,000	Leased	2016
Istanbul, Turkey	Clopay Plastic Products	Manufacturing	30,000	Leased	2014
Troy, OH	Home & Building Products	Manufacturing	867,000	Leased	2021
Russia, OH	Home & Building Products	Manufacturing	339,000	Owned	
Auburn, WA	Home & Building Products	Manufacturing	123,000	Leased	2013
Carlisle, PA	Home & Building Products	Manufacturing, Distribution	1,227,000	Leased	2015
Reno, NV	Home & Building Products	Manufacturing, Distribution	400,000	Leased	2017
Camp Hill, PA	Home & Building Products	Office, Manufacturing	380,000	Leased	2020
Harrisburg, PA	Home & Building Products	Manufacturing	264,000	Owned	
St. Francois, Quebec	Home & Building Products	Manufacturing, Distribution	353,000	Owned	
Bernie, MO	Home & Building Products	Manufacturing	95,000	Owned	
Lewistown, PA	Home & Building Products	Manufacturing	124,000	Leased	2015
Cork, Ireland	Home & Building Products	Manufacturing, Distribution	74,000	Owned	
Victoria, Australia	Home & Building Products	Manufacturing, Distribution	32,000	Leased	2016
New South Wales, Australia	Home & Building Products	Distribution	24,000	Leased	2013
South, Australia	Home & Building Products	Distribution	13,000	Leased	2012
Queensland, Australia	Home & Building Products	Distribution	17,000	Leased	2014
Western, Australia	Home & Building Products	Distribution	22,000	Leased	2015

Griffon also leases approximately 1,050,000 square feet of space for the CBP distribution centers in numerous facilities throughout the U.S. and in Canada. In addition, Griffon owns approximately 200,000 square feet of space for the ATT wood mills in the U.S.

All facilities are generally well maintained and suitable for the operations conducted.

**Item 3. Legal Proceedings**

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Griffon is involved in litigation, investigations and claims arising out of the normal conduct of business, including those relating to commercial transactions, environmental, employment, and health and safety matters. Griffon estimates and accrues liabilities resulting from such matters based on a variety of factors, including the stage of the proceeding; potential settlement value; assessments by internal and external counsel; and assessments by environmental engineers and consultants of potential environmental liabilities and remediation costs. Such estimates are not discounted to reflect the time value of money due to the uncertainty in estimating the timing of the expenditures, which may extend over several years.

While it is impossible to ascertain the ultimate legal and financial liability with respect to certain contingent liabilities and claims, Griffon believes, based upon examination of currently available information, experience to date, and advice from legal counsel, that the individual and aggregate liabilities resulting from the ultimate resolution of these contingent matters, after taking into consideration our existing insurance coverage and amounts already provided for, will not have a material adverse impact on consolidated results of operations, financial position or cash flows.

**Item 4. Reserved**

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Griffon's Common Stock is listed for trading on the New York Stock Exchange under the symbol "GFF". The following table shows for the periods indicated the quarterly range in the high and low sales prices for Griffon's Common Stock and the amount of dividends paid during the last two years:

	Fiscal 2012			Fiscal 2011	
	Market Prices		Dividends Per Share	Market Prices	
	High	Low		High	Low
First Quarter ended December 31,	\$ 10.55	\$ 7.34	\$ 0.02	\$ 13.62	\$ 11.56
Second Quarter ended March 31,	11.40	9.08	0.02	13.25	11.05
Third Quarter ended June 30,	10.75	7.54	0.02	13.43	9.56
Fourth Quarter ended September 30	11.08	8.29	0.02	10.42	6.66
			\$ 0.08		

*Dividends*

On November 17, 2011, the Company began declaring quarterly dividends. No cash dividends on Common Stock were declared or paid during the four years ended September 30, 2011. The Company currently intends to pay dividends each quarter; however, the payment of dividends is determined by the Board of Directors at its discretion based on various factors, and no assurance can be provided as to future dividends.

On November 13, 2012, the Company declared a \$0.025 per share dividend payable on December 26, 2012 to shareholders of record as of November 29, 2012.

*Holdings*

As of October 31, 2012, there were approximately 12,800 record holders of Griffon's Common Stock.

*Securities Authorized for Issuance Under Equity Compensation Plans*

Information regarding securities authorized for issuance under Griffon's equity compensation plans is contained in Part III, Item 12 of this Form 10-K.

*Issuer Purchase of Equity Securities*

The table below presents shares of Griffon Stock which were acquired by Griffon during the fourth quarter of 2012:

**ISSUER PURCHASES OF EQUITY SECURITIES**

<b>Period</b>	<b>(a) Total Number of Shares (or Units) Purchased</b>	<b>(b) Average Price Paid Per Share (or Unit)</b>	<b>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs</b>
<b>July 1 - 31, 2012</b>	66,574 <sup>2</sup>	\$ 8.47	66,199	
<b>August 1 - 31, 2012</b>	211,000 <sup>1</sup>	9.88	211,000	
<b>September 1 - 30, 2012</b>	208,800 <sup>1</sup>	9.88	208,800	
<b>Total</b>	<u>486,374</u>	\$ 9.69	<u>485,999</u>	\$ 38,312 <sup>3</sup>

1. Shares were purchased by the Company in open market purchases pursuant to share repurchase plans authorized by the Company's Board of Directors.
2. Includes (a) 66,199 purchased by the Company in open market purchases pursuant to a stock buyback plan authorized by the Company's Board of Directors and (b) 375 shares acquired by the Company from a holder of restricted stock upon vesting of the restricted stock to satisfy tax withholding obligations of the holder.
3. On August 2, 2011, the Company's Board of Directors authorized the repurchase of up to \$50,000 of Griffon common stock; as of September 30, 2012, \$38,312 remained available for the purchase of Griffon common stock under this program.

**Performance Graph**

The performance graph does not constitute soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any of Griffon's filings under the Securities Act of 1933 or the Exchange Act of 1934, whether made before or after the date of this Annual Report on Form 10-K and irrespective of any general incorporation language in any such filings, except to the extent Griffon specifically incorporates this performance graph by reference therein.

The following graph sets forth the cumulative total return to Griffon's stockholders during the five years ended September 30, 2012, as well as an overall stock market (S&P Small Cap 600 Index) and Griffon's peer group index (Dow Jones U.S. Diversified Industrials Index). Assumes \$100 was invested on September 30, 2007, including the reinvestment of dividends, in each category.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among Griffon Corporation, the S&P Smallcap 600 Index  
and the Dow Jones US Diversified Industrials Index

\*\$100 invested on 9/30/07 in stock or index, including reinvestment of dividends.



## Item 6. Selected Financial Data

## For the Years Ended September 30,

<i>(in thousands, except per share amounts)</i>	2012	2011	2010	2009	2008
<b>Revenue</b>	\$ 1,861,145	\$ 1,830,802	\$ 1,293,996	\$ 1,194,050	\$ 1,269,305
<b>Income (loss) before taxes and discontinued operations</b>	21,941	(14,349)	13,812	19,605	(182)
<b>Provision (benefit) for income taxes</b>	4,930	(6,918)	4,308	1,687	2,651
<b>Income (loss) from continuing operations</b>	17,011	(7,431)	9,504	17,918	(2,833)
<b>Income (loss) from discontinued operations</b>			88	790	(40,591)
<b>Net Income (loss)</b>	\$ 17,011	\$ (7,431)	\$ 9,592	\$ 18,708	\$ (43,424)
<b>Basic earnings (loss) per share:</b>					
<b>Continuing operations</b>	\$ 0.30	\$ (0.13)	\$ 0.16	\$ 0.31	\$ (0.09)
<b>Discontinued operations</b>			0.00	0.01	(1.24)
<b>Net Income (loss)</b>	0.30	(0.13)	0.16	0.32	(1.33)
<b>Weighted average shares outstanding</b>	55,914	58,919	58,974	58,699	32,667
<b>Diluted earnings (loss) per share:</b>					
<b>Continuing operations</b>	\$ 0.30	\$ (0.13)	\$ 0.16	\$ 0.30	\$ (0.09)
<b>Discontinued operations</b>			0.00	0.01	(1.24)
<b>Net Income (loss)</b>	0.30	(0.13)	0.16	0.32	(1.32)
<b>Weighted average shares outstanding</b>	57,329	58,919	59,993	59,002	32,836
<b>Capital expenditures</b>	\$ 68,851	\$ 87,617	\$ 40,477	\$ 32,697	\$ 53,116
<b>Depreciation and amortization</b>	66,264	60,712	40,442	42,346	42,923
<b>Total assets</b>	1,806,192	1,865,254	1,753,701	1,143,891	1,167,486
<b>Current portion of debt, net of debt discount</b>	17,703	25,164	20,901	78,590	2,258
<b>Long Term portion of debt, net of debt discount</b>	681,907	688,247	503,935	98,394	230,930
<b>Total debt, net of debt discount</b>	699,610	713,411	524,836	176,984	233,188

Notes: Due to the acquisition of ATT occurring on September 30, 2010, none of ATT's 2010 and prior results of operations were included in Griffon's results. The Griffon consolidated balance sheets from September 30, 2010 forward, and related notes thereto, include ATT's balances.

2012 includes \$4,689 of restructuring charges (\$3,048, net of tax, or \$0.05 per share) and \$477 of acquisition related costs (\$310, net of tax, or \$0.01 per share).

2011 includes \$26,164 (\$16,813, net of tax, or \$0.29 per share) of loss on debt extinguishment; \$15,152 (\$9,849, net of tax, or \$0.17 per share) of increased cost of goods sold related to the sale of inventory recorded at fair value in connection with acquisition accounting for ATT; and \$7,543 (\$4,903, net of tax, or \$0.08 per share) of restructuring charges.

2010 includes \$9,805 (\$7,704, net of tax, or \$0.13 per share) of ATT related acquisition costs; \$4,180 (\$2,717, net of tax, or \$0.05 per share) of restructuring charges; and \$1,117 (\$726, net of tax, or \$0.01 per share) of loss on debt extinguishment.

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**2009 includes a \$4,488 (\$2,917, net of tax, or \$0.05 per share) of gain on debt extinguishment and \$1,240 (\$806, net of tax, or \$0.01 per share) of restructuring charges.**

**2008 includes a \$12,913 (\$8,393, net of tax, or \$0.26 per share) goodwill impairment charge that is not deductible for income taxes.**

**Due to rounding, the sum of earnings per share of Continuing operations and Discontinued operations may not equal earnings per share of Net Income.**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*(Unless otherwise indicated, all references to years or year-end refers to the fiscal year ending September 30 and dollars are in thousands, except per share data)*

**OVERVIEW**

**The Company**

Griffon Corporation (the Company or Griffon), is a diversified management and holding company that conducts business through wholly-owned subsidiaries. Griffon oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. Griffon, to further diversify, also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital.

Headquartered in New York, N.Y., the Company was founded in 1959 and is incorporated in Delaware. Griffon is listed on the New York Stock Exchange and trades under the symbol GFF.

Griffon currently conducts its operations through three businesses: Telephonics Corporation (Telephonics), Home & Building Products (HBP) and Clopay Plastic Products Company (Plastics).

HBP, which consists of two companies, Ames True Temper, Inc (ATT) and Clopay Building Products (CBP), accounted for 46% of Griffon's consolidated revenue in 2012, 46% in 2011, and on a pro forma basis giving effect to the acquisition of ATT as if it had occurred on October 1, 2009, 48% of Griffon's consolidated revenue in 2010:

- ATT, acquired on September 30, 2010, is a global provider of non-powered landscaping products that make work easier for homeowners and professionals. Due to the timing of the acquisition, none of ATT's 2010 and prior results of operations were included in Griffon's results. ATT's revenue was 23% of Griffon's consolidated revenue in 2012, and 24% in 2011. ATT 2010 revenue was \$443,634, or 26% of Griffon's pro forma 2010 revenue of \$1,737,630 (unaudited), giving effect to the acquisition of ATT as if it had occurred on October 1, 2009.
- CBP is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional installing dealers and major home center retail chains. CBP's revenue was 23% of Griffon's consolidated revenue in 2012, 22% in 2011 and 30% in 2010.

Telephonics designs, develops and manufactures high-technology integrated information, communication and sensor system solutions for military and commercial markets worldwide. Telephonics' revenue was 24% of Griffon's consolidated revenue in 2012, 25% in 2011 and 34% in 2010.

Plastics is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications. Plastics' revenue was 30% of Griffon's consolidated revenue in 2012, 29% in 2011 and 36% in 2010.

**CONSOLIDATED RESULTS OF OPERATIONS**

**2012 Compared to 2011**

Revenue for the year ended September 30, 2012 was \$1,861,145, compared to \$1,830,802 in the prior year, with the increase driven by HBP and Plastics. Gross profit for 2012 was \$418,805 compared to \$393,461 in 2011, with gross margin as a percent of sales ( gross margin ) of 22.5% and 21.5%, respectively. Gross profit for 2011 reflected \$15,152 of costs of goods related to the sale of inventory recorded at fair value in connection with the ATT acquisition accounting; excluding this amount, 2011 gross profit was \$408,613 with a gross margin of 22.3%.

Selling, General and Administrative ( SG&A ) expenses increased \$11,327 to \$341,696 in 2012 from \$330,369 in 2011 in support of the increased level of sales and due to the inclusion of Southern Patio s expenses. SG&A expenses as a percent of revenue for 2012 increased to 18.4% from 18.0% in 2011.

Interest expense in 2012 totaled \$52,007, an increase of \$4,161 compared to the prior year, primarily as a result of the increased debt resulting from the 2011 refinancing of domestic subsidiary debt incurred as a result of the ATT acquisition.

During 2011, in connection with the termination of the Term Loan, ABL and Telephonics credit agreement ( TCA ), Griffon recorded a \$26,164 loss on extinguishment of debt consisting of \$21,617 of deferred financing charges and original issuer discounts, a call premium of \$3,703 on the Term Loan, and \$844 of swap and other breakage costs.

Other income of \$1,236 in 2012 and \$3,714 in 2011 consists primarily of currency exchange transaction gains and losses from receivables and payables held in non functional currencies, and net gains on investments.

Griffon s effective tax rate for 2012 was 22.5% compared to a benefit of 48.2% in 2011. The 2012 rate reflected net discrete benefits of \$5,110 primarily from the release of previously established reserves for uncertain tax positions on conclusion of various tax audits, and benefits related to various tax planning initiatives. The 2011 rate reflected net discrete benefits of \$4,570 primarily from tax planning related to unremitted foreign earnings. Excluding discrete tax items, the 2012 rate would have been 45.8%, and the 2011 benefit would have been 16.4%. In both years, the effective rates reflect the impact of permanent differences not deductible in determining taxable income, mainly limited deductibility of restricted stock, as well as the impact of tax reserves and changes in earnings mix between domestic and non-domestic operations.

Net Income was \$17,011, or \$0.30 per share, for 2012 compared to a loss of \$7,431 or \$0.13 cents per share in the prior year. The current year results included the following:

- Restructuring charges of \$4,689 (\$3,048, net of tax, or \$0.05 per share);
- Acquisition and integration costs of \$477 (\$310, net of tax, or \$0.01 per share); and
- Discrete tax benefits, net, of \$5,110, or \$0.09 per share.

The prior year results included the following:

- Charges of \$26,164 (\$16,813, net of tax, or \$0.29 per share) resulting from the refinancing of ATT acquisition related debt;
- \$15,152 (\$9,849, net of tax, or \$0.17 per share) of increased cost of goods related to the sale of inventory recorded at fair value in connection with acquisition accounting for ATT;
- Restructuring charges of \$7,543 (\$4,903, net of tax, or \$0.08 per share);
- Acquisition costs of \$446 (\$290, net of tax, or \$0.00 per share); and

- Discrete tax benefits, net, of \$4,570, or \$0.08 per share.

Excluding these items from both reporting periods, 2012 net income would have been \$15,259, or \$0.27 per share compared to \$19,854, or \$0.34 per share, in 2011.

### 2011 Compared to 2010

Revenue for the year ended September 30, 2011 was \$1,830,802, compared to \$1,293,996 in the prior year; the increase was due to the inclusion of ATT's revenue as well as higher revenue at CBP, Telephonics and Plastics. On a pro forma basis, as if ATT was purchased on October 1, 2009, 2011 consolidated revenue increased \$93,172 in comparison to 2010. Gross profit for 2011 was \$393,461 compared to \$288,304 in 2010, with gross margin of 21.5% and 22.3%, respectively. Gross profit for 2011 reflected \$15,152 of costs of goods related to the sale of inventory recorded at fair value in connection with the ATT acquisition accounting; excluding this amount, 2011 gross profit was \$408,613 with a gross margin of 22.3%. On a pro forma basis, as if ATT was purchased on October 1, 2009, 2010 gross profit was \$434,053 with a gross margin of 25.0%.

SG&A expenses increased \$68,966 to \$330,369 in 2011 from \$261,403 in 2010 due to the inclusion of ATT's expenses, and in support of the increased level of sales. In 2010, SG&A expenses included \$9,805 of costs related to the ATT acquisition; there were \$446 of such costs incurred in 2011. SG&A expenses as a percent of revenue for 2011 decreased to 18.0% from 20.2% in 2010; excluding the ATT related acquisition expenses, SG&A as a percent of revenue was 19.4% in 2010. On a pro forma basis, as if ATT was purchased on October 1, 2009, SG&A expenses were \$358,607 for 2010 and as a percent of pro forma revenue for 2010 were 20.6%. The pro forma 2010 SG&A expenses included \$21,075 of costs related to the sale of ATT to Griffon and other costs relating to ATT's prior ownership, excluding these costs, SG&A expenses were \$337,532, or 19.4% of pro forma revenue.

Interest expense in 2011 increased by \$35,524 compared to the prior year, primarily as a result of the debt incurred as a result of the ATT acquisition.

Other income of \$3,714 in 2011 and \$4,121 in 2010 consists primarily of currency exchange transaction gains and losses from receivables and payables held in non functional currencies, and net gains on investments.

Griffon's effective tax rate for continuing operations for 2011 was a benefit of 48.2% compared to a 31.2% provision in the prior year. The 2011 rate reflected net discrete benefits of \$4,570 primarily from tax planning related to unremitted foreign earnings. The 2010 rate reflected net discrete tax benefits of \$2,307 primarily from the resolution of foreign and domestic income tax audits. Excluding the discrete tax items from both years, the 2011 tax benefit rate would have been 16.4% and the 2010 tax provision rate would have been 47.9%. The 2011 rate reflects the impact of permanent differences not deductible in determining taxable income, mainly limited deductibility of restricted stock, as well as the impact of tax reserves and changes in earnings mix between domestic and non-domestic operations. The 2010 rate was impacted by permanent book to tax adjustments including non-deductible transaction costs of \$3,800 related to the ATT acquisition.

Net loss was \$7,431, or \$0.13 per share, for 2011 compared to income of \$9,592 or \$0.16 cents per share in the prior year. The 2011 results included the following:

- Charges of \$26,164 (\$16,813, net of tax, or \$0.29 per share) resulting from the refinancing of ATT acquisition related debt;
- \$15,152 (\$9,849, net of tax, or \$0.17 per share) of increased cost of goods related to the sale of inventory recorded at fair value in connection with acquisition accounting for ATT;
- Restructuring charges of \$7,543 (\$4,903, net of tax, or \$0.08 per share);

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- Acquisition costs of \$446 (\$290, net of tax, or \$0.00 per share); and
- Discrete tax benefits, net, of \$4,570, or \$0.08 per share.

The 2010 results included the following:

- ATT related acquisition costs of \$9,805 (\$7,704, net of tax, or \$0.13 per share);
- Restructuring charges of \$4,180 (\$2,717, net of tax, or \$0.05 per share);
- Charges of \$1,117 (\$726, net of tax, or \$0.01 per share) related to refinancing costs; and
- Discrete tax benefits, net, of \$2,307, or \$0.04 per share.

Excluding these items from both reporting periods, 2011 net income would have been \$19,854, or \$0.34 per share compared to \$18,432, or \$0.31 per share, in 2010.

On a pro forma basis, as if ATT was purchased on October 1, 2009, Net loss was \$7,431, or \$0.13 per share, in 2011 compared to income of \$16,973 or \$0.28 cents per share in 2010. The pro forma prior year results included the following:

- Acquisition and related costs of \$21,075 (\$13,699, net of tax, or \$0.23 per share);
- Restructuring charges of \$6,570 (\$4,271, net of tax, or \$0.07 per share);
- Charges of \$1,117 (\$726, net of tax, or \$0.01 per share) related to refinancing costs; and
- Discrete tax benefits, net of \$2,307, or \$0.04 per share.

Excluding these items from both reporting periods, 2011 net income would have been \$19,854, or \$0.34 per share compared to \$33,362, or \$0.56 per share, as in 2010.

Griffon evaluates performance based on Earnings per share and Net income (loss) excluding restructuring charges, gain (loss) on debt extinguishment, discrete tax items and acquisition-related expenses including the impact of the fair value of inventory acquired as part of a business combination (a non-GAAP measure). Griffon believes this information is useful to investors for the same reason. The following table provides a reconciliation of Earnings per share and Net income (loss) to Adjusted earnings per share and Adjusted income (loss):

**GRIFFON CORPORATION AND SUBSIDIARIES**  
**RECONCILIATION OF INCOME (LOSS) TO ADJUSTED INCOME**  
(Unaudited)

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Net income (loss)	\$ 17,011	\$ (7,431)	\$ 9,592
Adjusting items, net of tax:			
Loss from debt extinguishment, net		16,813	726
Fair value write-up of acquired inventory sold		9,849	
Restructuring and related	3,048	4,903	2,717
Acquisition costs	310	290	7,704
Discrete tax benefits	(5,110)	(4,570)	(2,307)
	\$ 15,259	\$ 19,854	\$ 18,432
Adjusted net income			
Earnings (loss) per common share	\$ 0.30	\$ (0.13)	\$ 0.16
Adjusting items, net of tax:			
Loss from debt extinguishment, net		0.29	0.01
Fair value write-up of acquired inventory sold		0.17	
Restructuring	0.05	0.08	0.05
Acquisition costs	0.01	0.00	0.13
Discrete tax benefits	(0.09)	(0.08)	(0.04)
Adjusted earnings per share	\$ 0.27	\$ 0.34	\$ 0.31
Weighted-average shares outstanding (in thousands)	57,329	58,919	59,993

Note: Due to rounding, the sum of earnings (loss) per common share and adjusting items, net of tax, may not equal adjusted earnings per common share.

**BUSINESS SEGMENTS**

The following table reconciles segment operating profit to income (loss) before taxes:

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>INCOME (LOSS) BEFORE TAXES</b>			
Segment operating profit:			
Home & Building Products	\$ 37,082	\$ 28,228	\$ 4,986
Telephonics	49,232	40,595	38,586
Plastics	13,688	13,308	20,469
Total segment operating profit	100,002	82,131	64,041
Unallocated amounts	(26,346)	(22,868)	(27,394)
Unallocated acquisition costs			(9,805)
Loss from debt extinguishment, net		(26,164)	(1,117)
Net interest expense	(51,715)	(47,448)	(11,913)
Income (loss) before taxes	\$ 21,941	\$ (14,349)	\$ 13,812

Griffon evaluates performance and allocates resources based on each segments' operating results before interest income or expense, income taxes, depreciation and amortization, gain (losses) from debt extinguishment, unallocated amounts, restructuring charges and acquisition-related expenses including the impact of the fair value of inventory acquired as part of a business combination (a non-GAAP measure). Griffon believes this information is useful to investors for the same reason.

The following table provides a reconciliation of Segment operating profit before depreciation, amortization, restructuring and acquisition-related expenses including the impact of the fair value of inventory acquired as part of a business combination to Income before taxes and discontinued operations:

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Segment profit before depreciation, amortization, restructuring, fair value write-up of acquired inventory sold and acquisition costs:			
Home & Building Products	\$ 70,467	\$ 77,119	\$ 19,351
Telephonics	60,565	50,875	46,120
Plastics	40,000	37,639	42,853
Total Segment profit before depreciation, amortization, restructuring, fair value write-up of acquired inventory sold and acquisition costs	171,032	165,633	108,324
Unallocated amounts	(26,346)	(22,868)	(27,394)
Loss from debt extinguishment, net		(26,164)	(1,117)
Net interest expense	(51,715)	(47,448)	(11,913)
Segment depreciation and amortization	(65,864)	(60,361)	(40,103)
Restructuring charges	(4,689)	(7,543)	(4,180)
Fair value write-up of acquired inventory sold		(15,152)	
Acquisition costs	(477)	(446)	(9,805)
Income (loss) before taxes	\$ 21,941	\$ (14,349)	\$ 13,812



Unallocated amounts typically include general corporate expenses not attributable to a reportable segment.

**Home & Building Products**

	Years Ended September 30,						
	2012		2011		2010		
<b>Revenue:</b>							
ATT	\$	433,866	\$	434,789	\$		
CBP		422,674		404,947		389,366	
Home & Building Products	\$	856,540	\$	839,736	\$	389,366	
Segment operating profit	\$	37,082	4.3%	\$ 28,228	3.4%	\$ 4,986	1.3%
Depreciation and amortization		32,034		28,796		10,185	
Fair value write-up of acquired inventory sold				15,152			
Restructuring charges		874		4,497		4,180	
Acquisition costs		477		446			
Segment profit before depreciation, amortization, restructuring and acquisition costs	\$	70,467	8.2%	\$ 77,119	9.2%	\$ 19,351	5.0%

**2012 Compared to 2011**

Segment revenue increased \$16,804, or 2%, compared to the prior year. ATT revenue was flat with the prior year, mainly because of weak snow tool sales, driven by the absence of snow throughout much of the country during the 2011-2012 winter, and lower lawn tool volume due to the severe drought conditions experienced throughout much of the U.S. during the year. These declines were substantially offset by the inclusion of Southern Patio, acquired in October 2011. CBP revenue increased 4% due to a combination of favorable mix (2%) and higher volume (2%).

Segment operating profit in 2012 was \$37,082 compared to \$28,228 in 2011. Segment operating results in 2011 reflected \$15,152 of costs of goods related to the sale of inventory recorded at fair value in connection with the ATT acquisition accounting; excluding the \$15,152 of costs, segment operating profit would have been \$43,380 for 2011. The decline in operating profit in 2012 from the adjusted \$43,380 in 2011 resulted from the weak snow tool sales and lower lawn tool volume due to the drought conditions. The impact of these declines was partially offset by the inclusion of Southern Patio, as well as improved CBP profitability driven by improved volume, favorable mix, lower warehouse and distribution costs, and lower restructuring costs.

**2011 Compared to 2010**

Segment revenue increased \$450,370, or 116%, compared to the prior year primarily due to the acquisition of ATT. On a pro forma basis, as if ATT was purchased on October 1, 2009, revenue increased \$6,736, or 1%, compared to the prior year. On this same pro forma basis, ATT 2011 revenue decreased 2% from 2010, driven mainly by lower volume, primarily lawn tools; CBP 2011 revenue increased 4%, driven mainly by a favorable shift in mix, partially offset by a 1% decrease in volume.

Segment operating profit in 2011 was \$28,228 compared to \$4,986 in 2010, with the inclusion of ATT operations the primary source of increase. Segment operating results in 2011 reflected \$15,152 of costs of goods related to the sale of inventory recorded at fair value in connection with the ATT acquisition accounting. On a pro forma basis, as if ATT was purchased on October 1, 2009, segment operating profit in 2010 was \$47,490 compared to \$28,228 in 2011; the \$15,152 inventory item was the primary cause of decline in 2011, augmented by the impact of higher input costs, lower volume and a decline of \$2,919 in Byrd Amendment receipts (anti-dumping compensation from the U.S. Government). The 2010 pro forma operating income included \$7,986 of costs related to the ATT acquisition.

**Restructuring**

In 2012, ATT had restructuring costs of \$874, primarily related to a facility closure and termination benefits for administrative and production staff, and \$477 of integration costs related to the Southern Patio acquisition. In 2011, ATT had \$886 in restructuring costs primarily related to termination benefits for administrative related headcount reductions and \$446 of acquisition costs related to the Southern Patio acquisition. Headcount was reduced by 38 over the two year period.

In June 2009, CBP undertook to consolidate its manufacturing facilities. These actions were completed in 2011. CBP incurred total pre-tax exit and restructuring costs approximating \$9,031, substantially all of which were cash charges; charges include \$1,160 for one-time termination benefits and other personnel costs, \$210 for excess facilities and related costs, and \$7,661 for other exit costs, primarily in connection with production realignment, and had \$10,365 of capital expenditures. The restructuring costs were \$3,611 in 2011, \$4,180 in 2010 and \$1,240 in 2009.

**Telephonics**

	Years Ended September 30,					
	2012		2011		2010	
Revenue	\$	441,503	\$	455,353	\$	434,516
Segment operating profit	\$	49,232	11.2%	\$	40,595	8.9%
Depreciation and amortization		7,518		7,234		7,534
Restructuring charges		3,815		3,046		
Segment profit before depreciation, amortization and restructuring	\$	60,565	13.7%	\$	50,875	11.2%
					\$	46,120
						10.6%

**2012 Compared to 2011**

Telephonics revenue decreased \$13,850, or 3%, compared to 2011. 2012 and 2011 revenue included \$24,101 and \$44,305, respectively, related to revenue for Counter Remote Control Improvised Explosive Device Electronic Warfare 3.1 ( CREW 3.1 ) program, where Telephonics serves as a subcontractor. Excluding Crew 3.1 from both years, revenue increased 2% over the prior year due to radar growth driven by Light Airborne Multi-Purpose Systems Multi Mode Radar ( LAMPS MMR ), partially offset by the impact from the timing of awards on Ground Surveillance Radars ( GSR ) related to the Cerberus program.

Segment operating profit increased \$8,637, or 21%, mainly driven by higher gross profit from a combination of favorable program mix and manufacturing efficiencies, partially offset by higher selling, general and administrative expenses primarily due to the timing of proposal activities. Operating results also benefited from cost reductions resulting from the voluntary early retirement plan undertaken in the prior year and other restructuring activities implemented in early 2012.

During the year, Telephonics was awarded several new contracts and received incremental funding on current contracts resulting in approximately \$475,000 of net bookings. Contract backlog was \$451,000 at September 30, 2012 with 70% expected to be realized in the next 12 months; backlog was \$417,000 at September 30, 2011. Backlog is defined as unfilled firm orders for products and services for which funding has been both authorized and appropriated by the customer, or Congress, in the case of the U.S. government agencies.

On August 1, 2012, Telephonics signed a definitive agreement to form a Joint Venture ( JV ) with Mahindra & Mahindra Ltd., one of India's leading business houses, to provide the Indian Ministry of Defense and the Indian Civil sector with radar and surveillance systems, Identification Friend or Foe ( IFF ) devices and communication systems. In addition, the JV intends to provide systems for Air Traffic Management Services, Homeland Security and other emerging surveillance requirements.

**2011 Compared to 2010**

Telephonics revenue increased \$20,837, or 5%, compared to 2010 primarily due to increases in radar and electronic systems, partially offset by a decrease in communication systems. Telephonics continued to benefit from strong demand for its intelligence, surveillance and reconnaissance products. Electronic systems growth was primarily from GSR and Mobile Surveillance Capability ( MSC ) programs, and radar growth was driven by LAMPS MMR. The increases were partially offset by timing on the Automatic Radar Periscope Detection and Discrimination ( ARPDD ) program from the development to the production phase and the lower rate of production on the C-17 program. 2011 and 2010 revenue included \$44,305 and \$46,426, respectively, related to revenue for CREW 3.1.

Segment operating profit increased \$2,009, or 5%, due to revenue growth, partially offset by costs related to a voluntary early retirement plan and other restructuring costs of \$3,046.

**Restructuring**

In 2012 and 2011, Telephonics recognized \$3,815 and \$3,046 of restructuring charges in connection with two discrete voluntary early retirement plans and other restructuring costs related to changes in its organizational structure and facilities; such charges were primarily related to personnel reducing headcount by approximately 185 employees over the two-year period.

**Plastics**

	Years Ended September 30,								
	2012		2011		2010				
Revenue	\$	563,102	\$	535,713	\$	470,114			
Segment operating profit	\$	13,688	2.4%	\$	13,308	2.5%	\$	20,469	4.4%
Depreciation and amortization		26,312		24,331		22,384			
Segment profit before depreciation and amortization	\$	40,000	7.1%	\$	37,639	7.0%	\$	42,853	9.1%

**2012 Compared to 2011**

Revenue in 2012 increased \$27,389, or 5%, compared to 2011, driven by a 10% increase in volume. The benefit of the volume growth was partially offset by the unfavorable impact of translation of European and Brazilian revenue into a stronger U.S. dollar (5%). Resin did not significantly impact reported revenue for the full year 2012; Plastics adjusts customer selling prices based on underlying resin costs, on a delayed basis.

Segment operating profit increased \$380 compared to the prior year primarily driven by the higher volume, a \$3,700 favorable resin benefit and efficiency improvement on past capital initiatives, partially offset by the unfavorable impact of foreign exchange (2%) and a shift in product mix, as well as somewhat higher selling, general and administrative expenses.

**2011 Compared to 2010**

Plastics revenue increased \$65,599, or 14%, compared to the prior year primarily due to higher unit volumes (6%) in North America and Europe, the pass through of higher resin costs in customer selling prices (5%) and the translation of European results into a weaker U.S. dollar (3%).

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Segment operating profit decreased \$7,161 compared to the prior year, driven by start up costs, in both Germany and Brazil, related to expanding capacity and product offerings to meet increased customer demand; such start up costs included higher than normal levels of scrap production. There were no significant disruptions in customer service in connection with the scaling up of production of newly installed assets. The decline was partially offset by higher volume and a timing benefit from resin pricing.

### **Unallocated Amounts**

For 2012, unallocated amounts, which consist primarily of corporate overhead costs, totaled \$26,346 compared to \$22,868 in 2011, with the increase primarily due to stock and incentive compensation.

For 2011, unallocated amounts totaled \$22,868 compared to \$27,394 in 2010, with the decrease primarily due to the absence of legal and consulting expenses incurred in connection with the due diligence of potential acquisition targets in 2010, as well as reduced incentive compensation costs.

### **Segment Depreciation and Amortization**

Segment depreciation and amortization of \$65,864 increased \$5,503 in 2012 compared to 2011 primarily due to the increased depreciation and amortization related to the Southern Patio acquisition and capital expansion at Plastics and CBP.

Segment depreciation and amortization of \$60,361 increased \$20,258 in 2011 compared to 2010, primarily due to the increased depreciation and amortization related to the ATT acquisition as well as the capital expansion at Plastics.

### **DISCONTINUED OPERATIONS Installation Services**

In 2008, as a result of the downturn in the residential housing market, Griffon exited substantially all operating activities of its Installation Services segment which sold, installed and serviced garage doors and openers, fireplaces, floor coverings, cabinetry and a range of related building products, primarily for the new residential housing market. Griffon sold eleven units, closed one unit and merged two units into CBP. Operating results of substantially all of this segment have been reported as discontinued operations in the Consolidated Statements of Operations for all periods presented; the Installation Services segment is excluded from segment reporting.

Griffon substantially concluded remaining disposal activities in 2009. There was no reported revenue in 2012, 2011 and 2010. Griffon does not expect to incur significant expenses in the future. Future net cash outflows to satisfy liabilities related to disposal activities accrued as of September 30, 2012 are estimated to be \$7,282.

### **LIQUIDITY AND CAPITAL RESOURCES**

Management assesses Griffon's liquidity in terms of its ability to generate cash to fund its operating, investing and financing activities. Significant factors affecting liquidity are: cash flows from operating activities, capital expenditures, acquisitions, dispositions, bank lines of credit and the ability to attract long-term capital under satisfactory terms. Griffon remains in a strong financial position with sufficient liquidity available for reinvestment in existing businesses and strategic acquisitions while managing its capital structure on both a short-term and long-term basis.

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The following table is derived from the Consolidated Statements of Cash Flows:

<b>Cash Flows from Continuing Operations</b> <i>(in thousands)</i>	<b>Years Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Net Cash Flows Provided by (Used In):</b>		
Operating activities	\$ 90,130	\$ 35,385
Investing activities	(90,974)	(82,333)
Financing activities	(30,693)	122,110

Cash flows generated by operating activities for 2012 increased \$54,745, to \$90,130 compared to \$35,385 in 2011. Current assets net of current liabilities, excluding short-term debt and cash, decreased \$5,630 to \$360,881 at September 30, 2012 compared to \$366,511 at the prior year end, primarily due to decreased accounts receivable partially offset by decreased accounts payable.

During 2012, Griffon used cash in investing activities of \$90,974 compared to \$82,233 in 2011; the 2012 uses reflected the acquisition on Southern Patio (\$22,432). In 2012, capital expenditures totaled \$68,851 compared to \$87,617 in 2011, with the decrease being driven primarily by decreased capital expenditures at Plastics.

During 2012, cash used by financing activities was \$30,693 compared to cash provided by financing activities of \$122,110 in the prior year primarily due to repayments of long-term borrowings, the repurchase of common stock (\$10,382) and the payment of dividends (\$4,743). Prior year cash provided was primarily due to the refinancing of subsidiary debt at the parent level.

Payments related to Telephonics revenue are received in accordance with the terms of development and production subcontracts; certain of such receipts are progress or performance based payments. Plastics customers are generally substantial industrial companies whose payments have been steady, reliable and made in accordance with the terms governing such sales. Plastics sales satisfy orders that are received in advance of production, and where payment terms are established in advance. With respect to HBP, there have been no material adverse impacts on payment for sales.

A small number of customers account for, and are expected to continue to account for, a substantial portion of Griffon's consolidated revenue. For 2012:

- a. The U.S. Government and its agencies, through either prime or subcontractor relationships, represented 19% of Griffon's consolidated revenue and 79% of Telephonics revenue.
- b. Procter & Gamble, Co. represented 13% of Griffon's consolidated revenue and 43% of Plastics revenue.
- c. The Home Depot represented 12% of Griffon's consolidated revenue and 25% of HBP revenue.

No other customer exceeded 9% of consolidated revenue. Future operating results will continue to substantially depend on the success of Griffon's largest customers and Griffon's relationships with them. Orders from these customers are subject to fluctuation and may fluctuate materially. The loss of all or a portion of volume from any one of these customers could have a material adverse impact on Griffon's liquidity and operations.

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At September 30, 2012, Griffon had debt, net of cash and equivalents, as follows:

<b>Cash and Equivalents, and Debt (in thousands)</b>	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>
Cash and equivalents	\$ 209,654	\$ 243,029
Notes payables and current portion of long-term debt	17,703	25,164
Long-term debt, net of current maturities	681,907	688,247
Debt discount	16,607	19,693
<b>Total debt</b>	<b>716,217</b>	<b>733,104</b>
<b>Debt, net of cash and equivalents</b>	<b>\$ (506,563)</b>	<b>\$ (490,075)</b>

On March 17, 2011, in an unregistered offering through a private placement under Rule 144A, Griffon issued, at par, \$550,000 of 7.125% Senior Notes due in 2018 ( Senior Notes ); interest is payable semi-annually. On August 9, 2011, Griffon exchanged all of the Senior Notes for substantially identical Senior Notes registered under the Securities Act of 1933 ( Senior Notes ), via an exchange offer. Proceeds were used to pay down outstanding borrowings under a senior secured term loan facility and two senior secured revolving credit facilities of certain of the Company's subsidiaries. The Senior Notes are senior unsecured obligations of Griffon guaranteed by certain domestic subsidiaries, and are subject to certain covenants, limitations and restrictions. The fair value of the Senior Notes approximated \$580,250 on September 30, 2012 based upon quoted market prices (level 1 inputs).

On March 18, 2011, Griffon entered into a five-year \$200,000 Revolving Credit Facility ( Credit Agreement ), which included a letter of credit sub-facility with a limit of \$50,000, a multi-currency sub-facility of \$50,000 and a swingline sub-facility with a limit of \$30,000. Borrowings under the Credit Agreement may be repaid and re-borrowed at any time, subject to final maturity of the facility or the occurrence of a default or event of default under the Credit Agreement. Interest is payable on borrowings at either a LIBOR or base rate benchmark rate plus an applicable margin, which adjusts based on financial performance. The margins are 1.75% for base rate loans and 2.75% for LIBOR loans, in each case without a floor. The Credit Agreement has certain financial maintenance tests including a maximum total leverage ratio, a maximum senior secured leverage ratio and a minimum interest coverage ratio as well as customary affirmative and negative covenants and events of default. The Credit Agreement also includes certain restrictions, such as limitations on the incurrence of indebtedness and liens and the making of restricted payments and investments. Borrowings under the Credit Agreement are guaranteed by certain domestic subsidiaries and are secured, on a first priority basis, by substantially all assets of the Company and the guarantors.

At September 30, 2012, there were \$21,693 of standby letters of credit outstanding under the Credit Agreement; \$178,307 was available for borrowing at that date.

On December 21, 2009, Griffon issued \$100,000 principal of 4% convertible subordinated notes due 2017 (the 2017 Notes ). The initial conversion rate of the 2017 Notes was 67.0799 shares of Griffon's common stock per \$1,000 principal amount of notes, corresponding to an initial conversion price of \$14.91 per share, a 23% conversion premium over the \$12.12 closing price on December 15, 2009. When a cash dividend is declared that would result in an adjustment to the conversion ratio of less than 1%, any adjustment to the conversion ratio is deferred until the first to occur of (i) actual conversion, (ii) the 42nd trading day prior to maturity of the notes, and (iii) such time as the cumulative adjustment equals or exceeds 1%. As of September 30, 2012, aggregate dividends of \$0.08 per share resulted in a cumulative change in the conversion rate of 0.86%. Griffon used 8.75% as the nonconvertible debt-borrowing rate to discount the 2017 Notes and will amortize the debt discount through January 2017. At issuance, the debt component of the 2017 Notes was \$75,437 and debt discount was \$24,563. At September 30, 2012 and September 30, 2011, the 2017 Notes had a capital in excess of par component, net of tax, of \$15,720. The fair value of the 2017 Notes approximated \$102,000 on September 30, 2012 based upon quoted market prices (level 1 inputs).

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On December 20, 2010, Griffon entered into two second lien real estate mortgages to secure new loans totaling \$11,834. The loans mature in February 2016, are collateralized by the related properties and are guaranteed by Griffon. The loans bear interest at a rate of LIBOR plus 3% with the option to swap to a fixed rate.

Griffon has other real estate mortgages, collateralized by real property, which bear interest at 6.3% and mature in 2016. On October 3, 2011, the mortgage at Russia, Ohio was paid in full, on maturity.

Griffon's Employee Stock Ownership Plan ( ESOP ) entered into a loan agreement in August 2010 to borrow \$20,000 over a one-year period. The proceeds were used to purchase 1,874,737 shares of Griffon common stock in the open market for \$19,973. The loan bears interest at a) LIBOR plus 2.5% or b) the lender's prime rate, at Griffon's option. In November 2011, Griffon exercised an option to convert the outstanding loan to a five-year term loan; principal is payable in quarterly installments of \$250, beginning December 2011, with a balloon payment of \$15,223 due at maturity (November 2016). The loan is secured by shares purchased with the proceeds of the loan, and repayment is guaranteed by Griffon. At September 30, 2012, \$18,973 was outstanding.

In addition, the ESOP has a loan agreement, guaranteed by Griffon, which requires quarterly principal payments of \$156 and interest through the extended expiration date of December 2013 at which time the \$3,125 balance of the loan, and any outstanding interest, will be payable. The primary purpose of this loan was to purchase 547,605 shares of Griffon's common stock in October 2008. The loan is secured by shares purchased with the proceeds of the loan, and repayment is guaranteed by Griffon. The loan bears interest at rates based upon the prime rate or LIBOR. At September 30, 2012, \$3,750 was outstanding.

In October 2006, CBP entered into a capital lease totaling \$14,290 for real estate in Troy, Ohio. Approximately \$10,000 was used to acquire the building and the remaining amount was restricted for improvements. The lease matures in 2021, bears interest at a fixed rate of 5.1%, is secured by a mortgage on the real estate and is guaranteed by Griffon.

At September 30, 2012 and September 30, 2011, Griffon had \$532 of 4% convertible subordinated notes due 2023 (the 2023 Notes ) outstanding. Holders of the 2023 Notes may require Griffon to repurchase all or a portion of their 2023 Notes on July 18, 2013 and 2018, if Griffon's common stock price is below the conversion price of the 2023 Notes, as well as upon a change in control. An adjustment to the conversion rate will be required as the result of payment of a cash dividend only if such adjustment would be greater than 1% (or at such time as the cumulative impact on the conversion rate reaches 1% in the aggregate). As of September 30, 2012, aggregate dividends of \$0.08 per share resulted in a cumulative change in the conversion rate of 0.89%. At September 30, 2012 and September 30, 2011, the 2023 Notes had no capital in excess of par value component as substantially all of these notes were put to Griffon at par and settled in July 2010. The fair value of the 2023 Notes approximated \$544 on September 30, 2012 based upon quoted market prices (level 1 inputs).

In November 2010, Clopay Europe GmbH ( Clopay Europe ) entered into a 10,000 revolving credit facility and a 20,000 term loan. The facility accrues interest at Euribor plus 2.1% per annum (2.3% at September 30, 2012), and the term loan accrues interest at Euribor plus 2.2% per annum (2.4% at September 30, 2012). The revolving facility matures in November 2012, but is renewable upon mutual agreement with the bank. Subsequent to September 30, 2012 the line was renewed for an additional year to November 2013. In July 2011, the full 20,000 was drawn on the Term Loan, with a portion of the proceeds used to repay borrowings under the revolving credit facility. The term loan is payable in ten equal quarterly installments which began in September 2011, with maturity in December 2013. Under the term loan, Clopay Europe is required to maintain a certain minimum equity to assets ratio and keep leverage below a certain level, defined as the ratio of total debt to EBITDA. At September 30, 2012, there were no borrowings on the revolving credit with 10,000 available for borrowing.



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In February 2012, Clopay do Brazil, a subsidiary of Plastics, borrowed \$4,000 at a rate of 104.5% of Brazilian CDI (7.7% at September 30, 2012). The loan was used to refinance existing loans and is collateralized by accounts receivable and a 50% guaranty by Plastics and is to be repaid in four equal, semi-annual installments of principal plus accrued interest beginning in August 2012. Clopay do Brazil also maintains lines of credit of approximately \$4,200. Interest on borrowings accrue at a rate of Brazilian CDI plus 6.0% or a fixed rate (13.8% and 10.2%, respectively, at September 30, 2012). At September 30, 2012 there was approximately \$2,064 borrowed under the lines.

At September 30, 2012, Griffon and its subsidiaries were in compliance with the terms and covenants of all credit and loan agreements.

In August 2011, Griffon's Board of Directors authorized the repurchase of up to \$50,000 of Griffon's outstanding common stock; this was in addition to the 1,366,000 shares of common stock authorized for repurchase under an existing buyback program. Under the repurchase programs, the Company may, from time to time, purchase shares of its common stock, depending upon market conditions, in open market or privately negotiated transactions, including pursuant to a 10b5-1 plan. During 2011, Griffon purchased 1,531,379 shares of common stock, for a total of \$12,367, or \$8.08 per share, exhausting the shares under the original program; \$48,690 remained under the \$50,000 authorization. During 2012, Griffon purchased 1,187,066 shares of common stock under the plan for a total of \$10,379, or \$8.74 per share; \$38,312 remains under the \$50,000 authorization.

On November 17, 2011, the Company began declaring quarterly dividends at \$0.02 per share; a total of \$0.08 per share, for a total of \$4,743, was declared and paid in 2012. No cash dividends on Common Stock were declared or paid during the four years ended September 30, 2011. The Company currently intends to pay dividends each quarter; however, the payment of dividends is determined by the Board of Directors at its discretion based on various factors, and no assurance can be provided as to future dividends.

On November 13, 2012, the Company declared a \$0.025 per share dividend payable on December 26, 2012 to shareholders of record as of November 29, 2012.

During the year ended September 30, 2012, Griffon used cash for discontinued operations of \$2,801, primarily related to settling remaining Installation Services liabilities.

**Contractual Obligations**

At September 30, 2012, payments to be made pursuant to significant contractual obligations are as follows:

<i>(in thousands)</i>	<b>Payments Due by Period</b>					
	<b>Total</b>	<b>Less Than 1 Year</b>	<b>1-3 Years</b>	<b>3-5 Years</b>	<b>More than 5 Years</b>	<b>Other</b>
<b>Long-term debt</b>	\$ 716,218	\$ 17,703	\$ 12,792	\$ 129,879	\$ 555,844	\$
<b>Interest expense</b>	239,779	45,269	89,337	84,872	20,301	
<b>Rental commitments</b>	89,381	22,345	31,575	20,380	15,082	
<b>Purchase obligations (a)</b>	146,839	132,238	11,194	3,407		
<b>Capital leases</b>	10,928	1,076	2,247	2,293	5,312	
<b>Capital expenditures</b>	13,489	13,489				
<b>Supplemental &amp; post-retirement benefits (b)</b>	36,540	6,579	7,783	7,498	14,680	
<b>Uncertain tax positions (c)</b>	9,059					9,059
<b>Total obligations</b>	<b>\$ 1,262,234</b>	<b>\$ 238,699</b>	<b>\$ 154,928</b>	<b>\$ 248,329</b>	<b>\$ 611,209</b>	<b>\$ 9,059</b>

- (a) Purchase obligations are generally for the purchase of goods and services in the ordinary course of business. Griffon uses blanket purchase orders to communicate expected requirements to certain vendors. Purchase obligations reflect those purchase orders where the commitment is considered to be firm. Purchase obligations that extend beyond 2012 are principally related to long-term contracts received from customers of Telephonics.
- (b) Griffon funds required payouts under the non-qualified supplemental defined benefit plan from its general assets and the expected payments are included in each period, as applicable.
- (c) Due to the uncertainty of the potential settlement of future uncertain tax positions, management is unable to estimate the timing of related payments, if any, that will be made subsequent to 2012. These amounts do not include any potential indirect benefits resulting from deductions or credits for payments made to other jurisdictions.

**Off-Balance Sheet Arrangements**

Except for operating leases and purchase obligations as disclosed herein, Griffon is not a party to any off-balance sheet arrangements.

**Off-Set Agreements**

Telephonics may enter into industrial cooperation agreements, sometimes referred to as offset agreements, as a condition to obtaining orders for its products and services from customers in foreign countries. These agreements promote investment in the country, and may be satisfied through activities that do not require Griffon to use its cash, including transferring technology, providing manufacturing and other consulting support. These agreements may also be satisfied through the use of cash for such activities as purchasing supplies from in-country vendors, setting up support centers, research and development investments, acquisitions and building or leasing facilities for in-country operations, if applicable. The amount of the offset requirement is determined by contract value awarded and negotiated percentages with customers. At September 30, 2012, Telephonics had outstanding offset agreements totaling approximately \$65,000, primarily related to the Radar Systems segment, some of which extend through 2024. Offset programs usually extend over several years and in some cases provide for penalties in the event Griffon fails to perform in accordance with contract requirements. Historically, Telephonics has not been required to pay any such penalties and as of September 30, 2012, no such penalties are estimable or probable.

## ACCOUNTING POLICIES AND PRONOUNCEMENTS

### Critical Accounting Policies

The preparation of Griffon's consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ( GAAP ) requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on assets, liabilities, revenue and expenses. These estimates can also affect supplemental information contained in public disclosures of Griffon, including information regarding contingencies, risk and its financial condition. These estimates, assumptions and judgments are evaluated on an ongoing basis and based on historical experience, current conditions and various other assumptions, and form the basis for estimating the carrying values of assets and liabilities, as well as identifying and assessing the accounting treatment for commitments and contingencies. Actual results may materially differ from these estimates.

An estimate is considered to be critical if it is subjective and if changes in the estimate using different assumptions would result in a material impact on Griffon's financial position or results of operations. The following have been identified as the most critical accounting policies and estimates:

### Revenue Recognition

Revenue is recognized when the following circumstances are satisfied: a) persuasive evidence of an arrangement exists, b) delivery has occurred, title has transferred or services are rendered, c) price is fixed and determinable and d) collectability is reasonably assured. Goods are sold on terms which transfer title and risk of loss at a specified location. Revenue recognition from product sales occurs when all factors are met, including transfer of title and risk of loss, which occurs either upon shipment or upon receipt by customers at the location specified in the terms of sale. Other than standard product warranty provisions, sales arrangements provide for no other significant post-shipment obligations. From time to time and for certain customers, rebates and other sales incentives, promotional allowances or discounts are offered, typically related to customer purchase volumes, all of which are fixed or determinable and are classified as a reduction of revenue and recorded at the time of sale. Griffon provides for sales returns allowances based upon historical returns experience.

Telephonics earns a substantial portion of its revenue as either a prime or subcontractor from contract awards with the U.S. Government, as well as non-U.S. governments and other commercial customers. These formal contracts are typically long-term in nature, usually greater than one year. Revenue and profits from these long-term fixed price contracts are recognized under the percentage-of-completion method of accounting. Revenue and profits on fixed-price contracts that contain engineering as well as production requirements are recorded based on the ratio of total actual incurred costs to date to the total estimated costs for each contract (cost-to-cost method). Using the cost-to-cost method, revenue is recorded at amounts equal to the ratio of actual cumulative costs incurred divided by total estimated costs at completion, multiplied by the total estimated contract revenue, less the cumulative revenue recognized in prior periods. The profit recorded on a contract using this method is equal to the current estimated total profit margin multiplied by the cumulative revenue recognized, less the amount of cumulative profit previously recorded for the contract in prior periods. As this method relies on the substantial use of estimates, these projections may be revised throughout the life of a contract. Components of this formula and ratio that may be estimated include gross profit margin and total costs at completion. The cost performance and estimates to complete on long-term contracts are reviewed, at a minimum, on a quarterly basis, as well as when information becomes available that would necessitate a review of the current estimate. Adjustments to estimates for a contract's estimated costs at completion and estimated profit or loss often are required as experience is gained, and as more information is obtained, even though the scope of work required under the contract may or may not change, or if contract modifications occur. The impact of such adjustments or changes to estimates is made on a cumulative basis in the period when such information has become known. Gross profit is affected by a variety of factors, including the mix of products, systems and services, production efficiencies, price competition and general economic conditions.

Revenue and profits on cost-reimbursable type contracts are recognized as allowable costs are incurred on the contract at an amount equal to the allowable costs plus the estimated profit on those costs. The estimated profit on a cost-reimbursable contract may be fixed or variable based on the contractual fee arrangement. Incentive and award fees on these contracts are recorded as revenue when the criteria under which they are earned are reasonably assured of being met and can be estimated.

For contracts whose anticipated total costs exceed total expected revenue, an estimated loss is recognized in the period when identifiable. A provision for the entire amount of the estimated loss is recorded on a cumulative basis.

Amounts representing contract change orders or claims are included in revenue only when they can be reliably estimated and their realization is probable, and are determined on a percentage-of-completion basis measured by the cost-to-cost method.

#### **Inventories**

Inventories, stated at the lower of cost (first-in, first-out or average) or market, include material, labor and manufacturing overhead costs.

Griffon's businesses typically do not require inventory that is susceptible to becoming obsolete or dated. In general, Telephonics sells products in connection with programs authorized and approved under contracts awarded by the U.S. Government or agencies thereof, either as prime or subcontractor, and in accordance with customer specifications. Plastics primarily produces fabricated materials used by customers in the production of their products and these materials are produced against orders by those customers. HBP produces doors and non-powered lawn and garden tools in response to orders from customers of retailers and dealers or based on expected orders, as applicable.

#### **Warranty Accruals**

Direct customer and end-user warranties are provided on certain products. These warranties cover manufacturing defects that would prevent the product from performing in line with its intended and marketed use. The terms of these warranties vary by product line and generally provide for the repair or replacement of the defective product. Warranty claims data is collected and analyzed with a focus on the historical amount of claims, the products involved, the amount of time between the warranty claims and the products' respective sales and the amount of current sales. Based on these analyses, warranty accruals are generally recorded as an increase to cost of sales and regularly reviewed for adequacy.

#### **Stock-based Compensation**

Griffon has issued stock-based compensation to certain employees, officers and directors in the form of stock options and restricted stock. For stock option grants made on or after October 1, 2005, expense is recognized over the awards' expected vesting period based on their fair value as calculated using the Black-Scholes pricing model. The Black-Scholes pricing model uses estimated assumptions for a forfeiture rate, the expected life of the options and a volatility rate using historical data.

Compensation expense for restricted stock is recognized ratably over the required service period based on the fair value of the grant calculated as the number of shares granted multiplied by the stock price on the date of grant, and for performance shares, the likelihood of achieving the performance criteria.

### **Allowances for Discount, Doubtful Account and Returns**

Trade receivables are recorded at the stated amount, less allowances for discounts, doubtful accounts and returns. The allowances represent estimated uncollectible receivables associated with potential customer defaults on contractual obligations (usually due to customers' potential insolvency), discounts related to early payment of accounts receivables by customers and estimates for returns. The allowance for doubtful accounts includes amounts for certain customers where a risk of default has been specifically identified, as well as an amount for customer defaults based on a general formula when it is determined the risk of some default is probable and estimable, but cannot yet be associated with specific customers. Allowance for discounts and returns are recorded as a reduction of revenue and the provision related to the allowance for doubtful accounts is recorded in SG&A expenses.

### **Acquisitions**

Acquired businesses are accounted for using the acquisition method of accounting which requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date and that the fair value of acquired in-process research and development (IPR&D) be recorded on the balance sheet. Related transaction costs are expensed as incurred. Any excess of the purchase price over the assigned values of the net assets acquired is recorded as goodwill.

### **Goodwill, Long-Lived Intangible and Tangible Assets, and Impairment**

Griffon has significant intangible and tangible long-lived assets on its balance sheet which includes goodwill and other intangible assets related to acquisitions. Goodwill represents the excess of the cost of net assets acquired in business combinations over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination. As required under GAAP, goodwill and indefinite-lived intangibles are reviewed for impairment annually, for Griffon as of September 30, or more frequently whenever events or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, using discounted future cash flows for each reporting unit. The testing of goodwill and indefinite-lived intangibles for impairment involves significant use of judgment and assumptions in the determination of a reporting unit's fair market value. Based upon the results of the annual impairment review, it was determined that the fair value of each reporting unit substantially exceeded the carrying value of the assets, and no impairment existed as of September 30, 2012.

Long-lived amortizable intangible assets, such as customer relationships and software, and tangible assets, primarily Property, Plant and Equipment, are amortized over their expected useful lives, which involves significant assumptions and estimates. Long-lived intangible and tangible assets are tested for impairment by comparing estimated future undiscounted cash flows to the carrying value of the asset when an impairment indicator, such as change in business, customer loss or obsolete technology, exists.

Fair value estimates are based on assumptions believed to be reasonable at the time, but such assumptions are subject to inherent uncertainty. Actual results may differ materially from those estimates. Any changes in key assumptions or management judgment with respect to a reporting unit or its prospects, which may result from a decline in Griffon's stock price, a change in market conditions, market trends, interest rates or other factors outside of Griffon's control, or significant underperformance relative to historical or projected future operating results, could result in a significantly different estimate of the fair value of Griffon's reporting units, which could result in an impairment charge in the future.

## Restructuring reserves

From time to time, Griffon will establish restructuring reserves at an operation. These reserves for both termination and other exit costs require the use of estimates. Though Griffon believes the estimates made are reasonable, they could differ materially from the actual costs.

## Income Taxes

Griffon's effective tax rate is based on income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which Griffon operates. For interim financial reporting, the annual tax rate is estimated based on projected taxable income for the full year and a quarterly income tax provision is recorded in accordance with the anticipated annual rate. As the year progresses, the estimates are refined based on the year's taxable income as new information becomes available, including year-to-date financial results. This continual estimation process often results in a change to the effective tax rate throughout the year. Significant judgment is required in determining the effective tax rate and in evaluating tax positions.

Deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets represent items to be used as a tax deduction or credit in future tax returns for which a tax benefit has been recorded in the income statement. The likelihood that the deferred tax asset balance will be recovered from future taxable income is assessed at least quarterly, and the valuation allowance, if any, is adjusted accordingly.

Tax benefits are recognized for an uncertain tax position when, in management's judgment, it is more likely than not that the position will be sustained upon examination by a taxing authority. For a tax position that meets the more-likely-than-not recognition threshold, the tax benefit is measured as the largest amount that is judged to have a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority. The liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation. Such adjustments are recognized in the period in which they are identified. The effective tax rate includes the net impact of changes in the liability for unrecognized tax benefits and subsequent adjustments as considered appropriate by management. A number of years may elapse before a particular matter for which Griffon has recorded a liability related to an unrecognized tax benefit is audited and finally resolved. The number of years with open tax audits varies by jurisdiction. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, Griffon believes its liability for unrecognized tax benefits is adequate. Favorable resolution of an unrecognized tax benefit could be recognized as a reduction in Griffon's tax provision and effective tax rate in the period of resolution. Unfavorable settlement of an unrecognized tax benefit could increase the tax provision and effective tax rate and may require the use of cash in the period of resolution. The liability for unrecognized tax benefits is generally presented as noncurrent. However, if it is anticipated that a cash settlement will occur within one year, that portion of the liability is presented as current. Interest and penalties recognized on the liability for unrecognized tax benefits is recorded as income tax expense.

## **Pension Benefits**

Griffon sponsors defined and supplemental benefit pension plans for certain employees and retired employees. Annual amounts relating to these plans are recorded based on actuarial projections, which include various actuarial assumptions, including discount rates, assumed rates of return, compensation increases and turnover rates. The actuarial assumptions used to determine pension liabilities and assets, as well as pension expense, are reviewed on an annual basis when modifications to assumptions are made based on current economic conditions and trends. The expected return on plan assets is determined based on the nature of the plans' investments and expectations for long-term rates of return. The discount rate used to measure obligations is based on a corporate bond spot-rate yield curve that matches projected future benefit payments with the appropriate spot rate applicable to the timing of the projected future benefit payments. The assumptions utilized in recording Griffon's obligations under the defined benefit pension plans are believed to be reasonable based on experience and advice from independent actuaries; however, differences in actual experience or changes in the assumptions may materially affect Griffon's financial position or results of operations.

The U.S. components of the defined benefit plans, which excludes the supplemental and post retirement healthcare and insurance benefit plans, are frozen and have stopped accruing benefits.

Effective January 1, 2012, the Clopay Pension Plan merged with the Ames True Temper Inc. Pension Plan. The merged qualified defined benefit plans was named the Clopay Ames True Temper Plan ( CATT Plan ).

The ATT supplemental executive retirement plan was frozen to new entrants and participants in the plan stopped accruing benefits in 2008.

### ***Newly issued but not yet effective accounting pronouncements***

In June 2011, the FASB issued new accounting guidance which requires the presentation of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. The new accounting rules eliminate the option to present components of other comprehensive income as part of the statement of changes in shareholders' equity. The new accounting rules will be effective for the Company in 2013 and are not expected to have a material effect on the Company's financial condition or results of operations.

In September 2011, the FASB issued new accounting guidance that allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative impairment testing of goodwill and indefinite life intangibles. This guidance is effective for the Company in 2013 and is not expected to have an impact on the Company's financial condition or result of operations.

*Recently issued effective accounting pronouncements*

None

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**  
**Interest Rates**

Griffon's exposure to market risk for changes in interest rates relates primarily to variable interest rate debt and investments in cash and equivalents.

The revolving credit facility and certain other of Griffon's credit facilities have a LIBOR-based variable interest rate. Due to the current and expected level of borrowings under these facilities, a 100 basis point change in LIBOR would not have a material impact on Griffon's results of operations or liquidity.

**Foreign Exchange**

Griffon conducts business in various non-U.S. countries, primarily in Canada, Mexico, Europe, Brazil, Turkey, China, Sweden, Australia and Mexico; therefore, changes in the value of the currencies of these countries affect the financial position and cash flows when translated into U.S. Dollars. Griffon has generally accepted the exposure to exchange rate movements relative to its non-U.S. operations. Griffon may, from time to time, hedge its currency risk exposures. A change of 10% or less in the value of all applicable foreign currencies would not have a material effect on Griffon's financial position and cash flows.

**Item 8. Financial Statements and Supplementary Data**

The financial statements of Griffon and its subsidiaries and the report thereon of Grant Thornton LLP are included herein:

- o Report of Independent Registered Public Accounting Firm.
- o Consolidated Balance Sheets at September 30, 2012 and 2011.
- o Consolidated Statements of Operations for the years ended September 30, 2012, 2011 and 2010.
- o Consolidated Statements of Cash Flows for the years ended September 30, 2012, 2011 and 2010.
- o Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss) for the years ended September 30, 2012, 2011 and 2010.
- o Notes to Consolidated Financial Statements.
- o Schedule II - Valuation and Qualifying Account.



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

**Griffon Corporation**

We have audited the accompanying consolidated balance sheets of Griffon Corporation (a Delaware corporation) and subsidiaries (the Company) as of September 30, 2012 and 2011, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended September 30, 2012. We also have audited the Company's internal control over financial reporting as of September 30, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our audits of the basic financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements, financial statement schedule and an opinion on Griffon Corporation's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Griffon Corporation and subsidiaries as of September 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information set forth therein. In addition, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

/s/ GRANT THORNTON LLP  
New York, New York  
November 16, 2012

**GRIFFON CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except per share data)

	<u>At September 30,</u> <u>2012</u>	<u>At September 30,</u> <u>2011</u>
<b>CURRENT ASSETS</b>		
Cash and equivalents	\$ 209,654	\$ 243,029
Accounts receivable, net of allowances of \$5,433 and \$6,072	239,857	267,471
Contract costs and recognized income not yet billed, net of progress payments of \$3,748 and \$9,697	70,777	74,737
Inventories, net	257,868	263,809
Prepaid and other current assets	47,472	48,828
Assets of discontinued operations	587	1,381
	<hr/>	<hr/>
Total Current Assets	826,215	899,255
<b>PROPERTY, PLANT AND EQUIPMENT, net</b>	356,879	350,050
<b>GOODWILL</b>	358,372	357,888
<b>INTANGIBLE ASSETS, net</b>	230,473	223,189
<b>OTHER ASSETS</b>	31,317	31,197
<b>ASSETS OF DISCONTINUED OPERATIONS</b>	2,936	3,675
	<hr/>	<hr/>
Total Assets	\$ 1,806,192	\$ 1,865,254
	<hr/>	<hr/>
<b>CURRENT LIABILITIES</b>		
Notes payable and current portion of long-term debt	\$ 17,703	\$ 25,164
Accounts payable	141,704	186,290
Accrued liabilities	110,337	99,631
Liabilities of discontinued operations	3,639	3,794
	<hr/>	<hr/>
Total Current Liabilities	273,383	314,879
<b>LONG-TERM DEBT, net of debt discount of \$16,607 and \$19,693</b>	681,907	688,247
<b>OTHER LIABILITIES</b>	193,107	204,434
<b>LIABILITIES OF DISCONTINUED OPERATIONS</b>	3,643	5,786
	<hr/>	<hr/>
Total Liabilities	1,152,040	1,213,346
<b>COMMITMENTS AND CONTINGENCIES - See Note 15</b>		
<b>SHAREHOLDERS EQUITY</b>		
Preferred stock, par value \$0.25 per share, authorized 3,000 shares, no shares issued		
Common stock, par value \$0.25 per share, authorized 85,000 shares, issued 76,509 shares and 76,184 shares	19,127	19,046
Capital in excess of par value	482,009	471,928
Retained earnings	436,421	424,153
Treasury shares, at cost, 15,621 common shares and 14,434 common shares	(242,081)	(231,699)
Accumulated other comprehensive loss	(19,559)	(7,724)
Deferred compensation	(21,765)	(23,796)
	<hr/>	<hr/>
Total Shareholders Equity	654,152	651,908
	<hr/>	<hr/>
Total Liabilities and Shareholders Equity	\$ 1,806,192	\$ 1,865,254
	<hr/>	<hr/>

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

**GRIFFON CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	Years Ended September 30,		
	2012	2011	2010
Revenue	\$ 1,861,145	\$ 1,830,802	\$ 1,293,996
Cost of goods and services	1,442,340	1,437,341	1,005,692
Gross profit	418,805	393,461	288,304
Selling, general and administrative expenses	341,696	330,369	261,403
Restructuring and other related charges	4,689	7,543	4,180
Total operating expenses	346,385	337,912	265,583
Income from operations	72,420	55,549	22,721
Other income (expense)			
Interest expense	(52,007)	(47,846)	(12,322)
Interest income	292	398	409
Loss from debt extinguishment, net		(26,164)	(1,117)
Other, net	1,236	3,714	4,121
Total other income (expense)	(50,479)	(69,898)	(8,909)
Income (loss) before taxes	21,941	(14,349)	13,812
Provision (benefit) for income taxes	4,930	(6,918)	4,308
Income (loss) from continuing operations	\$ 17,011	\$ (7,431)	\$ 9,504
Discontinued operations:			
Income from operations of the discontinued Installation Services business			142
Provision for income taxes			54
Income from discontinued operations			88
Net income (loss)	\$ 17,011	\$ (7,431)	\$ 9,592
Income (loss) from continuing operations	\$ 0.30	\$ (0.13)	\$ 0.16
Income from discontinued operations	0.00	0.00	0.00
Basic earnings (loss) per common share	\$ 0.30	\$ (0.13)	\$ 0.16
Weighted-average shares outstanding	55,914	58,919	58,974
Income (loss) from continuing operations	\$ 0.30	\$ (0.13)	\$ 0.16
Income from discontinued operations	0.00	0.00	0.00
Diluted earnings (loss) per common share	\$ 0.30	\$ (0.13)	\$ 0.16
Weighted-average shares outstanding	57,329	58,919	59,993

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



**GRIFFON CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Years Ended September 30,		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ 17,011	\$ (7,431)	\$ 9,592
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Income from discontinued operations			(88)
Depreciation and amortization	66,264	60,712	40,442
Fair value write-up of acquired inventory sold		15,152	
Stock-based compensation	10,439	8,956	5,778
Provision for losses on accounts receivable	1,212	1,225	2,431
Amortization/write-off of deferred financing costs and debt discounts	6,023	6,733	5,059
Loss from debt extinguishment, net		26,164	1,117
Deferred income taxes	(2,627)	(2,749)	(3,666)
(Gain) loss on sale/disposal of assets	56	(251)	74
Change in assets and liabilities, net of assets and liabilities acquired:			
(Increase) decrease in accounts receivable and contract costs and recognized income not yet billed	27,269	(30,593)	(25,481)
(Increase) decrease in inventories	9,011	(12,803)	(10,611)
(Increase) decrease in prepaid and other assets	(3,281)	9,065	(14,342)
Increase (decrease) in accounts payable, accrued liabilities and income taxes payable	(46,368)	(42,604)	72,144
Other changes, net	5,121	3,809	676
Net cash provided by operating activities	90,130	35,385	83,125
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Acquisition of property, plant and equipment	(68,851)	(87,617)	(40,477)
Acquired business, net of cash acquired	(22,432)	(855)	(542,000)
Change in funds restricted for capital projects		4,629	
Proceeds from sale of assets	309	1,510	
Net cash used in investing activities	(90,974)	(82,333)	(584,143)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issuance of common stock			2,823
Dividends paid	(4,743)		
Purchase of shares for treasury	(10,382)	(18,139)	
Proceeds from issuance of long-term debt	4,000	674,251	543,875
Payments of long-term debt	(18,546)	(498,572)	(176,802)
Change in short-term borrowings	(1,859)	3,538	
Financing costs	(97)	(21,653)	(17,455)
Purchase of ESOP shares		(19,973)	
Exercise of stock options		2,306	343
Tax effect from exercise/vesting of equity awards, net	834	7	325
Other, net	100	345	184
Net cash provided by (used in) financing activities	(30,693)	122,110	353,293
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>			
Net cash used in operating activities	(2,801)	(962)	(638)
Net cash used in discontinued operations	(2,801)	(962)	(638)
Effect of exchange rate changes on cash and equivalents	963	(973)	(2,668)

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NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS	(33,375)	73,227	(151,031)
CASH AND EQUIVALENTS AT BEGINNING OF PERIOD	243,029	169,802	320,833
	<u>          </u>	<u>          </u>	<u>          </u>
CASH AND EQUIVALENTS AT END OF PERIOD	\$ 209,654	\$ 243,029	\$ 169,802
	<u>          </u>	<u>          </u>	<u>          </u>
Supplemental Disclosure of Cash Flow Information:			
Cash paid for interest	\$ 49,533	\$ 21,396	\$ 6,489
Cash paid for taxes	8,713	10,219	4,643

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

**GRIFFON CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME (LOSS)**

(in thousands)	COMMON STOCK		CAPITAL IN EXCESS OF	RETAINED EARNINGS	TREASURY SHARES		ACCUMULATED OTHER	DEFERRED	Total	COMPREHENSIVE
	SHARES	PAR VALUE	PAR VALUE		INCOME (LOSS)	ESOP & OTHER COMPENSATION	INCOME (LOSS)			
<b>Balance at 9/30/2009</b>	73,663	\$ 18,415	\$ 438,438	\$ 421,992	12,466	\$ (213,560)	\$ 28,170	\$ (5,248)	\$ 688,207	\$ 21,409
Net income				9,592					9,592	9,592
Common stock issued for options exercised	48	13	329						342	
Tax effect from exercise/vesting of equity awards, net			325						325	
Amortization of deferred compensation								744	744	
Restricted stock awards granted, net	630	157	(627)						(470)	
Issuance of convertible debt, net			13,694						13,694	
ESOP allocation of common stock			266						266	
Stock-based compensation			5,765					13	5,778	
Issuance of common stock pursuant to acquisition	239	60	2,765						2,825	
Translation of foreign financial statements							(9,677)		(9,677)	(9,677)
Pension OCI, net of tax							(911)		(911)	(911)
<b>Balance at 9/30/2010</b>	74,580	18,645	460,955	431,584	12,466	(213,560)	17,582	(4,491)	710,715	\$ (996)
Net income (loss)				(7,431)					(7,431)	\$ (7,431)
Common stock issued for options exercised	339	85	2,425						2,510	
Tax effect from exercise/vesting of equity awards, net			7						7	
Amortization of deferred compensation								668	668	
Common stock acquired					1,968	(18,139)			(18,139)	
Restricted stock awards granted, net	1,265	316	(588)						(272)	
								(19,973)	(19,973)	

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ESOP purchase of common stock												
ESOP allocation of common stock			173							173		
Stock-based compensation			8,956							8,956		
Translation of foreign financial statements							(11,232)			(11,232)		(11,232)
Pension OCI, net of tax							(14,074)			(14,074)		(14,074)
<b>Balance at 9/30/2011</b>	76,184	\$ 19,046	\$ 471,928	\$ 424,153	14,434	\$ (231,699)	\$ (7,724)	\$ (23,796)	\$ 651,908	\$ (32,737)		
Net income				17,011					17,011	\$ 17,011		
Dividend				(4,743)					(4,743)			
Tax effect from exercise/vesting of equity awards, net			834						834			
Amortization of deferred compensation								2,031	2,031			
Common stock acquired					1,187	(10,382)			(10,382)			
Restricted stock awards granted, net	325	81	(1,064)						(983)			
ESOP allocation of common stock			(128)						(128)			
Stock-based compensation			10,439						10,439			
Translation of foreign financial statements							(6,754)		(6,754)			(6,754)
Pension OCI, net of tax							(5,081)		(5,081)			(5,081)
<b>Balance at 9/30/2012</b>	76,509	\$ 19,127	\$ 482,009	\$ 436,421	15,621	\$ (242,081)	\$ (19,559)	\$ (21,765)	\$ 654,152	\$ 5,176		

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



**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(US dollars and non US currencies in thousands, except per share data)**

*(Unless otherwise indicated, all references to years or year-end refer to Griffon's fiscal period ending September 30)*

**NOTE 1 DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

Griffon Corporation (the Company or Griffon), is a diversified management and holding company that conducts business through wholly-owned subsidiaries. Griffon oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. Griffon to further diversify, also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital.

Headquartered in New York, N.Y., the Company was founded in 1959 and is incorporated in Delaware. Griffon is listed on the New York Stock Exchange and trades under the symbol GFF.

Griffon currently conducts its operations through three segments:

Home & Building Products ( HBP ) consists of two companies, Ames True Temper, Inc ( ATT ) and Clopay Building Products ( CBP ):

- ATT, acquired by Griffon on September 30, 2010, is a global provider of non-powered landscaping products that make work easier for homeowners and professionals. Due to the acquisition of ATT occurring on September 30, 2010, none of ATT's results of operations were included in Griffon's results prior to October 1, 2010.
- CBP is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional installing dealers and major home center retail chains.

Telephonics Corporation ( Telephonics ) designs, develops and manufactures high-technology integrated information, communication and sensor system solutions to military and commercial markets worldwide.

Clopay Plastic Products Company ( Plastics ) is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications.

**Consolidation**

The consolidated financial statements include the accounts of Griffon and all subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

**Earnings Per Share**

Due to rounding, the sum of earnings per share of Continuing operations and Discontinued operations may not equal earnings per share of Net income.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**Discontinued Operations Installation Services**

In 2008, as a result of the downturn in the residential housing market, Griffon exited substantially all operating activities of its Installation Services segment which sold, installed and serviced garage doors and openers, fireplaces, floor coverings, cabinetry and a range of related building products, primarily for the new residential housing market. Operating results of substantially all of this segment have been reported as discontinued operations in the Consolidated Statements of Operations for all periods presented; the Installation Services segment is excluded from segment reporting.

**Reclassifications and Adoption of New Accounting Guidance**

Certain amounts in prior years have been reclassified to conform to the current year presentation.

**Use of estimates**

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, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. These estimates may be adjusted due to changes in economic, industry or customer financial conditions, as well as changes in technology or demand. Significant estimates include allowances for doubtful accounts receivable and returns, net realizable value of inventories, restructuring reserves, valuation of goodwill and intangible assets, percentage of completion method of accounting, pension assumptions, useful lives associated with depreciation and amortization of intangible and fixed assets, warranty reserves, sales incentive accruals, stock based compensation assumptions, income taxes and tax valuation reserves, environmental reserves, legal reserves, insurance reserves and the valuation of discontinued assets and liabilities, and the accompanying disclosures. These estimates are based on management's best knowledge of current events and actions Griffon may undertake in the future. Actual results may ultimately differ from these estimates.

**Cash and equivalents**

Griffon considers all highly liquid investments purchased with an initial maturity of three months or less to be cash equivalents. Cash equivalents primarily consist of overnight commercial paper, highly-rated liquid money market funds backed by U.S. Treasury securities and U.S. Agency securities, as well as insured bank deposits. Griffon had cash in non-U.S. bank accounts of approximately \$15,914 and \$39,738 at September 30, 2012 and 2011, respectively. Substantially all U.S. cash and equivalents are covered by government insurance or backed by government securities. Griffon regularly evaluates the financial stability of all institutions and funds that hold its cash and equivalents.

**Fair value of financial instruments**

The carrying values of cash and equivalents, accounts receivable, accounts and notes payable and revolving credit debt approximate fair value due to either the short-term nature of such instruments or the fact that the interest rate of the revolving credit debt is based upon current market rates.

The fair values of Griffon's 2018 senior notes, 2017 and 2023 4% convertible notes approximated \$580,250, \$102,000 and \$544, respectively on September 30, 2012. Fair values were based upon quoted market prices (level 1 inputs).

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Insurance contracts with a value of \$4,183 and trading securities with a value of \$697 at September 30, 2012, are measured and recorded at fair value based upon quoted prices in active markets for identical assets (level 1 inputs).

*Items Measured at Fair Value on a Recurring Basis*

At September 30, 2012, Griffon had \$1,500 of Australian dollar contracts at a weighted average rate of \$0.966. The contracts, which protect Australia operations from currency fluctuations for U.S. dollar based purchases, do not qualify for hedge accounting and a fair value loss of \$1 was recorded in other assets and to other income for the outstanding contracts based on similar contract values (level 2 inputs) for the year ended September 30, 2012. All contracts expire in 15 to 75 days.

Pension plan assets with a fair value of \$160,833 at September 30, 2012, are measured and recorded at fair value based upon quoted prices in active markets for identical assets (level 1 inputs), quoted market prices for similar assets (level 2 inputs) and derived by audited financial statements (level 3 inputs).

**Non-U.S. currency translation**

Assets and liabilities of non-U.S. subsidiaries, where the functional currency is not the U.S. dollar, have been translated at year-end exchange rates and profit and loss accounts have been translated using weighted average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the balance sheet as cumulative translation adjustments. Assets and liabilities of an entity that are denominated in currencies other than that entity's functional currency are remeasured into the functional currency using period end exchange rates, or historical rates where applicable to certain balances. Gains and losses arising on remeasurements are recorded within the Statement of Operations as a component of Other income (expense).

**Revenue recognition**

Revenue is recognized when the following circumstances are satisfied: a) persuasive evidence of an arrangement exists, b) delivery has occurred, title has transferred or services are rendered, c) price is fixed and determinable and d) collectability is reasonably assured. Goods are sold on terms which transfer title and risk of loss at a specified location. Revenue recognition from product sales occurs when all factors are met, including transfer of title and risk of loss, which occurs either upon shipment or upon receipt by customers at the location specified in the terms of sale. Other than standard product warranty provisions, sales arrangements provide for no other significant post-shipment obligations. From time to time and for certain customers rebates and other sales incentives, promotional allowances or discounts are offered, typically related to customer purchase volumes, all of which are fixed or determinable and are classified as a reduction of revenue and recorded at the time of sale. Griffon provides for sales returns allowances based upon historical returns experience.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Telephonics earns a substantial portion of its revenue as either a prime or subcontractor from contract awards with the U.S. Government, as well as non-U.S. governments and other commercial customers. These formal contracts are typically long-term in nature, usually greater than one year. Revenue and profits from these long-term fixed price contracts are recognized under the percentage-of-completion method of accounting. Revenue and profits on fixed-price contracts that contain engineering as well as production requirements are recorded based on the ratio of total actual incurred costs to date to the total estimated costs for each contract (cost-to-cost method). Using the cost-to-cost method, revenue is recorded at amounts equal to the ratio of actual cumulative costs incurred divided by total estimated costs at completion, multiplied by the total estimated contract revenue, less the cumulative revenue recognized in prior periods. The profit recorded on a contract using this method is equal to the current estimated total profit margin multiplied by the cumulative revenue recognized, less the amount of cumulative profit previously recorded for the contract in prior periods. As this method relies on the substantial use of estimates, these projections may be revised throughout the life of a contract. Components of this formula and ratio that may be estimated include gross profit margin and total costs at completion. The cost performance and estimates to complete on long-term contracts are reviewed, at a minimum, on a quarterly basis, as well as when information becomes available that would necessitate a review of the current estimate. Adjustments to estimates for a contract's estimated costs at completion and estimated profit or loss often are required as experience is gained, and as more information is obtained, even though the scope of work required under the contract may or may not change, or if contract modifications occur. The impact of such adjustments or changes to estimates is made on a cumulative basis in the period when such information has become known. Gross profit is affected by a variety of factors, including the mix of products, systems and services, production efficiencies, price competition and general economic conditions.

Revenue and profits on cost-reimbursable type contracts are recognized as allowable costs are incurred on the contract at an amount equal to the allowable costs plus the estimated profit on those costs. The estimated profit on a cost-reimbursable contract may be fixed or variable based on the contractual fee arrangement. Incentive and award fees on these contracts are recorded as revenue when the criteria under which they are earned are reasonably assured of being met and can be estimated.

For contracts whose anticipated total costs exceed the total expected revenue, an estimated loss is recognized in the period when identifiable. A provision for the entire amount of the estimated loss is recorded on a cumulative basis.

Amounts representing contract change orders or claims are included in revenue only when they can be reliably estimated and their realization is probable, and are determined on a percentage-of-completion basis measured by the cost-to-cost method.

**Accounts receivable, allowance for doubtful accounts and concentrations of credit risk**

Accounts receivable is composed principally of trade accounts receivable that arise primarily from the sale of goods or services on account and is stated at historical cost. A substantial portion of Griffon's trade receivables are from customers of HBP, of which the largest customer is Home Depot, whose financial condition is dependent on the construction and related retail sectors of the economy. In addition, a significant portion of Griffon's trade receivables are from one Plastics customer, P&G, whose financial condition is dependent on the consumer products and related sectors of the economy. As a percentage of consolidated accounts receivable, U.S. Government related programs was 18%, while Home Depot and P&G were each under 10%. Griffon performs continuing evaluations of the financial condition of its customers, and although Griffon generally does not require collateral, letters of credit may be required from customers in certain circumstances.

Trade receivables are recorded at the stated amount, less allowance for doubtful accounts and, when appropriate, for customer program reserves and cash discounts. The allowance represents estimated uncollectible receivables associated with potential customer defaults on contractual obligations (usually due to customers' potential insolvency). The allowance for doubtful accounts includes amounts for certain customers where a risk of default has been specifically identified, as well as an amount for customer defaults based on a formula when it is determined the risk of some default is probable and estimable, but cannot yet be associated with specific customers. The provision related to the allowance for doubtful accounts was recorded in SG&A expenses.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Customer program reserves and cash discounts are netted against accounts receivable when it is customer practice to reduce invoices for these amounts. The amount netted against accounts receivable in 2012 and 2011 was \$8,653 and \$12,683, respectively.

**Contract costs and recognized income not yet billed**

Contract costs and recognized income not yet billed consists of amounts accounted for under the percentage of completion method of accounting, recoverable costs and accrued profit that cannot yet be invoiced under the terms of certain long-term contracts. Amounts will be invoiced when applicable contract terms such as the achievement of specified milestones or product delivery, are met.

**Inventories**

Inventories, stated at the lower of cost (first-in, first-out or average) or market, include material, labor and manufacturing overhead costs.

Griffon's businesses typically do not require inventory that is susceptible to becoming obsolete or dated. In general, Telephonics sells products in connection with programs authorized and approved under contracts awarded by the U.S. Government or agencies thereof, either as prime or subcontractor, and in accordance with customer specifications. Plastics produces fabricated materials used by customers in the production of their products and these materials are produced against orders by those customers. HBP produces doors and non-powered lawn and garden tools in response to orders from customers of retailers and dealers or based on expected orders, as applicable.

**Property, plant and equipment**

Property, plant and equipment includes the historical cost of land, buildings, equipment and significant improvements to existing plant and equipment. Expenditures for maintenance, repairs and minor renewals are expensed as incurred. When property or equipment is sold or otherwise disposed of, the related cost and accumulated depreciation is removed from the respective accounts and the gain or loss is realized in income.

Depreciation expense, which includes amortization of assets under capital leases, was \$58,216, \$52,844 and \$38,456 for the years ended September 30, 2012, 2011 and 2010, respectively, and was calculated on a straight-line basis over the estimated useful lives of the assets. Estimated useful lives for property, plant and equipment are as follows: buildings and building improvements, 25 to 40 years; machinery and equipment, 2 to 15 years and leasehold improvements, over the term of the lease or life of the improvement, whichever is shorter.

Capitalized interest costs included in property, plant and equipment were \$2,975, \$2,250 and \$1,700 for the years ended September 30, 2012, 2011 and 2010, respectively. The original cost of fully-depreciated property, plant and equipment remaining in use at September 30, 2012 was approximately \$195,000.

**Goodwill and indefinite-lived intangibles**

Goodwill is the excess of the acquisition cost of a business over the fair value of the identifiable net assets acquired. Goodwill is not amortized, but is subject to an annual impairment test unless during an interim period, impairment indicators, such as a significant change in the business climate, exist.

Griffon performed its annual impairment testing of goodwill as of September 30, 2012. The performance of the test involves a two-step process. The first step

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

involves comparing the fair value of Griffon's reporting units with the reporting unit's carrying amount, including goodwill. Griffon generally determines the fair value of its reporting units using the income approach methodology of valuation that includes the present value of expected future cash flows. This method uses Griffon's own market assumptions. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, Griffon performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill.

Griffon defines its reporting units as its three segments.

Griffon used five year projections and a 3.0% terminal value to which discount rates between 9.5% and 11.5% were applied to calculate each unit's fair value. To substantiate fair values derived from the income approach methodology of valuation, the implied fair value was reconciled to Griffon's market capitalization, the results of which supported the implied fair values. Any changes in key assumptions or management judgment with respect to a reporting unit or its prospects, which may result from a decline in Griffon's stock price, a change in market conditions, market trends, interest rates or other factors outside Griffon's control, or significant underperformance relative to historical or project future operating results, could result in a significantly different estimate of the fair value of the reporting units, which could result in a future impairment charge.

Based upon the results of the annual impairment review, it was determined that the fair value of each reporting unit substantially exceeded the carrying value of the assets, as performed under step one, and no impairment existed.

Similar to Goodwill, Griffon tests indefinite-lived intangible assets at least annually and when indicators of impairment exist. Griffon uses a discounted cash flow method to calculate and compare the fair value of the intangible to its book value. This method uses Griffon's own market assumptions which are reasonable and supportable. If the fair value is less than the book value of the indefinite-lived intangibles, an impairment charge would be recognized. There was no impairment related to any indefinite-lived intangible assets in 2012.

#### **Definite-lived long-lived assets**

Amortizable intangible assets are carried at cost less accumulated amortization. For financial reporting purposes, definite-lived intangible assets are amortized on a straight-line basis over their useful lives, generally eight to twenty-five years. Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition.

For 2012 and 2011, the future undiscounted cash flows expected to be generated from the use of definite-lived long-lived assets were substantially greater than the carrying value of the assets, and as such, there was no impairment.

#### **Income taxes**

Income taxes are accounted for under the liability method. Deferred taxes reflect the tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts. The carrying value of Griffon's deferred tax assets is dependent upon Griffon's ability to generate sufficient future taxable income in certain tax jurisdictions. Should Griffon determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Griffon provides for uncertain tax positions and any related interest and penalties based upon Management's assessment of whether a tax benefit is more likely than not of being sustained upon examination by tax authorities. At September 30, 2012 Griffon believes that it has appropriately accounted for all unrecognized tax benefits. As of September 30, 2012, 2011 and 2010, Griffon has recorded unrecognized tax benefits in the amount of \$11,876, \$12,910 and \$11,764, respectively. Accrued interest and penalties related to income tax matters are recorded in the provision for income taxes.

**Research and development costs, shipping and handling costs and advertising costs**

Research and development costs not recoverable under contractual arrangements are charged to SG&A expense as incurred and amounted to \$23,600, \$23,900 and \$21,400 in 2012, 2011 and 2010, respectively.

SG&A expenses include shipping and handling costs of \$40,200 in 2012, \$41,600 in 2011 and \$32,100 in 2010 and advertising costs, which are expensed as incurred, of \$22,000 in 2012, \$23,000 in 2011 and \$14,700 in 2010.

**Risk, Retention and Insurance**

Griffon's property and casualty insurance programs contain various deductibles that, based on Griffon's experience, are typical and customary for a company of its size and risk profile. Griffon generally maintains deductibles for claims and liabilities related primarily to workers compensation, general, product and automobile liability as well as property damage and business interruption losses resulting from certain events. Griffon does not consider any of the deductibles to represent a material risk to Griffon. Griffon accrues for claim exposures that are probable of occurrence and can be reasonably estimated. Insurance is maintained to transfer risk beyond the level of self-retention and provides protection on both an individual claim and annual aggregate basis.

In the U.S., Griffon currently self-assumes its general and product liability claims up to \$350 per occurrence and its workers compensation and automobile liability claims up to \$250 per occurrence. Third-party insurance provides primary level coverage in excess of these deductible amounts up to certain specified limits. In addition, Griffon has excess liability insurance from third-party insurers on both an aggregate and an individual occurrence basis substantially in excess of the limits of the primary coverage.

Griffon has local insurance coverage in Germany, Brazil, Canada, Ireland, Australia, Turkey, Mexico and China which is subject to reasonable deductibles. Griffon has worldwide excess coverage above these local programs.

Griffon Corporation and its U.S. subsidiaries also self assume health related claims to a maximum of \$300 per participant, per year.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**Pension Benefits**

Griffon sponsors defined and supplemental benefit pension plans for certain employees and retired employees. Annual amounts relating to these plans are recorded based on actuarial projections, which include various actuarial assumptions, including discount rates, assumed rates of return, compensation increases and turnover rates. The actuarial assumptions used to determine pension liabilities and assets, as well as pension expense, are reviewed on an annual basis when modifications to assumptions are made based on current economic conditions and trends. The expected return on plan assets is determined based on the nature of the plans' investments and expectations for long-term rates of return. The discount rate used to measure obligations is based on a corporate bond spot-rate yield curve that matches projected future benefit payments with the appropriate spot rate applicable to the timing of the projected future benefit payments. The assumptions utilized in recording Griffon's obligations under the defined benefit pension plans are believed to be reasonable based on experience and advice from independent actuaries; however, differences in actual experience or changes in the assumptions may materially affect Griffon's financial position or results of operations.

The U.S. components of the defined benefit plans, which excludes the supplemental and post retirement healthcare and insurance benefit plans, are frozen and have stopped accruing benefits.

*Newly issued but not yet effective accounting pronouncements*

In June 2011, the FASB issued new accounting guidance which requires the presentation of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. The new accounting rules eliminate the option to present components of other comprehensive income as part of the statement of changes in shareholders' equity. The new accounting rules will be effective for the Company in 2013 and are not expected to have a material effect on the Company's financial condition or results of operations.

In September 2011, the FASB issued new accounting guidance that allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative impairment testing of goodwill and indefinite life intangibles. This guidance is effective for the Company in 2013 and is not expected to have an impact on the Company's financial condition or result of operations.

*Recently issued effective accounting pronouncements*

None

**NOTE 2 ACQUISITIONS**

On October 17, 2011, Griffon acquired the pots and planters business of Southern Sales & Marketing Group, Inc. (SSMG) for \$22,432. The acquired business, which markets its products under the Southern Patio brand name (Southern Patio), is a leading designer, manufacturer and marketer of landscape accessories. Southern Patio, which was integrated with ATT, had revenue exceeding \$40,000 in 2011.

The accounts of the acquired company, after adjustments to reflect fair market values assigned to assets purchased from SSMG, have been included in the consolidated financial statements from the date of acquisition; acquired inventory was not significant.



**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

The following table summarizes the fair values of the assets acquired as of the date of the acquisition and the amounts assigned to goodwill and intangible asset classifications:

Inventory	\$	3,673
PP&E		416
Goodwill		4,655
Amortizable intangible assets		11,077
Indefinite life intangible assets		2,611
		<hr/>
Total assets acquired	\$	22,432
		<hr/>

The amounts assigned to goodwill and major intangible asset classifications, all of which are tax deductible, for the Southern Patio acquisition are as follows:

		Amortization Period (Years)
		<hr/>
Goodwill	\$ 4,655	N/A
Tradenames	2,611	Indefinite
Customer relationships	11,077	25
	<hr/>	
	\$ 18,343	
	<hr/>	

On September 30, 2010, Griffon purchased all of the outstanding stock of CHATT Holdings, Inc. ( CHATT Holdings ), the parent of ATT, on a cash and debt-free basis, for \$542,000 in cash, subject to certain adjustments (the Purchase Price ). ATT is a global provider of non-powered lawn and garden tools, wheelbarrows, and other outdoor work products to the retail and professional markets. ATT's brands include Ames®, True Temper®, Ames True Temper®, Garant®, Union Tools®, Razor-back®, Jackson®, Hound Dog® and Dynamic Design™. ATT's brands hold the number one or number two market positions in their respective major product categories. The acquisition of ATT expands Griffon's position in the home and building products market and provides Griffon the opportunity to recognize synergies with its other businesses.

ATT's results of operations are not included in the Griffon consolidated statements of operations or cash flows, or footnotes relating thereto prior to October 1, 2010, except where explicitly stated as pro-forma results.

***Pro Forma Information***

The following unaudited pro forma information illustrates the effect on Griffon's revenue and net earnings for the twelve-month period ended September 30, 2010, assuming that the acquisition of ATT had taken place on October 1, 2009.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

	<b>Year Ended September 30, 2010</b>
<hr/>	
Revenue from continuing operations:	
As reported	\$ 1,293,996
Pro forma	1,737,630
Net earnings from continuing operations:	
As reported	\$ 9,504
Pro forma	16,885
Diluted earnings per share from continuing operations:	
As reported	\$ 0.16
Pro forma	0.28

Average shares - Diluted (in thousands) 59,993

These pro forma results have been prepared for comparative purposes only and include certain adjustments to actual financial results for the period presented, such as imputed financing costs, and estimated additional amortization and depreciation expense as a result of intangibles and fixed assets acquired, measured at fair value. They do not purport to be indicative of the results of operations that actually would have resulted had the acquisition occurred on the date indicated or that may result in the future.

**NOTE 3 INVENTORIES**

The following table details the components of inventory:

	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>
<hr/>		
Raw materials and supplies	\$ 63,596	\$ 76,563
Work in process	67,077	66,585
Finished goods	127,195	120,661
	<hr/>	<hr/>
<b>Total</b>	<b>\$ 257,868</b>	<b>\$ 263,809</b>
	<hr/>	<hr/>

**NOTE 4 PROPERTY, PLANT AND EQUIPMENT**

The following table details the components of property, plant and equipment, net:

	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>
<hr/>		
Land, building and building improvements	\$ 125,330	\$ 126,340
Machinery and equipment	622,983	571,414
Leasehold improvements	34,890	32,867
	<hr/>	<hr/>
	783,203	730,621
Accumulated depreciation and amortization	(426,324)	(380,571)
	<hr/>	<hr/>
<b>Total</b>	<b>\$ 356,879</b>	<b>\$ 350,050</b>
	<hr/>	<hr/>



**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**NOTE 5 GOODWILL AND OTHER INTANGIBLES**

The following table provides changes in carrying value of goodwill by segment through the year ended September 30, 2012:

	At September 30, 2010	Other adjustments including currency translations	At September 30, 2011	Goodwill from 2012 acquisitions	Other adjustments including currency translations	At September 30, 2012
Home & Building Products	\$ 265,147	\$	\$ 265,147	\$ 4,655	\$	\$ 269,802
Telephonics	18,545		18,545			18,545
Plastics	77,612	(3,416)	74,196		(4,171)	70,025
<b>Total</b>	<b>\$ 361,304</b>	<b>\$ (3,416)</b>	<b>\$ 357,888</b>	<b>\$ 4,655</b>	<b>\$ (4,171)</b>	<b>\$ 358,372</b>

The following table provides the gross carrying value and accumulated amortization for each major class of intangible asset:

	At September 30, 2012			At September 30, 2011	
	Gross Carrying Amount	Accumulated Amortization	Average Life (Years)	Gross Carrying Amount	Accumulated Amortization
Customer relationships	\$ 167,603	\$ 21,799	25	\$ 155,602	\$ 13,862
Unpatented technology	6,751	2,334	11	6,534	1,749
<b>Total amortizable intangible assets</b>	<b>174,354</b>	<b>24,133</b>		<b>162,136</b>	<b>15,611</b>
Trademarks	80,252			76,664	
<b>Total intangible assets</b>	<b>\$ 254,606</b>	<b>\$ 24,133</b>		<b>\$ 238,800</b>	<b>\$ 15,611</b>

Amortization expense for intangible assets subject to amortization was \$8,048, \$7,867 and \$1,987 for the years ended September 30, 2012, 2011 and 2010, respectively. Amortization expense for each of the next five years and thereafter, based on current intangible balances and classifications, is estimated as follows: 2013 - \$7,892; 2014 - \$7,658; 2015 - \$7,483; 2016 - \$7,355 and 2017 - \$7,265; thereafter - \$112,568.

**NOTE 6 DISCONTINUED OPERATIONS**

In 2008, as a result of the downturn in the residential housing market, Griffon exited substantially all operating activities of its Installation Services segment which sold, installed and serviced garage doors and openers, fireplaces, floor coverings, cabinetry and a range of related building products, primarily for the new residential housing market. Operating results of substantially all of this segment have been reported as discontinued operations in the Consolidated Statements of Operations for all periods presented; the Installation Services segment is excluded from segment reporting.

In 2008, Griffon's Board of Directors approved a plan to exit substantially all operating activities of the Installation Services segment. In 2008, Griffon sold eleven units, closed one unit and merged two units into CBP.

Griffon substantially concluded its remaining disposal activities in 2009. There was no reported revenue in 2012, 2011 and 2010.

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The following amounts related primarily to the Installation Services segment have been segregated from Griffon's continuing operations and are reported as assets and liabilities of discontinued operations in the consolidated balance sheets:

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**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>
<b>Assets of discontinued operations:</b>		
Prepaid and other current assets	\$ 587	\$ 1,381
Other long-term assets	2,936	3,675
<b>Total assets of discontinued operations</b>	<b>\$ 3,523</b>	<b>\$ 5,056</b>
<b>Liabilities of discontinued operations:</b>		
Accrued liabilities, current	\$ 3,639	\$ 3,794
Other long-term liabilities	3,643	5,786
<b>Total liabilities of discontinued operations</b>	<b>\$ 7,282</b>	<b>\$ 9,580</b>

**NOTE 7 ACCRUED LIABILITIES**

The following table details the components of accrued liabilities:

	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>
Compensation	\$ 41,550	\$ 34,703
Interest	20,588	22,242
Warranties and rebates	10,589	10,439
Insurance	8,373	8,199
Rent, utilities and freight	3,649	3,989
Income and other taxes	6,793	5,592
Royalties	2,071	2,031
Marketing and advertising	1,513	1,991
Deferred income taxes	129	402
Other	15,082	10,043
<b>Total</b>	<b>\$ 110,337</b>	<b>\$ 99,631</b>

**NOTE 8 RESTRUCTURING AND OTHER RELATED CHARGES**

In June 2009, CBP undertook to consolidate its manufacturing facilities. These actions were completed in 2011. CBP incurred total pre-tax exit and restructuring costs approximating \$9,031, substantially all of which were cash charges; charges include \$1,160 for one-time termination benefits and other personnel costs, \$210 for excess facilities and related costs, and \$7,661 for other exit costs, primarily in connection with production realignment, and had \$10,365 of capital expenditures. The restructuring costs were \$3,611 in 2011, \$4,180 in 2010 and \$1,240 in 2009.

In 2012 and 2011, ATT recognized \$874 and \$886, respectively, in restructuring and other related exit costs primarily related to termination benefits for operating personnel due to the closing of the Bernie, MO facility and other administrative personnel. Over the two years, administrative headcount was reduced by 31 and operating headcount was reduced by 7.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

In 2012 and 2011, Telephonics recognized \$3,815 and \$3,046 of restructuring charges primarily related to two separate voluntary early retirement plan and other restructuring costs, reducing headcount by 185 over the two year period.

A summary of the restructuring and other related charges included in the line item Restructuring and other related charges in the Consolidated Statements of Operations recognized for 2010, 2011 and 2012 were as follows:

	<b>Workforce Reduction</b>	<b>Facilities &amp; Exit Costs</b>	<b>Other Related</b>	<b>Total</b>
Amounts incurred in the year ended:				
September 30, 2010	\$ 602	\$ 2,549	\$ 1,029	\$ 4,180
September 30, 2011	3,789	1,809	1,945	7,543
September 30, 2012	4,204	379	106	4,689

The activity in the restructuring accrual recorded in accrued liabilities consisted of the following:

	<b>Workforce Reduction</b>	<b>Facilities &amp; Exit Costs</b>	<b>Other Related</b>	<b>Total</b>
Accrued liability at September 30, 2010	\$ 1,541	\$	\$	\$ 1,541
Charges	3,789	1,809	1,945	7,543
Payments	(2,673)	(1,809)	(1,945)	(6,427)
Accrued liability at September 30, 2011	\$ 2,657	\$	\$	\$ 2,657
Charges	4,204	379	106	4,689
Payments	(4,310)	(205)		(4,515)
Accrued liability at September 30, 2012	\$ 2,551	\$ 174	\$ 106	\$ 2,831

**NOTE 9 WARRANTY LIABILITY**

Telephonics offers warranties against product defects for periods generally ranging from one to two years, depending on the specific product and terms of the customer purchase agreement. Typical warranties require Telephonics to repair or replace the defective products during the warranty period at no cost to the customer. At the time revenue is recognized, Griffon records a liability for warranty costs, estimated based on historical experience and periodically assesses its warranty obligations and adjusts the liability as necessary. ATT offers an express limited warranty for a period of ninety days on all products unless otherwise stated on the product or packaging from the date of original purchase.

Changes in Griffon's warranty liability, included in Accrued liabilities, were as follows:

	<b>Years Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
Balance, beginning of period	\$ 7,963	\$ 6,719
Warranties issued and charges in estimated pre-existing warranties	6,088	5,415
Actual warranty costs incurred	(5,195)	(4,171)
Balance, end of period	\$ 8,856	\$ 7,963





**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**NOTE 10 NOTES PAYABLE, CAPITALIZED LEASES AND LONG-TERM DEBT**

The present value of the net minimum payments on capitalized leases as of September 30, 2012 is as follows:

	<b>At September 30, 2012</b>
Total minimum lease payments	\$ 13,586
Less amount representing interest payments	(2,658)
	10,928
Present value of net minimum lease payments	10,928
Current portion	(1,076)
	9,852
Capitalized lease obligation, less current portion	\$ 9,852

Minimum payments under current capital leases for the next five years are as follows: \$1,605 in 2013, \$1,582 in 2014, \$1,553 in 2015, \$1,513 in 2016 and \$1,437 in 2017.

Included in the consolidated balance sheet at September 30, 2012 under property, plant and equipment are costs and accumulated depreciation subject to capitalized leases of \$15,342 and \$4,414, respectively, and included in other assets are deferred interest charges of \$232. Included in the consolidated balance sheet at September 30, 2011 under property, plant and equipment are costs and accumulated depreciation subject to capitalized leases of \$15,230 and \$3,334, respectively, and included in other assets are deferred interest charges of \$257. The capitalized leases carry interest rates from 5% to 10% and mature from 2013 through 2022.

In October 2006, a subsidiary of Griffon entered into a capital lease totaling \$14,290 for real estate it occupies in Troy, Ohio. Approximately \$10,000 was used to acquire the building and the remaining amount was used for improvements. The lease matures in 2022, bears interest at a fixed rate of 5.1%, is secured by a mortgage on the real estate and is guaranteed by Griffon.

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**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Debt at September 30, 2012 and 2011 consisted of the following:

At September 30, 2012

		Outstanding Balance	Original Issuer Discount	Balance Sheet	Capitalized Fees & Expenses	Coupon Interest Rate
Senior notes due 2018	(a)	\$ 550,000	\$	\$ 550,000	\$ 8,862	7.125%
Revolver due 2016	(a)				2,175	n/a
Convert. debt due 2017	(b)	100,000	(16,607)	83,393	1,921	4.000%
Real estate mortgages	(c)	14,063		14,063	271	n/a
ESOP Loans	(d)	22,723		22,723	32	n/a
Capital lease - real estate	(e)	10,455		10,455	232	5.000%
Convert. debt due 2023	(f)	532		532		4.000%
Term loan due 2013	(g)	12,873		12,873	107	n/a
Revolver due 2012	(g)					n/a
Foreign line of credit	(h)	2,064		2,064		n/a
Foreign term loan	(h)	2,693		2,693	19	n/a
Other long term debt	(k)	814		814		
<b>Totals</b>		<b>716,217</b>	<b>(16,607)</b>	<b>699,610</b>	<b>\$ 13,619</b>	
less: Current portion		(17,703)		(17,703)		
<b>Long-term debt</b>		<b>\$ 698,514</b>	<b>\$ (16,607)</b>	<b>\$ 681,907</b>		

At September 30, 2011

		Outstanding Balance	Original Issuer Discount	Balance Sheet	Capitalized Fees & Expenses	Coupon Interest Rate
Senior notes due 2018	(a)	\$ 550,000	\$	\$ 550,000	\$ 11,337	7.125%
Revolver due 2016	(a)				2,937	n/a
Convert. debt due 2017	(b)	100,000	(19,693)	80,307	2,474	4.000%
Real estate mortgages	(c)	18,233		18,233	379	n/a
ESOP Loans	(d)	24,348		24,348	17	n/a
Capital lease - real estate	(e)	11,341		11,341	257	5.000%
Convert. debt due 2023	(f)	532		532		4.000%
Term loan due 2013	(g)	24,096		24,096	201	n/a
Revolver due 2012	(g)				33	n/a
Foreign line of credit	(h)	3,780		3,780		n/a
Foreign term loan	(h)					n/a
Other long term debt	(k)	774		774		
<b>Totals</b>		<b>733,104</b>	<b>(19,693)</b>	<b>713,411</b>	<b>\$ 17,635</b>	
less: Current portion		(25,164)		(25,164)		
<b>Long-term debt</b>		<b>\$ 707,940</b>	<b>\$ (19,693)</b>	<b>\$ 688,247</b>		



**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Interest expense consists of the following for the years ended September 30, 2012, 2011 and 2010.

	Year Ended September 30, 2012				
	Effective Interest Rate	Cash Interest	Amort. Debt Discount	Amort. Deferred Cost & Other Fees	Total Interest Expense
Senior notes due 2018	(a) 7.4%	\$ 39,188	\$	1,623	\$ 40,811
Revolver due 2016	(a) n/a	881		622	1,503
Convert. debt due 2017	(b) 9.2%	4,000	3,086	443	7,529
Real estate mortgages	(c) 4.0%	575		86	661
ESOP Loans	(d) 3.0%	707		6	713
Capital lease - real estate	(e) 5.3%	551		25	576
Convert. debt due 2023	(f) 4.0%	21			21
Term loan due 2013	(g) 5.0%	831		87	918
Revolver due 2012	(g) n/a	102		34	136
Foreign line of credit	(h) 14.3%	228			228
Foreign term loan	(h) 10.5%	238		11	249
Term loan due 2016	(i) n/a				
Asset based loan	(i) n/a				
Revolver due 2013	(j) n/a				
Other long term debt	(k)	557			557
Capitalized interest		(1,895)			(1,895)
		\$ 45,984	\$ 3,086	\$ 2,937	\$ 52,007
Totals		\$ 45,984	\$ 3,086	\$ 2,937	\$ 52,007

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Year Ended September 30, 2011

		Effective Interest Rate	Cash Interest	Amort. Debt Discount	Amort. Deferred Cost & Other Fees	Total Interest Expense
Senior notes due 2018	(a)	7.4%	\$ 21,118	\$	\$ 881	\$ 21,999
Revolver due 2016	(a)	n/a			332	332
Convert. debt due 2017	(b)	9.0%	3,944	2,832	443	7,219
Real estate mortgages	(c)	5.6%	761		86	847
ESOP Loans	(d)	2.7%	345		67	412
Capital lease - real estate	(e)	5.3%	602		26	628
Convert. debt due 2023	(f)	4.0%	20			20
Term loan due 2013	(g)	n/a	338		71	409
Revolver due 2012	(g)	n/a	90		107	197
Foreign line of credit	(h)	3.0%	91			91
Foreign term loan	(h)	n/a				
Term loan due 2016	(i)	9.5%	13,405	572	838	14,815
Asset based loan	(i)	6.2%	1,076	58	341	1,475
Revolver due 2013	(j)	1.2%	160		79	239
Other long term debt	(k)		104			104
Capitalized interest			(941)			(941)
Totals			\$ 41,113	\$ 3,462	\$ 3,271	\$ 47,846

Year Ended September 30, 2010

		Effective Interest Rate	Cash Interest	Amort. Debt Discount	Amort. Deferred Cost & Other Fees	Total Interest Expense
Senior notes due 2018	(a)	n/a	\$	\$	\$	\$
Revolver due 2016	(a)	n/a				
Convert. debt due 2017	(b)	9.1%	\$ 3,240	\$ 1,847	\$ 382	\$ 5,469
Real estate mortgages	(c)	6.4%	487		18	505
ESOP Loans	(d)	1.6%	87			87
Capital lease - real estate	(e)	5.2%	634		25	659
Convert. debt due 2023	(f)	9.4%	2,021	2,037	155	4,213
Term loan due 2013	(g)	n/a				
Revolver due 2012	(g)	n/a				
Foreign line of credit	(h)	n/a				
Foreign term loan	(h)	n/a				
Term loan due 2016	(i)	7.8%	86			86
Asset based loan	(i)	4.3%	1,181		404	1,585
Revolver due 2013	(j)	2.7%	575		191	766
Other long term debt	(k)		39			39
Capitalized interest			(1,087)			(1,087)
Totals			\$ 7,263	\$ 3,884	\$ 1,175	\$ 12,322

Minimum payments under debt agreements for the next five years are as follows: \$17,703 in 2013, \$9,719 in 2014, \$3,073 in 2015, \$28,710 in 2016 and \$101,169 in 2017.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

- (a) On March 17, 2011, in an unregistered offering through a private placement under Rule 144A, Griffon issued, at par, \$550,000 of 7.125% Senior Notes due in 2018 ( Senior Notes ); interest is payable semi-annually. On August 9, 2011, Griffon exchanged all of the Senior Notes for substantially identical Senior Notes registered under the Securities Act of 1933 ( Senior Notes ), via an exchange offer.

The Senior Notes can be redeemed prior to April 1, 2014 at a price of 100% of principal plus a make-whole premium and accrued interest; on or after April 1, 2014, the Senior Notes can be redeemed at a certain price (declining from 105.344% of principal on or after April 1, 2014 to 100% of principal on or after April 1, 2017), plus accrued interest. Proceeds from the Senior Notes were used to pay down the outstanding borrowings under a senior secured term loan facility and two senior secured revolving credit facilities of certain of the Company's subsidiaries. The Senior Notes are senior unsecured obligations of Griffon guaranteed by certain domestic subsidiaries, and are subject to certain covenants, limitations and restrictions.

On March 18, 2011, Griffon entered into a five-year \$200,000 Revolving Credit Facility ( Credit Agreement ), which included a letter of credit sub-facility with a limit of \$50,000, a multi-currency sub-facility of \$50,000 and a swingline sub-facility with a limit of \$30,000. Borrowings under the Credit Agreement may be repaid and re-borrowed at any time, subject to final maturity of the facility or the occurrence of a default or event of default under the Credit Agreement. Interest is payable on borrowings at either a LIBOR or base rate benchmark rate plus an applicable margin, which adjusts based on financial performance. The margins are 1.75% for base rate loans and 2.75% for LIBOR loans, in each case without a floor. The Credit Agreement has certain financial maintenance tests including a maximum total leverage ratio, a maximum senior secured leverage ratio and a minimum interest coverage ratio as well as customary affirmative and negative covenants and events of default. The Credit Agreement also includes certain restrictions, such as limitations on the incurrence of indebtedness and liens and the making of restricted payments and investments. Borrowings under the Credit Agreement are guaranteed by certain domestic subsidiaries and are secured, on a first priority basis, by substantially all assets of the Company and the guarantors.

At September 30, 2012, there were \$21,693 of standby letters of credit outstanding under the Credit Agreement; \$178,307 was available for borrowing at that date.

- (b) On December 21, 2009, Griffon issued \$100,000 principal of 4% convertible subordinated notes due 2017 (the 2017 Notes ). The initial conversion rate of the 2017 Notes was 67.0799 shares of Griffon's common stock per \$1,000 principal amount of notes, corresponding to an initial conversion price of \$14.91 per share, a 23% conversion premium over the \$12.12 closing price on December 15, 2009. When a cash dividend is declared that would result in an adjustment to the conversion ratio of less than 1%, any adjustment to the conversion ratio is deferred until the first to occur of (i) actual conversion, (ii) the 42nd trading day prior to maturity of the notes, and (iii) such time as the cumulative adjustment equals or exceeds 1%. As of September 30, 2012, aggregate dividends of \$0.08 per share resulted in a cumulative change in the conversion rate of 0.86%. Griffon used 8.75% as the nonconvertible debt-borrowing rate to discount the 2017 Notes and will amortize the debt discount through January 2017. At issuance, the debt component of the 2017 Notes was \$75,437 and debt discount was \$24,563. At September 30, 2012 and September 30, 2011, the 2017 Notes had a capital in excess of par component, net of tax, of \$15,720.
- (c) On December 20, 2010, Griffon entered into two second lien real estate mortgages to secure new loans totaling \$11,834. The loans mature in February 2016, are collateralized by the related properties and are guaranteed by Griffon. The loans bear interest at a rate of LIBOR plus 3% with the option to swap to a fixed rate.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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Griffon has other real estate mortgages, collateralized by real property, which bear interest at 6.3% and mature in 2016. On October 3, 2011, the mortgage at Russia, Ohio was paid in full, on maturity.

- (d) Griffon's Employee Stock Ownership Plan ( ESOP ) entered into a loan agreement in August 2010 to borrow \$20,000 over a one-year period. The proceeds were used to purchase 1,874,737 shares of Griffon common stock in the open market for \$19,973. The loan bears interest at a) LIBOR plus 2.5% or b) the lender's prime rate, at Griffon's option. In November 2011, Griffon exercised an option to convert the outstanding loan to a five-year term loan; principal is payable in quarterly installments of \$250, beginning December 2011, with a balloon payment of \$15,223 due at maturity (November 2016). The loan is secured by shares purchased with the proceeds of the loan, and repayment is guaranteed by Griffon. At September 30, 2012, \$18,973 was outstanding.

In addition, the ESOP has a loan agreement, guaranteed by Griffon, which requires quarterly principal payments of \$156 and interest through the extended expiration date of December 2013 at which time the \$3,125 balance of the loan, and any outstanding interest, will be payable. The primary purpose of this loan was to purchase 547,605 shares of Griffon's common stock in October 2008. The loan is secured by shares purchased with the proceeds of the loan, and repayment is guaranteed by Griffon. The loan bears interest at rates based upon the prime rate or LIBOR. At September 30, 2012, \$3,750 was outstanding.

- (e) In October 2006, CBP entered into a capital lease totaling \$14,290 for real estate in Troy, Ohio. The lease matures in 2021, bears interest at a fixed rate of 5.1%, is secured by a mortgage on the real estate and is guaranteed by Griffon.
- (f) At September 30, 2012 and September 30, 2011, Griffon had \$532 of 4% convertible subordinated notes due 2023 (the 2023 Notes ) outstanding. Holders of the 2023 Notes may require Griffon to repurchase all or a portion of their 2023 Notes on July 18, 2013 and 2018, if Griffon's common stock price is below the conversion price of the 2023 Notes, as well as upon a change in control. An adjustment to the conversion rate will be required as the result of payment of a cash dividend only if such adjustment would be greater than 1% (or at such time as the cumulative impact on the conversion rate reaches 1% in the aggregate). As of September 30, 2012, aggregate dividends of \$0.08 per share resulted in a cumulative change in the conversion rate of 0.89%. At September 30, 2012 and September 30, 2011, the 2023 Notes had no capital in excess of par value component as substantially all of these notes were put to Griffon at par and settled in July 2010.
- (g) In November 2010, Clopay Europe GMBH ( Clopay Europe ) entered into a 10,000 revolving credit facility and a 20,000 term loan. The facility accrues interest at Euribor plus 2.1% per annum (2.3% at September 30, 2012), and the term loan accrues interest at Euribor plus 2.2% per annum (2.4% at September 30, 2012). The revolving facility matures in November 2012, but is renewable upon mutual agreement with the bank. Subsequent to September 30, 2012 the line was renewed for an additional year to November 2013. In July 2011, the full 20,000 was drawn on the Term Loan, with a portion of the proceeds used to repay borrowings under the revolving credit facility. The term loan is payable in ten equal quarterly installments which began in September 2011, with maturity in December 2013. Under the term loan, Clopay Europe is required to maintain a certain minimum equity to assets ratio and keep leverage below a certain level, defined as the ratio of total debt to EBITDA. At September 30, 2012, there were no borrowings on the revolving credit with 10,000 available for borrowing.



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- (h) In February 2012, Clopay do Brazil, a subsidiary of Plastics, borrowed \$4,000 at a rate of 104.5% of Brazilian CDI (7.7% at September 30, 2012). The loan was used to refinance existing loans and is collateralized by accounts receivable and a 50% guaranty by Plastics and is to be repaid in four equal, semi-annual installments of principal plus accrued interest beginning in August 2012. Clopay do Brazil also maintains lines of credit of approximately \$4,200. Interest on borrowings accrue at a rate of Brazilian CDI plus 6.0% or a fixed rate (13.8% or 10.2%, respectively, at September 30, 2012). At September 30, 2012 there was approximately \$2,064 borrowed under the lines.
- (i) In connection with the ATT acquisition, Clopay Ames True Temper Holding Corp. ( Clopay Ames ), a subsidiary of Griffon, entered into a \$375,000 secured term Loan ( Term Loan ) and a \$125,000 asset based lending agreement ( ABL ).

On November 30, 2010, Clopay Ames, as required under the Term Loan agreement, entered into an interest rate swap on a notional amount of \$200,000 of the Term Loan. The agreement fixed the LIBOR component of the Term Loan interest rate at 2.085% for the notional amount of the swap.

On March 17, 2011, the Term Loan and swap were terminated, and on March 18, 2011, the ABL was terminated, in connection with the issuance of the Senior Notes and Credit Agreement.

- (j) In March 2008, Telephonics entered into a credit agreement with JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto, pursuant to which the lenders agreed to provide a five-year, revolving credit facility of \$100,000 (the TCA ). The TCA terminated in connection with the Credit Agreement.

- (k) Includes capital leases.

At September 30, 2012, Griffon and its subsidiaries were in compliance with the terms and covenants of its credit and loan agreements.

In 2011, in connection with the termination of the Term Loan, ABL and Telephonics credit agreement, Griffon recorded a \$26,164 loss on extinguishment of debt consisting of \$21,617 of deferred financing charges and original issuer discounts, a call premium of \$3,703 on the Term Loan, and \$844 of swap and other breakage costs.

As part of the acquisition of ATT, Griffon acquired interest rate swaps that had fair values totaling \$3,845 at September 30, 2010. These swaps were terminated in October 2010 for \$4,303, including accrued interest of \$458.

**NOTE 11 EMPLOYEE BENEFIT PLANS**

Griffon offers defined contribution plans to most of its U.S. employees. In addition to employee contributions to the plans, Griffon makes contributions based upon various percentages of compensation and/or employee contributions, which were \$7,300 in 2012, \$7,500 in 2011 and \$5,200 in 2010.

The Company also provides healthcare and life insurance benefits for certain groups of retirees through several plans. For certain employees, the benefits are at fixed amounts per retiree and are partially contributory by the retiree. The post-retirement benefit obligation was \$2,262 and \$2,177 as of September 30, 2012 and 2011. The accumulated other comprehensive loss for these plans was \$79 and \$78 as of September 30, for 2012 and 2011, respectively and the 2012 and 2011 benefit expense was \$76 and \$175, respectively. It is the Company's practice to fund these benefits as incurred.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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Griffon also has qualified and non-qualified defined benefit plans covering certain employees with benefits based on years of service and employee compensation. Over time, these amounts will be recognized as part of net periodic pension costs in the Consolidated Statements of Operations.

Griffon is responsible for overseeing the management of the investments of the qualified defined benefit plan and uses the service of an investment manager to manage these assets based on agreed upon risk profiles set by Griffon management. The primary objective of the qualified defined benefit plan is to secure participant retirement benefits. As such, the key objective in this plan's financial management is to promote stability and, to the extent appropriate, growth in the funded status. Financial objectives are established in conjunction with a review of current and projected plan financial requirements. The fair value of a majority of the plan assets were determined by the plan's trustee using quoted market prices for identical instruments (level 1 inputs) as of September 30, 2012. The fair value of various other investments were determined by the plan's trustee using direct observable market corroborated inputs, including quoted market prices for similar assets (level 2 inputs). The fair value of investments with significant unobservable inputs was supported by audited financial statements (level 3 inputs).

Effective January 1, 2012, the Clopay Pension Plan merged with the Ames True Temper Inc. Pension Plan. The merged qualified defined benefit plan was named the Clopay Ames True Temper Plan (the CATT Plan).

The Clopay portion of the CATT Plan has been frozen to new entrants since December 2000. Certain employees who were part of the plan prior to December 2000 continued to accrue a service benefit through December 2010, at which time all plan participants stopped accruing service benefits.

The ATT portion of the CATT Plan has been frozen to all new entrants since November 2009 and stopped accruing benefits in December 2009.

The ATT supplemental executive retirement plan was frozen to new entrants and participants in the plan stopped accruing benefits in 2008.

Griffon uses judgment to estimate the assumptions used in determining the future liability of the plan, as well as the investment returns on the assets invested for the plan. The expected return on assets assumption used for pension expense was developed through analysis of historical market returns, current market conditions and the past experience of plan asset investments. The discount rate assumption is determined by developing a yield curve based on high quality bonds with maturities matching the plan's expected benefit payment stream. The plan's expected cash flows are then discounted by the resulting year-by-year spot rates. A 10% change in the discount rate, average wage increase or return on assets would not have a material effect on the financial statements of Griffon.

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Net periodic benefit costs (benefits) were as follows:

	Defined Benefits for the Years Ended September 30,			Supplemental Benefits for the Years Ended September 30,		
	2012	2011	2010	2012	2011	2010
<b>Net periodic costs (benefits)</b>						
<b>Service cost</b>	\$ 238	\$ 377	\$ 529	\$ 36	\$ 34	\$ 29
<b>Interest cost</b>	9,191	9,552	1,645	1,692	1,759	1,984
<b>Expected return on plan assets</b>	(11,896)	(11,501)	(1,371)			
<b>Amortization of:</b>						
<b>Prior service costs</b>	6	8	9	171	328	328
<b>Actuarial loss</b>	1,735	1,144	1,064	1,137	1,141	986
<b>Total net periodic costs (benefits)</b>	\$ (726)	\$ (420)	\$ 1,876	\$ 3,036	\$ 3,262	\$ 3,327

The tax benefits in 2012, 2011 and 2010 for the amortization of pension costs in other comprehensive income (loss) were \$1,067, \$917 and \$835, respectively.

The estimated net actuarial loss and prior service cost that will be amortized from Accumulated other comprehensive income into net periodic pension cost during 2013 are \$3,360 and \$20, respectively.

The weighted-average assumptions used in determining the net periodic (benefits) costs were as follows:

	Defined Benefits for the Years Ended September 30,			Supplemental Benefits for the Years Ended September 30,		
	2012	2011	2010	2012	2011	2010
<b>Discount rate</b>	4.44%	4.89%	5.60%	4.30%	4.26%	5.00%
<b>Average wage increase</b>	0.11%	0.72%	3.50%	4.89%	4.89%	5.00%
<b>Expected return on assets</b>	7.71%	7.72%	7.00%			

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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Plan assets and benefit obligation of the defined and supplemental benefit plans were as follows:

	Defined Benefits at September 30,		Supplemental Benefits at September 30,	
	2012	2011	2012	2011
<b>Change in benefit obligation</b>				
Benefit obligation at beginning of fiscal year	\$ 212,660	\$ 200,208	\$ 41,285	\$ 43,220
Benefits earned during the year	238	378	36	34
Interest cost	9,191	9,552	1,692	1,759
Plan participant contributions	16	25		
Benefits paid	(10,359)	(10,607)	(3,936)	(3,915)
Effect of foreign currency	(413)	13		
Actuarial loss	21,616	13,091	2,396	187
<b>Benefit obligation at end of fiscal year</b>	<b>232,949</b>	<b>212,660</b>	<b>41,473</b>	<b>41,285</b>
<b>Change in Plan Assets</b>				
Fair value of plan assets at beginning of fiscal year	137,678	133,733		
Actual return on plan assets	25,190	636		
Plan participant contributions	16	25		
Company contributions	8,638	13,889	3,936	3,915
Effect of foreign currency	(330)	2		
Benefits paid	(10,359)	(10,607)	(3,936)	(3,915)
<b>Fair value of plan assets at end of fiscal year</b>	<b>160,833</b>	<b>137,678</b>		
<b>Projected benefit obligation in excess of plan assets</b>	<b>\$ (72,116)</b>	<b>\$ (74,982)</b>	<b>\$ (41,473)</b>	<b>\$ (41,285)</b>
<b>Amounts recognized in the statement of financial position consist of:</b>				
Accrued liabilities	\$	\$	\$ (3,897)	\$ (3,918)
Other liabilities (long-term)	(72,116)	(74,982)	(37,576)	(37,367)
<b>Total Liabilities</b>	<b>(72,116)</b>	<b>(74,982)</b>	<b>(41,473)</b>	<b>(41,285)</b>
Net actuarial losses	44,656	38,057	20,750	19,491
Prior service cost	10	16	113	284
Deferred taxes	(15,633)	(13,326)	(7,302)	(6,921)
<b>Total Accumulated other comprehensive loss, net of tax</b>	<b>29,033</b>	<b>24,747</b>	<b>13,561</b>	<b>12,854</b>
<b>Net amount recognized at September 30,</b>	<b>\$ (43,083)</b>	<b>\$ (50,235)</b>	<b>\$ (27,912)</b>	<b>\$ (28,431)</b>
<b>Accumulated benefit obligations</b>	<b>\$ 232,574</b>	<b>\$ 212,430</b>	<b>\$ 41,473</b>	<b>\$ 40,878</b>

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**Information for plans with accumulated benefit obligations in excess of plan assets:**

ABO	\$	232,574	\$	212,430	\$	41,473	\$	40,878
PBO		232,949		212,660		41,473		41,285
Fair value of plan assets		160,833		137,678				

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**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The weighted-average assumptions used in determining the benefit obligations were as follows:

	Defined Benefits at September 30,		Supplemental Benefits at September 30,	
	2012	2011	2012	2011
<b>Weighted average discount rate</b>	3.67%	4.44%	3.40%	4.30%
<b>Weighted average wage increase</b>	0.11%	0.11%	4.87%	4.89%

The actual and weighted-average asset allocation for qualified benefit plans were as follows:

	At September 30,		
	2012	2011	Target
<b>Equity securities</b>	66.0%	55.0%	63.0%
<b>Fixed income</b>	29.0%	41.0%	37.0%
<b>Other</b>	5.0%	4.0%	0.0%
<b>Total</b>	100.0%	100.0%	100.0%

Estimated future benefit payments to retirees, which reflect expected future service, are as follows:

For the fiscal years ending September	Defined Benefits	Supplemental Benefits
<b>2013</b>	\$ 10,455	\$ 3,951
<b>2014</b>	10,789	3,951
<b>2015</b>	10,965	3,832
<b>2016</b>	11,208	3,778
<b>2017</b>	11,410	3,720
<b>2018 through 2022</b>	61,319	14,680

Griffon expects to contribute \$2,628 to the Defined Benefit plans in 2013, in addition to the \$3,951 in payments related to the Supplemental Benefits that will primarily be funded from the general assets of Griffon.

The CATT Plan is covered by the Pension Protection Act of 2006. The Adjusted Funding Target Attainment Percent ( AFTAP ) for the plan as of January 1, 2012 was 94.5%. Since the plan was in excess of the 80% funding threshold there were no plan restrictions. The expected level of 2013 catch up contributions is \$2,802.

The following is a description of the valuation methodologies used for plan assets measured at fair value:

*Short-term investment funds* The fair value is determined using the Net Asset Value ( NAV ) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in a market that is not active and is primarily classified as Level 2. These investments can be liquidated on demand.

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*Government and agency securities* When quoted market prices are available in an active market, the investments are classified as Level 1. When quoted market prices are not available in an active market, the investments are classified as Level 2.

*Equity Securities* The fair values reflect the closing price reported on a major market where the individual securities are traded. These investments are classified within Level 1 of the valuation hierarchy.

*Debt securities* The fair values are based on a compilation of primarily observable market information or a broker quote in a non-active market. These investments are primarily classified within Level 2 of the valuation hierarchy.

*Commingled funds* The fair values are determined using NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the trust/entity, minus its liabilities, and then divided by the number of shares outstanding. These investments are generally classified within Level 2 of the valuation hierarchy and can be liquidated on demand.

*Interest in Limited Partnerships and Hedge Funds* - One limited partnership investment is a private equity fund and the fair value is determined by the fund managers based on the estimated value of the various holdings of the fund portfolio. One of the commingled mutual funds is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding; these asset values are estimated by underlying managers of the assets in which the fund invests. These investments are classified within Level 3 of the valuation hierarchy.

The following table presents the fair values of Griffon's pension and post-retirement plan assets by asset category:

At September 30, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and equivalents	\$ 29	\$	\$	\$ 29
Short-term investment funds		5,231		5,231
Government agency securities		2,899		2,899
Debt instruments		30,616		30,616
Equity securities	62,713			62,713
Commingled funds		50,105	6,224	56,329
Limited partnerships and hedge fund investments			3,016	3,016
<b>Total</b>	<b>\$ 62,742</b>	<b>\$ 88,851</b>	<b>\$ 9,240</b>	<b>\$ 160,833</b>

The activity for the level 3 assets was as follows:

Beginning Balance at September 30, 2011	\$
Actual Return on Plan Assets	175
Purchases	9,065
Ending Balance at September 30, 2012	\$ 9,240

For 2012, the actual return on plan assets were \$159 for the commingled fund and \$16 for private equity.





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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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At September 30, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Short-term investment funds	\$	\$ 667	\$	\$ 667
Government agency securities	382	2,741		3,123
Debt instruments		14,876		14,876
Equity securities	68,313	3,841		72,154
Commingled funds		46,858		46,858
<b>Total</b>	<b>\$ 68,695</b>	<b>\$ 68,983</b>	<b>\$</b>	<b>\$ 137,678</b>

Griffon has an ESOP that covers substantially all domestic employees. All employees of Griffon, who are not members of a collective bargaining unit, automatically become eligible to participate in the plan on the October 1<sup>st</sup> following completion of one year of service. Griffon's securities are allocated to participants' individual accounts based on the proportion of each participant's aggregate compensation (not to exceed \$245 for the plan year ended September 30, 2012), to the total of all participants' compensation. Shares of the ESOP which have been allocated to employee accounts are charged to expense based on the fair value of the shares transferred and are treated as outstanding in earnings per share. Compensation expense under the ESOP was \$1,796 in 2012, \$841 in 2011 and \$1,011 in 2010. The cost of the shares held by the ESOP and not yet allocated to employees is reported as a reduction of Shareholders' Equity. The fair value of the unallocated ESOP shares as of September 30, 2012 and 2011 based on the closing stock price of Griffon's stock was \$21,993 and \$19,761, respectively. The ESOP shares were as follows:

	<b>At September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Allocated shares</b>	2,335,040	2,233,950
<b>Unallocated shares</b>	2,135,287	2,339,813
	<b>4,470,327</b>	<b>4,573,763</b>

**NOTE 12 INCOME TAXES**

Income taxes have been based on the following components of Income before taxes and discontinued operations:

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Domestic</b>	\$ 27,910	\$ (17,869)	\$ 7,360
<b>Non-U.S.</b>	(5,969)	3,520	6,452
	<b>\$ 21,941</b>	<b>\$ (14,349)</b>	<b>\$ 13,812</b>



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Provision (benefit) for income taxes on income from continuing operations was comprised of the following:

	For the Years Ended September 30,		
	2012	2011	2010
<b>Current</b>	\$ 7,557	\$ (4,169)	\$ 7,974
<b>Deferred</b>	(2,627)	(2,749)	(3,666)
<b>Total</b>	<u>\$ 4,930</u>	<u>\$ (6,918)</u>	<u>\$ 4,308</u>
<b>U.S. Federal</b>	\$ 3,400	\$ (8,988)	\$ 5,426
<b>State and local</b>	(1,301)	91	(1,795)
<b>Non-U.S.</b>	2,831	1,979	677
<b>Total provision</b>	<u>\$ 4,930</u>	<u>\$ (6,918)</u>	<u>\$ 4,308</u>

Griffon's income tax provision (benefit) included benefits of (\$3,356) in 2012, (\$733) in 2011 and (\$2,740) in 2010 reflecting the reversal of previously recorded tax liabilities primarily due to the resolution of various tax audits and due to the closing of certain statutes for prior years' tax returns.

Differences between the effective income tax rate applied to income from continuing operations and U.S. Federal income statutory rate were as follows:

	For the Years Ended September 30,		
	2012	2011	2010
<b>U.S. Federal income tax provision (benefit) rate</b>	35.0%	(35.0)%	35.0%
<b>State and local taxes, net of Federal benefit</b>	3.6	(1.9)	2.6
<b>Non-U.S. taxes</b>	7.0	5.3	(11.3)
<b>Non-deductible acquisition costs</b>			9.5
<b>Change in contingency reserves</b>	(6.7)	2.2	(5.5)
<b>Executive compensation limits</b>	7.1	13.1	
<b>Repatriation of foreign earnings</b>	(12.3)		
<b>Valuation allowance on foreign tax credits</b>	(2.4)	(27.2)	
<b>Non-deductible meals and entertainment</b>	1.2	2.0	1.4
<b>Research credits</b>	(0.7)	(5.4)	
<b>Deferred tax impact of state rate change</b>	(11.0)		
<b>Other</b>	1.6	(1.3)	(0.4)
<b>Effective tax provision (benefit) rate</b>	<u>22.5%</u>	<u>(48.2)%</u>	<u>31.3%</u>

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The tax effect of temporary differences that give rise to future deferred tax assets and liabilities are as follows:

	At September 30,	
	2012	2011
<b>Deferred tax assets:</b>		
Bad debt reserves	\$ 2,071	\$ 2,436
Inventory reserves	12,589	10,042
Deferred compensation (Equity compensation and defined benefit plans)	42,773	44,083
Compensation benefits	2,706	
Insurance reserve	3,924	4,697
Restructuring reserve	489	342
Warranty reserve	3,587	3,617
Interest carryforward		3,942
Net operating loss	25,708	33,451
Tax credits	5,622	15,451
Other reserves and accruals	651	5,572
	<u>100,120</u>	<u>123,633</u>
Valuation allowance	(10,541)	(9,481)
	<u>89,579</u>	<u>114,152</u>
<b>Deferred tax liabilities:</b>		
Deferred income	(14,051)	(14,728)
Compensation benefits		(1,042)
Goodwill and intangibles	(70,463)	(77,798)
Property, plant and equipment	(33,673)	(43,073)
Interest	(6,542)	(7,371)
Unremitted earnings		(13,258)
Other	(1,323)	(2,469)
	<u>(126,052)</u>	<u>(159,739)</u>
<b>Net deferred tax liabilities</b>	<u>\$ (36,473)</u>	<u>\$ (45,587)</u>

The change in the valuation allowance relates to the foreign tax credits, partially offset by an increase in the valuation allowance for certain foreign tax attributes.

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The components of the net deferred tax liability, by balance sheet account, were as follows:

	<b>At September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Prepaid and other current assets</b>	\$ 16,059	\$ 17,412
<b>Other assets</b>	2,956	1,704
<b>Current liabilities</b>	(129)	(402)
<b>Other liabilities</b>	(55,882)	(65,042)
<b>Assets of discontinued operations</b>	523	741
<b>Net deferred liability assets</b>	<b>\$ (36,473)</b>	<b>\$ (45,587)</b>

At September 30, 2011, other than for the ATT pre-acquisition unremitted foreign earnings, and at September 30, 2012, Griffon has not recorded deferred income taxes on the undistributed earnings of its non-U.S. subsidiaries because of management's ability and intent to indefinitely reinvest such earnings outside the U.S. At September 30, 2012, Griffon's share of the undistributed earnings of the non-U.S. subsidiaries amounted to approximately \$75,189. It is not practicable to estimate the amount of deferred tax liability related to investments in these foreign subsidiaries.

At September 30, 2011 deferred income taxes were recorded on pre-acquisition undistributed earnings of non-U.S. subsidiaries for the ATT group of entities. The deferred income taxes were recorded as these earnings were historically not indefinitely reinvested outside of the U.S. At September 30, 2012 the pre-acquisition unremitted foreign earnings of ATT group were distributed as a dividend to the U.S. Parent Corp. recognizing the previously recorded deferred tax liability.

At September 30, 2012 and 2011, Griffon had net operating loss carryforwards for federal tax purposes of \$0 and \$51,000, respectively, resulting from the acquisition of ATT and prior year U.S. losses, and had loss carryforwards for non-U.S. tax purposes of \$75,400 and \$54,500, respectively. The non-U.S. loss carryforwards are available for carryforward indefinitely.

Griffon had State and local loss carryforwards at September 30, 2012 and 2011 of \$6,303 and \$5,900, respectively, which expire in varying amounts through 2032.

Griffon had foreign tax credit carryforwards of \$3,361 and \$13,291 at September 30, 2012 and 2011, respectively, which are available for use through 2017.

Griffon files U.S. Federal, state and local tax returns, as well as Germany, Canada, Brazil, Ireland, Australia, Mexico and Sweden non-U.S. jurisdiction tax returns. Griffon's U.S. Federal income tax returns are no longer subject to income tax examination for years before 2006, the German income tax returns are no longer subject to income tax examination for years through 2007 and major U.S. state and other non-U.S. jurisdictions are no longer subject to income tax examinations for years before 2001. Various U.S. state and non-U.S. statutory tax audits are currently underway.

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The following is a roll forward of the unrecognized tax benefits:

<b>Balance at October 1, 2010</b>	\$ 11,764
<b>Additions based on tax positions related to the current year</b>	1,858
<b>Reductions based on tax positions related to prior years</b>	(614)
<b>Lapse of Statutes</b>	(60)
<b>Settlements</b>	(38)
	<hr/>
<b>Balance at September 30, 2011</b>	12,910
<b>Additions based on tax positions related to the current year</b>	1,840
<b>Reductions based on tax positions related to prior years</b>	(822)
<b>Lapse of Statutes</b>	(617)
<b>Settlements</b>	(1,435)
	<hr/>
<b>Balance at September 30, 2012</b>	<u>\$ 11,876</u>

If recognized, the amount of potential tax benefits that would impact Griffon's effective tax rate is \$8,605. Griffon recognizes potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. At September 30, 2012 and 2011, the combined amount of accrued interest and penalties related to tax positions taken or to be taken on Griffon's tax returns and recorded as part of the reserves for uncertain tax positions was \$2,141 and \$2,586, respectively. Griffon cannot reasonably estimate the extent to which existing liabilities for uncertain tax positions may increase or decrease within the next twelve months as a result of the progression of ongoing tax audits or other events. Griffon believes that it has adequately provided for all open tax years by tax jurisdiction.

**NOTE 13 STOCKHOLDERS' EQUITY AND EQUITY COMPENSATION**

On November 17, 2011, the Company began declaring quarterly dividends. No cash dividends on Common Stock were declared or paid during the four years ended September 30, 2011. During 2012, the Company declared and paid dividends totaling \$0.08 per share. The Company currently intends to pay dividends each quarter; however, the payment of dividends is determined by the Board of Directors at its discretion based on various factors, and no assurance can be provided as to future dividends.

Compensation expense for restricted stock is recognized ratably over the required service period based on the fair value of the grant calculated as the number of shares granted multiplied by the stock price on the date of grant, and for performance shares, the likelihood of achieving the performance criteria. Compensation cost related to stock-based awards with graded vesting are amortized using the straight-line attribution method.

In February 2011, shareholders approved the Griffon Corporation 2011 Equity Incentive Plan ( Incentive Plan ) under which awards of performance shares, performance units, stock options, stock appreciation rights, restricted shares, deferred shares and other stock-based awards may be granted. Options granted under the Incentive Plan may be either incentive stock options or nonqualified stock options, generally expire ten years after the date of grant and are granted at an exercise price of not less than 100% of the fair market value at the date of grant. The maximum number of shares of common stock available for award under the Incentive Plan is 3,000,000 (600,000 of which may be issued as incentive stock options) plus any shares underlying awards outstanding on the effective date of the Incentive Plan under the 2006 Incentive Plan that are subsequently cancelled or forfeited. As of September 30, 2012, 1,802,159 shares were available for grant.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

All grants outstanding under the Griffon Corporation 2001 Stock Option Plan, 2006 Equity Incentive Plan and Outside Director Stock Award Plan will continue under their terms; no additional awards will be granted under such plans.

A summary of stock option activity for the years ended September 30, 2012, 2011 and 2010 is as follows:

	<b>Options</b>			
	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Aggregated Intrinsic Value</b>	<b>Weighted Average Contractual Term (Years)</b>
<b>Outstanding at September 30, 2009</b>	1,690,339	\$ 15.18		
Granted				
Exercised	(54,075)	6.33	\$ 337	
Forfeited/expired	(92,043)	16.46		
<b>Outstanding at September 30, 2010</b>	<b>1,544,221</b>	<b>15.42</b>	<b>1,667</b>	<b>3.9</b>
<b>Exercisable at September 30, 2010</b>	<b>1,421,930</b>	<b>15.04</b>	<b>1,667</b>	<b>3.5</b>
<b>Outstanding at September 30, 2010</b>	1,544,221	15.42		
Granted				
Exercised	(333,125)	7.74	1,848	
Forfeited/expired	(41,435)	18.34		
<b>Outstanding at September 30, 2011</b>	<b>1,169,661</b>	<b>17.50</b>	<b>1,667</b>	<b>3.7</b>
<b>Exercisable at September 30, 2011</b>	<b>1,169,661</b>	<b>17.50</b>	<b>1,667</b>	<b>3.7</b>
<b>Outstanding at September 30, 2011</b>	1,169,661	17.50		
Granted				
Exercised				
Forfeited/Expired	(239,900)	12.74		
<b>Outstanding at September 30, 2012</b>	<b>929,761</b>	<b>18.73</b>		<b>3.4</b>
<b>Exercisable at September 30, 2012 through:</b>				
September 30, 2013	215,526	14.01		0.5
September 30, 2014	129,750	19.88		1.6
September 30, 2015	147,035	18.50		2.7
September 30, 2016	73,450	25.66		3.6
September 30, 2017	14,000	14.78		4.8
September 30, 2018				
September 30, 2019	350,000	20.00		6.0
<b>Total Exercisable</b>	<b>929,761</b>	<b>\$ 18.73</b>		<b>3.4</b>





**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**Options Outstanding & Exercisable**

Range of Exercises Prices	Shares	Weighted Average Exercise Price	Aggregated Intrinsic Value	Weighted Average Contractual Term (Years)
<b>\$12.39 to \$14.78</b>	189,526	\$ 12.78	\$	0.8
<b>\$17.23 to \$19.49</b>	185,535	17.69		2.2
<b>\$20.00 to \$26.06</b>	554,700	21.11		4.6
<b>Totals</b>	929,761		\$	

All stock options were fully vested at September 30, 2012 and no options vested during 2012. The fair value of options vested during the years ended September 30, 2011 and 2010 were \$270 and \$585, respectively.

A summary of restricted stock activity, inclusive of restricted stock units, for the years ended September 30, 2012, 2011 and 2010 is as follows:

	Shares	Weighted Average Grant Price	Aggregated Intrinsic Value*	Weighted Average Contractual Term (Years)
<b>Outstanding at September 30, 2009</b>	1,623,385	\$ 9.55	\$ 2,422	3.0
Granted	713,637	11.36	8,108	
Fully Vested	(52,998)	21.90	707	
Forfeited	(52,500)	14.79	776	
<b>Outstanding at September 30, 2010</b>	2,231,524	9.71	6,281	2.5
Granted	1,415,700	12.68	17,946	
Fully Vested	(407,268)	10.67	5,209	
Forfeited	(130,009)	11.75	1,527	
<b>Outstanding at September 30, 2011</b>	3,109,947	10.85	493	2.8
Granted	439,500	9.33	4,101	
Fully Vested	(41,045)	11.35	428	
Forfeited	(65,400)	11.13	728	
<b>Outstanding at September 30, 2012</b>	3,443,002	10.38	2,828	1.5

\*Aggregated intrinsic value at the date the shares were outstanding, granted, vested or forfeited, as applicable.

Unrecognized compensation expense related to non-vested shares of restricted stock was \$15,100 at September 30, 2012 and will be recognized over a weighted average vesting period of 1.3 years.

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At September 30, 2012, a total of approximately 6,174,922 shares of Griffon s authorized Common Stock were reserved for issuance in connection with stock compensation plans.

For the years ended September 30, 2012, 2011 and 2010, stock based compensation expense totaled \$10,439, \$8,956 and \$5,778, respectively.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

In August 2011, Griffon's Board of Directors authorized the repurchase of up to \$50,000 of Griffon's outstanding common stock; this was in addition to the 1,366,000 shares of common stock authorized for repurchase under an existing buyback program. Under the repurchase programs, the Company may, from time to time, purchase shares of its common stock, depending upon market conditions, in open market or privately negotiated transactions, including pursuant to a 10b5-1 plan. During 2011, Griffon purchased 1,531,379 shares of common stock, for a total of \$12,367, or \$8.08 per share, exhausting the shares under the original program; \$48,690 remained under the \$50,000 authorization. During 2012, Griffon purchased 1,187,066 shares of common stock under the plan for a total of \$10,379, or \$8.74 per share; \$38,312 remains under the \$50,000 authorization.

**NOTE 14 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The components of Accumulated other comprehensive income (loss) were:

	<b>At September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Foreign currency translation adjustment</b>	\$ 23,202	\$ 29,956	\$ 41,187
<b>Minimum pension liability</b>	(42,761)	(37,680)	(23,605)
<b>Accumulative other comprehensive income (loss)</b>	\$ (19,559)	\$ (7,724)	\$ 17,582

**NOTE 15 COMMITMENTS AND CONTINGENT LIABILITIES**

Operating leases

Griffon rents real property and equipment under operating leases expiring at various dates. Most of the real property leases have escalation clauses related to increases in real property taxes. Rent expense for all operating leases totaled approximately \$30,598, \$34,600 and \$25,100 in 2012, 2011 and 2010, respectively. Aggregate future minimum lease payments for operating leases at September 30, 2012 are \$22,345 in 2013, \$17,098 in 2014, \$14,477 in 2015, \$11,647 in 2016, \$8,733 in 2017 and \$15,082 thereafter.

Legal and environmental

Department of Environmental Conservation of New York State ( *DEC* ), with *ISC Properties, Inc.* Lightron Corporation ( *Lightron* ), a wholly-owned subsidiary of Griffon, once conducted operations at a location in Peekskill in the Town of Cortlandt, New York (the *Peekskill Site* ) owned by *ISC Properties, Inc.* ( *ISC* ), a wholly-owned subsidiary of Griffon. *ISC* sold the *Peekskill Site* in November 1982.

Subsequently, Griffon was advised by the *DEC* that random sampling at the *Peekskill Site* and in a creek near the *Peekskill Site* indicated concentrations of solvents and other chemicals common to *Lightron's* prior plating operations. *ISC* then entered into a consent order with the *DEC* in 1996 (the *Consent Order* ) to perform a remedial investigation and prepare a feasibility study. After completing the initial remedial investigation pursuant to the *Consent Order*, *ISC* was required by the *DEC*, and did conduct accordingly over the next several years, supplemental remedial investigations, including soil vapor investigations, under the *Consent Order*.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

In April 2009, the DEC advised ISC's representatives that both the DEC and the New York State Department of Health had reviewed and accepted an August 2007 Remedial Investigation Report and an Additional Data Collection Summary Report dated January 30, 2009. With the acceptance of these reports, ISC completed the remedial investigation required under the Consent Order and was authorized, accordingly, by the DEC to conduct the Feasibility Study required by the Consent Order. Pursuant to the requirements of the Consent Order and its obligations thereunder, ISC, without acknowledging any responsibility to perform any remediation at the Site, submitted to the DEC in August 2009, a draft feasibility study which recommended for the soil, groundwater and sediment medias, remediation alternatives having a current net capital cost value, in the aggregate, of approximately \$5,000. In February 2011, DEC advised ISC it has accepted and approved the feasibility study. Accordingly, ISC has no further obligations under the consent order.

Upon acceptance of the feasibility study, DEC issued a Proposed Remedial Action Plan ( PRAP ) that sets forth the proposed remedy for the site. The PRAP accepted the recommendation contained in the feasibility study for remediation of the soil and groundwater medias, but selected a different remediation alternative for the sediment medium. The approximate cost and the current net capital cost value of the remedy proposed by DEC in the PRAP is approximately \$10,000. After receiving public comments on the PRAP, the DEC issued a Record of Decision ( ROD ) that set forth the specific remedies selected and responded to public comments. The remedies selected by the DEC in the ROD are the same remedies as those set forth in the PRAP.

It is now expected that DEC will enter into negotiations with potentially responsible parties to request they undertake performance of the remedies selected in the ROD, and if such parties do not agree to implement such remedies, then the State may use State Superfund money to remediate the Peekskill site and seek recovery of costs from such parties. Griffon does not acknowledge any responsibility to perform any remediation at the Peekskill Site.

*Improper Advertisement Claim involving Union Tools Products.* Since December 2004, a customer of ATT has been named in various litigation matters relating to certain Union Tools products. The plaintiffs in those litigation matters have asserted causes of action against the customer of ATT for improper advertisement to end consumers. The allegations suggest that advertisements led the consumers to believe that Union Tools hand tools were wholly manufactured within boundaries of the United States. The complaints assert various causes of action against the customer of ATT under federal and state law, including common law fraud. At some point, likely once the litigation against the customer of ATT ends, the customer may seek indemnity (including recovery of its legal fees and costs) against ATT for an unspecified amount. Presently, ATT cannot estimate the amount of loss, if any, if the customer were to seek legal recourse against ATT.

*Department of Environmental Conservation of New York State, regarding Frankfort, NY site.* During fiscal 2009, an underground fuel tank with surrounding soil contamination was discovered at the Frankfort, N.Y. site which is the result of historical facility operations prior to ATT's ownership. While ATT was actively working with the DEC and the New York State Department of Health to define remediation requirements relative to the underground fuel tank, the DEC took the position that ATT was responsible to remediate other types of contamination on the site. After negotiations with the DEC, on August 15, 2011, ATT executed an Order on Consent with the DEC. The Order is without admission or finding of liability or acknowledgement that there has been a release of hazardous substances at the site. Importantly, the Order does not waive any rights that ATT has under a 1991 Consent Judgment entered into between the DEC and a predecessor of ATT relating to the site. The Order requires that ATT identify Areas of Concern at the site, and formulate a strategy to investigate and remedy both on and off site conditions in compliance with applicable environmental law. At the conclusion of the remedy phase of the remediation to the satisfaction of the DEC, the DEC will issue a Certificate of Completion. On August 1, 2012 a fire occurred during the course of demolition of certain structures at the Frankfort, NY site. The fire caused extensive damage requiring additional remediation under the oversight of DEC. The insurance carrier for the demolition contractor has responded and has committed to funding the cost of remediation and clean up resulting from the fire. The cleanup is ongoing.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

*U.S. Government investigations and claims*

Defense contracts and subcontracts, including Griffon's contracts and subcontracts, are subject to audit and review by various agencies and instrumentalities of the United States government, including among others, the Defense Contract Audit Agency ( DCAA ), the Defense Contract Investigative Service ( DCIS ), and the Department of Justice which has responsibility for asserting claims on behalf of the U.S. government. In addition to ongoing audits, pursuant to an administrative subpoena Griffon is currently providing information to the U.S. Department of Defense Office of the Inspector General. No claim has been asserted against Griffon, and Griffon is unaware of any material financial exposure in connection with the Inspector General's inquiry.

In general, departments and agencies of the U.S. Government have the authority to investigate various transactions and operations of Griffon, and the results of such investigations may lead to administrative, civil or criminal proceedings, the ultimate outcome of which could be fines, penalties, repayments or compensatory or treble damages. U.S. Government regulations provide that certain findings against a contractor may lead to suspension or debarment from future U.S. Government contracts or the loss of export privileges for a company or an operating division or subdivision. Suspension or debarment could have material adverse effect on Telephonics because of its reliance on government contracts.

*General legal*

Griffon is subject to various laws and regulations relating to the protection of the environment and is a party to legal proceedings arising in the ordinary course of business. Management believes, based on facts presently known to it, that the resolution of the matters above and such other matters will not have a material adverse effect on Griffon's consolidated financial position, results of operations or cash flows.

**NOTE 16 EARNINGS PER SHARE**

Basic and diluted EPS for the years ended September 30, 2012, 2011 and 2010 were determined using the following information (in thousands):

	Years Ended September 30,		
	2012	2011	2010
Weighted average shares outstanding - basic	55,914	58,919	58,974
Incremental shares from stock based compensation	1,415		1,019
	57,329	58,919	59,993

Anti-dilutive options excluded from diluted EPS computation	930	1,170	1,036
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Anti-dilutive restricted stock excluded from diluted EPS computation		1,235	208
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Griffon has the intent and ability to settle the principal amount of the 2017 Notes in cash, as such, the potential issuance of shares related to the principal amount of the 2017 Notes does not affect diluted shares.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**NOTE 17 RELATED PARTIES**

An affiliate of GS Direct acted as placement agent for the sale of the 2017 notes in December 2009; provided financial advice to Griffon in connection with the ATT acquisition; acted as co-lead arranger, co-bookrunner and co-syndication agent in connection with the Term Loan; acted as dealer manager for the tender of two prior issuances of ATT bonds; and acted as a co-manager with respect to the sale of the 7.125% senior notes due 2018 in March 2011. Fees and expenses paid in 2011 and 2010 were approximately \$825 and \$14,149, respectively.

**NOTE 18 QUARTERLY FINANCIAL INFORMATION (UNAUDITED)**

Quarterly results of operations for the years ended September 30, 2012 and 2011 were as follows:

Quarter ended	Revenue	Gross Profit	Net Income (loss)	Per Share - Basic	Per Share - Diluted
<b>2012</b>					
December 31, 2011	\$ 451,032	\$ 102,708	\$ 2,488	\$ 0.04	\$ 0.04
March 31, 2012	482,431	102,801	2,027	0.04	0.04
June 30, 2012	480,246	115,645	9,048	0.16	0.16
September 30, 2012	447,436	97,651	3,448	0.06	0.06
	<u>\$ 1,861,145</u>	<u>\$ 418,805</u>	<u>\$ 17,011</u>	\$ 0.30	\$ 0.30
<b>2011</b>					
December 31, 2010	\$ 414,402	\$ 87,859	\$ (1,680)	\$ (0.03)	\$ (0.03)
March 31, 2011	476,129	101,143	(14,001)	(0.24)	(0.24)
June 30, 2011	455,282	99,169	4,872	0.08	0.08
September 30, 2011	484,989	105,290	3,378	0.06	0.06
	<u>\$ 1,830,802</u>	<u>\$ 393,461</u>	<u>\$ (7,431)</u>	\$ (0.13)	\$ (0.13)

**Notes to Quarterly Financial Information (unaudited):**

Earnings (loss) per share are computed independently for each quarter and year presented; as such the sum of the quarters may not be equal to the full year amounts.

2012 Net income and the related per share earnings, included restructuring and other related charges, net of tax, of \$1,167 and \$1,881 for the first and fourth quarters, respectively, and \$3,048 for the year; and acquisition related costs of \$116 and \$194 for the first and fourth quarters, respectively, and \$310 for the year.

2011 Net income (loss), and the related per share earnings, included restructuring and other related charges, net of tax, of \$905, \$788, \$1,377 and \$1,833 for each quarter, respectively, and \$4,903 for the year; fair value of acquired inventory sold of \$7,387 and \$2,462 for the first and second quarters, respectively, and \$9,849 for the year; and loss from debt extinguishment of \$16,813 for the second quarter and for the year.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**NOTE 19 BUSINESS SEGMENTS**

Griffon's reportable business segments are as follows:

Telephonics develops, designs and manufactures high-technology integrated information, communication and sensor system solutions to military and commercial markets worldwide.

HBP is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional installing dealers and major home center retail chains, as well as a global provider of non-powered landscaping products that make work easier for homeowners and professionals.

Plastics is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications.

Griffon evaluates performance and allocates resources based on operating results before interest income or expense, income taxes and certain nonrecurring items of income or expense.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

Information on Griffon's business segments is as follows:

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b><u>REVENUE</u></b>			
Home & Building Products:			
ATT	\$ 433,866	\$ 434,789	\$ 389,366
CBP	422,674	404,947	389,366
	856,540	839,736	389,366
Home & Building Products	856,540	839,736	389,366
Telephonics	441,503	455,353	434,516
Plastics	563,102	535,713	470,114
	\$ 1,861,145	\$ 1,830,802	\$ 1,293,996
Total consolidated net sales	\$ 1,861,145	\$ 1,830,802	\$ 1,293,996

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b><u>INCOME (LOSS) BEFORE TAXES</u></b>			
Segment operating profit:			
Home & Building Products	\$ 37,082	\$ 28,228	\$ 4,986
Telephonics	49,232	40,595	38,586
Plastics	13,688	13,308	20,469
	100,002	82,131	64,041
Total segment operating profit	100,002	82,131	64,041
Unallocated amounts	(26,346)	(22,868)	(27,394)
Unallocated acquisition costs			(9,805)
Loss from debt extinguishment, net		(26,164)	(1,117)
Net interest expense	(51,715)	(47,448)	(11,913)
	\$ 21,941	\$ (14,349)	\$ 13,812
Income (loss) before taxes	\$ 21,941	\$ (14,349)	\$ 13,812

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Segment profit before depreciation, amortization, restructuring, fair value write-up of acquired inventory sold and acquisition costs:			
Home & Building Products	\$ 70,467	\$ 77,119	\$ 19,351
Telephonics	60,565	50,875	46,120
Plastics	40,000	37,639	42,853
	171,032	165,633	108,324
Total Segment profit before depreciation, amortization, restructuring, fair value write-up of acquired inventory sold and acquisition costs	171,032	165,633	108,324
Unallocated amounts	(26,346)	(22,868)	(27,394)
Loss from debt extinguishment, net		(26,164)	(1,117)
Net interest expense	(51,715)	(47,448)	(11,913)



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Segment depreciation and amortization	(65,864)	(60,361)	(40,103)
Restructuring charges	(4,689)	(7,543)	(4,180)
Fair value write-up of acquired inventory sold		(15,152)	
Acquisition costs	(477)	(446)	(9,805)
	<u>          </u>	<u>          </u>	<u>          </u>
Income (loss) before taxes	\$ 21,941	\$ (14,349)	\$ 13,812
	<u>          </u>	<u>          </u>	<u>          </u>

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

	<b>For the Years Ended September 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b><u>DEPRECIATION and AMORTIZATION</u></b>			
Segment:			
Home & Building Products	\$ 32,034	\$ 28,796	\$ 10,185
Telephonics	7,518	7,234	7,534
Plastics	26,312	24,331	22,384
	65,864	60,361	40,103
Total segment depreciation and amortization			
Corporate	400	351	339
	66,264	60,712	40,442
Total consolidated depreciation and amortization	\$ 66,264	\$ 60,712	\$ 40,442
<b><u>CAPITAL EXPENDITURES</u></b>			
Segment:			
Home & Building Products	\$ 24,648	\$ 28,083	\$ 10,527
Telephonics	11,979	8,291	12,410
Plastics	32,069	50,824	16,819
	68,696	87,198	39,756
Total segment			
Corporate	155	419	721
	68,851	87,617	40,477
Total consolidated capital expenditures	\$ 68,851	\$ 87,617	\$ 40,477
	<b>At September 30, 2012</b>	<b>At September 30, 2011</b>	<b>At September 30, 2010</b>
<b><u>ASSETS</u></b>			
Segment assets:			
Home & Building Products	\$ 943,766	\$ 972,714	\$ 923,331
Telephonics	255,420	288,968	268,373
Plastics	430,395	450,452	397,470
	1,629,581	1,712,134	1,589,174
Total segment assets			
Corporate	173,088	148,064	157,645
	1,802,669	1,860,198	1,746,819
Total continuing assets			
Assets of discontinued operations	3,523	5,056	6,882
	1,806,192	1,865,254	1,753,701
Consolidated total	\$ 1,806,192	\$ 1,865,254	\$ 1,753,701

Segment information by geographic region was as follows:

	<b>For the Years Ended September 30,</b>		
<b>REVENUE BY GEOGRAPHIC AREA</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>

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United States	\$ 1,317,911	\$ 1,265,977	\$ 880,480
Europe	255,323	262,518	220,507
Canada	120,457	125,330	68,934
South America	93,243	96,340	70,450
All other countries	74,210	80,637	53,625

Consolidated revenue	\$ 1,861,145	\$ 1,830,802	\$ 1,293,996
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**PROPERTY, PLANT & EQUIPMENT BY  
GEOGRAPHIC AREA**

	At September 30, 2012	At September 30, 2011	At September 30, 2010
United States	\$ 254,080	\$ 234,876	\$ 216,659
Germany	65,750	74,225	61,860
All other countries	37,049	40,949	36,241

Consolidated property, plant and equipment, net	\$ 356,879	\$ 350,050	\$ 314,760
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**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

As a percentage of consolidated revenue, HBP sales to Home Depot were approximately 12% in 2012 and 12% in 2011; Plastics sales to P&G were approximately 13% in 2012, 14% in 2011 and 18% in 2010; and Telephonics sales to the United States Government and its agencies, either as a prime contractor or subcontractor, aggregated approximately 19% in 2012, 19% in 2011 and 24% in 2010.

**NOTE 20 OTHER INCOME (EXPENSE)**

Other income (expense) included (\$1,414), \$626 and \$249 for the years ended September 30, 2012, 2011 and 2010, respectively, of currency exchange gains (losses) in connection with the translation of receivables and payables denominated in currencies other than the functional currencies of Griffon and its subsidiaries.

**NOTE 21 CONSOLIDATING GUARANTOR AND NON-GUARANTOR FINANCIAL INFORMATION**

Griffon's Senior Notes are fully and unconditionally guaranteed, jointly and severally, on a senior secured basis by the domestic assets of Clopay Building Products Company, Inc., Clopay Plastic Products Company, Inc., Telephonics Corporation, Ames True Temper Inc., and ATT Southern, Inc. In accordance with Rule 3-10 of Regulation S-X promulgated under the Securities Act of 1933, presented below are condensed consolidating financial information as of September 30, 2012 and 2011, and for the years ended September 30, 2012, 2011 and 2010. The financial information may not necessarily be indicative of results of operations or financial position had the guarantor companies or non-guarantor companies operated as independent entities. The guarantor companies and the non-guarantor companies include the consolidated financial results of their wholly-owned subsidiaries accounted for under the equity method.

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**CONDENSED CONSOLIDATING BALANCE SHEETS**  
**At September 30, 2012**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non-Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
<b>CURRENT ASSETS</b>					
Cash and equivalents	\$ 125,093	\$ 34,782	\$ 49,779	\$	\$ 209,654
Accounts receivable, net of allowances		187,487	81,279	(28,909)	239,857
Contract costs and recognized income not yet billed, net of progress payments		69,216	1,561		70,777
Inventories, net		194,618	63,203	47	257,868
Prepaid and other current assets	(851)	23,929	21,958	2,436	47,472
Assets of discontinued operations			587		587
	<u>124,242</u>	<u>510,032</u>	<u>218,367</u>	<u>(26,426)</u>	<u>826,215</u>
<b>PROPERTY, PLANT AND EQUIPMENT, net</b>					
	1,224	244,261	111,394		356,879
<b>GOODWILL</b>					
		288,147	70,225		358,372
<b>INTANGIBLE ASSETS, net</b>					
		164,633	65,840		230,473
<b>INTERCOMPANY RECEIVABLE</b>					
	508,984	648,347	542,025	(1,699,356)	
<b>EQUITY INVESTMENTS IN SUBSIDIARIES</b>					
	2,143,427	528,411	2,650,084	(5,321,922)	
<b>OTHER ASSETS</b>					
	49,718	60,609	8,187	(87,197)	31,317
<b>ASSETS OF DISCONTINUED OPERATIONS</b>					
			2,936		2,936
Total Assets	<u>\$ 2,827,595</u>	<u>\$ 2,444,440</u>	<u>\$ 3,669,058</u>	<u>\$ (7,134,901)</u>	<u>\$ 1,806,192</u>
<b>CURRENT LIABILITIES</b>					
Notes payable and current portion of long-term debt	\$ 1,625	\$ 1,032	\$ 15,046	\$	\$ 17,703
Accounts payable and accrued liabilities	44,649	167,230	66,640	(26,478)	252,041
Liabilities of discontinued operations			3,639		3,639
	<u>46,274</u>	<u>168,262</u>	<u>85,325</u>	<u>(26,478)</u>	<u>273,383</u>
<b>LONG-TERM DEBT, net of debt discounts</b>					
	655,023	9,782	17,102		681,907
<b>INTERCOMPANY PAYABLES</b>					
		558,905	1,149,748	(1,708,653)	
<b>OTHER LIABILITIES</b>					
	68,827	183,989	27,489	(87,198)	193,107
<b>LIABILITIES OF DISCONTINUED OPERATIONS</b>					
			3,643		3,643
Total Liabilities	<u>770,124</u>	<u>920,938</u>	<u>1,283,307</u>	<u>(1,822,329)</u>	<u>1,152,040</u>
<b>SHAREHOLDERS EQUITY</b>					
	<u>2,057,471</u>	<u>1,523,502</u>	<u>2,385,751</u>	<u>(5,312,572)</u>	<u>654,152</u>
Total Liabilities and Shareholders Equity	<u>\$ 2,827,595</u>	<u>\$ 2,444,440</u>	<u>\$ 3,669,058</u>	<u>\$ (7,134,901)</u>	<u>\$ 1,806,192</u>

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**CONDENSED CONSOLIDATING BALANCE SHEETS**  
**At September 30, 2011**

(\$ in thousands)	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non-Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
<b>CURRENT ASSETS</b>					
Cash and equivalents	\$ 178,448	\$ 15,164	\$ 49,417	\$	\$ 243,029
Accounts receivable, net of allowances		190,986	76,485		267,471
Contract costs and recognized income not yet billed, net of progress payments		73,755	982		74,737
Inventories, net		194,355	69,454		263,809
Prepaid and other current assets	1,839	40,436	1,913	4,640	48,828
Assets of discontinued operations			1,381		1,381
<b>Total Current Assets</b>	<b>180,287</b>	<b>514,696</b>	<b>199,632</b>	<b>4,640</b>	<b>899,255</b>
<b>PROPERTY, PLANT AND EQUIPMENT, net</b>					
	1,402	224,193	124,455		350,050
<b>GOODWILL</b>					
		283,491	74,397		357,888
<b>INTANGIBLE ASSETS, net</b>					
		155,242	67,947		223,189
<b>INTERCOMPANY RECEIVABLE</b>					
	449,112	278,344	98,953	(826,409)	
<b>EQUITY INVESTMENTS IN SUBSIDIARIES</b>					
	2,844,527	746,686	2,397,258	(5,988,471)	
<b>OTHER ASSETS</b>					
	54,354	49,771	14,270	(87,198)	31,197
<b>ASSETS OF DISCONTINUED OPERATIONS</b>					
			3,675		3,675
<b>Total Assets</b>	<b>\$ 3,529,682</b>	<b>\$ 2,252,423</b>	<b>\$ 2,980,587</b>	<b>\$ (6,897,438)</b>	<b>\$ 1,865,254</b>
<b>CURRENT LIABILITIES</b>					
Notes payable and current portion of long-term debt	\$ 5,375	\$ 4,350	\$ 15,439	\$	\$ 25,164
Accounts payable and accrued liabilities	36,765	199,742	44,774	4,640	285,921
Liabilities of discontinued operations			3,794		3,794
<b>Total Current Liabilities</b>	<b>42,140</b>	<b>204,092</b>	<b>64,007</b>	<b>4,640</b>	<b>314,879</b>
<b>LONG-TERM DEBT, net of debt discounts</b>					
	649,812	10,794	27,641		688,247
<b>INTERCOMPANY PAYABLES</b>					
		89,198	737,211	(826,409)	
<b>OTHER LIABILITIES</b>					
	79,655	172,203	39,774	(87,198)	204,434
<b>LIABILITIES OF DISCONTINUED OPERATIONS</b>					
			5,786		5,786
<b>Total Liabilities</b>	<b>771,607</b>	<b>476,287</b>	<b>874,419</b>	<b>(908,967)</b>	<b>1,213,346</b>
<b>SHAREHOLDERS EQUITY</b>					
	2,758,075	1,776,136	2,106,168	(5,988,471)	651,908
<b>Total Liabilities and Shareholders Equity</b>	<b>\$ 3,529,682</b>	<b>\$ 2,252,423</b>	<b>\$ 2,980,587</b>	<b>\$ (6,897,438)</b>	<b>\$ 1,865,254</b>



**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non-Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
Revenue	\$	\$ 1,414,910	\$ 499,860	\$ (53,625)	\$ 1,861,145
Cost of goods and services		1,060,183	428,760	(46,603)	1,442,340
Gross profit		354,727	71,100	(7,022)	418,805
Selling, general and administrative expenses	18,982	267,677	62,564	(7,527)	341,696
Restructuring and other related charges		4,674	15		4,689
Total operating expenses	18,982	272,351	62,579	(7,527)	346,385
Income (loss) from operations	(18,982)	82,376	8,521	505	72,420
Other income (expense)					
Interest income (expense), net	(14,541)	(25,183)	(11,991)		(51,715)
Other, net	13	10,826	(7,756)	(1,847)	1,236
Total other income (expense)	(14,528)	(14,357)	(19,747)	(1,847)	(50,479)
Income (loss) before taxes	(33,510)	68,019	(11,226)	(1,342)	21,941
Provision (benefit) for income taxes	(20,363)	25,366	(73)		4,930
Income (loss) before equity in net income of subsidiaries	(13,147)	42,653	(11,153)	(1,342)	17,011
Equity in net income (loss) of subsidiaries	31,500	(11,007)	42,653	(63,146)	
Net income (loss)	\$ 18,353	\$ 31,646	\$ 31,500	\$ (64,488)	\$ 17,011

**For the Year Ended September 30, 2011**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non- Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
Revenue	\$	\$ 1,379,535	\$ 489,342	\$ (38,075)	\$ 1,830,802
Cost of goods and services		1,055,520	421,261	(39,440)	1,437,341
Gross profit		324,015	68,081	1,365	393,461
Selling, general and administrative expenses	16,292	256,880	57,538	(341)	330,369
Restructuring and other related charges	364	7,018	161		7,543
Total operating expenses	16,656	263,898	57,699	(341)	337,912
Income (loss) from operations	(16,656)	60,117	10,382	1,706	55,549



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Other income (expense)					
Interest income (expense), net	(12,607)	(26,414)	(8,427)		(47,448)
Loss from debt extinguishment, net		(397)	(25,767)		(26,164)
Other, net	(648)	6,882	(1,338)	(1,182)	3,714
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Total other income (expense)	(13,255)	(19,929)	(35,532)	(1,182)	(69,898)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Income (loss) before taxes	(29,911)	40,188	(25,150)	524	(14,349)
Provision (benefit) for income taxes	(14,943)	17,977	(9,952)		(6,918)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Income (loss) before equity in net income of subsidiaries	(14,968)	22,211	(15,198)	524	(7,431)
Equity in net income (loss) of subsidiaries	7,013	1,139	22,211	(30,363)	
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Income (loss) from operations	(7,955)	23,350	7,013	(29,839)	(7,431)
Income from discontinued operations					
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net income (loss)	\$ (7,955)	\$ 23,350	\$ 7,013	\$ (29,839)	\$ (7,431)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

For the Year Ended September 30, 2012

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**  
**For the Year Ended September 30, 2010**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non- Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
Revenue	\$	\$ 983,665	\$ 323,867	\$ (13,536)	\$ 1,293,996
Cost of goods and services		740,622	279,632	(14,562)	1,005,692
Gross profit		243,043	44,235	1,026	288,304
Selling, general and administrative expenses	26,491	190,308	44,860	(256)	261,403
Restructuring and other related charges		4,180			4,180
Total operating expenses	26,491	194,488	44,860	(256)	265,583
Income (loss) from operations	(26,491)	48,555	(625)	1,282	22,721
Other income (expense)					
Interest income (expense), net	(8,607)	6,010	(9,316)		(11,913)
Loss from debt extinguishment, net	(6)	(1,111)			(1,117)
Other intercompany		(5,217)	5,217		
Other, net	999	6,917	(2,513)	(1,282)	4,121
Total other income (expense)	(7,614)	6,599	(6,612)	(1,282)	(8,909)
Income (loss) before taxes	(34,105)	55,154	(7,237)		13,812
Provision (benefit) for income taxes	(14,853)	18,017	1,144		4,308
Income (loss) before equity in net income of subsidiaries	(19,252)	37,137	(8,381)		9,504
Equity in net income (loss) of subsidiaries	28,844	1,115	37,137	(67,096)	
Income (loss) from operations	9,592	38,252	28,756	(67,096)	9,504
Income from discontinued operations			88		88
Net income (loss)	\$ 9,592	\$ 38,252	\$ 28,844	\$ (67,096)	\$ 9,592

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**  
**For the Year Ended September 30, 2012**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non-Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income (loss)	\$ 18,353	\$ 31,646	\$ 31,500	\$ (64,488)	\$ 17,011
Net cash provided by (used in) operating activities	(24,315)	93,349	21,096		90,130
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Acquisition of property, plant and equipment	(155)	(63,388)	(5,308)		(68,851)
Acquired business, net of cash acquired		(22,432)			(22,432)
Intercompany distributions	10,000	(10,000)			
Proceeds from sale of investment		200	109		309
Net cash provided by (used in) investing activities	9,845	(95,620)	(5,199)		(90,974)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Purchase of shares for treasury	(10,382)				(10,382)
Proceeds from issuance of long-term debt	(23,000)	491,372	27,000	(491,372)	4,000
Payments of long-term debt	(1,625)	(4,351)	(12,570)		(18,546)
Decrease in short-term borrowings			(1,859)		(1,859)
Intercompany debt					
Financing costs	(65)		(32)		(97)
Tax effect from exercise/vesting of equity awards, net	834				834
Dividend	(4,743)	(219,516)	219,516		(4,743)
Other, net	96	(245,616)	(245,752)	491,372	100
Net cash provided by (used in) financing activities	(38,885)	21,889	(13,697)		(30,693)
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>					
Net cash used in operating activities			(2,801)		(2,801)
Net cash used in discontinued operations			(2,801)		(2,801)
Effect of exchange rate changes on cash and equivalents			963		963
<b>NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS</b>	(53,355)	19,618	362		(33,375)
<b>CASH AND EQUIVALENTS AT BEGINNING OF PERIOD</b>	178,448	15,164	49,417		243,029

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CASH AND EQUIVALENTS AT END OF PERIOD	\$ 125,093	\$ 34,782	\$ 49,779	\$ 209,654
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**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(US dollars and non US currencies in thousands, except per share data)

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**  
**For the Year Ended September 30, 2011**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non- Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income (loss)	\$ (7,955)	\$ 23,350	\$ 7,013	\$ (29,839)	\$ (7,431)
Net cash provided by (used in) operating activities	43,407	38,657	(46,679)		35,385
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Acquisition of property, plant and equipment	(418)	(55,455)	(31,744)		(87,617)
Acquired business, net of cash acquired		(1,066)	211		(855)
Intercompany distributions	10,000	(10,000)			
Funds restricted for capital projects		4,629			4,629
Proceeds from sale of investment		68	1,442		1,510
Net cash provided by (used in) investing activities	9,582	(61,824)	(30,091)		(82,333)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Purchase of shares for treasury	(18,139)				(18,139)
Proceeds from issuance of long-term debt	569,973		104,278		674,251
Payments of long-term debt	(625)	(31,138)	(466,809)		(498,572)
Change in short-term borrowings			3,538		3,538
Intercompany debt	(468,372)		468,372		
Financing costs	(14,663)		(6,990)		(21,653)
Purchase of ESOP shares	(19,973)				(19,973)
Exercise of stock options	2,306				2,306
Tax effect from exercise/vesting of equity awards, net	7				7
Other, net	345	12,356	(12,356)		345
Net cash provided by (used in) financing activities	50,859	(18,782)	90,033		122,110
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>					
Net cash used in discontinued operations			(962)		(962)
Effect of exchange rate changes on cash and equivalents			(973)		(973)
<b>NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS</b>	<b>103,848</b>	<b>(41,949)</b>	<b>11,328</b>		<b>73,227</b>
<b>CASH AND EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>74,600</b>	<b>57,113</b>	<b>38,089</b>		<b>169,802</b>
<b>CASH AND EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 178,448</b>	<b>\$ 15,164</b>	<b>\$ 49,417</b>	<b>\$</b>	<b>\$ 243,029</b>

**GRIFFON CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(US dollars and non US currencies in thousands, except per share data)**

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**  
**For the Year Ended September 30, 2010**

	<u>Parent Company</u>	<u>Guarantor Companies</u>	<u>Non- Guarantor Companies</u>	<u>Elimination</u>	<u>Consolidation</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income (loss)	\$ 9,592	\$ 38,252	\$ 28,844	\$ (67,096)	\$ 9,592
Net cash provided by (used in) operating activities	(10,163)	87,620	5,668		83,125
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Acquisition of property, plant and equipment	(720)	(28,713)	(11,044)		(40,477)
Acquired business, net of cash acquired	(167,950)		(374,050)		(542,000)
Intercompany distributions	10,000	(10,000)			
Change in equipment lease deposits		(1,666)			(1,666)
Net cash provided by (used in) investing activities	(158,670)	(40,379)	(385,094)		(584,143)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Proceeds from issuance of common stock	2,823				2,823
Proceeds from issuance of long-term debt	100,000	40,000	403,875		543,875
Payments of long-term debt	(79,473)	(85,086)	(12,243)		(176,802)
Financing costs	(4,278)		(13,177)		(17,455)
Exercise of stock options	343				343
Tax effect from exercise/vesting of equity awards, net	325				325
Other, net	182	17,093	(17,091)		184
Net cash provided by (used in) financing activities	19,922	(27,993)	361,364		353,293
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>					
Net cash used in discontinued operations			(638)		(638)
Effect of exchange rate changes on cash and equivalents			(2,668)		(2,668)
NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS	(148,911)	19,248	(21,368)		(151,031)
CASH AND EQUIVALENTS AT BEGINNING OF PERIOD	223,511	37,865	59,457		320,833
CASH AND EQUIVALENTS AT END OF PERIOD	\$ 74,600	\$ 57,113	\$ 38,089	\$	\$ 169,802

**NOTE 22 SUBSEQUENT EVENT**

On November 13, 2012, Griffon declared a \$0.025 per share dividend payable on December 26, 2012 to shareholders of record as of November 29, 2012. Griffon currently intends to pay dividends each quarter; however, the payment of dividends is determined by the Board of Directors at its discretion based on various factors, and no assurance can be provided as to future dividends.

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## SCHEDULE II

**GRIFFON CORPORATION**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**FOR THE YEARS ENDED SEPTEMBER 30, 2012, 2011 AND 2010**  
(in thousands)

Description	Balance at Beginning of Year	Acquired By Purchase	Recorded to Cost and Expense	Accounts Written Off, net	Other	Balance at End of Year
<b>FOR THE YEAR ENDED SEPTEMBER 30, 2012</b>						
<b><u>Allowance for Doubtful Accounts</u></b>						
Bad debts	\$ 4,610	\$	\$ 2,009	\$ (2,284)	\$ (189)	\$ 4,146
Sales returns and allowances	1,462		2,018	(2,160)	(33)	1,287
	<u>\$ 6,072</u>	<u>\$</u>	<u>\$ 4,027</u>	<u>\$ (4,444)</u>	<u>\$ (222)</u>	<u>\$ 5,433</u>
Inventory valuation	\$ 13,897	\$	\$ 26,624	\$ (23,002)	\$ (552)	\$ 16,967
Deferred tax valuation allowance	\$ 9,481	\$	\$ (2,046)	\$	\$	\$ 7,435
<b>FOR THE YEAR ENDED SEPTEMBER 30, 2011</b>						
<b><u>Allowance for Doubtful Accounts</u></b>						
Bad debts	\$ 5,091	\$	\$ 1,121	\$ (1,405)	\$ (197)	\$ 4,610
Sales returns and allowances	1,490		2,741	(2,748)	(21)	1,462
	<u>\$ 6,581</u>	<u>\$</u>	<u>\$ 3,862</u>	<u>\$ (4,153)</u>	<u>\$ (218)</u>	<u>\$ 6,072</u>
Inventory valuation	\$ 13,141	\$	\$ 27,361	\$ (26,474)	\$ (131)	\$ 13,897
Deferred tax valuation allowance	\$ 13,977	\$	\$ (4,496)	\$	\$	\$ 9,481
<b>FOR THE YEAR ENDED SEPTEMBER 30, 2010</b>						
<b><u>Allowance for Doubtful Accounts</u></b>						
Bad debts	\$ 3,138	\$ 521	\$ 2,431	\$ (996)	\$ (3)	\$ 5,091
Sales returns and allowances	1,319		430	(258)	(1)	1,490
	<u>\$ 4,457</u>	<u>\$ 521</u>	<u>\$ 2,861</u>	<u>\$ (1,254)</u>	<u>\$ (4)</u>	<u>\$ 6,581</u>
Inventory valuation	\$ 11,178	\$ 1,187	\$ 4,904	\$ (4,017)	\$ (111)	\$ 13,141
Deferred tax valuation allowance	\$ 4,726	\$ 8,879	\$ 372	\$	\$	\$ 13,977



Note: This Schedule II is for continuing operations only.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

Not applicable.

**Item 9A. *Controls and Procedures***

**Evaluation and Disclosure Controls and Procedures**

Griffon's management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of Griffon's disclosure controls and procedures, as defined by Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, Griffon's disclosure controls and procedures were effective to ensure that information required to be disclosed by Griffon in the reports that it files or submits under the Exchange Act are recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms and such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

**Management's Report on Internal Control over Financial Reporting**

Griffon's management is responsible for establishing and maintaining adequate internal control over financial reporting. Griffon's internal control over financial reporting is a process designed under the supervision of its Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Griffon's financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America. Management evaluates the effectiveness of Griffon's internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Management, under the supervision and with the participation of Griffon's Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of Griffon's internal control over financial reporting as of September 30, 2012 and concluded that it is effective.

Griffon's independent registered public accounting firm, Grant Thornton LLP, has audited the effectiveness of Griffon's internal control over financial reporting as of September 30, 2012, and has expressed an unqualified opinion in their report which appears in this Annual Report on Form 10-K.

**Changes in Internal Controls**

There were no changes in Griffon's internal control over financial reporting identified in connection with the evaluation referred to above that occurred during the fourth quarter of the year ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Inherent Limitations on the Effectiveness Controls**

Griffon's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Griffon's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of Griffon's assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that Griffon's receipts and expenditures are being made only in accordance with authorizations of Griffon's management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Griffon's assets that could have a material effect on the financial statements.

Management, including Griffon's Chief Executive Officer and Chief Financial Officer, does not expect that Griffon's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods is subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Item 9B. Other Information**

None

**PART III**

The information required by **Part III: Item 10, Directors, and Executive Officers and Corporate Governance; Item 11, Executive Compensation; Item 13, Certain Relationships and Related Transactions and Director Independence; and Item 14, Principal Accountant Fees and Services** is included in and incorporated by reference to Griffon's definitive proxy statement in connection with its Annual Meeting of Stockholders scheduled to be held in January, 2013, to be filed with the Securities and Exchange Commission within 120 days following the end of Griffon's year ended September 30, 2012. Information relating to the executive officers of the Registrant appears under Item 1 of this report.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information regarding security ownership of certain beneficial owners and management that is required to be included pursuant to this Item 12 is included in and incorporated by reference to Griffon's definitive proxy statement in connection with its Annual Meeting of Stockholders scheduled to be held in January, 2013.

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The following sets forth information relating to Griffon's equity compensation plans as of September 30, 2012:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants	(b) Weighted-average exercise price of outstanding options, warrants and	(c) Number of securities remaining available for future issuance under equity plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (1)	753,035	\$ 18.86	1,802,159
Equity compensation plans not approved by security holders (2)	176,726	\$ 18.16	

- 
- (1) Excludes restricted shares issued in connection with Griffon's equity compensation plans. The total reflected in Column (c) includes shares available for grant as any equity award under the Incentive Plan.
- (2) Griffon's 1998 Employee and Director Stock Option Plan is the only equity plan which was not approved by Griffon's stockholders. No new grants have been made under the Employee and Director Stock Option Plan since February 2008.

### PART IV

#### Item 15. Exhibits and Financial Statement Schedules

- (a) (1) **Financial Statements** Covered by Report of Independent Registered Public Accounting Firm
- (A) Consolidated Balance Sheets at September 30, 2012 and 2011
- (B) Consolidated Statements of Operations for the Fiscal Years Ended September 30, 2012, 2011 and 2010
- (C) Consolidated Statements of Cash Flows for the Fiscal Years Ended September 30, 2012, 2011 and 2010
- (D) Consolidated Statements of Shareholders' Equity and Comprehensive Income for the Fiscal Years Ended September 30, 2012, 2011 and 2010
- (E) Notes to the Consolidated Financial Statements
- (2) **Financial Statement Schedule** Covered by Report of Independent Registered Public Accounting Firm
- Schedule II Valuation and Qualifying Accounts
- All other schedules are not required and have been omitted.
- (3) Exhibits see (b) below
- (b) Exhibits:

(b) Exhibits:

Exhibit No.	
2.1	Stock Purchase Agreement, dated July 19, 2010, among CHATT Holdings LLC, CHATT Holdings Inc., Clopay Acquisition Corp. and, solely for the purposes of Section 7.09, Griffon Corporation (Exhibit 2.1 to Current Report on Form 8-K filed July 23, 2010 (Commission File No. 1-06620)).
3.1	Restated Certificate of Incorporation (Exhibit 3.1 of Annual Report on Form 10-K for the year ended September 30, 1995 (Commission File No. 1-06620)) and Exhibit 3.1 of Quarterly Report on Form 10-Q for the quarter ended March 31, 2008
3.2	Amended By-laws (Exhibit 3 of Current Report on Form 8-K filed May 14, 2008 (Commission File No. 1-06620))
4.1	Specimen Certificate for Shares of Common Stock of Registrant (Exhibit 4.3 of Registration Statement on Form S-3 filed September 26, 2003 (Commission File No. 333-109171))
4.2	Indenture, dated as of June 22, 2004, between the Registrant and American Stock Transfer and Trust Company, including the form of note (Exhibit 4.3 to Annual Report on Form 10-K for the year ended September 30, 2004 (Commission File No. 1-06620))
4.3	Irrevocable Election Letter related to Indenture dated as of June 22, 2004 between the Registrant and American Stock Transfer and Trust Company (Exhibit 4.4 to Annual Report on Form 10-K for the year ended September 30, 2004 (Commission File No. 1-06620))
4.4	Indenture, dated December 21, 2009, between Griffon Corporation and American Stock Transfer & Trust Company, LLC (Exhibit 4.1 to Current Report on Form 8-K filed December 21, 2009 (Commission File No. 1-06620)).
4.5	Indenture, dated as of March 17, 2011, by and among Griffon Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as Trustee (Exhibit 4.1 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
4.6	Registration Rights Agreement, dated March 17, 2011, by and among, Griffon Corporation, the guarantors party thereto and Deutsche Bank Securities Inc., as the representative of the several initial purchasers (Exhibit 4.2 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
10.1	Employment Agreement dated as of July 1, 2001 between the Registrant and Harvey R. Blau (Exhibit 10.1 of Current Report on Form 8-K filed May 18, 2001 (Commission File No. 1-06620))
10.2	Employment Agreement dated as of July 1, 2001 between the Registrant and Robert Balemian (Exhibit 10.2 of Current Report on Form 8-K file May 18, 2001 (Commission File No. 1-06620))
10.3	Form of Trust Agreement between the Registrant and Wachovia Bank, National Association, as Trustee, dated October 2, 2006, relating to Griffon's Employee Stock Ownership Plan (Exhibit 10.3 to Annual Report on Form 10-K for the year ended September 30, 2006 (Commission File No. 1-06620))
10.4	1992 Non-Qualified Stock Option Plan (Exhibit 10.10 of Annual Report on Form 10-K for the year ended September 30, 1993 (Commission File No. 1-06620))
10.5	Non-Qualified Stock Option Plan (Exhibit 10.12 of Annual Report on Form 10-K for the year ended September 30, 1998 (Commission File No. 1-06620))
10.6	Form of Indemnification Agreement between the Registrant and its officers and directors (Exhibit 28 to Current Report on Form 8-K dated May 3, 1990 (Commission File No. 1-06620))

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**Exhibit  
No.**

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- 10.7 Outside Director Stock Award Plan (Exhibit 4 of Form S-8 Registration Statement No. 33-52319)
- 10.8 1997 Stock Option Plan (Exhibit 4.2 of Form S-8 Registration Statement No. 333-21503)
- 10.9 2001 Stock Option Plan (Exhibit 4.1 of Form S-8 Registration Statement No. 333-67760)
- 10.10 Senior Management Incentive Compensation Plan (Exhibit 4.2 of Form S-8 Registration Statement No. 333-62319)
- 10.11 1998 Employee and Director Stock Option Plan, as amended (Exhibit 4.1 of Form S-8 Registration Statement No. 333-102742)
- 10.12 1998 Stock Option Plan (Exhibit 4.1 of Form S-8 Registration Statement No. 333-62319)
- 10.13 Amendment to Employment Agreement between the Registrant and Harvey R. Blau dated August 8, 2003 (Exhibit 10.1 of Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (Commission File No. 1-06620))
- 10.14 Non-Qualified Stock Option Agreement (Exhibit 4.1 of Form S-8 Registration Statement No. 333-131737)
- 10.15 Griffon Corporation 2006 Equity Incentive Plan, as amended (Exhibit 10.1 of Quarterly Report on Form 10-Q for the period ended December 31, 2008 (Commission File No. 1-06620))
- 10.16 Amendment No. 2 to Employment Agreement, dated July 18, 2006 between the Registrant and Harvey R. Blau (Exhibit 10.1 to Current Report on Form 8-K filed July 21, 2006 (Commission File No. 1-06620))
- 10.17 Severance agreement, dated July 18, 2006 between the Registrant and Patrick Alesia (Exhibit 10.2 to Current Report on Form 8-K filed July 21, 2006 (Commission File No. 1-06620))
- 10.18 Supplemental Executive Retirement Plan as amended through July 18, 2006 (Exhibit 10.3 to Current Report on Form 8-K filed July 21, 2006 (Commission File No. 1-06620))
- 10.19 Griffon Corporation 2006 Performance Bonus Plan (Exhibit 10.2 to Current Report on Form 8-K filed February 17, 2006 (Commission File No. 1-06620))
- 10.20 Form of Restricted Stock Award Agreement under the Griffon Corporation 2006 Equity Incentive Plan (Exhibit 10.3 to Current Report on Form 8-K/A filed July 31, 2006 (Commission File No. 1-06620))
- 10.21 Amendment No. 3 to Employment Agreement, dated August 3, 2007, between the Registrant and Harvey R. Blau (Exhibit 10.1 to Current Report on Form 8-K filed August 6, 2007 (Commission File No. 1-06620))

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<b>Exhibit No.</b>	
10.22	Amendment No. 1 to the Severance Agreement, dated August 3, 2007, between the Registrant and Patrick L. Alesia (Exhibit 10.2 to Current Report on Form 8-K filed August 6, 2007 (Commission File No. 1-06620))
10.23	Amendment No. 1 to the Amended and Restated Supplemental Executive Retirement Plan dated August 3, 2007 (Exhibit 10.3 to the Current Report on Form 8-K filed August 6, 2007 (Commission File No. 1-06620))
10.24	Investment Agreement, dated August 7, 2008, between Griffon Corporation and GS Direct, L.L.C. (Exhibit 10.1 to the Current Report on Form 8-K filed August 13, 2008 (Commission File No. 1-06620))
10.25	Employment Agreement, dated March 16, 2008, between the Registrant and Ronald J. Kramer. (Exhibit 10.1 to the Current Report on Form 8-K filed March 20, 2008 (Commission File No. 1-06620))
10.26	Employment Agreement dated August 6, 2009, between the Registrant and Douglas J. Wetmore (Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (Commission File No. 1-06620))
10.27	Offer Letter Agreement, dated April 27, 2010 between the Company and Seth L. Kaplan (Exhibit 10.1 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (Commission File No. 1-06620)).
10.28	Severance Agreement, dated April 27, 2010 between the Company and Seth L. Kaplan (Exhibit 10.2 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (Commission File No. 1-06620)).
10.29	Letter Agreement, dated February 3, 2011, between Griffon Corporation and Harvey R. Blau (Exhibit 10.1 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (Commission File No. 1-06620)).
10.30	Griffon Corporation Director Compensation Program, dated February 3, 2011 (Exhibit 10.2 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (Commission File No. 1-06620)).
10.31	Griffon Corporation 2011 Equity Incentive Plan (Exhibit 99.1 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
10.32	Form of Award Agreement for Restricted Share Award under Griffon Corporation 2011 Equity Incentive Plan (Exhibit 99.2 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
10.33	Griffon Corporation 2011 Performance Bonus Plan (Exhibit 99.3 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
10.34	Amendment No.1 to Employment Agreement made as of February 3, 2011 by and between Griffon Corporation and Ronald J. Kramer (Exhibit 99.4 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
10.35	Purchase Agreement, dated as of March 14, 2011, by and among Griffon Corporation, the Guarantors named therein and Deutsche Bank Securities Inc., as Representative of the several Initial Purchasers named therein (Exhibit 99.1 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
10.36	Letter agreement, dated March 4, 2011, among Griffon Corporation, J.P. Morgan Securities LLC and JPMorgan Chase Bank, N.A. (Exhibit 10.8 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (Commission File No. 1-06620)).

**Exhibit  
No.**

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10.37	Amendment, dated March 14, 2011, to letter agreement dated March 4, 2011 among Griffon Corporation, J.P. Morgan Securities LLC and JPMorgan Chase Bank, N.A. (Exhibit 10.9 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (Commission File No. 1-06620)).
10.38	Credit Agreement, dated as of March 18, 2011, by and among Griffon Corporation, JPMorgan Chase Bank, N.A., as administrative agent, JPMorgan Securities LLC, as sole lead arranger and sole bookrunner, and the other lenders party thereto (Exhibit 99.2 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
10.39	Guarantee and Collateral Agreement, dated as of March 18, 2011, by Griffon Corporation and certain of its subsidiaries in favor of JPMorgan Chase Bank, N.A., as administrative agent (Exhibit 99.3 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
10.40	Amended and Restated Restricted Share Award letter made as of January 10, 2012 by and between Griffon Corporation and Ronald J. Kramer (Exhibit 99.1 to Current Report on Form 8-K filed January 10, 2012 (Commission File No. 1-06620)).
10.41	Amended and Restated Restricted Share Award letter made as of January 10, 2012 by and between Griffon Corporation and Douglas J. Wetmore (Exhibit 99.2 to Current Report on Form 8-K filed January 10, 2012 (Commission File No. 1-06620)).
14.1	Code of Ethics for the Chairman and Chief Executive Officer and Senior Financial Officers (Exhibit 14.1 to Current Report on Form 8-K dated February 9, 2011).
14.2	Code of Business Conduct and Ethics (Exhibit 14.2 to Current Report on Form 8-K dated February 9, 2011).
21*	Subsidiaries of the Registrant
23*	Consent of Grant Thornton LLP
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act
32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 18 USC Section 1350.

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\* Filed herewith. All other exhibits are incorporated herein by reference to the exhibit indicated in the parenthetical references.



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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Griffon has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 16<sup>th</sup> day of November 2012.

GRIFFON CORPORATION  
By: /s/ RONALD J. KRAMER

Ronald J. Kramer,  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on November 16, 2012 by the following persons on behalf of the Registrant in the capacities indicated:

/s/ HARVEY R. BLAU _____ Harvey R. Blau	Chairman of the Board
/s/ Ronald J. Kramer _____ Ronald J. Kramer	Chief Executive Officer (Principal Executive Officer)
/s/ Douglas J. Wetmore _____ Douglas J. Wetmore	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Brian G. Harris _____ Brian G. Harris	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ Henry A. Alpert _____ Henry A. Alpert	Director
/s/ Bertrand M. Bell _____ Bertrand M. Bell	Director
/s/ Gerald J. Cardinale _____ Gerald J. Cardinale	Director
/s/ Blaine V. Fogg _____ Blaine V. Fogg	Director
/s/ Bradley J. Gross _____ Bradley J. Gross	Director
/s/ Robert G. Harrison _____ Robert G. Harrison	Director
/s/ Donald J. Kutyna _____ Donald J. Kutyna	Director
/s/ Martin S. Sussman _____ Martin S. Sussman	Director

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Martin S. Sussman

/s/ William H. Waldorf

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Director

William H. Waldorf

/s/ Joseph J. Whalen

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Director

Joseph J. Whalen

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## EXHIBIT INDEX

### Exhibit No.

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- 2.1 Stock Purchase Agreement, dated July 19, 2010, among CHATT Holdings LLC, CHATT Holdings Inc., Clopay Acquisition Corp. and, solely for the purposes of Section 7.09, Griffon Corporation (Exhibit 2.1 to Current Report on Form 8-K filed July 23, 2010 (Commission File No. 1-06620)).
  - 3.1 Restated Certificate of Incorporation (Exhibit 3.1 of Annual Report on Form 10-K for the year ended September 30, 1995 (Commission File No. 1-06620)) and Exhibit 3.1 of Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (Commission File No. 1-06620))
  - 3.2 Amended By-laws (Exhibit 3 of Current Report on Form 8-K filed May 14, 2008 (Commission File No. 1-06620))
  - 4.1 Specimen Certificate for Shares of Common Stock of Registrant (Exhibit 4.3 of Registration Statement on Form S-3 filed September 26, 2003 (Commission File No. 333-109171))
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  - 10.3 Form of Trust Agreement between the Registrant and Wachovia Bank, National Association, as Trustee, dated October 2, 2006, relating to Griffon s Employee Stock Ownership Plan (Exhibit 10.3 to Annual Report on Form 10-K for the year ended September 30, 2006 (Commission File No. 1-06620))
  - 10.4 1992 Non-Qualified Stock Option Plan (Exhibit 10.10 of Annual Report on Form 10-K for the year ended September 30, 1993 (Commission File No. 1-06620))
  - 10.5 Non-Qualified Stock Option Plan (Exhibit 10.12 of Annual Report on Form 10-K for the year ended September 30, 1998 (Commission File No. 1-06620))
  - 10.6 Form of Indemnification Agreement between the Registrant and its officers and directors (Exhibit 28 to Current Report on Form 8-K dated May 3, 1990 (Commission File No. 1-06620))
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  - 10.8 1997 Stock Option Plan (Exhibit 4.2 of Form S-8 Registration Statement No. 333-21503)
  - 10.9 2001 Stock Option Plan (Exhibit 4.1 of Form S-8 Registration Statement No. 333-67760)
  - 10.10 Senior Management Incentive Compensation Plan (Exhibit 4.2 of Form S-8 Registration Statement No. 333-62319)
  - 10.11 1998 Employee and Director Stock Option Plan, as amended (Exhibit 4.1 of Form S-8 Registration Statement No. 333-102742)
  - 10.12 1998 Stock Option Plan (Exhibit 4.1 of Form S-8 Registration Statement No. 333-62319)
-

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**Exhibit  
No.**

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- 10.13 Amendment to Employment Agreement between the Registrant and Harvey R. Blau dated August 8, 2003 (Exhibit 10.1 of Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (Commission File No. 1-06620))
  - 10.14 Non-Qualified Stock Option Agreement (Exhibit 4.1 of Form S-8 Registration Statement No. 333-131737)
  - 10.15 Griffon Corporation 2006 Equity Incentive Plan, as amended (Exhibit 10.1 of Quarterly Report on Form 10-Q for the period ended December 31, 2008 (Commission File No. 1-06620))
  - 10.16 Amendment No. 2 to Employment Agreement, dated July 18, 2006 between the Registrant and Harvey R. Blau (Exhibit 10.1 to Current Report on Form 8-K filed July 21, 2006 (Commission File No. 1-06620))
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  - 10.18 Supplemental Executive Retirement Plan as amended through July 18, 2006 (Exhibit 10.3 to Current Report on Form 8-K filed July 21, 2006 (Commission File No. 1-06620))
  - 10.19 Griffon Corporation 2006 Performance Bonus Plan (Exhibit 10.2 to Current Report on Form 8-K filed February 17, 2006 (Commission File No. 1-06620))
-

Exhibit No.	
10.20	<p>Form of Restricted Stock Award Agreement under the Griffon Corporation 2006 Equity Incentive Plan (Exhibit 10.3 to Current Report on Form 8-K/A filed July 31, 2006 (Commission File No. 1-06620)) Amendment No. 3 to Employment Agreement, dated August 3, 2007, between the Registrant and Harvey R. Blau (Exhibit 10.1 to Current Report on Form 8-K filed August 6, 2007 (Commission File No. 1-06620))</p>
10.21	<p>Amendment No. 1 to the Severance Agreement, dated August 3, 2007, between the Registrant and Patrick L. Alesia (Exhibit 10.2 to Current Report on Form 8-K filed August 6, 2007</p>
10.22	<p>Amendment No. 1 to the Severance Agreement, dated August 3, 2007, between the Registrant and Patrick L. Alesia (Exhibit 10.2 to Current Report on Form 8-K filed August 6, 2007</p>

- 10.23 (Commission  
File No.  
1-06620))  
Amendment  
No. 1 to the  
Amended and  
Restated  
Supplemental  
Executive  
Retirement  
Plan dated  
August 3, 2007  
(Exhibit 10.3  
to the Current  
Report on  
Form 8-K filed  
August 6, 2007  
(Commission  
File No.  
1-06620))  
Investment  
Agreement,  
dated August  
7, 2008,  
between  
Griffon  
Corporation  
and GS Direct,  
L.L.C. (Exhibit  
10.1 to the  
Current Report  
on Form 8-K  
filed August  
13, 2008  
(Commission  
File No.  
1-06620))
- 10.24 Employment  
Agreement,  
dated March  
16, 2008,  
between the  
Registrant and  
Ronald J.  
Kramer.  
(Exhibit 10.1  
to the Current  
Report on  
Form 8-K filed  
March 20,  
2008
- 10.25

- 10.26 (Commission  
File No.  
1-06620))  
Employment  
Agreement  
dated August  
6, 2009,  
between the  
Registrant and  
Douglas J.  
Wetmore  
(Exhibit 10.1  
to the  
Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended June 30,  
2009  
(Commission  
File No.  
1-06620))  
Offer Letter  
Agreement,  
dated April 27,  
2010 between  
the Company  
and Seth L.  
Kaplan  
(Exhibit 10.1  
to Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended June 30,  
2010  
(Commission  
File No.  
1-06620)).
- 10.27 Severance  
Agreement,  
dated April 27,  
2010 between  
the Company  
and Seth L.  
Kaplan  
(Exhibit 10.2  
to Quarterly  
Report on  
Form 10-Q for  
the quarter
- 10.28

- ended June 30,  
2010  
(Commission  
File No.  
1-06620)).  
Letter  
Agreement,  
dated February  
3, 2011,  
between  
Griffon  
Corporation  
and Harvey R.  
Blau (Exhibit  
10.29 10.1 to  
Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended March  
31, 2011  
(Commission  
File No.  
1-06620)).  
Griffon  
Corporation  
Director  
Compensation  
Program, dated  
February 3,  
2011 (Exhibit  
10.30 10.2 to  
Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended March  
31, 2011  
(Commission  
File No.  
1-06620)).  
10.31 Griffon  
Corporation  
2011 Equity  
Incentive Plan  
(Exhibit 99.1  
to the Current  
Report on  
Form 8-K filed  
February 9,  
2011



- 10.32 (Commission File No. 1-06620)).  
Form of Award Agreement for Restricted Share Award under Griffon Corporation 2011 Equity Incentive Plan (Exhibit 99.2 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
- 10.33 Griffon Corporation 2011 Performance Bonus Plan (Exhibit 99.3 to the Current Report on Form 8-K filed February 9, 2011 (Commission File No. 1-06620)).
- 10.34 Amendment No.1 to Employment Agreement made as of February 3, 2011 by and between Griffon Corporation and Ronald J. Kramer (Exhibit 99.4 to the Current Report on Form 8-K filed February 9,

- 2011  
(Commission  
File No.  
1-06620)).  
Purchase  
Agreement,  
dated as of  
March 14,  
2011, by and  
among Griffon  
Corporation,  
the Guarantors  
named therein  
and Deutsche  
Bank  
Securities Inc.,  
as  
10.35 Representative  
of the several  
Initial  
Purchasers  
named therein  
(Exhibit 99.1  
to the Current  
Report on  
Form 8-K filed  
March 18,  
2011  
(Commission  
File No.  
1-06620)).
- 10.36 Letter  
agreement,  
dated March 4,  
2011, among  
Griffon  
Corporation,  
J.P. Morgan  
Securities LLC  
and JPMorgan  
Chase Bank,  
N.A. (Exhibit  
10.8 to  
Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended March  
31, 2011  
(Commission  
File No.

1-06620)).

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Exhibit  
No.

- 10.37 Amendment, dated March 14, 2011, to letter agreement dated March 4, 2011 among Griffon Corporation, J.P. Morgan Securities LLC and JPMorgan Chase Bank, N.A. (Exhibit 10.9 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (Commission File No. 1-06620)).
- 10.38 Credit Agreement, dated as of March 18, 2011, by and among Griffon Corporation, JPMorgan Chase Bank, N.A., as administrative agent, JPMorgan Securities LLC, as sole lead arranger and sole bookrunner, and the other lenders party thereto (Exhibit 99.2 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)).
- 10.39 Guarantee and Collateral Agreement, dated as of March 18, 2011, by Griffon Corporation and certain of its subsidiaries in favor of JPMorgan Chase Bank, N.A., as administrative

- agent (Exhibit 99.3 to the Current Report on Form 8-K filed March 18, 2011 (Commission File No. 1-06620)). Amended and Restated Restricted Share Award letter made as of January 10, 2012 by and between Griffon Corporation and Ronald J. Kramer (Exhibit 99.1 to Current Report on Form 8-K filed January 10, 2012 (Commission File No. 1-06620)). Amended and Restated Restricted Share Award letter made as of January 10, 2012 by and between Griffon Corporation and Douglas J. Wetmore (Exhibit 99.2 to Current Report on Form 8-K filed January 10, 2012 (Commission File No. 1-06620)). Code of Ethics for the Chairman and Chief Executive Officer and Senior Financial Officers (Exhibit 14.1 to Current Report on Form 8-K dated February 9, 2011) Code of Business Conduct and Ethics (Exhibit 14.2 to Current Report on Form 8-K dated February 9, 2011)
- 10.40
- 10.41
- 14.1
- 14.2
- 21\*

23*	Subsidiaries of the Registrant Consent of Grant Thornton LLP
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act
32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 18 USC Section 1350.

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\* Filed herewith. All other exhibits are incorporated herein by reference to the exhibit indicated in the parenthetical references.

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