

CTS CORP  
Form 10-Q/A  
May 15, 2007

---

---

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

(Mark One)

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

For the Quarterly Period Ended July 2, 2006

OR

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-4639

**CTS CORPORATION**

(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction  
of incorporation or  
organization)

35-0225010  
(IRS Employer  
Identification  
Number)

905 West Boulevard North,  
Elkhart, IN  
(Address of principal executive

46514  
(Zip Code)

offices)

Registrant's telephone number, including area code: 574-293-7511

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

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of July 24, 2006:  
35,900,777.

---

CTS CORPORATION AND SUBSIDIARIES

TABLE OF CONTENTS

	<b><u>Page</u></b>
<b><u>EXPLANATORY NOTE</u></b>	3
<b><u>PART I.</u></b>	
<b>FINANCIAL INFORMATION</b>	4
Item 1. <u>Financial Statements</u>	4
<u>Condensed Consolidated Statements of Earnings</u>	4
- For the Three and Six Months ended July 2, 2006 (as restated) and July 3, 2005	
<u>Condensed Consolidated Balance Sheets</u>	5
- As of July 2, 2006 (as restated), and December 31, 2005 (as restated)	
<u>Condensed Consolidated Statements of Cash Flows</u>	6
- For the Six Months Ended July 2, 2006 (as restated) and July 3, 2005	
<u>Condensed Consolidated Statements of Comprehensive Earnings</u>	7
- For the Three and Six Months Ended July 2, 2006 (as restated) and July 3, 2005	
<u>Notes to Condensed Consolidated Financial Statements</u>	8
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations (as restated)</u>	20
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	31
Item 4. <u>Controls and Procedures (as restated)</u>	31
<b><u>PART II.</u></b>	
<b>OTHER INFORMATION</b>	32
Item 1. <u>Legal Proceedings</u>	32
Item 1A. <u>Risk Factors</u>	32
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	33
Item 4. <u>Submission of Matters to a Vote of Security Holders</u>	33
Item 6. <u>Exhibits</u>	33
<b><u>SIGNATURES</u></b>	34



Table of Contents

**EXPLANATORY NOTE**

We are filing this Form 10-Q/A to amend our Quarterly Report on Form 10-Q for the quarter ended July 2, 2006 as filed with the Securities and Exchange Commission on July 27, 2006 (the “Original Filing”), to restate our consolidated financial statements and amend the related disclosures for the three- and six-month periods ended July 2, 2006. This amended Form 10-Q/A also includes the restatement of selected unaudited quarterly financial data for the first two quarters in the year ended December 31, 2006 and a restated condensed consolidated balance sheet for the year ended December 31, 2005. As previously disclosed in our Current Report on Form 8-K filed on February 9, 2007, our financial statements and related financial information contained in our Quarterly Reports on Form 10-Q filed in 2006 should no longer be relied upon. Accordingly, this Form 10-Q/A should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the Original Filing.

The restatement of the Original Filing was based on a review initiated by management under the oversight of the Audit Committee, with the assistance of outside counsel and forensic accountants, revealing incorrect entries made by the controller at our Moorpark, California location. The incorrect entries consisted of the movement of costs from income statement accounts, primarily cost of goods sold, to balance sheet accounts, primarily accounts payable, beginning in 2005 and continuing throughout 2006.

For more information on these matters, please refer to Note B, to the condensed consolidated financial statements “Restatement of the Condensed Consolidated Financial Statements”, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Item 4, “Controls and Procedures.”

All of the information in this Form 10-Q/A is as of July 2, 2006 and does not reflect events occurring after the date of the Original Filing, other than the restatement, or update disclosures affected by subsequent events, including the exhibits to the Original Filing, except for the updated Exhibits 31(a), 31(b), 32(a), and 32(b). This Form 10-Q/A sets forth the Original Filing in its entirety, as amended by and to reflect the restatement, as well as other adjustments described above. The following items in the Form 10-Q/A were amended to reflect the restatement:

- Part I Item 1 Unaudited Financial Statements;
- Part I Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations;
- Part I Item 4 Controls and Procedures;
- Part II Item 6 Exhibits

Table of Contents**PART I - FINANCIAL INFORMATION****Item 1.****Financial Statements**

**CTS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS - UNAUDITED**  
*(In thousands of dollars, except per share amounts)*

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>July 2, 2006</b> (as restated)	<b>July 3, 2005</b>	<b>July 2, 2006</b> (as restated)	<b>July 3, 2005</b>
<b>Net sales</b>	\$ 165,925	\$ 158,346	\$ 316,418	\$ 313,676
Costs and expenses:				
Cost of goods sold	134,157	126,054	254,609	253,169
Selling, general and administrative expenses	19,222	17,404	35,612	35,161
Research and development expenses	4,070	4,567	8,162	9,354
Restructuring charge - Note D	920	—	2,882	—
<b>Operating earnings</b>	<b>7,556</b>	<b>10,321</b>	<b>15,153</b>	<b>15,992</b>
Other (expense) income:				
Interest expense	(1,034)	(1,582)	(2,145)	(3,299)
Interest income	198	396	323	815
Other	59	(326)	62	(300)
Total other expense	(777)	(1,512)	(1,760)	(2,784)
Earnings before income taxes	6,779	8,809	13,393	13,208
Income tax expense — Note N	1,520	4,867	3,094	5,879
<b>Net earnings</b>	<b>\$ 5,259</b>	<b>\$ 3,942</b>	<b>\$ 10,299</b>	<b>\$ 7,329</b>
<b>Net earnings per share — Note L</b>				
Basic	\$ 0.15	\$ 0.11	\$ 0.29	\$ 0.20
Diluted	\$ 0.14	\$ 0.10	\$ 0.27	\$ 0.19
Cash dividends declared per share	\$ 0.03	\$ 0.03	\$ 0.06	\$ 0.06
Average common shares outstanding:				
Basic	35,843	36,621	35,832	36,508
Diluted	40,145	41,226	40,189	41,101

See notes to condensed consolidated financial statements (as restated).



Table of Contents

**CTS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS — UNAUDITED**  
*(dollars in thousands)*

	<b>July 2, 2006</b>	<b>December 31,</b>
	<b>(as restated)</b>	<b>2005*</b>
		<b>(as restated)</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 17,651	\$ 12,029
Accounts receivable, less allowances (2006 - \$2,741; 2005 - \$2,373)	103,710	90,790
Inventories — Note G	62,995	60,629
Other current assets	17,831	16,268
<b>Total current assets</b>	<b>202,187</b>	<b>179,716</b>
<b>Property, plant and equipment, less accumulated depreciation (2006 - \$254,806; 2005 - \$252,545)</b>	<b>104,452</b>	<b>109,653</b>
<b>Other Assets</b>		
Prepaid pension asset — Note I	155,289	152,483
Goodwill	24,657	24,657
Other intangible assets, net	40,745	42,347
Deferred income taxes	22,921	22,887
Other	1,713	2,086
<b>Total other assets</b>	<b>245,325</b>	<b>244,460</b>
<b>Total Assets</b>	<b>\$ 551,964</b>	<b>\$ 533,829</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Notes payable	\$ 12,095	\$ 13,299
Current portion of long-term debt - Note H	173	164
Accounts payable	77,548	68,720
Accrued liabilities	42,019	39,140
<b>Total current liabilities</b>	<b>131,835</b>	<b>121,323</b>
<b>Long-term debt - Note H</b>	<b>64,266</b>	<b>68,293</b>
<b>Other long-term obligations</b>	<b>16,350</b>	<b>16,120</b>
<b>Shareholders' Equity</b>		
Preferred stock - authorized 25,000,000 shares without par value; none issued		—
Common stock — authorized 75,000,000 shares without par value; 53,674,917 shares issued at July 2, 2006 and 53,576,243 shares issued at December 31, 2005	276,183	275,211
Additional contributed capital	25,842	24,743
Retained earnings	303,624	295,478
Accumulated other comprehensive earnings (loss)	1,739	(244)
	607,388	595,188
Cost of common stock held in treasury (17,776,027 shares at 2006 and 17,717,657 shares at 2005)	(267,875)	(267,095)
<b>Total shareholders' equity</b>	<b>339,513</b>	<b>328,093</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 551,964</b>	<b>\$ 533,829</b>



*\* The balance sheet at December 31, 2005, has been derived from the restated audited financial statements at that date*

See notes to condensed consolidated financial statements (as restated).

5

---

Table of Contents

**CTS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED**  
*(In thousands of dollars)*

	Six Months Ended	
	July 2, 2006 (as restated)	July 3, 2005
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 10,299	\$ 7,329
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	13,218	13,649
Prepaid pension asset	(3,131)	(4,132)
Equity-based compensation	2,065	1,159
Restructuring charge	2,882	—
Deferred income taxes	—	3,048
<b>Changes in assets and liabilities, net of effects from purchase of SMTEK</b>		
Accounts receivable	(12,921)	10,011
Inventories	(2,366)	(1,564)
Other current assets	(1,690)	(3,336)
Accounts payable and accrued liabilities	8,797	(1,977)
Other	274	389
Total adjustments	7,128	17,247
<b>Net cash provided by operating activities</b>	<b>17,427</b>	<b>24,576</b>
<b>Cash flows from investing activities:</b>		
Payment for purchase of SMTEK, net of cash acquired	—	(35,561)
Capital expenditures	(5,848)	(5,911)
Proceeds from sales of assets	1,227	800
<b>Net cash used in investing activities</b>	<b>(4,621)</b>	<b>(40,672)</b>
<b>Cash flows from financing activities:</b>		
Repayment of debt assumed in connection with purchase of SMTEK	—	(13,013)
Payments of long-term debt	(61,268)	(108,201)
Proceeds from borrowings of long-term debt	57,190	98,522
Decrease in short-term notes payable	(1,204)	(311)
Dividends paid	(2,152)	(2,159)
Purchase of treasury stock	(768)	(3,388)
Other	(130)	(46)
<b>Net cash used in financing activities</b>	<b>(8,332)</b>	<b>(28,596)</b>
Effect of exchange rate on cash and cash equivalents	1,148	(2,119)
Net increase (decrease) in cash and cash equivalents	5,622	(46,811)
Cash and cash equivalents at beginning of year	12,029	61,005

Cash and cash equivalents at end of period	\$	17,651	\$	14,194
--------------------------------------------	----	--------	----	--------

**Supplemental cash flow information**

Cash paid during the period for:

Interest	\$	1,847	\$	2,935
Income taxes—net	\$	2,729	\$	2,801

**Supplemental schedule of noncash investing and financing activities:**

Refer to Note F, “Supplemental Schedule of Noncash Investing and Financing Activities”

See notes to condensed consolidated financial statements (as restated).

Table of Contents

**CTS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS - UNAUDITED**  
*(In thousands of dollars)*

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>July 2, 2006</b>	<b>July 3, 2005</b>	<b>July 2, 2006</b>	<b>July 3, 2005</b>
	<b>(as restated)</b>		<b>(as restated)</b>	
<b>Net earnings</b>	\$ 5,259	\$ 3,942	\$ 10,299	\$ 7,329
Other comprehensive earnings (loss):				
Cumulative translation adjustment	1,448	(1,564)	1,983	(1,959)
<b>Comprehensive earnings</b>	\$ 6,707,	\$ 2,378	\$ 12,282	\$ 5,370

See notes to condensed consolidated financial statements (as restated).

Table of Contents

**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS - UNAUDITED**  
**July 2, 2006**

**NOTE A—Basis of Presentation**

The accompanying condensed consolidated interim financial statements have been prepared by CTS Corporation (CTS or the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The unaudited condensed consolidated interim financial statements should be read in conjunction with the financial statements, notes thereto, and other information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

The accompanying unaudited condensed consolidated interim financial statements reflect, in the opinion of management, all adjustments (consisting of normal recurring items) necessary for a fair statement, in all material respects, of the financial position and results of operations for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ materially from those estimates. The results of operations for the interim periods are not necessarily indicative of the results for the entire year.

Certain reclassifications have been made for the periods presented in the consolidated financial statements to conform to the classifications adopted in 2006.

**NOTE B—Restatement of Condensed Consolidated Financial Statements**

In February 2007, management commenced an investigation of accounting entries at CTS' Moorpark and Santa Clara, California manufacturing locations. The investigation was conducted under the oversight of the Audit Committee and with the assistance of outside legal counsel and forensic accountants.

The investigation determined that the Moorpark controller made numerous incorrect accounting entries beginning in 2005 and continuing through 2006. These entries transferred significant costs from income statement accounts, primarily cost of goods sold, to balance sheet accounts, primarily accounts payable.

The net tax adjusted effect of these misstatements on CTS' 2005 earnings was \$1.5 million and on the nine-months ended October 1, 2006 earnings was \$1.9 million. Management has included a restated condensed consolidated balance sheet for the year ended December 31, 2005 in this filing. Management determined that the effect of the misstatements on CTS' 2006 consolidated financial statements was material. As a result of the misstatements, CTS has restated its condensed consolidated financial statements for each of the first three quarters of 2006 to record \$1.9 million of total costs net of related income tax effects. These misstatements resulted in tax adjusted charges of \$1.2 million, \$1.0 million and \$(0.3) million for each of the quarters ended April 2, 2006, July 2, 2006 and October 1, 2006, respectively. These additional charges are non-cash and have no impact on CTS' reported revenue, cash, cash equivalents or marketable securities for each of the restated periods.

CTS' original filings on Form 10-Q for the quarters ended April 2, 2006, July 2, 2006, and October 1, 2006 are being amended in Quarterly Reports on Form 10-Q/A to reflect restated consolidated financial statements and related

disclosures.

8

---

Table of Contents

The following table sets forth the impact of the misstatements and related tax effects on CTS' condensed consolidated financial statements for the three- and six-month periods ended July 2, 2006 and the condensed consolidated balance sheet as of December 31, 2005.

*Income Statement*

	Three months ended			Six months ended		
	July 2, 2006			July 2, 2006		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Cost of Goods Sold	\$ 131,945	\$ 2,212	\$ 134,157	\$ 250,364	\$ 4,245	\$ 254,609
Selling, general and administrative expenses	19,924	(702)	19,222	36,661	(1,049)	35,612
<b>Operating Earnings</b>	9,066	(1,510)	7,556	18,349	(3,196)	15,153
Earnings before income taxes	8,289	(1,510)	6,779	16,589	(3,196)	13,393
Income tax expense	1,973	(453)	1,520	4,048	(954)	3,094
<b>Net earnings</b>	\$ 6,316	\$ (1,057)	\$ 5,259	\$ 12,541	\$ (2,242)	\$ 10,299
<b>Net earnings per share</b>						
Basic	\$ 0.18	\$ (.03)	\$ .15	\$ 0.35	\$ (.06)	\$ 0.29
Diluted	0.16	(.02)	.14	0.32	(.05)	0.27

*Balance Sheet*

	July 2, 2006		
	As Reported	Adjustments	As Restated
Account receivable	\$ 104,600	\$ (890)	\$ 103,710
Inventories	65,012	(2,017)	62,995
Other current assets	17,989	(158)	17,831
Total current assets	205,252	(3,065)	202,187
Deferred income taxes	22,045	876	22,921
Property, plant and equipment	104,450	2	104,452
<b>Total Assets</b>	\$ 554,151	\$ (2,187)	\$ 551,964
Accounts payable	74,060	3,488	77,548
Accrued liabilities	43,974	(1,955)	42,019
Total current liabilities	130,302	1,533	131,835
Retained earnings	307,344	(3,720)	303,624
Total shareholders' equity	343,233	(3,720)	339,513
<b>Total Liabilities and Shareholders' Equity</b>	\$ 554,151	\$ (2,187)	\$ 551,964

## December 31, 2005

	As Reported	Adjustments	As Restated
Account receivable	\$ 91,265	\$ (475)	\$ 90,790
Inventories	60,564	65	60,629
Other current assets	16,816	(548)	16,268
Total current assets	180,674	(958)	179,716
Deferred income taxes	22,011	876	22,887

Edgar Filing: CTS CORP - Form 10-Q/A

Property, plant and equipment	109,676	(23)	109,653
Other assets	2,088	(2)	2,086
<b>Total Assets</b>	<b>\$ 533,936</b>	<b>\$ (107)</b>	<b>\$ 533,829</b>
Accounts payable	67,196	1,524	68,720
Accrued liabilities	39,274	(134)	39,140
Total current liabilities	119,933	1,390	121,323
Other long-term obligations	16,139	(19)	16,120
Retained earnings	296,956	(1,478)	295,478
Total shareholders' equity	329,571	(1,478)	328,093
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 533,936</b>	<b>\$ (107)</b>	<b>\$ 533,829</b>



Table of Contents**NOTE C — Share-Based Compensation**

Effective January 1, 2006, CTS adopted the provisions of the Financial Accounting Standards Board's (FASB) Financial Accounting Standard (FAS) No. 123(R), "Share-Based Payment." FAS No. 123(R) requires that CTS recognize expense related to the fair value of stock-based compensation awards in the Unaudited Condensed Consolidated Statement of Earnings.

Prior to January 1, 2006, CTS accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees," and its related Interpretations. Accordingly, stock-based compensation expense was not recognized in the Unaudited Condensed Consolidated Statement of Earnings for stock options granted with an exercise price equal to the market value of the common stock on the grant date. However, prior years' financial statements did include pro forma disclosures for equity-based awards as if the fair-value approach had been followed. The following table presents the pro forma net earnings and net earnings per share for the three and six-month periods ending July 3, 2005, as if CTS had applied the provisions of FAS No. 123(R) during those periods:

	<b>Three Months Ended July 3, 2005</b>	<b>Six Months Ended July 3, 2005</b>
<i>(\$ in thousands, except per share amounts)</i>		
Net earnings, as reported	\$ 3,942	\$ 7,329
Deduct: Stock-based employee compensation cost, net of tax, as if fair value based method were used	(149)	(280)
Pro forma net earnings	\$ 3,793	\$ 7,049
Net earnings per share - basic, as reported	\$ 0.11	\$ 0.20
Pro forma net earnings per share - basic	0.10	0.19
Net earnings per share - diluted, as reported	0.10	0.19
Pro forma net earnings per share - diluted	\$ 0.10	\$ 0.18

CTS has elected to follow the modified prospective transition method allowed by FAS No. 123(R), and therefore, will apply the provisions of FAS No. 123(R) to awards modified or granted after January 1, 2006. In addition, for awards which were unvested as of January 1, 2006, CTS will recognize compensation expense in the Unaudited Condensed Consolidated Statement of Earnings over the remaining vesting period. The compensation expense for these awards will be based on the grant-date fair value as calculated for the prior years' pro forma disclosures. As allowed under the modified prospective transition method, the financial results for prior periods have not been restated. The cumulative effect of the change in accounting principle from APB No. 25 was not material.

As a result of adopting FAS No. 123(R), CTS has included additional compensation expense relating to stock option awards to employees in its operating earnings, earnings before income taxes, net income, and earnings per share. The impact of this incremental expense, for the three and six-month periods ending July 2, 2006 is shown in the following table:

	<b>Three Months Ended July 2, 2006</b>	<b>Six Months Ended July 2, 2006</b>
<i>(\$ in thousands, except per share amounts)</i>		

Impact of adopting FAS No. 123(R) on:			
Operating earnings	\$	537	\$ 746
Earnings before income taxes		537	746
Net earnings		322	448
Net earnings per share:			
Basic	\$	0.01	\$ 0.01
Diluted	\$	0.01	\$ 0.01

Prior to the adoption of FAS No. 123(R), CTS presented tax benefits in excess of recognized cumulative compensation costs as operating cash flows in the Unaudited Condensed Consolidated Statement of Cash Flows. FAS No. 123(R) requires these cash flows be classified as financing cash flows. CTS has classified \$130,000 and \$23,000 of these excess tax benefits as financing cash flows for the six-month periods ending July 2, 2006 and July 3, 2005, respectively.

At July 2, 2006, CTS had five equity-based compensation plans: the 1988 Restricted Stock and Cash Bonus Plan (1988 Plan), the 1996 Stock Option Plan (1996 Plan), the 2001 Stock Option Plan (2001 Plan), the Nonemployee Directors' Stock Retirement Plan (Directors' Plan), and the 2004 Omnibus Long-Term Incentive Plan (2004 Plan). As of December 2004, additional grants can only be made under the 2004 Plan. CTS believes that equity-based awards align the interest of employees with those of its shareholders.

The 2004 Plan, and previously the 1996 Plan and 2001 Plan, provides for grants of incentive stock options or nonqualified stock options to officers, key employees, and nonemployee members of CTS' board of directors. In addition, the 2004 Plan allows for grants of stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, and other stock awards.

Table of Contents

The following table summarizes the compensation expense included in the Unaudited Condensed Consolidated Statement of Earnings for the three and six-month periods ending July 2, 2006 and July 3, 2005 relating to equity-based compensation plans:

(\$ in thousands)	Three Months Ended		Six Months Ended	
	July 2, 2006	July 3, 2005	July 2, 2006	July 3, 2005
Stock options <sup>(1)</sup>	\$ 548	\$ 23	\$ 771	\$ 46
Restricted stock units	595	446	1,176	962
Restricted stock	57	73	118	151
Total	\$ 1,200	\$ 542	\$ 2,065	\$ 1,159

<sup>(1)</sup> Stock option expense includes \$11 and \$23 in the quarters ending July 2, 2006 and July 3, 2005, respectively, and \$25 and \$46 for the six-month periods ending July 2, 2006 and July 3, 2005, respectively, related to non-employee director stock options.

The following table summarizes plan status as of July 2, 2006:

	2004 Plan	2001 Plan	1996 Plan
Awards originally available	6,500,000	2,000,000	1,200,000
Stock options outstanding	332,000	929,324	320,050
Restricted stock units outstanding	611,808	—	—
Awards exercisable	85,350	792,929	297,251
Awards available for grant	5,425,239	—	—

Stock Options

Stock options are exercisable in cumulative annual installments over a maximum 10-year period, commencing at least one year from the date of grant. Stock options are generally granted with an exercise price equal to the market price of the Company's stock on the date of grant. The stock options generally vest over four years and have a 10-year contractual life. The awards generally contain provisions to either accelerate vesting or allow vesting to continue on schedule upon retirement if certain service and age requirements are met. The awards also provide for accelerated vesting if there is a change in control event.

The Company estimates the fair value of the stock option on the grant date using the Black-Scholes option-pricing model and assumptions for expected price volatility, option term, risk-free interest rate, and dividend yield. Expected price volatilities are based on historical volatilities of the Company's stock. The expected option term is derived from historical data on exercise behavior. The range of option terms shown below results from certain groups of employees exhibiting different behavior. The dividend yield is based on historical dividend payments. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	Six Months Ended	
	July 2, 2006	July 3, 2005
Expected volatility	53.3% - 58.2%	52.4%
Weighted-average volatility	54.1%	52.4%
Expected dividends	0.9%	1.1%
Expected term		10.0 years

4.0 - 10.0  
years

Weighted-average risk-free rate	5.1%	4.1%
---------------------------------	------	------

A summary of the status of stock options as of July 2, 2006 and July 3, 2005, and changes during the six-month periods then ended, is presented below:

	<b>July 2, 2006</b>		<b>July 3, 2005</b>	
	<b>Options</b>	<b>Weighted-Average Exercise Price</b>	<b>Options</b>	<b>Weighted-Average Exercise Price</b>
Outstanding at beginning of year	1,567,499	\$ 15.93	1,636,900	\$ 16.82
Granted	93,000	13.68	136,600	11.11
Exercised	(25,350)	8.55	(14,425)	8.44
Expired	(45,375)	23.41	(58,901)	28.81
Forfeited	(8,400)	9.45	(24,599)	9.99
Outstanding at end of period	1,581,374	\$ 15.73	1,675,575	\$ 16.10
Exercisable at end of period	1,175,530	\$ 17.24	1,008,982	\$ 19.92

Table of Contents

The total intrinsic value of stock options exercised during the six-month periods ended July 2, 2006 and July 3, 2005 was \$114,000 and \$56,000 respectively. The exercise price of options granted during the six-month periods ending July 2, 2006 and July 3, 2005 equaled the trading price of the company's stock on the grant date.

A summary of the weighted-average remaining contractual term and aggregate intrinsic value of options outstanding and exercisable at July 2, 2006 is presented below:

	<b>Weighted-average Remaining Contractual Life</b>	<b>Aggregate Intrinsic Value</b>
Options outstanding	6.3 years	—
Options exercisable	5.7 years	—

A summary of the nonvested stock options as of July 2, 2006 and July 3, 2005, and changes during the six-month periods then ended, is presented below:

	<b>July 2, 2006</b>		<b>July 3, 2005</b>	
	<b>Options</b>	<b>Weighted-average Grant-Date Fair Value</b>	<b>Options</b>	<b>Weighted-average Grant-Date Fair Value</b>
Nonvested at beginning of year	488,943	\$ 6.94	792,716	\$ 5.53
Granted	93,000	6.53	136,600	6.51
Vested	(167,699)	5.35	(238,124)	7.48
Forfeited	(8,400)	4.57	(24,599)	4.86
Nonvested at end of period	405,844 <sup>(1)</sup>	\$ 5.59	666,593	\$ 5.23

<sup>(1)</sup> Based on historical experience, CTS currently expects approximately 404,000 of these options to vest.

The total fair value of shares vested during the quarters ended July 2, 2006 and July 3, 2005 was approximately \$897,000 and \$1,781,000 respectively. As of July 2, 2006, there was \$979,000 of unrecognized compensation cost related to nonvested stock options. That cost is expected to be recognized over a weighted-average period of 1.4 years. CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.

The following table summarizes information about stock options outstanding at July 2, 2006:

<b>Range of Exercise Prices</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number Outstanding at 7/2/06</b>	<b>Weighted-Average Remaining Contractual Life (Years)</b>	<b>Weighted-Average Exercise Price</b>	<b>Number Exercisable at 7/2/06</b>	<b>Weighted-Average Exercise Price</b>
\$ 7.70 - 11.11	910,899	7.33	\$ 9.35	610,055	\$ 9.06
13.68 - 16.24	237,800	7.35	14.10	132,800	14.34
23.00 - 33.63	327,675	4.53	24.57	327,675	24.57

Edgar Filing: CTS CORP - Form 10-Q/A

35.97 - 50.00	103,500	4.20	47.02	103,500	47.02
56.94 - 79.25	1,500	3.28	64.38	1,500	64.38

12

---

Table of Contents**Restricted Stock Units**

Stock settled restricted stock units (RSUs) entitle the holder to receive one share of common stock for each unit when the unit vests. RSUs are issued to officers and key employees as compensation. Generally, the RSUs vest over a five-year period. A summary of the status of RSUs as of July 2, 2006 and July 3, 2005, and changes during the six-month periods then ended is presented below:

	July 2, 2006		July 3, 2005	
	RSUs	Weighted-average Grant-Date Fair Value	RSUs	Weighted-average Grant-Date Fair Value
Outstanding at beginning of year	525,898	\$ 11.49	252,000	\$ 11.07
Granted	207,600	13.68	310,250	11.62
Settled	(99,760)	11.22	(45,510)	11.04
Cancelled	(21,930)	11.29	(15,750)	11.22
Outstanding at end of period	611,808	\$ 11.82	500,990	\$ 11.41
Weighted-average remaining contractual life	4.7 years		5.0 years	

As of July 2, 2006, there was \$4.9 million of unrecognized compensation cost related to nonvested RSUs. That cost is expected to be recognized over a weighted-average period of 1.8 years. CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.

**Restricted Stock and Cash Bonus Plan**

CTS' 1988 Plan originally reserved 2,400,000 shares of CTS' common stock for sale at market price, or award, to key employees. Under the 1988 Plan, 41,382 shares of Restricted Stock were outstanding as of July 2, 2006. Shares sold or awarded are subject to restrictions against transfer and repurchase rights of CTS. In general, restrictions lapse at the rate of 20% per year beginning one year from the grant date. In addition, the 1988 Plan provides for a cash bonus to the participant equal to the fair market value of shares on the dates restrictions lapse, in the case of an award. The total bonus paid to any participant during the restricted period is limited to twice the fair market value of the shares on the date of award. As of July 2, 2006, there was \$289,000 of total unrecognized compensation cost related to nonvested Restricted Stock. That cost is expected to be recognized over a weighted-average period of 1.3 years. CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.

**Stock Retirement Plan**

The Directors' Plan provides for a portion of the total compensation payable to nonemployee directors to be deferred and paid in CTS stock. The Directors Plan was frozen effective December 1, 2004. All future grants will be from the 2004 Plan.

Table of Contents**NOTE D - Restructuring Charge**

In January 2006, CTS announced its intention to consolidate its Berne, Indiana manufacturing operations into three of its other existing facilities. Automotive product operations at Berne will be transferred to CTS' automotive facilities in Matamoros, Mexico and Elkhart, Indiana. Electronic components operations in Berne will be moved to CTS' Singapore facility. While the Berne facility is currently being marketed for sale, CTS continues to use the facility for certain electronic component-related service functions. The consolidation process is expected to largely be completed in the second half of 2006.

The following table displays the planned costs associated with the Berne consolidation, as well as a summary of the actual costs incurred through July 2, 2006:

<i>(\$ in millions)</i>	<b>Planned Costs</b>	<b>Actual incurred through July 2, 2006</b>
Workforce reduction	\$ 3.1	\$ 2.6
Postemployment obligation curtailment, net - Note H	0.2	0.2
Other	0.1	0.1
Restructuring charge	3.4	2.9
Equipment relocation	0.3	0.4
Other employee related costs	0.3	0.3
Restructuring-related costs	0.6	0.7
Total restructuring and restructuring-related costs	\$ 4.0	\$ 3.6

All of the Berne consolidation costs relate to the Components and Sensors business segment. Restructuring charges are reported on a separate line on the Unaudited Condensed Consolidated Statement of Earnings and the restructuring-related costs are included in cost of goods sold.

The following table displays the restructuring reserve activity for the six-month period ending July 2, 2006:

<i>(\$ in millions)</i>	
Restructuring liability at January 1, 2006	\$ —
First six months of 2006 charge	3.6
Costs paid	(1.4)
Restructuring liability at July 2, 2006	\$ 2.2

**NOTE E—Acquisition**

Effective January 31, 2005, CTS acquired 100% of SMTEK International Inc., (SMTEK). The results of SMTEK's operations have been included in the consolidated financial statements since that date. SMTEK is an EMS provider



serving original equipment manufacturers in the medical, industrial, instrumentation, telecommunications, security, financial services, automation, aerospace, and defense industries. SMTEK had four facilities located in Moorpark and Santa Clara, California; Marlborough, Massachusetts; and Bangkok, Thailand.

The following table presents CTS' unaudited pro forma consolidated results of operations for the six-month period ending July 3, 2005 as if the acquisition had been completed at the beginning of the period. The pro forma information is presented for comparative purposes only and does not purport to be indicative of what would have occurred had the acquisition actually been made at such date, nor is it necessarily indicative of future operating results.

	<b>Pro forma Six Months Ended July 3, 2005</b>
<i>(\$ in thousands, except per share amounts)</i>	
Revenues	\$ 323,723
Net income	\$ 7,503
Earnings per share:	
Basic	\$ 0.21
Diluted	\$ 0.19

Table of Contents**NOTE F—Supplemental Schedule of Noncash Investing and Financing Activities**

In 2005, the Company purchased all of the capital stock of SMTEK for \$61.1 million. In conjunction with the acquisition, CTS issued common stock and assumed liabilities as follows (refer also to Note D, “Acquisition”):

<i>(\$ in millions)</i>	
Cash paid	\$ 37.2
Fair value of stock issued	10.9
Liabilities assumed	32.8
Fair value of assets acquired	\$ 80.9

**NOTE G—Inventories**

Inventories consist of the following:

<i>(\$ in thousands)</i>	July 2, 2006 (as restated)	December 31, 2005
Finished goods	\$ 12,057	\$ 11,391
Work-in-process	14,920	15,660
Raw materials	36,018	33,037
Total inventories	\$ 62,995	\$ 60,629

**NOTE H - Debt**

Long-term debt was comprised of the following:

<i>(\$ in thousands)</i>	July 2, 2006	December 31, 2005
Revolving credit agreement, weighted-average interest rate of 6.5%, due in 2011	\$ 3,590	\$ —
Revolving credit agreement, weighted-average interest rate of 6.1%	—	2,080
Convertible, senior subordinated debentures at a weighted-average interest rate of 2.125%, due in 2024	60,000	60,000
Convertible, subordinated debentures at a weighted-averaged interest rate of 6.5%	—	5,500
Term loan, weighted-average interest rate of 6.7% (2006) and 5.8% (2005), due in 2011	849	875
Other debt, weighted-average interest rate of 6.3%	—	2
	64,439	68,457
Less current maturities	173	164
Total long-term debt	\$ 64,266	\$ 68,293

On June 27, 2006, CTS entered into a new \$100 million, unsecured revolving credit agreement. Under the terms of the new revolving credit agreement, CTS can expand the credit facility to \$150 million. The new revolving credit agreement had an outstanding balance of \$3.6 million at July 2, 2006. Interest rates on the new revolving credit agreement fluctuate based upon LIBOR and the Company’s quarterly total leverage ratio. CTS pays a commitment fee on the undrawn portion of the new revolving credit agreement. The commitment fee varies based on the quarterly leverage ratio and was 0.15 percent per annum at July 2, 2006. The new revolving credit agreement requires, among

other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the new revolving credit agreement. CTS was in compliance with all debt covenants at July 2, 2006. Additionally, the new revolving credit agreement contains restrictions relating to the amount of secured debt the Company can have outstanding, the amounts allowed for acquisitions or asset sales, and the amounts allowed for stock repurchases and dividend payments. The new revolving credit agreement expires in June 2011. The former \$75 million revolving credit agreement was cancelled in connection with the execution of the new revolving credit agreement.

CTS has \$60 million convertible senior subordinated debentures (2.125% Debentures). These unsecured debentures bear interest at an annual rate of 2.125%, payable semiannually on May 1 and November 1 of each year through the maturity date of May 1, 2024. The 2.125% Debentures are convertible, under certain circumstances, into CTS common stock at a conversion price of \$15.00 per share (which is equivalent to an initial conversion rate of approximately 66.6667 shares per \$1,000 principal amount of the notes). Upon conversion of the 2.125% Debentures, in lieu of delivering common stock, the Company may, at its discretion, deliver cash or a combination of cash and common stock.

Table of Contents

The conversion price of the 2.125% Debentures will be adjusted if CTS completes certain transactions, including: distribution of shares as a dividend to substantially all shareholders; subdivision, combination or reclassification of its common stock; distribution of stock purchase warrants to substantially all shareholders; distribution of cash, stock or property to shareholders in excess of \$0.03 per share; or purchase of its common stock pursuant to a tender offer or exchange offer under certain circumstances.

Holders may convert the 2.125% Debentures at any time during a conversion period if the closing price of CTS common stock is more than 120% of the conversion price (\$18.00 per share) for at least 20 of the 30 consecutive trading days immediately preceding the first trading day of the conversion period. The conversion periods begin on February 15, May 15, August 15, and November 15 of each year. Holders may also convert the notes if certain corporate transactions occur. As of July 2, 2006, none of the conditions for conversion of the 2.125% million Debentures were satisfied.

CTS may, at its option, redeem all or a portion of the 2.125% Debentures for cash at any time on or after May 1, 2009, at a redemption price equal to the principal amount of the notes plus any accrued and unpaid interest at the redemption date. Holders may require CTS to purchase for cash all or part of their notes on May 1, 2009, 2014, and 2019, or upon the occurrence of certain events, at 100% of the principal amount of the notes plus accrued and unpaid interest up to, but not including, the date of purchase.

CTS has a registration rights agreement relating to the 2.125% Debentures which became effective in 2004. CTS had an obligation to keep the registration statement continuously effective for a period of two years, which expired in May 2006. The registration rights agreement provided that in the event of a default in this obligation, CTS was subject to an additional interest penalty of 0.25% per annum of the principal for the first 90 days of default and 0.5% per annum of principal thereafter. Accordingly, as of July 2, 2006, there was no interest penalty which CTS could incur as a result of the failure to maintain an effective registration statement.

As of December 31, 2005, the Company also had \$5.5 million outstanding debt under its 6.5% convertible, subordinated debentures (6.5% Debentures). However, in accordance with the provisions of the 6.5% Debentures, the remaining debenture holder exercised its put option and accelerated the maturity of this debt, which was repaid by CTS during June 2006.

In connection with the acquisition of SMTEK, CTS assumed a term loan, which has a balance of \$0.8 million at July 2, 2006. The term loan is secured by machinery and equipment of the Thailand manufacturing facility and requires monthly payments through May 2011.

**NOTE I—Retirement Plans**

Net pension (income) / postretirement expense for the three and six-month periods ended July 2, 2006 and July 3, 2005 includes the following components:

(\$ in thousands)	Three Months Ended		Six Months Ended	
	July 2, 2006	July 3, 2005	July 2, 2006	July 3, 2005
<b>PENSION PLANS</b>				
Service cost	\$ 1,280	\$ 1,312	\$ 2,556	\$ 2,630
Interest cost	3,017	2,839	6,029	5,685
Expected return on plan assets <sup>(1)</sup>	(6,184)	(6,311)	(12,359)	(12,629)
Amortization of unrecognized:				
Transition obligation	—	(76)	—	(152)

Edgar Filing: CTS CORP - Form 10-Q/A

Prior service cost	135	205	269	411
Recognized (gain) loss	644	184	1,288	368
Curtailment loss	—	—	325	475
Net pension income	\$ (1,108)	\$ (1,847)	\$ (1,892)	\$ (3,212)

<sup>(1)</sup> *Expected return on plan assets is net of expected investment expenses and certain administrative expenses.*

In 2006 and 2005, CTS recognized a pension plan curtailment loss of approximately \$0.3 million and \$0.5 million, respectively, due to reduced employment levels. Also, effective April 1, 2006, CTS closed one of its U.S. defined benefit plans to new participants.

(\$ in thousands)	Three Months Ended		Six Months Ended	
	July 2, 2006	July 3, 2005	July 2, 2006	July 3, 2005
<b>OTHER POSTRETIREMENT BENEFIT PLAN</b>				
Service cost	\$ 5	\$ 7	\$ 9	\$ 14
Interest cost	74	79	149	158
Curtailment gain	—	—	(81)	—
Net postretirement expense	\$ 79	\$ 86	\$ 77	\$ 172

In the first six months of 2006, CTS recognized postretirement benefit plan curtailment gain of approximately \$0.1 million due to reduced employment levels.

Table of Contents**NOTE J—Business Segments**

FAS No. 131, “Disclosures about Segments of an Enterprise and Related Information,” requires companies to provide certain information about their operating segments. CTS has two reportable business segments: 1) Electronics Manufacturing Services (EMS) and 2) Components and Sensors.

EMS includes the higher level assembly of electronic and mechanical components into a finished subassembly or assembly performed under a contract manufacturing agreement with an OEM or other contract manufacturer. Additionally, for some customers, CTS provides full turnkey manufacturing and completion including design, bill-of-material management, logistics, and repair.

Components and sensors are products which perform specific electronic functions for a given product family and are intended for use in customer assemblies. Components and sensors consist principally of automotive sensors and actuators used in commercial or consumer vehicles; electronic components used in communications infrastructure and computer markets; terminators, including ClearONE™ terminators, used in computer and other high speed applications, switches, resistor networks, and potentiometers used to serve multiple markets.

The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies in the Company’s annual report on Form 10-K. Management evaluates performance based upon segment operating earnings before restructuring and related charges, interest expense, other non-operating income, and income tax expense.

Summarized financial information concerning CTS’ reportable segments is shown in the following table:

<i>(\$ in thousands)</i>	<b>EMS</b>	<b>Components and Sensors</b>	<b>Total</b>
<b>Second Quarter of 2006 (as restated)</b>			
Net sales to external customers	\$ 94,230	\$ 71,695	\$ 165,925
Segment operating earnings	607	8,412	9,019
Total assets	161,717	390,248	551,964
<b>Second Quarter of 2005</b>			
Net sales to external customers	\$ 91,871	\$ 66,475	\$ 158,346
Segment operating earnings	2,850	7,471	10,321
Total assets	158,454	382,445	540,899
<b>First Six Months of 2006 (as restated)</b>			
Net sales to external customers	\$ 177,095	\$ 139,323	\$ 316,418
Segment operating earnings	(174)	18,911	18,737
Total assets	161,717	390,248	551,964
<b>First Six Months of 2005</b>			
Net sales to external customers	\$ 183,037	\$ 130,639	\$ 313,676
Segment operating earnings	4,981	11,011	15,992
Total assets	158,454	382,445	540,899

Reconciling information between reportable segments' operating earnings and CTS' consolidated pre-tax income is shown in the following table:

<i>(\$ in thousands)</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>July 2, 2006</b> <b>(as restated)</b>	<b>July 3, 2005</b>	<b>July 2, 2006</b> <b>(as restated)</b>	<b>July 3, 2005</b>
Total segment operating earnings	\$ 9,019	\$ 10,321	\$ 18,737	\$ 15,992
Restructuring and related charges -				
Components and Sensors	(1,463)	—	(3,584)	—
Interest expense	(1,034)	(1,582)	(2,145)	(3,299)
Other income	257	70	385	515
Earnings before income taxes	\$ 6,779	\$ 8,809	\$ 13,393	\$ 13,208

Table of Contents**NOTE K—Contingencies**

Certain processes in the manufacture of CTS' current and past products create hazardous waste by-products as currently defined by federal and state laws and regulations. CTS has been notified by the U.S. Environmental Protection Agency, state environmental agencies and, in some cases, generator groups, that it is or may be a Potentially Responsible Party (PRP) regarding hazardous waste remediation at several non-CTS sites. In addition to these non-CTS sites, CTS has an ongoing practice of providing reserves for probable remediation activities at certain of its manufacturing locations and for claims and proceedings against CTS with respect to other environmental matters. In the opinion of management, based upon presently available information relating to all such matters, either adequate provision for probable costs has been made, or the ultimate costs resulting will not materially affect the consolidated financial position, results of operations, or cash flows of CTS.

Certain claims are pending against CTS with respect to matters arising out of the ordinary conduct of its business. For all claims, in the opinion of management, based upon presently available information, either adequate provision for anticipated costs has been made or the ultimate anticipated costs resulting will not materially affect CTS' consolidated financial position, results of operations or cash flows.

**NOTE L—Earnings Per Share**

FAS No. 128, "Earnings per Share," requires companies to provide a reconciliation of the numerator and denominator of the basic and diluted earnings per share (EPS) computations. The calculations below provide net earnings, average common shares outstanding, and the resultant earnings per share for both basic and diluted EPS for the three and six-month periods ending July 2, 2006 and July 3, 2005.

<i>(\$ in thousands, except per share amounts)</i>	<b>Net Earnings (Numerator)</b>	<b>Shares (in thousands) (Denominator)</b>	<b>Per Share Amount</b>
<b>Second Quarter 2006 (as restated)</b>			
Basic EPS	\$ 5,259	35,843	\$ 0.15
Effect of dilutive securities:			
Convertible debt	244	4,000	
Equity-based compensation plans		302	
Diluted EPS	\$ 5,503	40,145	\$ 0.14
<b>Second Quarter 2005</b>			
Basic EPS	\$ 3,942	36,621	\$ 0.11
Effect of dilutive securities:			
Convertible debt	244	4,000	
Equity-based compensation plans		605	
Diluted EPS	\$ 4,186	41,226	\$ 0.10
<b>First Six Months of 2006 (as restated)</b>			
Basic EPS	\$ 10,299	35,832	\$ 0.29
Effect of dilutive securities:			
Convertible debt	489	4,000	
Equity-based compensation plans		357	
Diluted EPS	\$ 10,788	40,189	\$ 0.27



**First Six Months of 2005**

Basic EPS	\$	7,329	36,508	\$	0.20
Effect of dilutive securities:					
Convertible debt		495	4,000		
Equity-based compensation plans			593		
Diluted EPS	\$	7,824	41,101	\$	0.19

18

---

Table of Contents

The following table shows the potentially dilutive securities which have been excluded from the first three and six-month periods ending July 2, 2006 and July 3, 2005 dilutive earnings per share calculation because they are either anti-dilutive, or the exercise price exceeds the average market price.

<i>(Number of Shares in Thousands)</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>July 2, 2006</b>	<b>July 3, 2005</b>	<b>July 2, 2006</b>	<b>July 3, 2005</b>
Stock options where the assumed proceeds exceeds the Average market price	714	689	774	701
Securities related to the 6.5% Debentures	201	1,080	238	1,163

**NOTE M - Leases**

CTS incurred approximately \$2.9 million and \$4.4 million of rent expense in the six-month periods ending July 2, 2006 and July 3, 2005, respectively. The future minimum lease payments under the Company's operating leases are \$2.6 million for the remainder of 2006, \$4.8 million in 2007, \$3.9 million in 2008, \$3.7 million in 2009, \$2.3 million in 2010, and \$3.6 million thereafter.

**NOTE N - Income Taxes**

During the second quarter of 2006, CTS changed the estimate of its 2006 effective tax rate from 25.0% to 23.1%. The lower effective tax rate reflects tax savings resulting from the implementation of the Tax Increase Prevention and Reconciliation Act (enacted May 17, 2006), partially offset by increased earnings in certain higher-tax jurisdictions.

**NOTE O - Treasury Stock**

In November 2005, CTS' Board of Directors authorized a program to repurchase up to one million shares of its common stock in the open market. The authorization expires June 30, 2007. Reacquired shares will be used to support equity-based compensation programs and for other corporate purposes. During the first half of 2006, CTS repurchased 57,400 shares at a total cost of \$0.8 million. CTS is authorized to repurchase an additional 803,200 shares.

**NOTE P - New Accounting Pronouncements**

In June 2006, the FASB issued Interpretation (FIN) No. 48, "Accounting for Uncertainty in Income Taxes." FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FAS No. 109, "Accounting for Income Taxes." FIN No. 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN No. 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. CTS is currently reviewing the provisions of FIN No. 48, but does not expect it will have a material impact on its financial statements.

Table of Contents

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

Financial data and financial statements included in this Form 10-Q/A have been restated to reflect adjustments to previously reported quarterly financial data for the periods ended April 2, 2006 and July 2, 2006. (See Note B - "Restatement of Condensed Consolidated Financial Statements" for additional information.) This information should be considered in conjunction with the information contained in the condensed consolidated financial statements and notes thereto appearing elsewhere in the Form 10-Q/A.

*Overview*

CTS is a global manufacturer of components and sensors used primarily in the automotive, communications, and computer markets. The Company also provides electronic manufacturing solutions, including design and supply chain management functions, primarily serving the communications, computer, industrial, and medical markets under contract arrangements with the original equipment manufacturers (OEMs). Sales and marketing are accomplished through CTS sales engineers, independent manufacturer's representatives, and distributors.

Sales are reported through two business segments, Electronics Manufacturing Services (EMS) and Components and Sensors. In the second quarter of 2006, sales of EMS and Components and Sensors business segments represented 56.8% and 43.2% of CTS' total sales respectively, compared to 58.0% and 42.0% respectively in the second quarter of 2005.

As discussed in more detail throughout the Management's Discussion and Analysis:

- Sales increased by \$7.6 million, or 4.8%, in the second quarter of 2006 from the second quarter of 2005. Sales in the EMS business segment increased by 2.6% compared to the second quarter of 2005, while sales in the Components and Sensors business segment increased by 7.9% versus the second quarter of 2005.
- Gross margins, as a percent of sales, were 19.1% and 20.4% in the second quarter of 2006 and 2005, respectively.
- Selling, general and administrative, and research and development expenses as a percent of sales increased slightly to 14.0% in the second quarter of 2006 compared to 13.9% in the second quarter of 2005.
- In the second quarter of 2006, a \$1.4 million pre-tax expense was incurred for restructuring and related charges associated with the consolidation of CTS' Berne, Indiana manufacturing operations into three of its other existing facilities.
- During the second quarter of 2006, CTS changed the estimate of its full year 2006 effective tax rate from 23.8% to 23.1%.
- Net earnings were \$5.3 million, or \$0.14 per diluted share, in the second quarter of 2006 compared to \$3.9 million, or \$0.10 per diluted share, in the second quarter of 2005.

Table of Contents*Critical Accounting Policies*

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Management believes that judgment and estimates related to the following critical accounting policies could materially affect its consolidated financial statements.

- § Estimating inventory valuation, the allowance for the doubtful accounts, and other accrued liabilities
- § Valuation of long-lived and intangible assets, and depreciation/amortization periods
- § Income taxes
- § Retirement plans

In the second quarter of 2006, there have been no changes in the above critical accounting policies, except that the following policy has been added in consideration of CTS' adoption of FAS No. 123(R), "Share-Based Payment," effective January 1, 2006.

*Share-Based Compensation*

Effective January 1, 2006, CTS adopted the provisions of FAS No. 123(R) which required CTS to recognize the expense related to the fair value of stock-based compensation awards in the Unaudited Condensed Consolidated Statement of Earnings. CTS elected to follow the modified prospective transition method allowed by FAS No. 123(R), and therefore, only applied the provisions of FAS No. 123(R) to awards modified or granted after January 1, 2006. In addition, for awards which were unvested as of January 1, 2006, CTS will recognize compensation expense in the Unaudited Condensed Consolidated Statement of Earnings over the remaining vesting period. Prior to January 1, 2006, CTS accounted for stock-based compensation using the intrinsic value method prescribed in APB No. 25, "Accounting for Stock Issued to Employees."

FAS No. 123(R) requires companies to estimate the fair value of stock-based awards on the date of grant using an option-pricing model. CTS uses the Black-Scholes option pricing model. A number of assumptions are used by the Black-Scholes option-pricing model to compute the grant date fair value, including expected price volatility, option term, risk-free interest rate, and dividend yield. These assumptions are established at each grant date based upon current information at that time. Expected volatilities are based on historical volatilities of the Company's stock. The expected option term is derived from historical data on exercise behavior. Different expected option terms result from different groups of employees exhibiting different behavior. The dividend yield is based on historical dividend payments. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The fair value of awards that are ultimately expected to vest is recognized as expense over the requisite service periods in the Unaudited Condensed Consolidated Statement of Earnings. CTS' stock options primarily have a graded-vesting schedule. CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.



Table of Contents**Results of Operations***Comparison of Second Quarter 2006 and Second Quarter 2005**Business Segment Discussion*

Refer to Note J, "Business Segments," for a description of the Company's business segments.

The following table highlights the business segment results for the three-month periods ending July 2, 2006 and July 3, 2005:

<i>(\$ in thousands)</i>	<b>Components &amp; Sensors</b>		<b>EMS</b>	<b>Consolidated Total</b>
<b>Second Quarter 2006 (as restated)</b>				
Net sales to external customers	\$ 71,695	\$ 94,230	\$ 165,925	
Segment operating earnings	8,412	607	9,019	
% of sales	11.7%	0.6%	5.4%	
<b>Second Quarter 2005</b>				
Net sales to external customers	\$ 66,475	\$ 91,871	\$ 158,346	
Segment operating earnings	7,471	2,850	10,321	
% of sales	11.2%	3.1%	6.5%	

Sales in the Components and Sensors business segment were up \$5.2 million, or approximately 7.9% from the second quarter of 2005. The increase was attributable primarily to growth in automotive product sales and growth in the sale of electronic components into infrastructure applications, partially offset by decreased sales into mobile handset applications as CTS continues to de-emphasize these products.

The Components and Sensors business segment operating earnings were \$8.4 million in the second quarter of 2006 compared to \$7.5 million in the second quarter of 2005. Operating earnings improvements resulted from margin contribution from the higher sales volume and from savings related to personnel reductions taken in 2005, partially offset by stock option expense, higher salaries and lower pension income. In the second quarter of 2006, CTS had pension income of \$1.1 million in the second quarter of 2006 compared to \$1.8 million of pension income in the second quarter of 2005. The primary factor contributing to the decrease in pension income was the recognition of prior years' investment losses and other actuarial losses.

The EMS business segment experienced a sales increase of \$2.4 million, or 2.6%, in the second quarter of 2006 versus the second quarter of 2005. The increase in sales was attributable primarily to higher sales into the communication, medical, and defense markets partially offset by a decrease in computer-related sales and a decrease of sales into the industrial market.

The EMS business segment operating earnings decreased \$2.2 million primarily due to decreased EMS gross margins from expenses incurred for new customer start-up, excessive freight costs, labor inefficiencies, and pricing pressures, partially offset by higher sales volume and improved product mix.



Table of Contents*Total Company Discussion*

The following table highlights changes in significant components of the unaudited condensed consolidated statements of earnings for the three-month periods ended July 2, 2006 and July 3, 2005:

(\$ in thousands, except net earnings per share)	Three Months Ended		Increase (Decrease)
	July 2, 2006 (as restated)	July 3, 2005	
Net sales	\$ 165,925	\$ 158,346	\$ 7,579
Restructuring-related costs	542	—	542
% of net sales	0.3%	—	0.3%
Gross margin	31,768	32,292	(524)
% of net sales	19.1%	20.4%	(0.5)%
Selling, general and administrative expenses	19,222	17,404	1,818
% of net sales	11.6%	11.0%	0.6%
Research and development expenses	4,070	4,567	(497)
% of net sales	2.5%	2.9%	(0.4)%
Restructuring charge	920	—	920
% of net sales	0.6%	—	0.6%
Operating earnings	7,556	10,321	(2,759)
% of net sales	4.6%	6.5%	(1.9)%
Income tax expense	1,520	4,867	(3,347)
Net earnings	\$ 5,265	\$ 3,942	\$ 1,317
% of net sales	3.2%	2.5%	0.7%
Net earnings per share - diluted	\$ 0.14	\$ 0.10	\$ 0.04

Second quarter sales of \$165.9 million increased \$7.6 million, or 4.8%, from the second quarter of 2005. The EMS business segment increase was mainly attributable to higher sales into the communication and medical markets partially offset by a decline of sales into the industrial market. The Components and Sensors business segment growth was attributable to higher automotive product sales and growth in the sale of electronic components into infrastructure applications which was partially offset by decreased sales into mobile handset applications as CTS continues to de-emphasize these products.

Gross margin decreased \$0.5 million in the second quarter of 2006 from the second quarter of 2005 due to decreased EMS gross margins from expenses incurred in a new product launch, excessive freight costs, labor inefficiencies, and pricing pressures, offset by increased volume, and favorable business segment sales mix. Sales from the Components



and Sensors segment, which inherently generates a higher gross margin, increased to 43.2% of total sales in the second quarter of 2006 compared to 42.0% of total sales in the same period of 2005 due mainly to sales growth in automotive sensor products.

Table of Contents

Selling, general and administrative expenses were \$19.2 million, or 11.6% of sales, in the second quarter of 2006 versus \$17.4 million, or 11.0% of sales, in the second quarter of 2005. The increase was driven by stock option expenses, higher salaries, and lower pension income. Research and development expenses were \$4.1 million, or 2.5% of sales in the second quarter of 2006 versus \$4.6 million, or 2.9% of sales in the second quarter of 2005. The decrease was primarily due to personnel reductions taken in 2005, primarily in the Components and Sensors business segment. Research and development expenditures in the EMS business segment are typically much lower than in the Components and Sensors business segment. Significant ongoing research and development activities continue in Components and Sensors to support expanded application and new product development.

Operating earnings were \$7.6 million in the second quarter of 2006 compared to \$10.3 million in the second quarter of 2005. The decrease in operating earnings included \$1.4 million of expenses from restructuring and related charges associated with the consolidation of CTS' Berne, Indiana manufacturing operations. Additionally, in the second quarter of 2006, CTS has recorded pension income of \$1.1 million compared to \$1.8 million of pension income recorded in the second quarter of 2005. The pension income results primarily from U.S. pension plans which have assets in excess of projected benefit obligations. The primary factor contributing to the decrease in pension income was the recognition of prior years' investment losses and other actuarial losses.

During the second quarter of 2006, CTS changed the estimate of its 2006 full year effective tax rate from 24.1% to 23.1%. The lower effective tax rate reflects tax savings resulting from the implementation of the Tax Increase Prevention and Reconciliation Act (enacted May 17, 2006), partially offset by increased earnings in certain higher-tax jurisdictions.

In the second quarter of 2005, CTS changed its estimate of its 2005 tax rate before the benefit of reversal of reserves and expense of HIA dividend from 23% to 24.1%. The higher effective tax rate reflects the lower than planned revenue and profitability in certain jurisdictions with lower statutory tax rates partially offset by increased profitability in certain jurisdictions with higher statutory tax rates.

In the second quarter of 2005, income tax expense included a net impact of \$2.8 million, or \$0.07 per share, related to the \$4.5 million of expense for the repatriation of foreign cash to the United States under the American Jobs Creation Act of 2004 and a \$1.7 million benefit relating to the reversal of income tax reserves due to the successful resolution of tax issues in certain foreign jurisdictions.

Net earnings of \$5.3 million, or 3.2% of sales, increased \$1.3 million versus the second quarter of 2005. Net earnings per share of \$0.14 were \$0.04 higher than second quarter 2005.

**The following table provides a reconciliation of actual earnings per share, diluted to adjusted earnings per share, diluted for the Company:**

	<b>Three Months Ended</b>	
	<b>July 2, 2006</b>	<b>July 3, 2005</b>
	<b>(as restated)</b>	
Earnings per share, diluted	\$ 0.14	\$ 0.10
Tax-affected charges to reported diluted earnings per share:		
Impact of tax repatriation & reversal of tax reserves		0.07

Restructuring and related charges		0.03		
Adjusted earnings per share, diluted	\$	0.17	\$	0.17

Table of Contents

Adjusted earnings per share, diluted is a non-GAAP financial measure. The most directly comparable GAAP financial measure is earnings per share, diluted. CTS calculated adjusted earnings per share, diluted for the second quarter of 2006 to exclude the per share impact of restructuring and related charges. CTS calculated adjusted earnings per share, diluted for the second quarter of 2005, by excluding the 2005 tax expense related to the cash repatriation and the reversal of certain tax reserves. We exclude the impact of these items because each item was a discrete event that had a significant impact on comparable GAAP financial measures and could distort an evaluation of our normal operating performance. CTS uses adjusted earnings per share, diluted, to evaluate overall performance, establish plans and perform strategic analysis. Using adjusted earnings per share, diluted avoids distortion in the evaluation of operating results by eliminating the impact of events that are not related to normal operating performance. Because adjusted earnings per share, diluted is based on the exclusion of specific items, it may not be comparable to measures used by other companies which have similar titles. CTS' management compensates for this limitation when performing peer comparisons by evaluating both GAAP and non-GAAP financial measures reported by peer companies. CTS believes that adjusted earnings per share, diluted is useful to its management, investors and stakeholders in that it:

- provides a truer measure of CTS' operating performance,
- reflects the results used by management in making decisions about the business, and
- helps review and project CTS' performance over time.

We recommend that investors consider both actual earnings per share, diluted and actual adjusted earnings per share, diluted in evaluating the performance of CTS with peer companies.

*Comparison of First Six Months 2006 and First Six Months 2005***Business Segment Discussion**

The following table highlights the business segment results for the six-month periods ending July 2, 2006 and July 3, 2005:

<i>(\$ in thousands)</i>	<b>Components &amp; Sensors</b>	<b>EMS</b>	<b>Consolidated Total</b>
<b>First Six Months 2006 (as restated)</b>			
Net sales to external customers	\$139,323	\$177,095	\$316,418
Segment operating earnings	18,911	(174)	18,737
% of sales	13.6%	(0.1)%	5.9%
<b>First Six Months 2005</b>			
Net sales to external customers	\$130,639	\$183,037	\$313,676
Segment operating earnings	11,011	4,981	15,992
% of sales	8.4%	2.7%	5.1%

During the first six months of 2006, sales of Components and Sensors and EMS products, as a percentage of total sales, were 44.0% and 56.0% respectively. The first six months of 2005 sales of Components and Sensors and EMS products, as a percentage of total sales, were 41.6% and 58.4% respectively.

The Components and Sensors business segment sales increased \$8.7 million or 6.6% from the first half of 2005. The increase was primarily due to higher sales of automotive products, higher sales of electronic components into infrastructure applications, and higher revenue from royalties, partially offset by decreased sales into mobile handset applications as CTS continues to de-emphasize these products.

The Component and Sensors business segment operating earnings increased \$7.9 million due to margin contribution from the higher sales volume, savings related to personnel reductions taken in 2005, and favorable product mix as the sales shifted from the less profitable handset market into the more profitable infrastructure applications and automotive products. These favorable items were partially offset by expenses related to recognizing the fair value of stock-based compensation, higher salaries, and lower pension income. In the first half of 2006, CTS had pension income of \$1.9 million compared to \$3.2 million in the first half of 2005. The primary factor contributing to the decrease in pension income was the recognition of prior years' investment losses and other actuarial losses.

The EMS business segment experienced a sales decrease of \$5.9 million in the first six months of 2006, or 3.2% from the first six months of 2005. The EMS revenue decrease is due to lower sales into the computer market, partially offset by the higher communication and medical market sales. The EMS business segment operating earnings decreased \$5.2 million due to decreased EMS gross margins from expenses incurred for new customer start-up, excessive freight costs, labor inefficiencies, pricing pressures and lower sales volumes versus 2005.

Table of Contents*Total Company Discussion*

The following table highlights changes in significant components of the condensed consolidated statements of earnings for the six-month periods ended July 2, 2006 and July 3, 2005:

(\$ in thousands, except net earnings per share)	Six Months Ended		Increase (Decrease)
	July 2, 2006 (as restated)	July 3, 2005	
Net sales	\$ 316,418	\$ 313,676	\$ 2,742
Restructuring-related costs	702	—	702
% of net sales	0.2%	—	0.2%
Gross margin	61,809	60,507	1,302
% of net sales	19.5%	19.3%	0.2%
Selling, general and administrative expenses	35,612	35,161	451
% of net sales	11.3%	11.2%	0.1%
Research and development expenses	8,162	9,354	(1,192)
% of net sales	2.6%	3.0%	(0.4)%
Restructuring charge	2,882	—	2,882
% of net sales	0.9%	—	0.9%
Operating earnings	15,159	15,992	(833)
% of net sales	4.8%	5.1%	(0.3)%
Income tax expense	3,094	5,879	(2,785)
Net earnings	\$ 10,299	\$ 7,329	\$ 2,970
% of net sales	3.3%	2.3%	1.0%
Net earnings per share - diluted	\$ 0.27	\$ 0.19	\$ 0.08

First six month sales in 2006 of \$316.4 million increased \$2.7 million, or 0.9%, from the first six months of 2005. The Components and Sensors business segment sales increase was attributable to automotive product sales, growth in the sale of electronic components into infrastructure applications, and increased royalty revenue, partially offset by decrease of sales into mobile handset applications as CTS continues to de-emphasize these products. The EMS business segment experienced a sales decrease of \$5.9 million in the first six months of 2006, or 3.2%, from the first six months of 2005. The EMS revenue decrease was due to lower sales into the computer market, partially offset by the higher communication and medical market sales.

Gross margin increased \$1.3 million for the first half of 2006, primarily due to margin improvements within the Components and Sensors segment, favorable business segment sales mix, and margin contribution from the higher sales volume largely offset by decreased EMS gross margins from expenses incurred for new customer start-up,

excessive freight costs, labor inefficiencies and pricing pressures. As a percentage of sales, gross margin increased to 19.5% in the first half of 2006 compared to 19.3% in the first half of 2005.

Selling, general and administrative expenses increased \$0.5 million, primarily driven by stock option expenses, higher salaries, and lower pension income. Offsetting the increase was an insurance claim settlement received in 2006 and savings related to personnel reductions.

Research and development expenses were \$8.2 million, or 2.6% of sales, versus \$9.4 million, or 3.0% of sales, in the first half of 2005. The percentage decrease was primarily due to savings from personnel reductions primarily in the Components and Sensors business segment. Research and development expenditures in the EMS business segment are typically much lower than in the Components and Sensors business segment. Significant ongoing research and development activities continue in Components and Sensors business segment to support expanded application and new product development.

Operating earnings were \$15.2 million in the first half of 2006 compared to \$16.0 million in the first half of 2005. In addition to the items addressed above, the decrease in operating earnings was adversely impacted by \$3.6 million of expenses from restructuring and related charges associated with the consolidation of CTS' Berne, Indiana manufacturing operations and also included the favorable impact from an insurance claim settlement of approximately \$1.5 million. CTS' operating earnings includes \$1.9 million and \$3.2 million of pension income in the first half of 2006 and 2005, respectively. The pension income results primarily from U.S. pension plans which have assets in excess of projected benefit obligations. The primary factor contributing to the decrease in pension income was the recognition of prior years' investment losses and other actuarial losses.

## Table of Contents

During the second quarter of 2006, CTS changed the estimate of its 2006 full year effective tax rate from 24.1% to 23.1%. The lower effective tax rate reflects tax savings resulting from the implementation of the Tax Increase Prevention and Reconciliation Act (enacted May 17, 2006), partially offset by increased earnings in certain higher-tax jurisdictions.

In the second quarter of 2005, CTS changed its estimate of its 2005 tax rate before the benefit of reversal of reserves and expense of HIA dividend from 23% to 24.1%. The higher effective tax rate reflects the lower than planned revenue and profitability in certain jurisdictions with lower statutory tax rates partially offset by increased profitability in certain jurisdictions with higher statutory tax rates.

In the first half of 2005, income tax expense included a net impact of \$2.8 million, or \$0.07 per share, related to the \$4.5 million of expense for the repatriation of foreign cash to the United States under the American Jobs Creation Act of 2004, and a \$1.7 million benefit relating to the reversal of income tax reserves due to the successful resolution of tax issues in certain foreign jurisdictions.

In the first half of 2006, net earnings of \$10.3 million, or 3.3% of sales, increased \$3.0 million versus the first half of 2005. Net earnings per share of \$0.27 were \$0.08 higher than first half of 2005.

### *Outlook*

In our Quarterly Report on Form 10-Q for the three- and six-month periods ended July 2, 2006, filed on July 27, 2006 (the "Original Filing"), we provided an outlook of sales and earnings for the full year 2006. Due to the timing of this filing it is not meaningful to provide an outlook for 2006. Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2006 for 2006 annual results.

## **Liquidity and Capital Resources**

### *Overview*

Cash and cash equivalents were \$17.7 million at the end of July 2, 2006 compared to \$12.0 million at December 31, 2005. Total debt on July 2, 2006 was \$76.5 million versus \$81.8 million at December 31, 2005. Total debt as a percentage of total capitalization was 18.4% at the end of the second quarter of 2006, compared with 19.9% at December 31, 2005.

Working capital increased \$11.9 million in the first half of 2006 primarily driven by the change in the cash and cash equivalents balance as noted above and the following:

- Accounts receivables increased by \$12.9 million primarily due to an \$11.3 million increase in sales during the second quarter of 2006 compared to the fourth quarter of 2005.
- Inventory increased by \$2.4 million due to increased buffer stock for the Berne product transition, inventory related to the start up of the new facility in the Czech Republic, and builds related to anticipated new customer demand in the EMS business segment.

Working capital increases were partially offset by:

- Accounts payable increased by \$8.8 million primarily driven by a \$2.4 million increase in inventory compared to December 2005.



- Accrued liabilities increased by \$2.9 million primarily driven by increased accrued expenses related to restructuring and increased accrued salaries and wages.

Table of Contents*Cash Flow***Operating Activities (as restated)**

Net cash provided by operating activities was \$17.4 million for the first half of 2006. Components of net cash provided by operating activities included net earnings of \$10.3 million, depreciation and amortization expense of \$13.2 million, equity-based compensation of \$2.1 million and restructuring charges of \$2.9 million, partially offset by an increase to the prepaid pension asset of \$3.1 million and an increase in assets and liabilities of \$7.9 million. The increase in assets and liabilities were primarily due to increased accounts receivables of \$12.9 million, an increase in inventory of \$2.4 million, an increase in other current assets of \$1.7 million, and an increase in accounts payable and accrued liabilities of \$8.8 million.

Net cash provided by operating activities was \$24.6 million in the first half of 2005. Components of net cash provided by operating activities included net earnings of \$7.3 million, depreciation and amortization expense of \$13.6 million, equity-based compensation of \$1.2 million, deferred income taxes of \$3.0 million and a \$3.5 million favorable change in assets and liabilities. The favorable changes in assets and liabilities were primarily due to decreased accounts receivables of \$10.0 million partially offset by an increase in other current assets of \$3.3 million, an increase in inventory of \$1.6 million and an increase of \$2.0 million in accounts payable and accrued liabilities. Net cash provided by operating activities was partially offset by the unfavorable change in the prepaid pension asset of \$4.1 million.

Total free cash flow in the first half of 2006 was \$11.6 million. Total free cash flow in the first half of 2005 was \$18.7 million.

Free cash flow is a non-GAAP financial measure which CTS defines as net cash provided by operations less capital expenditures. The most comparable GAAP measure is net cash provided by operations. CTS' management uses free cash flow to evaluate financial performance and in strategic planning, specifically, for investing and financing decisions. CTS' management believes free cash flow is a useful measure because it indicates the ability of a business operation to fund its own required capital investments. CTS' management believes that the non-GAAP measure free cash flow is useful to investors because it reflects the performance of its overall operations more accurately than net cash provided by operations and because it provides investors with the same results that management uses as the basis for making decisions about the business. Free cash flow is not an indicator of residual cash available for discretionary spending, because it does not take into account mandatory debt service or other non-discretionary spending requirements which are not deducted in the calculation of free cash flow. CTS' management takes these limitations into account when using free cash flow to make investing and financing decisions.

The following table summarizes free cash flow for CTS:

(\$ in millions)	Six Months Ended	
	July 2, 2006	July 3, 2005
Net cash provided by operations	\$ 17.4	\$ 24.6
Capital expenditures	(5.8)	(5.9)
Free cash flow	\$ 11.6	\$ 18.7

Net cash used in investing activities were \$4.6 million for the first half of 2006, including \$5.8 million used for capital expenditures partially offset by \$1.2 million in proceeds from asset sales.

Net cash used in investing activities totaled \$40.7 million in the first half of 2005. The cash used for the SMTEK acquisition was \$35.6 million, and capital expenditures were \$5.9 million.

Net cash used in financing activities were \$8.3 million in first half of 2006, consisting primarily of a net \$4.1 million reduction in long-term debt primarily related to the early repayment of the \$5.5 million 6.5% Debentures. Additional financing activities included \$2.2 million in dividend payments, a decrease in short-term notes payable of \$1.2 million, and a \$0.8 million purchase of treasury stock.

Net cash used in financing activities were \$28.6 million in first half of 2005, consisting primarily of \$13.0 million from the repayment of debt related to the SMTEK acquisition and a net \$9.7 million reduction in the credit facility, a \$3.4 million purchase of treasury stock and \$2.2 million in dividends payments.

Table of Contents*Capital Resources*

On June 27, 2006, CTS entered into a new \$100 million, unsecured revolving credit agreement. Under the terms of the new revolving credit agreement, CTS can expand the credit facility to \$150 million. The new revolving credit agreement had an outstanding balance of \$3.6 million at July 2, 2006. Interest rates on the new revolving credit agreement fluctuate based upon LIBOR and the Company's quarterly total leverage ratio. CTS pays a commitment fee on the undrawn portion of the new revolving credit agreement. The commitment fee varies based on the quarterly leverage ratio and was 0.15 percent per annum at July 2, 2006. The new revolving credit agreement requires, among other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the new revolving credit agreement. CTS was in compliance with all debt covenants at July 2, 2006. Additionally, the new revolving credit agreement contains restrictions relating to the amount of secured debt the Company can have outstanding, the amounts allowed for acquisitions or asset sales, and the amounts allowed for stock repurchases and dividend payments. The new revolving credit agreement expires in June 2011. The former \$75 million revolving credit agreement was cancelled in connection with the execution of the new revolving credit agreement.

CTS believes cash flows from operating activities and available borrowings under its credit facility will be adequate to fund its working capital and capital expenditure requirements. CTS may choose to pursue additional equity and/or debt financing to fund acquisitions and/or to reduce its overall interest expense or improve its capital structure.

In November 2005, CTS' Board of Directors authorized a program to repurchase up to one million shares of stock. The authorization expires June 30, 2007. Reacquired shares will be used to support equity-based compensation programs and for other corporate purposes. During the first six months of 2006, CTS repurchased 57,400 shares at a total cost of \$767,811. At July 2, 2006, CTS was authorized to repurchase approximately 803,200 additional shares.

On December 14, 1999, CTS' shelf registration statement on Form S-3 was declared effective by the Securities and Exchange Commission. CTS could initially offer up to \$500.0 million in any combination of debt securities, common stock, preferred stock or warrants under the registration statement. During the first six months of 2006, CTS did not issue any securities under this registration statement. As of July 2, 2006, CTS could offer up to \$435.1 million of additional debt and/or equity securities under this registration statement.

**Capital Requirements**

The following table sets forth the impact that contractual obligations, as of July 2, 2006, are expected to have on the Company's liquidity and cash flow in future periods:

(\$ in millions)	<i>Payments Due by Period</i>					2011 - beyond
	Total	2006	2007 - 2008	2009 - 2010		
Long-term debt <sup>(1)</sup>	\$ 87.4	\$ 0.7	\$ 2.9	\$ 2.9	\$ 80.9	
Operating leases	23.8	5.5	8.7	6.0	3.6	
Purchase obligations	-	-	-	-	-	
Retirement obligations	15.2	0.8	3.1	3.2	8.1	
	\$ 126.4	\$ 7.0	\$ 14.7	\$ 12.1	\$ 92.6	

<sup>(1)</sup> 2.125% Debentures issued in May 2004. Investors may convert the debentures, under certain circumstances, to CTS common stock. The conversion price is \$15.00 per common share.

Purchase obligations are defined as agreements that are enforceable and legally binding on CTS and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. CTS purchases direct materials, generally related to customer orders, for production occurring at its manufacturing facilities around the world. These goods are secured using purchase orders, either blanket or discrete. Purchase orders commit CTS to take delivery of the quantities ordered generally over a specified delivery schedule. CTS' standard purchase order terms and conditions state that, if CTS should cancel an order, CTS will reimburse its supplier only for the costs incurred at the time of cancellation. CTS' purchase order cancellations generally occur due to order cancellation by a customer. If a customer cancels its order, CTS' standard terms of sale provide for reimbursement of costs, including those related to CTS' purchase orders. Therefore, these commitments are not included in purchase obligations.

Table of Contents

**New Accounting Pronouncements**

In June 2006, the FASB issued Interpretation (FIN) No. 48, "Accounting for Uncertainty in Income Taxes." FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FAS No. 109, "Accounting for Income Taxes." FIN No. 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN No. 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. CTS is currently reviewing the provisions of FIN No. 48, but does not expect it will have a material impact on its financial statements.

**Off-Balance Sheet Arrangements**

CTS incurred approximately \$2.9 million and \$4.4 million of rent expense in the six-month period ending July 2, 2006 and July 3, 2005, respectively. The future minimum lease payments under the Company's operating leases are \$2.6 million for the remainder of 2006, \$4.8 million in 2007, \$3.9 million in 2008, \$3.7 million in 2009, \$2.3 million in 2010, and \$3.6 million thereafter.

---

\*\*\*\*\*

**Forward-Looking Statements**

Statements about the Company's earnings outlook and its plans, estimates and beliefs concerning the future are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's expectations, certain assumptions and currently available information. Actual results may differ materially from those reflected in the forward-looking statements due to a variety of geopolitical, economic, health, industry and other factors which could affect the Company's operating results, liquidity and financial condition. We undertake no obligations to publicly update or revise any forward-looking statement. Examples of factors which may affect future results include, but are not limited to: rapid technological change, general market conditions in the automotive, communications and computer industries; reliance on key customers; the ability to protect our intellectual property; pricing pressures and demand for our products; and risks associated with our international operations, including trade and tariff barriers, exchange rates and political and geopolitical risks. Investors are encouraged to examine the Company's 2005 Form 10-K, which more fully describes the risks and uncertainties associated with the Company's business.

Table of Contents

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

There have been no material changes in CTS' market risk since December 31, 2005.

**Item 4. Controls and Procedures**

CTS' management is responsible for establishing and maintaining effective disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e). As discussed in Note B to the condensed consolidated financial statements, included in this Quarterly Report on Form 10-Q/A are restated condensed consolidated financial statements for the three and six-month periods ended July 2, 2006. In addition, CTS has amended its condensed consolidated financial statements for the quarterly periods ended April 2, 2006 and October 1, 2006.

The decision to restate these financial statements resulted from management's discovery of accounting misstatements made by the controller of CTS' Moorpark, California location. This discovery was made in the process of answering inquiries during the annual external audit. In its assessment of internal control over financial reporting for the year ended December 31, 2006, CTS' management concluded that the misstatements reflected a material weakness in CTS' internal control over financial reporting.

The following control deficiencies, on a combined basis, resulted in the material weakness:

- Monitoring and accountability over the operating effectiveness of controls including effective operation of designed controls over reconciliations, journal entry approval and oversight.
- Ability to set-up fictitious vendors and ability to make payments to vendors without appropriate support and approval.
- Lack of effectiveness of the internal audit function to obtain an understanding of process and controls at the Moorpark and Santa Clara locations.

In its original filing on Form 10-Q for the quarter ended July 2, 2006, CTS' management concluded that CTS' disclosure controls and procedures were effective at a reasonable assurance level, based on an evaluation which did not include an assessment of the internal control over financial reporting of the former SMTEK International, Inc. locations, including the Moorpark and Santa Clara locations. In connection with this restatement, CTS' management, including its Chief Executive Officer and its Chief Financial Officer, have carried out a re-evaluation of CTS' disclosure controls and procedures, including the internal control over financial reporting at the SMTEK locations, as of the quarter ended July 2, 2006. Based on the determination that a material weakness in CTS' internal control over financial reporting existed, management, including the Chief Executive Officer and the Chief Financial Officer, have determined that CTS' disclosure controls and procedures were not effective as of July 2, 2006.

*Changes in Internal Control Over Financial Reporting*

There were no changes in CTS' internal control over financial reporting for the quarter ended July 2, 2006 that have materially affected or are reasonably likely to materially affect CTS' internal control over financial reporting.

Prior to identifying the material weaknesses described above, CTS' management had taken actions to strengthen the Moorpark and Santa Clara accounting organization by adding two experienced personnel and reassigning duties. Since identifying the material weakness, CTS has implemented the following changes to strengthen its internal control over financial reporting:

- Increased review and approval of all manual journal entries by the entity controllers.
- Increased review and approval of all account reconciliation activities by the entity controllers.

Edgar Filing: CTS CORP - Form 10-Q/A

- Added a senior Corporate resource to provide additional review and oversight of all key accounting processes globally, including manual journal entries and key account reconciliations.
- Increased internal audit resources and revised internal audit programs to increase the scope and frequency of audits.

CTS intends to implement the following changes over the course of 2007 to further strengthen its internal control environment:

- Enhance and document CTS' annual vendor certification process.
- Strengthen operating policies around pricing adjustments, customer returns, vendor disputes, etc.
- Institute additional operational monitoring reports to review/track early warning signs e.g. short payments, premium freight, customer rejects, etc.
  - Standardize and strengthen account reconciliation process.
  - Further enhance the Moorpark and Santa Clara reporting system documentation and user training.



Table of Contents

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

Certain processes in the manufacturer of CTS' current and past products create hazardous waste by-products as currently defined by federal and state laws and regulations. CTS has been notified by the U.S. Environmental Protection Agency, state environmental agencies and, in some cases, generator groups that it is or may be a Potentially Responsible Party (PRP) regarding hazardous waste remediation at several non-CTS sites. In addition to these non-CTS sites, CTS has an ongoing practice of providing reserves for probably remediation activities at certain of its manufacturing locations and for claims and proceedings against CTS with respect to other environmental matters. In the opinion of management, based upon presently available information relating to all such matters, either adequate provision for probably costs has been made, or the ultimate costs resulting will not materially affect the consolidated financial position, results of operations or cash flows of CTS.

Certain claims are pending against CTS with respect to matters arising out of the ordinary conduct of its business. For all claims, in the opinion of management, based upon presently available information, either adequate provision for anticipated costs has been made by insurance, accruals or otherwise, or the ultimate anticipated costs resulting will not materially affect CTS' consolidated financial position, results of operations or cash flows.

**Item 1A. Risk Factors**

The following statements reflect material changes in certain risk factors previously disclosed in CTS' Annual Report on Form 10-K for the year ended December 31, 2005. The changes relate to CTS' new \$100 million revolving credit agreement and the repayment of its 6.5% convertible, subordinated debentures.

The risk factors below, together with the other risk factors disclosed in the December 31, 2005 Annual Report on Form 10-K, could affect our business, financial condition and operating results. All risk factors should be considered in connection with evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q because these factors could cause CTS' actual results and condition to differ materially from those projected in forward-looking statements. Investing in CTS involves some risks, including the risks described below and in the December 31, 2005 Annual Report on Form 10-K. These risks are not the only ones that CTS faces. If any of these risks actually occur, CTS' business, financial condition or operating results could be negatively affected.

**CTS' indebtedness may adversely affect its financial health.**

As of July 2, 2006, CTS' long-term debt balance was \$64.4 million, consisting of \$60.0 million of 2.125% convertible senior subordinated notes, \$3.6 million of borrowings under CTS' revolving credit facility and \$0.8 million of borrowings under foreign credit facilities. The level of CTS' indebtedness could, among other things: increase CTS' vulnerability to general economic and industry conditions, including recessions; require CTS to use cash flows from operations to service its indebtedness, thereby reducing its ability to fund working capital, capital expenditures, research and development efforts and other expenses; limit CTS' flexibility in planning for, or reacting to, changes in its business and the industries in which it operates; place CTS at a competitive disadvantage compared to competitors that have less indebtedness; limit CTS' ability to borrow additional funds that may be needed to operate and expand its business.

**CTS' credit facility and the indenture governing CTS' convertible subordinated notes contain provisions that could materially restrict CTS' business.**

CTS' credit facility contains a number of significant covenants that, among other things, limit CTS' ability to: dispose of assets; incur certain additional debt; repay other debt or amend subordinated debt instruments; create liens on

assets; make investments, loans or advances; make acquisitions or engage in mergers or consolidations; make capital expenditures; and engage in certain transactions with CTS' subsidiaries and affiliates. Under CTS' credit facility, CTS is required to meet certain financial ratios. In addition, the indenture governing CTS' 2.125% convertible senior subordinated notes provides for an adjustment of the conversion rate if CTS pays dividends over a certain amount or makes other distributions on capital stock and limits CTS' ability to engage in mergers or consolidations.

The restrictions contained in CTS' credit facility and in the indenture governing CTS' convertible subordinated notes could limit CTS' ability to plan for or react to market conditions or meet capital needs or could otherwise restrict CTS' activities or business plans. These restrictions could adversely affect CTS' ability to finance its operations, strategic acquisitions, investments or other capital needs or to engage in other business activities that could be in CTS' interests.

CTS' ability to comply with these covenants may be affected by events beyond its control. If CTS breaches any of these covenants or restrictions, it could result in an event of default under CTS' credit facility, the indenture governing CTS' convertible subordinated notes, or documents governing any other existing or future indebtedness. A default, if not cured or waived, may permit acceleration of CTS' indebtedness. In addition, CTS' lenders could terminate their commitments to make further extensions of credit under CTS' credit facility. If CTS' indebtedness is accelerated, CTS cannot be certain that it will have sufficient funds to pay the accelerated indebtedness or that it will have the ability to refinance accelerated indebtedness on terms favorable to CTS or at all.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table summarizes the repurchases of CTS common stock made by the Company during the three-month period ending July 2, 2006:

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Plans or Programs (1)	(d) Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
May 29, 2006 - July 2, 2006	55,900	\$ 13.40	55,900	859,100
<b>Total</b>	<b>55,900</b>	<b>\$ 13.40</b>	<b>55,900</b>	<b>803,200</b>

---

(1) In November 2005, CTS' Board of Directors authorized a program to repurchase up to one million shares of its common stock in the open market. The authorization expires June 30, 2007.

**Item 4. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of CTS Corporation was held on May 3, 2006. At the meeting, the following matter was submitted to a vote of the stockholders of CTS:

The election of nine directors to serve for one year beginning at the 2006 annual shareholders' meeting and expiring at the 2007 annual shareholders' meeting. A summary of votes by directors is shown below:

<b>Director</b>	<b>For</b>	<b>Withheld</b>
Walter S. Catlow	30,822,329	2,153,663
Lawrence J. Ciancia	30,096,253	2,879,739
Thomas G. Cody	30,821,820	2,154,172
Gerald H. Frieling	30,632,583	2,343,409
Roger R. Hemminghaus	30,819,051	2,156,941
Michael A. Henning	30,067,014	2,908,978
Robert A. Profusek	22,390,378	10,585,614
Donald K. Schwanz	30,693,476	2,282,516
Patricia K. Vincent	30,818,013	2,157,979

**Item 6. Exhibits**

(10)(a) Prototype Restricted Stock Unit Agreement

(10)(b) Director and Named Executive Officer Compensation

(31)(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(31)(b) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(32)(a) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(32)(b) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CTS Corporation**

*/s/ Richard G. Cutter III*  
Richard G. Cutter III  
Vice President, Secretary  
and General Counsel

Dated: May 14, 2007

**CTS Corporation**

*/s/ Vinod M. Khilnani*  
Vinod M. Khilnani  
Senior Vice President and  
Chief Financial Officer

Dated: May 14, 2007