TIMKEN CO
Form S-3/A
January 29, 2003

As filed with the Securities and Exchange Commission on January 29, 2003
Registration Statement No. 333-100731

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

Amendment No. 3

to

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

The Timken Company

(Exact Name of Registrant as Specified in its Charter)

Ohio	**34-0577130**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification Number)*

The Timken Company

1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
(330) 438-3000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Scott A. Scherff

Corporate Secretary and Assistant General Counsel
The Timken Company
1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
(330) 438-3000
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies To:

Christopher M. Kelly

Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. þ

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement contains (1) a prospectus supplement which, together with the prospectus contained herein, will be utilized in connection with offers and sales of common stock registered under this Registration Statement, and (2) the alternate pages of a prospectus supplement, which, together with the prospectus contained herein, will be utilized in connection with offers and sales of senior unsecured notes registered under this Registration Statement.

The information in this prospectus supplement is not complete and may be changed. We may not sell these securities until the related registration statement filed with the Securities and Exchange Commission is effective. This prospectus supplement is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale is not permitted.

Subject to Completion
Preliminary Prospectus Supplement dated January 29, 2003

PROSPECTUS SUPPLEMENT
(To prospectus dated , 2003)

11,000,000 Shares

The Timken Company

Common Stock

Our common stock is listed on the New York Stock Exchange under the symbol TKR. The last reported sale price for our common stock on January 27, 2003 was $18.15 per share.

We will use the net proceeds from this offering to finance a portion of the cost of acquiring the Engineered Solutions business of Ingersoll-Rand Company Limited. The closing of this offering is conditioned upon the closing of that acquisition.

Concurrently with this offering of common stock, we are offering, by means of a separate prospectus supplement, up to $ million aggregate principal amount of our senior unsecured notes to finance a portion of the acquisition mentioned above. We refer to you to Prospectus Supplement Summary Concurrent Notes Offering in this prospectus supplement. The closing of this offering is not conditioned on the closing of the notes offering.

Investing in our common stock involves risks. See Risk Factors beginning on page S-17 of this prospectus supplement.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to Timken	$	$

The underwriters may also purchase up to an additional 1,650,000 shares of common stock from us at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement to cover overallotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock on or about , 2003.

Joint Book-Running Managers

Merrill Lynch & Co. **JPMorgan**

Morgan Stanley

McDonald Investments Inc.

Wachovia Securities

CIBC World Markets

HSBC

SunTrust Robinson Humphrey

BB&T Capital Markets

The date of this prospectus supplement is , 2003.

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Prospectus Supplement

Prospectus

We have not authorized anyone to provide you with any information other than the information contained, incorporated or deemed incorporated by reference in this prospectus supplement and the accompanying prospectus. This document may only be used where it is legal to sell the common stock.

This prospectus supplement is part of, and you should read it in conjunction with, the accompanying prospectus. Unless the context otherwise requires, references in this prospectus supplement to Timken, we, us and our and similar references refer to The Timken Company, a Ohio corporation, and its consolidated subsidiaries.

This prospectus supplement contains some of our trademarks and trademarks of The Torrington Company or its affiliates. Each trademark, trade name or service mark of any other company appearing in this prospectus supplement belongs to its respective holder.

Market and industry data used throughout this prospectus supplement, including information relating to market share and trends, is based on our good faith estimates. These estimates were based on our review of internal surveys, independent industry publications and other publicly available information. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934 and, in accordance with these requirements, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Reports, proxy statements and other information filed by us can be inspected at the public reference facilities maintained by the SEC at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Copies of these materials can also be obtained from the Public Reference Section of the SEC at the address mentioned above at prescribed rates.

The SEC also maintains a website that contains reports, proxy and information statements and other information regarding companies like us that file electronically with the SEC. The address of the SEC s website is *www.sec.gov*. Reports, proxy statements and other information concerning our business may also be inspected at the offices of the New York Stock Exchange, on which our common stock is listed, at 20 Broad Street, New York, New York 10005. This information may also be obtained from us as described below.

The SEC allows us to incorporate by reference the information we file with it into this prospectus supplement and the accompanying prospectus, which means that we can disclose important information to you by referring you to those documents, and those documents will be considered part of this prospectus supplement and the accompanying prospectus. Information that we file later with the SEC will automatically update and supercede the previously filed information. We incorporate by reference in this prospectus supplement and the accompanying prospectus each of the documents listed below and any future filings that we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (Commission File No. 1-1169) (1) after the date of the filing of the registration statement of which this prospectus supplement is a part and prior to its effectiveness and (2) until this offering has been completed:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2001.

Those portions of our Annual Proxy Statement dated February 20, 2002 that are incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2001.

Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2002, June 30, 2002 and September 30, 2002.

Our Current Reports on Form 8-K filed with the SEC on January 22, 2002, February 19, 2002, February 22, 2002, March 20, 2002, April 8, 2002, April 15, 2002, April 16, 2002, May 20, 2002, June 17, 2002, July 17, 2002, July 19, 2002, August 7, 2002, August 15, 2002, September 23, 2002, October 16, 2002, October 17, 2002, October 18, 2002, November 19, 2002, December 24, 2002 and January 22, 2003.

The description of our common stock contained in our registration statement filed under the Exchange Act and any amendments and reports filed for purposes of updating that description.

We will provide you at no charge, upon request, with a copy of these filings, or any or all of the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, other than exhibits to those documents unless the exhibits are specifically incorporated by reference into those documents or specifically referred to in this prospectus supplement or the accompanying prospectus. Requests should be directed to:

The Timken Company

1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
Attention: Corporate Secretary
(330) 438-3000

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights basic information about us, the Torrington acquisition described below and the common stock that we are offering. You should carefully read this entire prospectus supplement, along with the accompanying prospectus, including the financial data and other information included and incorporated by reference, before making an investment decision.

The Timken Company

We are a leading global manufacturer of highly engineered bearings, alloy and specialty steel and related components. We are the world s largest manufacturer of tapered roller bearings and alloy seamless mechanical steel tubing and the largest North American-based bearings manufacturer. We have facilities in 27 countries on six continents, and we employed approximately 18,000 people as of December 31, 2002.

We had net sales of $2.5 billion, $2.6 billion and $2.4 billion for the years ended December 31, 1999, 2000 and 2001 and $1.9 billion for the nine months ended September 30, 2002. We reported income (loss) before cumulative effect of change in accounting principle of $62.6 million, $45.9 million and ($41.7 million) for the years ended December 31, 1999, 2000 and 2001 and $15.0 million for the nine months ended September 30, 2002. We manufacture two basic product lines: anti-friction bearings and steel products, and we report our business in three segments: automotive bearings, industrial bearings and steel. Automotive bearings, industrial bearings and steel represented 31%, 36% and 33%, respectively, of our net sales for the year ended December 31, 2001 and 33%, 35% and 32%, respectively, of our net sales for the nine months ended September 30, 2002.

In the bearing industry, we are best known for our principal product, the tapered roller bearing, which was originally patented in 1898 by our founder, Henry Timken. Our tapered roller bearings are used in a wide variety of products and applications, including passenger cars, trucks, aircraft wheels, locomotives and railroad cars and equipment for agriculture, construction, mining, pulp and paper processing, power generation, metal processing and metal mills. We also produce high-quality spherical and cylindrical roller bearings for large gear drives, rolling mills and other process industry and infrastructure development applications. In addition, our aerospace and super precision facilities produce high-performance ball and cylindrical bearings for ultra high-speed and high-accuracy applications. These types of bearings are used in aircraft and helicopter engines, gear boxes, transmissions, flight and fuel controls, missile guidance systems, dental handpieces, robotic equipment and semiconductor manufacturing equipment. A small part of our business involves providing bearing reconditioning services for industrial and railroad customers, both internationally and domestically.

Our steel products include steels of intermediate alloy, low alloy and carbon grades. We also make vacuum processed specialty steels. Our steel products are available in a wide range of solid and tubular sections with a variety of lengths and finishes. We sell our steel products, including semi-finished and finished precision steel components, to other anti-friction bearing companies and to companies in the automotive, tooling, aerospace, forging and oil and gas drilling industries, and to steel service centers. For the year ended December 31, 2001, approximately 15% of our steel production was consumed in our bearings operations.

Maintaining high standards of product quality and reliability while keeping production costs competitive is essential to our ability to compete with domestic and international manufacturers in both the anti-friction bearing and steel businesses. Beginning in the second quarter of 2001, we undertook an aggressive transformation of our manufacturing operations, which we refer to as our strategic manufacturing initiative, to allow us to more profitably execute our business strategies described below. The principal objectives of our strategic manufacturing initiative, attained primarily through internal cost cutting and reorganization, are creating focused factories for each product line or component; reducing our fixed costs; increasing production at our lowest cost plants; and implementing a more efficient, higher quality manufacturing process through a program we call Lean Six Sigma. As of December 31, 2002, we had achieved an estimated annualized rate of pre-tax savings of approximately $80 million from our strategic manufacturing initiative, and we expect to increase this savings rate to approximately $120 million by the end of 2004. See Business Overview Strategic Manufacturing Initiative.

The Torrington Acquisition

On October 16, 2002, we entered into a stock and asset purchase agreement, which we refer to as the purchase agreement, with Ingersoll-Rand Company Limited, which we refer to as Ingersoll-Rand, to acquire its Engineered Solutions business, including certain of its joint venture interests, operating assets and subsidiaries, including The Torrington Company. We refer to the business to be acquired as Torrington and to the acquisition as the Torrington acquisition. We will pay Ingersoll-Rand $700 million in cash, subject to adjustment, and approximately $140 million in shares of our common stock for Torrington, a leading worldwide producer of needle roller, heavy-duty roller and ball bearings and motion control components and assemblies. Upon completion of the Torrington acquisition, we will have global leadership positions in the needle and tapered roller bearing and alloy steel industries. The closing of this offering is contingent upon the closing of the Torrington acquisition. See Risk Factors Risks Related to the Torrington Acquisition and Description of the Torrington Purchase Agreement and Related Agreements in this prospectus supplement.

Torrington

Torrington has been a leader in the bearing industry for over 100 years and is a leading manufacturer of needle roller bearings. It produces a wide range of bearings sold under a number of brand names, including Torrington needle roller bearings, Torrington heavy-duty roller bearings, Nadella precision needle roller bearings and linear motion solutions and Fafnir ball bearings and housed units. Torrington also produces a variety of precision motion control components and assemblies, such as steering shaft assemblies and steering column shafts. Torrington sells its products directly or through authorized distributors to automotive and industrial manufacturers, as well as to aftermarket users throughout the world. In recent years, Torrington has expanded its worldwide business through a series of acquisitions and joint ventures in France, Germany, China and India.

Torrington had net sales of $1.1 billion for the year ended December 31, 2001 and $912.4 million for the nine months ended September 30, 2002, employs approximately 10,500 people and operates 27 plants throughout the world. Torrington has two business divisions: automotive engineered solutions and industrial engineered solutions. Torrington s 2001 net sales were about evenly split between its two divisions.

The Torrington automotive business manufactures a variety of products, including roller and needle bearings and other components used in an automobile s transmission, chassis, steering column and engine. Many of these products, such as column locks and rotary tilt products for steering columns, are highly engineered with precision technology, and are specially designed through collaborative efforts between Torrington and its customers. These products are primarily sold to original equipment manufacturers, or OEMs, including large automobile manufacturers, and their principal suppliers. We believe that Torrington has created a high degree of customer loyalty as a result of this collaborative process and customization.

The Torrington industrial business produces a broad range of products, including roller bearings, needle bearings, wider inner ring ball bearings and housed units, radial ball bearings, super precision ball bearings, airframe control bearings, precision machined bearings and precision components and assemblies. These products are sold to OEMs, as well as through a global aftermarket network.

Strategic Benefits of the Torrington Acquisition

We expect to realize a number of strategic and competitive benefits as a result of the Torrington acquisition, including the following:

Expanding our global presence and market share. The Torrington acquisition will combine our global leadership position in tapered roller bearings with Torrington s leadership position in needle roller bearings. We expect the Torrington acquisition to provide us with opportunities to expand our geographic presence and enhance our industry coverage through increased scale and a stronger international distribution network, particularly in Europe and Asia. We expect this expanded global reach to enable us to compete more effectively with established worldwide firms and regional competitors, although we will also become more susceptible to the risks associated with international operations. Nevertheless, we believe that with Torrington, our combined global presence and enhanced product lines will better position us to capitalize on the trend among customers toward consolidating suppliers of their bearings and steel products.

Strengthening our core automotive business with a complementary product offering. We expect the Torrington acquisition to enhance our ability to produce a broader range of products for use in the automotive powertrain. The powertrain is the area of the vehicle that includes the engine and the driveline (primarily the transmission and axle) and uses both bearings and precision engineered solutions. We believe Torrington s highly engineered, value-added powertrain product portfolio complements our existing wheel hub (the technology used in automotive wheel-ends) portfolio and driveline solutions, will enable us to offer greater system design capability and will provide us with a broader product offering to better serve our customers. We expect future design change and growth in both the powertrain and wheel hub areas.

Broadening our industrial product portfolio. We expect the Torrington acquisition to strengthen our existing industrial business by broadening our product base and increasing our cross-selling opportunities, resulting in an increase in the penetration of our products into a broader installed base. In order to capitalize on these opportunities, we may have to overcome difficulties and incur costs in connection with retraining our skilled engineers and sales personnel, coordinating geographically diverse organizations and retooling and reprogramming our equipment and information technology systems. Ultimately, we believe the Torrington acquisition will enable us to achieve economies of scale with our customers and improve our service capabilities, providing us with more opportunities to become a preferred supplier to our customers. We believe the Torrington acquisition will expand our presence in the industrial service and aftermarket businesses and will enhance our position as a leading supplier of bearings and related products to the industrial aftermarket worldwide.

Increasing cost savings and manufacturing efficiencies. We intend to integrate Torrington into our operations by combining Torrington s automotive engineered solutions business with our automotive bearings segment and Torrington s industrial engineered solutions business with our industrial bearings segment. We believe we can generate incremental cost savings throughout the combined company, by realizing economies of scale, rationalizing facilities to consolidate manufacturing operations, combining engineering and technology efforts and eliminating duplicative distribution and back office systems. In connection with the Torrington acquisition, we believe we can achieve estimated pre-tax savings of approximately $80 million by the end of 2005 before implementation costs, including estimated pre-tax savings of approximately $20 million by the end of the first year following the acquisition. These savings are in addition to the savings described above relating to our strategic manufacturing initiative. We may not, however, be able to realize the anticipated cost savings or other benefits from the integration of Torrington, either in the amount or the time frame we currently expect, and the costs of achieving these benefits may be higher than we currently expect.

Enhancing our technology innovation platform. We believe that Torrington has one of the most flexible and responsive product development programs in the bearing industry. We expect to leverage the best practices of Torrington s product development programs across our core bearings technology and to apply our strong research focus across Torrington s product line. Although we may face initial challenges in consolidating functions and integrating procedures and technologies, we anticipate that ultimately these dual efforts will enable us to develop value-added products and to better meet the needs of our customers.

Financing of the Torrington Acquisition

We intend to finance the Torrington acquisition and the costs and expenses relating to that acquisition through:

this offering of 11 million shares of our common stock;

the issuance of approximately $140 million worth of shares of our common stock to Ingersoll-Rand in a private placement; and the incurrence of additional debt, including:

approximately $188 million of borrowings under our new revolving credit facility, approximately $27 million of which will be used to pay off existing commercial paper obligations;

the net proceeds from the concurrent public offering of up to $ million of our senior unsecured notes; and

up to $125 million of borrowings under our new accounts receivable facility.

Competitive Strengths

We believe that our core strengths provide us with a competitive advantage that has allowed us to remain consistently at the forefront of our industries. We believe the Torrington acquisition will enhance our competitive strengths, which include:

Being a leading worldwide manufacturer of anti-friction bearings and alloy steel. We are a leading global manufacturer of highly engineered bearings, alloy and specialty steel and related components, with operations on six continents. Over the course of our more than 100-year history, we have become the world s largest manufacturer of tapered roller bearings and alloy seamless mechanical steel tubing. Torrington is a leading manufacturer of needle roller, heavy-duty roller and ball bearings and motion control components and assemblies. With the acquisition of Torrington, we will have global leadership positions in the needle and tapered roller bearing and alloy steel industries. Maintaining this leading position in the global markets for bearings and steel will depend on the success of our operating plans, including our ability to achieve fully the benefits of our strategic manufacturing initiative and successfully integrate Torrington into our operations.

A comprehensive product offering with leading brands. We offer a broad array of products and services in the industries in which we operate. Many of our and Torrington s brands have an extensive history within the bearing industry and are well known for their quality, reliability and performance. We believe our brand name recognition and customer awareness help us to capture additional business, as well as to maintain existing customers, particularly as our customers look to reduce their supplier base.

A diverse business mix and customer base. We provide our products and services to a wide range of industries and customers, which reduces our dependence on particular geographic or industry segments. We serve a diverse range of industries, including automotive, construction, aerospace and defense, agriculture, mining, metals, rail, energy, machine tool and general industrial. Many of these industries, however, are cyclical, and our exposure in these areas could negatively impact our business during general economic or industry-specific downturns. Our customers include both OEMs and aftermarket distributors. We expect the Torrington acquisition to complement our existing customer base and enhance our industrial aftermarket sales, allowing us to offset to some extent the cyclicality within the industries we serve.

Global manufacturing capabilities. Our extensive global manufacturing network allows us to provide our products to our worldwide customers efficiently. We continue to focus on lowering our cost structure by creating focused factories for each product line or component, reducing our fixed costs and increasing production at our lowest cost plants. We also continue to implement Lean Six Sigma into our manufacturing and business processes to further improve quality and productivity. We intend to apply these techniques within the combined company to further reduce our overall cost structure. Our ability to reduce costs, however, is dependent on many complex factors, including economic conditions, severance requirements and engineering achievements, as well as our ability to implement changes to our existing operations without disruption.

An experienced management team. Our executive management team has on average more than 19 years of experience with our company. In addition, our operational management team has substantial materials science expertise and engineering capabilities, which provide them with a distinctive skill set to apply to the bearing industry. As a result of their specialized knowledge, this team has developed strong relationships with, and an intimate understanding of, our customers, as well as the industries we serve.

Business Strategy

Our strategy is to achieve profitable growth by continuing to pursue the following initiatives:

Build on our customer centric focus to further partner with customers and diversify our customer base. We work collaboratively with our customers in our research and development efforts to allow us to manufacture products that fit our customers individual requirements, cost less and provide improved performance. We intend to continue to work closely with our customers to provide significant product improvements, create differentiated products and distribute our products efficiently. We believe this partnership approach creates significant brand equity, fosters long-term relationships with our customers and positions us to expand our already diverse customer base. For example, by providing integrated products that meet our customers needs, we are able to offer our customers higher value-added solutions. Other examples of this partnership approach are the several e-business initiatives we have implemented to better serve our industrial distribution customers and expand our distribution capabilities worldwide.

Leverage our technology and engineering competencies to introduce complementary new products. Since 1999, we have invested approximately $50 million annually into our research and development efforts to generate new revenue, reduce costs, develop more comprehensive solutions for our customers and enhance our manufacturing efficiency. We plan to continue leveraging our significant research and development investments and engineering expertise to develop highly differentiated and customized products and to produce them more efficiently for our customers.

Continuously improve our manufacturing processes. Through our strategic manufacturing initiative, we have put into place additional training and personnel needed to further drive process improvements, including our Lean Six Sigma effort. Using Lean Six Sigma, we seek to improve our overall manufacturing processes by reducing cycle time, inventory and floor space, which results in higher returns on our invested capital. We also intend to continue to enhance our productivity and reduce costs through process improvements achieved through research and development and changes driven by skilled plant managers.

Expand our international presence. Over the last 10 years, we have opened or acquired new manufacturing and distribution facilities in the United Kingdom, France, Mexico, Singapore, the Netherlands and Italy and expanded our lower cost bearing manufacturing centers in Poland, Romania and China. We have also formed joint ventures in emerging markets such as Brazil and China. These facilities further expand our more than 80-year international presence, improve our overall cost position and enable us to better meet customer demand for local sourcing of products. We seek to continue our strategy of international expansion, including through the Torrington acquisition, which will enable us to further develop our presence in Europe and Asia and provide additional opportunities for us to benefit from globalization.

We are incorporated in the State of Ohio. Our principal executive offices are located at 1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798. Our telephone number is (330) 438-3000.

Recent Financial Information

The Timken Company

On January 22, 2003, we announced our earnings for the year ended December 31, 2002. The following table presents important financial results for 2001 and 2002:

	Year Ended December 31,		Three Months Ended December 31,	
	2001	2002	2001	2002
		(unaudited)	(unaudited)	
	(in thousands, except per share data)			
Statement of Operations Data:				
Net sales	$2,447,178	$2,550,075	$ 573,575	$ 644,898
Gross profit	400,720	469,577	80,672	115,372
Impairment and restructuring charges	54,689	32,143	5,284	7,157
Operating (loss) income	(17,652)	78,568	(11,640)	15,728
Income (Loss) before cumulative effect of change in accounting principle, as reported	(41,666)	51,451	1,218	36,466
Cumulative effect of change in accounting principle		(12,702)		
Net income (loss)	(41,666)	38,749	1,218	36,466
Earnings (loss) per share, as reported(1)	(0.69)	0.63	0.02	0.58
Diluted earnings (loss) per share, as reported(2)	(0.69)	0.62	0.02	0.57
Weighted-average shares outstanding	59,948	61,128	59,841	63,347
Diluted weighted-average shares outstanding (3)	59,948	61,635	59,955	63,758
Balance Sheet Data (as of end of period):				
Cash and cash equivalents	$ 33,392	$ 82,050	$ 33,392	$ 82,050
Total assets	2,533,084	2,748,356	2,533,084	2,748,356
Total debt	497,015	461,219	497,015	461,219
Shareholders equity	781,735	609,086	781,735	609,086
Other Data:				
Net cash provided by operating activities	$ 179,871	$ 200,199	$ 144,348	$ 111,143
Net cash used by investing activities	(99,334)	(73,508)	(36,332)	(32,908)
Net cash used by financing activities	(55,487)	(80,507)	(99,755)	(34,616)
Depreciation and amortization	152,467	146,535	38,452	35,579

(1) Basic earnings per share before cumulative effect of change in accounting principle was $(0.69) and $0.84 for the years ended December 31, 2001 and 2002, respectively, and $0.02 and $0.58 for the three months ended December 31, 2001 and 2002, respectively.

(2) Diluted earnings per share, as reported, is calculated by dividing net income (loss), which includes goodwill amortization in all periods prior to January 1, 2002, by the diluted weighted-average number of shares of common stock outstanding. Diluted earnings per share before cumulative effect of change in accounting principle was $(0.69) and $0.83 for the year ended December 31, 2001 and 2002, respectively, and $0.02 and $0.57 for the three months ended December 31, 2001 and 2002, respectively.

(3) Computed by adjusting the weighted-average number of shares of common stock outstanding for the dilutive impact of the potential issuance of shares of common stock upon exercise of outstanding stock options.

For the year ended December 31, 2002, we reported sales of $2.6 billion, a 4% increase from 2001. We had income before cumulative effect of change in accounting principle of $51.4 million, or $0.83 per diluted share, in 2002 versus a loss of $41.7 million, or $0.69 per diluted share, in 2001. Including a goodwill impairment write-off of $12.7 million after taxes reflecting the cumulative effect of change in accounting principle, we had net income of $38.7 million, or $0.62 per diluted share, in 2002. Excluding the $50.2 million and $29.6 million payments (net of expenses) we received under the U.S. Continued Dumping Subsidy Offset Act, or CDO, in 2002 and 2001, respectively, restructuring and reorganization charges and adjustments for goodwill amortization, net income in 2002 was $53.3 million, or $0.87 per diluted share, versus $0.7 million, or $0.01 per diluted share, in 2001. Net debt at the end of 2002 was $379.2 million, down 18.2% from $463.6 million at the end of 2001.

Net income for the three months ended December 31, 2002 was $36.5 million, or $0.57 per diluted share, versus $1.2 million, or $0.02 per diluted share, in the same period of 2001, when the economy was particularly weak. Net sales were $644.9 million for the three months ended December 31, 2002, 12% above the $573.6 million recorded during the same period in 2001, despite a decline in U.S. industrial production in the fourth quarter of 2002 and a continued sluggish U.S. and global economy. However, strong automotive markets in North America, the impact of our strategic manufacturing initiative and the higher CDO payment improved results in the fourth quarter of 2002. Excluding the CDO payment, restructuring and reorganization charges and adjustments for goodwill amortization, fourth quarter 2002 net income was $12 million, or $0.19 per diluted share, compared to a loss of $11.4 million, or $0.19 per diluted share, during the same period in 2001.

Pension-related factors affected our financial results in 2002. Lower investment performance in 2002, caused by lower stock market returns and a decline in prevailing interest rates, increased our defined benefit pension obligations. This increase, as well as our ongoing practice of managing our funding obligations over time, have led us to determine to prepay a portion of our funding obligations under our pension plans. In 2002, we contributed $106.4 million to our domestic pension plans, $54.5 million of which consisted of shares of our common stock. As a result of a negative 6% return on our domestic pension investments and a reduction in our discount rate from 7.5% to 6.6%, we recorded a $401.6 million equity-related minimum pension liability increase in 2002. This reduced shareholders equity by $254.3 million and increased deferred tax assets by $147.3 million. As a result of declines in the financial markets, we are changing our assumption for expected rate of return on plan assets from 9.5% to 8.75% for 2003. We expect that this change, along with the lower discount rate, will result in an increase in 2003 pretax pension expense of approximately $25 million.

For the year ended December 31, 2002, our automotive bearings segment reported net sales of $840.8 million compared to $751.0 million for 2001, our industrial bearings segment reported net sales of $883.5 million compared to $882.3 million for 2001, and our steel segment reported net sales of $981.3 million (including intersegment sales of $155.5 million) compared to $960.4 million (including intersegment sales of $146.5 million) for 2001. For the three months ended December 31, 2002, our automotive bearings segment reported net sales of $210.8 million compared to $185.3 million for the same period in 2001, our industrial bearings segment reported net sales of $225.3 million compared to $204.2 million for the same period in 2001, and our steel business segment reported net sales of $240.7 million (including intersegment sales of $31.8 million) compared to $216.1 million (including intersegment sales of $32.0 million) for the same period in 2001.

Torrington

On January 23, 2003, Ingersoll-Rand announced earnings for the year ended December 31, 2002, including financial results for Torrington. The following table presents financial results for 2001 and 2002 for Torrington. We derived the financial results for 2001 set forth below from Torrington s audited combined financial statements for the year ended December 31, 2001.

	Year Ended December 31,	
	2001	**2002**
		(unaudited)
	(in thousands)	
Statement of Income Data:		
Total net sales	$1,088,712	$1,215,952
Restructuring charges	19,338	3,040
Allocated Ingersoll-Rand costs	21,812	21,727
Operating income	77,453	110,114
Other income	25,209	37,488
Income before income taxes(1)	84,356	131,163
Net earnings	47,819	77,455
Balance Sheet Data (as of end of period):		
Total assets	$1,013,362	$1,040,857
Total debt	16,414	11,579
Business equity	170,588	223,966
Other Data:		
Net cash provided by operating activities	$ 103,633	$ 140,370
Net cash used in investing activities	(54,391)	(35,300)
Net cash used in financing activities	(52,591)	(97,017)
EBITDA(2)	147,034	199,950
Depreciation and amortization	44,372	52,348

(1) Income before income taxes included approximately $48 million and $68 million (net of expenses) in pre-tax benefits received under the CDO for the years ended December 31, 2001 and 2002, respectively.

(2) EBITDA is a measurement not calculated in accordance with GAAP. We define EBITDA as operating income plus other income (expense) plus depreciation and amortization. We do not exclude from operating income for purposes of calculating EBITDA (a) restructuring expenses for the years ended December 31, 2001 and 2002 of $19.3 million and $3.0 million, respectively, and (b) CDO payments (net of expenses and reserves) for the years ended December 31, 2001 and 2002 of $25.3 million and $35.3 million, respectively. We also do not exclude from other income (expense) additional CDO payments for the years ended December 31, 2001 and 2002 of $22.4 million and $32.8 million. The total pre-tax income related to the CDO payment for the years ended December 31, 2001 and 2002 was $47.7 million and $68.1 million, respectively. EBITDA for the years ended December 31, 2001 and 2002 includes $21.8 million and $21.7 million of allocated Ingersoll-Rand costs for services provided to Torrington. We estimate that we would have incurred approximately $7.4 million annually to provide these services to Torrington for the years ended December 31, 2001 and 2002. We do not intend EBITDA to represent cash flows from operations as defined by GAAP, and you should not consider it as an alternative to net income, cash flows from operations or any other item calculated in accordance with GAAP, or as an indication of our operating performance. Our definition of EBITDA may not be comparable with EBITDA as defined by other companies. EBITDA is commonly used as an analytical indicator in our industries and also serves as a measure of leverage capacity and debt servicing ability. Following is a reconciliation of EBITDA to operating income:

	Year Ended December 31,	
	2001	**2002**
		(unaudited)
	(in thousands)	

Operating income	$ 77,453	$ 110,114
Other income	25,209	37,488
Depreciation and amortization	44,372	52,348
EBITDA	$ 147,034	$ 199,950

The Offering

Common stock offered by us in this offering	11,000,000 shares
Common stock outstanding after the offering	82,125,341 shares
Use of proceeds	We expect to use the net proceeds from this offering and our concurrent notes offering, together with additional debt financing, to finance the cash consideration we will pay for the Torrington acquisition. The closing of this offering is conditioned on the closing of the Torrington acquisition. See Use of Proceeds.
New York Stock Exchange symbol	TKR
Risk factors	You should carefully consider all of the information in this prospectus supplement and the accompanying prospectus. In particular, you should evaluate the information set forth in the section of this prospectus supplement entitled Risk Factors beginning on page S-17 before deciding whether to invest in our common stock.

The number of shares of our common stock shown above to be outstanding after this offering is based on the number of shares of our common stock outstanding as of December 31, 2002, together with an assumed 7,713,499 shares of common stock, approximately 9.4% of our then outstanding shares, that we expect to issue to Ingersoll-Rand in connection with the Torrington acquisition, based on a closing sale price of our common stock of $18.15 per share on January 27, 2003. The number of shares of our common stock shown above excludes:

- 7,310,026 shares of our common stock issuable upon the exercise of outstanding stock options at a weighted average exercise price of $21.21 per share; and

- 2,679,841 shares of our common stock reserved for additional grants under our stock option plan.

Unless we indicate otherwise, the share information in this prospectus supplement assumes the underwriters option to cover overallotments is not exercised. See Underwriting.

Concurrent Notes Offering

Concurrently with this offering of common stock, we are offering, by means of a separate prospectus supplement, an aggregate principal amount of up to $ million of our senior unsecured notes to finance a portion of the Torrington acquisition. The closing of this offering is not conditioned on the closing of our notes offering, and we cannot assure you that our notes offering will be completed. If we are unable to consummate our notes offering, we intend to borrow up to $ million under the term loan component of our new senior credit facility to finance the Torrington acquisition. See Description of Certain Indebtedness.

SUMMARY HISTORICAL CONSOLIDATED AND PRO FORMA

FINANCIAL INFORMATION OF TIMKEN

We derived the summary historical consolidated financial information as of and for each of the three years ended December 31, 2001 set forth below from our audited consolidated financial statements and the related notes included or incorporated by reference in this prospectus supplement. We derived the financial information as of and for the nine months ended September 30, 2001 and 2002 from our unaudited condensed consolidated financial statements included or incorporated by reference in this prospectus supplement. Our unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2001 and 2002 include, in our opinion, all adjustments necessary for a fair presentation of the results for each period. The historical and pro forma statement of operations data for the nine months ended September 30, 2002 reflects our adoption of Statement of Financial Accounting Standards, or SFAS, No. 142, pursuant to which goodwill is no longer amortized.

The unaudited pro forma financial information as of and for the year ended December 31, 2001 and the nine months ended September 30, 2002 set forth below give effect to the Torrington acquisition, the financing arrangements we expect to enter into for that acquisition, including this offering, our concurrent notes offering and borrowings under our new senior credit facility and our new accounts receivable facility, and the application of the estimated net proceeds of those financings as described under Use of Proceeds, as if each had occurred on (1) January 1 of the relevant period presented, in the case of the statements of operations and other financial data, and (2) as of the last day of the period presented, in the case of the balance sheet data. See Unaudited Pro Forma Financial Information for a complete discussion of the assumptions underlying the summary pro forma financial information below.

You should read the following summary historical consolidated and pro forma financial information in conjunction with (1) our audited consolidated financial statements and related notes, (2) our unaudited consolidated financial statements and related notes, (3) Torrington s audited and unaudited combined financial statements and related notes, (4) the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and (5) the section entitled Unaudited Pro Forma Financial Information, each included or incorporated by reference in this prospectus supplement.

	Year Ended December 31,				Nine Months Ended September 30,		
	1999	**2000**	**2001**	**Pro Forma 2001**	**2001**	**2002**	**Pro Forma 2002**
	(in thousands, except per share and ratio data)						
Statement of Operations Data:							
Net sales	$2,495,034	$2,643,008	$2,447,178	$3,525,266	$1,873,603	$1,905,177	$2,810,175
Gross profit	492,668	500,873	400,720	586,165	320,048	354,205	507,912
Impairment and restructuring charges		27,754	54,689	74,027	49,405	24,986	28,215
Operating income (loss)	132,758	105,620	(17,652)	38,618	(6,012)	62,840	123,350
Income (Loss) before cumulative effect of change in accounting principle, as reported	62,624	45,888	(41,666)	(28,750)	(42,884)	14,985	40,514
Diluted earnings per share, as reported [(1)]	1.01	0.76	(0.69)	(0.37)	(0.71)	0.25	0.51
Dividends per share	0.72	0.72	0.67		0.54	0.39	
Balance Sheet Data (as of end of period):							
Total assets	$2,441,318	$2,564,105	$2,533,084		$2,534,068	$2,542,043	$3,666,863
Total debt	449,890	514,604	497,015		590,348	481,947	1,025,825
Shareholders equity	1,045,981	1,004,682	781,735		914,700	819,073	1,158,723
Other Data:							
Net cash provided by operating activities	$ 277,418	$ 153,112	$ 179,871		$ 35,523	$ 89,056	
Net cash used by investing activities	(194,112)	(152,506)	(99,334)		(63,002)	(40,600)	
Net cash (used) provided by financing activities	(75,975)	3,037	(55,487)		44,268	(45,891)	
EBITDA[(2)]	273,069	250,087	156,876	250,421	102,632	161,306	255,097
Depreciation and amortization	149,949	151,047	152,467	189,833	114,015	110,956	139,864
Capital expenditures	173,222	162,717	102,347	144,584	76,108	54,140	85,310

Ratio of earnings to fixed charges(3)	3.85	2.96	(4)	(5)	2.15

(1) Diluted earnings per share, as reported, is calculated by dividing income (loss) before cumulative effect of change in accounting principle, which includes goodwill amortization in all periods prior to January 1, 2002, by the weighted average number of shares of common stock outstanding, adjusted for the dilutive impact of the potential issuance of shares of common stock upon exercise of outstanding stock options. Basic and diluted earnings per share calculate to the same amount for the periods shown. Excluding goodwill amortization, basic and diluted earnings per share would have increased by $0.08 per share for the years ended December 31, 2001, 2000 and 1999, and by $0.05 per share for the nine months ended September 30, 2001. See Note 5 to our audited consolidated financial statements included or incorporated by reference in this prospectus supplement. Pro forma diluted earnings per share for the year ended December 31, 2001 and the nine months ended September 30, 2002 are based on an assumed 78,661,067 and 79,712,042 weighted average shares outstanding, respectively.

(2) EBITDA is a measurement not calculated in accordance with generally accepted accounting principles in the United States, or GAAP. We define EBITDA as operating income (loss) plus other income (expense) plus depreciation and amortization. We do not exclude from operating income (loss) for purposes of calculating EBITDA (a) reorganization and implementation expenses for the years ended December 31, 2000, 2001 and 2001 on a pro forma basis of $11.1 million, $12.6 million and $12.6 million, respectively, and for the nine months ended September 30, 2001, 2002 and 2002 on a pro forma basis of $7.6 million, $14.3 million and $14.3 million, respectively, and (b) impairment and restructuring expenses for the years ended December 31, 2000, 2001 and 2001 on a pro forma basis of $27.8 million, $54.7 million and $74.0 million, respectively, and for the nine months ended September 30, 2001, 2002 and 2002 on a pro forma basis of $49.4 million, $25.0 million and $28.2 million, respectively. We also do not exclude from other income (expense) the payment received from the U.S. Treasury Department under the CDO of $29.6 million (net of expenses) for the year ended December 31, 2001 on an actual and a pro forma basis. We do not intend EBITDA to represent cash flows from operations as defined by GAAP, and you should not consider it as an alternative to net income, cash flows from operations or any other items calculated in accordance with GAAP, or as an indicator of our operating performance. Our definition of EBITDA may not be comparable with EBITDA as defined by other companies. EBITDA is commonly used as an analytical indicator in our industries and also serves as a measure of leverage capacity and debt servicing ability. Following is a reconciliation of EBITDA to operating income (loss):

	Year Ended December 31,				Nine Months Ended September 30,		
	1999	**2000**	**2001**	**Pro Forma 2001**	**2001**	**2002**	**Pro Forma 2002**
				(in thousands)			
Operating income (loss)	$132,758	$105,620	$ (17,652)	$ 38,618	$ (6,012)	$ 62,840	$123,350
Other income (expense)	(9,638)	(6,580)	22,061	21,970	(5,371)	(12,490)	(8,117)
Depreciation and amortization	149,949	151,047	152,467	189,833	114,015	110,956	139,864
EBITDA	$273,069	$250,087	$156,876	$250,421	$102,632	$161,306	$255,097

(3) For purposes of calculating the ratio of earnings to fixed charges, earnings consist of income or loss before income taxes, extraordinary items, cumulative effects of accounting changes, amortization of capitalized interest and fixed charges excluding capitalized interest. Fixed charges consist of interest, both expensed and capitalized, and an estimate of the interest within rental expense.

(4) Earnings were inadequate to cover fixed charges for the year ended December 31, 2001. The coverage deficiency totaled $25,022,000 for that period.

(5) Earnings were inadequate to cover fixed charges for the nine-month period ended September 30, 2001. The coverage deficiency totaled $34,050,000 for that period.

SUMMARY HISTORICAL COMBINED

FINANCIAL INFORMATION OF TORRINGTON

We derived the summary historical combined financial information as of and for each of the three years ended December 31, 2001 set forth below from Torrington s audited combined financial statements. We derived the financial information as of and for the nine months ended September 30, 2001 and 2002 from Torrington s unaudited combined financial statements. You should read the following summary historical combined financial information in conjunction with Torrington s audited and unaudited combined financial statements and related notes included in this prospectus supplement.

	Year Ended December 31,			Nine Months Ended September 30,	
	1999	2000	2001	2001	2002
			(in thousands)		
Statements of Income Data:					
Net sales	$1,236,265	$1,194,204	$1,088,712	$804,898	$ 912,436
Gross profit	282,820	273,150	203,703	132,270	146,337
Restructuring charges	11,351	10,999	19,338	13,150	3,229
Operating income	154,947	149,803	77,453	42,673	54,745
Net earnings	75,110	90,077	47,819	14,173	28,001
Balance Sheet Data (as of end of period):					
Total assets		$ 958,986	$1,013,362	$954,581	$1,060,408
Total debt		26,439	16,414	30,243	14,233
Business equity		211,751	170,588	205,301	202,196
Other Data:					
Net cash provided by operating activities	$ 137,240	$ 121,752	$ 103,633	$ 53,106	$ 72,771
Net cash (used in) provided by investing activities	(45,689)	20,540	(54,391)	(29,402)	(27,924)
Net cash used in financing activities	(96,248)	(133,339)	(52,591)	(30,293)	(30,641)
EBITDA[(1)]	201,620	204,137	147,034	70,765	96,066
Depreciation and amortization	51,109	43,746	44,372	32,316	36,948
Capital expenditures	52,140	36,578	42,237	32,515	31,170

(1) EBITDA is a measurement not calculated in accordance with GAAP. We define EBITDA as operating income plus other income (expense) plus depreciation and amortization. We do not exclude from operating income for purposes of calculating EBITDA (a) restructuring expenses for the years ended December 31, 1999, 2000 and 2001 of $11.4 million, $11.0 million and $19.3 million, respectively, and for the nine months ended September 30, 2001 and 2002 of $13.2 million and $3.2 million, respectively, and (b) CDO payments for the year ended December 31, 2001 of $22.4 million. We also do not exclude from other income (expense) an additional CDO payment (net of expenses and reserves) for the year ended December 31, 2001 of $25.3 million. The total pre-tax income related to the CDO payment was $47.7 million for the year ended December 31, 2001. We do not intend EBITDA to represent cash flows from operations as defined by GAAP, and you should not consider it as an alternative to net income, cash flows from operations or any other items calculated in accordance with GAAP, or as an indicator of Torrington s operating performance. Our definition of EBITDA may not be comparable with EBITDA as defined by other companies. EBITDA is commonly used as an analytical indicator in our industries and also serves as a measure of leverage capacity and debt servicing ability. Following is a reconciliation of EBITDA to operating income:

Year Ended December 31,			Nine Months Ended September 30,	
1999	2000	2001	2001	2002

			(in thousands)		
Operating income	$154,947	$149,803	$ 77,453	$42,673	$54,745
Other income (expense)	(4,436)	10,588	25,209	(4,224)	4,373
Depreciation and amortization	51,109	43,746	44,372	32,316	36,948
EBITDA	$201,620	$204,137	$147,034	$70,765	$96,066

RISK FACTORS

You should carefully consider the risks described below, as well as other information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated or deemed incorporated by reference here or in the accompanying prospectus, before making an investment in shares of our common stock.

Risks Related to the Torrington Acquisition

In addition to increasing the risks relating to our business described further below, the increased scale, global reach and level of indebtedness associated with the Torrington acquisition will also expose us to the following risks.

We may not be able to effectively integrate Torrington into our operations.

Our future success will depend, in part, on our ability to effectively integrate Torrington into our operations. We may not be able to successfully do so without substantial costs, delays or other difficulties. We will face significant challenges in consolidating functions and integrating procedures, information technology systems, personnel, product lines and operations in a timely and efficient manner. In particular, we may encounter difficulties in integrating our technology and training our sales forces to work with new products and customers.

The integration process will be complex and time consuming, may be distracting to management and disruptive to our businesses, and may cause an interruption of, or a loss of momentum in, our businesses as a result of a number of obstacles, such as:

- the loss of key employees, whom we refer to as associates, or customers;
- the failure to maintain the quality of customer service that each business has historically provided;
- the need to retrain skilled engineering and sales personnel;
- the need to coordinate geographically diverse organizations;
- retooling and reprogramming of equipment and information technology systems; and
- the resulting diversion of management s attention from our day-to-day business and the need to dedicate additional management personnel to address integration obstacles.

If we are not successful in integrating Torrington into our operations, if the integration takes longer than anticipated, if Torrington does not perform as we anticipate or if the integrated product and service offerings fail to achieve market acceptance, our operations, margins, sales and reputation could be adversely affected. We may encounter similar problems with any future acquisitions.

We may not be able to realize the anticipated cost savings, synergies or revenue enhancements from combining our company with Torrington, and we will incur significant costs to achieve these savings.

Even if we are able to integrate successfully the operations of our company and Torrington, we may not be able to realize the cost savings, synergies or revenue enhancements that we anticipate from the integration, either in the amount or the time frame that we currently expect. Our ability to realize anticipated cost savings, synergies and revenue enhancements may be affected by a number of factors, including the following:

- our ability to effectively eliminate duplicative backoffice overhead and overlapping sales personnel, rationalize manufacturing capacity and shift production to more economical facilities;
- our anticipated utilization of cash resources, which may be in excess of the approximately $130 million we currently expect, on integration and implementation activities over the next four years in order to achieve those cost savings, which could offset any such savings and other synergies resulting from the Torrington acquisition;

increases in other expenses, operating losses or problems unrelated to the Torrington acquisition, which may offset the cost savings and other synergies from the acquisition; and

our ability to avoid labor disruption in connection with the integration of Torrington.

Claims against us relating to Torrington brought after the Torrington acquisition may necessitate our seeking indemnification from Ingersoll-Rand, which Ingersoll-Rand may not provide, and these claims may exceed Ingersoll-Rand s indemnification obligations to us under the purchase agreement or may, in the aggregate, materially affect our financial condition and results of operations.

Ingersoll-Rand must indemnify us after the closing of the Torrington acquisition for certain losses suffered or incurred by us related to Torrington, as provided in the purchase agreement. See Description of the Torrington Purchase Agreement and Related Agreements. However, we may not be able to successfully obtain indemnification from Ingersoll-Rand. We may, as a consequence, have to bear liabilities for which we are entitled to indemnification, but for which we are unable to collect.

In addition, for certain claims, Ingersoll-Rand s indemnification obligation to us is subject to certain financial limitations, including general and per-claim deductibles and a cap, as well as time limitations. If a significant number of small claims for which we cannot seek indemnification are brought against us, they may, in the aggregate, amount to a considerable sum, and the total liabilities may exceed our estimates or the $400 million cap.

Any claims brought against us in connection with the Torrington acquisition, whether or not subject to indemnification, may harm our reputation in the industries in which we operate and hence could have a substantial negative impact on the sales of our products.

We may not be able to acquire certain of Torrington s assets, which could reduce the strategic benefits of the Torrington acquisition to us.

In connection with the Torrington acquisition, it will be necessary to obtain the consent of certain Torrington joint venture parties and customers to the transfer of certain portions of Ingersoll-Rand s interest in Torrington to us. If Ingersoll-Rand is unable to obtain the necessary waivers or consents to those transfers, we may not be able to acquire the applicable asset, which may materially affect the business of the combined company, our long-term business strategy and our projected access to certain customers or relationships. As a result, we may not achieve all of the expected benefits of the Torrington acquisition.

In particular, we currently believe that Ingersoll-Rand is unlikely to obtain the necessary waivers or consents of NSK Ltd. with respect to the transfer of Torrington s unconsolidated joint venture interest in NSK Torrington Co., Ltd. to us. NSK Torrington, a Japanese needle bearing manufacturing company, contributed approximately $3.6 million to Torrington s 2001 income before income taxes. If Ingersoll-Rand is unable to obtain the necessary waivers or consents, then, upon consummation of the Torrington acquisition, NSK Ltd. will have the right to acquire Torrington s interest in NSK Torrington. Moreover, we have existing marketing and technology sharing arrangements with NSK Ltd., which we or NSK may seek to renegotiate or terminate if Ingersoll-Rand is unable to obtain the waivers or consents described above. These arrangements may be material to our long-term business strategies, and therefore the modifications of such arrangements could have a material negative effect on the sales of our products.

Risks Related to our Industries

The bearing industry is highly competitive and this competition results in significant pricing pressure for our products that could affect our revenues and profitability.

The global bearing industry is highly competitive. We compete with domestic manufacturers and many foreign manufacturers of anti-friction bearings, including SKF AB, INA-Holding Schaeffler KG, NTN Corporation, Koyo Seiko Co., Ltd. and NSK Ltd. We compete primarily based on price, quality, timeliness of delivery and design and the ability to provide engineering support and service on a global basis. The bearing industry is also capital intensive, and profitability is dependent on factors such as labor compensation and productivity and inventory management, which are subject to risks that we may not be able to control. Furthermore, it is becoming necessary to provide our customers with integrated systems and solutions rather than individual components, which may require us to invest significant additional capital into our research and development efforts. Some of our competitors may be better able to manage these costs or may have greater financial resources than us and, therefore, can more easily afford to make these expenditures. Due to the competitiveness within the bearing industry, we may not be able to increase prices for our products to cover increases in our costs, and, in many cases, we may face pressure to reduce prices, which could adversely affect our profitability.

Competition and consolidation in the steel industry, together with global overcapacity, result in significant pricing pressure for our products.

Competition within the steel industry, both domestically and worldwide, is intense and is expected to remain so. More than 30 U.S. steel companies have declared bankruptcy in recent years and have either ceased operations or, more often, been acquired by other companies. Global production overcapacity is also likely to continue, which, combined with the high levels of steel imports into the United States, has exerted downward pressure on domestic steel prices and has resulted in, at times, a dramatic narrowing, or with many companies the elimination, of gross margins. These industry conditions lead to significant downward pressure on prices for our steel products, which could have a material adverse effect on our revenues and profitability. In addition, many of our competitors are continuously exploring and implementing strategies, including through acquisitions, that focus on manufacturing higher margin products that compete more directly with our steel products. Our ability to remain competitive will depend, in part, on whether we are able to keep production costs competitive and keep pace with those product improvements in a cost effective manner.

Weakness in any of the industries in which our customers operate, as well as the cyclical nature of our customers businesses generally, could adversely impact our revenues and profitability.

The automotive, aerospace, heavy equipment and many of the other industries to which we sell our products are cyclical and tend to decline in response to overall declines in industrial production. Margins in those industries are highly sensitive to demand cycles, and our customers in those industries historically have tended to delay large capital projects, including expensive maintenance and upgrades, during economic downturns. As a result, our business is also cyclical and impacted by overall levels of industrial production.

In addition, many of our customers have historically experienced periodic downturns, which often have had a negative effect on demand for our products. For example, deferrals or cancellations in aircraft orders adversely affect the volume and price of orders placed for products used to manufacture commercial aircraft, including our bearings and other individual parts and components we manufacture. Prior industry downturns have negatively affected our net sales, gross margin and net income. Furthermore, the United States and other world markets are currently experiencing an economic downturn, and many of the markets we serve have been affected by this negative environment. An extension of the current economic downturn would have a material adverse impact on our revenues and profitability by reducing demand and margins for our products.

An increase in the use of substitutes for our steel products could adversely impact our revenues and profitability by reducing demand and margins.

In the case of certain product applications, steel competes with other materials, including plastic, aluminum, graphite composites and ceramics. The incorporation of more of these steel substitutes in automobiles and other applications could reduce the demand, and therefore the prices we are able to charge for our steel products. This reduced demand and any resulting reduced margins for our products could have a material adverse impact on our revenues and profitability.

Environmental regulations impose substantial costs and limitations on our operations, and environmental compliance may be more costly than we expect.

We are subject to the risk of substantial environmental liability and limitations on our operations due to environmental laws and regulations. We are subject to various federal, state, local and foreign environmental, health and safety laws and regulations concerning issues such as air emissions, wastewater discharges, solid and hazardous waste handling and disposal and the investigation and remediation of contamination. The risks of substantial costs and liabilities related to compliance with these laws and regulations are an inherent part of our business, and future conditions may develop, arise or be discovered that create substantial environmental compliance or remediation liabilities and costs.

Compliance with environmental legislation and regulatory requirements may prove to be more limiting and costly than we anticipate. New laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business, financial condition or results of operations. We may also be subject from time to time to legal proceedings brought by private parties or governmental authorities with respect to environmental matters, including matters involving alleged property damage or personal injury.

Although Ingersoll-Rand has agreed to indemnify us in the purchase agreement for certain specified environmental liabilities with respect to Torrington, Torrington s operations, including past disposal practices, may subject us to potential significant liabilities relating to the investigation and clean-up of contaminated properties and to potential claims alleging personal injury. Torrington s environmental liabilities may exceed our estimates and the indemnity provided for in the purchase agreement may not be sufficient to address these potential liabilities.

Successful appeals with respect to, a relaxation of, or substantial exemptions from, the tariffs contained in President Bush s recent order regarding steel imports may lessen the benefits of the order.

The tariffs imposed by the United States on hot-rolled and cold-finished steel bar imports, which are among our products, are currently being challenged before the World Trade Organization, or WTO, by several countries. See Business Trade Law Enforcement. Retaliatory tariffs threatened by or imposed on U.S. steel and other products by a number of affected countries would increase the cost of our products in those markets, potentially reducing sales. In addition, a reduction or adverse change in the scope or duration of the remedy granted by the President could lead to a resurgence of steel bar imports. This would again put significant downward pressure on U.S. steel bar prices, which could negatively impact our steel sales, margins and profitability.

Payments to us from the U.S. Treasury Department under the Continued Dumping and Subsidy Offset Act may not continue.

We received an approximately $31 million payment in 2001 and an approximately $54 million payment in 2002 under the CDO. See Business Continued Dumping and Subsidy Offset Act. In January 2003, the WTO upheld its earlier ruling that CDO payments violate international trade rules and stated that the CDO should be repealed. We may not receive future payments under the CDO, and we cannot predict the amount of any such payment we may receive. Although Torrington received a payment of approximately $62.0 million under the CDO in 2001 and approximately $72.1 million in 2002, under the terms of the purchase agreement, Ingersoll-Rand will retain 100% of the payment Torrington received in 2002, and we will be obligated to pay Ingersoll-Rand 80% of any payments Torrington receives in 2003 and 2004.

Risks Related to our Business

The failure to fully carry out our strategic manufacturing initiative could lessen the benefits of our anticipated cost savings and, as a result, materially adversely affect our gross margins and profitability.

Maintaining our leading position in the global markets for bearings and steel will depend on the success of our operating plans, including our ability to achieve fully the benefits of our strategic manufacturing initiative. A combination of complex factors, including the general economic environment, the availability of lower cost manufacturing opportunities, severance requirements and engineering achievements, will affect our ability to carry out our strategic manufacturing initiative. Our belief as to the future cost savings from our strategic manufacturing initiative is based upon our current best estimates and we may not achieve these estimates, either in the amount or the time frame that we currently expect. Our inability to achieve the expected cost savings from our strategic manufacturing initiative or otherwise reduce our fixed costs to the extent we currently anticipate could materially adversely affect our gross margins and profitability. In addition, increases in other costs and expenses may offset any cost savings from our strategic manufacturing initiative and our other cost reduction efforts.

We may incur further restructuring and impairment charges that could negatively affect our profitability.

We have taken approximately $80.9 million in restructuring and impairment charges from our strategic manufacturing initiative from the second quarter of 2001 through December 31, 2002. Moreover, Torrington has also taken restructuring charges of approximately $19.3 million and $3.0 million for the years ended December 31, 2001 and 2002, respectively, related to a workforce reduction and facility consolidation effort that is substantially complete. Changes in business or economic conditions, our business strategy or any restructuring in connection with the Torrington acquisition may require us to take additional charges in the future.

Our level of indebtedness and other demands on our cash resources could materially affect our operations and business strategy.

As of September 30, 2002, we had approximately $482 million of total consolidated debt. We expect to incur significant additional indebtedness to finance the Torrington acquisition through our concurrent notes offering, our new senior credit facility and our new accounts receivable facility. After giving pro forma effect to the Torrington acquisition, the financing of the Torrington acquisition and the application of the proceeds of those financings, based on the assumptions described under Unaudited Pro Forma Financial Information, as of September 30, 2002, we would have had total consolidated debt of approximately $1.0 billion. In addition, we expect to have $311.5 million undrawn availability under our new revolving credit facility. Our total consolidated debt could increase due to this additional borrowing capacity. See Description of Certain Indebtedness. Subject to the limits contained in our new senior credit facility and our other debt agreements, we may also incur additional debt in the future. In addition to the debt service requirements on our outstanding debt, we have other demands on our cash resources, including, among others, capital expenditures and operating expenses.

Our level of indebtedness and the significant debt servicing costs associated with that indebtedness could have important effects on our operations and business strategy. For example, they could:

- require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing the amount of our cash flow available for working capital, capital expenditures, payments of dividends on our common stock, acquisitions and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in the industries in which we compete;
- place us at a competitive disadvantage compared to our competitors, some of which have lower debt service obligations and greater financial resources than we do;
- limit our ability to borrow additional funds;
- increase our vulnerability to general adverse economic and industry conditions; and
- result in our failure to satisfy the financial covenants contained in our new senior credit facility or in other agreements governing our indebtedness, which, if not cured or waived, could have a material adverse effect on our business, financial condition or results of operations.

On October 17, 2002, Standard & Poor s Rating Services, or S&P, publicly announced that it placed our ratings on CreditWatch with negative implications. Additionally, Moody s Investors Service, or Moody s, announced that it had placed our debt ratings under review for possible downgrade. These announcements were in response to our announcement of the Torrington acquisition. S&P and/or Moody s may, in the future, downgrade our credit profile. The downgrading of our ratings by S&P and Moody s would result in an increase in the interest rate on our new senior credit facility and could materially adversely affect our future ability to obtain funding or materially increase the cost of any additional funding.

Unexpected equipment failures may increase our costs and reduce our sales due to production curtailments or shutdowns.

Interruptions in production capabilities will inevitably increase our production costs and reduce sales and earnings for the affected period. In addition to equipment failures, our facilities are also subject to the risk of catastrophic loss due to unanticipated events such as fires, explosions or violent weather conditions. Our manufacturing processes are dependent upon critical pieces of equipment, such as furnaces, continuous casters and rolling equipment, as well as electrical equipment, such as transformers, and this equipment may, on occasion, be out of service as a result of unanticipated failures. In the future, we may experience material plant shutdowns or periods of reduced production as a result of these types of equipment failures.

Any change in the availability or cost of raw materials and energy resources could materially affect our earnings.

We require substantial amounts of raw materials, including our own steel tubing and bars, purchased strip steel, scrap metal, nickel and other alloys and natural gas and electric power to operate our business. The availability and prices of raw materials and energy resources is subject to curtailment or change due to, among other things, new laws or regulations, suppliers allocations to other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels. For example, the weighted average price of scrap metal increased 12.5% from 1999 to 2000, decreased 19.6% from 2000 to 2001, and increased 8.1% from 2001 to 2002.

Moreover, disruptions in the supply of our raw materials or energy resources could temporarily impair our ability to manufacture our products for our customers or require us to pay higher prices in order to obtain these raw materials or energy resources from other sources, and could thereby affect our sales and profitability. Any increase in the prices for such raw materials or energy resources could materially affect our costs and therefore our earnings.

The global nature of our business exposes us to foreign currency fluctuations that may affect our asset values, results of operations and competitiveness.

We are exposed to the risks of currency exchange rate fluctuations, because a significant portion of our net sales and certain of our costs, assets and liabilities are denominated in currencies other than the U.S. dollar. These risks include a reduction in our asset values, net sales, operating income and competitiveness.

For those countries outside the United States where we have significant sales, which currently include France, Germany and the United Kingdom, a devaluation in the local currency will reduce the value of our local inventory as presented in our financial statements. In addition, a stronger dollar will result in reduced revenue, operating profit and shareholders equity due to the impact of foreign exchange translation on our financial statements. Lastly, fluctuations in foreign currency exchange rates may make our products more expensive for customers to purchase or increase our operating costs, affecting our competitiveness and our profitability.

Changes in exchange rates between the U.S. dollar and other currencies, including the Brazilian *real,* and volatile economic, political and market conditions in Brazil, Argentina and other emerging market countries, have in the past adversely affected our financial performance and may continue to adversely affect the value of our assets located outside the United States, our gross profit and our operating results.

Global political instability and other risks of international operations may adversely affect our operating costs, revenues and the price of our products.

Our international operations expose us to risks not present in a purely domestic business, including primarily:

- changes in tariff regulations, which may make our products more costly to export;
- difficulties establishing and maintaining relationships with local distributors and dealers;
- import and export licensing requirements;
- compliance with a variety of foreign laws and regulations, including unexpected changes in taxation and environmental or other regulatory requirements, which could increase our operating and other expenses and limit our operations; and
- difficulty in staffing and managing geographically diverse operations.

These and related risks may increase the relative price of our products compared to those manufactured in other countries, reducing the demand for our products in the markets in which we operate. The Torrington acquisition would have increased our sales derived from international operations in 2001 from approximately $540 million to approximately $940 million on a pro forma basis. As a result, following the Torrington acquisition, we will be more susceptible to the adverse consequences of the risks described above.

Terrorism or the threat or initiation of armed hostilities in the Middle East or other parts of the world may have an adverse impact on the industries we serve. While the precise effects of any such world events are difficult to predict, they may adversely affect our revenues and profitability. Additionally, we conduct a portion of our accounts payable, payroll, information technology and engineering and other business processing operations in India and we may expand those operations in the future. India has from time to time experienced unrest relating to religious and political differences within India s population and with neighboring countries. Although the hostilities have substantially abated of late and have not had an adverse impact on us directly, future events of this nature could have an adverse effect on our overall costs.

Declines in the stock market and prevailing interest rates result in reductions in our pension fund asset values, which have caused and may continue to cause a significant reduction in our net worth.

In 2001, as a result of lower investment performance caused by lower stock market returns and a decline in prevailing interest rates, our pension fund asset values decreased. The reduction in asset values required that we take a non-cash after-tax charge to accumulated other comprehensive loss, which is a component of shareholders equity, of $122.5 million. Primarily as a result of a negative return on our pension fund assets and further reductions in interest rate levels in 2002, we were required to further reduce shareholders equity by $254.3 million as of December 31, 2002. We may be required to take further charges related to pension liabilities in the future and these charges may be significant. A reduction in our shareholders equity may affect our ability to maintain the required net worth ratios under our existing senior credit facility and our new senior credit facility.

Declines in prevailing interest rates and the stock market will require us to increase our pension liability and expense for 2003 and may do so in future fiscal years; this may also lead us to accelerate funding of our pension obligations and divert funds from other uses.

A decline in prevailing interest rates and lower investment performance caused by lower stock market returns have increased our defined benefit pension obligations. The increase in our defined benefit pension obligations, as well as our ongoing practice of managing our funding obligations over time, have led us to prepay a portion of our funding obligations under our pension plans. In 2002, we contributed $51.9 million in cash and an aggregate of $54.5 million in treasury shares and a small number of newly issued shares to our pension plans for this purpose. We also made cash contributions of $56.8 million during 2000 and $84.8 million during 2001 to our pension plans. We currently expect to make significant additional cash contributions to our pension plans in the near term, but we cannot predict whether changing economic conditions or other factors will lead or require us to make contributions in excess of our current expectations, diverting funds we would otherwise apply to other uses.

As a result of the decline in the financial markets, we are changing our assumption for our expected rate of return on plan assets from 9.5% to 8.75% for 2003. We expect that this change, together with the reduction in our discount rate to 6.6% from 7.5%, will result in an increase in 2003 pretax pension expense of approximately $25 million. We continue to review our assumptions regarding rates of return and discount rates in light of the factors mentioned above and other relevant considerations, and our future pension expense may further increase as a result. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates.

Our new debt agreements restrict our ability, and the ability of some of our subsidiaries, to engage in particular activities.

Our new senior credit facility restricts our ability and the ability of some of our subsidiaries to, among other things:

- incur additional debt and make certain investments or acquisitions;
- incur or permit to exist certain liens;
- sell assets; and
- merge or consolidate with another company.

In addition, the indenture that will govern the notes that we are offering concurrently with this offering will restrict our ability and the ability of some of our subsidiaries to incur or permit to exist certain liens and effect certain sale and leaseback transactions. Our future indebtedness may also contain restrictions on our ability to engage in particular activities. See Description of Certain Indebtedness.

We may not be able to maintain profitability or a positive ratio of earnings to fixed charges or meet certain financial standards required by our debt agreements.

We reported a net loss and our earnings were not sufficient to cover our fixed charges for 2001. The U.S. and global industrial manufacturing downturn deepened during 2002 and contributed to a decrease in our sales and profitability. We cannot foresee whether our operations will generate sufficient revenue for us to sustain profitability in the future, and we may not be able to reduce fixed costs sufficiently to improve our operating ratios.

In addition, our existing senior credit facility and our new senior credit facility contain financial covenants that require us to achieve certain financial and operating results and maintain compliance with specified financial ratios. In particular, our new senior credit facility contains requirements to maintain a minimum consolidated net worth, a maximum consolidated leverage ratio and a minimum consolidated fixed charge coverage ratio. Our ability to meet the financial covenants or requirements in our senior credit facilities may be affected by events beyond our control, and we may not be able to satisfy such covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions could result in an event of default under our senior credit facilities, which in turn could result in an event of default under the terms of our other indebtedness. Upon the occurrence of an event of default under our senior credit facilities, after the expiration of any grace periods, the lenders could elect to declare all amounts outstanding under our senior credit facilities, together with accrued interest, to be immediately due and payable. If this happens, our assets may not be sufficient to repay in full the payments due under those facilities or our other indebtedness.

In addition, if we are unable to service our indebtedness or fund our operating costs, we will be forced to adopt alternative strategies that may include:

- reducing or delaying capital expenditures;
- seeking additional debt financing or equity capital, possibly at a higher cost to us or have other terms that are less attractive to us than would otherwise be the case;
- selling assets;
- restructuring or refinancing debt, which may increase further our financing costs; or
- curtailing or eliminating certain activities.

Moreover, we may not be able to implement any of these strategies on satisfactory terms, if at all.

The departure of existing management and key personnel who are familiar with our business strategy and daily operations, or a shortage of skilled employees, would materially affect our business, operations and prospects.

Many of our executive officers are critical to the management and direction of our business. Our future success depends, in large part, on our ability to retain these officers and other capable management personnel. In addition, we have entered into severance agreements with all of our executive officers that allow those officers to terminate their employment with us in the event of a change of control affecting our company. We may not be able to attract and retain talented personnel and replace key personnel should the need arise, and our inability to do so could have a material adverse effect on our ability to successfully execute our business strategy, market and develop our products and serve our customers. In addition, because of the complex nature of many of our products and programs, we are generally dependent on an educated and highly skilled workforce. Our ability to efficiently develop and deliver our products could be adversely affected by a shortage of available skilled employees.

Strikes or work stoppages by our unionized associates could disrupt our manufacturing operations, reduce our revenues or increase our labor costs.

Approximately 32% percent of our U.S. associates and 4% of Torrington s employees are covered by collective bargaining agreements. Any potential strikes or work stoppages, and the resulting adverse impact on our relationships with customers, could significantly disrupt our operations and have a material adverse effect on our business, financial condition or results of operations.

Risks Related to our Common Stock

Substantial sales of shares of our common stock could cause our stock price to decline.

We may, in the future, sell additional shares of our common stock in subsequent public offerings and may also issue additional shares of our common stock to finance future acquisitions. A substantial number of shares of our common stock is also available for future sale pursuant to stock options that we have granted to our associates. Sales of substantial amounts of our common stock, or the perception that such sales could occur, may adversely affect prevailing market prices for shares of our common stock and could impair our ability to raise capital through future offerings.

Additionally, we have agreed to issue approximately $140 million worth of shares of our common stock, representing an estimated 9.4% of our shares of common stock to be outstanding after the closing of the Torrington acquisition and after giving effect to this offering, to Ingersoll-Rand in a private placement, as part of the consideration for the Torrington acquisition. Under the terms of the purchase agreement relating to the Torrington acquisition, we will enter into a registration rights agreement with Ingersoll-Rand Company, a wholly-owned U.S. subsidiary of Ingersoll-Rand, pursuant to which we will file a shelf registration statement with the SEC in order to allow Ingersoll-Rand to sell these shares in registered resales in compliance with SEC rules. Ingersoll-Rand and Ingersoll-Rand Company have also agreed to enter into a standstill and voting agreement with us to limit Ingersoll-Rand s ability to transfer these shares for a period of six months after the closing of the Torrington acquisition, subject to certain exceptions. In addition, we have agreed not to waive the lock-up provisions of the standstill and voting agreement without the consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as Merrill Lynch, on behalf of the underwriters. After the expiration of the six-month lock-up period, Ingersoll-Rand will be able to sell some or all of its shares of our common stock in the public markets under the registration statement described above. Any such sales by Ingersoll-Rand, or the perception that such sales may occur, could adversely affect the market price of our common stock. See Description of the Torrington Purchase Agreement and Related Agreements.

We, our directors and executive officers will agree, with certain exceptions, not to sell or otherwise transfer any shares of our common stock for 90 days after the date of this prospectus supplement, without first obtaining the written consent of Merrill Lynch, on behalf of the underwriters. With the consent of Merrill Lynch, we, our directors and executive officers may sell shares before the expiration of such 90-day period without prior notice to our other shareholders or to any public market in which our common stock trades.

Our stock price may become more volatile in the future, resulting in substantial losses for investors purchasing shares of our common stock in this offering. Investors may not be able to resell their shares of our common stock at or above the price to the public.

The trading price of our common stock may become more volatile in the future. Many factors may contribute to this volatility, including the risks described above, as well as:

- changes in marketing, product pricing and sales strategies or development of new products by us or our competitors;
- variations in our results of operations;
- perceptions about market conditions in the industries we serve; and
- general market conditions.

Volatility may have a significant impact on the market price of our common stock. Moreover, the possibility exists that the stock market could experience extreme price and volume fluctuations that may

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materially adversely affect our stock price regardless of our operating results. This volatility makes it difficult to ascribe a stable valuation to a shareholder s holdings of our common stock.

Our articles of incorporation, regulations and Ohio corporate law could delay or prevent a change of control that you may favor.

Our articles of incorporation, regulations and Ohio corporate law contain provisions that could delay, defer or prevent a change of control of our company or our management. These provisions could also discourage proxy contests and make it more difficult for you and other shareholders to elect directors and take other corporate actions. These provisions:

- divide our board of directors into three classes, with members of each class to be elected for staggered three-year terms; and

- regulate how shareholders may present proposals or nominate directors for election at shareholder meetings.

Additionally, Ohio corporate law provides that certain notice and informational filings and special shareholder meeting and voting procedures must be followed prior to consummation of a proposed control share acquisition, as defined in the statute. Assuming compliance with the notice and information filings prescribed by statute, the proposed control share acquisition may be made only if, at a special meeting of shareholders, the acquisition is approved by both a majority of the voting power of the company represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the interested shares, as defined in the statute. For more information about these laws and our articles and regulations, see Description of Our Capital Stock in the accompanying prospectus. Together, these provisions of our articles, regulations and Ohio corporate law may discourage transactions that otherwise could provide for the payment of a premium over prevailing market prices for our common stock and could also limit the price that investors may be willing to pay in the future for shares of our common stock.

USE OF PROCEEDS

We expect to receive net proceeds from this offering, after deducting the estimated discounts and commissions of the underwriters and other offering expenses, of approximately $189.2 million, based on an assumed offering price of $18.15 per share. We also expect to receive approximately $247.9 of net proceeds, after deducting the estimated discounts and commissions and other expenses, from our concurrent notes offering. We intend to use the net proceeds from this offering and the notes offering, together with borrowings under our new senior credit facility and our new accounts receivable facility, to finance the cash consideration to be paid for the Torrington acquisition and related fees and expenses. We intend for this offering to qualify as the Qualifying Equity Offering under the purchase agreement. The purchase agreement defines a Qualifying Equity Offering as a registered public offering of not more than 11 million shares of our common stock (without giving effect to any underwriters overallotment option), at a minimum price per share of $14.75. We expect that any excess of net proceeds to us from this offering over the minimum required by the purchase agreement, including due to any exercise by the underwriters of their overallotment option, will permit us to borrow less under our new senior credit facility. The closing of this offering is not conditioned on the closing of the notes offering. However, each offering is conditioned on the closing of the Torrington acquisition, and the closing of our notes offering is conditioned on the closing of this offering.

The following table sets forth the estimated sources and uses of funds in connection with the Torrington acquisition (in millions):

Sources of Funds	
Common stock(1)	$199.6
Senior unsecured notes(1)(3)	250.0
Revolving credit facility(3)(4)	188.5
Accounts receivable facility	125.0
Equity issuance to Ingersoll-Rand	140.0
Total sources of funds	$903.1

Uses of Funds	
The Torrington acquisition(2)	$836.5
Fees and expenses of the Torrington acquisition	40.0
Refinancing of our existing commercial paper(4)	26.6
Total uses of funds	$903.1

(1) Excludes underwriting discounts and commissions and offering expenses payable by us in connection with this offering and our concurrent notes offering.

(2) Pursuant to the purchase agreement, the purchase price for the Torrington acquisition is subject to adjustment after closing of the Torrington acquisition. The purchase price in the table above reflects an estimated purchase price adjustment of approximately $3.5 million as of September 30, 2002. See Description of the Torrington Purchase Agreement and Related Agreements Stock and Asset Purchase Agreement Consideration Payable by Us.

(3) The senior unsecured notes are being offered in a concurrent offering. If we do not consummate our notes offering, we will incur up to $250 million of additional borrowings under the term loan component of our new senior credit facility in order to finance the Torrington acquisition. See Description of Certain Indebtedness.

(4) The revolving credit facility is part of our new senior credit facility. See Description of Certain Indebtedness. Upon the closing of the Torrington acquisition, the revolving credit facility will replace our existing senior credit facility. Under the terms of our new senior credit facility, we are required to use the proceeds of the revolving credit facility to repay any amounts outstanding under our existing senior

credit facility and then terminate our existing senior credit facility. As of September 30, 2002, no amounts were outstanding under our existing credit facility. We intend to borrow up to $26.6 million under our new senior credit facility to repay all of our outstanding commercial paper. We may also choose to repay additional amounts of short-term debt upon the closing of the Torrington acquisition. See Capitalization. The above table assumes that the actual amounts of commercial paper outstanding will equal the amount outstanding as of September 30, 2002. Actual amounts borrowed and repaid at the closing of the Torrington acquisition are subject to change.

PRICE RANGE OF COMMON STOCK

Our common stock is listed for trading on the New York Stock Exchange under the symbol TKR. The following table sets forth on a per share basis the intraday high and low sales prices for our common stock for the quarters indicated.

	High	Low
2001:		
First Quarter	$17.38	$14.63
Second Quarter	18.65	14.89
Third Quarter	17.16	11.75
Fourth Quarter	16.49	13.04
2002:		
First Quarter	$24.50	$15.35
Second Quarter	27.41	20.50
Third Quarter	24.00	16.54
Fourth Quarter	20.27	14.92
2003:		
First Quarter (through January 27, 2003)	$20.46	$17.95

On January 27, 2003, the last reported sale price of our common stock on the New York Stock Exchange was $18.15 per share. You should obtain current market quotations before making any decision with respect to an investment in our common stock. As of December 31, 2002, there were approximately 7,719 holders of record of our common stock. This number excludes beneficial owners of common stock held in street name.

DIVIDEND POLICY

We pay dividends on shares of our common stock generally in March, June, September and December of each year. We have paid dividends on shares of our common stock every quarter since our initial public offering in 1922. During each quarter in 2000 and the first, second and third quarters of 2001, we paid a quarterly cash dividend on our common stock of $0.18 per share. During the fourth quarter of 2001 and each quarter in 2002, we paid a cash dividend of $0.13 per share. However, we cannot assure you that, or in what amount, we will continue to pay dividends with respect to any future quarters.

Our board of directors considers the payment of dividends based upon the earnings and financial condition of the company, as well as other relevant considerations.

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2002 on an actual basis and on a pro forma, as adjusted basis to give effect to this offering at an assumed public offering price of $18.15 per share, our concurrent notes offering, the Torrington acquisition and the other related financings and the application of the proceeds from those financings as if each of them had occurred on September 30, 2002. See Use of Proceeds in this prospectus supplement. The following table assumes no exercise of the underwriters overallotment option in connection with this offering. The closing of this offering is not conditioned on the closing of our notes offering. However, each offering is conditioned on the closing of the Torrington acquisition, and the closing of our notes offering is conditioned on the closing of this offering. This table should be read in conjunction with Unaudited Pro Forma Financial Information, Selected Historical Financial Information of Timken, Management s Discussion and Analysis of Financial Condition and Results of Operations, the audited and unaudited combined financial statements and related notes of Torrington and our consolidated financial statements and related notes, each included or incorporated by reference in this prospectus supplement.

	As of September 30, 2002	
	Actual	**Pro Forma, As Adjusted**
	(in thousands)	
Cash and cash equivalents	$ 36,812	$ 40,284
Short-term debt:		
Accounts receivable facility	$	$ 125,000
Other short-term debt and commercial paper	107,888	88,288
Current portion of long-term debt	23,544	23,544
Long-term debt, net of current portion:		
Revolving credit facility(1)		188,478
Senior unsecured notes(2)		250,000
Other long-term debt	350,515	350,515
Total debt	481,947	1,025,825
Shareholders equity		
Class I and II Serial Preferred Stock, without par value:		
Authorized 10,000,000 shares each class, none issued		
Common stock, without par value:		
Authorized 200,000,000; 63,315,670 shares issued and outstanding, actual; 82,029,169 shares issued and outstanding, pro forma, as adjusted		
Stated capital	53,064	53,064
Other paid-in capital(3)	256,664	596,313
Earnings invested in the business	736,212	736,213
Accumulated other comprehensive loss	(226,867)	(226,867)
Total shareholders equity(4)	819,073	1,158,723
Total capitalization	$1,301,020	$2,184,548

(1) As of September 30, 2002, we had $26.6 million of commercial paper and $81.3 million of other short-term debt outstanding. We expect to use borrowings under our new senior credit facility to repay all of our outstanding commercial paper, and we may also choose, upon the closing of the Torrington acquisition, to repay additional amounts of our short-term debt with further borrowings under our new senior credit facility. See Description of Certain Indebtedness.

(2) The senior unsecured notes are being offered in a concurrent offering. We may choose to borrow more under our new revolving credit facility and to borrow a corresponding lesser amount in our notes offering in order to finance a portion of the Torrington acquisition. If we do not consummate our notes offering, we will incur up to $250 million of additional borrowings under the term loan component of our new senior credit facility in order to finance the Torrington acquisition.

(3) Reflects the common stock to be issued by us to Ingersoll-Rand and in this public offering to finance a portion of the Torrington acquisition, based on a per share price of $18.15, the last reported sale price per share of our common stock on January 27, 2003, without reduction for the fees and expenses of this offering, including underwriting discounts and commissions.

(4) Total shareholders equity for the year ended December 31, 2002 was $609.1 million, reflecting primarily an increase in minimum pension liability and consequent $254.3 million reduction in accumulated other comprehensive loss recorded in the fourth quarter of 2002.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma financial statements are based on our historical consolidated financial statements and the historical combined financial statements of Torrington as of and for the year ended December 31, 2001 and the nine months ended September 30, 2002 included in this prospectus supplement. Our and Torrington s historical financial statements have been prepared in accordance with GAAP. The unaudited pro forma financial statements should be read in conjunction with our audited consolidated financial statements and related notes for the year ended December 31, 2001, our unaudited consolidated condensed financial statements and notes for the nine months ended September 30, 2002, the audited combined financial statements of Torrington for the year ended December 31, 2001 and the unaudited combined financial statements of Torrington for the nine months ended September 30, 2002, each included in this prospectus supplement.

We will account for the Torrington acquisition under the purchase method of accounting. The unaudited pro forma financial statements give effect to the Torrington acquisition and the financing of the $700 million cash component of the purchase price through (1) approximately $188 million of borrowings under our new senior credit facility, including amounts borrowed to refinance approximately $27 million of outstanding commercial paper, (2) a public offering of $250 million of senior unsecured notes, (3) $125 million of borrowings under our new accounts receivable facility and (4) this offering of 11 million shares of our common stock at an assumed price per share of $18.15, the last reported sale price per share for our common stock on January 27, 2003. The unaudited pro forma financial statements also give effect to the issuance to Ingersoll-Rand of $140 million of our common stock at an assumed price per share of $18.15, which is equivalent to an aggregate of 7,713,499 shares. In addition, the unaudited pro forma financial statements give effect to an approximately $3.5 million estimated purchase price adjustment as of September 30, 2002, as provided for in the purchase agreement. The unaudited pro forma statements of operations give effect to the above transactions as if they had occurred at the beginning of the relevant period presented. The unaudited pro forma balance sheet as of September 30, 2002 gives effect to the above transactions as if they had occurred on September 30, 2002. The unaudited pro forma financial statements presented below do not reflect any anticipated operating efficiencies or cost savings from the integration of Torrington into our business.

The unaudited pro forma financial statements reflect pro forma adjustments that are described in the accompanying notes and are based on available information and certain assumptions we believe are reasonable, but are subject to change. For example, the unaudited pro forma financial statements reflect our preliminary estimate of the allocation of the purchase price for the acquisition of Torrington, which is subject to change. We have made, in our opinion, all adjustments that are necessary to present fairly the pro forma information. The unaudited pro forma financial statements do not purport to represent what our actual results of operations or financial position would have been if the acquisition and related transactions described above had occurred on such dates or to project our results of operations or financial position for any future period.

UNAUDITED PRO FORMA BALANCE SHEET

As of September 30, 2002
(in thousands)

The unaudited pro forma balance sheet presents the combined financial position of Timken and Torrington assuming the Torrington acquisition had occurred as of September 30, 2002.

	Timken Historical	Torrington Historical	Reclassifications*	Pro forma Adjustments	Pro forma
Assets					
Current assets:					
Cash and cash equivalents	$ 36,812	$ 24,917	$	$ (21,445)(a)	$ 40,284
Accounts receivable, net	376,416	139,814		60,000 (b)	575,479
				(751)(c)	
Amounts due from affiliates		94,960		(94,960)(d)	
Deferred income taxes	42,790	24,211		(24,211)(e)	42,790
Inventories	464,394	149,429		55,465 (f)	669,288
Prepaid expenses and other current assets		17,479	(17,479)		
Total current assets	920,412	450,810	(17,479)	(25,902)	1,327,841
Investments in and advances with partially owned affiliates		106,808	(106,808)		
Property, plant and equipment, net	1,237,407	346,416		69,009 (g)	1,652,832
Costs in excess of net assets of acquired businesses	129,526	6,836	(2,222)	142,160 (h)	276,300
Intangible pension asset	136,382		1,181	(1,181)(i)	136,382
Prepaid pension asset			57,365	(45,549)(i)	11,816
Other assets		57,383	(57,383)		
Miscellaneous receivables and other assets	71,958		106,826		178,784
Deferred income taxes	23,207	92,155		(92,155)(e)	23,207
Intangible assets	5,199		1,041	25,901 (j)	32,141
Deferred charges and prepaid expenses	17,952		17,479	(7,871)(k)	27,560
Total assets	$2,542,043	$1,060,408	$	$ 64,412	$3,666,863
Liabilities and Shareholders Equity					
Current liabilities:					
Short-term debt and commercial paper	$ 107,888	$ 10,660	$	$ 94,740 (l)	$ 213,288
Accounts payable and other liabilities	263,303	286,430	(143,186)	(63,774)(m)	342,022
				(751)(c)	
Amounts due to affiliates		118,890		(118,890)(d)	
Salaries, wages and benefits	257,517		97,837	(26,609)(n)	328,745
Income taxes	14,725		45,349	(45,349)(o)	14,725
Current portion of long-term debt	23,544				23,544

Total current liabilities	666,977	415,980		(160,633)	922,324
Long-term debt	350,515	3,573		434,905 (l)	788,993
Amounts due to affiliates		198,700		(198,700)(d)	
Accrued pension cost	270,179		17,377	1,723 (i)	289,279
Accrued postretirement benefits cost	413,319		156,084	(90,884)(n)	478,519

	Timken Historical	Torrington Historical	Reclassifications*	Pro forma Adjustments	Pro forma
Deferred income taxes		37,690		(36,217)(e)	1,473
Other non-current liabilities	21,980	202,269	(173,461)	(23,236)(p)	27,552
Total liabilities	1,722,970	858,212		(73,042)	2,508,140
Shareholders equity:					
Preferred stock (par)					
Stated capital	53,064				53,064
Other paid-in capital	256,664			339,650 (q)	596,313
Earnings invested in the business	736,212	216,493		(216,493)(r)	736,213
Accumulated other comprehensive (loss)	(226,867)	(14,297)		14,297 (r)	(226,867)
Total shareholders equity	819,073	202,196		137,454	1,158,723
Total liabilities and shareholders equity	$2,542,043	$1,060,408	$	$ 64,412	$3,666,863

* Certain amounts related to Torrington have been reclassified to conform with our presentation.

NOTES TO THE PRO FORMA BALANCE SHEET

a) Pursuant to the purchase agreement, cash is to be excluded from the assets transferred, except for certain amounts described in the purchase agreement.

b) Pursuant to the purchase agreement, we will also acquire the securitized accounts receivable designated pool of accounts from Ingersoll-Rand. This receivable balance is not included in Torrington s September 30, 2002 balance sheet.

c) Reflects the elimination of accounts receivable/payable between us and Torrington.

d) Reflects the elimination of Torrington s amounts due from/to affiliates not assumed in the Torrington acquisition.

e) Reflects the adjustments to Torrington s deferred income taxes resulting from the Torrington acquisition.

f) Reflects the adjustment of Torrington s inventory to estimated fair market value.

g) Reflects the write-up of property, plant and equipment to estimated fair market value.

h) Reflects the amount of purchase price in excess of the fair value of net assets acquired (goodwill).

i) Reflects the elimination of Torrington s prepaid and intangible pension assets and projected benefit obligation related to retired, deferred vested and inactive participants, which will not be assumed by us in the Torrington acquisition. Pursuant to the purchase agreement, no U.S. pension assets are to be transferred to us. This also reflects an adjustment to estimated fair value for the projected benefit obligation related to active employees for certain plans to be assumed by us in the Torrington acquisition.

j) Reflects the identifiable intangible assets acquired, at estimated fair market value.

k) Reflects the elimination of Torrington s prepaid assets not assumed in the Torrington acquisition.

l) Reflects the elimination of Torrington s debt not assumed in the Torrington acquisition, our issuance of new debt to finance a portion of the Torrington acquisition and our refinancing of commercial paper, as follows:

	Current	Long-term
	(in thousands)	
Torrington debt amounts not assumed by us	$ (3,660)	$ (3,573)
Our issuance of senior unsecured notes		250,000
Our refinancing of commercial paper	(26,600)	
Our draw under our new revolving credit facility (including $26.6 million to refinance commercial paper)		188,478
Our draw under our new accounts receivable facility	125,000	
	$ 94,740	$434,905

m) Reflects the elimination of certain Torrington payables not assumed in the Torrington acquisition, in accordance with the purchase agreement.

n) Reflects the elimination of Torrington s accumulated postretirement benefit obligation related to retired and inactive participants, which will not be assumed by us in the Torrington acquisition. This also reflects an adjustment to estimated fair value for the accumulated postretirement benefit obligation related to active employees for certain plans to be assumed by us in the Torrington acquisition.

o) Reflects the elimination of Torrington s accrued income taxes not assumed by us in the Torrington acquisition.

p) Reflects the elimination of certain long-term liabilities not to be assumed by us in the Torrington acquisition, including principally environmental liabilities and certain postemployment benefits. Pursuant to the agreement, we will be responsible for 30% of those environmental liabilities that are unknown at the time of the closing, up to a limit of $10 million. No known environmental liabilities will be assumed by us in the Torrington acquisition.

q) Reflects the common stock to be issued by us to Ingersoll-Rand and in this public offering to finance a portion of the Torrington acquisition, based on a per share price of $18.15, the last reported sale price per share of our common stock on January 27, 2003, without reduction for the fees and expenses of this offering, including underwriting discounts and commissions.

r) Reflects the elimination of the historical equity of Torrington.

UNAUDITED PRO FORMA STATEMENT OF OPERATIONS

For the Year Ended December 31, 2001
(in thousands, except share data)

	Timken Historical	Torrington Historical	Reclassifications*	Pro Forma Adjustments	Pro Forma
Net sales	$ 2,447,178	$ 1,088,712	$	$ (10,624)(a)	$ 3,525,266
Cost of products sold	2,046,458	885,009	22,400	(14,766)(b)	2,939,101
Gross profit	400,720	203,703	(22,400)	4,142	586,165
Selling, administrative and general expenses	363,683	106,912**		2,925 (c)	473,520
Impairment and restructuring charges	54,689	19,338			74,027
Operating (loss) income	(17,652)	77,453	(22,400)	1,217	38,618
Interest expense	(33,401)	(18,306)		(11,688)(d)	(63,395)
Interest income	2,109				2,109
Receipt of CDO payment (net of expense)	29,555		47,700	(47,700)(e)	29,555
Other (expense) income	(7,494)	25,209	(25,300)		(7,585)
(Loss) Income before income taxes	(26,883)	84,356		(58,171)	(698)
Provision for income taxes	14,783	36,537		(23,268)(f)	28,052
Net (loss) income	$ (41,666)	$ 47,819	$	$ (34,903)	$ (28,750)
Earnings per share	$ (0.69)				$ (0.37)
Earnings per share assuming dilution	$ (0.69)				$ (0.37)
Average shares outstanding	59,947,568			(g)	78,661,067
Average shares outstanding assuming dilution	59,947,568			(g)	78,661,067

* Certain amounts related to Torrington have been reclassified to conform with our presentation for the receipt of CDO payment.

** Amount includes $21.8 million for the year ended December 31, 2001 of allocated Ingersoll-Rand costs for services provided to Torrington. We estimate that we would have incurred $7.4 million for the year ended December 31, 2001 to provide these services to Torrington.

UNAUDITED PRO FORMA STATEMENT OF OPERATIONS

For the Nine Months Ended September 30, 2002
(in thousands, except share data)

	Timken Historical	Torrington Historical	Reclassifications	Pro Forma Adjustments	Pro Forma
Net sales	$ 1,905,177	$912,436	$	$ (7,438)(a)	$ 2,810,175
Cost of products sold	1,550,972	766,099		(14,808)(b)	2,302,263
			—		
Gross profit	354,205	146,337		7,370	507,912
Selling, administrative and general expenses	266,379	88,363*		1,605 (c)	356,347
Impairment and restructuring charges	24,986	3,229			28,215
			—		
Operating income	62,840	54,745		5,765	123,350
Interest expense	(23,996)	(12,999)		(9,886)(d)	(46,881)
Interest income	991				991
Receipt of CDO payment					
Other (expense) income	(12,490)	4,373			(8,117)
			—		
Income before income taxes	27,345	46,119		(4,121)	69,343
Provision for income taxes	12,360	18,118		(1,649)(f)	28,829
			—		
Income before cumulative effect of change in accounting principle	$ 14,985	$ 28,001	$	$ (2,472)	$ 40,514
Before cumulative effect of change in accounting principle:					
Earnings per share	$ 0.25				$ 0.51
Earnings per share assuming dilution	$ 0.25				$ 0.51
Average shares outstanding	60,459,277			(g)	79,172,776
Average shares outstanding assuming dilution	60,998,543			(g)	79,712,042

* Amount includes $16.3 million for the nine months ended September 30, 2002 of allocated Ingersoll-Rand costs for services provided to Torrington. We estimate that we would have incurred $5.5 million for the nine months ended September 30, 2002 to provide these services to Torrington.

NOTES TO PRO FORMA STATEMENTS OF OPERATIONS

(a) Reflects the elimination of sales by us to Torrington.

(b) Reflects the following:

	December 31, 2001	September 30, 2002
	(in thousands)	
i) Elimination of cost of products sold by us to Torrington	$ (8,626)	$ (6,040)
ii) Adjustment to depreciation expense for property, plant and equipment purchased in the Torrington acquisition, based on a composite useful life of 12 years	(9,747)	(10,096)
iii) Adjustment to recognize additional pension expense	9,425	4,786
iv) Elimination of periodic postretirement benefits costs related to retirees not assumed by us in the Torrington acquisition and adjustment to increase postretirement benefits costs related to active employees acquired based on our plan provisions	(5,818)	(3,458)
	$(14,766)	$(14,808)

(c) Reflects the following:

	December 31, 2001	September 30, 2002
	(in thousands)	
i) Amortization of acquired identifiable intangible assets based on an estimated useful life of 10 years	$2,741	$ 2,056
ii) Adjustment to recognize additional pension expense	947	702
iii) Elimination of periodic postretirement benefits costs related to retirees not assumed by us in the Torrington acquisition and adjustment to increase postretirement benefits costs related to active employees acquired based on our plan provisions	(763)	(1,153)
	$2,925	$ 1,605

(d) Reflects interest expense on the pro forma acquisition debt instruments as follows:

	December 31, 2001	September 30, 2002
	(in thousands)	
i) $250.0 million aggregate principal amount of unsecured senior notes at 7.5%	$ 18,750	$ 14,063
ii) $188.5 million in borrowings under our new senior credit facility at 4.0%	7,539	5,654
iii) Commitment fee on $311.5 million of unused revolver at 0.375%	1,168	876
iv) $125.0 million in borrowings under our new accounts receivable facility at 2.0%	2,500	1,875

v) Elimination of Torrington s interest expense	(17,737)	(12,183)
vi) Elimination of commercial paper interest expense at 2.0%	(532)	(399)
	$ 11,688	$ 9,886

(e) Reflects the elimination of receipts in 2001 under the CDO. Pursuant to the purchase agreement, the approximately $72.1 million payment received by Torrington under the CDO in the fourth quarter of 2002 will be retained by Ingersoll-Rand. We will pay to Ingersoll-Rand eighty percent (80%) of any amounts received by Torrington under the CDO for 2003 and 2004.

(f) Reflects the income tax effects of the pro forma adjustments, based on an effective tax rate of 40%.

(g) Reflects our average shares outstanding and average shares outstanding assuming dilution, based on 7,713,499 shares issued to Ingersoll-Rand based on a per share price for the shares of common stock to be sold in this offering of $18.15, the last reported sale price on January 27, 2003, and 11 million shares issued to the public in this offering.

SELECTED HISTORICAL FINANCIAL INFORMATION OF TIMKEN

The following selected consolidated historical financial data shown below as of and for each of the three years ended December 31, 2001 have been derived from our audited consolidated financial statements and the related notes included in this prospectus supplement. The following selected consolidated historical financial data as of September 30, 2002 and for the nine month periods ended September 30, 2001 and 2002 have been derived from our unaudited financial statements and the related notes included in this prospectus supplement. You should read the following data in conjunction with Management Discussion and Analysis of Financial Condition and Results of Operations and our audited and unaudited consolidated financial statements and the related notes included or incorporated by reference in this prospectus supplement.

	Year Ended December 31,			Nine Months Ended September 30,	
	1999	**2000**	**2001**	**2001**	**2002**
	(in thousands, except per share and ratio data)				
Statement of Operations Data:					
Net sales	$2,495,034	$2,643,008	$2,447,178	$1,873,603	$1,905,177
Cost of products sold	2,002,366	2,142,135	2,046,458	1,553,555	1,550,972
Selling, administrative and general expenses	359,910	367,499	363,683	276,655	266,379
Impairment and restructuring charges		27,754	54,689	49,405	24,986
Operating (loss) income	132,758	105,620	(17,652)	(6,012)	62,840
Interest expense	27,225	31,922	33,401	25,813	23,996
Income (Loss) before income taxes and cumulative effect of change in accounting principle, as reported	98,991	70,597	(26,883)	(35,526)	27,345
Provision for income taxes	36,367	24,709	14,783	7,358	12,360
Income (Loss) before cumulative effect of change in accounting principle, as reported	62,624	45,888	(41,666)	(42,884)	14,985
Cumulative effect of change in accounting principle					(12,702)
Net income (loss)	62,624	45,888	(41,666)	(42,884)	2,283
Earnings per share, as reported(1)	1.01	0.76	(0.69)	(0.71)	0.04
Diluted earnings per share, as reported (1)	1.01	0.76	(0.69)	(0.71)	0.04
Dividends per share	0.72	0.72	0.67	0.54	0.39
Weighted-average shares outstanding	61,795	60,557	59,948	59,980	60,459
Diluted weighted-average shares outstanding(2)	62,026	60,723	59,948	59,980	60,999
Balance Sheet Data (as of end of period):					
Working capital	$ 348,455	$ 311,090	$ 187,224	$ 170,191	$ 253,435
Property, plant and equipment (less depreciation)	1,381,474	1,363,772	1,305,346	1,305,345	1,237,407
Total assets	2,441,318	2,564,105	2,533,084	2,534,068	2,542,043
Total debt	449,890	514,604	497,015	590,348	481,947
Shareholders equity	1,045,981	1,004,682	781,735	914,700	819,073
Other Data:					
Net cash provided by operating activities	$ 277,418	$ 153,112	$ 179,871	$ 35,523	$ 89,056
Net cash used by investing activities	(194,112)	(152,506)	(99,334)	(63,002)	(40,600)
Net cash (used) provided by financing activities	(75,975)	3,037	(55,487)	44,268	(45,891)

EBITDA(3)	273,069	250,087	156,876	102,632	161,306
Depreciation and amortization	149,949	151,047	152,467	114,015	110,956
Capital expenditures	173,222	162,717	102,347	76,108	54,140
Ratio of earnings to fixed charges(4)	3.85	2.96	(5)	(6)	2.15

(1) Earnings per share, as reported, is calculated by dividing net income (loss), which includes goodwill amortization in all periods prior to January 1, 2002, by the weighted-average number of shares of common stock outstanding. Diluted earnings per share, as reported, is calculated by dividing net income (loss), which includes goodwill amortization in all periods prior to January 1, 2002, by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive impact of the potential issuance of shares of common stock upon exercise of outstanding stock options. Basic and diluted earnings per share calculate to the same amount for the periods shown. Excluding goodwill amortization, basic and diluted earnings per share would have increased by $0.08 per share for the years ended December 31, 1999, 2000 and 2001, and by $0.05 per share for the nine months ended September 30, 2001. See Note 5 to our audited consolidated financial statements included in this prospectus supplement.

(2) Computed by adjusting the weighted-average number of shares of common stock outstanding for the dilutive impact of the potential issuance of shares of common stock upon exercise of outstanding stock options.

(3) EBITDA is a measurement not calculated in accordance with GAAP. We define EBITDA as operating income (loss) less other expense (income) plus depreciation and amortization. We do not exclude from operating income (loss) for purposes of calculating EBITDA (a) reorganization expenses for the years ended December 31, 2000 and 2001 of $11.1 million and $12.6 million, respectively, and for the nine months ended September 30, 2001 and 2002 of $7.6 million and $14.3 million, respectively, and (b) impairment and restructuring expenses for the years ended December 31, 2000 and 2001 of $27.8 million and $54.7 million, respectively, and for the nine months ended September 30, 2001 and 2002 of $49.4 million and $24.9 million, respectively. We also do not exclude from other income (expense) the CDO payment of $29.6 million (net of expenses) for the year ended December 31, 2001. We do not intend EBITDA to represent cash flows from operations as defined by GAAP, and you should not consider it as an alternative to net income, cash flows from operations or any other items calculated in accordance with GAAP, or as an indicator of our operating performance. Our definition of EBITDA may not be comparable with EBITDA as defined by other companies. EBITDA is commonly used as an analytical indicator in our industries and also serves as a measure of leverage capacity and debt servicing ability. Following is a reconciliation of EBITDA to operating income (loss):

	Year Ended December 31,			Nine Months Ended September 30,	
	1999	**2000**	**2001**	**2001**	**2002**
			(in thousands)		
Operating income (loss)	$132,758	$105,620	$ (17,652)	$ (6,012)	$ 62,840
Other income (expense)	(9,638)	(6,580)	22,061	(5,371)	(12,490)
Depreciation and amortization	149,949	151,047	152,467	114,015	110,956
EBITDA	$273,069	$250,087	$156,876	$102,632	$161,306

(4) For purposes of calculating the ratio of earnings to fixed charges, earnings consist of income or loss before income taxes, extraordinary items, cumulative effects of accounting changes, amortization of capitalized interest and fixed charges excluding capitalized interest. Fixed charges consist of interest, both expensed and capitalized, and an estimate of the interest within rental expense.

(5) Earnings were inadequate to cover fixed charges for the year ended December 31, 2001. The coverage deficiency totaled $25,022,000 for that period.

(6) Earnings were inadequate to cover fixed charges for the nine-month period ended September 30, 2001. The coverage deficiency totaled $34,050,000 for that period.

MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and related notes and other financial data of Timken and Torrington each included elsewhere and incorporated by reference in this prospectus supplement.

Overview

We are a leading global manufacturer of highly engineered bearings, alloy and specialty steel and related components. We are the world s largest manufacturer of tapered roller bearings and alloy seamless mechanical steel tubing and the largest North American-based bearings manufacturer, and we employed approximately 18,000 people as of December 31, 2002.

We had net sales of $2.5 billion, $2.6 billion and $2.4 billion for the years ended December 31, 1999, 2000 and 2001 and $1.9 billion for the nine months ended September 30, 2002. We reported net income (loss) before cumulative effect of change in accounting principle of $62.6 million $45.9 million and ($41.7 million) for the years ended December 31, 1999, 2000 and 2001 and $15.0 million for the nine months ended September 30, 2002. We manufacture two basic product lines: anti-friction bearings and steel products, and we report our business in three segments: automotive bearings, industrial bearings and steel. Automotive bearings, industrial bearings and steel represented 31%, 36% and 33%, respectively, of our net sales for the year ended December 31, 2001 and 33%, 35% and 32%, respectively, of our net sales for the nine months ended September 30, 2002.

Industry Environment

In the second half of 2000, the United States and many global markets began to experience an industrial manufacturing recession and a decline in the automotive, rail and industrial businesses. Although in 2002 the automotive industry recovered from the downturn, we believe that output in the global automotive industry will be softer in 2003 compared to 2002. Moreover, the rail and industrial markets have shown few signs of recovery. This current prolonged economic weakness may continue to adversely affect most of the industries to which we sell our products.

Our results for the first nine months of 2002 benefited from some improvement in the automotive industry, both in our anti-friction bearings and steel segments. North American light truck production rebounded from the reduced levels experienced in the second half of 2000 and full year 2001. As expected, the stricter emissions standards for heavy trucks enacted in the fourth quarter of 2002, which were anticipated by the market and its customers, led to an increase in North American heavy truck sales in the third quarter of 2002, and fourth quarter heavy truck sales are likely to show a decrease compared to the third quarter of 2002. As described above, the weakened industrial market demand that adversely affected our earnings in the second half of 2000 and full year 2001 show few signs of recovery, and as a consequence, demand for industrial bearings, including our rail and aerospace products, remains weak. We expect aerospace sales also to drop as our customers cut the production of passenger planes due to continued adverse conditions in the aerospace industry.

The automotive, aerospace, heavy equipment and many other industries to which we sell our products are cyclical and tend to decline in response to overall declines in industrial production. As a result, our business is also cyclical and impacted by overall levels of industrial production. Our revenues may be negatively affected by changes in customer demand, changes in product mix and negative pricing pressure in the industries in which we operate. We mitigate our exposure to the cyclicality of the markets for our products by diversifying across and within industry market segments, increasing our aftermarket sales and producing more highly engineered, customer-specific products to certain customers while producing other products in large volumes and thus at lower cost. For the year ended December 31, 2001, no one customer represented more than 5.3% of our net sales (6.6% pro forma for the Torrington acquisition).

Strategic Manufacturing Initiative

Beginning in the second quarter of 2001, we undertook a strategic manufacturing initiative to allow us to more profitably execute our business strategies. The principal objectives of our strategic manufacturing initiative, attained primarily through internal cost cutting and reorganization, are creating focused factories for each product line or component; reducing our fixed costs; increasing production at our lowest cost plants; and implementing more efficient, higher quality manufacturing processes, through a program we call Lean Six Sigma.

As part of this strategic manufacturing initiative, we have closed or sold seven facilities in higher cost locations in the United States and Western Europe, and have expanded our bearings operations in lower cost areas of the world, such as Eastern Europe, South America and Asia. We have also reduced our workforce by approximately 1,700 associates since the second quarter of 2001. Through Lean Six Sigma, our program for driving efficiency and higher quality manufacturing, we seek to continue to improve our overall manufacturing processes by reducing cycle time, inventory and floor space, in order to optimize asset utilization. We took approximately $107.4 million in restructuring, impairment and reorganization charges from our strategic manufacturing initiative from the second quarter of 2001 through December 31, 2002.

Torrington Acquisition

On October 16, 2002, we entered into a purchase agreement with Ingersoll-Rand to acquire Torrington, a leading worldwide producer of needle roller, heavy-duty roller and ball bearings and motion control components and assemblies. We will pay Ingersoll-Rand $700 million in cash, subject to adjustment, and approximately $140 million in shares of our common stock for Torrington.

Torrington had net sales of $1.1 billion for the year ended December 31, 2001 and $912.4 million for the nine months ended September 30, 2002, employs approximately 10,500 people and operates 27 plants throughout the world. Torrington reported net income of $47.8 million for the year ended December 31, 2001 and $28.0 million for the nine months ended September 30, 2002, with its 2001 net sales about evenly split between its automotive division and its industrial division.

We intend to finance the cash portion of the Torrington acquisition in part with the net proceeds of our concurrent offering of senior unsecured notes and borrowings under our new senior credit facility. As a result, the acquisition will increase our level of indebtedness and will increase our exposure to the risks of global operations. However, we expect that the Torrington acquisition will increase the range of our manufacturing capabilities, adding complementary products and a strong technical sales force that will allow us to better serve our customers. The integration of Torrington into our business will be a significant challenge for us. We currently expect that, in connection with the Torrington acquisition, we will utilize cash resources of approximately $130 million on integration and implementation activities over the next four years.

On October 17, 2002, S&P publicly announced that it placed our ratings on CreditWatch with negative implications. Additionally, Moody s announced that it had placed our debt ratings under review for possible downgrade. These announcements were in response to our announcement of the Torrington acquisition. We believe that we have structured the transaction financing in a manner that will enable us to maintain an investment grade rating following the Torrington acquisition, although we cannot assure you that the rating agencies will agree with our view. Ratings reflect the view of the applicable rating agency at the time a rating is issued, and any explanation of the significance of a rating may be obtained only from the rating agency itself. A credit rating is not a recommendation to buy, sell or hold securities.

We intend to make an election under Section 338(h)(10) of the U.S. Internal Revenue Code to allow for the treatment of that portion of the Torrington acquisition that is a stock acquisition as if it were an asset acquisition. Accordingly, for tax purposes, our basis in the acquired U.S. assets will be stepped up to their fair market values, and we will be able to depreciate those assets using a higher basis than the historical amounts and reduce the amount of goodwill subject to 15-year amortization for tax purposes. We expect that this election will result in a substantial reduction in our cash payments for income taxes and therefore will increase our cash available for debt service or investment in our business over the next few years. We cannot, however, accurately determine the precise benefit of this election until we have completed a valuation of the underlying assets.

Recent Strategic Joint Ventures

On April 8, 2002, we announced an agreement with NSK Ltd. to form a joint venture to build a plant near Shanghai, China to manufacture certain tapered roller bearing product lines. Construction of the plant is expected to begin in early 2003, and production is scheduled to start early in 2004. Ownership of this joint venture, Timken-NSK Bearings (Suzhou) Co. Ltd., is divided evenly between NSK Ltd. and us.

On June 27, 2002, we announced an agreement with two Japan-based companies, Sanyo Special Steel Co., Ltd. and Showa Seiko Co., Ltd., to form a joint venture, Advanced Green Components, LLC, to supply forged and machined rings for bearing manufacture. The joint venture acquired the assets of our Winchester, Kentucky plant and commenced operations in late October 2002.

Pension Obligations

We sponsor a number of defined benefit pension plans that cover most of our U.S. and certain non-U.S. associates. Most of our other non-U.S. associates are covered by government plans. We also sponsor several unfunded post-retirement plans that provide health care and life insurance benefits for eligible retirees and dependents. The measurement of liabilities related to these plans is based on management s assumptions, in consultation with its actuary, related to future events, including return on pension plan assets, rate of compensation increases and health care cost trend rates. The discount rate is determined using a model that matches corporate bond securities against projected pension and postretirement disbursements. See Critical Accounting Policies and Estimates below. Actual pension plan asset performance increased unamortized pension losses at the end of 2002, which ultimately affects net income in subsequent years.

Generally accepted accounting principles for defined benefit plans require the creation of a minimum pension liability when a defined employee benefit plan does not have sufficient assets available to cover the accumulated benefit obligation. To the extent a plan has unrecognized prior service costs, an intangible pension asset is recorded. The remaining difference is then charged to other comprehensive income (loss), which is a component of shareholders equity. In 2001, lower investment performance, caused by lower stock market returns and a decline in prevailing interest rates, reduced our pension fund asset values and increased our accumulated benefit obligation, which required that we take a non-cash after-tax charge to accumulated other comprehensive loss of $122.5 million. Primarily as a result of a negative return on our pension fund assets and a further reduction in interest rate levels, we were required to further reduce shareholders equity by $254.3 million as of December 31, 2002. In addition, we expect that these factors will cause an increase in our pension expense in 2003. See Critical Accounting Policies and Estimates.

These same factors of lower investment performance and a decline in prevailing interest rates increased our defined benefit pension obligations. This increase, as well as our ongoing practice of managing our funding obligations over time, led us to determine to prepay a portion of our funding obligations under our pension plans. In 2002, we contributed $51.9 million in cash and an aggregate of $54.5 million in treasury shares and a small number of newly issued shares to our pension plans for this purpose. We currently expect to make substantial additional cash contributions to our pension plans in the near-term, but we cannot predict whether changing economic conditions or other factors will require or lead us to make contributions in excess of our current expectations, diverting funds we would otherwise apply to other uses.

Foreign Currency Translation

Our reporting currency is the U.S. dollar. However, the functional currency of the majority of our international subsidiaries is their local currency. We translate the amounts included in the consolidated statements of operations of our foreign subsidiaries into U.S. dollars on a monthly basis at weighted-average exchange rates that we believe are representative of the actual exchange rates on the dates of translation. Our international subsidiaries assets and liabilities are translated into U.S. dollars from the local currency at period-end exchange rates, and we record the resulting foreign exchange translation adjustments in our consolidated balance sheets as a component of accumulated other comprehensive loss. We incurred a $5.3 million foreign currency exchange loss in our operating results for the first nine months of 2002, compared to a loss of $5.6 million in the same period in 2001.

We and certain of our subsidiaries enter into forward exchange contracts to manage our exposure to currency rate fluctuations, primarily related to the purchases of inventory and equipment. The purpose of these foreign currency hedging activities is to minimize the effect of exchange rate fluctuations on business decisions and the resulting uncertainty on future financial results. At December 31, 2001, we had forward foreign exchange contracts, all having maturities of less than one year, with notional amounts of approximately

$19.5 million. The forward foreign exchange contracts were primarily entered into by our European subsidiaries to manage Euro, U.S. dollar and British pound exposures. The realized and unrealized gains and losses on these contracts are deferred and included in inventory or property, plant and equipment, depending on the transaction. These deferred gains and losses are reclassified from accumulated other comprehensive loss and recognized in earnings when the future transactions occur, or through depreciation expense.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. The following paragraphs include a discussion of some critical areas that require a higher degree of judgment, estimates and complexity.

Our revenue recognition policy is to recognize revenue when title passes to the customer. This happens generally at the shipping point, except for certain exported goods, for which it happens when the goods reach their destination. Selling prices are fixed based on purchase orders or contractual arrangements. Write-offs of accounts receivable have historically been low.

It is our policy to recognize restructuring costs in accordance with Emerging Issues Task Force Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs incurred in a Restructuring) and the SEC Staff Accounting Bulletin No. 100, Restructuring and Impairment Charges. Detailed contemporaneous documentation is maintained and updated on a monthly basis to ensure that accruals are properly supported. If management determines that there is a change in the estimate, the accruals are adjusted to reflect this change.

We sponsor a number of defined benefit pension plans that cover most associates, except for those at certain international locations who are covered by government plans. We also sponsor several unfunded postretirement plans that provide health care and life insurance benefits for eligible retirees and dependents. The measurement of liabilities related to these plans is based on management s assumptions related to future events, including return on pension plan assets, rate of compensation increases and health care cost trend rates. The discount rate is determined using a model that matches corporate bond securities against projected pension and post-retirement disbursements. Actual pension plan asset performance increased unamortized pension losses at the end of 2002, which ultimately affects net income in subsequent years.

For measurement purposes in 2001, we assumed a weighted-average annual rate of increase in the per capita cost (health care cost trend rate) for medical benefits of 9.00% for 2001 through 2002, declining gradually to 6.00% in 2006 and thereafter for pre-age 65 benefits, 6.00% for post-age 65 benefits for all years, and 15.00% for 2001 and 2002, declining gradually to 6.00% in 2014 and thereafter for prescription drug benefits. The assumed health care cost trend rate has a significant effect on the amounts reported. A one percentage point increase in the assumed health care cost trend rate would have increased the 2001 total service and interest cost components by $2.1 million and would have increased the post-retirement benefit obligation by $28.1 million. A one percentage point decrease would provide corresponding reductions of $1.9 million and $25.4 million, respectively.

For expense purposes in 2002, we applied a discount rate of 7.5% and an expected rate of return of 9.5% for our pension plan assets. A 0.25% reduction in the discount rate would increase pension expense by approximately $1.7 million for 2002. A 0.25% reduction in the expected rate of return would increase pension expense by approximately $3.2 million for 2002. This analysis assumes all other factors, such as census information, plan design, contribution levels and timing, are being held constant. We continue to review our existing assumptions regarding rates of return and discount rates. Given current market conditions and interest rates, and in light of the Torrington acquisition, we will apply a discount rate of 6.6% and an expected long-term rate of return of 8.75% on our pension plan assets, for expense purposes in 2003. We expect that these changes will increase our pretax pension expense by approximately $25 million in 2003.

SFAS, No. 109, Accounting for Income Taxes, requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. We estimate actual current tax due and assess temporary differences resulting from the treatment of items for tax and accounting purposes, which differences result in deferred tax assets and liabilities that are included within the balance sheet. Based on known and projected earnings information and prudent tax planning strategies, we then assess the likelihood that the deferred tax assets will be recovered. To the extent that we believe recovery is not likely, we establish a valuation allowance. In the event that we determine that we would be able to realize deferred tax assets in the future in excess of the net recorded amount, an adjustment to the deferred tax asset would increase income in the period in which such determination was made. Likewise, should we determine that we would not be able to realize all or part of the net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period in which such determination was made. At December 31, 2001, we had net deferred tax assets, after valuation allowances, of $70.1 million. Net deferred tax assets for these periods relate primarily to pension and post-retirement benefits, which we believe will result in future tax benefits.

Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. Historically, actual results have not differed significantly from those determined using the estimates described above.

Additional accounting policies are described in the Significant Accounting Policies note to the consolidated financial statements included and incorporated by reference in this prospectus supplement.

Results of Operations

Business Segments

Automotive Bearings Nine Months Ended September 30, 2002 Compared to Nine Months Ended September 30, 2001. Our automotive bearings segment includes products for passenger cars, light and heavy trucks and trailers. Global sales for our automotive segment for the first nine months of 2002 increased by 11.3% to $630.0 million, from $565.8 million in the first nine months of 2001. Widespread incentive programs on light vehicles and changing environmental regulations on heavy trucks drove North American demand in the first nine months of 2002. North American light truck production was up approximately 11% in the first nine months of 2002 compared to the same period in 2001. Medium and heavy truck production continued to be weak worldwide during this period. In North America, medium and heavy truck production decreased by 10% in the first nine months of 2002 compared to the same period in 2001. Latin American automotive markets continued to be negatively impacted by the current economic and political situations in that region.

Excluding $24.7 million and $25.1 million in restructuring and implementation charges for the first nine months of 2002 and 2001, respectively, and before interest and taxes, automotive bearings had earnings of $21.0 million in the first nine months of 2002, compared to a loss of $9.4 million in the first nine months of 2001. Including these charges, our automotive bearings segment had a loss before interest and taxes of $3.6 million in the first nine months of 2002, compared with a loss before interest and taxes of $34.6 million in the first nine months of 2001. This increase in EBIT (which we define as operating income plus other income (expense)), excluding restructuring and implementation charges, resulted from increased sales volume compared to the same period a year ago, increased savings enhanced by the strategic manufacturing initiative and aggressive business cost control. These increases more than offset the adverse impact of capacity constraints related to the strategic manufacturing initiative, foreign currency losses and costs incurred to meet higher than expected customer demand.

Selling, administrative and general expenses for our automotive bearings segment in the first nine months of 2002 were comparable to the same period in 2001. This business focused on controlling discretionary spending and realizing savings from the salaried workforce reduction in connection with our strategic manufacturing initiative, which offset the increased implementation charges and performance-based pay reserves as a result of stronger operating performance in the first nine months of 2002.

Automotive Bearings Year Ended December 31, 2001 Compared to Year Ended December 31, 2000. The decline in global automotive demand that began in the second half of 2000 continued to negatively impact sales of automotive bearings during 2001. Global automotive bearings sales for 2001 fell 10.6% to $751.0 million from $839.8 million in 2000. North American automotive bearings sales were down compared to 2000. Production levels were adversely impacted by increased import and transplant penetration in light vehicles and vehicle inventory reduction. Light truck production was down 8%, medium and heavy truck production was down 35% and trailer production was down 44% from 2000 levels. In Europe, automotive bearing sales decreased compared to 2000 levels. Excluding $31.0 million in restructuring, impairment and implementation charges and the favorable $3.0 million allocated portion of the CDO payment, EBIT for our automotive bearings segment reflected a loss of $11.9 million in 2001. Excluding $3.0 million in restructuring, impairment and implementation charges in 2000, EBIT for our automotive bearings segment reflected income of $27.6 million. Including these special charges in 2001 and 2000 and the CDO payment in 2001, EBIT was a loss of $39.9 million, compared to income of $24.6 million in 2000. The decline in EBIT was caused by lower sales volume, pricing pressures, higher electricity, natural gas and raw material costs and reduced plant activity, resulting in higher unabsorbed manufacturing costs. In 2001, a change was made to the corporate center cost allocation methodology to better align corporate costs, such as research and development, with the business receiving the direct benefit. Selling, administrative and general expenses for our automotive bearings segment were higher in 2001 than in 2000, primarily due to the increased allocation of corporate center expenses to the business and increased reorganization expense.

Industrial Bearings Nine Months Ended September 30, 2002 Compared to Nine Months Ended September 30, 2001. Our industrial bearings segment includes industrial, rail, aerospace and super precision products as well as emerging markets in China, India and Central and Eastern Europe. Net sales for our industrial bearings segment for the first nine months of 2002 were $658.2 million, a decrease of 2.9% over the first nine months of 2001 net sales of $678.0 million. Although general industrial demand strengthened modestly in the first nine months of 2002 compared to the same period in 2001, this strength was offset by weaker demand from aerospace and rail customers.

Excluding $13.9 million and $29.6 million in restructuring and implementation charges for the first nine months of 2002 and 2001, respectively, and goodwill amortization of $3.6 million for the first nine months of 2001, EBIT for our industrial bearings segment was $37.7 million, compared to $37.6 million in the first nine months of 2001. Including these charges, EBIT for our industrial bearings segment was $23.8 million for the first nine months of 2002, compared to $4.4 million in the first nine months of 2001. This improvement in EBIT performance, despite relatively flat volumes, was driven by improved product mix and efficiency improvements from the strategic manufacturing initiative, as well as aggressive business cost control. Also, EBIT for the first nine months of 2002 was favorably impacted by the discontinuation of goodwill amortization. This improvement was dampened by the weakened demand in our aerospace and super precision products, which resulted in additional costs associated with surplus capacity, reduced work schedules and redundancy costs as operations were ramped down.

Our industrial bearings segment s selling, administrative and general expenses in the first nine months of 2002 were comparable to the same period a year ago. The business has been focusing on controlling discretionary spending and realizing savings from the salaried workforce reduction in connection with our strategic manufacturing initiative, which offset the higher implementation charges and performance-based pay reserves as a result of stronger operating performance in the first nine months of 2002.

Industrial Bearings Year Ended December 31, 2001 Compared to Year Ended December 31, 2000. Net sales for our industrial bearings segment were $882.3 million in 2001, a decrease of 4.5% from 2000 net sales of $923.5 million. Globally, demand for industrial products decreased in 2001. Sales of our aerospace and super precision products increased about 10% in 2001 compared to 2000, but were offset by the continued decline in sales of our rail products. North American railcar production in 2001 was at its lowest level since 1992. Excluding $33.6 million in restructuring, impairment and implementation charges and the favorable $28.0 million allocated portion of the CDO payment, EBIT for our industrial bearings segment was $37.7 million in 2001, compared to $72.4 million in 2000, which excluded $18.1 million in restructuring, impairment and implementation charges. Including these special charges in 2001 and 2000 and the CDO payment in 2001, EBIT was $32.1 million in 2001, compared to $54.3 million in 2000. Lower sales volume, unfavorable product mix, higher electricity and natural gas costs and lower production levels reduced profitability in 2001 compared to 2000. Improved EBIT performance in our aerospace and super precision products was not enough to offset the decline in profitability experienced in our overall industrial bearings segment. Selling, administrative and general expenses for our industrial bearings segment in 2001 were lower compared to 2000. Although the reserve for doubtful accounts increased year over year as a result of a rail customer s bankruptcy filing in 2001, this increase was more than offset by the favorable impact on expenses resulting from the revised corporate center cost allocation methodology mentioned above.

Steel Nine Months Ended September 30, 2002 Compared to Nine Months Ended September 30, 2001. Net sales for our steel segment, including intersegment sales, totaling $740.6 million in the first nine months of 2002 declined 0.5%, compared to net sales of $744.3 million in the same period in 2001. Sales to automotive and general industrial customers increased 21% and 14%, respectively, in the first nine months of 2002 compared to the first nine months of 2001. However, sales to other customers continued to be sluggish. Sales to the bearing industry, other than automotive suppliers, were weak, and sales of our aerospace products decreased 3% in the first nine months of 2002 compared to the same period in 2001. Additionally, sales to oil country and steel service center customers decreased nearly 38% in the first nine months of 2002 compared to the same period in 2001.

Excluding restructuring and implementation charges of $0.8 million for the first nine months of 2002, EBIT for our steel segment was $32.3 million. This compares with EBIT of $19.6 million in the first nine months of 2001, excluding restructuring and implementation charges of $2.2 million and goodwill amortization of $0.9 million. Including restructuring and reorganization charges and goodwill amortization, EBIT for our steel segment was $31.5 million for the first nine months of 2002, compared to $16.5 million in the same period in 2001. The increase in EBIT was the result of continuing cost-control actions. Our steel segment has reduced operating costs through a combination of price reductions, product substitution and lower consumption. Although scrap and alloy costs continued to increase in the first nine months of 2002 compared to the same period in 2001, natural gas costs were lower than in the first nine months of 2001 and contributed to the improved operating performance. Additionally, labor productivity increased during the first nine months of 2002 compared to the first nine months of 2001 due to efficiency improvements and increased production levels. We expect scrap and alloy costs to be higher in the fourth quarter of 2002 compared to 2001 levels.

Steel Year Ended December 31, 2001 Compared to Year Ended December 31, 2000. Our steel segment s net sales, including intersegment sales, decreased by 10.8% to $960.4 million in 2001, compared to $1.1 billion in 2000. Weaker customer demand in the last half of 2001 led to lower sales in nearly all of our steel business sectors. The exceptions were sales to aerospace and oil country customers, which increased modestly from 2000 levels. Automotive demand, which began softening in the fourth quarter of 2000 and continued throughout 2001, negatively impacted sales for our steel segment. Sales to bearing customers decreased. Imports continued to negatively affect the steel business by lowering market prices in the United States. In addition, the strong U.S. dollar continued to hurt our steel business competitiveness in global markets. In June 2001, President Bush directed the ITC to initiate an investigation on steel imports under Section 201 of the U.S. Trade Act, urging multilateral negotiations to reduce global excess steel capacity and calling for multilateral negotiations to address market-distorting factors in the world steel trade. Our steel segment contributed to the investigation by completing the ITC questionnaires. In late October 2001, the ITC voted and unanimously affirmed that injury had been caused by surges of low priced imports of hot-rolled and cold-finished steel bars. Excluding our steel segment s portion of the restructuring, impairment and implementation charges of $2.7 million, EBIT in 2001 decreased 67.7% to $12.0 million, compared to $37.1 million in 2000, which excluded $17.8 million in special charges. Including restructuring, impairment and implementation charges, EBIT for our steel segment was $9.3 million, compared to $19.3 million in 2000. Due to pressure from imports, our steel segment has had to lower prices to maintain market share in certain segments, resulting in lower margins. The decline in EBIT was primarily due to lower sales volume and reduced operating levels in response to market conditions. However, continued cost-cutting actions and lower raw material and energy costs in the last half of 2001 favorably impacted EBIT performance. The average unit cost for natural gas was higher in 2001 compared to 2000, but reduced operating levels caused natural gas consumption in 2001 to be lower than 2000. Our steel segment s selling, administrative and general expenses in 2001 decreased compared to 2000. Although there were increased costs associated with the alliance with Axicon Technologies, Inc. and the acquisition of Lecheres Industries SAS, these increases were offset by the cost savings obtained from various cost-reduction efforts implemented by the business during 2001. In addition, the 2001 revisions to corporate center cost allocation methodology mentioned above favorably impacted our steel segment expenses.

Consolidated Results of Operations

Nine Months Ended September 30, 2002 Compared to Nine Months Ended September 30, 2001. We reported net sales of $1.9 billion for the first nine months of 2002, an increase of 1.7% from the same period in 2001. We reported net income for the first nine months of 2002 of $2.3 million after the cumulative effect of accounting change related to the impairment of goodwill, compared to a net loss of $42.9 million in the first nine months of 2001. In the first nine months of 2002, we incurred total pre-tax restructuring and implementation charges of $39.3 million. These charges included $25.0 million in the first nine months of 2002 related to impairment and restructuring charges and $14.3 million related to implementation expenses, which were reflected in our cost of products sold and selling, administrative and general expenses for the first nine months of 2002. The first nine months of 2001 included pre-tax charges of $57.0 million, of which $49.4 million represented impairment and restructuring charges and $7.6 million represented implementation charges. In addition, net income for the first nine months of 2002 was favorably impacted by the discontinuation of goodwill amortization, which was $4.6 million (pre-tax) in the first nine months of 2001.

Our gross profit was $354.2 million (18.6% of net sales) in the first nine months of 2002, compared to $320.0 million (17.1% of net sales) in the same period in 2001. Gross profit performance improved due to higher sales volume, cost containment and savings generated from our strategic manufacturing initiative. In addition, in the first nine months of 2002, gross profit was favorably impacted by the discontinuation of goodwill amortization, which was $4.6 million (pre-tax) in the first nine months of 2001.

Selling, administrative and general expenses were $266.4 million (14.0% of net sales) in the first nine months of 2002, compared to $276.7 million (14.8% of net sales) recorded in the first nine months of 2001. Although implementation charges increased $4.5 million in the first nine months of 2002 compared to the same period in 2001, as did performance-based pay reserves, these increases were offset by savings related to the salaried workforce reduction in connection with our strategic manufacturing initiative and continuing focused control on discretionary spending.

Foreign currency exchange losses included in our operating results for the first nine months of 2002 totaled $5.3 million, compared to an expense of $5.6 million in the same period in 2001. The lower expense in 2002 is primarily attributable to certain international subsidiaries having payables denominated in currencies other than their own functional currency.

As part of our strategic manufacturing initiative commenced in the second quarter of 2001, we announced our intention to close bearing plants in Columbus, Ohio and Duston, England, and to sell a tooling plant in Ashland, Ohio. In light of the market weakness experienced throughout 2001, we announced in June 2001 that we were stepping up the strategic manufacturing initiative. This included accelerating the previously announced closings in Columbus and Duston. The Columbus bearing plant ceased manufacturing operations on November 9, 2001, while the Duston plant ceased manufacturing operations in the fourth quarter of 2002. From the commencement of the strategic manufacturing initiative through September 30, 2002, we have closed or sold seven facilities in higher cost locations such as the United States and Western Europe, and have expanded our bearings operations in lower cost areas of the world, such as Eastern Europe, South America and Asia. From the second quarter of 2001 through September 30, 2002, we reduced our workforce by approximately 1,700 associates.

During the nine months ended September 30, 2002, we recorded $39.3 million in restructuring and implementation charges related to our strategic manufacturing initiative, compared to $57.0 million in the same period in 2001. Excluding these special charges, we recorded pre-tax income of $66.6 million (after-tax income of $41.3 million) in the first nine months of 2002, compared to $21.4 million ($8.9 million after tax) in the same period in 2001. Including these items, we reported net income of $2.3 million after the cumulative effect of change in accounting principle related to the impairment of goodwill, compared with a net loss of $41.7 million for the year ended December 31, 2001. We received payments of $29.6 million in the fourth quarter of 2001 and $50.2 million in the fourth quarter of 2002, in each case, net of expenses, resulting from the CDO. We may not receive any future payments under the CDO, and we cannot predict the amount of any such payments we may receive.

Year Ended December 31, 2001 Compared to Year Ended December 31, 2000. We reported net sales of $2.4 billion in 2001, a decrease of 7.4% from $2.6 billion in 2000. Continuing weakness in industrial demand and the U.S. manufacturing recession contributed to the decreased sales and profits for 2001. The strong U.S. dollar continued to hurt business competitiveness in global markets. We experienced declining demand in key sectors, including North American heavy truck and rail, as well as inventory balancing in the North American light truck and SUV market. Globally, demand for industrial products decreased in 2001. Aerospace and super precision sales increased modestly over 2000 levels. Sales of steel products in all markets except aerospace were significantly lower.

Gross profit in 2001 was $400.7 million, or 16.4% of net sales, down from $500.9 million, or 19.0% of net sales. The impact of the lower sales volume, fueled by weakened automotive and industrial product demand as well as reduced operating levels to control inventory, reduced profitability in 2001 compared to 2000. In 2001, gross profit included $7.7 million in reorganization and implementation costs, compared to $4.1 million in 2000. In 2001, the economic downturn resulted in a reduction of 777 positions, and our restructuring efforts led to an additional 762 reductions.

The operating loss for 2001 was $17.6 million, compared to income of $105.6 million in 2000. We recorded $54.7 million in restructuring and impairment costs and $12.6 million in implementation and reorganization costs in 2001, compared to $27.8 million in restructuring and impairment costs and $11.1 million in reorganization costs in 2000. Selling, administrative and general expenses decreased to $363.7 million, or 14.9% of net sales, in 2001, compared to $367.5 million, or 13.9% of net sales, in 2000. This decrease was primarily caused by reduced compensation expense.

During 2001, we had two active cost-reduction programs: an efficiency initiative announced in March 2000 and concluded during the first quarter of 2001, and our strategic manufacturing initiative announced in April 2001 to allow us to more profitably execute our business strategies. The efficiency initiative announced in March 2000 concluded during the first quarter of 2001, with total charges of $49.4 million, or $10.5 million in 2001, recorded for impairment, restructuring and reorganization. Of the $49.4 million total charges recorded between March 2000 and March 2001, $20.7 million were impairment expenses, $13.0 million related to restructuring expenses and $15.7 million were reorganization expenses. During the year, $2.0 million in restructuring expenses were reversed as a result of an overaccrual in severance for associates included in the efficiency initiative but not severed. Total severance payments of $13.0 million were disbursed as of December 31, 2001. Estimated savings related to this program realized through the end of 2001 approximated $26 million before taxes. During 2001, 106 positions were identified and eliminated due to the efficiency initiative. Combined with positions eliminated during 2000, this resulted in a total elimination of 694 positions as part of the efficiency initiative.

From the announcement of the strategic manufacturing initiative in April 2001 through the end of 2001, 856 associates left the company. Of that number, 618 people were from the Duston and Columbus plants, Canadian Timken Ltd. and associates included in the initiative for whom severance has been paid. The remaining 238 associates retired or voluntarily left the company by the end of the year, and their positions have been eliminated. We announced additional cost-saving actions under the strategic manufacturing initiative in August 2001. We took steps to further reduce capital spending, delay or scale back certain projects and reduce salaried employment. The reductions affected about 300 salaried associates concentrated in North America and Western Europe. The affected associates exited the company by the end of 2001.

From our strategic manufacturing initiative, we had achieved estimated annualized pre-tax savings of $21.0 million as of the end of 2001. The charges incurred for this initiative through December 31, 2001 totaled $56.8 million. Of that amount, $15.1 million were curtailment charges, $1.5 million were related to impaired assets, $30.8 million were severance expenses, $1.4 million were exit costs and the remaining $8.0 million were implementation charges classified as cost of products sold ($4.1 million) and selling, administrative and general expenses ($3.9 million). The curtailment charges of $15.1 million were for the pension and postretirement benefits related to the shutdown of the Columbus plant. The $30.8 million of severance costs and $1.4 million in exit costs were related to the shutdown of the Columbus and Duston plants as well as reductions in the salaried workforce. As of December 31, 2001, cash payments of $9.1 million had been made for severance, resulting in a remaining accrual balance of $21.4 million. Of the total $30.8 million in severance costs, $0.3 million was paid and expensed when incurred.

The majority of the increase in income reflected in other income (expense) in 2001 versus 2000 came from the $31.0 million CDO payment, as well as gain on sales of property in Canada and Germany. This income was partially offset by the increased foreign currency translation losses we recorded during 2001. Foreign currency translation losses related to non-hyperinflationary economies totaled $0.9 million in 2001, compared to income of $2.6 million in 2000. The increase in translation losses is related to the continued weakening of European currencies against a strong U.S. dollar and the devaluation of the Brazilian *real* during 2001. Our subsidiary in Romania is considered to operate in a highly inflationary economy. In 2001, we recorded unrealized exchange losses of $2.3 million related to the translation of Timken Romania s financial statements, compared to a gain of $4.0 million in 2000. The expense was impacted by the strength of the U.S. dollar.

Although we recorded a loss before income taxes for the twelve months ended December 31, 2001, we recorded a consolidated tax provision as a result of our generating income in certain jurisdictions on which taxes must be provided and losses in other jurisdictions, which are not available to reduce overall tax expense.

Liquidity and Capital Resources

We continued to take actions during the first nine months of 2002 to control costs, generate cash and reduce debt, focusing on discretionary spending. Cash increased by $3.4 million in the first nine months of 2002, and debt decreased by $15.1 million to $481.9 million as of September 30, 2002, from $497.0 million as of December 31, 2001. Our total-debt-to-total-capital ratio at September 30, 2002 was 37.0%, although pro forma for the Torrington acquisition, the ratio would have been 47.0%. As of December 31, 2002, our total-debt-to-total-capital ratio increased to 43.1%, due primarily to the decrease in shareholders equity described above. Following the Torrington acquisition, to the extent possible, we intend to continue our efforts to reduce debt. We expect to satisfy any cash requirements in excess of cash generated from operating activities through drawings under our new revolving credit facility and any available borrowings under our new accounts receivable facility.

Capital Expenditures

Our business requires ongoing capital investments to maintain our existing level of operations, introduce new products and implement productivity improvements. In the first nine months of 2002, these capital expenditures totaled $54.1 million, compared with $76.1 million in the first nine months of 2001. These investments totaled $102.3 million for the full year 2001. Capital expenditures in 2001 and the first nine months of 2002 focused on achieving manufacturing improvements by expanding our lower cost facilities, improving quality and reducing labor cost, in accordance with our strategic manufacturing initiative, and investing in new product programs. Our reductions in capital expenditures in recent periods reflect our drive for further efficiency and productivity, as well our efforts to control spending.

We currently expect capital expenditures for 2003 and beyond to increase from previous levels in light of the Torrington acquisition, as well as the need to invest in new product programs.

Working Capital

Total assets as shown on our consolidated condensed balance sheets increased by approximately $9.0 million from December 31, 2001 to September 30, 2002. Inventory balances at September 30, 2002 increased approximately 8% compared to year-end 2001 levels. Our number of days supply in inventory as of September 30, 2002 was 110 days compared to 105 days as of December 31, 2001. Total number of days supply in inventory at September 30, 2002 for our bearings segment was comparable with the prior year period, while inventory increased 11 days for our steel segment. The increase in inventories for our steel segment in the first nine months of 2002 was a result of the increase in operating levels to meet increased automotive customer demand. The number of days supply in inventory for our steel segment as of December 31, 2001 was extremely low as a result of depressed customer demand in the fourth quarter of 2001. Accounts receivable increased by $68.6 million in the first nine months of 2002. The increase was due primarily to the increase in sales levels. The number of days sales in receivables at September 30, 2002 was comparable to December 31, 2001, which was 51 days.

As shown on our unaudited consolidated condensed statement of cash flows, the increase in inventories used $35.2 million of cash during the first nine months of 2002. Other assets used $6.8 million in cash during the first nine months of 2002. This was primarily due to the funding of the e-business joint ventures and other affiliations, which was offset by the collection of the receivable related to the Ashland plant fixed assets sale, as well as other receivables collected during the period. Accounts payable and accrued expenses provided $46.1 million of cash in the first nine months of 2002, primarily due to an increase in amounts payable to suppliers and an increase in the amounts reserved for performance-based pay due to our better performance in the first nine months of 2002. This increase in accounts payable and accrued expenses was offset by the restructuring accrual payments made during the first nine months of 2002. Purchases of property, plant and equipment, net used $33.8 million of cash in the first nine months of 2002, a decrease of 45% from the $61.8 million spent during the same period in 2001.

In the first nine months of 2002, we contributed $51.9 million in cash and an aggregate of $54.5 million in treasury shares and a small number of newly issued shares of our common stock to our pension plans to prepay a portion of our funding obligations under our pension plans. Although the stock component of the pension plan contribution did not use any available cash, we may in future periods determine to fund such obligations in whole or in part with cash on hand that would otherwise be used for other purposes. We cannot predict precisely the level of such obligations for future periods. We currently expect to make substantial additional cash contributions in the near-term, but we cannot predict whether changing economic conditions or other factors will lead or require us to make contributions in excess of our current expectations, diverting funds we would otherwise apply to other uses.

Financing

Our contractual debt obligations and contractual commitments outstanding as of September 30, 2002 were as follows (in millions):

		Payment Due by Period			
	Total	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
			(in millions)		
Long-term debt	$374.1	$23.5	$ 9.6	$103.1	$237.9
Commercial paper	26.6(1)	26.6			
Other lines of credit	81.3(2)	81.3			
Operating leases	$ 57.1	$13.3	$21.9	$ 5.7	$ 16.2

(1) We expect all of such amounts to be repaid in connection with the Torrington acquisition.

(2) We may incur additional borrowings under our new senior credit facility to repay all or a portion of such amounts.

Our capital lease obligations are immaterial.

We entered into our existing $300 million senior credit facility, comprised of a revolving loan facility, including prime rate loans and eurodollar loans and a competitive bid option, on July 10, 1998 with a syndicate of financial institutions for which Keybank National Association, which we refer to as KeyBank, acts as agent. At September 30, 2002 under this facility, we had no amounts outstanding and $273.4 million available due to the current use of this facility to back-stop our commercial paper obligations. In connection with the Torrington acquisition, any amounts which may be outstanding under this facility at the closing of the acquisition will be repaid in full from the proceeds of our new senior credit facility described below, and our existing credit facility will be terminated. At September 30, 2002, we had $292.0 million of medium-term notes and $70.7 million of industrial revenue bonds outstanding, none of which we expect to repay in connection with the Torrington acquisition. We are currently in compliance with all our covenants under our existing credit facility and our other debt agreements, and we expect to remain so following the Torrington acquisition.

Excluding letters of credit and guarantees supporting current outstanding debt, we have approximately $31.5 million in various letters of credit and guarantees outstanding. We are also the guarantor of a $27.5 million letter of credit for PEL Technologies, LLC, one of our U.S. joint ventures.

On October 16, 2002, we entered into a purchase agreement with Ingersoll-Rand to acquire Torrington for $700 million in cash, subject to adjustment, and approximately $140 million in shares of our common stock. In connection with the Torrington acquisition, on December 31, 2002, we entered into a new $875 million senior credit facility, comprised of a one-year term loan facility of up to $375 million and a five-year revolving credit facility of up to $500 million, with a syndicate of financial institutions for which Bank of America, N.A. and KeyBank are acting as co-administrative agents, KeyBank is acting as paying agent and Banc of America Securities LLC and KeyBank are acting as joint lead arrangers and book managers, Merrill Lynch is acting as syndication agent, and Morgan Stanley Bank is acting as documentation agent. This facility provides for borrowings in foreign currencies of up to $100 million and the issuance of letters of credit of up to $150 million, each of which are sublimits of the revolving credit facility. The revolving credit facility expires five years from the initial funding date. All amounts outstanding under our new senior credit facility will be guaranteed by all of our existing and future direct and indirect domestic subsidiaries.

We expect to borrow under our new senior credit facility to fund, in part, the Torrington acquisition, and to fund our working capital, capital expenditures and other lawful requirements. Under the terms of our new senior credit facility, we are required to use the proceeds of the revolving credit facility to repay any amounts outstanding under, and then terminate, our existing senior credit facility. We also currently intend to use borrowings under our new senior credit facility to repay all of our outstanding commercial paper obligations upon the closing of the Torrington acquisition. We may also use borrowings under our new senior credit facility to repay up to $81.3 million of additional short-term debt.

We do not expect to borrow under the term loan component of our new senior credit facility unless we are unable to consummate our concurrent notes offering on or prior to the closing of the Torrington acquisition. We will be obligated to repay any amounts drawn under the term loan facility within one year. We intend to refinance with long-term debt issued in the capital markets any amounts drawn under the term loan facility as promptly as practicable after the drawing. If we do not borrow under the term loan component of our new senior credit facility, the term loan facility will expire upon consummation of the Torrington acquisition.

Acquiring Torrington will increase our level of debt as a consequence of the related financings we will undertake through our concurrent notes offering, our new senior credit facility and our new accounts receivable facility, as well as the working capital needs of Torrington. Subject to the limits contained in our senior credit facilities, accounts receivable facility and other debt agreements, we may also incur additional debt in the future.

On October 24, 2002, we filed a shelf registration statement with the SEC registering the sale of up to $900 million of common stock, preferred stock, debt securities, warrants, depositary shares, stock purchase contracts and stock purchase or equity units. This offering and our concurrent notes offering are being made under that shelf registration statement.

On December 19, 2002, The Timken Corporation, or TTC, a wholly owned consolidated subsidiary of ours, entered into an agreement to sell, on an ongoing basis, certain domestic trade receivables to a wholly-owned, special-purpose subsidiary, Timken Receivables Corporation, which we refer to as TRC. We are permitted to securitize up to $125 million of accounts receivable under this agreement. No trade receivables have yet been sold under the facility. We intend to borrow up to $125 million under this facility to finance a portion of the consideration for the Torrington acquisition.

Shareholders Equity

Our balance sheet as of September 30, 2002 reflects a non-cash foreign currency translation adjustment of $2.7 million, which decreased shareholders equity, compared to a non-cash foreign currency translation adjustment of $13.3 million that decreased shareholders equity in the first nine months of 2001. Although the Brazilian *real* and Argentine *peso* continued to be devalued during the first nine months of 2002, the adverse impact was more than offset by the strength of currencies against the U.S. dollar in many of the other countries in which we operate. The opposite was true during the first nine months of 2001, when our results were negatively impacted by the continued weakening of currencies.

Total shareholders equity increased by approximately $37.3 million in the first nine months of 2002. The increase in equity was primarily the result of the contribution of treasury shares and a small number of newly issued shares, together valued at an aggregate of $54.5 million, to the pension plans for our associates and other stock transactions, net income of $2.3 million, the non-cash foreign currency translation adjustment of $2.7 million, a non-cash adjustment of $0.4 million related to outstanding and settled derivative instruments and the payment of $23.5 million in dividends.

Quantitative and Qualitative Disclosures About Market Risk

Changes in short-term interest rates related to three separate funding sources impact our earnings. These sources are: commercial paper issued in the United States, floating rate tax-exempt U.S. municipal bonds with a weekly reset mode and short-term bank borrowings at international subsidiaries. If the market rates for short-term borrowings increased by 1% worldwide, the impact would be an increase in interest expense of $1.3 million, with a corresponding decrease in income before taxes of the same amount. This amount was determined by considering the impact of hypothetical interest rates on our borrowing cost, year-end debt balances by category and an estimated impact on the tax-exempt municipal bonds interest rates.

Fluctuations in the value of the U.S. dollar compared to foreign currencies, predominantly in European countries, also impact our earnings. The greatest risk relates to products shipped between our European operations and the United States. Foreign currency forward contracts and options are used to hedge these intracompany transactions. Additionally, hedges are used to cover third-party purchases of product and equipment. As of December 31, 2002, there were $72.1 million of hedges in place. A uniform 10% weakening of the dollar against all currencies would have resulted in a change of $6.5 million on these hedges. In addition to the direct impact of the hedged amounts, changes in exchange rates also affect the volume of sales or the foreign currency sales price as competitors products become more or less attractive.

Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board, or FASB, issued SFAS No. 141, Business Combinations, and No. 142, Goodwill and Other Intangible Assets. Under SFAS No. 142, goodwill and certain other intangible assets are no longer amortized but are reviewed annually for impairment. Intangible assets that are separable and have a definite life will continue to be amortized over their useful lives. If, based on the impairment reviews, the related assets are found to be impaired, their carrying value is adjusted through a charge to earnings. We began applying the new accounting rules for goodwill and other intangible assets beginning in the first quarter of 2002.

In accordance with the adoption of SFAS No. 142, we evaluated the impairment of indefinite lived intangible assets and determined that none were impaired based on estimations in market value. Fair value of each of our five reporting units was determined by discounted cash flows and validated with various market-comparable approaches. Based on the results of this review, we recorded a transitional impairment loss of $12.7 million, net of an income tax benefit of $7.8 million, which relates to the specialty steel business. The transitional impairment loss was recorded in the third quarter of 2002 as a non-cash charge and reflected as the cumulative effect of a change in accounting principle.

In October 2001, the FASB issued SFAS No. 144, Accounting for Impairment or Disposal of Long-Lived Assets. SFAS 144 supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. SFAS 144 retains the existing requirements for long-lived assets to be held and used, but it establishes one accounting model for long-lived assets to be disposed of by sale and revises guidance for assets to be disposed of other than by sale. Adoption of SFAS No. 144 did not have any effect on our financial position or results of operations.

In April 2002, the FASB issued SFAS 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections. This statement rescinds SFAS 4, Reporting Gains and Losses from Extinguishment of Debt, in which the FASB determined that gains and losses from debt extinguishments were to be recorded as extraordinary items. The provisions of SFAS 145 are effective for fiscal years beginning after May 31, 2002, with earlier adoption encouraged. We are currently reviewing the provisions of SFAS No. 145 to determine its impact upon adoption.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, which addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force, or EITF, Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized and measured initially at fair value only when the liability is incurred. Under EITF 94-3, a liability for an exit cost was recognized at the date of an entity s commitment to an exit plan. SFAS No. 146 is effective for exit and disposal activities that are initiated after December 31, 2002. SFAS No. 146 has no effect on charges recorded for exit activities begun prior to this date, and therefore we continue to recognize restructuring costs in connection with the strategic manufacturing initiative in accordance with EITF Issue No. 94-3. We do not expect to incur additional charges with respect to the initiative following December 31, 2002. We do not expect the adoption of this statement to have a material effect on our financial position or results of operations.

In November 2002, the FASB issued Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. Interpretation No. 45 s disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. The initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002. Interpretation No. 45 requires certain guarantees to be recorded at fair value. We are currently evaluating the effect of Interpretation No. 45 on our previous accounting for guarantees issued prior to the date of initial application.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities. In general, a variable interest entity is a corporation, partnership, trust or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. Interpretation No. 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity s activities or entitled to receive a majority of the entity s residual returns or both. The consolidation requirements of Interpretation No. 46 apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements apply to pre-existing entities in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply in all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. We are currently evaluating the impact of Interpretation No. 46 on our financial position.

BUSINESS

Overview

Our Business

We are a leading global manufacturer of highly engineered bearings, alloy and specialty steel and related components. We are the world s largest manufacturer of tapered roller bearings and alloy seamless mechanical steel tubing and the largest North American-based bearings manufacturer. We have facilities in 27 countries on six continents, and we employed approximately 18,000 people as of December 31, 2002.

We had net sales of $2.5 billion, $2.6 billion and $2.4 billion for the years ended December 31, 1999, 2000 and 2001 and $1.9 billion for the nine months ended September 30, 2002. We reported income (loss) before cumulative effect of change in accounting principle of $62.6 million, $45.9 million and ($41.7 million) for the years ended December 31, 1999, 2000 and 2001 and $15.0 million for the nine months ended September 30, 2002. We manufacture two basic product lines: anti-friction bearings and steel products, and we report our business in three segments: automotive bearings, industrial bearings and steel. Automotive bearings, industrial bearings and steel represented 31%, 36% and 33%, respectively, of our net sales for the year ended December 31, 2001 and 33%, 35% and 32%, respectively, of our net sales for the nine months ended September 30, 2002.

In the bearing industry, we are best known for our principal product, the tapered roller bearing, which was originally patented in 1898 by our founder, Henry Timken. Our tapered roller bearings are used in a wide variety of products and applications, including passenger cars, trucks, aircraft wheels, locomotives and railroad cars and equipment for agriculture, construction, mining, pulp and paper processing, power generation, metal processing and metal mills. We also produce high-quality spherical and cylindrical roller bearings for large gear drives, rolling mills and other process industry and infrastructure development applications. In addition, our aerospace and super precision facilities produce high-performance ball and cylindrical bearings for ultra high-speed and high-accuracy applications. These types of bearings are used in aircraft and helicopter engines, gear boxes, transmissions, flight and fuel controls, missile guidance systems, dental handpieces, robotic equipment and semiconductor manufacturing equipment. A small part of our business involves providing bearing reconditioning services for industrial and railroad customers, both internationally and domestically.

Our steel products include steels of intermediate alloy, low alloy and carbon grades. We also make vacuum processed specialty steels. Our steel products are available in a wide range of solid and tubular sections with a variety of lengths and finishes. We sell our steel products, including semi-finished and finished precision steel components, to other anti-friction bearing companies and to companies in the automotive, tooling, aerospace, forging and oil and gas drilling industries, and to steel service centers. For the year ended December 31, 2001, approximately 15% of our steel production was consumed in our bearings operations.

Our Segments

For the year ended December 31, 2001 and the nine months ended September 30, 2002,

- our automotive bearings segment had net sales of $751 million and $630 million, respectively, and earnings before interest and taxes of $39.9 million and $(3.6 million), respectively;
- our industrial bearings segment had net sales of $882 million and $658 million, respectively, and earnings before interest and taxes of $32.1 million and $23.9 million, respectively; and
- our steel segment had net sales to external customers of $814 million and $617 million, respectively, and earnings before interest and taxes of $9.3 million and $31.5 million, respectively.

Our automotive and industrial bearings businesses have historically participated in the global bearing industry, while our steel business has concentrated primarily on U.S. customers. However, over the past few years, our steel business has acquired non-U.S. companies, including Timken Desford Steel, in Leicester, England, which specializes in the manufacturing of seamless mechanical tubing, and Lecheres Industries SAS, the parent company of Bamarec S.A., a precision component manufacturer based in France.

Strategic Manufacturing Initiative

Maintaining high standards of product quality and reliability while keeping production costs competitive is essential to our ability to compete with domestic and international manufacturers in both the anti-friction bearing and steel businesses. Beginning in the second quarter of 2001, we undertook an aggressive transformation of our manufacturing operations to allow us to more profitably execute our business strategies described below. The principal objectives of our strategic manufacturing initiative, attained primarily through internal cost cutting and reorganization, are:

- creating focused factories for each product line or component;

- reducing our fixed costs;

- increasing production at our lowest cost plants; and

- implementing our Lean Six Sigma program.

As part of this strategic manufacturing initiative, we have closed or sold seven facilities in higher cost locations in certain parts of the United States and Western Europe, and have expanded our bearings operations in lower cost areas of the world, such as Eastern Europe, South America and Asia. In addition, we undertook a salaried workforce reduction program as a part of the initiative, and we have reduced our workforce by approximately 1,700 associates since the second quarter of 2001. Through Lean Six Sigma, our program for driving for efficiency and higher quality manufacturing, we seek to continue to improve our overall manufacturing processes by reducing cycle time, inventory and floor space, in order to optimize asset utilization. As of December 31, 2002, we had achieved an estimated annualized rate of pre-tax savings of approximately $80 million from our strategic manufacturing initiative, and we expect to increase this savings rate to approximately $120 million by the end of 2004.

The Torrington Acquisition

On October 16, 2002, we entered into a purchase agreement with Ingersoll-Rand Company Limited to acquire its Engineered Solutions business, including certain of its joint venture interests, operating assets and subsidiaries, including The Torrington Company. We will pay Ingersoll-Rand $700 million in cash, subject to adjustment, and approximately $140 million in shares of our common stock for Torrington, a leading worldwide producer of needle roller, heavy-duty roller and ball bearings and motion control components and assemblies. Upon completion of the Torrington acquisition, we will have global leadership positions in the needle and tapered roller bearing and alloy steel industries. The closing of this offering is contingent upon the closing of the Torrington acquisition. See Risk Factors Risks Related to the Torrington Acquisition and Description of the Torrington Purchase Agreement and Related Agreements in this prospectus supplement.

Torrington

Torrington has been a leader in the bearing industry for over 100 years and is a leading manufacturer of needle roller bearings. It produces a wide range of bearings sold under a number of brand names, including Torrington needle roller bearings, Torrington heavy-duty roller bearings, Nadella precision needle roller bearings and linear motion solutions and Fafnir ball bearings and housed units. Torrington also produces a variety of precision motion control components and assemblies, such as steering shaft assemblies and steering column shafts. Torrington sells its products directly or through authorized distributors to automotive and industrial manufacturers, as well as to aftermarket users throughout the world. In recent years, Torrington has expanded its worldwide business through a series of acquisitions and joint ventures in France, Germany, China and India.

Torrington had net sales of $1.1 billion for the year ended December 31, 2001 and $912.4 million for the nine months ended September 30, 2002, employs approximately 10,500 people and operates 27 plants throughout the world. Torrington has two business divisions: automotive engineered solutions and industrial engineered solutions. Torrington s 2001 net sales were about evenly split between its two divisions.

The Torrington automotive business manufactures a variety of products, including roller and needle bearings and other components used in an automobile s transmission, chassis, steering column and engine. Many of these products, such as column locks and rotary tilt products for steering columns, are highly engineered, with precision technology, and are specially designed through collaborative efforts between Torrington and its customers. These products are primarily sold to OEMs, including large automobile manufacturers, and their principal suppliers. We believe that Torrington has created a high degree of customer loyalty as a result of this collaborative process and customization.

The Torrington industrial business produces a broad range of products, including roller bearings, needle bearings, wider inner ring ball bearings and housed units, radial ball bearings, super precision ball bearings, airframe control bearings, precision machined bearings and precision components and assemblies. These products are sold to OEMs as well as through a global distributor network.

In October 2001, Torrington acquired the remaining 50% external ownership in Nadella, S.A., previously a joint venture investment with a third party. Nadella produces metric precision needle bearings for steering and engine applications in Europe and has added $91.5 million in consolidated revenue to Torrington for the nine months ended September 30, 2002.

Strategic Benefits of the Torrington Acquisition

We expect to realize a number of strategic and competitive benefits as a result of the Torrington acquisition, including the following:

Expanding our global presence and market share. The Torrington acquisition will combine our global leadership position in tapered roller bearings with Torrington s leadership position in needle roller bearings. We expect the Torrington acquisition to provide us with opportunities to expand our geographic presence and enhance our industry coverage through increased scale and a stronger international distribution network, particularly in Europe and Asia. We expect this expanded global reach to enable us to compete more effectively with established worldwide firms and regional competitors, although we will also become more susceptible to the risks associated with international operations. Nevertheless, we believe that with Torrington, our combined global presence and enhanced product lines will better position us to capitalize on the trend among customers toward consolidating suppliers of their bearings and steel products.

Strengthening our core automotive business with a complementary product offering. We expect the Torrington acquisition to enhance our ability to produce a broader range of products for use in the powertrain, an area of the vehicle that uses both bearings and precision engineered solutions. We believe Torrington s highly engineered, value-added powertrain product portfolio complements our existing wheel hub portfolio and driveline solutions, will enable us to offer greater system design capability and will provide us with a broader product offering to better serve our customers. We expect future design change and growth in both the powertrain and wheel hub areas.

Broadening our industrial product portfolio. We expect the Torrington acquisition to strengthen our existing industrial business by broadening our product base and increasing our cross-selling opportunities, resulting in an increase in the penetration of our products into a broader installed base. In order to capitalize on these opportunities, we may have to overcome difficulties and incur costs in connection with retraining our skilled engineers and sales personnel, coordinating geographically diverse organizations and retooling and reprogramming our equipment and information technology systems. Ultimately, we believe the Torrington acquisition will enable us to achieve economies of scale with our customers and improve our service capabilities, providing us with more opportunities to become a preferred supplier to our customers. We believe the Torrington acquisition will expand our presence in the industrial service and aftermarket businesses and will enhance our position as a leading supplier of bearings and related products to the industrial aftermarket worldwide.

Increasing cost savings and manufacturing efficiencies. We intend to integrate Torrington into our operations by combining Torrington s automotive engineered solutions business with our automotive bearings segment and Torrington s industrial engineered solutions business with our industrial bearings segment. We believe we can generate incremental cost savings throughout the combined company, by realizing economies of scale, rationalizing facilities to consolidate manufacturing operations, combining engineering and technology efforts and eliminating duplicative distribution and back office systems. In connection with the Torrington acquisition, we believe we can achieve estimated pre-tax savings of approximately $80 million by the end of 2005 before implementation costs, including estimated pre-tax savings of approximately $20 million by the end of the first year following the acquisition. These savings are in addition to the savings described above relating to our strategic manufacturing initiative.

We may not, however, be able to realize the anticipated cost savings or other benefits from the integration of Torrington, either in the amount or the time frame we currently expect, and the costs of achieving these benefits may be higher than we currently expect.

Enhancing our technology innovation platform. We believe that Torrington has one of the most flexible and responsive product development programs in the bearing industry. We expect to leverage the best practices of Torrington s product development programs across our core bearings technology and to apply our strong research focus across Torrington s product line. Although we may face initial challenges in consolidating functions and integrating procedures and technologies, we anticipate that ultimately these dual efforts will enable us to develop value-added products and to better meet the needs of our customers.

Industry Overview

Anti-friction Bearings

The anti-friction bearing industry is highly fragmented, with approximately 200 firms manufacturing products and providing related services. Without giving effect to the Torrington acquisition, the seven largest bearings producers account for approximately 65% of the world s bearings sales.

Major product types include tapered roller bearings; cylindrical, spherical and needle roller bearings; miniature and precision bearings; and shaft and spindle ball bearings. In order to remain competitive, firms have increasingly become more global by moving manufacturing facilities to lower cost, export-oriented operations in emerging markets to improve cost positions and expand geographic presence.

The majority of products and services in the world bearing industry are sold directly to OEMs and distributors in a wide variety of industry segments that include automotive, aerospace, rail and industrial equipment (including agricultural, construction, process industries and mining equipment), as well as electronics and electrical equipment. Consolidation among OEMs and industrial distributors has resulted in a significant shift in the industry. Large, global buyers have begun to purchase products from bearing suppliers with large, installed manufacturing bases and strong customer relationships, who can offer a single-source comprehensive product line. Further, as OEMs become more global, buyers are seeking partners with international distribution networks that can match diverse geographic sourcing needs. The aftermarket is also an important segment for manufacturers, as it is often characterized by a higher margin replacement business, which may include technical service and support.

Increasingly, end users are focusing on their core businesses and outsourcing maintenance activities to specialists in many industries. This change is driving the growth of companies, like ours, who can provide these services to their customers on a global basis to continue to expand profitable relationships. We expect a growing proportion of total revenues in the bearing industry to be derived in the near future from providing these maintenance services.

Steel

The steel industry is highly fragmented and competitive, with a multitude of firms providing a variety of steel grades and related services. Steel products range from commodity-type, low-grade steel (reinforcing bars and beams) for a diverse set of industries, to high-performance alloys and specialty steels for a narrower range of industry applications in the aerospace and automotive markets. Pricing is relatively inflexible in the commodity markets and significantly improves for more highly engineered, value-added steels.

The steel industry, in general, has undergone a significant shift due to a variety of factors, including, most notably, increased international competition due to global overcapacity, government regulation, improvements in manufacturing technologies and demand for lighter weight substitutes, such as plastic, aluminum, graphite composites and ceramics. Intense competition and an unfavorable pricing environment have resulted in a number of bankruptcies in the U.S. steel industry, primarily in the steel mill sector. This change in the competitive landscape has forced many steel manufacturers to close plants, move to lower cost manufacturing facilities or shift their product mix to more highly engineered, value-added steel production. Steel suppliers ability to invest in research and development, lower production costs and maintain adequate access to low-cost sources of capital are fundamental competitive advantages in the market today.

Competitive Strengths

We believe that our core strengths provide us with a competitive advantage that has allowed us to remain consistently at the forefront of our industry. We believe the Torrington acquisition will enhance our competitive strengths, which include:

Being a leading worldwide manufacturer of anti-friction bearings and alloy steel. We are a leading global manufacturer of highly engineered bearings, alloy and specialty steel and related components, with operations on six continents. Over the course of our more than 100-year history, we have become the world s largest manufacturer of tapered roller bearings and alloy seamless mechanical steel tubing. Torrington is a leading manufacturer of needle roller, heavy-duty roller and ball bearings and motion control components and assemblies. With the acquisition of Torrington, we will have global leadership positions in the needle and tapered roller bearing and alloy steel industries. Maintaining this leading position in the global markets for bearings and steel will depend on the success of our operating plans, including our ability to achieve fully the benefits of our strategic manufacturing initiative and successfully integrate Torrington into our operations.

A comprehensive product offering with leading brands. We offer a broad array of products and services in the industries in which we operate. Many of our and Torrington s brands have an extensive history within the bearing industry and are well known for their quality, reliability and performance. We believe our brand name recognition and customer awareness help us to capture additional business, as well as to maintain existing customers, particularly as our customers look to reduce their supplier base.

A diverse business mix and customer base. We provide our products and services to a wide range of industries and customers, which reduces our dependence on particular geographic or industry segments. We serve a diverse range of industries, including automotive, construction, aerospace and defense, agriculture, mining, metals, rail, energy, machine tool and general industrial. Many of these industries, however, are cyclical, and our exposure in these areas could negatively impact our business during general economic or industry-specific downturns. Our customers include both OEMs and aftermarket distributors. We expect the Torrington acquisition to complement our existing customer base and enhance our industrial aftermarket sales, allowing us to offset to some extent the cyclicality within the industries we serve.

Global manufacturing capabilities. Our extensive global manufacturing network allows us to provide our products to our worldwide customers efficiently. We continue to focus on lowering our cost structure by creating focused factories for each product line or component, reducing our fixed costs and increasing production at our lowest cost plants. We also continue to implement Lean Six Sigma into our manufacturing and business processes to further improve quality and productivity. We intend to apply these techniques within the combined company to further reduce our overall cost structure. Our ability to reduce costs is, however, dependent on many complex factors, including economic conditions, severance requirements and engineering achievements, as well as our ability to implement changes to our existing operations without disruption.

An experienced management team. Our executive management team has on average more than 19 years of experience with our company. In addition, our operational management team has substantial materials science expertise and engineering capabilities, which provide them with a distinctive skill set to apply to the bearing industry. As a result of their specialized knowledge, this team has developed strong relationships with, and an intimate understanding of, our customers, as well as the industries we serve.

Business Strategy

Our strategy is to achieve profitable growth by continuing to pursue the following initiatives:

Build on our customer centric focus to further partner with customers and diversify our customer base. We work collaboratively with our customers in our research and development efforts to allow us to manufacture products that fit our customers individual requirements, cost less and provide improved performance. We intend to continue to work closely with our customers to provide significant product improvements, create differentiated products and distribute our products efficiently. We believe this partnership approach creates significant brand equity, fosters long-term relationships with our customers and positions us to expand our already diverse customer base. For example, by providing integrated products that meet our customers needs, we are able to offer our customers higher value-added solutions. Other examples of this partnership approach are the several e-business initiatives we have implemented to better serve our industrial distribution customers and expand our distribution capabilities worldwide.

Leverage our technology and engineering competencies to introduce complementary new products. Since 1999, we have invested approximately $50 million annually into our research and development efforts to generate new revenue, reduce costs, develop more comprehensive solutions for our customers and enhance our manufacturing efficiency. We plan to continue leveraging our significant research and development investments and engineering expertise to develop highly differentiated and customized products and to produce them more efficiently for our customers.

Continuously improve our manufacturing processes. Through our strategic manufacturing initiative, we have put into place additional training and personnel needed to further drive process improvements, including through our Lean Six Sigma effort. Using Lean Six Sigma, we seek to improve our overall manufacturing processes by reducing cycle time, inventory and floor space, which results in higher returns on our invested capital. We also intend to continue to enhance our productivity and reduce costs through process improvements achieved through research and development and changes driven by skilled plant managers.

Expand our international presence. Over the last 10 years, we have opened or acquired new manufacturing and distribution facilities in the United Kingdom, France, Mexico, Singapore, the Netherlands and Italy and expanded our lower cost bearing manufacturing centers in Poland, Romania and China. We have also formed joint ventures in emerging markets such as Brazil and China. These facilities further expand our more than 80-year international presence, improve our overall cost position and enable us to better meet customer demand for local sourcing of products. We seek to continue our strategy of international expansion, including through the Torrington acquisition, which will enable us to further develop our presence in Europe and Asia and provide additional opportunities for us to benefit from globalization.

Products and Services

We manufacture two basic product lines: anti-friction bearings and steel. Differentiation in these two product lines comes in two different ways:

by bearing type or steel type; and

by the applications of bearings and steel.

The following table describes our and Torrington s principal products and services by business segment for both OEMs and the aftermarket:

Business Segment	Products and Services	Applications
Automotive Bearings		
Automotive Applications	Bearings and related parts.	Axles, front and rear wheels, transmissions, transaxles and continuously variable transmissions for light-, medium- and heavy-duty trucks, passenger cars, motorcycles, recreational vehicles and heavy-duty truck trailers.
Automotive Engineered Solutions (Torrington)	Bearings and related parts, engine valvetrain components, steering column sub-assemblies and components.	Engines, transmissions, chassis applications, steering applications and engine applications.
Industrial Bearings		
Industrial Applications	Bearings, bearing refurbishment services and diagnostics.	Transmissions, wheels, axles, crankshafts and hydraulic cylinders for excavators, haulage trucks, crawler dozers, backhoes, combines, tractors and drilling tools for the construction, agriculture, mining, oil and gas, power generation, rolling mill, pulp and paper and printing industries.
Industrial Engineered Solutions (Torrington)	Roller bearings, needle bearings, wider inner ring ball bearings and housed units, radial ball bearings, super precision ball bearings, airframe control bearings, precision machined bearings, bearing assemblies, precision components and assemblies, speed and position sensors, bearing procurement services, sourced bearings and new material solutions.	Industrial applications in agriculture, consumer equipment, aerospace, construction, machine tools, defense, natural resources, mining, steel paper production and general industrial equipment.
Rail Applications	New and remanufactured bearings and housings and friction management systems.	Wheels, drive trains and motor suspension units in rail transit and passenger cars, freight cars and locomotives.
Aerospace and Super Precision Applications	Bearings, new and refurbished components and precision assemblies.	*Aerospace:* aircraft and helicopter engines, gearboxes, transmissions, landing wheels and flight and fuel controls. *Super Precision:* semiconductor robotic equipment, x-ray machines, medical instruments and other industrial assemblies. *Dental:* handpiece components, assemblies and repairs.

Business Segment	Products and Services	Applications
Steel		
Alloy Steel	High-quality bar and seamless mechanical tubing.	*Aerospace:* aircraft engine main shafts, landing gear and high-strength fasteners and oil and gas drilling tools and guns. *Construction and Farming:* hydraulic cylinders, bearings, axles and crankshafts. *Automotive and Truck:* powertrain and driveline performance components, including gears, shifter sleeves, bearings, crankshafts and constant velocity joint components.
Precision Steel Components	Semi-finished and finished parts, including internal ring gears, sun gears, races, hubs, clutch shafts, axle shafts, track pins, constant velocity joint cages and outer race prop shafts.	Power-transfer drivetrain applications for the automotive and industrial industries.
Specialty Steel	More than 300 specialty grades of steel.	Medical implants, aircraft landing gear, corrosion-resistant petrochemical equipment, high- performance metal cutting and forming tools, custom knife blades and high-temperature fasteners for a broad range of specialty industries.

Anti-Friction Bearings

We and Torrington each serve an array of industries and manufacture products for a diverse range of highly specialized end-use applications in the anti-friction bearings market.

Tapered Roller Bearings. In bearings, we are best known for the tapered roller bearing, which Henry Timken, our founder, originally patented in 1898. The tapered roller bearing is our principal product in the anti-friction bearing product line. It consists of four components:

the cone, or inner race;

the cup, or outer race;

the tapered rollers, which roll between the cup and cone; and

the cage, which serves as a retainer and maintains proper spacing between the rollers.

We manufacture or purchase these four components and then sell them in a wide variety of configurations and sizes.

The tapered rollers permit ready absorption of both radial and axial loads in combination. For this reason, tapered roller bearings are particularly well adapted to reducing friction where shafts, gears or wheels are used. The applications for tapered roller bearings have diversified from the original application on horse-drawn wagons to applications on passenger cars, light and heavy trucks, trains, as well as a wide range of industrial applications, ranging from very small gear drives to bearings over two meters in diameter for wind energy machines. Further differentiation has come in the form of adding sensors to these bearings, which measure parameters such as speed, load, temperature or overall bearing condition.

Matching bearings to the specific requirements of customers applications requires engineering, and often sophisticated analytical techniques. The design of our tapered roller bearing permits distribution of unit

pressures over the full length of the roller. This fact, combined with high precision tolerance, proprietary internal geometry and premium quality material, provides our bearings with high load carrying capacity, excellent friction-reducing qualities and long life.

Precision Cylindrical and Ball Bearings. Our aerospace and super precision facilities produce high-performance ball and cylindrical bearings for ultra high-speed and/or high-accuracy applications in the aerospace, medical and dental, computer disk drive and other industries. These bearings utilize ball and straight rolling elements and are in the super precision end of the general ball and straight roller bearing product range in the bearing industry.

A majority of our aerospace and super precision bearings products are custom-designed bearings and spindle assemblies. They often involve specialized materials and coatings for use in applications that subject the bearings to extreme operating conditions of speed and temperature.

Spherical and Cylindrical Bearings. Our facility in Romania produces spherical and cylindrical roller bearings for large gear drives, rolling mills and other process industry and infrastructure development applications. We expect that our cylindrical and spherical roller bearing capability will be significantly enhanced with the acquisition of Torrington s broad range of spherical and heavy-duty cylindrical roller bearings for standard industrial and specialized applications. These products are sold worldwide to OEMs and industrial distributors serving major industries, including construction and mining, natural resources, defense, pulp and paper production, rolling mills and general industrial goods.

Needle Bearings. With the acquisition of Torrington, we will become a leading global producer of highly engineered needle roller bearings. Torrington produces a broad range of radial and thrust needle roller bearings, as well as bearing assemblies, which are sold to OEMs and industrial distributors worldwide. Major applications include products for the automotive, consumer product, construction and agriculture and general industrial goods industries.

Motion Control Components and Assemblies. Torrington also produces a variety of precision motion control components and assemblies. These products, which include steering intermediate shaft assemblies, steering column shafts and precision pins and shafts, are sold to the automotive and industrial markets worldwide. Torrington has manufacturing facilities for these products in the United States and South America.

Steel

Our steel products include steels of low and intermediate alloy, vacuum-processed alloys, tool steel and some carbon grades. These products are available in a broad range of solid and tubular sections with a variety of finishes. Our customers use these steel products in a wide array of applications, including bearings, automotive transmissions, engine crankshafts, oil drilling, aerospace and other similarly demanding applications. Approximately 15% of our steel production is consumed in our bearings operations.

We also produce custom-made steel products, including alloy and steel components for automotive and industrial customers. This business has provided us with the opportunity to further expand our market for tubing and capture higher value-added steel sales. This also enables our traditional tubing customers in the automotive and bearing industries to take advantage of higher performing components that cost less than current alternative products. Customizing of products is a growing portion of our steel business.

Customers

We and Torrington have a number of customers in the automotive industry, including both OEMs and their suppliers, as well as aftermarket distributors. We believe that because of the size of that industry, the diverse bearing applications and the fact that our and Torrington s business is spread among a number of customers, both international and domestic, in OEM and aftermarket distribution, our and Torrington s relationships with the automotive industry are well diversified. In addition, we serve a wide range of customers in the agriculture, mining, construction, oil and gas, mining, rolling mill and other process industries, as well as the aerospace and rail industries, including both OEMs and distributors.

We have entered into individually negotiated contracts with some of our customers in our automotive bearings, industrial bearings and steel segments. These contracts may extend for one or more years and, if a price is fixed for any period extending beyond current shipments, customarily include a commitment by the customer to purchase a designated percentage of its requirements from us. Contracts extending beyond one year that are not subject to price adjustment provisions do not represent a material portion of our sales. We do not believe that there is any significant loss of earnings risk associated with any given contract.

Our steel business has historically concentrated on steel consumers in the United States. For the year ended December 31, 2001, approximately 15% of our steel production was consumed in our bearings operations. Our other customers consist of a wide range of manufacturers, including automotive customers, which primarily include large OEMs, major automotive systems suppliers and specialty forging companies. Our steel segment also supplies a wide range of bearing companies, from multinational, full-line producers to smaller, single product specialists. Our steel business customer base is diverse, with customers ranging from small, family-owned companies to large, international conglomerates. We also sell our steel products to the energy sector, which is comprised of customers focused on the exploration, drilling and extraction of oil and natural gas. Our steel segment s distribution network is comprised of over 30 authorized distributors, including full-line steel distributors and some focused product specialists.

Competition

The anti-friction bearing business is intensely competitive in every country in which we sell products. Substantial downward pricing pressures exist in the United States and other countries even during periods of significant demand. We compete primarily based on price, quality, timeliness of delivery and design and the ability to provide engineering support and service on a global basis. We compete with domestic manufacturers and many foreign manufacturers of anti-friction bearings, including SKF, INA-Holding Schaeffler KG, NTN Corporation, Koyo Seiko Co., Ltd. and NSK Ltd.

Competition within the steel industry, both domestically and worldwide, is intense and is expected to remain so. More than 30 U.S. steel companies have declared bankruptcy in recent years and have either ceased production or, more often, been acquired by other companies. Global production overcapacity is also likely to continue, which, combined with the high levels of steel imports into the United States, has exerted downward pressure on domestic steel prices and has resulted in, at times, a dramatic narrowing, or with many companies, the elimination, of gross margins. Our worldwide competitors for seamless mechanical tubing include Copperweld, Plymouth Tube, V & M Tube, Sanyo Special Steel, Ovako Steel and Tenaris. Our competitors for steel bar products include North American producers such as Republic Engineered Products, Mac Steel, North Star Steel and a wide variety of offshore steel producers who import into North America. Competitors in the precision steel market include Metaldyne, Linamar and overseas companies such as Showa Seiko, SKF and FormFlo. In the specialty steel category, manufacturers compete for sales of high-speed, tool and die and aerospace steels. High-speed steel competitors in North America and Europe include Erasteel, Bohler and Crucible. Tool and die steel competitors include Crucible, Carpenter Technologies and Thyssen. The principal competitors for our aerospace products include Ellwood Specialty, Slater/ Atlas and Patriot (formerly Republic Technologies Inc.).

Joint Ventures

We continue to expand our international presence through joint ventures and acquisitions. In the first quarter of 2001, we formed International Components Supply Ltda., a joint venture between our Brazilian subsidiary, Timken do Brasil, and SKF do Brasil, a subsidiary of SKF, to acquire the assets of a machining facility located at the SKF do Brasil bearing plant in Cajamar, Sao Paulo, Brazil. This independent, equally-owned manufacturing facility serves as a source of forged and turned steel rings for bearing manufacture and provides us with an opportunity to utilize available capacity in Brazil, reduce costs and establish a local source of forged and turned steel rings for bearings.

On April 6, 2001, we announced an agreement with Bardella, a Brazilian corporation, to form Bardella Timken Industrial Services. This joint venture is equally owned by us and Bardella and is located in Guarulhos, near Sao Paulo, at a previously existing Bardella facility. Bardella Timken Industrial Services provides repair and engineering services for a variety of rolling mill components, including bearings, chocks, rolls, mandrels, reels, coilers and gear and pinion boxes to the steel and aluminum industries in Brazil. It also offers overhead crane maintenance services, as well as contract operation of mill roll maintenance shops. The venture combines our in-depth knowledge of the mill environment with Bardella s local leadership in the industrial equipment business, allowing our local rolling mill service department to become a separate revenue producing entity in Brazil.

On April 8, 2002, we announced an agreement with NSK Ltd. to form Timken-NSK Bearings (Suzhou) Co. Ltd. to build a plant near Shanghai, China to manufacture certain tapered roller bearing product lines. Construction of the plant is expected to begin in early 2003, and production is scheduled to start early in 2004. Ownership of this joint venture will be divided evenly between NSK Ltd. and us.

On June 27, 2002, we announced an agreement with two Japan-based companies, Sanyo Special Steel Co., Ltd. and Showa Seiko Co., Ltd., to form Advanced Green Components, LLC to supply forged and machined rings for bearing manufacture. The joint venture operates as an independent manufacturing business. It acquired the assets of our Winchester, Kentucky plant and commenced operations at the beginning of November 2002.

For a discussion of our e-business distribution joint venture, see Sales, Marketing and Distribution below.

Sales, Marketing and Distribution

Anti-Friction Bearings

Our products in the automotive bearings and industrial bearings segments are sold principally by our internal sales organization. Our sales organization consists of a separate sales force for each of our business segments. The combined bearings sales forces account for approximately 80% of our total sales force.

Traditionally, a main focus of our sales strategy has consisted of collaborative projects with our customers. For this reason, we have primarily located our sales forces in close proximity to our customers rather than at our production sites, and in some instances we have located our sales forces inside our customers facilities. Our sales force is highly trained and knowledgeable regarding all of our bearings products, and associates assist our customers during the development and implementation phases and provide support on an ongoing basis.

Torrington has also located its sales force in close proximity to its customers. This will facilitate the integration of the two sales forces as well as the necessary cross-training efforts. Furthermore, because the fundamental engineering principles behind Torrington s and our bearings are substantially the same, cross-training will be limited to educating each of the teams about the particular aspects of the different bearing products. We expect that our and Torrington s sales forces will market and sell the full line of products manufactured by the combined company. Through the combination of our respective sales forces and elimination of redundancies, we anticipate that we will be able to reduce costs and achieve savings.

A major portion of our customer shipments are made directly from our warehouses, which are located in a number of cities in the United States, Canada, the United Kingdom, France, Mexico, Singapore, Argentina and Australia. However, a growing number of shipments are made directly from plant locations. The warehouse inventories are augmented by authorized distributor and jobber inventories throughout the world that provide local availability when service is required. The majority of Torrington shipments are made directly from plant locations.

In January 2001, we entered into a joint venture in North America focused on joint logistics and e-business services. This alliance, which we founded together with INA USA Corporation, SKF USA Inc. and Reliance Electric Industrial Company, an affiliate of Rockwell International Corporation that we refer to as Reliance, is called Colinx LLC. The e-business service was launched in April 2001 and is focused on information and business services for authorized distributors in the industrial bearings segment. In January 2001, we also formed another e-business joint venture in Europe. This alliance, which we founded together with SKF AB, Sandvik AB, Industriewerk Schaffler INA-Ingenieurdienst GmBH and Reliance, is called Endorsia.com International AB. This e-business service was launched in October 2001 and is focused on information and business services for authorized distributors in the industrial bearings segment.

Steel

Approximately 15% of our steel production is consumed in our bearing operations. In addition, we make sales to other anti-friction bearing companies and to the aircraft, automotive and truck, construction, forging, oil and gas drilling and tooling industries. We also sell to steel service centers. Our steel products are sold principally by our own sales organization. Most orders are customized to satisfy customer-specific applications and are shipped directly to customers from our steel manufacturing plants.

Design and Development

Anti-Friction Bearings

Our customer-centric focus, which includes our close geographic proximity to our customers production centers, fosters a close working relationship with our customers engineers to improve the design and manufacturing specifications of the bearings we produce. We also frequently develop and construct our own tools, machinery and processes in order to minimize variability and reduce lead-times.

We produce both standard and specialty bearings. Specialty bearings are mainly designed for our industrial customers and are tailored to their specifications. Standard bearings, which constitute approximately two-thirds of our sales, are particularly suited to our automotive customers, who tend to buy in higher volumes.

We use a proprietary algorithm, which we have named SYSx, to design our bearings products and to predict how those products will perform in our customers businesses and in a variety of potential applications. We developed SYSx by incorporating the extensive materials science knowledge that we have accumulated over our 100-year history, and we constantly update it to reflect the progress in our research and in the field. This predictive capability provides us with information that significantly reduces the long, costly prototype testing phases of the production process. In addition to expediting the production process, SYSx is also capable of determining cutting paths, raw materials requirements and other information, as well as uploading such information directly to our manufacturing equipment. As a result, the use of SYSx virtually eliminates the need for testing and integrates the design and production phases, thereby reducing the lead-time between conception and production to approximately three days. We believe our predictive technology has given and continues to give us a distinct competitive advantage in the bearing industry.

The SYSx system has been designed so that it can easily be used across all bearings products and applications. We intend to utilize the SYSx system, together with Torrington s expertise derived from its 100-year history in the needle bearing industry, to drive our design and development. We believe that the engineering technologies of the combined company, working together with the SYSx system, will enable us to produce a broad range of integrated bearing product solutions.

We also outsource certain of our design and engineering tasks to our lower-cost facilities in India and Romania. These overseas engineering centers perform such tasks as basic algorithm calculations, basic testing and finite element analyses.

Steel

We apply the same type of advanced engineering and research used in our bearings segment to our steel segment, most notably with respect to alloy refinement. Alloy refinement consists of customizing the steel making process to customers needs by establishing what quantity and quality of alloy is to be added to the carbon grade steels. In addition, to produce improved steels of carbon intermediate alloy and low alloy, we are actively involved in research activities. These efforts have led to the development of new grades, such as TIM 6V calcium-treated steel.

Manufacturing

Anti-Friction Bearings

Our operating philosophy emphasizes delivering a quality product, on time, at the lowest achievable cost. Continuous improvement of these operating parameters is achieved by driving our operations toward shorter lead and cycle times, which in turn requires increasingly higher standards of quality. We believe our disciplined approach to manufacturing operations, including monthly operations reviews and meetings, facilitates employee participation and motivates management and employees to strive for better operational performance. Through this process, we are also able to leverage market and manufacturing expertise, focus on innovation and benchmarking and solve problems using a team-oriented approach. As a result, we seek to improve productivity, quality and employee commitment while reducing inventory, floor space requirements and lead times.

Maintaining these high standards of product quality and reliability while keeping production costs competitive is essential to our ability to compete in both the anti-friction bearing and steel business. Our strategic manufacturing initiative described above is one method we have used to achieve those goals. See Overview Strategic Manufacturing Initiative.

Our manufacturing expertise includes machining capabilities such as turning, heat treatment, including carburizing and hardening, grinding, honing, hard-tuning and assembly. With Torrington, we will also use deep drawing processes to manufacture needle bearings. We believe that the breadth of the combined company s process capabilities provides us with a significant competitive advantage in being a sole-source supplier for our customers multiple bearings needs.

Our equipment is engineered to be flexible and to enable us to produce a range of simple to complex parts. By highly refining the process, we are able to utilize general-purpose machines with computer numerically controlled capabilities to manufacture complex and difficult to produce bearings. Through data feedback, we systematically test for quality throughout the entire manufacturing process. Our advanced computer numerically controlled equipment includes machines with automatic tool changers and on-machine gauging, as well as automated inspection machines. With computer numerically controlled equipment, we are able to increase efficiency and turn-around times by identifying, documenting and correcting potential defects and irregularities.

Steel

Our steel segment operates as a mini-mill steel producer, which means that we begin our manufacturing process by melting recycled steel scrap rather than producing steel from iron ore. Steel scrap is melted and mixed with various quantities and qualities of alloy to obtain several types of steels, from carbon grade to intermediate alloy, that are in turn formed into ingots, billets, bars or tubes. Our manufacturing processes involve melting, forming, rolling and piercing.

Quality

Currently, all of our and Torrington s manufacturing facilities are ISO 9000, DI 9000 and/or QS 9000 certified. In addition, each of our plants must adhere to our own internal quality standards in design, materials, manufacturing and gauging. Worldwide quality audits make sure that these standards are being met.

We believe that our commitment to modern, high-quality manufacturing processes has been and will continue to be a key reason for our strong customer loyalty and growth and that the expertise and resources required to institute and maintain quality control procedures comparable to ours represents a competitive advantage for us.

Raw Materials

The principal raw materials that we use in our North American bearings plants to manufacture bearings are our own steel tubing and bars, purchased strip steel and energy resources. Outside North America, we purchase raw materials from local sources with whom we have worked closely to assure steel quality according to our specifications. In addition, our Desford Steel facility in Leicester, England is a major source of raw materials for our plants in Western Europe. The principal raw materials used in our steel manufacturing business are scrap metal, nickel and other alloys. As an example of the price volatility of the raw materials we use in our manufacturing operations, the weighted average price of scrap metal increased 12.5% from 1999 to 2000, decreased 19.6% from 2000 to 2001, and increased 8.1% from 2001 to 2002. We believe that the availability of raw materials and alloys is adequate for our needs, and, in general, we are not dependent on any single source of supply.

Employees

At September 30, 2002, we had 18,100 associates. Thirty-two percent of our U.S. associates are covered under collective bargaining agreements, none of which expire within one year. As of September 30, 2002, Torrington had 10,500 employees. Approximately 4% of Torrington s U.S. employees are covered under collective bargaining agreements, none of which expire within one year. Neither we nor Torrington has experienced a work stoppage in the past three years.

Backlog

The backlog of orders of our domestic and overseas operations is estimated to have been $1.01 billion at December 31, 2001. Actual shipments are dependent upon ever-changing production schedules of each customer. Accordingly, we do not believe that our backlog data and comparisons of that data as of different dates are reliable indicators of future sales or shipments.

Research and Development

Our major research center, located in Canton, Ohio near our worldwide headquarters, is engaged in research on bearings, steel, manufacturing methods and related matters. Research facilities are also located at our aerospace and super precision bearings plants in New Hampshire; our Colmar, France plant; our Latrobe, Pennsylvania plant; our Ploiesti, Romania plant; and our facility in Bangalore, India. Our expenditures for research, development and testing amounted to approximately $54 million in 2001. Torrington s expenditures for research, development and testing amounted to approximately $26 million in 2001. Our research program is committed to the development of new and improved bearing and steel products, as well as more efficient manufacturing processes and techniques and the expansion of applications of existing products.

Trade Law Enforcement

In the second quarter of 2000, the ITC voted to revoke the bearing industry s anti-dumping orders on imports of tapered roller bearings from Japan, Romania and Hungary. The ITC determined that revocation of the anti-dumping duty orders on tapered roller bearings from those countries was not likely to lead to continuation or recurrence of material injury to the domestic industry within a reasonably foreseeable time. We have filed an appeal of the ITC s decision regarding Japan, which is still pending. The ITC upheld the anti-dumping duty order against China.

In June 2001, President Bush directed the ITC to initiate an investigation on steel imports under Section 201 of the U.S. Trade Act, calling for multilateral negotiations to reduce global excess steel capacity and to address market-distorting factors in the world steel trade. In late October 2001, the ITC voted and affirmed that injury had been caused by surges of low-priced imports of hot-rolled and cold-finished steel bars. Hot-rolled bars are a major product line for our steel business, which also manufactures some cold-finished bar products. On March 5, 2002, President Bush signed a proclamation imposing tariffs on hot-rolled and cold-finished steel bar imports. The relief granted with respect to these product categories was to establish three years of tariffs at 30%, 24% and 18%. The ITC vote on the presence of injury with respect to tool steels was 3-3, and as a consequence, no relief was granted with respect to tool steels, which is a major product line for our Latrobe Steel subsidiary in Latrobe, Pennsylvania. Steel made in Mexico, Canada and developing nations is generally exempt from the tariffs announced.

While the President s decision to implement a Section 201 remedy is not appealable to U.S. courts, foreign governments may appeal, and some have appealed, to the WTO. The European Union, Japan and other countries are currently prosecuting these appeals. These dispute settlement proceedings at the WTO and further appeals to the Appellate Body of the WTO generally take 15 to 24 months. Moreover, a number of affected countries have imposed or threatened to impose various retaliatory tariffs on U.S. steel or other products or have sought various product exemptions from the imposition of the tariffs.

Continued Dumping and Subsidy Offset Act

We received payments of $29.6 million in December 2001 and $50.2 million in December 2002 (in each case, net of expenses) from the U.S. Treasury Department under the CDO. These payments related to our industrial and automotive bearings segments and resulted from the requirement in the CDO that dumping duties collected by the U.S. Customs Service be distributed to qualifying domestic producers who supported the original trade case. In September 2002, the WTO ruled that such payments violate international trade rules. The U.S. Trade Representative appealed this ruling; however, the WTO upheld the ruling on January 16, 2003 and called for the repeal of the CDO. We continue to believe the U.S. law is appropriate and justified. However, we may not receive payments under the CDO in 2003 or future years, and we cannot predict the amount of any such payments we may receive.

Torrington received a payment of approximately $62.0 million under the CDO in 2001 and approximately $72.1 million in 2002. Ingersoll-Rand will retain 100% of all such payments received in 2002. Under the purchase agreement, we will be obligated to pay to Ingersoll-Rand 80% of any payments Torrington receives under the CDO in 2003 and 2004.

MANAGEMENT

Directors and Executive Officers

We presently have 12 directors. Our Board of Directors is divided into three classes, with four directors in each class, under the terms of our bylaws. The following table sets forth as of January 1, 2003 the names and ages of our executive officers and directors, as well as the positions and offices held by those persons.

Name	Age	Position
W. R. Timken, Jr.	64	Chairman Board of Directors and Director
James W. Griffith	48	President, Chief Executive Officer and Director
Ward J. Timken	60	Vice President and Director
Ward J. Timken, Jr.	35	Corporate Vice President Office of the Chairman and Director
Bill J. Bowling	61	Executive Vice President, Chief Operating Officer and President Steel
Glenn A. Eisenberg	41	Executive Vice President Finance and Administration
Curt J. Andersson	41	Senior Vice President Industrial Integration
Michael C. Arnold	46	President Industrial
Sallie B. Bailey	43	Senior Vice President Finance and Controller
William R. Burkhart	37	Senior Vice President and General Counsel
Donna J. Demerling	52	Senior Vice President Supply Chain Transformation
Jon T. Elsasser	50	Senior Vice President e-Business and Corporate Planning
Karl P. Kimmerling	45	President Automotive
Roger W. Lindsay	46	Senior Vice President Human Resources and Organizational Advancement
Salvatore J. Miraglia, Jr.	52	Senior Vice President Technology
Hans J. Sack	48	President Specialty Steel
Mark J. Samolczyk	47	Senior Vice President Automotive Integration
Scott A. Scherff	48	Corporate Secretary and Assistant General Counsel
Stanley C. Gault	76	Director
John A. Luke, Jr.	54	Director
Robert W. Mahoney	66	Director
Jay A. Precourt	65	Director
John M. Timken, Jr.	51	Director
Joseph F. Toot, Jr.	67	Director
Martin D. Walker	70	Director
Jacqueline F. Woods	55	Director

W. R. Timken, Jr. has been a director of the company since 1965 and the Chairman of the Board of Directors since 1975. From 1998 to 1999, he was also President and, through July 30, 2002, Chief Executive Officer of the company. He has been with the company since 1958. Mr. Timken also serves as a director of Diebold, Incorporated and is a member of the U.S.-Japan Business Council, the Council on Competitiveness, the Executive Committee of the Ohio Business Roundtable and the Professional Football Hall of Fame board of trustees. He is also a trustee of the Manufacturing Institute and past chairman of the National Association of Manufacturers. Mr. Timken is a Chevalier in the French Legion of Honor. Mr. Timken has been nominated by the President of the United States to be a Director of the Securities Investor Protection Corporation and will serve as Chairman, upon his confirmation.

James W. Griffith has been our Chief Executive Officer since July 30, 2002 and our President since 1999 and has served as a director since 1999. From 1999 to 2002, Mr. Griffith also served as our Chief Operating Officer. From 1996 to 1999, Mr. Griffith ran our automotive segment in North America and had regional responsibility for the company s businesses in Asia and Latin America. Mr. Griffith is also a member of the board of trustees of the United Way of Central Stark County, a member of the executive committee and board of trustees of the Manufacturers Alliance/ MAPI and a member of the board of directors of Goodrich Corporation. Prior to his joining the company, Mr. Griffith held engineering and management positions at Homestake Mining Company, Bunker Hill Company and Martin Marietta.

Ward J. Timken has been our Vice President of the company since 1992 and has served as a director since 1971. Prior to that, he served as Director Human Resource Development from 1985 to 1992 and has held various other positions with us. Mr. Timken is President of the Timken Foundation, a private foundation that makes gifts to civic, educational and charitable organizations; a trustee of the Education Enhancement Partnership, Vice President of the Henry & Louise Timken Foundation; and a member of the Board of Trustees of the South Street Seaport Museum, the Advisory Board of EAA Aviation Foundation, Inc., the Greater Canton Chamber of Commerce and the United Way of Central Stark County.

Ward J. Timken, Jr. has been our Corporate Vice President Office of the Chairman since 2000. From 1998 to 2000, he was Vice President Latin America, and from 1996 to 1998 he was Market Manager Original Equipment Distribution Europe, Africa and West Asia. Mr. Timken is a member of the Board of Directors of the U.S. China Business Council, the board of directors of Firestone Country Club and the Board of Trustees of the Henry & Louise Timken Foundation and the Timken Foundation.

Bill J. Bowling has been Executive Vice President of the company and Chief Operating Officer and President Steel since 1997. Prior to that, he was the Executive Vice President of the company and President Steel. Mr. Bowling is also a member of the Association of Iron and Steel Engineers and the International Iron and Steel Institute and is on the board of directors of the American Iron and Steel Institute.

Glenn A. Eisenberg has been our Executive Vice President Finance and Administration since 2002. Prior to that, he served as President and Chief Operating Officer of United Dominion Industries (UDI) from 1999 until its acquisition by SPX Corporation in 2001. From 1998 to 1999, Mr. Eisenberg was also the President Test Instrumentation Segment, the Executive Vice President and Chief Financial Officer and, from 1996 to 1998, the Executive Vice President and Chief Financial Officer of UDI. Before joining UDI, Mr. Eisenberg was employed at The Citizens and Southern Corporations, an Atlanta-based commercial and investment bank that is now part of Bank of America. Mr. Eisenberg is a board member of the University of North Carolina Charlotte Belk School of Business Administration and a member of the Manufacturers Alliance Presidents Council. Mr. Eisenberg is also a member of the Board of Directors of Family Dollar Stores, Inc.

Curt J. Andersson has been our Senior Vice President Industrial Integration since January 1, 2003. Previously he was Senior Vice President e-Business and Lean Six Sigma since 2001 and Senior Vice President e-Business from 2000, when he joined the company, until 2001. Prior to that he was with General Electric as their general manager of global sourcing, Mexico Sourcing and Aviation Information Services and asset management from 1994 to 2000. He also served as a marketing representative for IBM Corp. in Chicago, a management consultant for McKinsey and Company Inc. in Pittsburgh and a Principal for A.T. Kearney Inc. in Pittsburgh and New York City.

Michael C. Arnold has been with the company since 1979 and has been our President Industrial since 2000. Prior to that he served as our Director Bearings Business Process Advancement and Vice President Bearings Business Advancement from 1997 to 2000 and as our Director Manufacturing and Technology Europe, Africa and West Asia from 1995 to 1997.

Sallie B. Bailey has been our Senior Vice President Finance and Controller since January 1, 2003. Previously she served as our Corporate Controller since 2001. Prior to that, she was our Director of Finance and Treasurer from 1999 to 2000 and our Treasurer from 2000 to 2001. From 1996 to 1999 she was our Director Finance. Before joining us, Ms. Bailey worked in various positions at Tenneco Inc. in Houston where she last served as Assistant Treasurer. Prior to that, she was employed by Deloitte & Touche in Chicago. Ms. Bailey is a member of the Manufacturer s Alliance Financial Council and is the Treasurer of the Canton Cultural Center for the Arts and chairs its Finance Committee.

William R. Burkhart has been our Senior Vice President and General Counsel since 2000. Prior to that, he served as Director Affiliations and Acquisitions in our Law Center from 1998 to 2000 and as legal counsel for our Europe, Africa and West Asia Bearing Business Group in Colmar, France from 1997 to 1998. Mr. Burkhart also serves on the Board of Directors of the Ohio Chamber of Commerce.

Donna J. Demerling has been with the company since 1972 and has been our Senior Vice President Supply Chain Transformation since January 1, 2003. Previously, she was our President Aerospace and Super Precision since 2000. Prior to that, she served as President Timken Aerospace and Super Precision Bearings from 1997 to 2000 and as General Manager of our Bucyrus Operations in Bucyrus from 1993 to 1997. Ms. Demerling held various other positions with the company prior to 1993.

Jon T. Elsasser has been with the company since 1978 and has been our Senior Vice President e-Business and Corporate Planning since January 1, 2003. Previously, he was our Senior Vice President Corporate Development since 1999. From 1998 to 1999, he served as Group Vice President Bearings Rail, Europe, Africa and West Asia and, from 1996 to 1998, as Vice President Bearings of Europe, Africa and West Asia.

Karl P. Kimmerling has been with the company since 1979 and has been our President Automotive since 1999. Prior to that, he served as Group Vice President Alloy Steel from 1998 to 1999, and Vice President of Manufacturing Steel from 1996 to 1998.

Roger W. Lindsay has been with the company since 1990 and has been Senior Vice President Human Resources and Organizational Advancement since 2002. Prior to that, he served as Vice President Human Resources and Organizational Advancement from 1999 to 2002, Managing Director Central Europe and Eastern Europe, based in Romania, from 1997 to 1999, Deputy Managing Director Central Europe from 1996 to 1997 and various other positions with us prior to that. Before joining the company, Mr. Lindsay held various human resources positions for Ford Motor Company and Dow Chemical.

Salvatore J. Miraglia, Jr. has been with the company since 1972 and has been our Senior Vice President Technology since 1999. Prior to that, he served as Group Vice President Bearings North American Industrial and Super Precision between 1998 and 1999 and as Vice President Bearings North American Industrial and Super Precision prior to that time.

Hans J. Sack has been our President Specialty Steel (Latrobe Steel) since 1996. Mr. Sack joined Timken in 1990. Mr. Sack is also a member of the Board of Directors of Specialty Steel Industry of North America and the University of Pittsburgh/ Greensburg Advisory Board and a Member of the Advisory Council at the Alex G. McKenna School of Business at Saint Vincent College.

Mark J. Samolczyk has been our Senior Vice President Automotive Integration since January 1, 2003. Prior to that he was our President Precision Steel Components since 2000. Prior to that he served as Vice President and General Manager Precision Steel Components from 1998 to 2000, Vice President Sales and Marketing Industrial Original Equipment from 1995 to 1998 and other various positions with us prior to that. Mr. Samolczyk is past chairman of Junior Achievement of Stark County, is also a member of the Manufacturers Alliance for Productivity and Innovation and the Society of Automotive Engineers and is a trustee at the Marketing Science Institute.

Scott A. Scherff has been our Corporate Secretary and Assistant General Counsel since 2000. From 1999 to 2000, he was our Corporate Secretary, and from 1993 to 1999, he was our Director Legal Services and Assistant Secretary. Mr. Scherff has been with the company since 1979.

Stanley C. Gault has been a director since 1988. From November 1999 to September 2001, he served as the non-executive Chairman of the Board of Avon Products. From 1991 to 1996, Mr. Gault was Chairman of the Board of The Goodyear Tire and Rubber Company. He also serves as a director of Avon Products, Inc. and Wal-Mart Stores, Inc.

John A. Luke, Jr. has been a director since 1999. Mr. Luke is the Chairman and Chief Executive Officer of MeadWestvaco Corporation. Until December 1, 2002, he was the President and Chief Executive Officer of MeadWestvaco Corporation. Prior to that, he was the Chairman, President and Chief Executive Officer of Westvaco Corporation. Mr. Luke also serves as a director for The Bank of New York and MeadWestvaco Corporation.

Robert W. Mahoney has been a director since 1992. From 1988 to 2000, he served as Chairman of the Board of Diebold, Incorporated and was its Chief Executive Officer from 1988 to 1999 and its President from 1993 to 1996. Mr. Mahoney also serves as a director of The Sherwin-Williams Company and is Chairman of the Federal Reserve Bank of Cleveland and Mercy Medical Center, Canton, Ohio.

Jay A. Precourt has been a director since 1996. Mr. Precourt is the Chairman of the Board and Chief Executive Officer of ScissorTail Energy, LLC. Prior to that, he was Chairman of the Board and Chief Executive Officer of Hermes Consolidated Inc.; Vice Chairman, Chief Executive Officer and President of Tejas Gas; and Chairman of the Board of Coral Energy L.P. Mr. Precourt also serves as a director of both Halliburton Company and Founders Funds, Inc. and Chairman of the Board of Hermes Consolidated Inc.

John M. Timken, Jr. has been a director since 1986. Mr. Timken, Jr. is a private investor.

Joseph F. Toot, Jr. has been a director since 1968. Mr. Toot was also President of the company from 1979 to 1997 and Chief Executive Officer from 1992 to 1997. He also serves as a director of PSA Peugeot Citroen, Rockwell Automation, Inc. and Rockwell Collins, Inc.

Martin D. Walker has been a director since 1995. Mr. Walker is Principal of MORWAL Investments, a private investment firm. Prior to that, he was Chairman and Chief Executive Officer of M.A. Hanna Company. Mr. Walker also serves as a director of ArvinMeritor Inc, Comerica Inc., The Goodyear Tire & Rubber Company, Lexmark International Inc. and Textron Inc.

Jacqueline F. Woods has been a director since 2000. Previously she was President of Ameritech Ohio, an SBC Company, a telecommunications company. Ms. Woods also serves as a director of The Andersons, Inc. and OfficeMax, Inc.

DESCRIPTION OF THE TORRINGTON PURCHASE AGREEMENT

AND RELATED AGREEMENTS

Stock and Asset Purchase Agreement

The Torrington Acquisition

On October 16, 2002, we entered into a stock and asset purchase agreement with Ingersoll-Rand to acquire its Engineered Solutions business, including certain of its joint venture interests, operating assets and subsidiaries, including The Torrington Company. We will pay Ingersoll-Rand cash and stock valued at $840 million for this acquisition, subject to adjustment.

Consideration Payable By Us

At the closing of the Torrington acquisition, we will pay Ingersoll-Rand total consideration of approximately $840 million, consisting of (1) approximately $140 million worth of our shares of common stock and (2) $700 million in cash, subject to adjustment, to be financed by this offering, our concurrent offering of senior unsecured notes (or borrowings under the term loan component of our new senior credit facility), borrowings under our new senior credit facility and borrowings under our new accounts receivable facility.

The purchase price payable by us in the Torrington acquisition is subject to potential upward or downward adjustment after the closing based on the net amount, if any, by which (1) the net working capital of Torrington on the closing date has varied from the net working capital of Torrington on December 31, 2001, and (2) scheduled debt obligations of Torrington on the closing date of the Torrington acquisition are greater or less than cash held by Torrington. The net working capital of Torrington on December 31, 2001 was approximately $286.3 million, and the scheduled debt obligations of Torrington on the date of the purchase agreement were approximately $10.7 million.

Net working capital on the closing date is to be calculated by subtracting the current liabilities of Torrington on the closing date from the current assets (excluding cash and net debt) of Torrington on the closing date. On the date of the purchase agreement, (1) current liabilities of Torrington consisted of accounts payable and accruals of Torrington, but excluded liabilities for retirement plans, accruals for supplemental compensation, workers compensation, severance and redundancy costs, restructuring, interest, and insurance and reserves for incurred but not reported claims, CDO payments and product liability and environmental claims, and (2) current assets of Torrington consisted of accounts receivable, inventories, prepaid expenses, a securitized accounts receivable, a LIFO reserve and an intercompany and forward contract, but excluded prepaid taxes and a certain royalty payment to Ingersoll-Rand. We and Ingersoll-Rand have agreed to calculate the closing date net working capital of Torrington in accordance with GAAP and on a basis consistent with the way it was calculated on December 31, 2001.

For purposes of the net working capital adjustment, if Torrington s closing date net working capital is less than its net working capital was on December 31, 2001, Ingersoll-Rand will pay us an amount in cash equal to the amount of the deficiency; however, if Torrington s closing date net working capital is more than its net working capital was on December 31, 2001, we will pay Ingersoll-Rand an amount in cash equal to the amount of the excess.

For purposes of the net debt adjustment, if the amount of cash held by Torrington on the closing date exceeds the scheduled debt obligations of Torrington on the closing date, we will pay Ingersoll-Rand an amount in cash equal to the amount of the excess; however, if the amount of cash held by Torrington on the closing date is less than the scheduled debt obligations of Torrington on the closing date, Ingersoll-Rand will pay us an amount in cash equal to the amount of the deficiency.

Under the purchase agreement, any and all amounts payable by us or Ingersoll-Rand, as the case may be, are to be netted against all amounts payable by the other party.

Closing Conditions

Both our and Ingersoll-Rand s obligation to consummate the Torrington acquisition is subject to a number of terms and conditions, including the following material conditions:

the representations and warranties of the other party set forth in the purchase agreement being true and correct in all material respects, except for changes permitted or contemplated by the purchase agreement;

both Ingersoll-Rand and us having performed and complied in all material respects with all agreements and obligations required by the purchase agreement to be performed by or complied with by Ingersoll-Rand or us on or prior to the closing date;

the required governmental approvals, as set forth in the purchase agreement, having been obtained;

on the closing date, there not being any pending or threatened proceeding brought by a governmental agency before any court or governmental agency seeking to prohibit or restrain the Torrington acquisition;

on the closing date, our having completed this offering of 11 million shares at a minimum offering price of $14.75 per share;

our having obtained debt financing in connection with the Torrington acquisition; and

the relevant stock sellers, as set forth in the purchase agreement, having accepted our offer to purchase Ingersoll-Rand s shares of Nadella S.A. and Torrington France S.A.R.L.

On December 10, 2002, we announced that the Federal Trade Commission, or FTC, had completed its review of the Torrington acquisition under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR. The FTC allowed the waiting period under HSR to expire without further notification, which indicates that the notification and waiting period requirements under HSR have been satisfied. On January 23, 2003, we received the necessary governmental approvals from the European Union Commission for the Torrington acquisition.

Indemnification

Ingersoll-Rand and the other sellers named in the purchase agreement, which we refer to as the Sellers, have agreed to indemnify us for certain losses and for the time periods described in the purchase agreement. In order to be indemnified, we must have asserted all claims against, or at least provided notice to, Ingersoll-Rand, before the end of the applicable claim s survival period, as described in the purchase agreement. Unless otherwise specified, all covenants and obligations contained in the purchase agreement to be performed following the closing of the Torrington acquisition survive after the closing until the end of their period of applicable performance. Specifically, the Sellers have agreed to indemnify us for any claim, loss, liability, damage or certain costs (other than claims, losses, liabilities, damages and certain costs relating to certain tax matters, which are the subject of a separate tax indemnity described below) arising out of certain matters, including the following material items:

any breach of any representation or warranty by the Sellers set forth in the purchase agreement, determined in certain cases, with certain exceptions, without regard to qualification with respect to materiality or material adverse effect, the survival period for which is three years from the closing date (except for the representations and warranties relating to: (1) tax matters, the survival period for which is the applicable statute of limitations; (2) environmental matters, with certain exceptions, the survival period for which is up to the closing; (3) the power, authority and due authorization of Ingersoll-Rand and its subsidiaries with respect to their execution, delivery and performance of the purchase agreement, the survival period for which will continue indefinitely; and (4) the Sellers ownership of the capital stock of the Torrington entities and joint venture interests and their ability to convey such stock and joint venture interests free of encumbrances (except as permitted), the survival period for which will also continue indefinitely);

any breach by any Seller of any covenant, obligation or agreement under the purchase agreement;

specific environmental liabilities identified by the Sellers in the purchase agreement or, if not identified, otherwise known by the Sellers as of closing;

hazardous material releases or environmental law violations unknown to the Sellers that exist as of, or occurred or existed prior to, the closing, for which losses will be shared 70% by the Sellers and 30% by us, subject to a $10,000,000 liability cap for us and a survival period of eight years following the closing, except that the following are not subject to such loss-sharing or liability cap:

disposal of materials from the Torrington entities as of or prior to closing at locations not owned or operated by the Torrington entities as of closing;

third party (other than a governmental authority) claims for personal injury, death or property damage caused by exposure to hazardous materials released by the Torrington entities as of or prior to closing;

hazardous material releases or environmental law violations at or resulting from operations of any property owned or operated by the Torrington entities at any time prior to, but not at or after, the closing (survives without limitation);

third party claims for personal injury, death or property damage arising out of the sale of products by a Torrington entity or as part of the Torrington business (including discontinued operations) prior to the closing;

proceedings based on contractual or legally mandated warranty claims with respect to products of the Torrington business sold before the closing, which we refer to for purposes of this description as product warranty claims;

any liabilities arising out of any pending or threatened proceedings before any governmental authority known to Ingersoll-Rand;

the failure of Ingersoll-Rand to pay or satisfy any liabilities with respect to Torrington that will be retained by Ingersoll-Rand following the closing pursuant to the terms of the purchase agreement; and

any required repayment of amounts received by a Seller prior to the closing or by The Torrington Company after the closing under the CDO.

We have agreed to indemnify the Sellers in the manner and for the time periods described in the purchase agreement. Specifically, we have agreed to indemnify the Sellers for any claims, loss, liability, damage and certain costs (other than claims, losses, liabilities, damages or certain costs relating to certain tax matters, which are the subject of a separate tax indemnity described below) arising out of:

any breach of any representation or warranty of the buyers set forth in the purchase agreement, the survival period for which is three years from the closing date (except for the representations and warranties relating to: (1) tax matters, the survival period for which is the applicable statute of limitations; (2) the buyers power, authority and due authorization with respect to our execution, delivery and performance of the purchase agreement; (3) our ability to convey at the closing to Ingersoll-Rand the shares of Timken common stock constituting the share consideration to be delivered to Ingersoll-Rand, free of encumbrances; and (4) our ownership of the stock of our subsidiaries, the indemnification period for each of which will continue indefinitely);

any breach by the buyers of any of the buyers covenants, obligations or agreements under the purchase agreement;

the possession, use, operation or management of any property of Torrington as of and after the closing (except to the extent we are entitled to indemnification from Ingersoll-Rand), the indemnification period for which is the applicable statute of limitations; and

our failure to pay or satisfy certain specific enumerated liabilities with respect to Torrington that will be assumed by us at the closing.

In general, neither our nor Ingersoll-Rand s indemnification obligations are financially limited. With respect to breaches of representations and warranties and product warranty claims, however, both our and Ingersoll-Rand s right to recover is subject to a general and per-claim deductible and a cap. Neither party will be entitled to any recovery for claims, losses, liabilities, damages or expenses arising out of or related to breaches of representations and warranties unless the total amount of indemnifiable claims, losses, liabilities, damages or expenses exceeds $12.0 million (or $2.5 million in the case of product warranty claims brought against us), which we refer to as the deductible amount, and then will only be entitled to indemnification for losses exceeding that amount. Only individual claims above $50,000 will be taken into account in computing the deductible amount. Neither party is obligated to pay more than an aggregate of $400 million as a result of claims of this type.

The indemnity limitations described above do not apply to losses based on fraud by an indemnifying party, or losses arising out of or related to breaches of representations and warranties relating to: (1) the power, authority and due authorization of such party and its subsidiaries with respect to their execution, delivery and performance of the purchase agreement, (2) broker s or other fees, or (3) the Sellers ownership of the capital stock of the Torrington entities and joint venture interests and the Sellers ability to convey such stock free of encumbrances. In addition, the foregoing limitations do not apply to the separate tax indemnity described below.

Tax Indemnification

The purchase agreement also provides that Ingersoll-Rand will indemnify us with respect to any breach of representations and warranties relating to tax matters, certain pre-closing and post-closing tax liabilities relating to Torrington and taxes with respect to our receipt of amounts payable to Ingersoll-Rand under the CDO.

Employee Benefits Matters

Under the terms of the purchase agreement, we have agreed that, for all employees:

- we will provide a total benefit package substantially comparable in the aggregate to current Ingersoll-Rand benefits until December 31, 2003;
- we will give credit, among other things, for past service for participation and vesting;
- we will assume applicable collective bargaining agreements;
- Ingersoll-Rand will retain liability for bonuses payable pursuant to agreements, plans or programs adopted or established in connection with the Torrington acquisition; and
- Ingersoll-Rand will retain liability for monetary awards or settlements relating to pre-closing employment-related legal proceedings.

For U.S. employees, we have agreed that:

- Ingersoll-Rand will retain all liabilities under employee benefit plans, pension assets and obligations, all post-employment benefit obligations and all other liabilities for inactive, former and retired employees; and
- we will assume post-employment and post-retirement welfare benefit obligations for active employees and their spouses and dependents, subject to our right to amend or terminate those benefits after December 31, 2003.

For non-U.S. employees, we have agreed that:

- in jurisdictions where we are acquiring stock of the acquired business, we will generally assume all employee benefit plan responsibilities for all employees and former employees; and
- in jurisdictions where we are acquiring assets of the acquired business, Ingersoll-Rand will generally retain pre-closing employment obligations and we will be responsible for the post-closing period.

Termination

The purchase agreement may be terminated:

- by mutual written consent of us and Ingersoll-Rand;
- by us or Ingersoll-Rand if the closing does not occur on or before June 30, 2003, unless the failure to close is due to the failure of the party wishing to terminate to comply in all material respects with its agreements and covenants;
- by us or Ingersoll-Rand if any of the conditions to such party s obligations to perform becomes incapable of fulfillment, provided that we may not terminate the purchase agreement for failure to obtain financing under our new senior credit facility;
- by us or Ingersoll-Rand if the other party breaches or fails to perform in any material respect its representations, warranties or covenants;
- by us or Ingersoll-Rand if there is a final and nonappealable governmental order or other action restraining, enjoining or otherwise prohibiting the Torrington acquisition;
- by us or Ingersoll-Rand if we are unable to complete this offering; or
- by us or Ingersoll-Rand if we have not completed this offering within 90 days after receipt of certain regulatory approvals of the Torrington acquisition and the registration statement of which this prospectus supplement is a part having been declared effective.

Non-Competition

Ingersoll-Rand has agreed not to compete with us for a period of three years after the closing and has agreed not to hire any employees of Torrington for a period of one year after the closing, subject to customary exceptions.

Fees and Expenses

The purchase agreement provides that we and Ingersoll-Rand will each pay our own expenses relating to the purchase agreement and will each bear the fees and expenses of any broker or finder retained by it in connection with the transactions contemplated by the purchase agreement and the related agreements.

Transition Services Agreement

Under the terms of the purchase agreement, Ingersoll-Rand has agreed to provide certain services to us under a transition services agreement to be entered into at the time of the closing of the Torrington acquisition. The transition services agreement is designed to permit us to continue to use the services historically provided by Ingersoll-Rand to its Engineered Solutions business.

For up to nine months following the closing of the Torrington acquisition, Ingersoll-Rand will agree to provide us with the services described in the transition services agreement. The applicable fee for each service will be as follows:

- during the period from the closing date until the second month anniversary of the closing date, 50% of the specified fee for each service as set forth in the transition services agreement;
- during the period from the second month anniversary of the closing date until the fourth month anniversary of the closing date, 100% of the specified fee for each service as set forth in the transition services agreement; and
- at all times after the fourth month anniversary of the closing date, 150% of the specified fee for each service as set forth in the transition services agreement.

Any taxes required to be charged by Ingersoll-Rand for each service under applicable laws will be in addition to the fees described above. Ingersoll-Rand will render statements to us each month for services delivered during each preceding month, and all amounts will be payable by us within 30 days thereof. If we do

not pay any amounts due within each 30-day period, we will be subject to late charges at a rate of 10% per annum for each day that such amount is overdue.

The transition services agreement will have a term of nine months from the closing date; however, we will have the right to cancel any service upon 30 days written notice of cancellation. Ingersoll-Rand will also have the right to cease to provide any service to us upon 90 days written notice if Ingersoll-Rand ceases to provide such service to all of its subsidiaries, divisions and business units. Additionally, if either we or Ingersoll-Rand materially breach any of our respective obligations under the transition services agreement and such breach is not cured within 30 days of receipt of notice from the non-breaching party, then the non-breaching party may immediately terminate the transition services agreement.

Standstill and Voting Agreement

Under the terms of the purchase agreement, Ingersoll-Rand has agreed to enter into a standstill and voting agreement with us at the time of the closing of the Torrington acquisition. The standstill and voting agreement will set forth the terms and conditions under which Ingersoll-Rand and its affiliates may acquire, vote, transfer or dispose of our securities, including approximately $140 million of our common stock we will issue to Ingersoll-Rand in connection with the Torrington acquisition.

Under the standstill and voting agreement, Ingersoll-Rand will agree not to transfer its shares of our common stock for a period of six months following the closing, which we refer to as the lock-up period, with limited exceptions. In particular, Ingersoll-Rand will be allowed to transfer its shares of our common stock (1) to its affiliates who agree to be bound by the standstill and voting agreement, (2) in connection with the granting of a security interest to a financial institution if the financial institution agrees to be bound by the standstill and voting agreement, (3) in accordance with the registration rights agreement described below, or (4) in connection with a merger or consolidation approved by our stockholders.

The restrictions on transfers contained in the standstill and voting agreement also do not apply to transfers that may occur in the context of a bona fide third party tender offer or exchange offer, if the tender offer or exchange offer (1) is recommended or not recommended against by our board of directors, (2) is approved by our stockholders under Ohio takeover law, or (3) is a partial tender offer meeting certain conditions in which Ingersoll-Rand could be disadvantaged by not participating. Additionally, until Ingersoll-Rand holds less than 5% of our outstanding shares of common stock, Ingersoll-Rand will be prohibited from transferring its shares of our common stock to any third party which would, to the knowledge of Ingersoll-Rand, subsequently hold 5% or more of our common stock as a result of the transfer, unless the transferee agrees to be bound by the standstill and voting agreement. We have agreed with the underwriters not to waive the transfer restrictions contained in the standstill and voting agreement during the six-month lock-up period without the prior written consent of Merrill Lynch.

Ingersoll-Rand will also be prohibited from acquiring additional shares of our common stock, with certain limited and customary exceptions; proposing a merger or other business combination with us; depositing its shares in a voting trust; joining a group or acting in concert with others to acquire our common stock; engaging in discussions or negotiations with respect to, or encouraging, a change of control of our company; or seeking to influence our management or affairs. These standstill restrictions will be in effect for a period ending three years after the date when Ingersoll-Rand ceases to hold 5% of our outstanding shares of common stock.

In addition, until Ingersoll-Rand holds less than 5% of our outstanding shares of common stock, Ingersoll-Rand will be required to vote its shares of our common stock in proportion to the votes cast by all other holders of our shares. Ingersoll-Rand, however, may vote in accordance with the recommendation of our board or may vote independently in (1) going private transactions, (2) certain transactions involving management or the Timken family, and (3) any transaction that uniquely discriminates against Ingersoll-Rand. In addition, Ingersoll-Rand may not solicit proxies or seek to influence the voting of our shares until such time as it holds less than 5% of our common stock.

Registration Rights Agreement

Under the terms of the purchase agreement, we have also agreed to enter into a registration rights agreement with Ingersoll-Rand with respect to the shares of common stock we will issue to it as part of the consideration for the Torrington acquisition. The registration rights agreement will obligate us to file, as soon as practicable after the closing of the acquisition, a shelf registration statement with the SEC allowing Ingersoll-Rand to resell its shares of our common stock in registered resales in compliance with SEC rules, including up to two underwritten offerings. Subject to certain conditions, we have retained the right to suspend Ingersoll-Rand s ability to use the shelf registration statement for two periods, each up to 45 days, in any 365-day period. We and Ingersoll-Rand will also agree, if so requested by the underwriters in any such offering, not to effect any public sale or distribution of our common stock, or similar securities, during the 15 days prior to, and up to 90 days after, any underwritten offering under the shelf registration statement.

Ingersoll-Rand will also be entitled to include its shares of our common stock in any other registration statement that we may file with the SEC, both during and after the lock-up period described above. During the lock-up period, the securities we propose to sell will be included in any such registration statement prior to those held by Ingersoll-Rand, if the underwriters for an offering determine that demand is insufficient to include all of the shares requested to be included by Ingersoll-Rand. After the expiration of the lock-up period, the securities to be included in any underwritten offering will be allocated pro rata among us and Ingersoll-Rand. We and Ingersoll-Rand will also agree, if so requested by the underwriters in any such offering, not to effect any public sale or distribution of our common stock, or similar securities, during the 15 days prior to, and up to 90 days after, any underwritten offering under any such other registration statement.

DESCRIPTION OF CERTAIN INDEBTEDNESS

New Senior Credit Facility

The following is a summary of our new senior credit facility. The summary is qualified in its entirety by reference to the senior credit facility and the attachments thereto and all documents to be entered into in connection with the senior credit facility, which will be available from us upon request. You are encouraged to read all these documents. Capitalized terms we use below without definition have the meanings assigned to them in the senior credit facility.

In connection with the Torrington acquisition, we have entered into a new $875 million senior credit facility, comprised of a term loan facility of up to $375 million and a revolving credit facility of up to $500 million with a syndicate of financial institutions for which Bank of America, N.A. and KeyBank are acting as co-administrative agents, KeyBank is acting as paying agent, and Banc of America Securities LLC and KeyBank are acting as joint lead arrangers and joint book managers. Merrill Lynch is acting as syndication agent, and Morgan Stanley Bank is acting as documentation agent. The new senior credit facility will replace our existing senior credit facility. It is a condition precedent to our new senior credit facility that we use a portion of the proceeds of the new senior credit facility to repay all amounts outstanding under our existing credit facility and that our existing credit facility be terminated. We do not expect to borrow under the term loan portion of the new facility unless we are unable to consummate our notes offering on or prior to the closing of the Torrington acquisition.

Our new senior credit facility provides for borrowings in foreign currencies up to $100 million and the issuance of letters of credit up to $150 million, each of which are sublimits of the revolving credit facility. Borrowings under the term loan facility are due one year from the date of funding. The revolving credit facility expires five years from the initial funding date. All amounts outstanding under our new senior credit facility are guaranteed by all of our existing and future direct and indirect domestic subsidiaries.

We expect to use the proceeds of our new senior credit facility to:

- refinance existing indebtedness;
- fund, in part, the Torrington acquisition; and
- fund our working capital and capital expenditures and for other lawful requirements.

Conditions to Funding

Initial drawings under the new senior credit facility are subject to a number of conditions precedent, including the following material conditions:

- the termination of our existing senior credit facility upon the initial borrowing under our new senior credit facility;
- the closing of the Torrington acquisition in accordance with the terms of the purchase agreement and satisfaction of all conditions to closing thereunder;
- the receipt by the banks of certain financial information for us and Torrington;
- the absence of a material adverse change since December 31, 2001 in the business, assets, liabilities (actual or contingent), operations, condition (financial or otherwise) or prospects of our company or Torrington;
- the absence of any material litigation or other governmental proceeding;
- the receipt of all necessary and material governmental, shareholder and third party consents;
- compliance by us with certain minimum pro forma EBITDA requirements;

minimum availability under the new senior credit facility of $125 million; and

receipt by us of at least $162.25 million in gross proceeds from the issuance of common stock in this offering.

All drawings under the new senior credit facility are subject to customary conditions precedent, including the absence of a default or event of default and the accuracy of representations and warranties.

Although we have entered into our new senior credit facility, we are not permitted to draw down on this facility until the closing of the Torrington acquisition.

Interest Rates

Borrowings under our new senior credit facility bear interest, at our option, at either a floating rate equal to LIBOR plus a margin of 100 to 250 basis points, based on our long term corporate credit rating as determined by S&P and our senior unsecured long term debt rating as determined by Moody s, or an alternate fixed base rate, defined as the higher of the KeyBank prime rate and the Federal Funds rate plus 50 basis points, plus a margin of 0 to 150 basis points, also based on our long-term corporate credit rating as determined by S&P and our senior unsecured long term debt rating as determined by Moody s.

Mandatory Prepayments

Subject to certain exceptions and limitations, our new senior credit facility obligates us to prepay the entirety of our borrowings under the facility with the net cash proceeds of any asset sale by us or any of our subsidiaries, and so long as borrowings or commitments under the term loan facility remain outstanding, the net cash proceeds from the issuance or incurrence of any debt. Any mandatory prepayments with the net cash proceeds from the issuance or incurrence of any debt will be applied solely to the term loan facility, and any mandatory prepayments with the net cash proceeds from any asset sale will be applied first, to the term loan facility, and second, to the revolving credit facility (with corresponding commitment reductions in the case of prepayments applied to the revolving credit facility until the commitments under the revolving credit facility are reduced to $350 million).

Covenants

Our new senior credit facility will require that we meet and maintain certain financial ratios and tests. We will also be subject to certain affirmative and negative covenants customary for senior credit facilities of this type. Below is a summary of all of the material limitations under the facility.

<u>Liens.</u> Neither we nor any of our subsidiaries will be permitted to create, incur, assume or suffer to exist any lien upon any of our property, assets or revenues, other than the following:

Liens existing on the closing date and on the funding date of the new credit facility and any renewals or extensions thereof;

Liens for taxes not yet due or which are being contested in good faith, if adequate reserves are maintained on the books of the applicable entity in accordance with GAAP;

Mechanics , landlord s or other like liens arising in the ordinary course of business which are not overdue for a period of more than 30 days or which are being contested in good faith, if adequate reserves are maintained on the books of the applicable entity;

Pledges or deposits in the ordinary course of business in connection with workers compensation and related legislation, other than any lien imposed by ERISA;

Deposits to secure performance bonds incurred in the ordinary course of business;

Easements and other similar encumbrances affecting real property which, in the aggregate, are not substantial in amount, and which do not materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of the business of the applicable entity;

Liens securing judgments for the payment of money in excess of $35 million or material non-monetary judgments that shall not have been paid, discharged, vacated or stayed for a period of 45 consecutive days, or securing appeal or other surety bonds related to such judgments;

Liens securing indebtedness in respect of capital leases, synthetic lease obligations and purchase money obligations for fixed capital assets that meet certain tests;

Liens on or transfers of accounts receivable and contracts, instruments and other assets related thereto arising in connection with the sale of such accounts receivable otherwise permitted by the new senior credit facility;

Liens securing indebtedness of an entity that becomes our subsidiary as a result of an investment permitted by the new senior credit facility, provided that such liens existed prior to such entity becoming our subsidiary, were not created in anticipation thereof and do not extend to any assets other than those of such subsidiary; and

Other liens securing indebtedness outstanding in an aggregate principal amount not to exceed $50 million.

Investments. Neither we nor any of our subsidiaries will be permitted to make or hold any investments, except:

Investments held by us or our subsidiary in the form of cash equivalents;

Advances to our and our subsidiaries officers, directors and employees either outstanding on the closing date of the new senior credit facility or that are made in the ordinary course of business for ordinary business purposes;

Equity investments:

of ours in any guarantor and investments of any guarantor in our company or in another guarantor;

of a foreign subsidiary in any other subsidiary; and

of ours or any guarantor in our receivables subsidiary and investments of our receivables subsidiary in our company or any guarantor, in each case, to the extent such investments pursuant to this clause are limited solely to the receivables subsidiary s acquisition of receivables and related assets in connection with the accounts receivable facility and for activities incidental to such acquisitions and the receivables subsidiary s status as a special purpose vehicle;

Extensions of credit arising from the grant of trade credit in the ordinary course of business, and investments received in satisfaction or partial satisfaction thereof from financially troubled account debtors to the extent reasonably necessary in order to prevent or limit loss;

Other guarantees of indebtedness permitted by the new senior credit facility;

Investments existing on the closing date and on the funding date of the new senior credit facility;

Our investments or those of our subsidiaries in swap contracts designed to hedge against fluctuations in interest rates or foreign exchange rates or to mitigate any other risks associated with liabilities, commitments, investments, assets or property incurred in the ordinary course of business and consistent with past practice;

Intercompany debt permitted under the new senior credit facility;

The purchase or other acquisition of all of the Equity Interests in, or all or substantially all of the property and assets of, any entity that, upon the consummation thereof, will be wholly owned directly by us or one or more of our wholly owned subsidiaries, subject to requirements established by the new senior credit facility;

Our investments and those of our subsidiaries not otherwise permitted under the new credit facility in foreign subsidiaries or joint ventures, in an amount not to exceed the Adjusted Foreign Subsidiaries/Joint Venture Basket at the time of such investment, so long as before and immediately after giving pro forma effect to such investment, there is no default under the new senior credit facility, and immediately after giving effect to such investment, we and our subsidiaries are in compliance with all of the financial covenants in the new senior credit facility; and

Other investments not exceeding $25 million in the aggregate in any one of our fiscal years.

Indebtedness. Neither we nor any of our subsidiaries will be permitted to create, incur, assume or suffer to exist any indebtedness, except:

In our case only:

Indebtedness in respect of swap contracts designed to hedge against fluctuations in interest rates or foreign exchange rates incurred in the ordinary course of business and consistent with prudent business practice;

Indebtedness evidenced by the notes we are offering concurrently with this offering;

Indebtedness owed to a wholly-owned subsidiary, which indebtedness shall be unsecured and subordinated on terms acceptable to the co-administrative agents under the new senior credit facility; or

Unsecured indebtedness owed to an entity other than a wholly-owned subsidiary;

In the case of the guarantors:

Indebtedness owed to us or a wholly-owned subsidiary, which indebtedness shall be unsecured and subordinated on terms acceptable to the co-administrative agents under the new senior credit facility; and

Unsecured indebtedness owed to an entity other than us or a wholly-owned subsidiary;

In our case and the case of our subsidiaries:

Indebtedness under the new senior credit facility;

Indebtedness outstanding on the closing date and on the funding date of the new senior credit facility and any refinancings, refundings, renewals or extensions thereof, subject to certain conditions;

Our guarantees or those of any guarantor (1) in respect of our indebtedness (other than intercompany indebtedness) or that of any other guarantor otherwise permitted under the new senior credit facility, and (2) in respect of indebtedness of a foreign subsidiary (other than intercompany indebtedness) otherwise permitted under the new senior credit facility to the extent such indebtedness meets certain conditions;

Our obligations (contingent or otherwise) or those of any subsidiary existing or arising under any swap contract, provided that such obligations are (or were) entered into by such entity in the ordinary course of business for the purpose of directly mitigating risks and not for purposes of speculation, and such swap contract does not contain any provision exonerating the non-defaulting party from its obligation to make payments on outstanding transactions to the defaulting party;

Indebtedness in respect of capital leases, synthetic lease obligations and purchase money obligations for fixed or capital assets within the limitations set forth in the new senior credit facility;

(1) Indebtedness incurred in connection with the sale of accounts receivable and related assets, so long as the amount of the facility relating thereto does not exceed $125 million at any time, and (2) indebtedness of the receivables subsidiary to us or any guarantor incurred in connection with the accounts receivables facility for the purchase of accounts receivable and related assets;

Secured indebtedness in an amount not to exceed $50 million; and

Indebtedness of an entity that becomes a subsidiary of our company or any of our subsidiaries as the result of an investment permitted by the new senior credit facility, provided that such indebtedness existed at the time such entity became a subsidiary and such indebtedness was not created in anticipation thereof; and

In the case of foreign subsidiaries:

Indebtedness owed to us or any of our subsidiaries that is otherwise permitted to be made under the new senior credit facility; and

Unsecured indebtedness in an amount not to exceed the Adjusted Foreign Subsidiaries/ Joint Venture Basket at the time of the incurrence of such indebtedness.

Fundamental Changes. Neither we nor any of our subsidiaries will be permitted to merge, dissolve, liquidate, consolidate with or into another entity, or dispose of (whether in one transaction or in a series of transactions) all or substantially all of its assets (whether now owned or hereafter acquired) to or in favor of any entity, except that, so long as no default exists under the new senior credit facility or would result therefrom:

Any subsidiary may merge with (1) us, provided that we shall be the continuing or surviving entity, or (2) any one or more of our subsidiaries, provided that if any guarantor is merging with another subsidiary, the guarantor shall be the continuing or surviving entity or the continuing or surviving entity shall promptly thereafter become a guarantor;

Any subsidiary may dispose of all or substantially all of its assets to us or to another subsidiary; provided that if the transferor in such a transaction is a guarantor, then the transferee must either be our company or a guarantor or the transferee shall promptly thereafter become a guarantor; and

In connection with any acquisition permitted under the new senior credit facility, any of our subsidiaries may merge into or consolidate with any other entity or permit any other entity to merge into or consolidate with it, provided that the entity surviving such merger shall be our wholly owned subsidiary;

provided, however, that in each case, immediately after giving effect thereto, in the case of any such merger to which we are a party, we are the surviving corporation.

Dispositions. Neither we nor any of our subsidiaries will be permitted to make any disposition or enter into any agreement to make any disposition, except:

Dispositions of obsolete or worn out property in the ordinary course of business;

Dispositions of inventory in the ordinary course of business;

Dispositions of equipment or real property to the extent that (1) such property is exchanged for credit against the purchase price of similar replacement property, or (2) the proceeds of such disposition are reasonably promptly applied to the purchase price of such replacement property;

Dispositions of property by any subsidiary to us or to a wholly-owned subsidiary, provided that if the transferor of such property is a guarantor, the transferee thereof must either be us or a guarantor;

Dispositions permitted as described above under Fundamental Changes ;

Dispositions by us and our subsidiaries not otherwise permitted under the new senior credit facility and dispositions by us and our subsidiaries not otherwise permitted of property acquired pursuant to the Torrington acquisition, provided that (1) no default exists under the new senior credit facility or would result from such disposition, (2) we and our subsidiaries are in pro forma compliance with all of the financial covenants set forth in the new senior credit facility, and (3) until the term loan facility has been repaid in full, the purchase price for such asset to be paid to us or such subsidiary is at least 80% cash;

- The limited recourse sale of accounts receivable and related assets in connection with the securitization of accounts receivable or similar rights to payment, upon terms and conditions that are customary, consistent with past practice and reasonably satisfactory to the co-administrative agents;

- Dispositions of cash or cash equivalents for purposes not otherwise prohibited under the new senior credit facility;

- The grant of any option or other right to purchase any asset in a transaction that would be permitted under the provisions of the new senior credit facility, so long as no default shall occur under the new senior credit facility and be continuing;

provided, however, that, except for a disposition described in the immediately preceeding bullet point, each such disposition shall be for fair market value.

Restricted Payments. Neither we nor any of our subsidiaries will be permitted to declare or make, directly or indirectly, any Restricted Payment, or incur any obligation (contingent or otherwise) to do so, or, except with respect to us, issue or sell any Equity Interests to any entity other than us or a wholly owned domestic subsidiary or accept any capital contributions, except that:

- each subsidiary may make Restricted Payments to us and to our wholly-owned subsidiaries;

- we and each subsidiary may declare and make dividend payments or other distributions payable solely in the common stock or other common Equity Interests of such entity;

- we and each subsidiary may purchase, redeem or otherwise acquire shares of our or its common stock or other common Equity Interests with the proceeds received from the substantially concurrent issue of new shares of our or its common stock or other common Equity Interests;

- so long as no default under the new senior credit facility shall then exist or would result therefrom, we may:

  - declare or pay cash dividends to our stockholders;

  - purchase, redeem or otherwise acquire shares of our capital stock or warrants, rights or options to acquire any such shares for cash, in an aggregate amount for all such purchases, redemptions and other acquisitions made under this clause on and after December 31, 2002, not to exceed $20 million in any fiscal year; and

  - acquire our common stock from employees or former employees of our company or any subsidiary in consideration for the exercise of stock options by such employees or former employees and any tax obligations incurred by such employees or former employees in connection with such exercise, so long as we are not required to make any cash payment to such employee or former employee or any other entity;

provided that the fair market value of all such common stock we acquire shall not exceed $10 million in any fiscal year.

Transactions with Affiliates. Neither we nor any of our subsidiaries will be permitted to enter into any transaction of any kind with any Affiliate, whether or not in the ordinary course of business, other than on fair and reasonable terms substantially as favorable to us or such subsidiary as would be obtainable in a comparable arm s length transaction, except (1) transactions between or among us and our subsidiaries in the ordinary course of business, (2) transactions identified on a schedule to the new senior credit facility, and (3) transactions relating to our new accounts receivable facility.

Financial Covenants. Neither we, nor any of our subsidiaries, will be permitted to allow:

- At any time on or after June 30, 2003, Consolidated Net Worth to be less than the sum of:

  - 80% of the sum of (1) shareholders equity as of December 31, 2002, (2) the aggregate increase in shareholders equity of our company and our subsidiaries as a result of the IR Equity Issuance, and

(3) the aggregate increase in shareholders equity of our company and our subsidiaries as a result of this offerings;

an amount equal to 50% of the consolidated net income earned in each fiscal quarter ending after December 31, 2002, beginning with the fiscal quarter ending March 31, 2003 (with no deduction for a net loss in any such fiscal quarter); and

an amount equal to 50% of the aggregate increases in shareholders equity of our company and our subsidiaries after the funding of the acquisition by reason of the issuance and sale of capital stock or other Equity Interests of our company or any subsidiary, including upon any conversion of our debt securities into such capital stock or other Equity Interests;

The Consolidated Leverage Ratio at any time during any period of four of our fiscal quarters set forth below to be greater than the ratio set forth below opposite such period:

Period	Maximum Consolidated Leverage Ratio
June 30, 2003 through December 31, 2003	3.25:1
January 1, 2004 through September 30, 2004	3.00:1
October 1, 2004 and thereafter	2.75:1

Permit the Consolidated Fixed Charge Coverage Ratio at any time to be less than the ratio set forth below for each period set forth below:

Period	Minimum Fixed Charge/ Coverage Ratio
June 30, 2003 through December 31, 2003	1.50:1
January 1, 2004 through September 30, 2004	1.75:1
October 1, 2004 and thereafter	2.00:1

Events of Default

The new senior credit facility includes events of default customary for senior credit facilities of this type. If an event of default occurs, the lenders under the senior credit facility will be entitled to take various actions, including accelerating amounts due under the senior credit facility and requiring that all amounts due be immediately paid in full.

Accounts Receivable Facility

On December 19, 2002, TTC, a wholly owned consolidated subsidiary of ours, entered into an agreement to sell, on an ongoing basis, certain domestic trade receivables to TRC, a wholly owned, special purpose subsidiary. No trade receivables have yet been sold under the facility. Under a 364-day facility agreement, TRC, subject to certain conditions, may from time to time sell an undivided fractional ownership interest in the pool of receivables to a multi-seller receivables securitization company, or conduit. Upon a sale of the receivables to the conduit, TRC will retain a subordinated interest in the receivables. TRC also services, administers and collects the receivables. TRC and the conduit have no recourse to TTC s other assets for failure of any trade debtor to pay when payments are due.

We are permitted to securitize up to $125 million of accounts receivable under this agreement. The agent for the program charges us fees based on the level of accounts receivable securitized under this agreement, at the commercial paper rate plus the agent s cost to administer the program. The facility will terminate on December 16, 2003, unless extended. We intend to borrow up to $125 million under this facility to finance a portion of the consideration for the Torrington acquisition.

Concurrent Notes Offering

Concurrently with this offering of common stock, we are offering, by means of a separate prospectus supplement, an aggregate principal amount of up to $ million of our senior unsecured notes to finance a portion of the Torrington acquisition. The closing of this offering is not conditioned on the closing of our notes offering. However, each offering is conditioned on the closing of the Torrington acquisition, and the closing of our notes offering is conditioned on the closing of this offering. If we are unable to complete the notes offering, we intend to borrow up to $ million under the term loan component of our new senior credit facility to finance the Torrington acquisition.

Industrial Revenue Bonds

At September 30, 2002, we had $70.7 million of industrial revenue bonds outstanding, none of which we expect to repay in connection with the Torrington acquisition. We are currently in compliance with all our covenants under our industrial revenue bonds. The financial ratios contained in the reimbursement agreements governing letters of credit that support our payment obligations under our outstanding industrial revenue bonds mirror the financial ratios in our existing credit facility. The expected increase in our indebtedness as a result of the financing of the Torrington acquisition will cause us to exceed certain of those financial ratios. We are currently in negotiations with the lenders under these reimbursement agreements, all of which are also lenders under our new senior credit facility, to amend these covenants to mirror the financial ratios under our new senior credit facility or to waive compliance with these covenants. We expect to obtain the required amendments or waivers prior to the closing of this offering or, alternatively in the event we cannot obtain these waivers, repay this indebtedness with borrowings under our new senior credit facility.

UNDERWRITING

Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated are acting as representatives of the underwriters named below. Subject to the terms and conditions described in a purchase agreement between us and the underwriters, we have agreed to sell to the underwriters, and the underwriters severally have agreed to purchase from us, the number of shares of our common stock listed opposite their names below.

Underwriter	Number of Shares
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
J.P. Morgan Securities Inc.	
Morgan Stanley & Co. Incorporated	
McDonald Investments Inc.	
Wachovia Securities, Inc.	
CIBC World Markets Corp.	
HSBC Securities (USA) Inc.	
SunTrust Capital Markets, Inc.	
BB&T Capital Markets, a division of Scott & Stringfellow, Inc.	
Total	11,000,000

The underwriters have agreed to purchase all of the shares of the offered common stock if any of these shares are purchased. If an underwriter defaults, the purchase agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make with respect to those liabilities.

The underwriters are offering the shares of our common stock, subject prior to sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the purchase agreement, such as the receipt by the underwriters of officers certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Offers and sales outside the United States, if any, will be made through the underwriters international broker-dealer affiliates.

Commissions and Discounts

The representatives for the underwriters have advised us that the underwriters propose initially to offer the shares of our common stock to the public at the public offering price on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of $ per share. The underwriters may allow, and the dealers may reallow, a discount not in excess of $ per share to other dealers. After the initial public offering, the public offering price, concession and discount may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us. This information assumes no exercise and full exercise by the underwriters of their overallotment option.

	Per Share	Without Option	With Option
Public offering price	$	$	$
Underwriting discount	$	$	$
Proceeds, before expenses, to Timken	$	$	$

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The expenses of the offering payable by us, not including the underwriting discount, are estimated to be $430,000.

Overallotment Option

We have granted an option to the underwriters to purchase up to 1,650,000 additional shares of our common stock at the public offering price, less the underwriting discount and less any dividends or distributions declared or paid by us on the shares initially purchased by the underwriters, but not on the shares to be purchased upon exercise of the overallotment option. The underwriters may exercise this option for 30 days from the date of this prospectus supplement solely to cover any overallotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the purchase agreement, to purchase a number of additional shares proportionate to that underwriter s initial amount reflected in the above table.

No Sale of Similar Securities

We and each of our executive officers and directors will agree, subject to some limited exceptions, not to sell or transfer any of our common stock for a period of 90 days after the date of this prospectus supplement without first obtaining the written consent of Merrill Lynch on behalf of the underwriters.

Merrill Lynch may, at any time without notice, consent to the release of all or any portion of the shares subject to lock-up agreements. Merrill Lynch does not have any current intention to release the shares of our common stock subject to the lock-up agreements. Any determination to release any shares subject to the lock-up agreements would be based on a number of factors at the time of any such determination, possibly including, but not limited to, the market price of our common stock, the liquidity of the trading market for our common stock, general market conditions, the number of shares proposed to be sold and the timing of the proposed sale. Additionally, Ingersoll-Rand has agreed with us not to transfer its shares of our common stock that it receives as consideration for the Torrington acquisition for a period of six months following the closing, with limited exceptions. In addition, we have agreed with the underwriters not to waive the lock-up provisions applicable to Ingersoll-Rand without the consent of Merrill Lynch on behalf of the underwriters. As a result, Ingersoll-Rand may not sell its shares of our common stock that are subject to the lock-up during the lock-up period without both our and Merrill Lynch s consent.

Electronic Distributions

Merrill Lynch will be facilitating Internet distribution for this offering to certain of its Internet subscription customers. Merrill Lynch intends to allocate a limited number of shares for sale to its online brokerage customers. An electronic prospectus supplement is available on the Internet website maintained by Merrill Lynch. Other than this prospectus supplement in electronic format, the information on the Merrill Lynch website is not part of this prospectus supplement.

New York Stock Exchange Listing

The shares of our common stock are listed on the New York Stock Exchange under the symbol TKR.

Price Stabilization and Short Positions

Until the distribution of the common stock is completed, SEC rules may limit the underwriters from bidding for or purchasing our common stock. However, the underwriters may engage in transactions that stabilize the price of our common stock, such as bids or purchases that peg, fix or maintain that price.

The underwriters may purchase and sell our common stock in the open market. These transactions may include short-sales, stabilizing transactions and purchases to cover the positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters option to purchase additional shares from the issue in the offering. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase the shares through the overallotment option. Naked short sales are sales in excess of the overallotment option. The underwriters must close out any naked short position by purchasing common stock in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchase of our common stock made by the underwriters in the open market prior to the completion of the offering.

Similar to other purchase transactions, the underwriters purchases to cover syndicate short positions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that would otherwise exist in the open market.

Neither we nor any of the underwriters makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters makes any representation that the representatives or Merrill Lynch will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Other Relationships

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking, lending and other commercial dealings in the ordinary course of business with us. They have received customary fees and commissions for these transactions.

Affiliates of certain of the underwriters are part of a syndicate of financial institutions that has committed to lend up to $875 million to us under our new senior credit facility, comprised of a one-year term loan facility of up to $375 million and a five-year revolving credit facility of up to $500 million, that we have to entered into in order to finance the Torrington acquisition. Affiliates of certain of the underwriters are also part of a syndicate of financial institutions that have committed to lend up to $300 million to us under our existing credit facility. The existing credit facility will be terminated when we make our initial drawing under our new senior credit facility.

Concurrently with this offering, we are also offering an aggregate principal amount of up to $ million of our senior unsecured notes, for which some of the underwriters of this offering are also acting as underwriters under a separate purchase agreement.

LEGAL MATTERS

Jones Day will pass upon certain legal matters for us, including the validity of the common stock offered by this prospectus supplement. Shearman & Sterling, New York, New York, will pass upon specified legal matters for the underwriters.

EXPERTS

Ernst & Young LLP, independent auditors, have audited our consolidated financial statements and schedule at December 31, 2001 and 2000, and for each of the three years in the period ended December 31, 2001, as set forth in their report. We have included our financial statements and schedule in this prospectus supplement and elsewhere in the registration statement in reliance on Ernst & Young LLP s report, given on their authority as experts in accounting and auditing.

The combined financial statements of Ingersoll-Rand Engineered Solutions Business (an operating business unit of Ingersoll-Rand Company Limited) as of December 31, 2001 and 2000 and for each of the three years in the period ended December 31, 2001 included in this prospectus supplement have been so included in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

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REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders of
The Timken Company

We have audited the accompanying consolidated balance sheets of The Timken Company and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income, shareholders equity and cash flows for each of the three years in the period ended December 31, 2001. Our audits also included the financial statement schedule listed in the index at Exhibit 99.1. These financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and schedule. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement and schedule presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Timken Company and subsidiaries at December 31, 2001 and 2000, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2001, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ ERNST & YOUNG LLP

Canton, Ohio
January 29, 2002

THE TIMKEN COMPANY

CONSOLIDATED BALANCE SHEET

	December 31,	
	2001	**2000**
	(Thousands of dollars)	
ASSETS		
Current Assets		
Cash and cash equivalents	**$ 33,392**	$ 10,927
Accounts receivable, less allowances: 2001 $14,976; 2000 $11,259	**307,759**	354,972
Deferred income taxes	**42,895**	43,094
Refundable income taxes	**15,103**	-0-
Inventories:		
Manufacturing supplies	**36,658**	40,515
Work in process and raw materials	**212,040**	247,806
Finished products	**180,533**	201,228
Total Inventories	**429,231**	489,549
Total Current Assets	**828,380**	898,542
Property, Plant and Equipment		
Land and buildings	**488,540**	489,254
Machinery and equipment	**2,483,253**	2,485,125
	2,971,793	2,974,379
Less allowances for depreciation	**1,666,448**	1,610,607
Property, Plant and Equipment Net	**1,305,345**	1,363,772
Other Assets		
Costs in excess of net assets of acquired businesses, less accumulated amortization: 2001 $47,288; 2000 $41,228	**150,041**	151,487
Intangible pension asset	**136,118**	88,405
Miscellaneous receivables and other assets	**63,499**	43,974
Deferred income taxes	**27,164**	-0-
Deferred charges and prepaid expenses	**22,537**	17,925
Total Other Assets	**399,359**	301,791
Total Assets	**$2,533,084**	$2,564,105
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities		
Commercial paper	**$ 1,962**	$ 76,930
Short-term debt	**84,468**	105,519
Accounts payable and other liabilities	**258,001**	239,182
Salaries, wages and benefits	**254,291**	137,320
Income taxes	**-0-**	1,527
Current portion of long-term debt	**42,434**	26,974

Total Current Liabilities	**641,156**	587,452
Non-Current Liabilities		
Long-term debt	**368,151**	305,181
Accrued pension cost	**317,297**	237,952
Accrued postretirement benefits cost	**406,568**	394,097
Deferred income taxes	**-0-**	11,742
Other non-current liabilities	**18,177**	22,999
Total Non-Current Liabilities	**1,110,193**	971,971
Shareholders Equity		
Class I and II Serial Preferred Stock without par value:		
Authorized 10,000,000 shares each class, none issued	**-0-**	-0-
Common stock without par value:		
Authorized 200,000,000 shares		
Issued (including shares in treasury) 63,082,626 shares		
Stated capital	**53,064**	53,064
Other paid-in capital	**256,423**	256,873
Earnings invested in the business	**757,410**	839,242
Accumulated other comprehensive loss	**(224,538)**	(84,913)
Treasury shares at cost (2001 3,226,544 shares; 2000 3,117,469 shares)	**(60,624)**	(59,584)
Total Shareholders Equity	**781,735**	1,004,682
Total Liabilities and Shareholders Equity	**$2,533,084**	$2,564,105

THE TIMKEN COMPANY

CONSOLIDATED STATEMENT OF INCOME

	Year Ended December 31,		
	2001	**2000**	**1999**
	(Thousands of dollars, except per share data)		
Net sales	**$2,447,178**	$2,643,008	$2,495,034
Cost of products sold	**2,046,458**	2,142,135	2,002,366
Gross Profit	**400,720**	500,873	492,668
Selling, administrative and general expenses	**363,683**	367,499	359,910
Impairment and restructuring charges	**54,689**	27,754	
Operating (Loss) Income	**(17,652)**	105,620	132,758
Interest expense	**(33,401)**	(31,922)	(27,225)
Interest income	**2,109**	3,479	3,096
Other income (expense)	**22,061**	(6,580)	(9,638)
(Loss) Income Before Income Taxes	**(26,883)**	70,597	98,991
Provision for income taxes	**14,783**	24,709	36,367
Net (Loss) Income	**$ (41,666)**	$ 45,888	$ 62,624
Earnings Per Share	**$ (0.69)**	$ 0.76	$ 1.01
Earnings Per Share Assuming Dilution	**$ (0.69)**	$ 0.76	$ 1.01

THE TIMKEN COMPANY

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31		
	2001	**2000**	**1999**
		(Thousands of dollars)	
CASH PROVIDED (USED)			
Operating Activities			
Net (loss) income	**$ (41,666)**	$ 45,888	$ 62,624
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**152,467**	151,047	149,949
Deferred income tax provision	**23,013**	10,585	20,760
Common stock issued in lieu of cash to benefit plans	**1,441**	1,303	467
Non-cash portion of impairment and restructuring charges	**41,832**	16,813	-0-
Changes in operating assets and liabilities:			
Accounts receivable	**44,803**	(22,536)	12,390
Inventories	**51,247**	(52,566)	6,551
Other assets	**(16,897)**	(172)	13,307
Accounts payable and accrued expenses	**(72,483)**	4,046	13,291
Foreign currency translation gain	**(3,886)**	(1,296)	(1,921)
Net Cash Provided by Operating Activities	**179,871**	153,112	277,418
Investing Activities			
Purchases of property, plant and equipment net	**(86,377)**	(152,506)	(164,872)
Acquisitions	**(12,957)**	-0-	(29,240)
Net Cash Used by Investing Activities	**(99,334)**	(152,506)	(194,112)
Financing Activities			
Cash dividends paid to shareholders	**(40,166)**	(43,562)	(44,502)
Purchases of treasury shares	**(2,931)**	(24,149)	(14,271)
Proceeds from issuance of long-term debt	**80,766**	3,478	4,076
Payments on long-term debt	**(2,176)**	(3,595)	(20,867)
Short-term debt activity net	**(90,980)**	70,865	(411)
Net Cash (Used) Provided by Financing Activities	**(55,487)**	3,037	(75,975)
Effect of exchange rate changes on cash	**(2,585)**	(622)	255
Increase In Cash and Cash Equivalents	**22,465**	3,021	7,586
Cash and cash equivalents at beginning of year	**10,927**	7,906	320
Cash and Cash Equivalents at End of Year	**$ 33,392**	$ 10,927	$ 7,906

THE TIMKEN COMPANY

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

		Common Stock				
	Total	Stated Capital	Other Paid-In Capital	Earnings Invested in the Business	Accumulated Other Comprehensive Loss	Treasury Stock
			(Thousands of dollars)			
Year Ended December 31, 1999						
Balance at January 1, 1999	$1,056,081	$53,064	$261,156	$818,794	$ (49,716)	$(27,217)
Net income	62,624			62,624		
Foreign currency translation adjustments (net of income tax of $2,829)	(13,952)				(13,952)	
Minimum pension liability adjustment (net of income tax of $274)	(466)				(466)	
Total comprehensive income	48,206					
Dividends $0.72 per share	(44,502)			(44,502)		
Purchase of 804,500 shares for treasury	(14,271)					(14,271)
Issuance of 152,425 shares from treasury [(1)]	467		(2,869)			3,336
Balance at December 31, 1999	$1,045,981	$53,064	$258,287	$836,916	$ (64,134)	$(38,152)
Year Ended December 31, 2000						
Net income	45,888			45,888		
Foreign currency translation adjustments (net of income tax of $1,137)	(21,293)				(21,293)	
Minimum pension liability adjustment (net of income tax of $301)	514				514	
Total comprehensive income	25,109					
Dividends $0.72 per share	(43,562)			(43,562)		
Purchase of 1,354,000 shares for treasury	(24,149)					(24,149)
Issuance of 123,068 shares from treasury [(1)]	1,303		(1,414)			2,717
Balance at December 31, 2000	$1,004,682	$53,064	$256,873	$839,242	$ (84,913)	$(59,584)
Year Ended December 31, 2001						
Net loss	**(41,666)**			**(41,666)**		
Foreign currency translation adjustments (net of income tax of $963)	**(15,914)**				**(15,914)**	
Minimum pension liability adjustment (net of income tax of $61,892)	**(122,520)**				**(122,520)**	
Cumulative effect of change in method of accounting	**(34)**				**(34)**	
	(1,560)				**(1,560)**	

Change in fair value of derivative financial instruments						
Reclassification adjustments contract settlements	**403**				**403**	
Total comprehensive loss	**(139,625)**					
Dividends $0.67 per share	**(40,166)**			**(40,166)**		
Purchase of 206,300 shares for treasury	**(2,931)**					**(2,931)**
Issuance of 97,225 shares from treasury [(1)]	**1,441**		**(450)**			**1,891**
Balance at December 31, 2001	**$ 781,735**	**$53,064**	**$256,423**	**$757,410**	**$(224,538)**	**$(60,624)**

(1) Share activity was in conjunction with employee benefit and stock option plans. See the accompanying notes to these consolidated financial statements beginning on page F-7.

THE TIMKEN COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Significant Accounting Policies

Principles of Consolidation: The consolidated financial statements include the accounts and operations of the company and its subsidiaries. All significant intercompany accounts and transactions are eliminated upon consolidation.

Revenue Recognition: The company recognizes revenue when title passes to the customer. This is generally FOB shipping point except for certain exported goods, which is FOB destination. Selling prices are fixed based on purchase orders or contractual arrangements. Write-offs of accounts receivable have historically been low.

Cash Equivalents: The company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Inventories: Inventories are valued at the lower of cost or market, with 73% valued by the last-in, first-out (LIFO) method. If all inventories had been valued at current costs, inventories would have been $151,976,000 and $140,473,000 greater at December 31, 2001 and 2000, respectively.

Property, Plant and Equipment: Property, plant and equipment is valued at cost less accumulated depreciation. Provision for depreciation is computed principally by the straight-line method based upon the estimated useful lives of the assets. The useful lives are approximately 30 years for buildings, 5 to 7 years for computer software and 3 to 20 years for machinery and equipment.

Costs in Excess of Net Assets of Acquired Businesses: Costs in excess of net assets of acquired businesses (goodwill) are amortized on the straight-line method over 25 years for businesses acquired after 1991 and over 40 years for those acquired before 1991. The carrying value of goodwill is reviewed for recoverability based on the undiscounted cash flows of the businesses acquired over the remaining amortization period. Should the review indicate that goodwill is not recoverable, the company s carrying value of the goodwill would be reduced to fair value. In addition, the company assesses long-lived assets for impairment under Financial Accounting Standards Board s (FASB) Statement of Financial Accounting Standards (SFAS) No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. Under those rules, goodwill associated with assets acquired in a purchase business combination is included in impairment evaluations when events or circumstances exist that indicate the carrying amount of those assets may not be recoverable. In June 2001, the FASB issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. Under SFAS No. 142, goodwill and certain other intangible assets are no longer amortized but are reviewed annually for impairment. Intangible assets that are separable and have a definite life will continue to be amortized over their useful lives. If, based on the impairment reviews, the related assets are found to be impaired, their carrying value is adjusted through a charge to earnings. The company will apply the new accounting rules for goodwill and other intangible assets, beginning in the first quarter of 2002. The company is currently evaluating the implications of SFAS No. 142. In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which provides guidance on the accounting for impairment or disposal of long-lived assets. SFAS No. 144 also provides guidance for differentiating between assets held and used and assets to be disposed of. The company will apply the new accounting rules for impairment, beginning January 1, 2002, and is evaluating the impact of adoption.

Income Taxes: Deferred income taxes are provided for the temporary differences between the financial reporting basis and tax basis of the company s assets and liabilities.

The company plans to reinvest undistributed earnings of all non-U.S. subsidiaries. The amount of undistributed earnings that is considered to be indefinitely reinvested for this purpose was approximately $115,800,000 at December 31, 2001. Accordingly, U.S. income taxes have not been provided on such earnings. Based on financial information as of December 31, 2001, no additional U.S. income tax may be due

THE TIMKEN COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

if these earnings were distributed. However, such distributions would be subject to non-U.S. withholding taxes and secondary taxes on distributed profits totaling approximately $6,100,000.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates and assumptions are reviewed and updated regularly to reflect recent experience.

Foreign Currency Translation: Assets and liabilities of subsidiaries, other than those located in highly inflationary countries, are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average rates of exchange prevailing during the year. The related translation adjustments are reflected as a separate component of accumulated other comprehensive loss. Foreign currency gains and losses resulting from transactions and the translation of financial statements of subsidiaries in highly inflationary countries are included in results of operations. The company recorded foreign currency exchange losses of $3,211,000 in 2001, $1,467,000 in 2000 and $9,856,000 in 1999.

Earnings Per Share: Earnings per share are computed by dividing net (loss) income by the weighted-average number of common shares outstanding during the year. Earnings per share assuming dilution are computed by dividing net (loss) income by the weighted-average number of common shares outstanding adjusted for the dilutive impact of potential common shares for options.

Derivative Instruments: Effective January 1, 2001, the company adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended. The statement required the company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not designated as hedges must be adjusted to fair value through earnings. If the derivative is designated as a hedge, depending on the nature of the hedge, changes in the fair value of the derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. The ineffective portion of the change in fair value of a derivative that is designated as a hedge is immediately recognized in earnings. Certain of the company s holdings of forward foreign exchange contracts have been deemed derivatives pursuant to the criteria established in SFAS No. 133, of which the company has designated certain of those derivatives as hedges. The adoption of SFAS No. 133 did not have a significant effect on the company s financial position or results of operations.

Reclassifications: Certain amounts reported in the 2000 financial statements have been reclassified to conform to the 2001 presentation.

2. Impairment and Restructuring Charges

It is the company s policy to recognize restructuring costs in accordance with Emerging Issues Task Force Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring) and the SEC Staff Accounting Bulletin No. 100, Restructuring and Impairment Charges. Impairment charges are recognized to write down assets to their fair value when assets are identified that have a history of negative operating results or cash flows, have limited or no future strategic use or when it is probable that the undiscounted cash flows of an asset are less than the current net book value.

The $55 million restructuring program announced in March 2000 concluded during the first quarter of 2001, with total charges of $49.4 million ($10.5 million in 2001) recorded for impairment, restructuring and reorganization. Of the $49.4 million total charges recorded between March 2000 and March 2001, $20.7 million were impairment expenses, $13.0 million related to restructuring expenses and $15.7 million were reorganization expenses. During the year, $2.0 million in restructuring expenses were reversed as a result of an overaccrual in severance for associates included in the first phase of restructuring but who were not

THE TIMKEN COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

severed. Total payments of $13.0 million have been disbursed as of December 31, 2001. Estimated savings related to this program realized through the end of 2001 approximate $26 million before taxes. During 2001, 106 positions were identified and exited the company due to the initial restructuring. Combined with positions eliminated during 2000, this resulted in a total elimination of 694 positions as part of the initial restructuring.

In April 2001, the company announced a strategic global refocusing of its manufacturing operations to establish a foundation for accelerating the company s growth initiatives. This second phase of the company s transformation includes creating focused factories for each product line or component, replacing specific manufacturing processes with state-of-the-art processes through the company s global supply chain, rationalizing production to the lowest total cost plants in the company s global manufacturing system and implementing lean manufacturing process redesign to continue to improve quality and productivity. The company announced its intention to close bearing plants in Columbus, Ohio, and Duston, England, and to sell a tooling plant in Ashland, Ohio. These changes were expected to affect production processes and employment as the company reduces positions by about 1,500 by the end of 2002.

In light of the market weakness experienced throughout 2001, the company announced in June that it was stepping up the strategic refocusing of its manufacturing operations. This included accelerating the previously announced closings in Columbus and Duston. The Columbus bearing plant ceased manufacturing operations on November 9, while the Duston plant is expected to close in mid-2002. The company announced additional cost-saving actions in August. The company took steps to further reduce capital spending, delay or scale back certain projects and reduce salaried employment. The reductions affected about 300 salaried associates concentrated in North America and Western Europe. The affected associates exited the company by the end of 2001.

As a result of the program announced in April, the company targeted an annualized pretax rate of savings of approximately $100 million by the end of 2004. To implement these actions, the company expects to take approximately $100-$110 million in severance, impairment and implementation charges by the end of 2002. As of the end of 2001, the company achieved estimated annualized savings of $21 million.

The actual charges incurred for this program to date total $56.8 million. Of that amount, $15.1 million were curtailment charges, $1.5 million related to impaired assets, $30.8 million were severance expenses, $1.4 million were exit costs and the remaining $8.0 million were implementation charges classified as cost of products sold ($4.1 million) and selling, administrative, and general expenses ($3.9 million). The curtailment charges of $15.1 million were for the pension and postretirement benefits related to the shutdown of the Columbus plant. The $30.8 million of severance costs and $1.4 million in exit costs were related to the shutdown of the Columbus and Duston plants as well as reductions in the salaried workforce. As of December 31, 2001, cash payments of $9.1 million have been made for severance, resulting in a remaining accrual balance of $21.4 million, the majority of which is payable over the next twelve months. Of the total $30.8 million in severance costs, $0.3 million was paid and expensed when incurred.

Since the announcement in April, 856 associates left the company by the end of 2001. Of that number, 618 people were from the Duston and Columbus plants, Canadian Timken Ltd., and associates included in the worldwide salaried workforce reduction for whom severance has been paid. The remaining 238 associates retired or voluntarily left the company through the end of the year, and their positions have been eliminated.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Key elements of the 2001 **restructuring and impairment charges** by segment for the year ended December 31, 2001 are as follows:

	Auto	Industrial	Steel	Total
		(Millions of dollars)		
Restructuring:				
Separation cost	$26.0	$ 7.6	$1.3	$34.9
Exit costs	0.4	1.0	-0-	1.4
	$26.4	$ 8.6	$1.3	$36.3
Impaired assets:				
Property, plant and equipment	$ 1.1	$ 3.8	$0.4	$ 5.3
Special Charges:				
SFAS No. 88/106 curtailment	$ -0-	$15.1	$ -0-	$15.1
Reversal of Separation cost	$ (0.2)	$ (1.8)	$ -0-	$ (2.0)
	$27.3	$25.7	$1.7	$54.7

3. Comprehensive Loss

Accumulated other comprehensive loss consists of the following:

	2001	2000	1999
		(Thousands of dollars)	
Foreign currency translation adjustment	**$ (94,570)**	$(78,656)	$(57,363)
Minimum pension liability adjustment	**(128,777)**	(6,257)	(6,771)
Fair value of open foreign currency cash flow hedges	**(1,191)**	-0-	-0-
	$(224,538)	$(84,913)	$(64,134)

4. Acquisitions

In November 2001, the company purchased Lecheres Industries SAS, the parent company of Bamarec S.A., a precision component manufacturer based in France. In February 2001, the company completed the buyout of its Chinese joint venture partner in Yantai Timken Company Limited. Prior to the buyout, the company owned a 60% interest in Yantai Timken, and its financial results were consolidated into the company s financial statements, taking into account a minority interest. In January 2001, the company purchased the assets of Score International, Inc., a manufacturer of dental handpiece repair tools located in Sanford, Florida.

In March 1999, the company increased its ownership of Timken India Limited (formerly Tata Timken Limited) from 40% to 80%. Prior to the additional investment, the company accounted for its investment in Timken India using the equity method. As a result of the transaction, the Timken India financial position and operating results are consolidated into the company s financial statements.

The total cost of these acquisitions amounted to $12,957,000 in 2001 and $29,240,000 in 1999. A portion of the purchase price has been allocated to the assets and liabilities acquired based on their fair values at the dates of acquisition. The fair value of the assets was $25,408,000 in 2001 and $30,425,000 in 1999; the fair value of liabilities assumed was $16,396,000 in 2001 and $9,790,000 in 1999. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. All of the acquisitions were accounted for a purchases. The company s consolidated financial statements include the results of operations

THE TIMKEN COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

of the acquired businesses for the period subsequent to the effective date of these acquisitions. Pro forma results of operations have not been presented because the effect of these acquisitions was not significant.

5. Earnings Per Share

The following table sets forth the **reconciliation** of the numerator and the denominator of earnings per share and earnings per share assuming dilution for the years ended December 31:

	2001	2000	1999
	(Thousands of dollars, except per share data)		
Numerator:			
Net (loss)income for earnings per share and earnings per share assuming dilution income available to common shareholders	**$ (41,666)**	$ 45,888	$ 62,624
Denominator:			
Denominator for earnings per share weighted-average shares	**59,947,568**	60,556,595	61,795,162
Effect of dilutive securities:			
Stock options and awards based on the treasury stock method	**(1)**	166,577	230,651
Denominator for earnings per share assuming dilution adjusted weighted-average shares	**59,947,568**	60,723,172	62,025,813
Earnings per share	**$ (0.69)**	$ 0.76	$ 1.01
Earnings per share assuming dilution	**$ (0.69)**	$ 0.76	$ 1.01

(1) Addition of 161,211 shares would result in antidilution.

THE TIMKEN COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Financing Arrangements

Long-term debt at December 31, 2001 and 2000 was as follows:

	2001	2000
	(Thousands of dollars)	
Fixed-rate Medium-Term Notes, Series A, due at various dates through May 2028, with interest rates ranging from 6.20% to 7.76%	**$327,000**	$252,000
Variable-rate State of Ohio Air Quality and Water Development Revenue Refunding Bonds, maturing on November 1, 2025 (1.6% at December 31, 2001)	**21,700**	21,700
Variable-rate State of Ohio Pollution Control Revenue Refunding Bonds, maturing on July 1, 2003 (1.7% at December 31, 2001)	**17,000**	17,000
Variable-rate State of Ohio Water Development Revenue Refunding Bonds, maturing May 1, 2007 (1.6% at December 31, 2001)	**8,000**	8,000
Variable-rate State of Ohio Water Development Authority Solid Waste Revenue Bonds, maturing on July 1, 2032 (1.8% at December 31, 2001)	**24,000**	24,000
Other	**12,885**	9,455
	410,585	332,155
Less current maturities	**42,434**	26,974
	$368,151	$305,181

The maturities of long-term debt for the five years subsequent to December 31, 2001, are as follows: 2002 $42,434,000; 2003 $20,725,000; 2004 $5,750,000; 2005 $515,000; and 2006 $95,136,000.

Interest paid in 2001, 2000 and 1999 approximated $33,000,000, $33,000,000 and $32,000,000, respectively. This differs from interest expense due to timing of payments and interest capitalized of $1,400,000 in 2001; $1,600,000 in 2000; and $3,700,000 in 1999 as a part of major capital additions. The weighted-average interest rate on commercial paper borrowings during the year was 4.3% in 2001, 6.5% in 2000 and 5.2% in 1999. The weighted-average interest rate on short-term debt during the year was 5.8% in 2001, and 6.3% in 2000 and 1999.

At December 31, 2001, the company had available $298,000,000 through an unsecured $300,000,000 revolving credit agreement with a group of banks.

The agreement, which expires in June 2003, bears interest based upon any one of four rates at the company s option adjusted prime, Eurodollar, competitive bid Eurodollar or the competitive bid absolute rate. Also, the company has a shelf registration filed with the Securities and Exchange Commission which, as of December 31, 2001, enables the company to issue up to an additional $125,000,000 of long-term debt securities in the public markets. In August 2001, the company issued $75,000,000 of medium-term notes with an effective interest rate of 6.75% maturing on August 21, 2006.

The company and its subsidiaries lease a variety of real property and equipment. Rent expense under operating leases amounted to $16,799,000, $14,719,000 and $17,724,000 in 2001, 2000 and 1999, respectively. At December 31, 2001, future minimum lease payments for noncancelable operating leases totaled $57,104,000 and are payable as follows: 2002 $13,290,000; 2003 $9,826,000; 2004 $7,232,000; 2005

$4,817,000; 2006 $3,044,000; and $18,895,000 thereafter.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Financial Instruments

As a result of the company s worldwide operating activities, it is exposed to changes in foreign currency exchange rates, which affect its results of operations and financial condition. The company and certain subsidiaries enter into forward exchange contracts to manage exposure to currency rate fluctuations, primarily related to the purchases of inventory and equipment. The purpose of these foreign currency hedging activities is to minimize the effect of exchange rate fluctuations on business decisions and the resulting uncertainty on future financial results. At December 31, 2001 and 2000, the company had forward foreign exchange contracts, all having maturities of less than one year, with notional amounts of $19,507,000 and $10,948,000, respectively. The forward foreign exchange contracts were primarily entered into by the company s European subsidiaries to manage Euro, U.S. dollar and British pound exposures. The realized and unrealized gains and losses on these contracts are deferred and included in inventory or property, plant and equipment, depending on the transaction. These deferred gains and losses are reclassified from accumulated other comprehensive loss and recognized in earnings when the future transactions occur, or through depreciation expense.

The carrying value of cash and cash equivalents, accounts receivable, commercial paper, short-term borrowings and accounts payable are a reasonable estimate of their fair value due to the short-term nature of these instruments. The fair value of the company s fixed-rate debt, based on discounted cash flow analysis, was $334,000,000 and $255,000,000 at December 31, 2001 and 2000, respectively. The carrying value of this debt was $346,000,000 and $270,000,000.

8. Stock Compensation Plans

The company has elected to follow Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for its stock options to key associates and directors. Under APB Opinion No. 25, because the exercise price of the company s stock options equals the market price of the underlying common stock on the date of grant, no compensation expense is recognized.

Under the company s stock option plans, shares of common stock have been made available to grant at the discretion of the Compensation Committee of the Board of Directors to officers and key associates in the form of stock options, stock appreciation rights, restricted shares and deferred shares.

In addition, shares can be awarded to directors not employed by the company. The options have a ten-year term and vest in 25% increments annually beginning twelve months after the date of grant. Pro forma information regarding net income and earnings per share is required by SFAS No. 123, and has been determined as if the company had accounted for its associate stock options under the fair value method of SFAS No. 123. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model. For purposes of pro forma disclosures, the estimated fair value of the options granted under the plan is amortized to expense over the options vesting periods. The pro forma information indicates a decrease in net income of $5,731,000 in 2001; $6,014,000 in 2000; and $5,056,000 in 1999.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Following is the ***pro forma information*** and the ***related assumptions*** under the Black-Scholes method:

	2001	**2000**	**1999**
	(Thousands of dollars except per share data)		
Pro forma net (loss) income	**$(47,397)**	$39,874	$57,568
Earnings per share	**$ (0.79)**	$ 0.66	$ 0.93
Earnings per share assuming dilution	**$ (0.79)**	$ 0.66	$ 0.93
Assumptions:			
Risk-free interest rate	**6.32%**	6.31%	5.33%
Dividend yield	**3.36%**	3.01%	2.79%
Expected stock volatility	**0.480**	0.481	0.444
Expected life years	**8**	8	8

A summary of activity related to *stock options* for the above plans is as follows for the years ended December 31:

	2001		**2000**		**1999**	
	Options	**Weighted-Average Exercise Price**	**Options**	**Weighted-Average Exercise Price**	**Options**	**Weighted-Average Exercise Price**
Outstanding beginning of year	**5,720,990**	**$21.41**	4,515,676	$22.90	3,526,301	$23.73
Granted	**1,367,400**	**15.05**	1,356,400	15.88	1,186,100	19.45
Exercised	**(54,528)**	**14.67**	(88,761)	12.96	(186,774)	16.72
Canceled or expired	**(208,450)**	**20.35**	(62,325)	21.28	(9,951)	22.13
Outstanding end of year	**6,825,412**	**$20.22**	5,720,990	$21.41	4,515,676	$22.90