SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): OCTOBER 29, 2003

KENNAMETAL INC.
(Exact name of registrant as specified in its charter)

Commission file number 1-5318

PENNSYLVANIA	25-0900168
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

WORLD HEADQUARTERS
1600 TECHNOLOGY WAY
P.O. BOX 231
LATROBE, PENNSYLVANIA 15650-0231
(Address of registrant's principal executive offices)

Registrant's telephone number, including area code: (724) 539-5000

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On October 29, 2003, Kennametal Inc. ("Kennametal" or "the Company") issued a press release announcing financial results for its first quarter ended September 30, 2003.

The press release contains non-GAAP financial measures, including gross profit, operating expense, operating income, net income (loss) and diluted EPS in each case excluding special items. The special items include: restructuring charges and Widia integration costs. Kennametal management excludes these items in measuring and compensating internal performance to more easily compare the Company's financial performance period to period. We believe investors should have available the same information that management uses to measure and compensate performance. Kennametal management believes that presentation of these non-GAAP financial measures provides useful information into the results of operations of the company for the current, past and future periods.

Free operating cash flow is a non-GAAP presentation and is defined as cash provided by continuing operations (in accordance with GAAP) less capital expenditures and proceeds from asset disposals. Free operating cash flow is considered to be an important indicator of Kennametal's ability to generate liquidity because it better represents cash generated from operations that can be used for strategic initiatives, dividends or debt repayment.

Debt-to-Capital
- ---------------
Debt to equity in accordance with GAAP is defined as total debt divided by Stockholder's Equity and total debt. Debt to equity is defined by Kennametal as total current and long term debt divided by total Shareowner's equity plus minority interest plus total debt. Kennametal adjusted its debt to equity percentage for the additional minimum pension charge and electronics impairment that is recorded in equity. Management believes that the adjustment provides additional insight into the underlying capital structuring and performance of the Company.

Additionally, during our quarterly teleconference we may use various other non-GAAP financial measures to describe the underlying operating results. Accordingly, we have compiled below certain reconciliations as required by Regulation G.

Primary Working Capital
- -----------------------
Primary working capital is a non-GAAP presentation and is defined as accounts receivable, net plus inventories, net minus accounts payable. The most directly comparable GAAP measure is working capital, which is defined as current assets less current liabilities. We believe primary working capital better represents Kennametal's performance in managing certain assets and liabilities controllable at the business unit level and is used as such for internal performance measurement.

EBIT
- ----
EBIT is an acronym for Earnings Before Interest and Taxes and is not a calculation in accordance with GAAP. The most directly comparable GAAP measure is net income except with respect to reporting segments in which the most comparable GAAP measure is operating income. However, we believe that EBIT is widely used as a measure of operating performance and we believe EBIT to be an important indicator of the Company's operational strength and performance. Nevertheless, the measure should not be considered in isolation or as a substitute for operating income, cash flows from operating activities or any other measure for determining liquidity that is calculated in accordance with GAAP.

Adjusted Sales
- --------------
Kennametal adjusted sales as reported under GAAP for specific items including acquisitions and foreign currency translation. Management believes that adjusting the sales as reported under GAAP provides additional insight into the underlying operations. Management uses this information in reviewing operating performance and in the determination of compensation.

Adjusted Gross Profit
- ---------------------
Kennametal adjusted gross profit as recorded under GAAP for specific items including Widia integration and restructuring charges. Management believes that the adjusted gross profit information is an important indicator of the Company's underlying operating performance.

Operating Expense Reconciliation
- --------------------------------
Kennametal adjusted operating expense as reported under GAAP for Widia Integration, Restructuring charges, Widia operating expense, foreign exchange and decreased pension income. Management believes that the adjusted operating expense provides additional insight into the underlying operations. Management uses this information in reviewing operating performance and in the determination of compensation.

SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

RECONCILIATION TO GAAP WORKING CAPITAL (UNAUDITED)

	September 30, 2003	September 30, 2002
Current assets	$ 796,365	$ 750,397
Current liabilities	314,789	289,860
Working capital in accordance with GAAP	481,576	460,537
Excluded items:		
Cash and cash equivalents	(14,720)	(14,300)
Deferred income taxes	(114,619)	(71,084)
Other current assets	(47,003)	(40,110)
Total excluded current assets	$(176,342)	$(125,494)
Adjusted current assets	620,023	624,903
Short-term debt, including notes payable	(11,375)	(16,992)
Accrued liabilities	(195,761)	(171,045)
Total excluded current liabilities	$(207,136)	$(188,037)
Adjusted current liabilities	107,653	101,823
Primary working capital	$ 512,370	$ 523,080

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

KENNAMETAL INC. EBIT RECONCILIATION (UNAUDITED)

	September 30,	
	2003	2002
Net income, as reported	$ 8,764	$ 10,829
As % of sales	2.0%	2.7%
Add back:		
Interest	6,600	8,485
Taxes	4,452	5,255
EBIT	19,816	24,569
Additional adjustments:		
Minority interest	695	338
Restructuring, including items in COGS	3,393	(181)
Widia integration	1,559	711
Interest income	(436)	(640)
Securitization fees	397	537
Adjusted EBIT	$ 25,424	$ 25,334
As of % of sales	5.7%	6.3%

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

MSSG SEGMENT (UNAUDITED):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
Sales, as reported	$271,129	$240,422
Widia sales(1)	(26,018)	-
Foreign currency exchange	(11,098)	-
Adjusted sales	$234,013	$240,422

MSSG EBIT (UNAUDITED):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
MSSG operating income, as reported	$23,502	$23,473
As % of sales	8.7%	9.8%
Other income	264	189
EBIT	23,766	23,662
Adjustments:		
MSSG restructuring, including items in COGS	3,393	-
Widia integration	1,511	711
EBIT, excluding special charges	$28,670	$24,373
As % of sales	10.6%	10.1%

(1) Widia was acquired on August 30, 2002. Sales related to Widia for July and August have been removed from the 2003 results in order to reflect comparable Widia activity for both years.

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

AMSG SEGMENT (UNAUDITED):

	Quarter Ended September 30,	
	2003	2002
Sales, as reported	$ 93,631	$ 83,409
Widia acquisition(1)	(5,476)	-
Foreign currency exchange	(2,775)	-
Adjusted sales	$ 85,380	$ 83,409

AMSG EBIT (UNAUDITED):

	Quarter Ended September 30,	
	2003	2002
AMSG operating income (expense), as reported	$ 11,822	$ 11,385
As % of sales	12.6%	13.6%
Other income (expense)	113	58
EBIT	11,935	11,443
Adjustments:		
AMSG restructuring	-	(181)
Widia integration	48	-
EBIT, excluding special charges	$ 11,983	$ 11,262
As % of sales	12.8%	13.5%

(1) Widia was acquired on August 30, 2002. Sales related to Widia for July and August have been removed from the 2003 results in order to reflect comparable Widia activity for both years.

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

J&L SEGMENT (UNAUDITED):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
Sales, as reported	$ 48,139	$ 48,606
Foreign currency exchange	(221)	-
Adjusted sales	$ 47,918	$ 48,606

J&L EBIT (UNAUDITED):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
J&L operating income, as reported	$ 2,685	$ 2,301
As % of sales	5.6%	4.7%
Other (expense)	-	(11)
EBIT	2,685	2,290
Adjustments:		
J&L restructuring	-	-
EBIT, excluding special charges	$ 2,685	$ 2,290
As % of sales	5.6%	4.7%

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

FSS SEGMENT (Unaudited):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
Sales, as reported	$ 31,676	$ 31,781
Foreign currency exchange	(79)	-
Adjusted sales	$ 31,597	$ 31,781

FSS EBIT (Unaudited):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
FSS operating income, as reported	$ (281)	$ (19)
As % of sales	-0.9%	-0.1%
Other (expense) income	2	100
EBIT	(279)	81
Adjustments:		
FSS restructuring	-	-
EBIT, excluding special charges	$ (279)	$ 81
As % of sales	-0.9%	0.3%

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SUPPLEMENTAL INFORMATION AND RECONCILIATIONS

RECONCILIATION TO GAAP - GROSS PROFIT (UNAUDITED)

	QUARTER ENDED SEPTEMBER 30, 2003	AS A % OF SALES	QUARTER ENDED SEPTEMBER 30, 2002	AS A % OF SALES
Gross profit	$144,107	32.4%	$130,969	32.4%
Widia integration and restructuring charges	2,954	0.7%	-	0.0%
Gross profit, excluding special items	$147,061	33.1%	$130,969	32.4%

OPERATING EXPENSE RECONCILIATION (UNAUDITED):

	Quarter ended Sept. 30, 2003	Quarter ended Sept. 30, 2002
Operating expense, as reported	$ 121,239	$ 104,835
Integration costs	(1,448)	(711)
Operating expense, excluding special items	119,791	104,124
Less:		
Widia operating expense	8,441	-
Unfavorable foreign exchange	4,979	-
Operating expense, excluding special items, Widia expense and foreign exchange	$ 106,371	$ 104,124

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Exhibit Index

Exhibit	Description
99.1	Press Release dated October 29, 2003. Furnished herewith.

SIGNATURE

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

KENNAMETAL INC.

Date: October 29, 2003 By: /s/ TIMOTHY A. HIBBARD

Timothy A. Hibbard
Corporate Controller and
Chief Accounting Officer

Exhibit 99.1

FROM: KENNAMETAL INC.
P.O. Box 231
Latrobe, PA 15650

Investor Relations
724-539-6141
Contact: Beth A. Riley

Media Relations
724-539-4662
Contact: Riz Chand

DATE: October 29, 2003

FOR RELEASE: Immediate

KENNAMETAL REPORTS FIRST QUARTER EARNINGS

- Sales up 10%
- Reported earnings per diluted share of $0.24, per guidance
- Cash flow in-line with expectations

LATROBE, Pa., October 29, 2003 - Kennametal Inc. (NYSE: KMT) today reported a fiscal 2004 first quarter earnings of $0.24 per diluted share compared with earnings of $0.31 per diluted share last year. Excluding special items in each period, diluted earnings per share were $0.34 for the quarter, at the high end of guidance, against last year's earnings per share of $0.32. Sales of $445 million were 10 percent above prior year, driven by the Widia acquisition.

Earnings Per Share Excluding Special Items

Company Guidance (07/30/03)	$0.30 to $0.35
Analyst Estimate Range (10/23/03)	$0.32 to $0.35
Earnings, Excluding Special Items	$0.34

Kennametal Chairman, President and Chief Executive Officer, Markos I. Tambakeras, said, "We were pleased to deliver earnings near the top of our guidance, with our global markets developing largely as we expected. Our results reflect a nascent recovery in our key North American markets, and continued strong growth in the developing regions of Asia-Pacific and South America. Our confidence in the sustainability of the North American recovery was encouraged by the return to growth of our Light and General Engineering end market. Historically, this market segment has been a good proxy for the health of the broad industrial markets. Persistent weakness in our European markets was somewhat worse than we expected. During the quarter, we were focused on the final phases of the Widia integration and on accelerating investments in our global sales and marketing activities."

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HIGHLIGHTS
- --
FIRST QUARTER - FY04
- --------------------

- - Sales of $444.6 million were 10 percent above last year's $404.2 million. Sales results include an 8 percent addition from the Widia acquisition, a 4 percent benefit from foreign currency exchange, and a 2 percent decline in organic sales volume.

- - Reported net income was $8.8 million against net income of $10.8 million in the same quarter last year. Excluding special items, net income was $12.1 million for the quarter, an 8 percent increase compared to net income of $11.2 million last year reflecting the benefits of Widia synergies, cost reductions and foreign currency exchange.

- - The current quarter included net special charges of $3.4 million, or $0.10 per diluted share, primarily associated with the previously announced Widia integration efforts. Prior-year quarter included net special charges of $0.4 million, or $0.01 per diluted share, also largely related to the Widia integration.

- - As expected, net cash flow from operations was $12.2 million, versus $38.3 million for the prior year. Free operating cash flow was $2.1 million, versus $28.4 million in the same period last year due to higher tax and restructuring payments this quarter.

- - Total debt was $520 million, down $6 million from June 2003, and $96 million below September 2002.

- - Debt to capital decreased to 40.5 percent, from 45.5 percent at the end of September in the prior year.

OUTLOOK
- -------
Performance in certain key North American markets toward the end of the September quarter corroborated positive macroeconomic indicators, and increased the probability of a sustained recovery in North American industrial markets. The strength of the North American recovery has yet to be established. While a North American recovery was expected to precede improvement in Europe, the weakness in Europe is greater than previously anticipated.

Tambakeras said, "On balance, we remain confident in our ability to deliver against our original earnings guidance for the year. While Europe is weaker than anticipated, North America is encouraging, and our earnings outlook was based on modest growth assumptions for the second half of our fiscal year. We will continue to manage costs and spending, as appropriate, for evolving market performance."

Sales for the second quarter of fiscal 2004 are expected to grow 4 to 5 percent year-over-year, including the impact of currency. Organic volume is anticipated to be flat to down 2 percent year-over-year, compared to a 2 percent decline in the first quarter. Reported diluted earnings per share are expected to

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be $0.19 to $0.26 per share. This includes an estimate for special charges associated with the completion of the Widia integration of approximately $0.06 to $0.08 per share, consistent with previously announced integration assumptions. Excluding these charges, diluted earnings per share are forecasted to range from $0.27 to $0.32 per share.

Guidance for the full year remains essentially unchanged. Sales are expected to grow 6 to 8 percent year-over-year. Reported diluted earnings per share are expected to be $1.72 to $2.04 per share. This includes an estimate for special charges associated with the completion of the Widia integration of approximately $0.16 to $0.18 per share. Excluding these charges, diluted earnings per share are forecasted to range from $1.90 to $2.20 per share. The earnings forecast includes $0.12 to $0.15 of accretion from Widia, slightly lower than prior guidance on reduced expectations for the performance of European markets.

Kennametal anticipates net cash flow provided by operating activities of approximately $165 to $185 million in fiscal 2004. Purchases of property, plant and equipment and proceeds from disposals of property, plant and equipment are expected to be $60 to $70 million, net. Adjusting net cash flow provided by operating activities for the above items, Kennametal expects to generate between $100 and $125 million of free operating cash flow.

Kennametal advises shareholders to note monthly order trends, for which the company makes a disclosure ten business days after the conclusion of each month. This information is available on the Investor Relations section of Kennametal's corporate web site at www.kennametal.com.

DIVIDEND DECLARED
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Kennametal also announced its Board of Directors declared a quarterly cash dividend of $0.17 cents per share, payable November 25, 2003, to shareowners of record as of the close of business November 10, 2003.

First quarter results will be discussed in a live Internet broadcast at 10:00 a.m. today. Access the live or archived conference by visiting the Investor Relations section of Kennametal's corporate web site at www.kennametal.com.

This release contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by the fact they use words such as "should," "anticipate," "estimate," "approximate," "expect," "may," "will," "project," "intend," "plan," "believe," and others words of similar meaning and expression in connection with any discussion of future operating or financial performance. One can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements are likely to relate to, among other things, our goals, plans and projections regarding our financial position,

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results of operations, market position and product development, which are based on current expectations that involve inherent risks and uncertainties, including factors that could delay, divert or change any of them in the next several years. Although it is not possible to predict or identify all factors, they may include the following: global economic conditions; future terrorist attacks; epidemics; risks associated with integrating and divesting businesses and achieving the expected savings and synergies; demands on management resources; risks associated with international markets such as currency exchange rates, and social and political environments; competition; labor relations; commodity prices; demand for and market acceptance of new and existing products; and risks associated with the implementation of restructuring plans and environmental remediation matters. We can give no assurance that any goal or plan set forth in forward-looking statements can be achieved and readers are cautioned not to place undue reliance on such statements, which speak only as of the date made. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of future events or developments.

Kennametal Inc. aspires to be the premier tooling solutions supplier in the world with operational excellence throughout the value chain and best-in-class manufacturing and technology. Kennametal strives to deliver superior shareowner value through top-tier financial performance. The company provides customers a broad range of technologically advanced tools, tooling systems and engineering services aimed at improving customers' manufacturing competitiveness. With about 14,000 employees worldwide, the company's annual sales approximate $1.8 billion, with nearly half coming from sales outside the United States. Kennametal is a five-time winner of the GM "Supplier of the Year" award and is represented in more than 60 countries. Kennametal operations in Europe are headquartered in Furth, Germany. Kennametal Asia Pacific operations are headquartered in Singapore. For more information, visit the company's web site at www.kennametal.com.

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FINANCIAL HIGHLIGHTS

Consolidated financial highlights for Kennametal Inc. (NYSE: KMT) for the quarter ended September 30, 2003 and 2002 are shown in the following tables (in thousands, except per share amounts).

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	QUARTER ENDED SEPTEMBER 30, 2003	QUARTER ENDED SEPTEMBER 30, 2002
Sales	$ 444,575	$ 404,218
Cost of goods sold(1)	300,468	273,249
Gross profit	144,107	130,969
Operating expense(2)	121,239	104,835
Restructuring and asset impairment charges	550	(181)
Amortization of intangibles	470	814
Operating income	21,848	25,501
Interest expense	6,600	8,485
Other expense, net	1,337	594
Income before provision for income taxes and minority interest	13,911	16,422
Provision for income taxes	4,452	5,255
Minority interest	695	338
Net income	$ 8,764	$ 10,829
Basic earnings per share	$ 0.25	$ 0.31
Diluted earnings per share	$ 0.24	$ 0.31
Dividends per share	$ 0.17	$ 0.17
Basic weighted average share outstanding	35,336	35,045
Diluted weighted average shares outstanding	35,989	35,344

(1) For the quarter ended September 30, 2003, these amounts include charges of $0.1 million for integration activities related to the Widia acquisition and $2.8 million related to restructuring programs.

(2) For the quarters ended September 30, 2003 and 2002, these amounts include charges of $1.4 million and $0.7 million, respectively, for integration activities related to the Widia acquisition.

In addition to reported results under U.S. GAAP for the fiscal periods, the following financial highlight tables also include, where appropriate, a reconciliation of results excluding special items, free operating cash flow and debt to capital (which are non-GAAP measures), to the most directly comparable GAAP measures. Management believes that each of these non-GAAP financial measures is useful to investors to more easily compare the Company's financial performance period to period.

RECONCILIATION TO GAAP - QUARTER ENDED SEPTEMBER 30 (UNAUDITED)

	Gross Profit	Operating Expense	Operating Income	Net Income	Diluted Earnings Per Share
2003 Reported Results	$ 144,107	$ 121,239	$ 21,848	$ 8,764	$ 0.24
MSSG Restructuring	2,843	-	3,393	2,307	0.07
Widia Integration Costs - MSSG	63	(1,448)	1,511	1,027	0.03
Widia Integration Costs - AMSG	48	-	48	33	-
2003 Results Excluding Special Items	$ 147,061	$ 119,791	$ 26,800	$ 12,131	$ 0.34
2002 Reported Results	$ 130,969	$ 104,835	$ 25,501	$ 10,829	$ 0.31
AMSG Restructuring	-	-	(181)	(123)	-
Widia Integration Costs - MSSG	-	(711)	711	483	0.01
2002 Results Excluding Special Items	$ 130,969	$ 104,124	$ 26,031	$ 11,189	$ 0.32

FINANCIAL HIGHLIGHTS (CONTINUED)

SEGMENT DATA (UNAUDITED):

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002*
Sales:		
Metalworking Solutions and Services Group	$ 271,129	$ 240,422
Advanced Materials Solutions Group	93,631	83,409
J&L Industrial Supply	48,139	48,606
Full Service Supply	31,676	31,781
Total Sales	$ 444,575	$ 404,218
Sales By Geographic Region:		
Within the United States	$ 232,614	$ 239,124
International	211,961	165,094
Total Sales	$ 444,575	$ 404,218
Operating Income (Loss), as reported:		
Metalworking Solutions and Services Group	$ 23,502	$ 23,473
Advanced Materials Solutions Group	11,822	11,385
J&L Industrial Supply	2,685	2,301
Full Service Supply	(281)	(19)
Corporate and Eliminations	(15,880)	(11,639)
Total Operating Income	$ 21,848	$ 25,501
Operating Income (Loss), excluding special charges:		
Metalworking Solutions and Services Group	$ 28,406	$ 24,184
Advanced Materials Solutions Group	11,870	11,204
J&L Industrial Supply	2,685	2,301
Full Service Supply	(281)	(19)
Corporate and Eliminations	(15,880)	(11,639)
Total Operating Income	$ 26,800	$ 26,031

*Prior year segment data has been restated for organizational changes

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FINANCIAL HIGHLIGHTS (CONTINUED)

OPERATING INCOME (LOSS) RECONCILIATION (UNAUDITED):

QUARTER ENDED SEPTEMBER 30,

	MSSG	AMSG	J&L	FSS	Corp & Elim.	Total
2003 Reported Operating Income (Loss)	$ 23,502	$ 11,822	$ 2,685	$ (281)	$(15,880)	$ 21,848
Restructuring	3,393	-	-	-	-	3,393
Widia Integration Costs	1,511	48	-	-	-	1,559
2003 Operating Income (Loss) Excluding Special Charges	$ 28,406	$ 11,870	$ 2,685	$ (281)	$(15,880)	$ 26,800
2002 Reported Operating Income (Loss)	$ 23,473	$ 11,385	$ 2,301	$ (19)	$(11,639)	$ 25,501
Restructuring	-	(181)	-	-	-	(181)
Widia Integration Costs	711	-	-	-	-	711
2002 Operating Income (Loss) Excluding Special Charges	$ 24,184	$ 11,204	$ 2,301	$ (19)	$(11,639)	$ 26,031

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FINANCIAL HIGHLIGHTS (CONTINUED)

RECONCILIATION TO OPERATING CASH FLOW INFORMATION (UNAUDITED)

	Quarter Ended September 30, 2003	Quarter Ended September 30, 2002
Net income	$ 8,764	$ 10,829
Other non-cash items	6,473	2,005
Depreciation and amortization	15,351	19,066
Change in inventory	3,728	10,121
Change in accounts receivable	5,054	5,938
Change in accounts payable	(12,512)	(14,099)
Change in other assets and liabilities	(14,673)	4,454
Net cash flow provided by operating activities	12,185	38,314
Purchase of property, plant and equipment	(10,594)	(10,475)
Proceeds from disposals of property, plant and equipment	534	605
Free operating cash flow	$ 2,125	$ 28,444

CONDENSED BALANCE SHEETS (UNAUDITED)

	Quarter Ended				
	09/30/03	06/30/03	03/31/03	12/31/02	09/30/02
ASSETS					
Cash and equivalents	$ 14,720	$ 15,093	$ 17,250	$ 18,155	$ 14,300
Accounts receivable, net of allowance	232,146	235,648	235,908	199,261	221,313
Inventories	387,877	392,255	408,996	403,530	403,590
Deferred income taxes	114,619	79,564	81,651	80,204	71,084
Other current assets	47,003	42,119	44,286	53,868	40,110
TOTAL CURRENT ASSETS	796,365	764,679	788,091	755,018	750,397
Property, plant and equipment, net	489,242	493,373	476,208	480,066	480,696
Goodwill and Intangible assets, net	483,165	473,932	491,987	478,060	467,140
Other assets	39,736	47,108	107,159	104,937	109,225
TOTAL	$1,808,508	$1,779,092	$1,863,445	$1,818,081	$1,807,458
LIABILITIES					
Short-term debt, including notes payable	$ 11,375	$ 10,845	$ 15,068	$ 17,591	$ 16,992
Accounts payable	107,653	119,853	120,981	92,114	101,823
Accrued liabilities	195,761	205,649	208,816	171,726	171,045
TOTAL CURRENT LIABILITIES	314,789	336,347	344,865	281,431	289,860
Long-term debt	508,763	514,842	565,067	599,425	599,615
Deferred income taxes	42,047	8,748	38,382	46,801	53,475
Other liabilities	180,258	178,698	140,550	135,101	125,816
TOTAL LIABILITIES	1,045,857	1,038,635	1,088,864	1,062,758	1,068,766
MINORITY INTEREST	16,089	18,880	18,070	17,594	17,685
SHAREOWNERS' EQUITY	746,562	721,577	756,511	737,729	721,007
TOTAL	$1,808,508	$1,779,092	$1,863,445	$1,818,081	$1,807,458

DEBT TO EQUITY RECONCILIATION (UNAUDITED)

	Forecasted June 30, 2004	Quarter Ended September 30, 2003	2002	Quarter Ended June 30, 2003
Total Debt	$ 431,920	$ 520,138	$ 616,607	$ 525,687
Total Shareowners' Equity	799,500	746,562	721,007	721,577
Debt to Equity, GAAP	35.1%	41.1%	46.1%	42.1%
Total Debt	$ 431,900	$ 520,138	$ 616,607	$ 525,687
Minority Interest	18,800	16,089	17,685	18,880
Total Shareowners' Equity	799,500	746,562	721,007	721,577
Total Capital	$1,250,200	$1,282,789	$1,355,299	$1,266,144
Debt to Capital	34.5%	40.5%	45.5%	41.5%

RECONCILIATION OF FORECASTED GAAP CASH FLOW INFORMATION (UNAUDITED)

	TWELVE MONTHS ENDED JUNE 30, 2004
Forecasted net cash flow provided by operating activities	$165,000 - 185,000
Forecasted purchases and disposals of property, plant and equipment	(60,000) - (70,000)
Forecasted free operating cash flow	$100,000 - 125,000

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