UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q

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

For the quarterly period ended September 30, 2004

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

For the transition period from ______________to_______________

333-114467
(Commission File Number)

Viasystems, Inc.
(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation or organization)

43-177252
(I.R.S. Employer Identification No.)

101 South Hanley Road
St. Louis, MO 63105
(314) 727-2087
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

YES [X] NO []

As of September 30, 2004, there were 1,000 shares of Viasystems, Inc.'s Common Stock outstanding.

VIASYSTEMS, INC. & SUBSIDIARIES
INDEX TO FINANCIAL STATEMENTS

VIASYSTEMS, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)
(Unaudited)

	December 31, 2003	September 30, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 62,676	$ 43,105
Accounts receivable, net	135,378	155,787
Inventories	87,744	98,718
Prepaid expenses and other	38,293	38,114
Total current assets	324,091	335,724
Property, plant and equipment, net	219,765	227,288
Deferred financing costs, net	8,806	7,765
Goodwill	173,350	172,719
Intangible assets, net	11,129	10,682
Other assets, net	20,417	14,012
Total assets	$ 757,558	$ 768,190
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Accounts payable	$ 141,542	$ 147,584
Accrued and other liabilities	69,155	69,095
Income taxes payable	589	555
Current maturities of long-term debt	943	1,023
Total current liabilities	212,229	218,257
Deferred taxes	18,650	19,493
Long-term debt, less current maturities	455,300	442,635
Other non-current liabilities	5,676	5,378
Total liabilities	691,855	685,763
Commitments and contingencies		
Stockholder's equity:		
Common stock, par value $.01 per share, 1,000 shares authorized, issued, and outstanding at December 31, 2003 and September 30, 2004	—	—
Paid-in capital	2,374,041	2,378,381
Accumulated deficit	(2,303,777)	(2,288,181)
Accumulated other comprehensive loss	(4,561)	(7,773)
Total stockholder's equity	65,703	82,427
Total liabilities and stockholder's equity	$ 757,558	$ 768,190

See accompanying notes to consolidated financial statements.

VIASYSTEMS, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2003	**2004**	**2003**	**2004**
Net sales	$ 186,504	$ 220,987	$ 547,607	$ 683,319
Operating expenses:				
Cost of goods sold, exclusive of amounts shown separately below	149,172	181,989	433,288	552,802
Selling, general and administrative	15,290	18,976	48,625	59,417
Stock compensation expense	152	830	1,231	2,493
Depreciation	17,251	11,998	48,816	35,532
Amortization	730	325	2,251	1,114
Restructuring and impairment, net	823	—	823	(5,680)
Losses (gains) on dispositions of assets, net	—	—	130	(465)
Operating income	3,086	6,869	12,443	38,106
Other expenses:				
Interest expense, net	7,361	9,522	22,209	28,380
Amortization of deferred financing costs	—	357	—	1,017
Reorganization items:				
Reorganization expenses (reversals)	1,216	26	54,729	(9,772)
Loss from debt forgiveness	—	—	1,517	—
Other expense, net	8,591	(822)	14,874	1,066
Income (loss) before income taxes	(14,082)	(2,214)	(80,886)	17,415
Income taxes	—	396	—	1,819
Net (loss) income	$ (14,082)	$ (2,610)	$ (80,886)	$ 15,596

See accompanying notes to consolidated financial statements.

VIASYSTEMS, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2004
Cash flows from operating activities:		
Net (loss) income	$ (80,886)	$ 15,596
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Non-cash stock compensation expense charges	1,231	2,493
Losses (gains) on disposition of assets, net	130	(465)
Losses on sale of property, plant and equipment	6,678	594
Depreciation and amortization	51,067	36,646
Amortization of deferred financing costs	—	1,017
Loss from debt forgiveness	1,517	—
Write-off of non-cash items related to debt forgiveness	54,729	—
Gain from sale of North Tyneside facility	—	(9,798)
Deferred taxes	(3,666)	(3,193)
Change in assets and liabilities:		
Accounts receivable	(14,226)	(20,254)
Inventories	1,932	(11,020)
Prepaid expenses and other	(4,912)	16,203
Accounts payable and accrued and other liabilities	15,562	9,120
Intercompany receivable with Viasystems Group, Inc.	(3,789)	1,082
Income taxes payable	1,265	645
Net cash provided by operating activities	26,632	38,666
Cash flows from investing activities:		
Sale of business	(138)	—
Sale of property, plant and equipment	395	23
Capital expenditures	(28,876)	(43,642)
Net cash used in investing activities	(28,619)	(43,619)
Cash flows from financing activities:		
Equity proceeds	102	—
Repayment of amounts due under long-term contractual obligations	—	(12,732)
Repayment of amounts due under credit facilities	(18,744)	—
Financing fees and other	—	103
Net cash used in financing activities	(18,642)	(12,629)
Effect of exchange rate changes on cash and cash equivalents	(3,632)	(1,989)
Net change in cash and cash equivalents	(24,261)	(19,571)
Cash and cash equivalents at beginning of the period	83,060	62,676
Cash and cash equivalents at end of the period	$ 58,799	$ 43,105

See accompanying notes to consolidated financial statements.

VIASYSTEMS, INC. & SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands)
(Unaudited)

1. Basis of Presentation

Unaudited Interim Consolidated Financial Statements

The unaudited interim consolidated financial statements of Viasystems, Inc. ("Viasystems") and its subsidiaries reflect all adjustments consisting only of normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of financial position and results of operations. The results for the three and nine months ended September 30, 2004, are not necessarily indicative of the results that may be expected for a full fiscal year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in Viasystems' Registration Statement filed on Form S-4 with the Securities and Exchange Commission ("SEC").

Nature of Business

Viasystems is a leading worldwide provider of complex multi-layer printed circuit boards, wire harnesses and electro-mechanical solutions. Its products are used in a wide range of applications, including automotive dash panels and control modules, major household appliances, data networking equipment, telecommunications switching equipment and complex medical and technical instruments.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Viasystems. All intercompany balances and transactions have been eliminated in consolidation.

Employee Stock-Based Compensation

SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure, an Amendment of FASB Statement No. 123*, was issued to provide alternative methods of transition of an entity that voluntarily adopts the fair value based method of accounting for stock-based employee compensation. It also amends the disclosure provisions of SFAS No. 123, *Accounting for Stock-Based Compensation,* to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to the stock-based employee compensation and it amends Accounting Principles Board Opinion ("APB") No. 28, *Interim Financial Reporting,* to require disclosure about those effects in interim financial information.

Viasystems Group, Inc., the holding company parent of Viasystems ("Group" and, together with Viasystems, the "Company"), maintains a stock option plan. The Company records expenses attributable to Group's stock option plan. In connection with Group's prepackaged plan of reorganization, Group terminated its 1997 and 2001 stock option plans and adopted the 2003 stock option plan. The options issued under the 2003 stock option plan have a fixed exercise price and vest one-third at the grant date, one-third on the 24-month anniversary of the grant date and one-third on the 36-month anniversary of the grant date. As a result of the termination of the 1997 and 2001 stock option plans and the adoption of the 2003 stock option plan, under provision of FIN No. 44, *Accounting for Certain Transactions Involving Stock Compensation an Interpretation of APB Opinion No. 25,* certain options issued under the 2003 stock option plan are treated as "variable" options. As a result, the Company recorded non-cash compensation expense of $152 and $1,231 for the three and nine months ended September 30, 2003, respectively.

Effective January 1, 2004, the Company adopted the fair value recognition provisions of SFAS No. 123. Under the modified prospective transition method selected by the Company as described in

SFAS No. 148, compensation cost recognized for the three and nine months ended September 30, 2004 is the same as that which would have been recognized had the fair value method of SFAS No. 123 been applied from its original effective date.

	Three Months Ended September 30, 2003	Three Months Ended September 30, 2004	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2004
Net income (loss), as reported	$ (14,082)	$ (2,610)	$ (80,886)	$ 15,596
Add: Stock-based employee compensation expense included in reported net (loss) income, net of related tax effects	152	830	1,231	2,493
Less: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	836	830	15,091	2,493
Pro forma net (loss) income	$ (14,766)	$ (2,610)	$ (94,746)	$ 15,596

2. Inventories

The composition of inventories at September 30, 2004, is as follows:

Raw materials	$ 33,913
Work in process	21,526
Finished goods	43,279
Total	$ 98,718

3. Long-term Debt

The composition of long-term debt at September 30, 2004, is as follows:

Credit Agreement:	
Term facilities	$ 242,401
Revolver	—
Senior Subordinated Notes due 2011	200,000
Other debt and capital leases	1,257
	443,658
Less: current maturities	1,023
	$ 442,635

Credit Agreement

On January 31, 2003, Group, as guarantor, and Viasystems, as borrower, entered into a senior credit facility (the "2003 Credit Agreement"). The 2003 Credit Agreement provided for: (a) a $69,433 term loan facility (the "Tranche A Term Loan"); (b) a $378,468 term loan facility (the "Tranche B Term Loan"); and (c) a $51,289 revolving credit facility (the "Revolving Loans"), which includes a $15,000 letter of credit sub-facility. The Company used the proceeds from the Senior Subordinated Notes due 2011 to extinguish the Tranche A Term Loan and to pay down the 2003 Tranche B Term Loan to $242,401. The remaining principal of the Tranche B Term Loan was to become due and payable in 2008.

Current borrowings under the Company's 2003 Credit Agreement bear interest at floating rates, which vary according to the interest option the Company selects. The Tranche B Term loan bore interest, at the Company's option, at the then effective base rate plus 4.25% or the then effective euro currency base rate plus 5.25%. Revolving credit loans bear interest, at the Company's option, at the then effective base rate plus 3.50% or the then effective euro currency base rate plus 4.50%. For the eight months ended September 30, 2003 and the nine months ended September 30, 2004, the weighted average interest rates on outstanding borrowings under the 2003 Credit Agreement were 6.5% and 6.7%, respectively.

On October 7, 2004, Group, as guarantor, and Viasystems, as borrower, amended the 2003 Credit Agreement to provide for a new $265,000 term loan facility (the "New Tranche B Term Loan"). The Company used the proceeds from the New Tranche B Term Loan to extinguish the original Tranche B Term Loan. Interest on the New Tranche B Term Loan will be payable quarterly and will be determined, at the option of the Company, at the then effective base rate plus 3.25% or the then effective euro currency rate plus 4.25%. Beginning in 2005, principal payments will be payable quarterly in the amount of $2,650 per year until June 30, 2009 at which time the remaining $253,075 will become due and payable on September 30, 2009.

The Company pays a commitment fee equal to 0.5% on the undrawn portion of the commitments in respect of the Revolving Loans.

At September 30, 2004, the Company had $50,084 of available borrowing capacity under its revolving credit facility (with $13,795 of such $50,084 available for issuances of letters of credit).

Senior Subordinated Notes due 2011

In December 2003, Viasystems completed an offering of $200,000 of 10 1/2% Senior Subordinated Notes due 2011 (the "2011 Notes"). Viasystems filed a Registration Statement on Form S-4 (Registration No. 333-114467) with respect to the registered exchange of the 2011 Notes, which became effective on July 14, 2004 and commenced an exchange offer on July 16, 2004. The exchange offer closed on August 16, 2004.

Interest on the 2011 Notes is due semiannually on January 15 and July 15. The Company may redeem the 2011 Notes at any time prior to January 15, 2008 at the redemption price of 100% plus a "make-whole" premium (as defined). In the event of an Initial Public Offering (as defined), 35% of the 2011 Notes may be redeemed at any time prior to January 15, 2007 at the redemption price of 110.5%, plus accrued and unpaid interest, if any, to the redemption date. In the event of a Change in Control (as defined), the Company is required to make an offer to purchase the 2011 Notes at a redemption price of 101%, plus accrued and unpaid interest.

Department of Trade and Industry Notes

In conjunction with the Company's pre-packaged plan of reorganization approved by the Bankruptcy Court, a £12 million (approximately $18 million) loan guaranteed by the Company was cancelled and in exchange the Department of Trade and Industry (the "DTI") received a note (the "DTI Note") in an amount equal to £9 million. Interest on the DTI Note was payable semi-annually in cash on a current basis at an annual interest rate of three percent for periods up to September 30, 2008 and at an annual interest rate equal to the Bank of England Base Rate plus two percent for periods thereafter. Principal on the DTI Note was payable from December 31, 2008 through December 31, 2010 (provided all amounts due and owing under the 2003 Credit Agreement were not paid in full prior to October 1, 2008); provided, however, proceeds received by the DTI pursuant to the liquidation of Viasystems Tyneside Limited ("VTL") would reduce the outstanding principal under the DTI Note. The outstanding balance of the DTI Note was $12.5 million at December 31, 2003. In May 2004, the DTI

Note was discharged in full as a result of proceeds received by the DTI from the liquidation of VTL, resulting in a gain of $9,798.

4. Guarantor Subsidiaries

The 2011 Notes are fully and unconditionally (as well as jointly and severally) guaranteed on an unsecured, senior subordinated basis by each subsidiary of Viasystems other than its foreign subsidiaries. Each of the guarantor subsidiaries and non-guarantor subsidiaries is wholly-owned by Viasystems.

The following condensed consolidating financial information of Viasystems includes the accounts of Viasystems, the combined accounts of the guarantor subsidiaries and the combined accounts of the non-guarantor subsidiaries. Given the size of the non-guarantor subsidiaries relative to Viasystems on a consolidated basis, separate financial statements of the respective guarantor subsidiaries are not presented because management has determined that such information is not material in assessing the guarantor subsidiaries.

Balance Sheet as of December 31, 2003

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
ASSETS					
Cash	$ 993	$ 38,236	$ 23,447	$ —	$ 62,676
Accounts receivables	—	54,967	80,411	—	135,378
Inventory	—	27,279	60,465	—	87,744
Other current assets	446	12,174	25,673	—	38,293
Total current assets	1,439	132,656	189,996	—	324,091
Property, plant and equipment	—	12,358	207,407	—	219,765
Investment in subsidiary	341,638	(340,934)	—	(704)	—
Other assets	(34,320)	89,965	158,057	—	213,702
Total assets	$ 308,757	$ (105,955)	$ 555,460	$ (704)	$ 757,558
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)					
Current maturities of long-term debt	$ —	$ 172	$ 771	$ —	$ 943
Accounts payable	—	33,085	108,457	—	141,542
Accrued and other liabilities	5,314	38,763	25,667	—	69,744
Total current liabilities	5,314	72,020	134,895	—	212,229
Long-term debt	454,927	373	—	—	455,300
Other non-current liabilities	(4,215)	6,374	24,629	—	26,788
Intercompany (receivable)/payable	(203,724)	(539,343)	743,067	—	—
Intercompany (receivable)/payable with Viasystems Group, Inc	102	(2,564)	—	—	(2,462)
Total liabilities	252,404	(463,140)	902,591	—	691,855
Total paid in capital and accumulated earnings (deficit)	70,264	341,638	(340,934)	(704)	70,264
Accumulated other comprehensive income (loss)	(13,911)	15,547	(6,197)	—	(4,561)
Total liabilities and stockholder's equity (deficit)	$ 308,757	$ (105,955)	$ 555,460	$ (704)	$ 757,558

Balance Sheet as of September 30, 2004

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
ASSETS					
Cash	$ 329	$ 19,707	$ 23,069	$ —	$ 43,105
Accounts receivables	—	52,808	102,979	—	155,787
Inventory	—	32,012	66,706	—	98,718
Other current assets	1,111	12,799	24,204	—	38,114
Total current assets	1,440	117,326	216,958	—	335,724
Property, plant and equipment	—	12,013	215,275	—	227,288
Investment in subsidiary	370,281	(395,784)	—	25,503	—
Other assets	(47,680)	85,817	167,041	—	205,178
Total assets	$ 324,041	$ (180,628)	$ 599,274	$ 25,503	$ 768,190
Current maturities of long-term debt	$ —	$ 184	$ 839	$ —	$ 1,023
Accounts payable	—	34,293	113,291	—	147,584
Accrued and other liabilities	8,618	29,737	31,295	—	69,650
Total current liabilities	8,618	64,214	145,425	—	218,257
Long-term debt	442,401	234	—	—	442,635
Other non-current liabilities	(3,551)	6,948	25,017	—	28,414
Intercompany (receivable)/ payable	(198,184)	(638,257)	837,429	(988)	—
Intercompany (receivable)/payable with Viasystems Group, Inc	—	(3,543)	—	—	(3,543)
Total liabilities	249,284	(570,404)	1,007,871	(988)	685,763
Total paid in capital and accumulated earnings (deficit)	88,880	370,775	(395,946)	26,491	90,200
Accumulated other comprehensive income (loss)	(14,123)	19,001	(12,651)	—	(7,773)
Total liabilities and stockholder's equity (deficit)	$ 324,041	$ (180,628)	$ 599,274	$ 25,503	$ 768,190

Statement of Operations for the three months ended September 30, 2003

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net sales	$ —	$ 82,026	$ 121,876	$ (17,398)	$ 186,504
Operating expenses:					
Cost of goods sold, exclusive of amounts shown separately below	—	73,936	92,634	(17,398)	149,172
Selling, general and administrative	168	5,794	9,328	—	15,290
Stock compensation expense	152	—	—	—	152
Depreciation	—	854	16,397	—	17,251
Amortization	49	—	681	—	730
Restructuring and impairment, net	—	—	823	—	823
Losses (gains) on disposition of assets, net	—	—	—	—	—
Operating (loss) income	(369)	1,442	2,013	—	3,086
Other expenses (income):					
Interest expense, net	5,606	(7,278)	9,033	—	7,361
Amortization of deferred financing costs	—	—	—	—	—
Reorganization expenses (reversals)	1,216	—	—	—	1,216
Loss from debt forgiveness	—	—	—	—	—
Other expense (income), net	7,695	(4,821)	5,717	—	8,591
Equity in (loss) earnings of subsidiaries	(1,249)	(13,139)	—	14,388	—
Income (loss) before income taxes	(16,135)	402	(12,737)	14,388	(14,082)
Income (credit) tax	(2,053)	1,651	402	—	—
Net (loss) income	$ (14,082)	$ (1,249)	$ (13,139)	$ 14,388	$ (14,082)

Statement of Operations for the three months ended September 30, 2004

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net sales	$ —	$ 100,199	$ 146,037	$ (25,249)	$ 220,987
Operating expenses:					
Cost of goods sold, exclusive of amounts shown separately below	—	88,808	118,430	(25,249)	181,989
Selling, general and administrative	264	7,950	10,762	—	18,976
Stock compensation expense	830	—	—	—	830
Depreciation	—	405	11,593	—	11,998
Amortization	—	—	325	—	325
Restructuring and impairment, net	—	—	—	—	—
Losses (gains) on disposition of assets, net	—	—	—	—	—
Operating (loss) income	(1,094)	3,036	4,927	—	6,869
Other expenses (income):					
Interest expense, net	7,528	(7,179)	9,173	—	9,522
Amortization of deferred financing costs	357	—	—	—	357
Reorganization expenses (reversals)	26	—	—	—	26
Loss from debt forgiveness	—	—	—	—	—
Other expense (income), net	1,556	(54,402)	52,024	—	(822)
Equity in (loss) earnings of subsidiaries	6,133	(55,250)	—	49,117	—
Income (loss) before income taxes	(4,428)	9,367	(56,270)	49,117	(2,214)
Income (credit) tax	(1,818)	3,234	(1,020)	—	396
Net (loss) income	$ (2,610)	$ 6,133	$ (55,250)	$ 49,117	$ (2,610)

Statement of Operations for the nine months ended September 30, 2003

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net sales	$ —	$ 234,135	$ 354,881	$ (41,409)	$ 547,607
Operating expenses:					
Cost of goods sold, exclusive of amounts shown separately below	—	208,100	266,597	(41,409)	433,288
Selling, general and administrative	168	18,669	29,788	—	48,625
Stock compensation expense	1,231	—	—	—	1,231
Depreciation	—	2,329	46,487	—	48,816
Amortization	158	—	2,093	—	2,251
Restructuring and impairment, net	—	—	823	—	823
Losses (gains) on disposition of assets, net	—	1,500	(1,370)	—	130
Operating (loss) income	(1,557)	3,537	10,463	—	12,443
Other expenses (income):					
Interest expense, net	16,878	(21,826)	27,157	—	22,209
Amortization of deferred financing costs	—	—	—	—	—
Reorganization expenses (reversals)	54,729	—	—	—	54,729
Loss from debt forgiveness	1,517	—	—	—	1,517
Other expense (income), net	16,449	21,934	(23,509)	—	14,874
Equity in (loss) earnings of subsidiaries	18,440	3,834	—	(22,274)	—
Income (loss) before income taxes	(72,690)	7,263	6,815	(22,274)	(80,886)
Income tax (credit)	8,196	(11,177)	2,981	—	—
Net (loss) income	$ (80,886)	$ 18,440	$ 3,834	$ (22,274)	$ (80,886)

Statement of Operations for the nine months ended September 30, 2004

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net sales	$ —	$ 309,498	$ 453,717	$ (79,896)	$ 683,319
Operating expenses:					
Cost of goods sold, exclusive of amounts shown separately below	—	275,497	357,201	(79,896)	552,802
Selling, general and administrative	282	24,996	34,139	—	59,417
Stock compensation expense	2,493	—	—	—	2,493
Depreciation	—	1,180	34,352	—	35,532
Amortization	—	—	1,114	—	1,114
Restructuring and impairment, net	—	—	(5,680)	—	(5,680)
Losses (gains) on disposition of assets, net	—	—	(465)	—	(465)
Operating (loss) income	(2,775)	7,825	33,056	—	38,106
Other expenses (income):					
Interest expense, net	22,714	(21,286)	26,952	—	28,380
Amortization of deferred financing costs	1,017	—	—	—	1,017
Reorganization expenses (reversals)	(9,772)	—	—	—	(9,772)
Loss from debt forgiveness	—	—	—	—	—
Other expense (income), net	1,566	(62,314)	61,814	—	1,066
Equity in (loss) earnings in subsidiaries	28,644	(54,850)	—	26,206	—
Income (loss) before income taxes	10,344	36,575	(55,710)	26,206	17,415
Income taxes	(5,252)	7,931	(860)	—	1,819
Net (loss) income	$ 15,596	$ 28,644	$ (54,850)	$ 26,206	$ 15,596

Statement of Cash Flows for the nine months ended September 30, 2003

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net cash provided by (used in) operating activities	$ (42,252)	$ 38,219	$ 30,665	$ —	$ 26,632
Net cash provided by (used in) investing activities	—	(1,851)	(26,768)	—	(28,619)
Net cash provided by (used in) financing activities	(18,642)	—	—	—	(18,642)
Effect of exchange rate changes on cash and cash Equivalents	—	—	(3,632)	—	(3,632)
Net change in cash and cash equivalents	(60,894)	36,368	265	—	(24,261)
Cash and cash equivalents at the beginning of the period	62,811	792	19,457	—	83,060
Cash and cash equivalents at the end of the period	$ 1,917	$ 37,160	$ 19,722	$ —	$ 58,799

Statement of Cash Flows for the nine months ended September 30, 2004

	Viasystems, Inc.	Total Guarantor	Total Non-Guarantor	Eliminations	Viasystems, Inc. Consolidated
Net cash provided by (used in) operating activities	$ 12,065	$ (18,250)	$ 44,851	$ —	$ 38,666
Net cash provided by (used in) investing activities	—	(279)	(43,340)	—	(43,619)
Net cash provided by (used in) financing activities	(12,729)	—	100	—	(12,629)
Effect of exchange rate changes on cash and cash Equivalents	—	—	(1,989)	—	(1,989)
Net change in cash and cash equivalents	(664)	(18,529)	(378)	—	(19,571)
Cash and cash equivalents at the beginning of the period	993	38,236	23,447	—	62,676
Cash and cash equivalents at the end of the period	$ 329	$ 19,707	$ 23,069	$ —	$ 43,105

5. Restructuring and Impairment Charges

In light of the economic downturn that began in 2000 and continued into early 2003 related to many of the Company's key telecommunication and networking customers, the Company initiated restructuring activities during 2001 to adjust its cost position compared to anticipated levels of business. The Company also reviewed the carrying value of the related assets. These actions resulted in plant shutdowns and downsizings as well as asset impairments. These actions continued through 2003.

There were no charges incurred in the first six months of 2003. During the quarter ended September 30, 2003 the Company recorded a restructuring charge of $786 related to the downsizing of the Montreal, Quebec printed circuit board fabrication facilities. The charge related to personnel and severance for 47 employees who were terminated during the quarter. In addition, a $37 restructuring charge was recorded for the Coventry, United Kingdom facility.

During the first six months of 2004, the Company reversed a $85 restructuring accrual related to a personnel accrual at its Canadian plant. In addition, the Company reversed a $6,069 restructuring accrual based on its release from an operating lease contract of a closed business. These reversals were offset with a $484 restructuring accrual related to the shutdown of the European EMS business in December of 2003. There were no charges incurred in the quarter ended September 30, 2004.

Below are tables summarizing restructuring and the related activity as of and for the nine months ended September 30, 2003 and 2004:

	Balance at 12/31/02	Nine Months Ended September 30, 2003			Cumulative Drawdowns		Balance at 9/30/03
		Charges	Reversals	Total	Cash Payments	Non-Cash Charges	
Restructuring Activities:							
Personnel and severance	$ 10,460	$ 823	$ —	$ 823	$ (6,207)	$ —	$ 5,076
Lease and other contractual commitments	11,768	—	—	—	(1,902)	—	9,866
Other	481	—	—	—	(481)	—	—
Total restructuring and impairment charges	$ 22,709	$ 823	$ —	$ 823	$ (8,590)	$ —	$ 14,942

	Balance at 12/31/03	Nine Months Ended September 30, 2004			Cumulative Drawdowns		Balance at 9/30/04
		Charges	Reversals	Total	Cash Payments	Non-Cash Charges	
Restructuring Activities:							
Personnel and severance	$ 4,076	$ —	$ (85)	$ (85)	$ (1,337)	$ —	$ 2,654
Lease and other contractual commitments	9,560	484	(6,069)	(5,585)	(1,435)	—	2,540
Other	14	—	(10)	(10)	(4)	—	—
Total restructuring and impairment charges	$ 13,650	$ 484	$ (6,164)	$ (5,680)	$ (2,776)	$ —	$ 5,194

The restructuring and impairment charges were determined based on formal plans approved by the Company's management using the best information available to it at the time. The amounts the Company may ultimately incur may change as the balance of the plans is executed.

In October of 2004, the Company announced that it was realigning resources and the strategic mission of the Echt, Netherlands facility. As a result, the Company will reduce the Echt facility's workforce by approximately 24% to create greater cost efficiencies. The Company will incur a restructuring charge in the fourth quarter of approximately $2,500 to $2,800.

6. Derivative Financial Instruments

Viasystems accounts for its derivatives under Statement of Financial Accounting Standards ("SFAS") No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* and SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities.* These Standards require recognition of all derivatives as either assets or liabilities in the balance sheet and require measurement of those instruments at fair value through adjustments to other comprehensive income, current earnings, or both, as appropriate.

The decision to enter into forward purchase contracts was made after considering the future use of foreign currencies of Viasystems, the desired foreign exchange rate sensitivity and by exchange rate levels. Prior to entering into a hedge transaction, Viasystems formally documents the relationship between hedging instruments and hedged items, as well as the risk management objective for undertaking the various hedge transactions.

The following is a summary of Viasystems' accounting policies for derivative instruments and its activities under SFAS No. 149 and SFAS No. 133.

Cash Flow Hedges

Viasystems enters into foreign currency forward purchase contracts to convert floating exchange rates into fixed rates. The forward agreements provide for Viasystems to pay a fixed U.S. dollar amount to receive a fixed amount of foreign currency. Under the forward agreements Viasystems is to pay U.S. dollars and receive foreign currency on an interval basis. Amounts to be paid or received under these forward agreements are accounted for on a cash basis and recognized in cost of goods sold and selling, general, and administrative when the contracts are executed.

Cash flow hedges are accounted for at fair value. The effective portion of the change in the cash flow hedge's gain or loss is reported as a component of other comprehensive income net of taxes. The ineffective portion of the change in the cash flow hedge's gain or loss is recorded in earnings on each quarterly measurement date. At September 30, 2004, there was $472 in deferred gains, net of tax, related to cash flow hedges recorded in other comprehensive income. All cash flow hedges were effective, therefore, no gain or loss was recorded in earnings.

The maximum term over which Viasystems is hedging its exposure to the variability of future cash flows is less than one year.

The following table summarizes Viasystems derivative instrument activity at September 30, 2004.

	Notional Amount	Weighted Avg. Remaining Maturity in Months	Average Exchange Rate
Cash flow hedges:			
Mexican Peso	$ 5,673	1.5	11.5120
Canadian Dollar	7,200	1.5	1.3628
Euro	4,000	1.2	1.2584
Total	$ 16,873	1.4	
Fair Value	$ 472		

7. Business Segment Information

The Company operates in one product business segment—a worldwide vertically integrated independent provider of electronics manufacturing services, which are sold throughout many diverse markets.

The Company's operations are located worldwide and are analyzed by three geographical segments. Segment data includes intersegment revenues.

Pertinent financial data by major geographic segments is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Net Sales:	**2003**	**2004**	**2003**	**2004**
North America	$ 104,684	$ 121,406	$ 291,433	$ 375,030
Europe	14,228	8,709	49,956	35,525
Asia	84,988	116,120	247,628	352,660
Eliminations	(17,396)	(25,248)	(41,410)	(79,896)
Total	$ 186,504	$ 220,987	$ 547,607	$ 683,319
Operating Income (Loss):				
North America	$ (1,513)	$ 4,498	$ (4,969)	$ 10,934
Europe	(2,203)	(5,231)	(5,467)	(4,651)
Asia	6,802	7,602	22,879	31,823
Total	$ 3,086	$ 6,869	$ 12,443	$ 38,106

Net sales by product offering are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Net Sales:	**2003**	**2004**	**2003**	**2004**
Printed circuit boards	$ 91,108	$ 103,003	$ 278,403	$ 313,566
Wire harness and electro-mechanical solutions	95,396	117,984	269,204	369,753
Total	$ 186,504	$ 220,987	$ 547,607	$ 683,319

8. Comprehensive Income

The components of comprehensive income, net of tax, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2003	**2004**	**2003**	**2004**
Net (loss) income	$ (14,082)	$ (2,610)	$ (80,886)	$ 15,596
Gain on derivative instruments designated and qualifying as foreign currency cash flow hedging instruments	—	515	—	472
Foreign currency translation adjustments	1,704	(1,116)	12,563	(3,684)
Comprehensive (loss) income	$ (12,378)	$ (3,211)	$ (68,323)	$ 12,384

9. New Accounting Standards

In May 2004, the Emerging Issues Task Force ("EITF") released Issue No. 03-06, *Participating Securities and the Two-Class Method under FASB Statement No. 128*. EITF No. 03-06 provides guidance on the calculation and disclosure of earnings per share. Specifically, EITF No. 03-06 requires that "earnings available to common shareholders" be calculated including participating securities (e.g. preferred stock). The adoption of EITF No. 03-06 is required for all financial periods beginning after March 31, 2004. The results of adoption of EITF No. 03-06 had no impact on Viasystems financial statements.

10. Recent Events

On October 7, 2004, Group completed the sale of 5,555,555 additional shares of common stock. As a result of the offering, Group received gross proceeds of approximately $50 million that were net of fees and expenses and contributed to Viasystems. Such net proceeds of the offering will be utilized for general working capital purposes and the expansion of Viasystems' printed circuit board operations in China.

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

The following discussion should be read in conjunction with the unaudited consolidated financial statements and the notes thereto included in this information statement.

We have made forward-looking statements in this analysis that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, and the effects of competition. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believes," "expects," "anticipates," "intends," "plans," "estimates," or other similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements. We do not have any intention or obligation to update forward-looking statements after we file this information statement.

You should understand that many important factors could cause our results to differ materially from those expressed in forward-looking statements. These factors include, but are not limited to, fluctuations in our operating results and customer orders, unexpected decreases in demand or increases in our inventory levels, our competitive environment, our reliance on our largest customers, risks associated with our international operations, our ability to protect our patents and trade secrets, environmental laws and regulations, risks associated with our acquisition strategy, our substantial indebtedness and our ability to comply with the terms thereof, control by our largest stockholders and other factors.

General

We are a leading worldwide provider of complex multi-layer printed circuit boards, wire harnesses and electro-mechanical solutions. Our products are used in a wide range of applications, including automotive dash panels and control modules, major household appliances, data networking equipment, telecommunications switching equipment and complex medical and technical instruments. We have 15 facilities in five countries around the world, which are strategically located to maximize the benefits delivered to our customers and to optimize our operations. Our facilities in North America and Europe offer technologically advanced products and services, while our facilities in China and Mexico offer high-quality, high-volume production at low costs. We employ best practices among our globally integrated facilities to actively migrate technology from North America and Europe to China and Mexico. Approximately 91% of our employees are located in six facilities in China and four facilities in Mexico.

We are a supplier to over 200 original equipment manufacturers, or OEMs, in numerous end markets, including industry leaders Alcatel SA, Bosch Group, Cisco Systems, Inc., Delphi Corp., Electrolux AB, General Electric Company, Huawei Technologies, Lucent Technologies, Inc., Maytag Corporation, Siemens AG, Sun Microsystems, Inc. and Whirlpool Corporation. We are also a supplier to electronic manufacturing services, or EMS, providers and have developed strategic alliances with leaders such as Celestica, Inc. and Solectron Corporation to supply them with our products.

Results of Operations

Three Months Ended September 30, 2004 Compared to the Three Months Ended September 30, 2003

Net sales for the three months ended September 30, 2004, were $221.0 million, representing a $34.5 million, or 18.5% increase from the same period in 2003. The increase was primarily a result of an overall market recovery and increased market share with select customers. Sales of printed circuit boards increased by approximately $11.9 million, or 13.1%, as a result of greater product demand and the installation of additional capacity. Sales of wire harnesses and electro-mechanical solutions for the three months ended September 30, 2004 increased from the same period in 2003 by approximately $22.6 million, or 23.7%, due to greater product demand and additional program wins. The future mix of business is dependent on available capacity, demand for our customer's end products and individual program wins across all customers.

Cost of goods sold for the three months ended September 30, 2004, was $182.0 million, or 82.4% of net sales compared to $149.2 million, or 80.0% of net sales, for the three months ended September 30, 2003. Cost of goods sold as a percent of net sales increased as a result of higher material costs within each of our product lines and lower volume in our western world printed circuit board facilities. In addition, the change in mix between our electro-mechanical solutions and printed circuit board businesses also influenced the relative increase in costs of goods sold. This increase in costs of goods sold was driven by the fact that our printed circuit board operations traditionally produce higher margins.

Selling, general and administrative expenses increased $3.7 million, from $15.3 million for the three months ended September 30, 2003 to $19.0 million for the three months ended September 30, 2004. These costs increased due to increased sales volume, changes in foreign exchange rates, inflation, and our preparation for Sabanes-Oxley Section 404 compliance.

Stock compensation expense (non-cash) increased $0.6 million from $0.2 million for the three months ended September 30, 2003 to $0.8 million for the three months ended September 30, 2004. The difference in the expense recognized is attributable to the adoption of SFAS No. 123 on January 1, 2004. Prior to the adoption of SFAS No. 123, options were expensed under the guidelines of FIN No. 44.

Depreciation and amortization decreased $5.7 million, from $18.0 million for the three months ended September 30, 2003, to $12.3 million for the three months ended September 30, 2004. These costs decreased due to a reduced fixed asset base as a result of the 2003 impairment of property and equipment at our Canadian and European printed circuit board facilities as well as at our North American electro-mechanical solutions facilities. The decreases were further driven by decreases in amortization of intangibles related to the 2003 impairment of developed technologies at our Canadian and European printed circuit board facilities.

Income taxes for the three months ended September 30, 2004 were $0.4 million, representing a $0.4 million increase from the same period in 2003. The increase relates to certain tax holidays expiring in China and the recording of a valuation allowance on the Hong Kong net operating loss that may not be realizable.

Nine Months Ended September 30, 2004 Compared to the Nine Months Ended September 30, 2003

Net sales for the nine months ended September 30, 2004, were $683.3 million, representing a $135.7 million, or 24.8% increase from the same period in 2003. The increase was primarily a result of an overall market recovery and increased market share with select customers. Sale of printed circuit boards increased by approximately $35.2 million, or 12.6%, as a result of greater product demand and the installation of additional capacity. Sales of wire harnesses and electro-mechanical solutions for the nine months ended September 30, 2004 increased from the same period in 2003 by approximately $100.6 million, or 37.4%, due to greater product demand and additional program wins. The future mix of business is dependent on available capacity, demand for our customer's end products and individual program wins across all customers.

Cost of goods sold for the nine months ended September 30, 2004, was $552.8 million, or 80.9% of net sales compared to $433.3 million, or 79.1% of net sales, for the nine months ended September 30, 2003. Cost of goods sold as a percent of net sales increased as a result of higher material costs within each of our product lines and lower volume in our western world PCB facilities. In addition, the change in mix between our electro-mechanical solutions and printed circuit board businesses also influenced the relative increase in costs of goods sold. This increase in cost of goods sold was driven by the fact that our printed circuit board operations traditionally produce higher margins.

Selling, general and administrative expenses increased $10.8 million, from $48.6 million for the nine months ended September 30, 2003 to $59.4 million for the nine months ended September 30, 2004. These costs increased due to increased sales volume, changes in foreign exchange rates, inflation, audit expenses, and our preparation for Sarbanes-Oxley Section 404 compliance.

Stock compensation expense (non-cash) increased $1.3 million from $1.2 million for the nine months ended September 30, 2003 to $2.5 million for the nine months ended September 30, 2004. The difference in the expense recognized is attributable to the adoption of SFAS No. 123 on January 1, 2004. Prior to the adoption of SFAS No. 123, options were expensed under the guidelines of FIN No. 44.

Depreciation and amortization decreased $14.5 million, from $51.1 million for the nine months ended September 30, 2003, to $36.6 million for the nine months ended September 30, 2004. These costs decreased due to a reduced fixed asset base as a result of the 2003 impairment of property and equipment at our Canadian and European printed circuit board facilities as well as at our North American electro-mechanical solutions facilities. The decreases were further driven by decreases in amortization of intangibles related to prior year impairment of developed technologies at our Canadian and European printed circuit board facilities.

During the quarter ended June 30, 2004, we reversed a $0.1 million restructuring accrual related to a personnel accrual at our Canadian plant. In addition, we reversed a $6.1 million restructuring accrual based on our release from an operating lease contract for a closed business. These reversals were offset with a $0.5 million restructuring accrual related to the shutdown of its European EMS business in December of 2003.

Income taxes for the nine months ended September 30, 2004 were $1.8 million representing a $1.8 million increase from the same period in 2003. The increase relates to certain tax holidays expiring in China and the recording of a valuation allowance on the Hong Kong net operating loss that may not be realizable.

On October 22, 2004 President Bush signed the American Jobs Creations Act of 2004 (the "Act"), which includes numerous provisions that may effect business practices and accounting for income taxes. Since the Act was enacted in October, any effects from the law itself would not be reflected in the Company's income tax provision until the 4th quarter. Management is currently evaluating what, if any, effects the Act may have on the Company.

Liquidity and Capital Resources

Our principal liquidity requirements will be for debt service requirements, working capital needs and cash expenditures associated with capital expenditures. In addition, the potential for acquisitions of other businesses by us in the future likely may require additional debt and/or equity financing.

Net cash provided by operating activities was $38.7 million for the nine months ended September 30, 2004, compared to $26.6 million provided for the nine months ended September 30, 2003. Changes in cash flow were principally a result of increased net income. Timing of receipts from certain customers, inventory management and payment to vendors also influenced the cash balances.

Net cash used in investing activities was $43.6 million for the nine months ended September 30, 2004, compared to $28.6 million for the nine months ended September 30, 2003. The increase in 2004 is attributable to the Company's capital expansion in China. Specifically, cash used for capital expenditures during the nine months ended September 30, 2004 was $43.6 million compared to $28.9 million for the same period in 2003.

Net cash used in financing activities was $12.6 million for the nine months ended September 30, 2004 compared to $18.6 million for the same period in 2003. The net cash used in financing activities for the nine months ended September 30, 2004 related principally to the full payment of $12.7 million to the United Kingdom Department of Trade and Industry ("DTI"). The net cash payments used in financing activities for the nine months ended September 30, 2003 related principally to payments of term loans under our senior secured credit facility.

New Accounting Standards

In May 2004, the Emerging Issues Task Force ("EITF") released Issue No. 03-06, *Participating Securities and the Two-Class Method under FASB Statement No. 128*. EITF No. 03-06 provides guidance on the calculation and disclosure of earnings per share. Specifically, EITF No. 03-06 requires that "earnings available to common shareholders" be calculated including participating securities (e.g. preferred stock). The adoption of EITF No. 03-06 is required for all financial periods beginning after March 31, 2004. The results of adoption of EITF No. 03-06 had no impact on our financial statements.

Recent Events

On October 7, 2004, Group, as guarantor, and Viasystems, as borrower, amended the 2003 Credit Agreement to provide for a new $265 million term loan facility (the "New Tranche B Term Loan"). We used the proceeds from the New Tranche B Term Loan to extinguish the original Tranche B Term Loan. Interest on the New Tranche B Term Loan will be payable quarterly and will be determined at the then effective base rate plus 4.25%. Beginning in 2005, principal payments will be payable quarterly in the amount of $2.7 million per year until September 30, 2009 at which time the remaining $253.1 million will become due and payable.

In addition, on October 7, 2004, Group completed the sale of 5,555,555 additional shares of common stock. As a result of the offering, Group received gross proceeds of approximately $50 million that were net of fees and expenses and contributed to Viasystems. Such net proceeds of the offering will be utilized for general working capital purposes and in the expansion of our printed circuit board operations in China.

In October of 2004, we announced that we were realigning resources and the strategic mission of the Echt, Netherlands facility. As a result, we will reduce the Echt facility workforce by approximately 24% to create greater cost efficiencies. We will incur a restructuring charge in the fourth quarter of approximately $2.5 million to $2.8 million.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

At September 30, 2004, approximately $242.4 million of our long-term debt, specifically borrowings outstanding under Viasystems' senior secured credit facility bore interest at variable rates. Accordingly, our earnings and cash flow are affected by changes in interest rates. Assuming the current level of borrowings at variable rates and assuming a two-percentage point increase in the average interest rate under these borrowings, it is estimated that our interest expense for the nine months ended September 30, 2004, would have increased by approximately $3.6 million. In the event of an adverse change in interest rates, management would likely take actions that would mitigate our exposure to interest rate risk; however, due to the uncertainty of the actions that would be taken and their possible effects, this analysis assumes no such action. Further, this analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

Foreign Currency Risk

We conduct our business in various regions of the world, and export and import products to and from several countries. Our operations may, therefore, be subject to volatility because of currency fluctuations. Sales and expenses are frequently denominated in local currencies, and results of operations may be affected adversely as currency fluctuations affect our product prices and operating costs or those of our competitors. From time to time, we enter into foreign exchange forward contracts to minimize the short-term impact of foreign currency fluctuations. We do not engage in hedging transactions for speculative investment reasons. Our hedging operations historically have not been material and gains or losses from these operations have not been material to our cash flows, financial position or results from operations. There can be no assurance that our hedging operations will eliminate or substantially reduce risks associated with fluctuating currencies. At September 30, 2004 there were foreign currency hedge instruments outstanding for the Mexican Peso, Canadian Dollar and Euro.

Item 4: Disclosure Controls and Procedures

As of September 30, 2004, under the supervision and with the participation of the Company's Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), management has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based on that evaluation, the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2004, to ensure that information required to be disclosed in the Company's periodic SEC filings is processed, recorded, summarized and reported when required.

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

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

31.1 Chief Executive Officer's Certification required by Rule 13(a)-14(a).

31.2 Chief Financial Officer's Certification required by Rule 13(a)-14(a).

32.1 Chief Executive Officer Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to section § 906 of the Sarbanes-Oxley Act of 2002

32.2 Chief Financial Officer Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to section § 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

Filed September 10, 2004 as required by items 8.01 & 9.01. We announced the offering to holders of our shares of common stock and class B senior convertible preferred stock the right to subscribe for and to purchase an aggregate of 5,555,555 additional shares of common stock.

Filed October 12, 2004 as required by items 8.01 & 9.01. We announced the completion of the sale of 5,555,555 additional shares of common stock.

Filed November 4, 2004 as required by items 2.05 & 9.01. We announced the realignment of resources and strategic mission of our high-technology printed circuit board facility in our Echt, Netherlands facility.

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* Filed Herewith.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Clayton, State of Missouri on the day of November 12, 2004.

VIASYSTEMS, INC.

By: /s/ David M. Sindelar________________
Name: David M. Sindelar
Title: Chief Executive Officer

By: /s/ Joseph S. Catanzaro_______________
Name: Joseph S. Catanzaro
Title: Senior Vice President &
Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, David M Sindelar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Viasystems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. (paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986)

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2004 By: /s/ David M. Sindelar
David M. Sindelar
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Joseph S. Catanzaro, certify that:

6. I have reviewed this Quarterly Report on Form 10-Q of Viasystems, Inc.;

7. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

8. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

9. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. (paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986)

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

10. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2004 By: /s/ Joseph S. Catanzaro

Joseph S. Catanzaro
Senior Vice President &
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Viasystems, Inc. (the “Company”) for the three months ending June 30, 2004 (the “Report”) being filed with the U.S. Securities and Exchange Commission on the date hereof, I, David M. Sindelar, as Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David M. Sindelar
David M. Sindelar
Chief Executive Officer
November 12, 2004

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Viasystems, Inc. (the “Company”) for the three months ending June 30, 2004 (the “Report”) filed with the U.S. Securities and Exchange Commission on the date hereof, I, Joseph S. Catanzaro, as Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joseph S. Catanzaro
Joseph S. Catanzaro
Chief Financial Officer
November 12, 2004