
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended December 31, 2002

OR

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

For the transition period from _____ to _____

Commission file number: 333-31282

O'Sullivan Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

43-0923022

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

1900 Gulf Street, Lamar, Missouri

(Address of principal executive offices)

64759-1899

(ZIP Code)

(417) 682-3322

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

As of February 10, 2003, 100 shares of common stock of O'Sullivan Industries Holdings, Inc., par value \$1.00 per share, were outstanding.

The Index to Exhibits is on page 34.

Explanation of Amendment

We are filing this amendment to our Quarterly Report on Form 10-Q for the quarter ended December 31, 2002 to restate the way we account for the tax sharing agreement between RadioShack Corporation and O'Sullivan Holdings.

In response to a comment letter from the Securities and Exchange Commission, we, after consulting with our independent accountants, determined to revise our method of accounting for the tax sharing agreement. Under the revised method of accounting, we recorded the deferred tax asset created by the increased tax basis in our assets as a result of elections under Sections 338(g) and 338(h) of the Internal Revenue Code by RadioShack and O'Sullivan as of February 1994. Simultaneously, we also recorded our total payable to O'Sullivan Holdings related to the tax sharing agreement. Each of these amounts was approximately \$147.9 million as of February 1994. These amounts were reduced as we realized benefits from the increased deductions from our increased basis and made payments to O'Sullivan Holdings. In March 2002, we placed a valuation allowance against our net deferred tax assets, debiting tax expense for the amount of the valuation allowance.

This report reflects the revised method of accounting.

PART I

Item 1. Financial Statements.

O'SULLIVAN INDUSTRIES, INC. AND SUBSIDIARIES

(a wholly owned subsidiary of O'Sullivan Industries Holdings, Inc.)

UNAUDITED CONSOLIDATED BALANCE SHEETS

(in thousands, except for share data)

<u>Assets</u>	December 31, 2002 (Restated)	June 30, 2002 (Restated)
Current assets:		
Cash and cash equivalents	\$ 8,968	\$ 15,777
Trade receivables, net of allowance for doubtful accounts of \$4,414 and \$4,101, respectively	37,762	37,035
Inventories, net	49,028	52,397
Prepaid expenses and other current assets	3,280	2,765
Total current assets	99,038	107,974
Property, plant and equipment, net	76,188	79,144
Other assets	18,020	18,944
Goodwill, net of accumulated amortization	38,088	38,088
Total assets	<u>\$ 231,334</u>	<u>\$ 244,150</u>
<u>Liabilities and Stockholder's Deficit</u>		
Current liabilities:		
Accounts payable	\$ 8,076	\$ 10,887
Current portion of long-term debt	4,749	4,430
Accrued advertising	15,763	11,680
Accrued liabilities	10,513	18,388
Payable to parent - tax sharing agreement	9,654	11,020
Total current liabilities	48,755	56,405
Long-term debt, less current portion	207,495	213,452
Other liabilities	2,590	2,570
Payable to parent - tax sharing agreement	65,525	70,354
Other payable to parent	865	181
Total liabilities	325,230	342,962
Commitments and contingent liabilities (Notes 2, 4, 8, 9 and 10)		
Stockholder's deficit:		
Common stock, \$1.00 par value; 100 shares authorized issued and outstanding	-	-
Retained deficit	(93,530)	(98,507)
Accumulated other comprehensive loss	(366)	(305)
Total stockholder's deficit	(93,896)	(98,812)
Total liabilities and stockholder's deficit	<u>\$ 231,334</u>	<u>\$ 244,150</u>

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

O'SULLIVAN INDUSTRIES, INC. AND SUBSIDIARIES
(a wholly owned subsidiary of O'Sullivan Industries Holdings, Inc.)
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)

	Three months ended December 31,		Six months ended December 31,	
	2002	2001	2002	2001
	(Restated)		(Restated)	
Net sales	\$ 79,111	\$ 84,313	\$ 150,668	\$ 166,506
Cost of sales	<u>59,384</u>	<u>62,649</u>	<u>110,968</u>	<u>124,374</u>
Gross profit	<u>19,727</u>	<u>21,664</u>	<u>39,700</u>	<u>42,132</u>
Operating expenses:				
Selling, marketing and administrative	<u>11,538</u>	<u>13,130</u>	<u>23,536</u>	<u>27,238</u>
Operating income	8,189	8,534	16,164	14,894
Other income (expense):				
Interest expense	(5,506)	(6,184)	(11,281)	(14,200)
Interest income	<u>42</u>	<u>69</u>	<u>94</u>	<u>154</u>
Income before income tax provision	2,725	2,419	4,977	848
Income tax provision	<u>-</u>	<u>846</u>	<u>-</u>	<u>296</u>
Net income	<u>\$ 2,725</u>	<u>\$ 1,573</u>	<u>\$ 4,977</u>	<u>\$ 552</u>

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

O'SULLIVAN INDUSTRIES, INC. AND SUBSIDIARIES
(a wholly owned subsidiary of O'Sullivan Industries Holdings, Inc.)
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six months ended December 31,	
	2002	2001
	(Restated)	
Cash flows provided by operating activities:		
Net income	\$ 4,977	\$ 552
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	6,572	7,029
Amortization of debt issuance cost	786	786
Amortization of debt discount	181	161
Interest rate collar	(1,308)	927
Bad debt expense	579	1,017
Loss on disposal of assets	25	166
Accrual of special payment on options to purchase Series A junior preferred stock	599	524
Changes in assets and liabilities:		
Trade receivables	(1,306)	3,070
Inventories	3,369	5,483
Other assets	(434)	356
Accounts payable, accrued liabilities and other liabilities	(6,815)	5,719
Payable to parent - tax sharing agreement	(6,195)	-
Net cash provided by operating activities	<u>1,030</u>	<u>25,790</u>
Cash flows used for investing activities:		
Capital expenditures	<u>(2,704)</u>	<u>(5,942)</u>
Cash flows used for financing activities:		
Repayment of borrowings	(5,819)	(6,772)
Advances on intercompany loans	684	464
Net cash flows used by financing activities	<u>(5,135)</u>	<u>(6,308)</u>
Net increase (decrease) in cash and cash equivalents	(6,809)	13,540
Cash and cash equivalents, beginning of period	15,777	7,060
Cash and cash equivalents, end of period	<u>\$ 8,968</u>	<u>\$ 20,600</u>
Non-cash investing activities:		
Capital expenditures included in accounts payable	\$ 1,077	\$ 321

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

O'SULLIVAN INDUSTRIES, INC. AND SUBSIDIARIES
(a wholly owned subsidiary of O'Sullivan Industries Holdings, Inc.)
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER'S DEFICIT
For the six months ended December 31, 2002
(in thousands)

	Retained deficit	Accumulated other comprehensive loss	Total stockholder's deficit	Comprehensive income (loss)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance, June 30, 2002 (Restated)	\$ (98,507)	\$ (305)	\$ (98,812)	
Net income (Restated)	4,977		4,977	\$ 4,977
Other comprehensive loss		(61)	(61)	(61)
Balance, December 31, 2002 (Restated)	<u>\$ (93,530)</u>	<u>\$ (366)</u>	<u>\$ (93,896)</u>	<u>\$ 4,916</u>

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

O'SULLIVAN INDUSTRIES, INC.
(A wholly owned subsidiary of O'Sullivan Industries Holdings, Inc.)
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2002

Note 1—Basis of Presentation

The unaudited consolidated financial statements of O'Sullivan Industries, Inc. and subsidiaries ("O'Sullivan"), a wholly owned subsidiary of O'Sullivan Industries Holdings, Inc. ("O'Sullivan Holdings"), included herein have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The financial statements should be read in conjunction with the audited financial statements and notes thereto included in O'Sullivan's amended Annual Report on Form 10-K/A for the fiscal year ended June 30, 2002. The interim results are not necessarily indicative of the results that may be expected for a full year.

Note 2—Revised Accounting for Tax Sharing Agreement with RadioShack.

In 1994, RadioShack, then Tandy Corporation, completed an initial public offering of O'Sullivan Holdings. In connection with the offering, O'Sullivan Holdings entered into a tax sharing and tax benefit reimbursement agreement with RadioShack. O'Sullivan Holdings and RadioShack made elections under Sections 338(g) and 338(h)(10) of the Internal Revenue Code with the effect that the tax basis of O'Sullivan's assets was increased to the deemed purchase price of the assets, and an equal amount of such increase was included as taxable income in the consolidated federal tax return of RadioShack. The result was that the tax basis of O'Sullivan's assets exceeded the historical book basis O'Sullivan used for financial reporting purposes.

The increased tax basis of O'Sullivan's assets results in increased tax deductions and, accordingly, reduced O'Sullivan's taxable income or increased its net operating loss. Under the tax sharing agreement, O'Sullivan Holdings is contractually obligated to pay RadioShack nearly all of the federal tax benefit expected to be realized with respect to such additional basis. The payments under the agreement represent additional consideration for the stock of O'Sullivan Industries, Inc. and further increase the tax basis of O'Sullivan's assets from the 1994 initial public offering when payments are made to RadioShack.

To the extent the benefit of these basis step-up deductions caused O'Sullivan to have a federal taxable loss, O'Sullivan Holdings was only obligated to pay RadioShack to the extent that the benefits were used to reduce taxable income to zero. Any additional tax deductions resulting from the step-up create a net operating loss ("NOL") carryforward on O'Sullivan's federal income tax return. Under the terms of the tax sharing agreement, if O'Sullivan utilized this NOL carryforward to generate future tax savings, O'Sullivan Holdings was also obligated to remit that benefit received to RadioShack.

Since 1994, O'Sullivan has treated the amount due to RadioShack by O'Sullivan Holdings as income tax expense when such amounts become payable and to the extent that O'Sullivan Holdings had sufficient consolidated taxable income. Thus, O'Sullivan's tax expense approximated what it would have been in the absence of the Section 338(h)(10) step-up in basis and the tax sharing agreement.

Under this accounting method, the deferred tax asset from the step-up in basis, the obligation to RadioShack and O'Sullivan Holdings' payments to RadioShack were not recorded on O'Sullivan's consolidated balance sheets because O'Sullivan deemed the benefits to be an asset of RadioShack. When the tax benefits were received and paid to RadioShack, O'Sullivan recorded the payment as tax expense since this amount would have been paid as federal income taxes in the absence of the step-up in basis and the tax sharing agreement.

In November 1999, O'Sullivan Holdings completed a leveraged recapitalization transaction which significantly increased the debt of O'Sullivan. As a result of the higher debt levels, O'Sullivan also experienced increased interest expense, which reduced the taxable income of O'Sullivan and also reduced the tax benefits used from the deductions arising from the step-up in basis. O'Sullivan Holdings reduced its payments to RadioShack accordingly. RadioShack claimed that the deductions arising from the increased interest payments should not impact tax benefit payments due RadioShack under the tax agreement. RadioShack pursued this matter and prevailed in an arbitration ruling in March 2002. O'Sullivan Holdings reached a settlement agreement with RadioShack in May 2002. Pursuant to the settlement agreement, O'Sullivan Holdings paid RadioShack \$24.6 million in May 2002 and an additional \$3.1 million in June 2002. The sum of these two payments (\$27.7 million) represented the amount due RadioShack under the settlement agreement through June 30, 2002. These amounts represent the calculation of what benefits O'Sullivan would have realized had it not had the additional interest expense from the recapitalization and merger. The settlement agreement requires calculations into the future and quarterly payments to RadioShack if O'Sullivan's taxable income adjusted for the additional interest expense shows that it would have realized the benefits had it not incurred the additional interest expense. If on this basis, O'Sullivan could have used the deductions from the step-up in basis, O'Sullivan Holdings is required to make a payment to RadioShack even though O'Sullivan may not be receiving any current tax benefit from these deductions on its federal income tax return.

Following the decision in the arbitration and the settlement agreement with RadioShack, O'Sullivan recorded the \$24.6 million paid by O'Sullivan Holdings to RadioShack as a deferred tax asset at March 31, 2002. O'Sullivan believed that this was appropriate as the payment represented the tax benefit O'Sullivan could realize from future use of net operating losses on its consolidated federal income tax return if it had sufficient taxable income in the future. After recording a tax provision of \$3.4 million for the quarter ended March 31, 2002 and offsetting its deferred tax liabilities of \$10.2 million, O'Sullivan had a net deferred tax asset of \$11.0 million at March 31, 2002.

Under Statement of Financial Accounting Standards ("SFAS") 109, *Accounting for Income Taxes*, O'Sullivan must determine if it is more likely than not that its net deferred tax asset will be realized as a reduction in tax liabilities in the future. SFAS 109 requires objective evidence to support the more likely than not conclusion. The arbitration decision dramatically affected O'Sullivan's liquidity, which reduced the amounts it could invest in sales efforts or cost improvements, as most free cash flow would now be used for O'Sullivan Holdings' payments to RadioShack or repay O'Sullivan's indebtedness. In addition, it became evident to O'Sullivan by March 2002 that the prolonged economic slowdown that started prior to September 11, 2001 was continuing. This, coupled with the adverse effect on O'Sullivan's liquidity of the settlement, caused O'Sullivan to lower its projections of future taxable income. Accordingly, management projected O'Sullivan's expected future taxable income utilizing operating performance it achieved in fiscal 2002 assuming O'Sullivan's performance would be no better or worse over an extended period of time. Such projections indicate that O'Sullivan would not have taxable income until 2009 when substantially all the tax benefit deductions had been taken. At that point, the projections indicated that the net operating losses existing at that time would be utilized before they expire. However, O'Sullivan currently has and is expected to have taxable losses for a number of years in the future. Projections over a long time are inherently uncertain, and O'Sullivan cannot provide objective evidence that its operations in 2009 and beyond will produce sufficient taxable income. As a result, O'Sullivan provided a valuation allowance in its March 2002 quarter of \$11.0 million against all of its net deferred tax assets with a corresponding charge to income tax expense. Consistent with O'Sullivan's prior accounting, both before and after the recapitalization and merger, O'Sullivan did not record any deferred tax assets related to future deductions from the step-up in basis or any future obligations to RadioShack as they were still contingent upon its taxable income in the future.

Similarly, in O'Sullivan's June, September and December 2002 financial statements, it accounted for each of O'Sullivan Holdings' payments to RadioShack in the same manner as the initial \$24.6 million payment under the settlement agreement by recording a deferred tax asset to the extent that O'Sullivan could not benefit currently from the increased deductions. O'Sullivan then provided a valuation allowance against the additional deferred tax asset with a corresponding charge to income tax expense on a quarter by quarter basis. O'Sullivan believed this

method was in conformity with accounting principles generally accepted in the United States and consistent with its accounting for the tax sharing agreement since 1994.

In the third quarter of fiscal 2003, O'Sullivan received a comment letter from the staff of the Securities and Exchange Commission ("SEC") on the accounting for the tax sharing agreement. In the course of preparing the response to the SEC staff's comment letter, O'Sullivan, in consultation with its independent accountants, reassessed the accounting for the tax sharing agreement in light of the arbitration settlement between O'Sullivan Holdings and RadioShack and concluded that the method of accounting for the tax sharing agreement should be changed. O'Sullivan determined that the deferred tax asset created by the step-up in basis and the additional basis from the probable future payments should be recorded as of February 1994. At the same time, O'Sullivan recorded its obligation to O'Sullivan Holdings under the tax sharing agreement. The amounts of the deferred tax asset and the obligation to O'Sullivan Holdings were each \$147.9 million at February 1994. From 1994 through December 2001, the amounts of the deferred tax asset and the obligation to O'Sullivan Holdings were reduced as O'Sullivan realized the benefits of the deferred tax asset and O'Sullivan Holdings paid RadioShack amounts due under the tax sharing agreement.

At March 31, 2002, a full valuation allowance was provided against the \$95.5 million net deferred tax asset, which consists of the \$11.0 million valuation allowance originally recorded in the March 2002 quarter plus an additional \$84.5 million representing the balance of the deferred tax asset at that time. The valuation allowance at June 30, 2002 of \$94.3 million, together with the \$4.4 million tax provision for the fiscal year, represent the \$98.7 million recorded as tax expense for the year ended June 30, 2002. O'Sullivan recorded the valuation allowance because it was unable to determine, based on objective evidence, that it is more likely than not that O'Sullivan would be able to utilize its net operating losses prior to their expiration. If at a future date O'Sullivan determines that some or all of the deferred tax asset will more likely than not be realized, O'Sullivan will reverse the appropriate portion of the valuation allowance and credit income tax expense.

O'Sullivan Holdings' remaining maximum obligation to RadioShack was \$109.1 million at March 31, 2002. The obligation was reduced by subsequent payments and was \$75.2 million and \$81.4 million at December 31, 2002 and June 30, 2002, respectively. O'Sullivan Holdings currently believes that it is probable that future payments to RadioShack will be made.

In summary, instead of accounting for O'Sullivan's deferred tax assets resulting from the step-up in basis as tax expense through a valuation allowance on a quarter by quarter basis as O'Sullivan Holdings makes payments to RadioShack under the tax sharing agreement, O'Sullivan revised its accounting to record the aggregate deferred tax asset and the obligation to O'Sullivan Holdings in February 1994. The deferred tax asset has been reduced as O'Sullivan realized the benefits from 1994 to March 2002 and was fully offset by the March 2002 valuation allowance. Therefore, this revised method of accounting will increase O'Sullivan's net income (or reduce O'Sullivan's net loss) by the amount O'Sullivan Holdings pays RadioShack for each quarterly period after March 31, 2002 through the quarter ending March 31, 2009 or until O'Sullivan can determine, based on objective evidence, that it is more likely than not that O'Sullivan will be able to utilize its net operating losses prior to their expiration and reverses all or a portion of the valuation allowance on its deferred tax assets.

The expected timing or amounts of O'Sullivan Holdings' payments to RadioShack are not affected by the revised method of accounting, although the future payments to RadioShack are contingent upon O'Sullivan Holdings achieving consolidated taxable income calculated on the basis stipulated in the settlement agreement.

The impact of the restatement on the consolidated statements of operations and consolidated balance sheets is presented below. The amounts previously reported are derived from O'Sullivan's original quarterly report on Form 10-Q for the quarter ended December 31, 2002 filed February 14, 2003.

	For the three months ended December 31, 2002		For the six months ended December 31, 2002	
	Amounts previously reported	As restated	Amounts previously reported	As restated
	(in thousands)		(in thousands)	

Consolidated statement of operations:

Income before income tax provision	\$ 2,725	\$ 2,725	\$ 4,977	\$ 4,977
Income tax provision	3,098	–	6,195	–
Net income (loss)	(373)	2,725	(1,218)	4,977

	December 31, 2002		June 30, 2002	
	Amounts previously reported	As restated	Amounts previously reported	As restated
	(in thousands)		(in thousands)	

Consolidated balance sheets:

Total assets	\$ 231,334	\$ 231,334	\$ 244,150	\$ 244,150
Payable to parent–tax sharing agreement	–	75,179	–	81,374
Total liabilities	250,051	325,230	261,588	342,962
Retained deficit	18,351	93,530	17,133	98,507
Total stockholder’s deficit	18,717	93,896	17,438	98,812

Note 3—Derivative Financial Instruments

As required under O’Sullivan’s senior credit facility, O’Sullivan hedged one-half of its term loans with an initial notional amount of \$67.5 million with a three-year, costless interest rate collar. The collar, which expires in March 2003, is based on three-month LIBOR and has a floor of 6.43% and a ceiling of 8.75%. O’Sullivan recorded a reduction of interest expense of \$724,000 and \$274,000 for the quarters ended December 31, 2002 and December 31, 2001, respectively. These amounts represent the changes in fair value of the interest rate collar. For the six months ended December 31, 2002 and December 31, 2001, O’Sullivan recognized additional (reduced) interest expense associated with the interest rate collar of \$(1.3 million) and \$927,000, respectively. To terminate this contract at December 31, 2002 and June 30, 2002, O’Sullivan would have been required to pay the counterparty approximately \$783,000 and \$2.1 million, respectively. The fair value of the interest rate collar is included in accrued liabilities in the accompanying consolidated balance sheets.

Note 4—New Accounting Standards

In April 2001, the Emerging Issues Task Force (“EITF”) reached a consensus on EITF No. 00-25, *Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor’s Products*. This issue addresses the income statement classification of slotting fees, cooperative advertising arrangements and buydowns. The consensus requires that certain customer promotional payments that O’Sullivan previously classified as selling expenses be classified as a reduction of revenue. O’Sullivan adopted EITF 00-25 effective January 1, 2002 and reclassified certain selling, marketing and administrative expenses as a reduction of net sales. Its adoption by O’Sullivan had no impact on operating income or net income. As a result of the adoption of EITF 00-25, for the quarter and six months ended December 31, 2001, \$3.6 million and \$7.7 million,

respectively, was reclassified as a reduction in revenue rather than as selling, marketing and administrative expense.

In August 2001, the Financial Accounting Standards Board ("FASB") issued SFAS 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. This pronouncement, which is effective for fiscal years beginning after December 15, 2001, addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of. O'Sullivan adopted this pronouncement effective July 1, 2002. The adoption of SFAS 144 had no effect on O'Sullivan's results of operations but did impact its balance sheet presentation as described below.

In January 2001, O'Sullivan closed its Cedar City, Utah production facility. O'Sullivan is actively attempting to sell the Utah land, building and excess equipment as soon as practicable. Certain equipment has been relocated to the Missouri and Virginia plants. Fixed assets with a net book value of \$20.3 million were valued at the lower of their carrying amount or fair value less cost to sell, resulting in an impairment charge of approximately \$8.7 million in the second quarter of fiscal 2001. The costs of the long-lived assets held for sale and the associated accumulated depreciation have been reclassified from property, plant and equipment to other assets on the accompanying consolidated balance sheets. There are no other significant assets or liabilities relating to the discontinued Utah operation. The fair value less cost to sell is an estimate and the impairment may be adjusted in the future.

In June 2002, the FASB issued SFAS 146, *Accounting for Costs Associated with Exit or Disposal Activities*. This pronouncement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies EITF 94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*. SFAS 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred rather than the date of an entity's commitment to an exit plan and establishes that fair value is the objective for initial measurement of the liability. The provisions of this pronouncement are effective for exit or disposal activities that are initiated after December 31, 2002. O'Sullivan does not believe SFAS 146 will have a material impact on its financial position or results of operations.

Note 5—Shipping and Handling Costs

O'Sullivan reports amounts billed to customers as revenue, the cost for warehousing operations in cost of sales and freight out costs as part of selling, marketing and administrative expenses. Freight out costs included in selling, marketing and administrative expenses in the second quarters of fiscal 2003 and fiscal 2002 were approximately \$1.5 million and \$2.2 million, respectively. Freight out costs in the six months ended December 31, 2002 and 2001 were \$3.6 million and \$4.5 million, respectively.

Note 6—Inventory

Inventory, net, consists of the following:

	December 31, 2002	June 30, 2002
	(in thousands)	
Finished goods	\$ 34,219	\$ 39,199
Work in process	5,211	5,158
Raw materials	9,598	8,040
	<u>\$ 49,028</u>	<u>\$ 52,397</u>

Note 7—Condensed Consolidating Financial Information

In November 1999 O'Sullivan issued \$100 million of 13.375 % Senior Subordinated Notes due 2009. These notes were unsecured obligations of O'Sullivan; however, they were guaranteed on an unsecured basis by its subsidiary

O'Sullivan Industries - Virginia, Inc. ("O'Sullivan Industries - Virginia"). In fiscal 2000, O'Sullivan exchanged the notes issued in November 1999 for notes with substantially identical terms and associated guarantees. The exchange notes have been registered under the Securities Act of 1933, as amended.

O'Sullivan also is the obligor under a senior secured credit facility totaling \$175 million. This facility is secured by substantially all the assets of O'Sullivan and its guarantor subsidiary O'Sullivan Industries - Virginia. The credit facility is also guaranteed by O'Sullivan Holdings, O'Sullivan's parent. Security for the credit facility includes first priority liens and security interests in the stock of O'Sullivan and O'Sullivan Industries - Virginia.

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC rules and regulations. This information is not intended to present the financial position, results of operations and cash flows of the individual companies in accordance with generally accepted accounting principles.

The financial information for O'Sullivan Furniture Factory Outlet, Inc. is included in the consolidated results of O'Sullivan Industries. O'Sullivan Furniture Factory Outlet, Inc. commenced operations in April 2002. Net sales and net income for the three months ended December 31, 2002 were \$268,000 and \$22,000, respectively. Net sales and net income for the six months ended December 31, 2002 were \$472,000 and \$35,000, respectively. At December 31, 2002 and June 30, 2002, total assets were \$220,000 and \$191,000, respectively. Total liabilities, excluding payables to affiliates, at December 31, 2002 and June 30, 2002 were \$32,000 and \$20,000, respectively.

As discussed in Note 2, O'Sullivan has revised its accounting for the tax sharing agreement with RadioShack and restated the amounts below accordingly.

Condensed Consolidating Statements of Operations

Three months ended December 31, 2002 (in thousands)				
	O'Sullivan Industries	O'Sullivan Industries - Virginia	Consolidating Adjustments	Consolidated
	(Restated)	(Restated)	(Restated)	(Restated)
Net sales	\$ 56,265	\$ 22,846	\$ -	\$ 79,111
Cost of sales	<u>41,027</u>	<u>18,357</u>	<u>-</u>	<u>59,384</u>
Gross profit	15,238	4,489	-	19,727
Operating expenses:				
Selling, marketing and administrative	<u>9,459</u>	<u>2,079</u>	<u>-</u>	<u>11,538</u>
Operating income	5,779	2,410	-	8,189
Other income (expense):				
Interest expense	(5,378)	(128)	-	(5,506)
Interest income	<u>42</u>	<u>-</u>	<u>-</u>	<u>42</u>
Income before income tax provision	443	2,282	-	2,725
Income tax provision	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net income	<u>\$ 443</u>	<u>\$ 2,282</u>	<u>\$ -</u>	<u>\$ 2,725</u>

Three months ended December 31, 2001

(in thousands)

	O'Sullivan Industries	O'Sullivan Industries - Virginia	Consolidating Adjustments	Consolidated
Net sales	\$ 58,087	\$ 26,226	\$ -	\$ 84,313
Cost of sales	<u>42,940</u>	<u>19,709</u>	<u>-</u>	<u>62,649</u>
Gross profit	15,147	6,517	-	21,664
Operating expenses:				
Selling, marketing and administrative	<u>9,566</u>	<u>3,564</u>	<u>-</u>	<u>13,130</u>
Operating income	5,581	2,953	-	8,534
Other income (expense):				
Interest expense	(6,035)	(149)	-	(6,184)
Interest income	<u>69</u>	<u>-</u>	<u>-</u>	<u>69</u>
Income (loss) before income tax provision	(385)	2,804	-	2,419
Income tax provision (benefit)	<u>(135)</u>	<u>981</u>	<u>-</u>	<u>846</u>
Net income (loss)	<u>\$ (250)</u>	<u>\$ 1,823</u>	<u>\$ -</u>	<u>\$ 1,573</u>

Six months ended December 31, 2002

(in thousands)

	O'Sullivan Industries (Restated)	O'Sullivan Industries - Virginia (Restated)	Consolidating Adjustments (Restated)	Consolidated (Restated)
Net sales	\$ 108,613	\$ 42,055	\$ -	\$ 150,668
Cost of sales	<u>78,038</u>	<u>32,930</u>	<u>-</u>	<u>110,968</u>
Gross profit	30,575	9,125	-	39,700
Operating expenses:				
Selling, marketing and administrative	<u>19,498</u>	<u>4,038</u>	<u>-</u>	<u>23,536</u>
Operating income	11,077	5,087	-	16,164
Other income (expense):				
Interest expense	(11,022)	(259)	-	(11,281)
Interest income	<u>94</u>	<u>-</u>	<u>-</u>	<u>94</u>
Income before income tax provision	149	4,828	-	4,977
Income tax provision	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net income	<u>\$ 149</u>	<u>\$ 4,828</u>	<u>\$ -</u>	<u>\$ 4,977</u>

Six months ended December 31, 2001
(in thousands)

	O'Sullivan Industries	O'Sullivan Industries - Virginia	Consolidating Adjustments	Consolidated
Net sales	\$ 117,425	\$ 49,081	\$ -	\$ 166,506
Cost of sales	<u>88,175</u>	<u>36,199</u>	<u>-</u>	<u>124,374</u>
Gross profit	29,250	12,882	-	42,132
Operating expenses:				
Selling, marketing and administrative	<u>19,763</u>	<u>7,475</u>	<u>-</u>	<u>27,238</u>
Operating income	9,487	5,407	-	14,894
Other income (expense):				
Interest expense	(13,885)	(315)	-	(14,200)
Interest income	<u>154</u>	<u>-</u>	<u>-</u>	<u>154</u>
Income (loss) before income tax provision	(4,244)	5,092	-	848
Income tax provision (benefit)	<u>(1,484)</u>	<u>1,780</u>	<u>-</u>	<u>296</u>
Net income (loss)	<u>\$ (2,760)</u>	<u>\$ 3,312</u>	<u>\$ -</u>	<u>\$ 552</u>

Condensed Consolidating Balance Sheets

December 31, 2002
(in thousands)

	O'Sullivan Industries (Restated)	O'Sullivan Industries - Virginia (Restated)	Consolidating Adjustments (Restated)	Consolidated (Restated)
ASSETS:				
Current assets	\$ 85,421	\$ 13,617	\$ -	\$ 99,038
Property, plant and equipment, net	43,064	33,124	-	76,188
Other assets	17,920	100	-	18,020
Investment in subsidiaries	28,684	-	(28,684)	-
Goodwill	38,088	-	-	38,088
Receivable from parent	-	27,884	(27,884)	-
Total assets	<u>\$ 213,177</u>	<u>\$ 74,725</u>	<u>\$ (56,568)</u>	<u>\$ 231,334</u>
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT):				
Current liabilities	\$ 27,509	\$ 21,246	\$ -	\$ 48,755
Long-term debt	197,495	10,000	-	207,495
Other liabilities	2,590	-	-	2,590
Payable to parent - tax sharing agreement	50,730	14,795	-	65,525
Other payable to parent	28,749	-	(27,884)	865
Stockholder's equity (deficit)	<u>(93,896)</u>	<u>28,684</u>	<u>(28,684)</u>	<u>(93,896)</u>
Total liabilities and stockholder's equity (deficit)	<u>\$ 213,177</u>	<u>\$ 74,725</u>	<u>\$ (56,568)</u>	<u>\$ 231,334</u>

June 30, 2002
(in thousands)

	O'Sullivan Industries (Restated)	O'Sullivan Industries - Virginia (Restated)	Consolidating Adjustments (Restated)	Consolidated (Restated)
ASSETS:				
Current assets	\$ 92,556	\$ 15,418	\$ -	\$ 107,974
Property, plant and equipment, net	45,049	34,095	-	79,144
Other assets	18,842	102	-	18,944
Investment in subsidiaries	23,856	-	(23,856)	-
Goodwill	38,088	-	-	38,088
Receivable from parent	-	19,948	(19,948)	-
Total assets	<u>\$ 218,391</u>	<u>\$ 69,563</u>	<u>\$ (43,804)</u>	<u>\$ 244,150</u>

LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT):

Current liabilities	\$ 35,493	\$ 20,912	\$ -	\$ 56,405
Long-term debt	203,452	10,000	-	213,452
Other liabilities	2,570	-	-	2,570
Payable to parent - tax sharing agreement	55,559	14,795	-	70,354
Other payable to parent	20,129	-	(19,948)	181
Stockholder's equity (deficit)	(98,812)	23,856	(23,856)	(98,812)
Total liabilities and stockholder's equity (deficit)	<u>\$ 218,391</u>	<u>\$ 69,563</u>	<u>\$ (43,804)</u>	<u>\$ 244,150</u>

Condensed Consolidating Statements of Cash Flows

Six months ended December 31, 2002
(in thousands)

	O'Sullivan Industries (Restated)	O'Sullivan Industries - Virginia (Restated)	Consolidating Adjustments (Restated)	Consolidated (Restated)
Net cash flows provided (used) by operating activities	\$ (7,877)	\$ 8,907	\$ -	\$ 1,030
Investing activities:				
Capital expenditures	(1,733)	(971)	-	(2,704)
Repayment of intercompany payable	7,936	-	(7,936)	-
Net	<u>6,203</u>	<u>(971)</u>	<u>(7,936)</u>	<u>(2,704)</u>
Financing activities:				
Advances on intercompany payable	684	(7,936)	7,936	684
Repayment of borrowings	(5,819)	-	-	(5,819)
Net	<u>(5,135)</u>	<u>(7,936)</u>	<u>7,936</u>	<u>(5,135)</u>
Cash and cash equivalents:				
Net decrease in cash and cash equivalents	(6,809)	-	-	(6,809)
Cash and cash equivalents, beginning of period	15,773	4	-	15,777
Cash and cash equivalents, end of period	<u>\$ 8,964</u>	<u>\$ 4</u>	<u>\$ -</u>	<u>\$ 8,968</u>

Six months ended December 31, 2001
(in thousands)

	O'Sullivan Industries	O'Sullivan Industries - Virginia	Consolidating Adjustments	Consolidated
Net cash flows provided by operating activities	\$ 17,400	\$ 8,390	\$ -	\$ 25,790
Investing activities:				
Capital expenditures	(3,446)	(2,496)	-	(5,942)
Repayment of intercompany payable	5,894	-	(5,894)	-
Net	2,448	(2,496)	(5,894)	(5,942)
Financing activities:				
Advances on intercompany payable	464	(5,894)	5,894	464
Repayment of borrowings	(6,772)	-	-	(6,772)
Net	(6,308)	(5,894)	5,894	(6,308)
Cash and cash equivalents:				
Net increase in cash and cash equivalents	13,540	-	-	13,540
Cash and cash equivalents, beginning of period	7,056	4	-	7,060
Cash and cash equivalents, end of period	\$ 20,596	\$ 4	\$ -	\$ 20,600

Note 8—Income Taxes

O'Sullivan is included in the consolidated federal income tax return filed by O'Sullivan Holdings. In accordance with the intercompany tax allocation policy between O'Sullivan and O'Sullivan Holdings, O'Sullivan remits to O'Sullivan Holdings an amount equal to its current tax liability calculated as if O'Sullivan filed a separate tax return.

O'Sullivan recorded no tax expense for the three months and six months ended December 31, 2002 because of the valuation allowance recorded in the quarter ended March 31, 2002. See Note 2.

Note 9—Related Party Transactions

O'Sullivan entered into a management services agreement with Bruckmann, Rosser, Sherrill & Co., LLC (“BRS”) for strategic and financial advisory services on November 30, 1999. The fee for these services is the greater of (a) 1% of O'Sullivan's consolidated cash flow (as defined in the indenture related to the O'Sullivan Industries senior subordinated notes) or (b) \$300,000 per year. Under the management services agreement, BRS can also receive reimbursement for expenses which are limited to \$50,000 a year by the senior credit facility.

The senior credit facility and the management services agreement both contain certain restrictions on the payment of the management fee. The management services agreement provides that no cash payment for the management fee can be made unless the fixed charge coverage ratio (as defined in the indenture relating to the O'Sullivan senior subordinated notes) for O'Sullivan's most recently ended four full fiscal quarters would have been at least 2.0 to 1.0. All fees and expenses under the management services agreement are subordinated to the senior subordinated notes.

The management fees and reimbursable expenses of \$116,000 and \$122,000 recognized in the second quarter of fiscal years 2003 and 2002, respectively, are included in selling, marketing and administrative expense in the accompanying consolidated statements of operations. Management fees and expenses for the six months ending

December 31, 2002 and 2001 were \$233,000 and \$220,000, respectively. O'Sullivan paid BRS \$713,000 in the first quarter of fiscal 2003 for the balance owed through June 30, 2002 and an additional \$305,000 as a prepayment of the fiscal 2003 management fee. The prepaid balance at December 31, 2002 was \$66,000 and is included in prepaid expenses and other current assets on the consolidated balance sheet. The amount due BRS at June 30, 2002 approximated \$719,000 and is included in accrued liabilities on the consolidated balance sheet.

Note 10—Commitments and Contingencies

Tax Sharing Agreement with RadioShack. Future tax sharing agreement payments are contingent on taxable income. See Note 7. The maximum payments are fiscal 2003, including \$6.2 million paid to O'Sullivan Holdings pursuant to the tax sharing agreement in the six months ended December 31, 2002 — \$11.0 million; fiscal 2004 — \$9.9 million; fiscal 2005 — \$10.5 million; fiscal 2006 — \$11.3 million; and thereafter — \$41.4 million.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Overview

We are a leading ready-to-assemble furniture manufacturer in North America with over 45 years of experience. We design, manufacture and distribute a broad range of RTA furniture products—computer workcenters, desks, entertainment centers, audio stands, bookcases and cabinets—with retail prices ranging from \$20 to \$999. We have committed substantial resources to the development and implementation of a diversified sales, marketing and product strategy in order to capitalize on opportunities presented by large retail channels of distribution and changes in consumer demographics and preferences. We have structured our business to offer a wide variety of RTA furniture products through popular retail distribution channels, including office superstores, discount mass merchants, electronic superstores, home improvement centers and home furnishings retailers. We continue to strive towards building long-term relationships with quality retailers in existing and emerging high growth distribution channels to develop and grow our business.

Our sales declined 6.2% in the second quarter of fiscal 2003 and 9.5% for the first six months of fiscal 2003. This decline continued the sales decreases experienced by us in fiscal 2001 and fiscal 2002. Our sales declined for several reasons:

- the lack of growth in sales of personal computers, which reduced the need for computer desks and workcenters;
- increasing competition from imported furniture, particularly from China;
- the slowdown of economic growth and consumer spending in the United States;
- liquidations and bankruptcies by a number of customers, including Montgomery Ward, Ames and Kmart;
- inventory reductions by our customers;
- the decline in price of the average unit sold, reflecting a trend toward more promotional merchandise and increased competition; and
- the retrenchment in business capital outlays, which reduced purchases of office furniture.

These factors will continue to affect our business throughout the remainder of fiscal 2003.

As a result of the lower sales levels, coupled with the revised accounting for the tax sharing agreement, our net income was \$2.7 million for the second quarter of fiscal 2003 compared with net income of \$1.6 million for the second quarter of fiscal 2002. For the first half of fiscal 2003, our net income was \$5.0 million compared to a net income of

\$552,000 for the first half of fiscal 2002. Operating income declined to \$8.2 million in the second quarter for fiscal 2003 from \$8.5 million in fiscal 2002. For the first half of fiscal 2003, our operating income was \$16.2 million, compared with \$14.9 million in the first half of fiscal 2002.

We purchase large quantities of raw materials, including particleboard and fiberboard. We are dependent on our outside suppliers for all of our raw materials. Therefore, we are subject to changes in the prices charged by our suppliers. In fiscal 2000, our operating income was reduced by price increases for these commodities. In fiscal 2001, particleboard and fiberboard prices declined, increasing our operating income in the latter portion of the year. Industry pricing for particleboard was flat to slightly lower in fiscal 2002, and prices declined in the first half of fiscal 2003 from the fourth quarter of fiscal 2002. Prices for fiberboard increased in the fourth quarter of fiscal 2002, but remained flat for the first half of fiscal 2003. We did, however, experience a price increase from several suppliers of another commodity in the second quarter of fiscal 2003. We cannot assure you that raw material prices will not increase in the future. If the demand for particleboard increases, prices may also increase.

Several manufacturers, including O'Sullivan, have excess manufacturing capacity due to the current decline in sales in the RTA furniture segment and increasing imports. This excess capacity is causing increased competition that is expected to continue, and perhaps to intensify, through the remainder of fiscal 2003. This adversely affected our margins and results of operations in fiscal 2002, and is continuing to affect sales, margins and results of operations in fiscal 2003.

While we have confidence in the long-term future of the RTA furniture industry, given our current sales trends in this economic environment, we expect gross sales in the third quarter of fiscal 2003 will be about 15% lower than sales in the third quarter of fiscal 2002. We anticipate our fiscal 2003 third quarter operating income will decline approximately 20% to 30% from the fiscal 2002 third quarter. We cannot yet predict when our sales will return to a pattern of sales growth.

RadioShack Arbitration and Revised Accounting for Tax Sharing Agreement with RadioShack

In 1994, RadioShack, then Tandy Corporation, completed an initial public offering of O'Sullivan Holdings. In connection with the offering, O'Sullivan Holdings entered into a tax sharing and tax benefit reimbursement agreement with RadioShack. RadioShack and O'Sullivan Holdings made elections under Sections 338(g) and 338(h)(10) of the Internal Revenue Code with the effect that the tax basis of our assets was increased to the deemed purchase price of the assets, and an equal amount of such increase was included as taxable income in the consolidated federal tax return of RadioShack. The result was that the tax basis of our assets exceeded the historical book basis we used for financial reporting purposes.

The increased tax basis of our assets results in increased tax deductions and, accordingly, reduced our taxable income or increased our net operating loss. Under the tax sharing agreement, O'Sullivan Holdings is contractually obligated to pay RadioShack nearly all of the federal tax benefit expected to be realized with respect to such additional basis. The payments under the agreement represent additional consideration for the stock of O'Sullivan Industries, Inc. and further increase the tax basis of our assets from the 1994 initial public offering when payments are made to RadioShack.

To the extent the benefit of these basis step-up deductions caused us to have a federal taxable loss, O'Sullivan Holdings was only obligated to pay RadioShack to the extent that the benefits were used to reduce taxable income to zero. Any additional tax deductions resulting from the step-up create a net operating loss ("NOL") carryforward on our federal income tax return. Under the terms of the tax sharing agreement, if we utilized this NOL carryforward to generate future tax savings, O'Sullivan Holdings was also obligated to remit that benefit received to RadioShack.

Since 1994, we have treated the amount due to RadioShack by O'Sullivan Holdings as income tax expense when such amounts become payable and to the extent that O'Sullivan Holdings had sufficient consolidated taxable income. Thus, our tax expense approximated what it would have been in the absence of the Section 338(h)(10) step-up in basis and the tax sharing agreement.

Under this accounting method, the deferred tax asset from both the step-up in basis and the future liability of O'Sullivan Holdings to RadioShack were not recorded on our consolidated balance sheets because we deemed the benefits to be an asset of RadioShack. When the tax benefits were received and paid by O'Sullivan Holdings to RadioShack, we funded the payment and recorded it as tax expense since this amount would have been paid as federal income taxes in the absence of the step-up in basis and the tax sharing agreement.

In November 1999, O'Sullivan Holdings completed a leveraged recapitalization transaction which significantly increased our debt. As a result of the higher debt levels, we also experienced increased interest expense, which reduced our taxable income and also reduced the tax benefits used from the deductions arising from the step-up in basis. O'Sullivan Holdings reduced its payments to RadioShack accordingly. RadioShack claimed that the deductions arising from the increased interest payments should not impact tax benefit payments due RadioShack under the tax agreement. RadioShack pursued this matter and prevailed in an arbitration ruling in March 2002. O'Sullivan Holdings reached a settlement agreement with RadioShack in May 2002. Pursuant to the settlement agreement, O'Sullivan Holdings paid RadioShack \$24.6 million in May 2002 and an additional \$3.1 million in June 2002. The sum of these two payments (\$27.7 million) represented the amount due RadioShack under the settlement agreement through June 30, 2002. These amounts represent the calculation of what benefits we would have realized had we not had the additional interest expense from the recapitalization and merger. The settlement agreement requires calculations into the future and quarterly payments to RadioShack if our taxable income adjusted for the additional interest expense shows that we would have realized the benefits had we not incurred the additional interest expense. If on this basis, we could have used the deductions from the step-up in basis, O'Sullivan Holdings is required to make a payment to RadioShack even though we may not be receiving any current tax benefit from these deductions on our federal income tax return.

Following the decision in the arbitration and the settlement agreement with RadioShack, we recorded the \$24.6 million paid by O'Sullivan Holdings to RadioShack as a deferred tax asset at March 31, 2002. We believed that this was appropriate as the payment by O'Sullivan Holdings represented the tax benefit we could realize from future use of net operating losses on our federal income tax return if we had sufficient taxable income in the future. After recording a tax provision of \$3.4 million for the quarter ended March 31, 2002 and offsetting our deferred tax liabilities of \$10.2 million, we had a net deferred tax asset of \$11.0 million.

Under SFAS 109, we must determine if it is more likely than not that we will realize the net deferred tax asset as a reduction in our tax liabilities in the future. SFAS 109 requires objective evidence to support the more likely than not conclusion. The arbitration decision dramatically affected our liquidity, which reduced the amounts we could invest in sales efforts or cost improvements, as most free cash flow would now be used for O'Sullivan Holdings' payments to RadioShack or to repay our indebtedness. In addition, it became evident to us by March 2002 that the prolonged economic slowdown that started prior to September 11, 2001 was continuing. This, coupled with the adverse effect on our liquidity of the settlement, caused us to lower our projections of future taxable income. Accordingly, we projected our expected future taxable income utilizing operating performance we achieved in fiscal 2002 assuming our performance would be no better or worse over an extended period of time. Such projections indicate that we would not have taxable income until 2009 when substantially all the tax benefit deductions had been taken. At that point, the projections indicated that our net operating losses existing at that time would be utilized before they expire. However, we currently have and expect to have taxable losses for a number of years in the future. Projections over a long time are inherently uncertain, and we cannot provide objective evidence that our operations in 2009 and beyond will produce sufficient taxable income. As a result, we provided a valuation allowance in our March 2002 quarter of \$11.0 million against all of our net deferred tax assets with a corresponding charge to income tax expense. Consistent with our prior accounting, both before and after the recapitalization and merger, we did not record any deferred tax assets related to future deductions from the step-up in basis or any future obligations to O'Sullivan Holdings related to the tax sharing agreement as they were still contingent upon our taxable income in the future.

Similarly, in our June, September and December 2002 financial statements, we accounted for each of O'Sullivan Holdings' payments to RadioShack in the same manner as the initial \$24.6 million payment under the settlement agreement by recording a deferred tax asset to the extent that we could not benefit currently from the increased deductions. We then provided a valuation allowance against the additional deferred tax asset with a corresponding charge to income tax expense on a quarter by quarter basis. We believed this method was in conformity with accounting

principles generally accepted in the United States and consistent with our accounting for the tax sharing agreement since 1994.

In the third quarter of fiscal 2003, O'Sullivan received a comment letter from the staff of the SEC on the accounting for the tax sharing agreement. In the course of preparing our response to the SEC staff's comment letter, we, in consultation with our independent accountants, reassessed our accounting for the tax sharing agreement in light of the arbitration settlement between O'Sullivan Holdings and RadioShack and concluded that our method of accounting for the tax sharing agreement should be changed. O'Sullivan determined that the deferred tax asset created by the step-up in basis and the additional basis from the probable future payments should be recorded as of February 1994. At the same time, we recorded a payable to parent equal to O'Sullivan Holdings' obligation to RadioShack. The amounts of the deferred tax asset and obligation to O'Sullivan Holdings were each \$147.9 million at February 1994. From 1994 through 2001, we reduced the amount of the deferred tax asset and our payable to O'Sullivan Holdings as we realized the benefits of the deferred tax asset and O'Sullivan Holdings paid RadioShack amounts due under the tax sharing agreement.

At March 31, 2002, a full valuation allowance was provided against the \$95.5 million net deferred tax asset, which consists of the \$11.0 million valuation allowance originally recorded in the March 2002 quarter plus an additional \$84.5 million representing the balance of the deferred tax asset at that time. The valuation allowance at June 30, 2002 of \$94.3 million together with the \$4.4 million tax provision for the fiscal year represent the \$98.7 million recorded as tax expense for the year ended June 30, 2002. We recorded the valuation allowance because we were unable to determine, based on objective evidence, that it was more likely than not we would be able to utilize our net operating losses prior to their expiration. If at a future date we determine that some or all of the deferred tax asset will more likely than not be realized, we will reverse the appropriate portion of the valuation allowance and credit income tax expense.

O'Sullivan Holdings' remaining maximum obligation to RadioShack was \$109.1 million at March 31, 2002. The obligation was reduced by subsequent payments and was \$75.2 million and \$81.4 million at December 31, 2002 and June 30, 2002, respectively. O'Sullivan Holdings currently believes that it is probable that future payments to RadioShack will be made.

In summary, instead of accounting for our deferred tax asset resulting from the step-up in basis as tax expense through a valuation allowance on a quarter by quarter basis as O'Sullivan Holdings makes payments to RadioShack under the tax sharing agreement, we revised our accounting to record the aggregate deferred tax asset and the obligation to O'Sullivan Holdings in February 1994. Our deferred tax asset has been reduced as we realized the benefits from 1994 to March 2002 and was fully offset by the March 2002 valuation allowance. Therefore, this revised method of accounting will increase our net income (or reduce our net loss) by the amount O'Sullivan Holdings pays RadioShack for each quarterly period after March 31, 2002 through the quarter ending March 31, 2009 or until we can determine, based on objective evidence, that it is more likely than not that we will be able to utilize our net operating losses prior to their expiration and reverse all or a portion of the valuation allowance on our deferred tax assets.

The expected timing or amounts of O'Sullivan Holdings' payments to RadioShack will not be affected by the revised method of accounting, although the future payments to RadioShack are contingent upon O'Sullivan Holdings achieving consolidated taxable income calculated on the basis stipulated in the settlement agreement.

We funded the back payment to O'Sullivan Holdings and subsequent payments from cash on hand. We expect to fund future payments from cash flows from operating activities, cash on hand or borrowings under our senior credit facility. Payments under the tax sharing agreement for fiscal 2003 are expected to be about \$11.0 million.

We have amended our senior credit facility as a result of the arbitration settlement. The amendment excludes from the definition of consolidated fixed charges \$27.0 million of the total paid by us pursuant to the tax sharing agreement through the period ended June 30, 2002.

See "Cautionary Statement Regarding Forward Looking Information."

Results of Operations

Net Sales. Net sales for the quarter ended December 31, 2002 decreased by \$5.2 million, or 6.2%, to \$79.1 million from \$84.3 million for the quarter ended December 31, 2001. Net sales for the six months ended December 31, 2002 decreased by \$15.8 million, or 9.5%, to \$150.7 million from \$166.5 million for the six months ended December 31, 2001. Our sales declined in every major channel due to the economic uncertainties in the United States and the other reasons cited above. Most of the decline for the quarter and six months was due to a decline in unit volume, although the average price per unit declined slightly.

In January 2002, Kmart Corporation, which accounted for around 9% of our gross sales in fiscal 2002, filed for Chapter 11 bankruptcy court protection. As part of its reorganization, Kmart has closed 283 stores and has announced that it plans to close an additional 316 stores. Kmart has secured financing of \$2 billion to help the company's cash flow while it restructures. Kmart has filed a plan of reorganization to emerge from Chapter 11 in 2003. We resumed shipments to Kmart on a post-petition basis after the filing and anticipate significant sales to Kmart in the future. However, there can be no assurance that we will ship as much to Kmart as we did in prior periods or that Kmart will be successful in its restructuring efforts.

In August 2002, Ames Department Stores, Inc. decided to close all of its stores and liquidate. We had anticipated sales to Ames would be less than 2% of our gross sales in fiscal 2003.

Gross Profit. Gross profit decreased to \$19.7 million, or 24.9% of sales, for the three month period ended December 31, 2002, from \$21.7 million, or 25.7% of sales, for the comparable prior year quarter. The gross margin percentage for the second quarter of fiscal 2003 declined primarily because of lower sales and operating levels, partially offset by lower material costs, particularly for particleboard. For the six months ended December 31, 2002, gross profit declined to \$39.7 million, or 26.3% of sales, from \$42.1 million, or 25.3% of sales. The gross profit percentage increased for the first half of fiscal 2003 compared to the prior year period as lower material prices offset the effects of lower sales and operating volumes.

Selling, Marketing and Administrative Expenses. Selling, marketing and administrative expenses decreased to \$11.5 million, or 14.6% of sales, for the three month period ended December 31, 2002, from \$13.1 million, or 15.6% of sales, for the quarter ended December 31, 2001. Freight out expense declined because of lower sales and a change in a major customer's program. Sales commissions were also lower in fiscal 2003 due to lower sales levels and changes in the commission structure. Legal fees were higher in fiscal 2002 due to the RadioShack arbitration. Bad debt expense was also higher in fiscal 2002 because of the Kmart bankruptcy.

For the six months ended December 31, 2002, selling, marketing and administrative expenses decreased \$3.7 million from \$27.2 million in fiscal 2002 to \$23.5 million in fiscal 2003. The major factors were a decrease in freight out expense and sales commission due to the reasons stated above and lower incentive compensation and profit sharing expenses because of our lower sales and financial performance. Legal fees and bad debt expense were higher in fiscal 2002 because of the RadioShack arbitration and Kmart bankruptcy, respectively.

Depreciation and Amortization. Depreciation and amortization expenses decreased to \$3.3 million for the second quarter of fiscal 2003 compared to \$3.6 million for the second quarter of fiscal 2002. For the six month periods ended December 31, 2002 and 2001, depreciation and amortization expenses were \$6.6 million and \$7.0 million, respectively. Depreciation and amortization declined because equipment placed into service during the twelve months ended December 31, 2002 was less than the amount of equipment that became fully depreciated during the same time period.

Operating Income. Operating income decreased \$345,000 to \$8.2 million for the quarter ended December 31, 2002 from \$8.5 million in the quarter ended December 31, 2001. Lower sales and operating levels were partially offset by lower material costs and lower selling, marketing and administrative expenses in the three months ended December 31, 2002. For the six months ended December 31, 2002, operating income increased \$1.3 million over the six months ended December 31, 2001. Reduced raw material prices, incentive compensation and profit sharing expense and lower freight

out expense, commission costs, legal fees and bad debt expense contributed to the increased operating income during the first six months in fiscal 2003, partially offset by lower sales and operating levels.

Net Interest Expense. Net interest expense decreased from \$6.1 million in the second quarter of fiscal 2002 to \$5.5 million in the second quarter of fiscal 2003. Net interest expense declined \$2.9 million from \$14.0 million for the first half of fiscal 2002 to \$11.2 million for the first half of fiscal 2003. Interest expense decreased due to the change in fair value of our interest rate collar as well as our repayment of debt and lower variable interest rates on a portion of our debt. The following table describes the components of net interest expense.

	Three months ended December 31, (in thousands)		Six months ended December 31, (in thousands)	
	2002	2001	2002	2001
Interest expense on senior credit facility, industrial revenue bonds and senior subordinated notes	\$ 5,746	\$ 5,983	\$ 11,622	\$ 12,326
Interest income	(42)	(69)	(94)	(154)
<i>Non-cash items:</i>				
Interest rate collar	(724)	(274)	(1,308)	927
Amortization of debt discount	91	82	181	161
Amortization of loan fees	393	393	786	786
Net interest expense	<u>\$ 5,464</u>	<u>\$ 6,115</u>	<u>\$ 11,187</u>	<u>\$ 14,046</u>

Income Tax Provision. We recorded no tax expense for the first or second quarters of fiscal 2003 because of the valuation allowance recorded in the quarter ended March 31, 2002. See *"RadioShack Arbitration and Revised Accounting for Tax Sharing Agreement with RadioShack"*.

Net Income (Loss). Our net income increased from \$1.6 million in the second quarter of fiscal 2002 to \$2.7 million in fiscal 2003 due to decreased tax expense, lower material prices, lower selling, marketing and administrative expenses and lower interest expense. Our net income of \$5.0 million was up \$4.5 million from income of \$552,000 in the first half of fiscal 2003 due to decreased tax expense, lower raw material costs, decreased selling and administrative expenses and lower interest expense.

EBITDA. EBITDA, which we define as earnings before interest income and interest expense, income taxes, depreciation and amortization, decreased by \$645,000 to \$11.5 million for the quarter ended December 31, 2002 from \$12.1 million for the prior year quarter. EBITDA for the fiscal 2003 second quarter decreased primarily due to lower sales and operating levels, partially offset by lower material costs and selling and administrative expenses. For the six months ended December 31, 2002, EBITDA was \$22.7 million, up \$813,000 from the six months ended December 31, 2001. The increase was due primarily to lower material costs and lower selling and administrative expenses, partially offset by lower sales and operating levels.

EBITDA is presented to provide additional information about our operations. This item should be considered in addition to, but not as a substitute for or superior to, operating income, net income, operating cash flow and other measures of financial performance prepared in accordance with generally accepted accounting principles. EBITDA may differ in the method of calculation from similarly titled measures used by other companies. EBITDA provides another measure of the operations of our business prior to the impact of interest, taxes and depreciation and of our liquidity. Further, EBITDA is a common method of valuing companies such as O'Sullivan, and EBITDA, with adjustments, is a component of each of the financial covenants in our senior credit facility.

The following table reconciles net income to EBITDA for the three months and six months ended December 31, 2002 and 2001.

	Three months ended December 31, (in thousands)		Six months ended December 31, (in thousands)	
	2002	2001	2002	2001
Net income	\$ 2,725	\$ 1,573	\$ 4,977	\$ 552
Income tax provision	–	846	–	296
Interest expense, net	5,464	6,115	11,187	14,046
Operating income	8,189	8,534	16,164	14,894
Depreciation and amortization	3,308	3,608	6,572	7,029
EBITDA	<u>\$ 11,497</u>	<u>\$ 12,142</u>	<u>\$ 22,736</u>	<u>\$ 21,923</u>

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations and borrowings under our senior secured credit facility, which is discussed below. Our liquidity requirements will be to pay our debt, including interest expense under the senior credit facility and notes, to pay RadioShack amounts due under the tax sharing agreement and to provide for working capital and capital expenditures. Decreased demand for our products could decrease our cash flow from operations and the availability of borrowings under our credit facility.

Working Capital. As of December 31, 2002, cash and cash equivalents totaled \$9.0 million. Net working capital was \$50.3 million at December 31, 2002 compared to \$51.6 million at June 30, 2002.

Operating Activities. Net cash provided by operating activities for the six months ended December 31, 2002 was \$1.0 million compared to net cash provided of \$25.8 million for the six months ended December 31, 2001. Cash flow from operations decreased year-over-year for the following reasons.

- Accounts payable increased \$1.2 million during the first half of fiscal 2002 and declined \$2.8 million during the first half of fiscal 2003. The change was due to differences in the timing of plant shutdowns in the two years and to lower operating levels in fiscal 2003.
- Profit sharing and incentive compensation payments during the first half of fiscal 2003 were approximately \$3.0 million higher than in the first half of fiscal 2002 because of the respective prior year financial results. Changes in the accrued balances for profit sharing and incentive compensation decreased the cash provided by operations an additional \$730,000 in fiscal 2002 compared to fiscal 2003.
- Trade receivables increased in fiscal 2003, reducing cash by \$1.3 million, compared with a decrease of \$3.1 million that provided cash in fiscal 2002. The fiscal 2003 receivables increase was due to higher sales levels in December 2002 compared to June 2002 sales.
- Increases in accrued advertising provided net cash of \$4.1 million in fiscal 2003 compared to \$5.7 million during fiscal 2002. The decrease this year was due to lower sales and associated decreases in vendor incentive programs. In addition, a particular customer changed its pattern of claiming certain incentives, lowering accrued advertising.
- In fiscal 2003, decreases in inventories provided \$3.4 million of cash, compared with \$5.5 million in fiscal 2002.
- During the first half of fiscal 2003, we provided O'Sullivan Holdings \$6.2 million to enable it to satisfy its obligation under the tax sharing agreement.

- In fiscal 2003, the liability associated with the interest rate collar declined by \$1.3 million as opposed to a \$927,000 increase in fiscal 2002.

Investing Activities. We invested \$2.7 million for capital expenditures for the six months ended December 31, 2002 compared to \$5.9 million for the prior year six month period. We currently estimate that the total capital expenditure requirements for the remainder of the fiscal year will be approximately \$3.0 million to \$5.0 million, which we expect to fund from cash flow from operations or cash on hand. Our ability to make future capital expenditures is subject to certain restrictions under our senior credit facility.

Financing Activities. On November 30, 1999 we completed our merger and recapitalization. Our consolidated indebtedness at December 31, 2002 was \$216.7 million consisting of:

- \$106.7 million in a senior secured credit facility consisting of a five year \$20.9 million term loan A, a seven and one-half year \$85.8 million term loan B and a \$40.0 million revolving line of credit, with no borrowings at December 31, 2002. The current portion of these term loans was approximately \$4.7 million at December 31, 2002. The revolving line of credit has a \$15.0 million sub-limit for letters of credit, of which we are currently utilizing approximately \$13.8 million.
- \$100.0 million in 13-3/8% senior subordinated notes due 2009 issued with warrants to purchase 6.0% of our common and Series B junior preferred stock on a fully diluted basis. These warrants were assigned a value of \$3.5 million. These notes were issued at a price of 98.046% providing \$98.0 million in cash proceeds before expenses related to the issuance.
- \$10.0 million in variable rate industrial revenue bonds.

The reconciliation of consolidated indebtedness to recorded book value at December 31, 2002 is as follows:

	<u>Consolidated Indebtedness</u>	<u>Current Portion</u>	Original Issue Discount Net of <u>Accretion</u>	Warrants Net of <u>Accretion</u>	<u>Recorded Book Value</u>
			(in thousands)		
Term loan A	\$ 20,917	\$ (3,874)	\$ –	\$ –	\$ 17,043
Term loan B	85,796	(875)	–	–	84,921
Senior secured credit	106,713	(4,749)	–	–	101,964
Senior subordinated note	100,000	–	(1,601)	(2,868)	95,531
Industrial revenue bonds	10,000	–	–	–	10,000
Total	\$ 216,713	\$ (4,749)	\$ (1,601)	\$ (2,868)	\$ 207,495

During the six months ended December 31, 2002, we made regularly scheduled principal payments of \$1.7 million against the term loans included in our senior secured credit facility. We expect to fund principal and interest payments on our debt from cash flow from operations, cash on hand or borrowings under our revolver. Our borrowing availability under our credit facility was approximately \$23.9 million at December 31, 2002. Decreased demand for our products could decrease our cash flow from operations and the availability of borrowings under our credit facility. In October 2002, we paid an additional \$4.1 million of principal on the amounts outstanding under the senior credit facility and increased the revolving credit line borrowings by \$4.1 million. We repaid the revolving credit line borrowings in November 2002.

The credit facility and notes are subject to certain financial and operational covenants and other restrictions, including among others, requirements to maintain certain financial ratios and restrictions on our ability to incur additional indebtedness. The financial covenants contained in the credit facility, as amended, are as follows:

- Our consolidated leverage ratio must be less than 4.25. The ratio at December 31, 2002 was 3.83. At June 30, 2003, our consolidated leverage ratio must be less than 4.00.
- Our consolidated interest coverage ratio must be greater than 2.00. The ratio at December 31, 2002 was 2.26. At June 30, 2003, our consolidated interest coverage ratio must be greater than 2.00.
- Our consolidated fixed charge coverage ratio must be greater than 1.10. The ratio at December 31, 2002 was 1.45. At June 30, 2003, our consolidated fixed charge coverage ratio must be greater than 1.10.
- Our senior debt coverage ratio must be less than 2.50. The ratio at December 31, 2002 was 2.06. At June 30, 2003, our senior debt coverage ratio must be less than 2.35.
- Our consolidated EBITDA must be at least \$53 million for the fiscal year ending June 30, 2003.

EBITDA and consolidated interest expense as defined in the credit facility for the twelve and six months ended December 31, 2002 were \$56.6 million and \$23.3 million, respectively. O'Sullivan Industries is the borrower under the credit facility, so the covenants do not include the \$21.0 million senior note of O'Sullivan Holdings or interest on the note. Pursuant to an amendment to our senior credit facility, \$27.0 million of payments to RadioShack under the tax sharing agreement through the period ending June 30, 2002 are excluded from the definition of consolidated fixed charges and thus from calculations of the consolidated fixed charge coverage ratio.

In addition, the agreements effectively prohibit the payment of dividends on our stock.

At December 31, 2002, we were in compliance with all applicable debt covenants. However, if our sales and earnings do not improve from the current outlook, we may be in violation of certain of our covenants under the senior credit facility at June 30, 2003. We are currently working with our lenders to obtain a waiver or amendment of these covenants.

As required under the senior credit facility, we hedged one-half of our term loans with an initial notional amount of \$67.5 million with a costless interest rate collar. The collar is based on three-month LIBOR with a floor of 6.43% and a ceiling of 8.75%. To terminate this contract at December 31, 2002, we would have been required to pay the counter-party approximately \$783,000. The counter-party to our interest rate collar provides us with the payment amount that would be required to terminate the collar as of the end of each quarter. We recorded the change in fair value of the collar as increased or decreased interest expense in the consolidated statements of operations and included the resulting liability in accrued liabilities on the consolidated balance sheets.

See the overview section of this Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of the impact of the Settlement Agreement with RadioShack on our liquidity and financial condition.

The following table illustrates our contractual obligations due in the future:

Contractual Obligations	Total	Payments Due by Period			
		(in thousands)			
		Less than 12 months	12-36 months	36-60 months	After 60 months
Long-term debt	\$ 216,713	\$ 4,749	\$ 18,794	\$ 83,170	\$ 110,000
Tax benefit payments to RadioShack(1)	75,179	9,654	21,073	24,632	19,820
Capital lease obligations	–	–	–	–	–
Operating leases—unconditional	4,224	1,830	2,273	121	–
Other long-term obligations	558	200	358	–	–
Total contractual cash obligations	<u>\$ 296,674</u>	<u>\$ 16,433</u>	<u>\$ 42,498</u>	<u>\$ 107,293</u>	<u>\$ 129,820</u>

(1) The timing and amounts of payments to RadioShack are contingent on actual taxable income adjusted to exclude the increased interest expense arising from the recapitalization and merger. The amounts in the table above represent the maximum amounts payable to RadioShack.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, we evaluate our estimates, including those related to customer programs and incentives, bad debts, inventories, intangible assets, income taxes, restructuring, asset impairments, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

- We derive our revenue from product sales. We recognize revenue from the sale of products when persuasive evidence of an arrangement exists, the product has been delivered, the price is fixed and determinable and collection of the resulting receivable is reasonably assured. For all sales, we use purchase orders from the customer, whether oral, written or electronically transmitted, as evidence that a sales arrangement exists. Generally, delivery occurs when product is delivered to a common carrier or private carrier, with standard terms being FOB shipping point. We assess whether the price is fixed and determinable based upon the payment terms associated with the transaction. We assess collection based on a number of factors, including past transaction history with the customer and the creditworthiness of the customer. Collateral is not requested from the customers.
- We record estimated reductions to revenue for customer programs and incentive offerings including special pricing agreements, price protection, promotions and other volume-based incentives. Market conditions could require us to take actions to increase customer incentive offerings. These offerings could result in our estimates being too small and reduce our revenues when the incentive is offered.

- We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.
- We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and its estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by us, additional inventory write-downs may be required. Obsolete and slow-moving inventory reserves were approximately \$5.4 million and \$4.9 million at December 31, 2002 and 2001, respectively.
- We record our deferred tax assets at the amount that the asset is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance, our determinations can change. If we objectively determine it was more likely than not we would be able to realize our deferred tax assets in the future in excess of our recorded amount, we would reduce our valuation allowance, increasing income in the period such determination was made. Likewise, should we determine that we would not be able to realize all or part of our recorded gross deferred tax assets in the future, we would increase our valuation allowance, decreasing income in the period such determination was made.
- We periodically review our long-lived assets, including property and equipment, for impairment and determine whether an event or change in facts and circumstances indicates their carrying amount may not be recoverable. We determine recoverability of the assets by comparing the carrying amount of the assets to the net future undiscounted cash flows expected to be generated by those assets. If the sum of the undiscounted cash flows is less than the carrying value of the assets, an impairment charge is recognized. Adverse economic conditions could cause us to record impairment charges in the future.
- We assess goodwill regularly for impairment by applying a fair-value-based test, using the enterprise as the reporting unit. If the book value of the reporting unit is below the fair value of the reporting unit, there is no impairment loss. Adverse economic conditions could cause us to record impairment charges in the future.
- In the second quarter of fiscal 2001, we recorded asset impairment charges, employee termination benefits and other exit costs totaling \$10.5 million related to a business restructuring plan to reduce production capacity and operating expenses. The restructuring plan included closing our Cedar City, Utah facility and a reduction in our staff at our Lamar, Missouri facility. The asset impairment charges related to land, building and equipment located in Cedar City, Utah. The land and building and a limited amount of equipment are still for sale. If market conditions deteriorate further, additional write-downs on the land, building and equipment may be necessary.

Cautionary Statement Regarding Forward Looking Information.

Certain portions of this Report, and particularly the Notes to the Consolidated Financial Statements and the Management's Discussion and Analysis of Financial Condition and Results of Operations, contain forward-looking statements. These statements can be identified by the use of future tense or dates or terms such as "believe," "would," "expect," "anticipate" or "plan." These forward-looking statements involve risks and uncertainties. Actual results may differ materially from those predicted by the forward-looking statements. Factors and possible events which could cause results to differ include:

- loss of liquidity due to the arbitration panel's opinion in *RadioShack Corporation v. O'Sullivan Industries Holdings, Inc.*;
- significant indebtedness that may limit our financial and operational flexibility;

- changes from anticipated levels of sales, whether due to future national or regional economic and competitive conditions, including new domestic or foreign entrants into the industry, customer acceptance of existing and new products, terrorist attacks or otherwise, as we are experiencing now;
- pricing pressures due to excess capacity in the ready-to-assemble furniture industry, as occurred in 1995 and is occurring again now, or customer demand in excess of our ability to supply product;
- raw material cost increases, particularly in particleboard and fiberboard, as occurred in 1994 and 1995 and to a lesser extent in fiscal 2000;
- transportation cost increases, due to higher fuel costs or otherwise;
- loss of or reduced sales to significant customers as a result of bankruptcy, liquidation, merger, acquisition or any other reason, as occurred with the liquidation of Montgomery Ward in fiscal 2001, the liquidation of Ames in 2002 and with the reorganization of Service Merchandise Co., Inc. in 2000;
- actions of current or new competitors, foreign or domestic, that increase competition with our products or prices;
- the consolidation of manufacturers in the ready-to-assemble furniture industry;
- increased advertising costs associated with promotional efforts;
- increased interest rates;
- pending or new litigation or governmental regulations such as the recently settled arbitration involving RadioShack;
- other uncertainties which are difficult to predict or beyond our control; and
- the risk that we incorrectly analyze these risks and forces, or that the strategies we develop to address them could be unsuccessful.

See also the Risk Factors section in our amended annual report on Form 10-K/A for the year ended June 30, 2002.

Because these forward-looking statements involve risks and uncertainties, actual results may differ significantly from those predicted in these forward-looking statements. You should not place a lot of weight on these statements. These statements speak only as of the date of this document or, in the case of any document incorporated by reference, the date of that document.

All subsequent written and oral forward-looking statements attributable to O'Sullivan or any person acting on our behalf are qualified by the cautionary statements in this section. We will have no obligation to revise these forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our market risk is impacted by changes in interest rates, foreign currency exchange rates and certain commodity prices. Pursuant to our policies, we may use natural hedging techniques and derivative financial instruments to reduce the impact of adverse changes in market prices. We do not hold or issue derivative instruments for trading purposes. A change in interest rates of one percentage point would affect our cash interest expense by about \$1.1 million per year.

We have market risk in interest rate exposure, primarily in the United States. We manage interest rate exposure through our mix of fixed and floating rate debt. Interest rate swaps or collars may be used to adjust interest rate exposures when appropriate based on market conditions. For qualifying hedges, the interest differential of swaps is included in interest expense. We believe that our foreign exchange risk is not material.

Due to the nature of our product lines, we have material sensitivity to some commodities, including particleboard, fiberboard, corrugated cardboard and hardware. We manage commodity price exposures primarily through the duration and terms of our vendor contracts. A one percent change in our raw material prices would affect our cost of sales by approximately \$1.5 million annually.

As noted above, in fiscal 2000 we encountered price increases in certain commodities, which reduced our gross margin. During fiscal 2001, prices for these products declined, which helped gross margins. Prices for these and other commodities will continue to fluctuate.

Item 4. CONTROLS AND PROCEDURES.

O'Sullivan maintains disclosure controls and procedures (as defined in Rule 13a-14(c) of the Securities Exchange Act of 1934) that are designed to ensure that information required to be disclosed in O'Sullivan's Exchange Act reports is recorded, processed, summarized and reported accurately within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to O'Sullivan's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Within 90 days prior to the date of this report, O'Sullivan carried out an evaluation, under the supervision and with the participation of O'Sullivan's management, including O'Sullivan's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of O'Sullivan's disclosure controls and procedures. Based on the foregoing, O'Sullivan's Chief Executive Officer and Chief Financial Officer concluded that O'Sullivan's disclosure controls and procedures were effective.

There have been no significant changes in O'Sullivan's internal controls or in other factors that could significantly affect the internal controls subsequent to the date O'Sullivan completed its evaluation. Therefore, no corrective actions were taken.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

On September 24, 2002, Montgomery Ward, LLC, *et al.*, Debtor in Possession, filed suit against O'Sullivan in the United States Bankruptcy Court, District of Delaware, alleging that payments made by Montgomery Ward within 90 days prior to its bankruptcy constituted preferential transfers under the Bankruptcy Code that should be recovered from O'Sullivan by Montgomery Ward, together with interest. The alleged payments aggregate \$3.7 million. We received the summons in this action on October 29, 2002.

We responded to the suit denying we received any preferential payments. We plan to contest this litigation vigorously.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Messrs. Charles A. Carroll, Richard D. Davidson, Daniel F. O'Sullivan and Harold O. Rosser were re-elected as directors as of November 14, 2002. We did not solicit proxies. Each director received 100 votes; no votes were withheld.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) *Exhibits:*

A list of exhibits required to be filed as part of this Report is set forth in the Index to Exhibits, which immediately precedes such exhibits, and is incorporated herein by reference.

(b) *Reports on Form 8-K:*

none

SIGNATURES

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

O’SULLIVAN INDUSTRIES, INC.

Date: September 9, 2003

By: /s/ Richard D. Davidson
Richard D. Davidson
President and
Chief Executive Officer

CERTIFICATION

I, Richard D. Davidson, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A (Amendment No. 1) of O'Sullivan Industries, Inc.;
2. Based on my knowledge, this quarterly report, as amended, 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, as amended, 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: September 9, 2003

/s/ Richard D. Davidson
Richard D. Davidson
President and Chief Executive Officer

CERTIFICATION

I, Phillip J. Pacey, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A (Amendment No. 1) of O'Sullivan Industries, Inc.;
2. Based on my knowledge, this quarterly report, as amended, 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, as amended, 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: September 9, 2003

/s/ Phillip J. Pacey

Phillip J. Pacey
Senior Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
3.1 & 4.1	Amended and Restated Certificate of Incorporation of O'Sullivan (incorporated by reference from Exhibit 2.4(a) to Appendix A to Proxy Statement/Prospectus included in Registration Statement on Form S-4 (File No. 333-81631))	
3.2 & 4.2	Bylaws of O'Sullivan (incorporated by reference from Exhibit 3.2 to Registration Statement on Form S-1 (File No. 33-72120))	
4.3	Specimen Senior Preferred Stock Certificate of O'Sullivan (incorporated by reference from Exhibit 3 to Registration Statement on Form 8-A (File No. 0-28493))	
4.4	Indenture dated as of November 30, 1999, by O'Sullivan Industries, Inc., as Issuer, O'Sullivan Industries - Virginia, Inc., as Guarantor, and Norwest Bank Minnesota, National Association, as Trustee, relating to O'Sullivan Industries, Inc.'s \$100,000,000 principal amount of 13.375% senior subordinated notes (incorporated by reference to Exhibit 4.4 to Quarterly Report on Form 10-Q for the quarter ended December 31, 1999 (File No. 0-28493))	
4.5	Warrant Agreement dated as of November 30, 1999 between O'Sullivan Industries Holdings, Inc. and Norwest Bank Minnesota, National Association, as Warrant Agent, relating to warrants to purchase 39,273 shares of O'Sullivan Industries Holdings, Inc. Series B junior preferred stock, including form of warrant certificate (incorporated by reference to Exhibit 4.5 to Quarterly Report on Form 10-Q for the quarter ended December 31, 1999 (File No. 0-28493))	
4.6	Warrant Agreement dated as of November 30, 1999 between O'Sullivan Industries Holdings, Inc. and Norwest Bank Minnesota, National Association, as Warrant Agent, relating to warrants to purchase 93,273 shares of O'Sullivan Industries Holdings, Inc. common stock, including form of warrant certificate (incorporated by reference to Exhibit 4.6 to Quarterly Report on Form 10-Q for the quarter ended December 31, 1999 (File No. 0-28493))	
4.7	Amended and Restated Warrant Agreement dated as of January 31, 2000 between O'Sullivan Industries Holdings, Inc. and the holder thereof relating to warrants to purchase 39,273 shares of O'Sullivan Industries Holdings, Inc. Series B junior preferred stock, including form of warrant certificate (incorporated by reference to Exhibit 4.7 to Quarterly Report on Form 10-Q for the quarter ended December 31, 1999 (File No. 0-28493))	
4.8	Amended and Restated Warrant Agreement dated as of January 31, 2000 between O'Sullivan Industries Holdings, Inc. and the holder thereof relating to warrants to purchase 93,273 shares of O'Sullivan Industries Holdings, Inc. common stock, including form of warrant certificate (incorporated by reference to Exhibit 4.8 to Quarterly Report on Form 10-Q for the quarter ended December 31, 1999 (File No. 0-28493))	
99.1	Certificate of chief executive officer under Section 906 of the Sarbanes-Oxley Act of 2002	35
99.2	Certificate of chief financial officer under Section 906 of the Sarbanes-Oxley Act of 2002	36