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[Exhibit 10\(o\)](#)

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2001

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 I-8524

MYERS INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

OHIO

#34-0778636

(State or other jurisdiction of
incorporation or organization)

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

1293 SOUTH MAIN STREET, AKRON, OHIO

44301

(Address of principal executive offices)

(Zip Code)

Registrant’s telephone number, including area code (330) 253-5592

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

Applicable Only to Issuers Involved in Bankruptcy
Proceedings During the Preceding Five Years

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
Yes X. No.

As of October 31, 2001, the number of shares outstanding of the issuer’s Common Stock was:

23,846,878
=====

PART 1 — FINANCIAL INFORMATION
MYERS INDUSTRIES, INC.

CONDENSED STATEMENT OF CONSOLIDATED FINANCIAL POSITION
AS OF SEPTEMBER 30, 2001 AND DECEMBER 31, 2000

	September 30, 2001	December 31, 2000
ASSETS		
CURRENT ASSETS		
Cash and temporary cash investments	\$ 5,989,019	\$ 2,177,983
Accounts receivable-less allowances of \$3,623,000 and \$3,644,000, respectively	107,729,359	125,921,325
Inventories		
Finished and in-process products	58,115,748	66,143,998
Raw materials and supplies	21,340,720	22,660,460
	79,456,468	88,804,458
Prepaid expenses	1,618,959	2,403,487
	194,793,805	219,307,253
OTHER ASSETS		
Excess of cost over fair value of net assets of companies acquired	192,001,820	194,205,707
Patents and other intangible assets	2,974,184	2,955,593
Other	4,616,990	4,130,671
	199,592,994	201,291,971
PROPERTY, PLANT & EQUIPMENT, AT COST		
Land	7,372,758	7,365,005
Buildings and leasehold improvements	74,188,626	72,727,170
Machinery and equipment	278,676,507	266,506,306
	360,237,891	346,598,481
Less allowances for depreciation and amortization	166,557,349	145,093,735
	193,680,542	201,504,746
	\$588,067,341	\$622,103,970

PART I — FINANCIAL INFORMATION
MYERS INDUSTRIES, INC.

CONDENSED STATEMENT OF CONSOLIDATED FINANCIAL POSITION
AS OF SEPTEMBER 30, 2001 AND DECEMBER 31, 2000

	September 30, 2001	December 31, 2000
LIABILITIES AND SHAREHOLDERS' EQUITY		
EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 36,380,421	\$ 49,964,169
Accrued expenses		
Employee compensation	24,582,315	25,516,152
Taxes, other than income taxes	2,627,619	2,481,602
Income taxes	503,789	51,814
Other	15,044,085	18,983,492
Current portion of long-term debt	17,345,765	15,893,001
	<hr/>	<hr/>
TOTAL CURRENT LIABILITIES	96,483,994	112,890,230
LONG-TERM DEBT, less current portion	261,577,625	284,273,097
DEFERRED INCOME TAXES	10,973,000	11,037,935
SHAREHOLDERS' EQUITY		
Serial Preferred Shares (authorized 1,000,000)	0	0
Common Shares, without par value (authorized 60,000,000 shares; outstanding 23,818,828 and 23,749,013, respectively)	14,486,199	13,234,830
Additional paid-in capital	217,263,246	189,779,843
Accumulated other comprehensive income	(31,654,918)	(27,149,716)
Retained income	18,938,195	38,037,751
	<hr/>	<hr/>
	219,032,722	213,902,708
	<hr/>	<hr/>
	\$588,067,341	\$622,103,970
	<hr/>	<hr/>

PART I — FINANCIAL INFORMATION
MYERS INDUSTRIES, INC.

CONDENSED STATEMENT OF CONSOLIDATED INCOME

	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
	Sept. 30, 2001	Sept. 30, 2000	Sept. 30, 2001	Sept. 30, 2000
Net sales	\$141,446,944	\$153,547,329	\$459,444,809	\$481,368,864
Costs of Sales	95,476,662	105,731,685	304,292,445	319,464,820
Gross Profit	45,970,282	47,815,644	155,152,364	161,904,044
Operating Expenses	38,280,216	36,830,601	117,420,535	111,765,543
Operating Income	7,690,066	10,985,043	37,731,829	50,138,501
Interest Expense	4,426,271	5,580,634	15,012,964	16,477,357
Income Before Income Taxes	3,263,795	5,404,409	22,718,865	33,661,144
Income Taxes	1,573,000	2,255,000	9,860,000	14,121,000
Net Income	\$ 1,690,795	\$ 3,149,409	\$ 12,858,865	\$ 19,540,144
Net income per Common Share*	\$.07	\$.13	\$.54	\$.82
Dividends per Common Share*	\$.06	\$.055	\$.17	\$.15
Weighted average number of Common Shares outstanding*	23,816,566	23,745,197	23,788,242	23,897,048

*Adjusted for a ten percent stock dividend in August, 2001.

PART I — FINANCIAL INFORMATION
MYERS INDUSTRIES, INC.

STATEMENTS OF CONSOLIDATED CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001 AND 2000

	September 30, 2001	September 30, 2000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 12,858,865	\$ 19,540,144
Items not affecting use of cash		
Depreciation	25,571,303	25,955,460
Amortization of excess of cost over fair value of net assets of companies acquired	6,918,001	6,495,338
Amortization of other intangible assets	703,830	583,084
Cash flow provided by (used for) working capital		
Accounts receivable	16,608,058	(6,681,771)
Inventories	8,611,798	(6,147,712)
Prepaid expenses	755,890	4,071,817
Accounts payable and accrued expenses	(16,917,199)	(81,255)
	<u>55,110,546</u>	<u>43,735,105</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of business, net of cash acquired	(7,480,000)	(404,137)
Additions to property, plant and equipment, net	(19,785,652)	(22,686,658)
Other	(1,100,502)	(946,660)
	<u>(28,366,154)</u>	<u>(24,037,455)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Long-term debt repayment	(9,000,000)	(6,000,000)
Net borrowing (repayment) of credit facility	(10,725,372)	(203,631)
Cash dividends paid	(4,024,008)	(3,674,475)
Proceeds from issuance of common stock	816,024	631,589
Repurchase of common stock	0	(5,531,498)
	<u>(22,933,356)</u>	<u>(14,778,015)</u>
INCREASE IN CASH AND TEMPORARY CASH INVESTMENTS	<u>3,811,036</u>	<u>4,919,635</u>
CASH AND TEMPORARY CASH INVESTMENTS JANUARY 1	<u>2,177,983</u>	<u>1,094,300</u>
CASH AND TEMPORARY CASH INVESTMENTS SEPTEMBER 30	<u>\$ 5,989,019</u>	<u>\$ 6,013,935</u>

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001

	Comprehensive Income	Common Stock	Additional Paid-In Capital	Accumulative Other Comprehensive Income	Retained Income
December 31, 2000		\$13,234,830	\$189,779,843	(\$27,149,716)	\$ 38,037,751
Net Income	\$12,858,865				12,858,865
Foreign Currency Translation Adjustment	(4,505,202)			(4,505,202)	
Comprehensive Income	<u>\$ 8,353,663</u>				
Common Stock Issued		39,392	776,632		
10% Stock Dividend		1,211,977	26,706,771		(27,934,413)
Dividends					(4,024,008)
September 30, 2001		<u>\$14,486,199</u>	<u>\$217,263,246</u>	<u>(\$31,654,918)</u>	<u>\$ 18,938,195</u>

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

NOTES TO FINANCIAL STATEMENTS

(1) Statement of Accounting Policy

The accompanying financial statements include the accounts of Myers Industries, Inc. and subsidiaries (Company), and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's latest annual report on Form 10-K.

In the opinion of the Company, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of September 30, 2001, and the results of operations and cash flows for the nine months ended September 30, 2001 and 2000. Certain amounts in the fiscal 2000 financial statements have been reclassified in order to conform with the fiscal year 2001 presentation.

(2) Supplemental Disclosure of Cash Flow Information

The Company made cash payments for interest expense of \$4,405,000 and \$5,846,000 for the three months ended September 30, 2001 and 2000, respectively. Cash payments for interest totaled \$15,066,000 and \$16,005,000 for the nine months ended September 30, 2001 and 2000. Cash payments for income taxes totaled \$1,002,000 and \$4,365,000 for the three months ended September 30, 2001 and 2000. Cash payments for income taxes were \$9,629,000 and \$14,938,000 for the nine months ended September 30, 2001 and 2000.

(3) Segment Information

The Company's business units have separate management teams and offer different products and services. Using the criteria of FASB No. 131, these business units have been aggregated into two reportable segments; Distribution of after-market repair products and services and Manufacturing of polymer products. The aggregation of business units is based on management by the chief operating decision maker for the segment as well as similarities of production processes, distribution methods and economic characteristics (e.g. average gross margin and the impact of economic conditions on long-term financial performance).

The Company's Distribution segment is engaged in the distribution of equipment, tools and supplies used for tire servicing and automotive underbody repair. The Distribution segment operates domestically through 42 branches located in major cities throughout the United States and in foreign countries through export and businesses in which the Company holds an equity interest.

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

NOTES TO FINANCIAL STATEMENTS

(3) Segment Information (Con't)

The Company’s manufacturing segment designs, manufactures and markets a variety of polymer based plastic and rubber products. These products are manufactured primarily through the molding process in facilities throughout the United States and Europe.

Sales to external customers for manufactured plastic products were \$90.1 million for the quarter and \$312.1 million for the nine months ended September 30, 2001 while sales of rubber products were \$11.2 million and \$35.6 million for the quarter and year to date periods, respectively. In the prior year, sales of plastic products to external customers were \$99.4 million for the quarter and \$324.5 million for the nine months ended September 30, 2000 while sales of rubber products were \$12.4 million for the quarter and \$40.6 million for the quarter and year-to-date periods, respectively.

Operating income for each segment is based on net sales less cost of products sold, and the related selling, administrative and general expenses. In computing segment operating income general corporate overhead expenses and interest expenses are not included.

(In Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
Net Sales				
Distribution of aftermarket repair products and services	\$ 40,172	\$ 41,737	\$111,729	\$116,267
Manufacturing of polymer products	104,887	115,311	357,686	375,288
Intra-segment elimination	(3,612)	(3,501)	(9,970)	(10,186)
	<u>\$141,447</u>	<u>\$153,547</u>	<u>\$459,445</u>	<u>\$481,369</u>
Income Before Income Taxes				
Distribution of aftermarket repair products and services	\$ 4,577	\$ 4,276	\$ 10,939	\$ 10,726
Manufacturing of polymer products	5,915	9,152	35,051	46,909
Corporate	(2,802)	(2,443)	(8,258)	(7,497)
Interest expense — net	(4,426)	(5,581)	(15,013)	(16,477)
	<u>\$ 3,264</u>	<u>\$ 5,404</u>	<u>\$ 22,719</u>	<u>\$ 33,661</u>

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Net sales for the quarter ended September 30, 2001 were \$141.4 million, a decrease of 8 percent from the \$153.5 million reported in 2000. The Company experienced declines in both of its business segments. Distribution segment sales were down \$1.6 million or 4 percent reflecting lower volume, particularly for capital equipment. Sales in the Manufacturing segment decreased \$10.4 million or 9 percent as general economic conditions resulted in weak demand in most of the Company's markets. Within the Manufacturing segment, sales of plastic products were down 9 percent for the quarter while sales of rubber products were 6 percent lower than the prior year period. There was no material impact on sales for the quarter as a result of foreign currency changes on sales of the Company's foreign businesses.

For the nine months ended September 30, 2001, net sales were \$459.4 million, a decrease of \$21.9 million or 5 percent compared with the prior year. On a segment basis, sales in the Distribution segment were down 4 percent reflecting lower unit volumes while sales in the Manufacturing segment decreased 5 percent based on lower volume which offset the contribution of acquired companies not included in the prior year. Excluding the impact from these acquisitions, total sales would have decreased 7 percent and Manufacturing segment sales would have declined 8 percent. Within the Manufacturing segment, excluding the impact of acquired companies, sales of plastic products were down 8 percent for the nine months ended September 30, 2001, while sales of rubber products declined 10 percent compared with the prior year period.

Cost of sales decreased 10 percent for the quarter ended September 30, 2001 and gross profit, expressed as a percentage of sales, improved to 32.5 percent from 31.1 percent in the prior year. In the Distribution segment, margins improved slightly based on a continuing shift in sales mix to consumable supplies compared to lower margin capital equipment. In the Manufacturing segment, margins also improved slightly as raw material costs declined sharply during the quarter which offset the decreased absorption of fixed manufacturing costs resulting from lower production levels.

For the nine months ended September 30, 2001, cost of sales decreased 5 percent and gross profit, expressed as a percentage of sales was essentially unchanged at 33.8 percent compared with 33.6 percent in the prior year. On a segment basis, Distribution margins improved slightly reflecting a shift in sales mix to higher margin supplies while Manufacturing margins declined slightly as the impact of low demand and the resulting increase in unabsorbed fixed manufacturing expenses offset the benefit of lower raw material costs.

Total operating expenses increased \$1.4 million or 4 percent for the quarter and \$5.7 million or 5 percent for the nine months ended September 30, 2001. Expressed as a percentage of sales, operating expenses were 27.1 percent for the quarter and 25.6 percent

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations (Con't)

for the nine months ended September 30, 2001, compared with 24.0 percent and 23.2 percent for the same periods in the prior year. The increase in operating expense is primarily due to the impact of acquired companies while the decrease in operating leverage is a result of both the higher costs and reduced sales volume in the current year periods.

Net interest expense decreased \$1.2 million or 21 percent for the quarter and \$1.5 million or 9 percent for the nine months ended September 30, 2001 compared with the prior year periods, primarily as a result of lower interest rates.

The effective income tax rate for the quarter ended September 30, 2001 was 48.2 percent compared with 41.7 percent in the prior year. For the nine months ended September 30, 2001, the effective tax rate was 43.4 percent compared to 42.0 percent in the prior year. These changes reflect the significantly greater impact of non-deductible amortization expense as a result of lower pretax income.

LIQUIDITY AND CAPITAL RESOURCES

Cash provided by operating activities was \$55.1 million for the nine months ended September 30, 2001 compared with \$43.7 million for same period in the prior year. Long-term debt was reduced \$22.7 million from December 31, 2000 and debt as a percentage of total capitalization was 56 percent at September 30, 2001. Working capital decreased from \$106.4 million at December 31, 2001 to \$98.3 million at September 30, 2001.

Capital expenditures for the nine months ended September 30, 2001 were \$19.8 million and are anticipated to be in the range of \$23 million to \$27 million for the full year. Management believes that anticipated cash flows from operations and available credit facilities will be sufficient to meet expected business requirements including capital expenditures, dividends, working capital and debt service.

MARKET RISK AND DERIVATIVE FINANCIAL INSTRUMENTS

The Company has financing arrangements that require interest payments based on floating interest rates. As such, the company's financial results are subject to change in the market rate of interest. Our objective in managing the exposure to interest rate changes is to limit the volatility and impact of rate changes on earnings while maintaining the lowest overall borrowing cost. At present, the Company has not entered into any interest rate swaps or other derivative instruments to fix the interest rate on any portion of its financing arrangements with floating rates.

PART I — FINANCIAL INFORMATION

MYERS INDUSTRIES, INC.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Market Risk and Derivative Financial Instruments (Con’t)

Some of the Company’s subsidiaries operate in foreign countries and, as such, their financial results are subject to the variability that arises from exchange rate movements. The Company believes that foreign currency exchange rate fluctuations do not represent a significant market risk due to the nature of the foreign countries in which we operate, primarily Canada and Western Europe, as well as the size of those operations relative to the total Company.

The Company uses certain commodities, primarily plastic resins, in its manufacturing processes. As such, the cost of operations is subject to fluctuation as the market for these commodities changes. The Company monitors this risk but currently has no derivative contracts to hedge this risk, however, the Company also has no significant purchase obligations to purchase fixed quantities of such commodities in future periods.

ACCOUNTING STANDARDS FOR BUSINESS COMBINATIONS AND GOODWILL

The Financial Accounting Standards Boards recently issued Statement of Financial Accounting Standard No. 141 (SFAS 141), “Business Combinations” and SFAS 142, “Goodwill and Other Intangible Assets.” The statements are effective for the Company on January 1, 2002. These statements will result in modifications relative to the Company’s accounting for goodwill and other intangible assets. Specifically, the Company will cease goodwill and certain intangible asset amortization beginning January 1, 2002. Upon adopting the new standards and cessation of amortization for goodwill, the Company anticipates increases in annual income before taxes of \$9.2 million and earnings per share of approximately \$.30 per share. Additionally, intangible assets, including goodwill, will be subject to new impairment testing criteria. Other than the impact of earnings of intangible asset amortization, the Company has not had ample time to evaluate the impact of adoption on the Company’s financial statements, including the possible impairment of goodwill recorded on the current balance sheet.

PART II — OTHER INFORMATION

MYERS INDUSTRIES, INC.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

14. (A)(3) Exhibits

- 3(a) MYERS INDUSTRIES, INC. AMENDED AND RESTATED ARTICLES OF INCORPORATION. Reference is made to Exhibit (3)(a) to Form 10-Q filed with the Commission on May 17, 1999.
- 3(b) MYERS INDUSTRIES, INC. AMENDED AND RESTATED CODE OF REGULATIONS. Reference is made to Exhibit (3)(ii) to Form 10-Q filed with the Commission on May 14, 1997.
- 10(a) MYERS INDUSTRIES, INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN. Reference is made to Exhibit 10(a) to Form 10-K filed with the Commission on March 30, 2001.
- 10(b) FORM OF INDEMNIFICATION AGREEMENT FOR DIRECTORS AND OFFICERS. *Reference is made to Exhibit 10(b) to Form 10-K filed with the Commission on March 30, 2001.
- 10(c) MYERS INDUSTRIES, INC. AMENDED AND RESTATED 1992 STOCK OPTION PLAN. *Reference is made to Exhibit 10(c) to Form 10-K filed with the Commission on March 30, 2001.
- 10(d) MYERS INDUSTRIES, INC. AMENDED AND RESTATED DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN. Reference is made to Exhibit 10(d) to Form 10-K filed with the Commission on March 30, 2001.
- 10(e) MYERS INDUSTRIES, INC. 1997 INCENTIVE STOCK PLAN. Reference is made to Exhibit 10.2 to Form S-8 (Registration Statement No. 333-90367) filed with the Commission on November 5, 1999.*
- 10(f) MYERS INDUSTRIES, INC. 1999 INCENTIVE STOCK PLAN. Reference is made to Exhibit 10.1 to Form S-8 (Registration Statement No. 333-90367) filed with the Commission on November 5, 1999.*
- 10(g) MILTON I. WISKIND SUPPLEMENTAL COMPENSATION AGREEMENT. Reference is made to Exhibit 10 to Form 10-Q filed with the Commission on May 14, 1997.*
- 10(h) MYERS INDUSTRIES, INC. EXECUTIVE SUPPLEMENTAL RETIREMENT PLAN. Reference is made to Exhibit 10(h) to Form 10-K filed with the Commission on March 26, 1998.*
- 10(i) LOAN AGREEMENT BETWEEN MYERS INDUSTRIES, INC. AND BANC ONE, MICHIGAN, AGENT (F/K/A NBD BANK) DATED AS OF FEBRUARY 3, 1999. Reference is made to Exhibit 10(b) to Form 8-K filed with the Commission on February 19, 1999.
- 10(j) FIRST AMENDMENT TO LOAN AGREEMENT AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF AUGUST 2, 1999. Reference is made to Exhibit 10(b) to Form 8-K filed with the Commission on August 13, 1999.
- 10(k) ANNEX 1 TO FIRST AMENDMENT LOAN AGREEMENT, BEING THE LOAN AGREEMENT, AS AMENDED, AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF AUGUST 2, 1999. Reference is made to Exhibit 10(c) to Form 8-K filed with the Commission on August 13, 1999.
- 10(l) SECOND AMENDMENT TO LOAN AGREEMENT AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF AUGUST 2, 2000. Reference is made to Exhibit 10(l) to Form 10-K filed with the Commission on March 30, 2001.
- 10(m) THIRD AMENDMENT TO LOAN AGREEMENT AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF OCTOBER 6, 2000. Reference is made to Exhibit 10(m) to Form 10-K filed with the Commission on March 30, 2001.
- 10(n) FOURTH AMENDMENT TO LOAN AGREEMENT AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF DECEMBER 31, 2000. Reference is made to Exhibit 10(n) to Form 10-K filed with the Commission on March 30, 2001.
- 10(o) FIFTH AMENDMENT TO LOAN AGREEMENT AMONG MYERS INDUSTRIES, INC., THE FOREIGN SUBSIDIARY BORROWERS AND BANK ONE, MICHIGAN, AS AGENT FOR THE LENDERS, DATED AS OF AUGUST 7, 2001.

* Indicates executive compensation plan or arrangement.

14.(B) REPORTS ON FORM 8-K. None

14.(C) EXHIBITS. See subparagraph 14(A)(3) above.

(b) Form 8-K

No Reports on Form 8-K were filed during the quarter.

SIGNATURE

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

MYERS INDUSTRIES, INC.

<u>11/13/01</u>	<u>By: \s\ Gregory J. Stodnick</u>
Date	Gregory J. Stodnick Vice President-Finance Financial Officer (Duly Authorized Officer and Principal Financial and Accounting Officer)