

# MAKING HEADWAY

ANNUAL REPORT 2011



**MARINE PRODUCTS**  
CORPORATION

H2O 18 Ski & Fish



216 SSi Wide Tech™

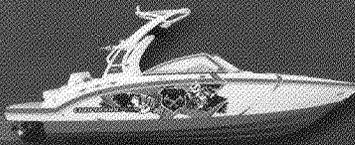


**2012  
PRODUCT  
OVERVIEW**

R240 Center Console



264 Xtreme



264 Sunesta



285 SSX



330 Signature



420 Premiere



## H<sub>2</sub>O SPORTS SERIES

Introducing a line that brings Chaparral style, performance and quality for first-time and experienced boat buyers at No Hagggle, Real Deal pricing. The new H2O comes in 18- and 19-foot lengths in a sport or ski and fish package and every style is loaded with features. Choose an H2O and you will choose craftsmanship, value and innovation.

H2O 18 Sport • H2O 18 Ski & Fish • H2O 19 Sport • H2O 19 Ski & Fish

## WIDE TECH™

Chaparral's SSi sportboat open bow models are produced for the quality- and style-conscious recreational boater. Models for the 2012 model year range in size from 20 to 25 feet, and they have once again set a high standard for engineering excellence, attractive styling, and quality materials and workmanship. Chaparral has incorporated its patented Wide Tech™ bow design into several SSi models for additional space in the forward part of the boat.

196 SSi Wide Tech™ • 206 SSi Wide Tech™ • 216 SSi Wide Tech™ • 225 SSi Wide Tech™  
226 SSi Wide Tech™ • 246 SSi Wide Tech™

## ROBALO SPORT FISHING BOATS

Robalo is continuing its success in 2012 with a line of multi-use sport fishing boats that offer the offshore fisherman a dependable, seaworthy design with all of the features that an offshore fisherman expects. Affordable family fun is also an option with Robalo's new 18- and 20-foot center console models. All models have comfortable cabin layouts, plush interiors and spacious seating arrangements.

R180 Center Console • R200 Center Console • R220 Center Console • R240 Center Console  
R260 Center Console • R300 Center Console • R225 Walkaround • R245 Walkaround  
R265 Walkaround • R305 Walkaround • R227 Dual Console • R247 Dual Console

## Xtreme TOW BOATS

In its fifth year, the Xtreme continues to be very popular with wakeboard enthusiasts who want all the features and handling characteristics of a traditional wakeboard boat but with more room, higher speed and greater fuel efficiency. Features include an onboard ballast system and automatic speed control for tournament wakeboarders. Other features include custom graphics, a high-output sound system and an arch tower with an aft bimini top and rotating brackets. Xtreme's model lineup for 2012 includes four models ranging from 20 to 26 feet in length.

204 Xtreme • 224 Xtreme • 244 Xtreme • 264 Xtreme

## SUNESTA SPORTDECKS

The Sunesta, with its patented Wide Tech™ bow design, continues to prove itself with broad customer appeal. With a new interior, this boat combines the best features of many of Chaparral's other products, and is suitable for most family uses, including cruising, wakeboarding and sightseeing. The 2012 model line offers four boats ranging from 22 to 28 feet.

224 Sunesta • 244 Sunesta • 264 Sunesta • 284 Sunesta

## SSX SPORTDECKS

Chaparral's SSX offers the performance of a sportboat with the roominess and utility of a pleasure boat. The SSX Sportdeck is offered in four lengths during this model year, all of which have an enclosed head, a wet bar in the cockpit, an integrated swim platform and a transom sun lounge.

267 SSX • 285 SSX • 287 SSX • 327 SSX (327 SSX featured on the cover)

## SIGNATURE CRUISERS

In 2012 Chaparral continues the tradition of quality that has made the Signature Cruiser a leader in the luxury sport cruiser market. The Signature comes with many standard features that are options on other cruisers in its class, and the largest Signatures offer a fiberglass hard top, bow thrusters and such style features as underwater lighting. The Signature line ranges from 27 to 37 feet in length, with six models this year.

270 Signature • 290 Signature • 310 Signature • 330 Signature • 350 Signature • 370 Signature

## 420 PREMIERE

Chaparral's 420 Premiere Sport Yacht is the exciting result of several years of development, and it represents an extension of Chaparral's quality brand name into a new and exciting product segment. This new product features the Wide Tech™ bow design and the revolutionary Volvo IPS propulsion system, which makes it more maneuverable and easier to dock than other sport yachts its size. The 420 Premiere is produced in a 42-foot model for the 2012 model year.

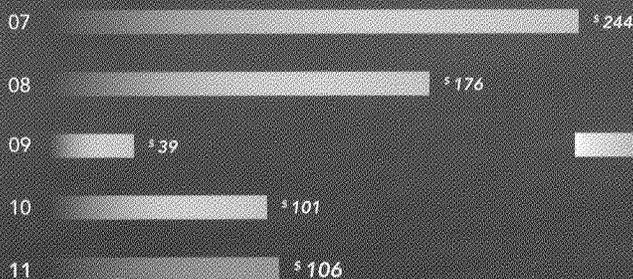


Marine Products Corporation (NYSE: MPX) designs, manufactures and distributes premium-branded Chaparral sterndrive and inboard pleasure boats and Robalo outboard sport fishing boats through 131 domestic and 57 international dealers. With premium brands, a solid capital structure and a strong independent dealer network, over the years Marine Products Corporation has generated strong financial performance and has built long-term stockholder value. Marine Products Corporation is also seeking to utilize its financial strength to capitalize on opportunities that profitably increase its market share and broaden its product offerings within the pleasure boat market. For more information, visit our Web site at [www.marineproductscorp.com](http://www.marineproductscorp.com).

**INSIDE**    **01** Product Overview    **03** Letter to Stockholders    **08** Form 10K  
               **02** Financial Highlights    **05** Expanded Market Opportunities    **Inside Back Cover** Corporate Information

## FINANCIAL AND OPERATIONAL HIGHLIGHTS

**NET SALES**  
(millions)



**NET INCOME (LOSS)**  
(millions)



**AVERAGE SELLING PRICE PER UNIT**  
(thousands)



**TOTAL NUMBER OF BOATS SOLD**



(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	2007	2008	2009	2010	2011
NET SALES	\$ 244,273	\$ 175,622	\$ 39,439	\$ 101,011	\$ 106,437
GROSS PROFIT (LOSS)	52,463	31,945	(6,557)	17,713	19,506
OPERATING INCOME (LOSS)	22,235	8,799	(19,163)	3,720	5,376
NET INCOME (LOSS)	\$ 16,423	\$ 7,586	\$ (10,693)	\$ 3,853	\$ 4,706*
EARNINGS (LOSS) PER SHARE – DILUTED	\$ 0.43	\$ 0.21	\$ (0.30)	\$ 0.11	\$ 0.13*
GROSS PROFIT MARGIN PERCENT	21.5%	18.2%	(16.6)%	17.5%	18.3%
OPERATING MARGIN PERCENT	9.1%	5.0%	(48.6)%	3.7%	5.1%

\* Excludes other income of \$2,025 (dollars in thousands)

# Letter to Stockholders

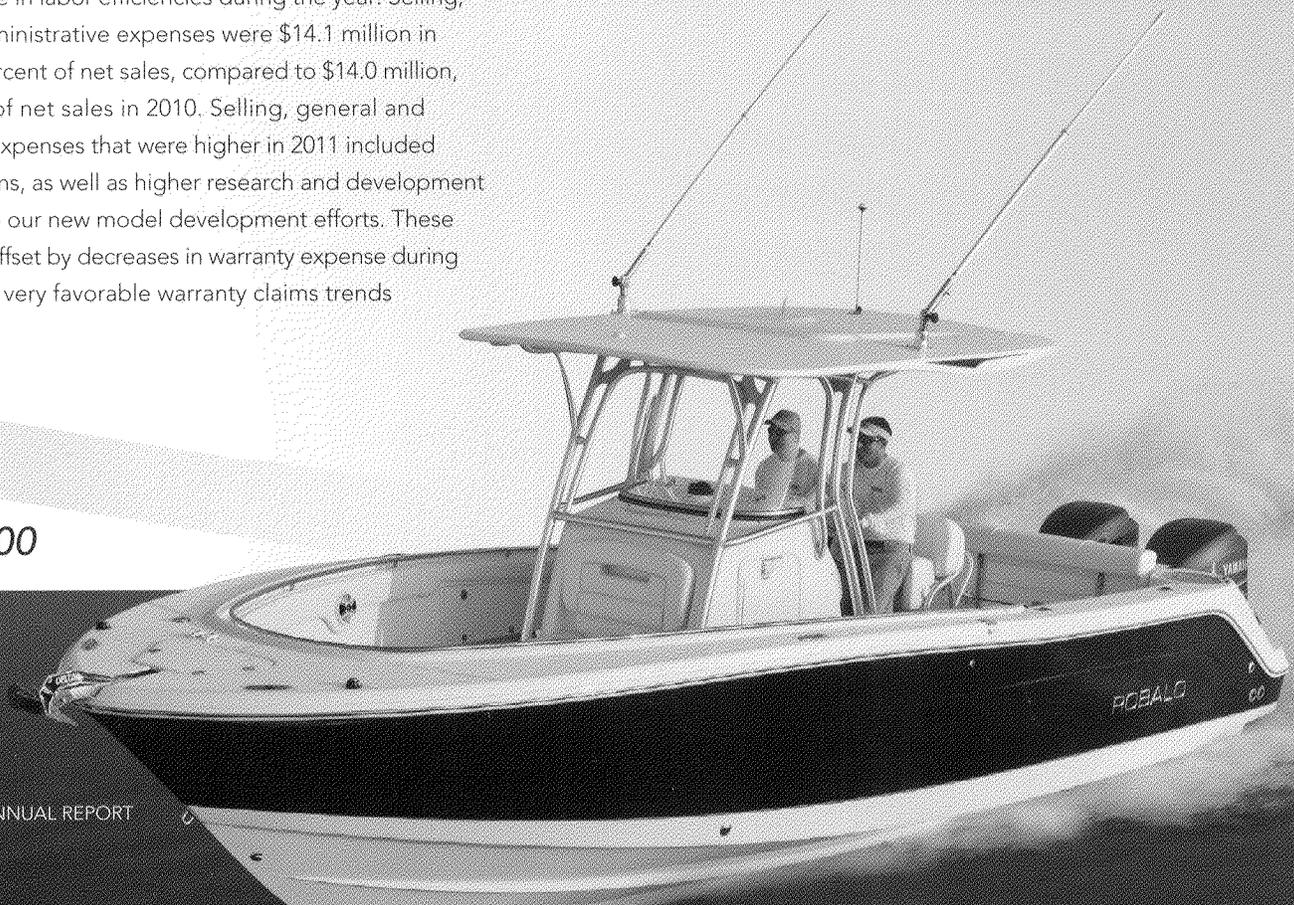
During 2011, the marine industry continued to improve due to moderately improving consumer confidence, low dealer inventories, a normalized dealer financing environment and a rationalized manufacturing base. As a result, the retail selling season was stronger than expected and, towards the end of the year, showed some positive trends for the first time in several years.

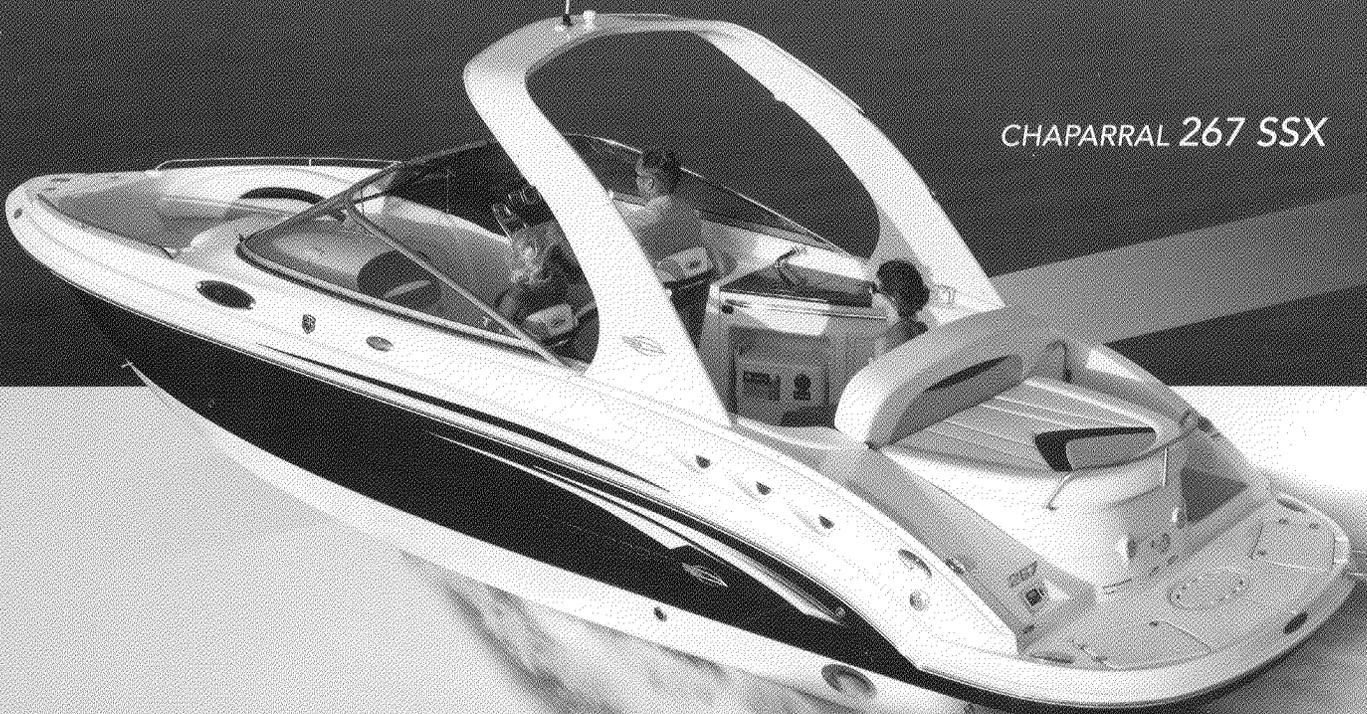
2011 marked a second year of improving net sales and profitability. Net sales for 2011 were \$106.4 million, an increase of 5.4 percent compared to \$101.0 million in 2010. Net sales improved due to higher average selling prices, particularly among some of our larger sportboat models, including the 267 and 287 SSX, and our award-winning 327 SSX Sportdeck. This favorable model mix and success of some of our larger models was offset by lower overall unit sales, although our declining unit sales were partially offset during the fourth quarter by sales of our Chaparral H2O, a new product line for the 2012 model year. Gross profit was \$19.5 million, or 18.3 percent of net sales, compared to gross profit of \$17.7 million, or 17.5 percent of net sales, in 2010. Our gross profit as a percentage of net sales increased due to higher average selling prices, and in spite of lower unit sales, an increase in labor efficiencies during the year. Selling, general and administrative expenses were \$14.1 million in 2011, or 13.3 percent of net sales, compared to \$14.0 million, or 13.9 percent of net sales in 2010. Selling, general and administrative expenses that were higher in 2011 included sales commissions, as well as higher research and development expenses due to our new model development efforts. These increases were offset by decreases in warranty expense during the year, due to very favorable warranty claims trends during 2011.

Operating profit in 2011 was \$5.4 million, or 5.1 percent of net sales, compared to \$3.7 million, or 3.7 percent of net sales, in 2010. Operating profit as a percentage of net sales increased in 2011 compared to 2010 due to higher net sales and gross profit, as well as positive leverage of selling, general and administrative expenses over higher net sales.

Interest income declined by 14.9 percent, from \$1.2 million in 2010 to \$1.0 million in 2011. Although our cash and marketable securities balance increased during the year, market interest rates on our short-term debt securities continued to decline consistent with market interest rates. We continue to maintain a portfolio of liquid, high-quality tax-exempt marketable securities, and are pleased with the performance and credit quality of this portfolio.

**ROBALO 300**





## CHAPARRAL 267 SSX

Other income in 2011 was \$2.0 million, due to a non-taxable gain on a benefit plan financing arrangement which did not occur in 2010. Net income excluding other income for 2011 was \$4.7 million, compared to \$3.9 million in 2010. Diluted earnings per share excluding other income were \$0.13, compared to \$0.11 in 2010. Our Board of Directors reinstated our quarterly dividend in January 2012 at a rate of \$0.02 per share. This dividend represents an increase from our most recent quarterly dividend of \$0.01 per share, which was paid during the first quarter of 2009. Our quarterly dividend was reinstated in recognition of our improved financial results, continued strong balance sheet and favorable outlook for 2012.

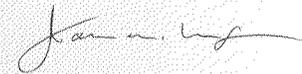
As we begin 2012, we are encouraged by a number of market indications. Macroeconomic indicators such as consumer confidence and new housing starts have improved, and the overall financial system continues to strengthen. Specific to the boating industry, dealer inventories are appropriate relative to the level of retail sales and contain a higher percentage of current model year inventory. The dealer financing environment has improved, as the major floorplan lenders increased the amount of credit they extended to dealers. Finally, retail boat sales increased slightly towards the end of 2011, and boat show traffic and sales from the 2012 winter boats shows have also indicated that the upcoming retail season will be strong.

In this improving industry setting, Marine Products Corporation continued to benefit from the strategies pursued under our cornerstones of financial strength, design innovation, customer service and a strong dealer network. In 2011, we reaped the benefits of several notable designs of our larger boats, and we also laid the groundwork for success in 2012 with new models which address the entry-level recreational boating market.

As we pursue these efforts and look forward to a continued improvement in the business environment, we continue to appreciate the efforts of our employees, the dedication of our dealers and the loyalty of our customers as we look ahead to 2012.



**RICHARD A. HUBBELL**  
President and Chief  
Executive Officer



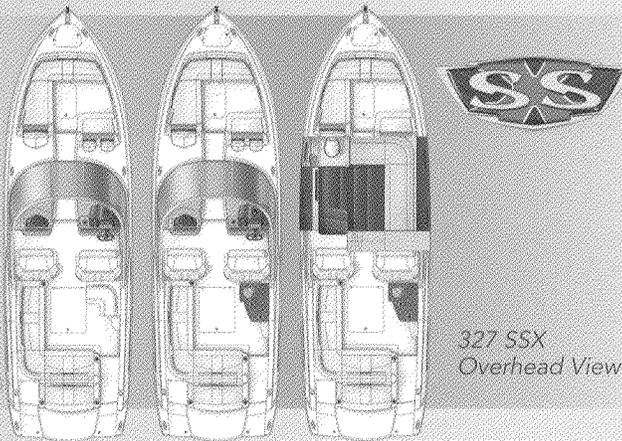
**JAMES A. LANE, JR.**  
Executive Vice President and  
President, Chaparral Boats, Inc.

# Expanded Market Opportunities



## DESIGN INNOVATIONS PROVIDED BENEFITS IN 2011

Chaparral's 327 SSX Sportdeck was introduced in the 2011 model year and immediately earned the National Marine Manufacturers' Association (NMMA) Innovation Award in the 25- to 60-foot cruiser category. This was Chaparral's first NMMA Innovation Award, and is an example of our ability to create stylish, innovative boats in larger sizes which appeal to one of our traditional market segments. During 2011, sales of this model and several of our other large Chaparral sportboats generated increased sales and improved our overall financial results. Sales of these models were also one of the catalysts for our market share gains in 2011. Design innovation is one of the most immediately visible elements of our Leading By Design strategic framework, and it served us well in 2011.



327 SSX  
Overhead View

## ADDRESSING EXPANDED MARKET OPPORTUNITIES

We have utilized our ability to develop innovative designs to address an opportunity for expanding our market. For the 2012 model year, Chaparral and Robalo have created new product lines for the first-time and experienced boat buyer interested in a value-conscious, quality product. The Chaparral H2O series offers four models in two sizes which are capable of a range of boating activities. The Sport Series, in 18- and 19-foot models, are bowriders with all the features necessary for a day of cruising or skiing and wakeboarding. The Ski & Fish Series, also in 18- and 19-foot models, are designed for skiing and wakeboarding, but are equipped with convertible fishing seats, fore and aft casting platforms, a bow walkway and a trolling motor. This series converts easily between the two configurations. The Robalo R180 and R200 offer the rugged offshore construction and fishing amenities found on the larger Robalo models, but in a more affordable, entry-level price.

We have designed the buying experience for these Chaparral and Robalo models to be much easier and more comfortable for the first-time buyer. We are offering nationally advertised, No Hagggle, Real Deal pricing, so customers can be confident that they are receiving a good value and do not have to negotiate. Although there are several options on these models, the nationally advertised price includes everything the first-time boater needs to get started, including a trailer. We have also created an online video specifically for these products, which can be easily accessed by a smartphone scan.

Although these entry-level models address a different market, their DNA is still consistent with Chaparral and Robalo's style and quality standards. The Chaparral H2O features the same Extended V-Plane hull design, solid construction and other features that are recognizable as a Chaparral. The Robalo 180 and 200 have the same Hydro Lift™ deep vee hull as the larger Robalo models, as well as many of the features that accommodate the serious offshore fisherman.

In addition to presenting a quality product to an expanded market, the Chaparral H2O and Robalo 180 and 200 models improve our financial performance and operating metrics as well. We have long realized that we have an opportunity to grow market share in the smaller size ranges of our two primary product lines, and we believe that these models will help us achieve this goal. We have established dedicated production lines for these models which allow us to utilize our labor and overhead more efficiently. Their higher production volumes allow us to increase our labor and overhead cost absorption. These models have already enhanced our profitability, and we believe that they will continue to do so.





CHAPARRAL H<sub>2</sub>O 19 Sport

We believe that our high customer service scores will drive success with these new models as well. The NMMA's Customer Service Index (CSI) score is an objective measure of our customers' satisfaction, and we are pleased that our score is higher than 95 percent. In fact, Chaparral has won the CSI Award for Excellence in Customer Satisfaction four years in a row, winning in every boat segment we manufacture. As first-time buyers conduct research on potential products, we feel certain that they will notice our recognition in this area and take a closer look at our Chaparral H2O or Robalo R180 or R200 for their first boat purchase.

## PROVIDING BENEFITS FOR THE FUTURE

We believe that introducing first-time buyers to our products will bring long-term benefits to Marine Products Corporation and our stockholders. Our customer surveys indicate that the majority of our customers have owned one or more boats prior to purchasing one of our products. While some first-time buyers buy our products, there is clearly an opportunity to capture more of the first-time buyer market share. We also know that boaters are brand loyal, so if a boater's first purchase is one of our products, and the customer is satisfied with the product, then there is a very good chance that subsequent purchases will be one of our larger, more expensive models.

We have seen some solid improvement in the recreational boating market during 2011. Our financial strength and expertise in designing and manufacturing quality products has rewarded us by allowing us to improve customer relationships when many of our peers were unable to do so. We are making headway in a strengthening market and are excited about what 2012 holds for our customers, dealers and stockholders.

2011  
NMMA and  
CSI Awards



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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
 Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011**

Commission File No. 1-16263

**MARINE PRODUCTS CORPORATION**

Delaware  
(State of Incorporation) 58-2572419  
(I.R.S. Employer Identification No.)  
2801 BUFORD HIGHWAY, SUITE 520  
ATLANTA, GEORGIA 30329  
(404) 321-7910

Securities registered pursuant to Section 12(b) of the Act:

<i>Title of each class</i>	<i>Name of each exchange on which registered</i>
COMMON STOCK, \$0.10 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities registered pursuant to section 12(g) of the Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The aggregate market value of Marine Products Corporation common stock held by non-affiliates on June 30, 2011, the last business day of the registrant's most recent second fiscal quarter, was \$66,011,163 based on the closing price on the New York Stock Exchange on June 30, 2011 of \$6.72 per share.

Marine Products Corporation had 37,832,665 shares of common stock outstanding as of February 17, 2012.

Documents Incorporated by Reference

Portions of the Proxy Statement for the 2012 Annual Meeting of Stockholders of Marine Products Corporation are incorporated by reference into Part III, Items 10 through 14 of this report.

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## PART I

References in this document to “we,” “our,” “us,” “Marine Products,” or “the Company” mean Marine Products Corporation (“MPC”) and its subsidiaries, Chaparral Boats, Inc. (“Chaparral”) and Robalo Acquisition Company LLC (“Robalo”), collectively or individually, except where the context indicates otherwise.

### Forward-Looking Statements

Certain statements made in this report that are not historical facts are “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements that relate to our business strategy, plans and objectives, and our beliefs and expectations regarding future demand for our products and services and other events and conditions that may influence our performance in the future.

The words “may,” “should,” “will,” “expect,” “believe,” “anticipate,” “intend,” “plan,” “seek,” “project,” “estimate,” and similar expressions used in this document that do not relate to historical facts are intended to identify forward-looking statements. Such statements are based on certain assumptions and analyses made by our management in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes to be appropriate. The forward-looking statements include, without limitation, statements regarding our belief that the Wide Tech™ bow design may be incorporated on other Chaparral boat models in subsequent model years; our belief that our dealer inventory and current production levels are conservative as we participate in the 2012 winter boat show season; our belief that our smaller models will increase unit sales in a segment in which we have an opportunity to increase market share; our hope to capture additional market share as purchasers of these entry-level models purchase larger Chaparral or Robalo models in the future; our belief that these entry-level Chaparral and Robalo models will maintain our profitability because of higher production volumes which increase manufacturing efficiencies; our intention to continue seeking the most advantageous purchasing arrangements from our suppliers; our ability to execute our marketing strategy to increase market share by expanding our presence by building dedicated sales, marketing and distribution systems; our intention to continue to strengthen our dealer network and build brand loyalty with dealers and customers; our ability to locate and complete strategic acquisitions that will complement our existing product lines, expand our geographic presence and strengthen our capabilities; our belief that our corporate infrastructure and marketing and sales capabilities, in addition to our cost structure and nationwide presence, enable us to compete effectively; our belief that we do not currently anticipate that any material expenditures will be required to continue to comply with existing environmental or safety regulations; our belief that the increase in prices of certain commodities is likely to lead to higher costs in 2012 and that we may not be able to increase prices to compensate for increased costs and that the Company may not be able to implement manufacturing strategies that will significantly reduce usage of raw materials that will compensate for these increased costs; our belief that it is likely that these increased commodity prices will negatively impact our operating results in 2012 compared to 2011; our belief that our product liability insurance will be adequate; our belief that we have not suffered an increased risk of default among our municipal securities investments; our intention to pursue acquisitions and form strategic alliances that will enable us to acquire complementary skills and capabilities, offer new products, expand our customer base and obtain other competitive advantages; our belief that the ultimate outcome of litigation arising in the ordinary course of business will not have a material adverse effect on our liquidity, financial condition or results of operations; our ability to execute stated business and financial strategies in the future to better manage our Company; our belief that net sales will increase moderately in 2012 compared to 2011 and that our operating results will improve; our belief that indications are that retail demand in recreational boating has stabilized and may be increasing; our belief that our operating results should moderately improve due to higher volumes and an improved gross margin from improved product efficiencies and cost absorption; our belief that retail sales will increase in 2012 and that such increase will be modest due to slowly improving consumer confidence; our belief that advertising and consumer targeting efforts will benefit the industry and Marine Products; our anticipation that the Company will continue to be challenged by the effect of an uncertain level of consumer demand; our belief that emphasizing entry-level models in our Chaparral and Robalo product lines will appeal to value-conscious boaters who want to buy a new boat, as well as first-time boat buyers who are interested in a smaller investment in boat ownership; our belief that these new products will increase our net sales and enhance our profitability by improving our cost absorption; our belief that these models will increase our sales in market segments in which we would like to increase our market share, and that these models will encourage consumers of these products to purchase larger, more expensive boats from us in the future; our belief that we do not expect to report any gains similar to those reported as Other Income during 2011 in 2012; expectations about the amount of contributions to our defined benefit plan and capital expenditures during 2012 and the purpose of those capital expenditures; the adequacy of the Company’s capital resources; the amount and timing of future contractual obligations; judgments about the Company’s

critical accounting policies; and the effect of various recent accounting pronouncements on the Company, its operating results and financial condition. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Marine Products Corporation to be materially different from any future results, performance or achievements expressed or implied in such forward-looking statements. These risks involve the outcome of current and future litigation, the impact of interest rates, economic conditions, fuel costs and weather on our business, our dependence on a network of independent boat dealers, the possibility of defaults by our dealers in their obligations to third-party dealer floor plan lenders, and our reliance on third-party suppliers. We caution you that such statements are only predictions and not guarantees of future performance and that actual results, developments and business decisions may differ from those envisioned by the forward-looking statements. See “Risk Factors” on page 20 for a discussion of factors that may cause actual results to differ from our projections.

## **Item 1. Business**

Marine Products manufactures fiberglass motorized boats distributed and marketed through its independent dealer network. Marine Products’ product offerings include Chaparral sterndrive and inboard pleasure boats and Robalo outboard sport fishing boats.

### **Organization and Overview**

Marine Products is a Delaware corporation incorporated on August 31, 2000, in connection with a spin-off from RPC, Inc. (NYSE: RES) (“RPC”). Effective February 28, 2001, RPC accomplished the spin-off by contributing 100 percent of the issued and outstanding stock of Chaparral to Marine Products, a newly formed wholly owned subsidiary of RPC, and then distributing the common stock of Marine Products to RPC stockholders.

Marine Products designs, manufactures and sells recreational fiberglass powerboats in the sportboat, deckboat, cruiser, sport yacht and sport fishing markets. The Company sells its products to a network of 131 domestic and 57 international independent authorized dealers. Marine Products’ mission is to enhance its customers’ boating experience by providing them with high quality, innovative powerboats. The Company intends to remain a leading manufacturer of recreational powerboats for sale to a broad range of consumers worldwide.

The Company manufactures Chaparral sterndrive and inboard-powered pleasure boats including H2O Sport and Fish & Ski boats, SSi and SSX Sportboats, Sunesta Sportdecks and Xtreme Tow boats, Signature Cruisers, Premiere Sport Yachts and Robalo outboard sport fishing boats. The most recent available industry statistics [source: Statistical Surveys, Inc. report dated September 30, 2011] indicate that Chaparral is the fourth largest manufacturer of sterndrive boats in lengths from 18 to 35 feet in the United States.

Chaparral was founded in 1965 in Ft. Lauderdale, Florida. Chaparral’s first boat was a 15-foot tri-hull design with a retail price of less than \$1,000. Over time Chaparral grew by offering exceptional quality and consumer value. In 1976, Chaparral moved to Nashville, Georgia, where a manufacturing facility of a former boat manufacturing company was available for purchase. This provided Chaparral an opportunity to obtain additional manufacturing space and access to a trained work force. With almost 46 years of boatbuilding experience, Chaparral continues to improve the design and manufacturing of its product offerings to meet the growing needs of discriminating recreational boaters.

Robalo was founded in 1969 and its first boat was a 19-foot center console salt-water fishing boat, among the first of this type of boat to have an “unsinkable” hull. The Company believes that Robalo’s share of the outboard sport fishing boat market is approximately two percent.

## Products

Marine Products distinguishes itself by offering a wide range of products to the family recreational, cruiser and sport yacht markets through its Chaparral brand, and to the sport fishing market through its Robalo brand.

The following table provides a brief description of our product lines and their particular market focus:

Product Line	Number of Models	Overall Length	Approximate Retail Price Range	Description
Chaparral – H <sub>2</sub> O Sport Series . . . . .	4	18'-19'	\$22,000 – \$37,000	New for the 2012 model year. Fiberglass multipurpose runabouts. Sport and Ski & Fish series offers an affordable, entry-level product with a national fixed retail price including a standard engine and single axle trailer. Marketed to both experienced and value-conscious buyers.
Chaparral – SSi Wide Tech™ . . . . .	6	20'-25'	\$36,000 – \$89,000	Fiberglass closed deck runabouts. Encompasses affordable, entry-level to mid-range and larger sportboats. Marketed as high value runabouts for family groups. Wide Tech™ is marketed as an affordable, entry-level to mid-range pleasure boat with the handling of a runabout, the style of a sportboat and the roominess of a cruiser.
Chaparral – SSX Sportdeck . . . . .	4	26'-32'	\$81,000 – \$312,000	Fiberglass bowrider crossover sportboats that combine the ride of a sportboat and the usefulness of a deckboat. Marketed as high value runabouts for family groups.
Chaparral – Sunesta and Xtreme Tow Boat . . . . .	8	20'-28'	\$60,000 – \$154,000	Fiberglass pleasure boats with a high-performance hull design and updated styling. Xtreme, with Wide Tech™ innovation, is marketed as a high-performance wakeboard/ski boat with technical features and styling that appeal to wakeboard and ski enthusiasts.
Chaparral – Signature Cruiser . . . . .	6	27'-37'	\$95,000 – \$444,000	Fiberglass, accommodation-focused cruisers. Marketed to experienced boat owners through trade magazines and boat show exhibitions.
Chaparral – Premiere Sport Yacht . . . . .	1	42'	\$700,000 – \$896,000	High value, fiberglass sport yacht with a Wide Tech™ bow design marketed to experienced boat owners through trade magazines and boat show exhibitions.
Robalo – Sport Fishing Boat . . . . .	12	18'-30'	\$26,000 – \$277,000	Sport fishing boats for large freshwater lakes or saltwater use. Marketed to experienced fishermen. For the 2012 model year, two new models are marketed to first-time and value-conscious buyers with a national fixed retail price and standard features.

## **Manufacturing**

Marine Products' manufacturing facilities are located in Nashville, Georgia and Valdosta, Georgia. The Company idled its plant located in Valdosta, Georgia in response to the decline in production volumes but this is expected to be temporary. Marine Products utilizes five different plants to, among other things, manufacture interiors, design new models, create fiberglass hulls and decks, and assemble various end products. Quality control is conducted throughout the manufacturing process. The Company's manufacturing operations are ISO 9001: 2008 certified, which is an international designation of design, manufacturing, and customer service processes. ISO 9001: 2008 surpasses previous ISO designations. Management believes Chaparral is the third largest sterndrive boat manufacturing brand to hold the ISO 9001: 2008 certification. When fully assembled and inspected, the boats are loaded onto either company-owned trailers or third-party marine transport trailers for delivery to dealers. The manufacturing process begins with the design of a product to meet dealer and customer needs. Plugs are constructed in the research and development phase from designs. Plugs are used to create a mold from which prototype boats can be built. Adjustments are made to the plug design until acceptable parameters are met. The final plug is used to create the necessary number of production molds. Molds are used to produce the fiberglass hulls and decks. Fiberglass components are made by applying the outside finish or gel coat to the mold, then numerous layers of fiberglass and resin are applied during the lamination process over the gel coat. After curing, the hull and deck are removed from the molds and are trimmed and prepared for final assembly, which includes the installation of electrical and plumbing systems, engines, upholstery, accessories and graphics.

## **Product Warranty**

For most of our Chaparral products, Marine Products provides a lifetime limited structural hull warranty against defects in material and workmanship for the original purchaser, and a five-year limited structural hull warranty for one subsequent owner. Additionally, a non-transferable five-year limited structural deck warranty against defects in materials and workmanship is available to the original owner. Warranties on additional items are provided for periods of one to five years.

For our Chaparral Premiere model, Marine Products provides a transferable structural hull and deck warranty against defects in material and workmanship for the original and one subsequent owner. A one-year limited warranty is available on most other components to the original owner and one subsequent owner along with warranties on some additional items ranging from one to five years.

For our Robalo products, Marine Products provides a transferable 10-year limited structural hull warranty against defects in material and workmanship to the original owner, and a five-year limited hull warranty to one subsequent owner. Additionally, Marine Products provides a transferable one-year limited warranty on other components.

The engine manufacturers for our Robalo and Chaparral products warrant engines included in the boats as well.

## **Suppliers**

Marine Products' two most significant components used in manufacturing its boats, based on cost, are engines and fiberglass. For each of these, there is currently an adequate supply available in the market. Marine Products has not experienced any material shortages in any of these products. Temporary shortages, when they do occur, usually involve manufacturers of these products adjusting model mixes, introducing new product lines or limiting production in response to an industry-wide reduction in boat demand. Marine Products obtains most of its fiberglass from a leading domestic supplier. Marine Products believes that there are several alternative suppliers if this supplier fails to provide adequate quality or quantities at acceptable prices.

Marine Products does not manufacture the engines installed in its boats. Engines are generally specified by the dealers at the time of ordering, usually on the basis of anticipated customer preferences or actual customer orders. Sterndrive engines are purchased through the American Boatbuilders Association ("ABA"), which has entered into engine supply arrangements with Mercury Marine and Volvo Penta, the two currently existing suppliers of sterndrive engines. These arrangements contain incentives and discount provisions, which may reduce the cost of the engines purchased, if specified purchase volumes are met during specified periods of time. Although no minimum purchases are required, Marine Products expects to continue purchasing sterndrive engines through the ABA on a voluntary basis in order to receive volume-based purchase discounts. Marine Products does not have a long-term supply contract with the ABA. Marine Products has an outboard engine supply contract with Yamaha. This engine supply arrangement was not

negotiated through the ABA. In the event of a sudden and extended interruption in the supply of engines from these suppliers, our sales and profitability could be negatively impacted. See “Risk Factors” below.

Marine Products uses other raw materials in its manufacturing processes. Among these are stainless steel, copper and resins made from hydrocarbon feedstocks. In response to global economic uncertainties, the prices of these commodities have fluctuated significantly over the past several years. During 2011, these prices stabilized at relatively high levels. See “Inflation” below.

## **Sales and Distribution**

Domestic sales are made through approximately 84 Chaparral dealers, 12 Robalo dealers and 35 dealers that sell both brands located in markets throughout the United States. Marine Products also has 57 international dealers. During 2011 the financial strength of our dealer network improved due to lower field inventories and improved availability of floorplan financing. Most of our dealers inventory and sell boat brands manufactured by other companies, including some that compete directly with our brands. The territories served by any dealer are not exclusive to the dealer; however, Marine Products uses discretion in establishing relationships with new dealers in an effort to protect the mutual interests of the existing dealers and the Company. Marine Products’ seven independent field sales representatives call upon existing dealers and develop new dealer relationships. The field sales representatives are directed by a National Sales Coordinator, who is responsible for developing a full dealer distribution network for the Company’s products. The marketing of boats to retail customers is primarily the responsibility of the dealer. Marine Products supports dealer marketing efforts by supplementing local advertising, sales and marketing follow up in boating magazines, and participation in selected regional, national, and international boat show exhibitions. No single dealer accounted for more than 10 percent of net sales during 2011 or 2010; however, due to significantly lower sales in 2009, one dealer accounted for approximately 13 percent of net sales in 2009.

Marine Products continues to seek new dealers in many areas throughout the U.S., Europe, South America, Asia, Russia and the Middle East. In general, Marine Products requires payment in full before it will ship a boat overseas. Consequently, there is no credit risk associated with its international sales or risk related to foreign currency fluctuation. The volume of sales to international dealers declined in 2011 compared to 2010 due to the persistent economic crisis primarily in Europe. International sales are also affected by the value of the U.S. dollar relative to other currencies. International net sales as a percentage of total net sales were 21.4 percent in 2011, 30.5 percent in 2010, and 29.4 percent in 2009.

Marine Products’ sales orders are indicators of strong interest from its dealers. Historically, dealers have in most cases taken delivery of all their orders. The Company attempts to ensure that its dealers do not accept an excessive amount of inventory by monitoring their inventory levels. During 2009, the Company produced and sold its products to dealers at a much lower level than the level of retail sales in order to facilitate a reduction in field inventory. Knowledge of inventory levels at the individual dealers facilitates production scheduling with shorter lead times in order to maintain flexibility in the event that adjustments need to be made to dealer shipments. In the past, Marine Products has been able to resell any boat for which an order has been cancelled.

Approximately half of Marine Products’ domestic shipments are made pursuant to “floor plan financing” programs in which Marine Products’ subsidiaries participate on behalf of their dealers with major third-party financing institutions. The remaining dealers finance their boat inventory with smaller regional financial institutions in local markets or pay cash. Under these established arrangements with qualified lending institutions, a dealer establishes a line of credit with one or more of these lenders for the purchase of boat inventory for sales to retail customers in their showroom or during boat show exhibitions. In general, when a dealer purchases and takes delivery of a boat pursuant to a floor plan financing arrangement, it draws against its line of credit and the lender pays the invoice cost of the boat directly to Marine Products generally within 5 business days. When the dealer in turn sells the boat to a retail customer, the dealer repays the lender, thereby restoring its available credit line. Each dealer’s floor plan credit facilities are secured by the dealer’s inventory, letters of credit, and perhaps other personal and real property. Until recently, most dealers maintained financing arrangements with more than one lender, although that is less common at the present time, given that there are fewer lenders. In connection with a dealer’s floor plan financing arrangements with a qualified lending institution, Marine Products or its subsidiaries have agreed to repurchase inventory which the lender repossesses from a dealer and returns to Marine Products in a “new and unused” condition subject to normal wear and tear, as defined. The contractual agreements that Marine Products or its subsidiaries have with these qualified lenders contain

the Company's assumption of specified percentages of the debt obligation on repossessed boats, up to certain contractually determined dollar limits set by the lender.

The Company currently has an agreement with one of the floor plan lenders whereby the contractual repurchase limit is to not exceed 15 percent of the amount of the average net receivables financed by the floor plan lender for dealers during the prior 12 month period. The Company has contractual repurchase agreements with additional lenders with an aggregate maximum repurchase obligation of approximately \$5.5 million, with various expiration and cancellation terms of less than one year, for an aggregate repurchase obligation with all financing institutions of approximately \$9.8 million as of December 31, 2011. In the event that a dealer defaults under a credit line, the qualified lender may then invoke the manufacturers' repurchase obligation with respect to that dealer. In that event, all repurchase agreements of all manufacturers supplying a defaulting dealer are generally invoked regardless of the boat or boats with respect to which the dealer has defaulted. Unlike Marine Products' obligation to repurchase boats repossessed by qualified lenders, Marine Products is under no obligation to repurchase boats directly from dealers. Marine Products does not sponsor financing programs to the consumer; any consumer financing promotions for a prospective boat purchaser would be the responsibility of the dealer.

Marine Products' dealer sales incentive programs are generally designed to promote early replenishment of the stock in dealer inventories depleted throughout the prime spring and summer selling seasons, and to promote the sales of older models in dealer inventory and particular models during specified periods. These programs help to stabilize Marine Products' manufacturing between the peak and off-peak periods, and promote sales of certain models. For the 2012 model year (which commenced July 1, 2011), Marine Products offered its dealers several sales incentive programs based on dollar volumes and timing of dealer purchases. Program incentives offered include sales discounts, retail sales incentives and payment of floor plan financing interest charged by qualified floor plan lenders to dealers generally through May 1, 2012. After the interest payment programs end, interest costs revert to the dealer at rates set by the lender. A dealer makes periodic curtailment payments (principal payments) on outstanding obligations against its dealer inventory as set forth in the floor plan financing agreements between the dealer and their particular lender.

During 2009 Marine Products assisted our dealers in reducing their inventories using incentive programs to supplement the programs described above. These efforts to liquidate inventory were successful, and in 2010 and 2011, we recorded retail incentive costs that were consistent with historical levels. We believe that our dealers' inventories are appropriate relative to the current level of customer demand at this time and contain a high level of current model year units.

The sales order backlog as of December 31, 2011 was approximately 900 boats with estimated net sales of approximately \$34.9 million. This represents an approximate 14 week backlog based on recent production levels. As of December 31, 2010, the sales order backlog was approximately 490 boats with estimated net sales of \$19.5 million, representing an approximate 12 week backlog. The Company will continue to monitor the number of boats in dealer inventory and is prepared to adjust its production levels as it deems necessary to manage dealer inventory levels. The Company typically does not manufacture a significant number of boats for its own inventory. The Company occasionally manufactures boats for its own inventory because the number of boats required for immediate shipment is not always the most efficient number of boats to produce in a given production schedule.

## **Research and Development**

Essentially the same technologies and processes are used to produce fiberglass boats by all boat manufacturers. The most common method is open-face molding. This is usually a labor-intensive, manual process whereby employees hand spray and apply fiberglass and resin in layers on open molds to create boat hulls, decks and other smaller fiberglass components. This process can result in inconsistencies in the size and weight of parts, which may lead to higher warranty costs. A single open-face mold is typically capable of producing approximately three hulls per week.

Marine Products has been a leading innovator in the recreational boating industry. One of the Company's most innovative designs is the full-length "Extended V-Plane" running surface on its Chaparral boat models. Typically, sterndrive boats have a several foot gap on the bottom rear of the hull where the engine enters the water. With the Extended V-Plane, the running surface extends the full length to the rear of the boat. The benefit of this innovation is more deck space, better planning performance and a more comfortable ride. Although the basic hull designs are similar, the Company has historically introduced a variety of new models each year and periodically replaces, updates or discontinues existing models.

Another hull design is the Hydro Lift™ used on the Robalo boat models. This variable dead rise hull design provides a smooth ride in rough conditions. It increases the maximum speed obtainable by a given engine horsepower and weight of the boat. Robalo’s current models utilize the Hydro Lift™ design and we plan to continue to provide this design on Robalo models.

A bow design known as the Wide Tech™ was first used on the Chaparral Sunesta Wide Tech™ and Xtreme models for the 2008 model year, and for the 2011 model year was being used on Chaparral’s Premiere Sport Yacht, SSi Wide Tech™ Sport Boats, Sunesta Sportdecks, Xtreme Tow Boats and two Signature Cruisers. The Wide Tech™ bow design allows the models to have the Extended V-Plane hull, with the features and benefits that this hull design offers. In addition, the Wide Tech™ bow design provides a larger seating area, as well as additional storage space, in the front of the boat. Furthermore, it allows the models to have a non-skid walkway on the bow, which makes entering and leaving the boat easier than in other boat models. This bow design may be incorporated on other Chaparral boat models in subsequent model years.

In support of its new product development efforts, Marine Products incurred research and development costs of \$789 thousand in 2011, \$489 thousand in 2010, and \$712 thousand in 2009.

### Industry Overview

The recreational marine market in the United States is a mature market, with 2010 (latest data available to us) retail expenditures of approximately \$30 billion spent on new and used boats, motors and engines, trailers, accessories and other associated costs as estimated by the National Marine Manufacturers Association (“NMMA”). Pleasure boats compete for consumers’ limited free time with all other leisure activities. Non-active boat owners cite the lack of leisure time and increased operational costs as the primary reasons for not using their boats.

The NMMA conducts various surveys of pleasure boat industry trends, and the most recent surveys indicate that 75 million adults in the United States participated in recreational boating in 2010, an increase of 15 percent compared to the prior year. There are currently approximately 17 million boats owned in the United States, including outboard, inboard, sterndrive, sailboats, personal watercraft, and miscellaneous (canoes, kayaks, rowboats, etc.). Marine Products competes in the sterndrive and inboard boating category with its seven lines of Chaparral boats, and in the outboard boating category with its Robalo sport fishing boats. More than 90 percent of the Company’s unit sales are sterndrive boats.

Industry sales of new sterndrive boats in the United States during 2011 totaling 14,412 (source: Info-Link Technologies, Inc.) accounted for approximately 32 percent of the total new fiberglass powerboats sold that were between 18 and 35 feet in hull length. Sales of sterndrive boats had an estimated total retail value of \$700 million, or an average retail price per boat of approximately \$49,000. Management believes that the five largest states for boat sales at the present time are Florida, Texas, New York, North Carolina and Louisiana. Marine Products has dealers in each of these states.

The U.S. domestic recreational boating industry includes sales in the segments of new and used boats, motors and engines, trailers, and other boat accessories. The new fiberglass boat market segment with hull lengths of 18 to 35 feet, the primary market segment in which Marine Products competes, represented \$1.8 billion in retail sales during 2011. The table below reflects the estimated sales within this segment by category for 2011 and 2010, ranked by 2011 retail sales (source: Info-Link Technologies, Inc.):

	2011		2010	
	Boats	Sales (\$ B)	Boats	Sales (\$ B)
Sterndrive Boats .....	14,412	\$ 0.7	15,880	\$ 0.7
Outboard Boats .....	23,125	0.7	23,393	0.8
Inboard Boats .....	5,180	0.3	5,388	0.3
Jet Boats .....	2,588	0.1	2,645	0.1
<b>TOTAL .....</b>	<b>45,305</b>	<b>\$ 1.8</b>	<b>47,306</b>	<b>\$ 1.9</b>

Chaparral’s products are categorized as sterndrive and inboard boats and Robalo’s products are categorized as outboard boats. As shown in the table above, the sterndrive boat segment experienced the largest percentage decline in unit sales between 2010 and 2011.

The recreational boat manufacturing market remains highly fragmented with the exception of Brunswick Corporation, which has acquired and currently operates a number of recreational boat brands. We estimate that the boat manufacturing industry includes approximately 70 sterndrive manufacturers and over 200 outboard boat manufacturers, largely small, privately held companies with varying degrees of professional management and manufacturing skill. According to estimates provided by Statistical Surveys, Inc., during the nine months ended September 30, 2011 (latest information available), the top five sterndrive manufacturers, which includes Chaparral, have a market share of approximately 54 percent, an increase of two percent compared to the same time last year. Chaparral's market share in units during the period was 8.3 percent, which represents an increase of approximately one percent compared to the 12 months ended December 31, 2010. The Company believes that Chaparral's market share increased during this period because of a weakened competitive position among smaller manufacturers who do not have the financial strength to support their dealers and retail customers with new products and financial and marketing assistance. During 2011, Chaparral's market share increased more among larger boats rather than smaller boats.

Several factors influence sales trends in the recreational boating industry, including general economic growth, consumer confidence, household incomes, the availability and cost of financing for our dealers and customers, weather, fuel prices, tax laws, demographics and consumers' leisure time. Also, the value of residential and vacation real estate in strong boating states such as California and Florida influences recreational boat sales. In addition, inflation, the cost of certain components and the impact of environmental regulation have increased the cost of boats in recent years. As the cost of certain raw materials used in the manufacturing process has increased, the cost of boat ownership has increased as well, prompting consumers either to buy a smaller or less expensive boat or defer or forego their purchase. Competition from other leisure and recreational activities, such as vacation properties and travel, can also affect sales of recreational boats.

Management believes Marine Products is well positioned to take advantage of the following conditions, which continue to characterize the industry:

- labor-intensive manufacturing processes that remain largely unautomated;
- increasingly strict environmental standards derived from governmental regulations and customer sensitivities;
- a lack of focus on coordinated customer service and support by dealers and manufacturers;
- a lack of financial strength among retail boat dealers and many manufacturers, and tight credit availability by floor plan lenders; and
- a high degree of fragmentation and competition among the large number of sterndrive and outboard recreational boat manufacturers.

## **Business Strategies**

Recreational boating is a mature industry. According to Info-Link Technologies, Inc., sales of sterndrive boats declined at a compounded annual rate of approximately 25 percent between 2008 and 2011. During this period, Marine Products experienced a compounded annual decline rate of approximately 16 percent in the number of boats sold. The Company has historically grown its boat sales and net sales primarily through increasing market share and by expanding its number of models and product lines. During 2011 the Company's strategy has been to support our dealers need to maintain a higher level of inventories than in previous years, given relatively stable retail demand and an improved dealer financing environment. At the end of 2011, the Company's dealer inventories were approximately six percent higher than they were at the end of 2010; however, unit order backlog was significantly higher than it was at the end of 2010. Therefore, Marine Products believes that its dealer inventory and current production levels are conservative as we begin the 2012 winter boat show season. Chaparral has grown its sterndrive market share in the 18 to 35 feet length category from 5.9 percent in fiscal 1996 to 8.3 percent during the nine months ended September 30, 2011 (the most recent information provided to us by Statistical Surveys, Inc.). Our market share increased across the breadth of our model sizes during 2011, although market share increased at a higher rate among our larger boat models. We believe that this relatively higher increase in market share in our larger boat models has been due to our success in manufacturing several models with updated styling and features which appealed to consumers.

During 2011 Marine Products developed several new Chaparral and Robalo models for the 2012 model year which address the market for entry-level, value-priced boats. These models, the Chaparral H2O Sport and Fish & Ski Boats and the Robalo R180 and R200, are affordable models with a small number of standard features. These models also carry nationally advertised fixed pricing and include a trailer. Marine Products developed these models in order to

increase unit sales in a segment in which the Company has an opportunity to increase market share. Furthermore, we hope to capture additional market share as purchasers of these entry-level models purchase larger Chaparral or Robalo models in the future. We also believe that these entry-level Chaparral and Robalo models will maintain our profitability because of higher production volumes, which increase manufacturing efficiencies. Also, we can purchase standardized components at volume purchase discounts, thus decreasing direct materials costs.

These new models fit Marine Products' overall operating strategy, which emphasizes innovative designs and manufacturing processes, and the production of a high quality product, while also seeking to lower manufacturing costs through increased efficiencies in our facilities. In the current environment, this strategy also includes the production of lower-priced, entry level models which appeal to a value-conscious consumer who wants an updated, high quality product. In addition, we seek opportunities to leverage our buying power through economies of scale. Management believes its membership in the ABA positions Marine Products as a significant third-party customer of major suppliers of sterndrive engines. Marine Products' Chaparral subsidiary is a founding member of the ABA, which collectively represents 13 independent boat manufacturers that have formed a buying group to pool their purchasing power in order to gain improved pricing on engines, fiberglass, resin and many other components. Marine Products intends to continue seeking the most advantageous purchasing arrangements from its suppliers.

Our marketing strategy seeks to increase market share by enabling Marine Products to expand its presence by building dedicated sales, marketing and distribution systems. Marine Products has a distribution network of 188 dealers located throughout the United States and several international markets. Our strategy is to increase selectively the quantity of our dealers, and to improve the quality and effectiveness of our entire dealer network. Following the financial crisis of 2008 we implemented a marketing program for potential new dealers which emphasizes our financial strength and product quality as an alternative to many other manufacturing organizations which are less financially stable. As a result of this program, we believe that we gained a number of new, strong dealers who approached us because the manufacturer of products they carried became insolvent or ceased production. Marine Products seeks to capitalize on its strong dealer network by educating its dealers on the sales and servicing of our products and helping them provide more comprehensive customer service, with the goal of increasing customer satisfaction, customer retention and future sales. Marine Products provides promotional and incentive programs to help its dealers increase product sales and customer satisfaction.

A component of Marine Products' overall strategy is to consider making strategic acquisitions in order to complement existing product lines, expand its geographic presence in the marketplace and strengthen its capabilities depending upon availability, price and complementary product lines. We constantly review potential acquisition targets and intend to continue doing so in the future.

## Competition

The recreational boat industry is highly fragmented, resulting in intense competition for customers, dealers and boat show exhibition space. There is significant competition both within markets we currently serve and in new markets that we may enter. Marine Products' brands compete with several large national or regional manufacturers that have substantial financial, marketing and other resources. However, we believe that our corporate infrastructure and marketing and sales capabilities, in addition to our cost structure and our nationwide presence, enable us to compete effectively against these companies. In each of our markets, Marine Products competes on the basis of responsiveness to customer needs, the quality and range of models offered, and the competitive pricing of those models. Additionally, Marine Products faces general competition from all other recreational businesses seeking to attract consumers' leisure time and discretionary spending dollars.

According to Statistical Surveys, Inc., the following is a list of the top ten (largest to smallest) sterndrive boat manufacturers in the United States based on unit sales in 2011. According to Statistical Surveys, Inc., the companies set forth below represent approximately 78 percent of all United States retail sterndrive boat registrations with hull lengths of 18 to 35 feet for the nine months ended September 30, 2011.

1. Sea Ray \*
2. Bayliner \*
3. Tahoe
4. Chaparral
5. Cobalt
6. Glastron
7. Stingray
8. Crownline
9. Regal
10. Four Winns

The outboard engine powered market has a large breadth and depth, accounting for approximately 51 percent of traditional powerboat unit sales during 2011. Robalo's share of the outboard sport fishing boat market during the nine months ended September 30, 2011 was approximately two percent. Primary competitors for Robalo during 2011 included Sea Hunt, Grady-White, Sea Fox, Boston Whaler\*, Hydro Sports, Everglades and Parker.

\* Division or subsidiary of Brunswick Corporation.

## Environmental and Regulatory Matters

Certain materials used in boat manufacturing, including the resins used to make the decks and hulls, are toxic, flammable, corrosive, or reactive and are classified by the federal and state governments as "hazardous materials." Control of these substances is regulated by the Environmental Protection Agency ("EPA") and state pollution control agencies, which require reports and inspect facilities to monitor compliance with their regulations. The Occupational Safety and Health Administration ("OSHA") standards limit the amount of emissions to which an employee may be exposed without the need for respiratory protection or upgraded plant ventilation. Marine Products' manufacturing facilities are regularly inspected by OSHA and by state and local inspection agencies and departments. Marine Products believes that its facilities comply in all material aspects with these regulations. Although capital expenditures related to compliance with environmental laws are expected to increase during the coming years, we do not currently anticipate that any material expenditure will be required to continue to comply with existing environmental or safety regulations in connection with our existing manufacturing facilities.

Recreational powerboats sold in the United States must be manufactured to meet the standards of certification required by the United States Coast Guard. In addition, boats manufactured for sale in the European Community must be certified to meet the European Community's imported manufactured products standards. These certifications specify standards for the design and construction of powerboats. All boats sold by Marine Products meet these standards. In addition, safety of recreational boats is subject to federal regulation under the Boat Safety Act of 1971. The Boat Safety Act requires boat manufacturers to recall products for replacement of parts or components that have demonstrated defects affecting safety. Marine Products has instituted recalls for defective component parts produced by other manufacturers. None of the recalls has had a material adverse effect on Marine Products.

During 2009 the EPA adopted regulations stipulating that many marine propulsion engines manufactured for the 2010 model year and later meet an air emission standard that requires fitting a catalytic converter to the engine.

These regulations also require, among other things, that the engine manufacturer provide a warranty that the engine meets EPA emission standards. The majority of the engines used in Marine Products' Chaparral product line and all of the engines used in the Company's Robalo product line are subject to these regulations. These regulations are similar to regulations adopted by the California Air Resources Board in 2007, but apply to all U.S. states and territories. This regulation will increase the cost to manufacture the majority of the Company's boat products. The additional cost of complying with these EPA regulations may reduce Marine Products' profitability, because the Company may have to absorb the increased cost. It may also reduce Marine Products' net sales, because the increased cost of owning a boat may force consumers to buy a smaller or less expensive boat or forego a boat purchase, and because increased product cost will reduce the amount of inventory that Marine Products' dealers can carry, thus reducing retail consumers' choices.

## **Employees**

As of December 31, 2011, Marine Products had approximately 450 employees (an increase from approximately 360 at December 31, 2010), of whom six were management, 35 were administrative and seven were sales. Although the number of employees has increased in 2011 compared to 2010 in order to increase production levels, the Company continues to maintain a significantly smaller work force during 2011 and throughout 2012 compared to years prior to 2009 in an effort to align costs with sales and consumer demand for our products.

None of Marine Products' employees are party to a collective bargaining agreement. Marine Products' entire workforce is currently employed in the United States and Marine Products believes that its relations with its employees are good.

## **Proprietary Matters**

Marine Products owns a number of trademarks, trade names and patents that it believes are important to its business. Except for the Chaparral, Robalo and Wahoo! trademarks, however, Marine Products is not dependent upon any single trademark or trade name or group of trademarks or trade names. The Chaparral, Robalo and Wahoo! trademarks are currently registered in the United States. The current duration for such registration ranges from seven to 15 years but each registration may be renewed an unlimited number of times.

Several of Chaparral's and Robalo's designs are protected under the U.S. Copyright Office's Vessel Hull Design Protection Act. This law grants an owner of an original vessel hull design certain exclusive rights. Protection is offered for hull designs that are made available to the public for purchase provided that the application is made within two years of the hull design being made public. As of December 31, 2011, there were 24 Chaparral hull designs and two Robalo hull designs registered under the Vessel Hull Design Protection Act.

During 2008 Chaparral was granted a design patent on its Wide Tech<sup>TM</sup> hull design by the U.S. Patent and Trademark Office. The patent has a term of 14 years and protects the Wide Tech<sup>TM</sup> hull currently used on the Sunesta Wide Tech<sup>TM</sup> and Xtreme, 400 Premiere, SSi Wide Tech<sup>TM</sup> and two of its Signature Cruisers from being used by other pleasure boat manufacturers. Marine Products believes that this patent is important to its business.

## **Seasonality**

Marine Products' quarterly operating results are affected by weather and general economic conditions. Quarterly operating results for the second quarter have historically recorded the highest sales volume for the year because this corresponds with the highest retail sales volume period. The results for any quarter are not necessarily indicative of results to be expected in any future period.

## **Inflation**

The market prices of certain material and component costs used in manufacturing the Company's products, especially resins that are made with hydrocarbon feedstocks, copper and stainless steel, have been extremely volatile since the third and fourth quarters of 2008. The prices of these commodities fell dramatically due to the global recession and financial crisis in late 2008. During 2011, the market prices of commodities such as copper had reached historically high levels, and the price of oil increased throughout the year. These increased commodity prices are likely to result in higher materials costs in 2012. We cannot be confident that the Company will be able to institute sufficient price increases to its dealers to compensate for these increased materials costs, or that the Company will be able to implement manufacturing strategies that will significantly reduce usage of raw materials that will compensate for these increased

materials costs. It is likely that these persistently high commodity prices will negatively impact the Company's operating results in 2012 compared to 2011.

New boat buyers typically finance their purchases. Higher inflation typically results in higher interest rates that could translate into an increased cost of boat ownership. Should higher inflation and increased interest rates occur, prospective buyers may choose to forego or delay their purchases or buy a less expensive boat in the event that interest rates rise or credit is not available to finance their boat purchases.

### **Availability of Filings**

Marine Products makes available free of charge on its Web site, [www.marineproductscorp.com](http://www.marineproductscorp.com), the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports on the same day as they are filed with the Securities and Exchange Commission.

### **Item 1A. Risk Factors**

#### *Economic Conditions, Availability of Credit and Consumer Confidence Levels Affect Marine Products' Sales Because Marine Products' Products are Purchased with Discretionary Income*

During an economic recession or when an economic recession is perceived as a threat, Marine Products will be adversely affected as consumers have less discretionary income or are more apt to save their discretionary income rather than spend it. During times of global political or economic uncertainty, Marine Products will be negatively affected to the extent consumers forego or delay large discretionary purchases pending the resolution of those uncertainties. The 2008 financial crisis and lingering recession may have long-term effects on consumer behavior with regard to pleasure boating as well. Financial market volatility may force consumers to delay retirement, or to choose more modest lifestyles when they do retire. In such a case, consumers may not purchase boats, may purchase boats later in their lives, or may purchase smaller or less expensive boats. Tight lending and credit standards, which until recently have been in use by lenders in the United States, can make loans for boats harder to secure, and such loans may carry unfavorable terms, which may force consumers to forego boat purchases. These factors have also resulted in the past, and may continue to result in the future, in a reduction in the quality and number of dealers upon which Marine Products relies to sell its products.

#### *Marine Products Relies upon Third-Party Dealer Floor Plan Lenders Which Provide Financing to its Network of Independent Dealers*

Marine Products sells its products to a network of independent dealers, most of whom rely on one or more third-party dealer floor plan lenders to provide financing for their inventory prior to its sale to retail customers. In general, this source of financing is vital to Marine Products' ability to sell products to its dealer network. The credit crisis and financial market volatility that occurred in late 2008 and extended into 2009 caused disruptions among dealer floor plan lenders and increased retail incentive costs to Marine Products. While dealer floor plan credit is currently available for many of our dealers during the 2012 model year, it is more costly than in prior years. This factor has increased the cost of financing for our dealers, thus reducing the amount of inventory they can carry. This factor negatively impacts Marine Products' sales and profitability.

#### *Interest Rates and Fuel Prices Affect Marine Products' Sales*

The Company's products are often financed by our dealers and the retail boat consumers. Higher interest rates increase the borrowing costs and, accordingly, the cost of doing business for dealers and the cost of boat purchases for consumers. Fuel costs can represent a large portion of the costs to operate our products. Therefore, higher interest rates and fuel costs can adversely affect consumers' decisions relating to recreational boating purchases.

#### *Marine Products' Dependence on its Network of Independent Boat Dealers may Affect its Operating Results and Sales*

Virtually all of Marine Products' sales are derived from its network of independent boat dealers. Marine Products has no long-term agreements with these dealers. Competition for dealers among recreational powerboat manufacturers continues to increase based on the quality of available products, the price and value of the products, and attention to customer service. The Company faces intense competition from other recreational powerboat manufacturers in attracting and retaining independent boat dealers. The number of independent boat dealers supporting the Chaparral and Robalo trade names and the quality of their marketing and servicing efforts are essential to Marine Products' ability

to generate sales. A deterioration in the number of Marine Products' network of independent boat dealers which occurred during the recent challenging selling environment, has had and could continue to have a material adverse effect on its boat sales. Marine Products' inability to attract new dealers and retain those dealers, or its inability to increase sales with existing dealers, could substantially impair its ability to execute its business plans.

Although Marine Products' management believes that the quality of its products and services in the recreational boating market should permit it to maintain its relationship with its dealers and its market position, there can be no assurance that Marine Products will be able to sustain its current sales levels. In addition, independent dealers in the recreational boating industry have experienced significant consolidation in recent years, which could result in the loss of one or more of Marine Products' dealers in the future if the surviving entity in any such consolidation purchases similar products from a Marine Products competitor.

*Marine Products' Financial Condition and Operating Results may be Adversely Affected by Boat Dealer Defaults*

The Company's products are sold through dealers and the financial health of these dealers is critical to the Company's continued success. The Company's results can be negatively affected if a dealer defaults because Marine Products or its subsidiaries may be contractually required to repurchase inventory up to certain limits, although for business reasons, the Company may decide to purchase additional boats in excess of this contractual obligation.

*Marine Products' Ability to Adjust its Business Operations to Compensate for Reduced Sales of Boats may be Restricted in the Future*

In 2008 Marine Products idled certain production facilities and reduced its number of employees to offset the impact that reduced net sales had on the Company's operating results and cash flows. As a result, the Company experienced lower rates of absorption of its fixed costs. The Company's sales improved in 2010 and 2011, thus increasing the rate of absorption of its fixed costs and improving operating and net income. Although the Company's unit sales have significantly improved, Marine Products still operates at levels which are significantly lower than its potential capacity. These lower operating levels may continue to have an adverse affect in 2012 and in future periods beyond 2012. In addition, the Company's ability to reduce its fixed costs in the future to respond to potential future reduced net sales is limited.

*Marine Products' Sales are Affected by Weather Conditions*

Marine Products' business is subject to weather patterns that may adversely affect its sales. For example, drought conditions, or merely reduced rainfall levels, or excessive rain, may close area boating locations or render boating dangerous or inconvenient, thereby curtailing customer demand for our products. In addition, unseasonably cool weather and prolonged winter conditions may lead to a shorter selling season in some locations. Hurricanes and other storms could cause disruptions of our operations or damage to our boat inventories and manufacturing facilities.

*Marine Products Encounters Intense Competition Which Affects our Sales and Profits*

The recreational boat industry is highly fragmented, resulting in intense competition for customers, dealers and boat show exhibition space. This competition affects both the markets which we currently serve and new markets that we may enter in the future. We compete with several large national or regional manufacturers that have substantial financial, marketing and other resources. Competitive manufacturers have executed a strategy of constructing entry-level smaller boats which are constructed in off-shore manufacturing plants with lower labor costs. These competitive conditions have contributed to our inability to pass along our increased manufacturing costs to customers, reduced our market share in various selling categories including particularly smaller boats, and negatively impacted our profit margins.

*Marine Products has Potential Liability for Personal Injury and Property Damage Claims*

The products we sell or service may expose Marine Products to potential liabilities for personal injury or property damage claims relating to the use of those products. Historically, the resolution of product liability claims has not materially affected Marine Products' business. Marine Products maintains product liability insurance that it believes to be adequate. However, there can be no assurance that Marine Products will not experience legal claims in excess of its insurance coverage or that claims will be covered by insurance. Furthermore, any significant claims against Marine Products could result in negative publicity, which could cause Marine Products' sales to decline.

*Because Marine Products Relies on Third-party Suppliers, Marine Products may be Unable to Obtain Adequate Raw Materials and Components*

Marine Products is dependent on third-party suppliers to provide raw materials and components essential to the construction of its various powerboats. Especially critical are the availability and cost of marine engines and commodity raw materials used in the manufacture of Marine Products' boats. While Marine Products' management believes that supplier relationships currently in place are sufficient to provide the materials necessary to meet present production demands, there can be no assurance that these relationships will continue, that these suppliers will remain in operation given the extended business downturn in the recreational boating industry or that the quantity or quality of materials available from these suppliers will be sufficient to meet Marine Products' future needs. Disruptions in current supplier relationships or the inability of Marine Products to continue to purchase construction materials in sufficient quantities and of sufficient quality at acceptable prices to meet ongoing production schedules could cause a decrease in sales or a sharp increase in the cost of goods sold. Additionally, because of this dependence, the volatility in commodity raw materials or current or future price increases in construction materials or the inability of Marine Products' management to purchase materials required to complete its growth and acquisition strategies could cause a reduction in Marine Products' profit margins or reduce the number of boats Marine Products may be able to produce for sale.

*Marine Products may be Unable to Identify, Complete or Successfully Integrate Acquisitions*

Marine Products intends to pursue acquisitions and form strategic alliances that will enable Marine Products to acquire complementary skills and capabilities, offer new products, expand its customer base, and obtain other competitive advantages. There can be no assurance, however, that Marine Products will be able to successfully identify suitable acquisition candidates or strategic partners, obtain financing on satisfactory terms, complete acquisitions or strategic alliances, integrate acquired operations into its existing operations, or expand into new markets. Once integrated, acquired operations may not achieve anticipated levels of sales or profitability, or otherwise perform as expected. Acquisitions also involve special risks, including risks associated with unanticipated problems, liabilities and contingencies, diversion of management resources, and possible adverse effects on earnings and earnings per share resulting from increased interest costs, the issuance of additional securities, and difficulties related to the integration of the acquired business. The failure to integrate acquisitions successfully may divert management's attention from Marine Products' existing operations and may damage Marine Products' relationships with its key customers and suppliers.

*Marine Products' Success will Depend on its key Personnel, and the Loss of any key Personnel may Affect its Powerboat Sales*

Marine Products' success will depend to a significant extent on the continued service of key management personnel. The loss or interruption of the services of any senior management personnel or the inability to attract and retain other qualified management, sales, marketing and technical employees could disrupt Marine Products' operations and cause a decrease in its sales and profit margins.

*Marine Products' Ability to Attract and Retain Qualified Employees is Crucial to its Results of Operations and Future Growth*

Marine Products relies on the existence of an available hourly workforce to manufacture its products. As with many businesses, we are challenged at times to find qualified employees. There are no assurances that Marine Products will be able to attract and retain qualified employees to meet current and/or future growth needs.

*If Marine Products is Unable to Comply with Environmental and Other Regulatory Requirements, its Business may be Exposed to Liability and Fines*

Marine Products' operations are subject to extensive regulation, supervision and licensing under various federal, state and local statutes, ordinances and regulations. While Marine Products believes that it maintains all requisite licenses and permits and is in compliance with all applicable federal, state and local regulations, there can be no assurance that Marine Products will be able to continue to maintain all requisite licenses and permits and comply with applicable laws and regulations. The failure to satisfy these and other regulatory requirements could cause Marine Products to incur fines or penalties or could increase the cost of operations. The adoption of additional laws, rules and regulations could also increase Marine Products' costs.

The U.S. Environmental Protection Agency (EPA) adopted regulations affecting many marine propulsion engines manufactured for the 2010 model year and later. This regulation has increased the cost of boats subject to the regulation, which may either reduce the Company's profitability or reduce sales.

As with boat construction in general, our manufacturing processes involve the use, handling, storage and contracting for recycling or disposal of hazardous or toxic substances or wastes. Accordingly, we are subject to regulations regarding these substances, and the misuse or mishandling of such substances could expose Marine Products to liability or fines.

Additionally, certain states have required or are considering requiring a license in order to operate a recreational boat. While such licensing requirements are not expected to be unduly restrictive, regulations may discourage potential first-time buyers, thereby reducing future sales.

*Marine Products' Stock Price has been Volatile*

Historically, the market price of common stock of companies engaged in the discretionary consumer products industry has been highly volatile. Likewise, the market price of our common stock has varied significantly in the past. In addition, the availability of Marine Products common stock to the investing public is limited to the extent that shares are not sold by the executive officers, directors and their affiliates, which could negatively impact the trading price of Marine Products' common stock, increase volatility and affect the ability of minority stockholders to sell their shares. Future sales by executive officers, directors and their affiliates of all or a substantial portion of their shares could also negatively affect the trading price of Marine Products' common stock.

*Marine Products' Management has a Substantial Ownership Interest; Public Stockholders may have no Effective Voice in Marine Products' Management*

The Company has elected the "Controlled Corporation" exemption under Rule 303A of the New York Stock Exchange ("NYSE") Company Guide. The Company is a "Controlled Corporation" because a group that includes the Company's Chairman of the Board, R. Randall Rollins and his brother, Gary W. Rollins, who is also a director of the Company, and certain companies under their control, controls in excess of fifty percent of the Company's voting power. As a "Controlled Corporation," the Company need not comply with certain NYSE rules including those requiring a majority of independent directors.

Marine Products' executive officers, directors and their affiliates hold directly or through indirect beneficial ownership, in the aggregate, approximately 73 percent of Marine Products' outstanding shares of common stock. As a result, these stockholders effectively control the operations of Marine Products, including the election of directors and approval of significant corporate transactions such as acquisitions. This concentration of ownership could also have the effect of delaying or preventing a third-party from acquiring control of Marine Products at a premium.

*Provisions in Marine Products' Certificate of Incorporation and Bylaws may Inhibit a Takeover of Marine Products*

Marine Products' certificate of incorporation, bylaws and other documents contain provisions including advance notice requirements for stockholder proposals and staggered terms of office for the Board of Directors. These provisions may make a tender offer, change in control or takeover attempt that is opposed by Marine Products' Board of Directors more difficult or expensive.

*The Market Prices of Marine Products' Marketable Securities may Become Volatile due to the Downgrading of Insurance Companies Which Insure Some of These Marketable Securities as well as the Overall Financial Difficulties of Some of the Issuers of These Marketable Securities*

Marine Products maintains a diversified portfolio of short-duration, investment-grade municipal debt securities managed by a large, well-capitalized financial institution. Approximately 20 percent of this portfolio is insured by three large insurance companies. Due to the problems confronting the financial system over the past few years, these insurance companies have become much less active in issuing credit insurance for municipal debt securities, either because they have exited the business or merged with other insurance companies. Our investment manager selects securities based on underlying credit quality rather than relying on credit insurance, and our securities are short in duration, so we do not believe that this disruption among insurers of municipal securities increases the risk of default among these securities. In addition, many municipal governments are currently struggling with lower tax revenues and budgets. While our investment manager does not believe that there is significant risk of default of any securities within

our portfolio of marketable securities, these two factors may increase the volatility of the market prices of these marketable securities. The market prices of these securities may continue to be volatile during periods of uncertainty in the bond insurance industry and difficult economic conditions among municipalities.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Marine Products' corporate offices are located in Atlanta, Georgia. These offices are currently shared with RPC and are leased. The monthly rent paid is allocated between Marine Products and RPC. Under this arrangement, Marine Products pays approximately \$2,000 per month in rent. Marine Products may cancel this arrangement at any time after giving a 30 day notice.

Chaparral owns and maintains approximately 1,012,000 square feet of space utilized for manufacturing, research and development, warehouse, and sales office and operations in Nashville, Georgia. In addition, the Company leases 83,000 square feet of manufacturing space at the Robalo facility in Valdosta, Georgia, under a long-term arrangement expiring in 2014. During 2008, the Robalo facility was temporarily idled and production of these boats was moved to the Nashville facility. There are no plans or current intentions to dispose of the facilities in Valdosta, Georgia. The Company also leases 111,000 square feet of warehouse space in Nashville, Georgia under a long-term arrangement expiring in 2018. Marine Products' total square footage under roof is allocated as follows: manufacturing — 712,000, research and development — 68,500, warehousing — 294,500, office and other — 131,400.

**Item 3. Legal Proceedings**

Marine Products is involved in litigation from time to time in the ordinary course of its business. Marine Products does not believe that the ultimate outcome of such litigation will have a material adverse effect on its liquidity, financial condition or results of operations.

**Item 4. Mine Safety Disclosures**

Not applicable

**Item 4A. Executive Officers of the Registrant**

Each of the executive officers of Marine Products was elected by the Board of Directors to serve until the Board of Directors' meeting immediately following the next annual meeting of stockholders or until his or her earlier removal by the Board of Directors or his or her resignation. The following table lists the executive officers of Marine Products and their ages, offices, and date first elected to office.

<u>Name and Office with Registrant</u>	<u>Age</u>	<u>Date First Elected to Present Office</u>
R. Randall Rollins (1) . . . . . Chairman of the Board	80	2/28/01
Richard A. Hubbell (2) . . . . . President and Chief Executive Officer	67	2/28/01
James A. Lane, Jr. (3) . . . . . Executive Vice President and President of Chaparral Boats, Inc.	69	2/28/01
Linda H. Graham (4) . . . . . Vice President and Secretary	75	2/28/01
Ben M. Palmer (5) . . . . . Vice President, Chief Financial Officer and Treasurer	51	2/28/01

- (1) R. Randall Rollins began working for Rollins, Inc. (consumer services) in 1949. At the time of the spin-off of RPC from Rollins, Inc. in 1984, Mr. Rollins was elected Chairman of the Board and Chief Executive Officer of RPC. He remains Chairman of RPC and stepped down from the position of Chief Executive Officer effective in 2003. He has served as Chairman of the Board of Marine Products since 2001 and Chairman of the Board of Rollins, Inc. since 1991. He is also a director of Dover Downs Gaming and Entertainment, Inc. and Dover Motorsports, Inc.
- (2) Richard A. Hubbell has been the President and Chief Executive Officer of Marine Products since it was spun off in 2001. He has also been President of RPC since 1987 and its Chief Executive Officer since 2003. Mr. Hubbell serves on the Board of Directors for both of these companies.
- (3) James A. Lane, Jr. has held the position of President of Chaparral Boats (formerly a subsidiary of RPC) since 1976. Mr. Lane has been Executive Vice President and Director of Marine Products since it was spun off in 2001. He is also a director of RPC and has served in that capacity since 1987.
- (4) Linda H. Graham has been Vice President and Secretary of Marine Products since it was spun off in 2001, and Vice President and Secretary of RPC since 1987. Ms. Graham serves on the Board of Directors for both of these companies.
- (5) Ben M. Palmer has been Vice President, Chief Financial Officer and Treasurer of Marine Products since it was spun off in 2001 and has served the same roles at RPC since 1996.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Marine Products' common stock is listed for trading on the New York Stock Exchange under the symbol "MPX." As of February 17, 2012, there were 37,832,665 shares of common stock outstanding.

At the close of business on February 17, 2012, there were approximately 2,005 beneficial holders of record of the Company's common stock. The high and low prices of Marine Products' common stock and dividends paid for each quarter in the years ended December 31, 2011 and 2010 were as follows:

Quarter	2011			2010		
	High	Low	Dividends	High	Low	Dividends
First .....	\$ 7.95	\$ 6.41	\$ 0.00	\$ 7.95	\$ 4.57	\$ 0.00
Second .....	8.04	5.11	0.00	8.28	5.66	0.00
Third .....	6.82	3.42	0.00	6.85	5.02	0.00
Fourth .....	6.09	3.22	0.00	7.39	5.81	0.00

On January 24, 2012, the Board of Directors voted to reinstate a quarterly cash dividend of \$0.02 per share to common stockholders.

#### *Issuer Purchases of Equity Securities*

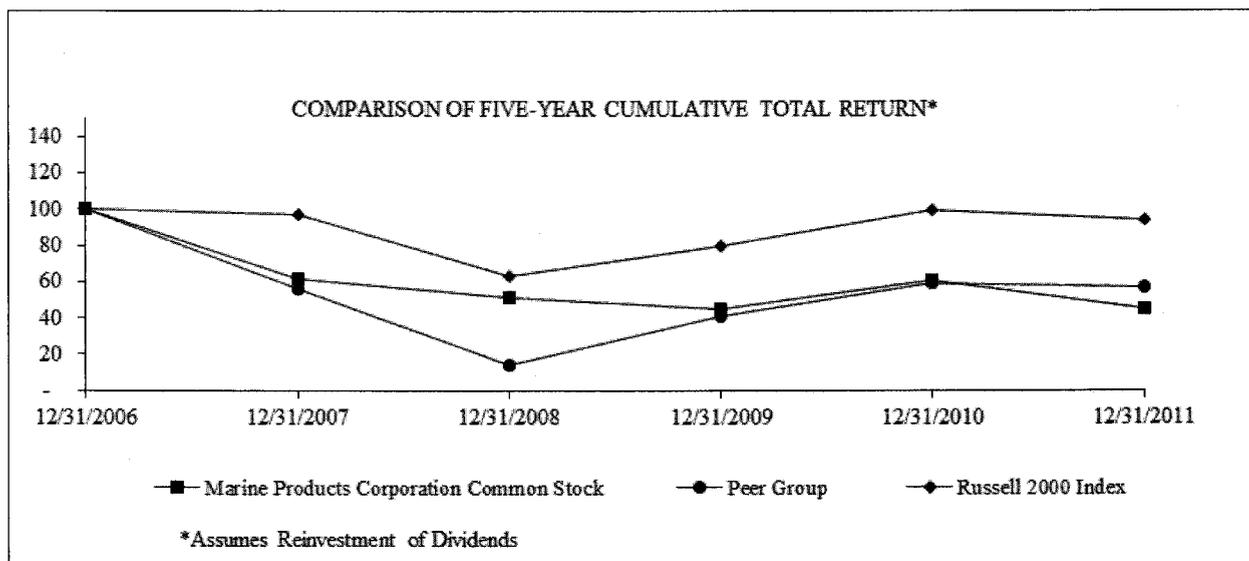
In accordance with actions by the Company's Board of Directors, an aggregate of 8,250,000 shares have been authorized for repurchase in connection with a stock buy back program announced in 2001, and subsequent increases to this program announced in 2005 and 2008. These programs do not have predetermined expiration dates. There were no shares repurchased during 2011. As of December 31, 2011, a total of 3,324,843 shares remain available for repurchase under these programs.

### Performance Graph

The following graph shows a five-year comparison of the cumulative total stockholder return based on the performance of the stock of the Company, assuming dividend reinvestment, as compared with both a broad equity market index and an industry or peer group index. The indices included in the following graph are the Russell 2000 Index (“Russell 2000”) and a peer group which includes companies that are considered peers of the Company (“Peer Group”). The companies included in the Peer Group have been weighted according to each respective issuer’s stock market capitalization at the end of each year. The companies are Brunswick Corporation and MarineMax, Inc.

The Russell 2000 is used because the Company became a component of the Russell 2000 in 2004, and because the Russell 2000 is a stock index representing small capitalization U.S. stocks. During 2011 the components of the Russell 2000 had an average market capitalization of \$1.3 billion.

The graph below assumes the value of \$100.00 invested on December 31, 2006.



## Item 6. Selected Financial Data

The following table summarizes certain selected financial data of Marine Products. The historical information may not be indicative of Marine Products' future results of operations. The information set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and the notes thereto included elsewhere in this document.

	Years Ended December 31,				
	(In thousands, except share, per share and employee data)				
	2011	2010	2009	2008	2007
<b>Statement of Operations Data:</b>					
Net sales . . . . .	\$ 106,437	\$ 101,011	\$ 39,439	\$ 175,622	\$ 244,273
Cost of goods sold . . . . .	86,931	83,298	45,996	143,677	191,810
Gross profit (loss) . . . . .	19,506	17,713	(6,557)	31,945	52,463
Selling, general and administrative expenses . . . . .	14,130	13,993	12,606	23,146	30,228
Operating income (loss) . . . . .	5,376	3,720	(19,163)	8,799	22,235
Interest income . . . . .	997	1,172	1,663	2,420	2,590
Other income (1) . . . . .	2,025	-	-	-	-
Income (loss) before income taxes . . . . .	8,398	4,892	(17,500)	11,219	24,825
Income tax provision (benefit) . . . . .	1,667	1,039	(6,807)	3,633	8,402
<b>Net income (loss) . . . . .</b>	<b>\$ 6,731</b>	<b>\$ 3,853</b>	<b>\$ (10,693)</b>	<b>\$ 7,586</b>	<b>\$ 16,423</b>
<b>Earnings (loss) per share:</b>					
Basic . . . . .	\$ 0.19	\$ 0.11	\$ (0.30)	\$ 0.21	\$ 0.44
Diluted . . . . .	\$ 0.18	\$ 0.11	\$ (0.30)	\$ 0.21	\$ 0.43
<b>Dividends paid per share . . . . .</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>	<b>\$ 0.01</b>	<b>\$ 0.26</b>	<b>\$ 0.24</b>
<b>Other Financial and Operating Data:</b>					
Gross profit (loss) margin percent . . . . .	18.3%	17.5%	(16.6)%	18.2%	21.5%
Operating margin percent . . . . .	5.1%	3.7%	(48.6)%	5.0%	9.1%
Net cash provided by (used for) operating activities . . . . .	\$ 3,296	\$ 10,879	\$ (9,036)	\$ 14,045	\$ 16,431
Net cash (used for) provided by investing activities . . . . .	(11,559)	(3,718)	7,416	(2,255)	(41,391)
Net cash used for financing activities . . . . .	(316)	(199)	(429)	(10,401)	(26,263)
Capital expenditures . . . . .	\$ 357	\$ 191	\$ 85	\$ 329	\$ 1,263
Employees at end of year . . . . .	450	358	307	441	1,073
Factory and administrative space at end of year (square ft.) . . . . .	1,205	1,205	1,205	1,205	1,205
<b>Balance Sheet Data at end of year:</b>					
Cash and cash equivalents . . . . .	\$ 956	\$ 9,535	\$ 2,573	\$ 4,622	\$ 3,233
Marketable securities — current . . . . .	12,402	12,826	23,328	8,799	8,870
Marketable securities — non-current . . . . .	41,699	30,007	16,117	37,953	36,087
Inventories . . . . .	24,907	21,882	19,487	22,453	33,159
Working capital . . . . .	32,301	37,773	46,065	32,992	36,113
Property, plant and equipment, net . . . . .	11,884	12,416	13,310	14,579	15,944
Total assets . . . . .	110,837	102,809	98,249	110,293	118,726
Total stockholders' equity . . . . .	\$ 93,418	\$ 86,305	\$ 81,512	\$ 90,789	\$ 93,757

(1) Other income for 2011 is comprised of a tax-free gain from an employee benefit plan financing arrangement.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is based upon and should be read in conjunction with "Selected Financial Data" and "Financial Statements and Supplementary Data." See also "Forward-Looking Statements" on page 9.

### Overview

Marine Products, through our wholly owned subsidiaries Chaparral and Robalo, is a leading manufacturer of recreational fiberglass powerboats. Our sales and profits are generated by selling the products that we manufacture to a network of independent dealers who in turn sell the products to retail consumers. These dealers are located throughout the continental United States and in several international markets. Most of these dealers finance their inventory through third-party floor plan lenders, who pay Marine Products upon delivery of the products to the dealers.

We manage our Company by focusing on the execution of the following business and financial strategies:

- Manufacturing high-quality, stylish, and innovative powerboats for our dealers and retail consumers,
- Providing our independent dealer network appropriate incentives, training, and other support to enhance their success and their customers' satisfaction, thereby facilitating their continued relationship with us,
- Managing our production and dealer order backlog to optimize operating results and reduce risk in the event of a downturn in sales of our products,
- Maintaining a flexible, variable cost structure which can be reduced quickly when deemed appropriate,
- Focusing on the competitive nature of the boating business and designing our products and strategies in order to grow and maintain profitable market share,
- Monitoring the activities and financial condition of our dealers and of the third-party floor plan lenders who finance our dealers' inventories,
- Maximizing stockholder return by optimizing the balance of cash invested in the Company's productive assets, the payment of dividends to stockholders, and the repurchase of the Company's common stock on the open market, and
- Aligning the interests of our management and stockholders.

In implementing these strategies and attempting to optimize our financial returns, management closely monitors dealer orders and inventories, the production mix of various models, and indications of near term demand such as consumer confidence, interest rates, dealer orders placed at our annual dealer conferences, and retail attendance and orders at annual winter boat show exhibitions. We also consider trends related to certain key financial and other data, including our historical and forecasted financial results, market share, unit sales of our products, average selling price per boat, and gross profit margins, among others, as indicators of the success of our strategies. Marine Products' financial results are affected by consumer confidence — because pleasure boating is a discretionary expenditure, interest rates — because many retail customers finance the purchase of their boats, and other socioeconomic and environmental factors such as availability of leisure time, consumer preferences, demographics and the weather.

During 2011, industry retail sales declined slightly, continuing a trend that began in the fourth quarter of 2005. Retail sales have continued to decline due to the financial crisis which began in late 2008 and the resulting recession, decline in residential real estate values, and the associated decline in consumer confidence. In spite of consistently declining industry sales during the past six years, our sales increased significantly in 2010 due to our dealers' desire to restock their inventory with current-year models as well as their ability to purchase inventory due to the availability of financing from third-party floor plan lenders. During 2011, our production and sales to dealers were comparable to retail sales by dealers, although dealer demand increased significantly towards the end of the retail selling season, as fuel prices moderated and consumer confidence improved. As a result, we generated slightly higher net sales, as well as gross and operating profit in 2011 compared to 2010. At the end of 2011, our dealer inventories were slightly higher than at the end of 2010, but order backlog improved significantly, due to stronger sales at the end of the retail selling season and the level dealer orders placed during this time for several of our new 2012 models. Management will continue to monitor retail demand, dealer inventory levels and the availability of dealer and consumer financing for the purchase of our products.

We monitor our market share in the 18 to 35 foot sterndrive category as one indicator of the success of our strategies and the market's acceptance of our products. For the nine months ended September 30, 2011 (latest data available to us), Chaparral's market share in the 18 to 35 foot sterndrive category was 8.3 percent, an increase from our market share in the same category for the twelve months ended December 31, 2010 of 7.3 percent. Our market share increased across a broad size range, but was higher among the larger boats in our market. We believe that our market share increase is the result of several larger models which have updated styling and features, and appeal to consumers who can afford more expensive boats. We also note that market share declined among manufacturers who have undergone bankruptcy reorganization or other financial difficulty, in particular among manufacturers of smaller boats. We will continue to monitor our market share and believe it to be important, but we also believe that maximizing profitability takes precedence over growing our market share.

## **Outlook**

Management believes that net sales will increase moderately in 2012 compared to 2011 and that our operating results will improve. This belief is based on indications that retail demand in recreational boating has stabilized and may be increasing, the fact that our dealer inventories are at more normalized historical levels, and that our order backlog has increased significantly. Indications from winter boat shows are that attendance and sales are consistently higher than in 2011. Our operating results should improve due to higher volumes of boat sales and an improved gross margin from improved production efficiencies and cost absorption.

Although we believe that retail sales will increase in 2012, we believe that the increase will be modest due to slowly improving consumer confidence, continued high unemployment, and continued depressed real estate values. We believe that these factors dampen consumers' enthusiasm for the purchase of large discretionary goods such as pleasure boats. In addition, fuel prices have increased during the first quarter of 2012, and consumer credit remains tight. Over the long term, the financial crisis and the prolonged low returns on equity and fixed income investments may have long-term effects on consumer behavior with regard to pleasure boating. These conditions may force consumers to save more for retirement or delay retirement, both of which decrease the funds and time available for recreational boating. In such a case, consumers who may be interested in boating as a recreational activity may purchase boats later in their lives, or may purchase smaller, less expensive boats. Over the past several years, Marine Products as well as other manufacturers have improved their customer service capabilities, marketing strategies and sales promotions in order to attract more consumers to recreational boating as well as improve consumers' boating experiences. In addition, the recreational boating industry began a promotional program a number of years ago which involves advertising and consumer targeting efforts, as well as other activities designed to increase the potential consumer market for pleasure boats. Many manufacturers, including Marine Products, are participating in this program. Management believes that these efforts will benefit the industry and Marine Products. As in past years, Marine Products enhanced the design of a number of boats for the 2012 model year which began around the beginning of July 2011. For the 2012 model year, Marine Products is emphasizing entry-level models in its Chaparral and Robalo product lines, which we believe will appeal to value-conscious boaters who want to buy a new boat, as well as first-time boat buyers who are interested in a smaller investment in boat ownership. We believe that these new products will increase our net sales and enhance our profitability by increasing our cost absorption because of production efficiencies. We also believe that these models will increase our sales in market segments in which we would like to increase our market share, and will encourage consumers of these products to purchase larger, more expensive boats from us in the future.

Our financial results in 2012 will depend on a number of factors, including interest rates, consumer confidence, the availability of credit to our dealers and consumers, fuel costs, the continued acceptance of our new products in the recreational boating market, our ability to compete in the competitive pleasure boating industry, and the costs of certain of our raw materials and key components. We anticipate that the Company will continue to be challenged by the effect of an uncertain level of consumer demand during the winter boat show and 2012 retail selling season.

## Results of Operations

(\$'s in thousands)	Years ended December 31,		
	2011	2010	2009
Total number of boats sold to dealers . . . . .	2,100	2,145	963
Average gross selling price per boat . . . . .	\$ 48.4	\$ 44.7	\$ 47.1
Net sales . . . . .	\$ 106,437	\$ 101,011	\$ 39,439
Percentage of gross profit (loss) margin to net sales . . . . .	18.3%	17.5%	(16.6)%
Percentage of selling, general and administrative expense to net sales . . . . .	13.3%	13.9%	32.0%
Operating income (loss) . . . . .	\$ 5,376	\$ 3,720	\$ (19,163)
Warranty expense . . . . .	\$ 1,032	\$ 2,033	\$ 2,001

### Year Ended December 31, 2011 Compared To Year Ended December 31, 2010

*Net Sales.* Marine Products' net sales increased by \$5.4 million or 5.4 percent in 2011 compared to 2010. The increase was primarily due to a 8.3 percent increase in the average gross selling price per boat, partially offset by a 2.1 percent decrease in the number of boats sold. Average gross selling price per boat increased compared to the prior year, with the exception of Robalo, due to higher unit sales of several of the larger boats within the SSi and SSX Sportboats model lineup offset slightly by the sales of our new lower priced Chaparral H2O. Unit sales among all models, except Robalo and H2O, decreased slightly compared to the prior year.

*Cost of Goods Sold.* Cost of goods sold increased 4.4 percent in 2011 compared to 2010, less than the increase in net sales. As a percentage of net sales, cost of goods sold decreased in 2011 compared to 2010, primarily due to lower retail incentive costs as a percentage of net sales and cost efficiencies resulting from higher production volumes.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased 1.0 percent in 2011 compared to 2010 primarily as a result of costs, including sales commissions and incentive compensation, that vary with the level of Company sales and profitability. Warranty expense was 1.0 percent of net sales in 2011 compared to 2.0 percent of net sales in 2010. This decrease was due primarily to an adjustment of warranties issued in prior years due to positive trends including a decline in the number of warranty claims during 2011 compared to 2010. Warranty claims declined because of less boat usage and lower field inventories.

*Interest Income.* Interest income was \$1.0 million in 2011 compared to \$1.2 million in 2010. Marine Products generates interest income primarily from investments in tax-exempt municipal obligations. The decrease in interest income is primarily due to lower market returns on the Company's debt investments compared to the prior year.

*Other Income.* Other income was \$2.0 million in 2011 compared to \$0 in 2010. The \$2.0 million recorded in the fourth quarter of 2011 represents a tax-free gain from an employee benefit plan financing arrangement. We do not expect to report any similar gains during 2012.

*Income Tax Provision.* The income tax provision was \$1.7 million in 2011 compared to \$1.0 million in 2010. The effective tax rate in 2011 was 19.8 percent compared to 21.2 percent in 2010. The change in the effective rate was due primarily to the relationship of our annual pretax income to permanent differences between book and taxable income including tax-exempt interest earned on municipal debt securities, coupled with the impact of discrete tax adjustments, including state NOLs expected to be used in the future.

### Year Ended December 31, 2010 Compared To Year Ended December 31, 2009

*Net Sales.* Marine Products' net sales increased by \$61.6 million or 156.1 percent in 2010 compared to 2009. The increase was primarily due to a 122.7 percent increase in the number of boats sold and more typical incentive costs as a percentage of net sales, partially offset by a 2.5 percent decrease in the average gross selling price per boat. Unit sales among all models increased significantly compared to the prior year, as we operated at significantly higher production levels in response to an improved financing environment within our dealer network as well as stable retail demand for our products. Average gross selling price per boat decreased compared to the prior year due primarily to the reduction in number of Premiere Sport Yachts sold in 2010 compared to 2009.

*Cost of Goods Sold.* Cost of goods sold increased 81.1 percent in 2010 compared to 2009, less than the increase in net sales. As a percentage of net sales, cost of goods sold decreased in 2010 compared to 2009, primarily due to lower retail incentive costs as a percentage of net sales and cost efficiencies resulting from higher production volumes.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased 11.0 percent in 2010 compared to 2009 primarily as a result of costs, including payroll and incentive compensation, that vary with the level of Company sales and profitability. Warranty expense was 2.0 percent of net sales in 2010 compared to 5.1 percent of net sales in 2009. This decrease was due primarily to the decline in warranty claims during 2010 compared to unfavorable adjustments recognized during 2009 relating to the unusually high number of claims associated with prior model year boats.

*Interest Income.* Interest income was \$1.2 million in 2010 compared to \$1.7 million in 2009. Marine Products generates interest income primarily from investments in tax-exempt municipal obligations. The decrease in interest income is primarily due to a decrease in the average investment balance coupled with lower market returns on the Company's debt investments compared to the prior year.

*Income Tax Provision.* The income tax provision (benefit) was \$1.0 million in 2010 compared to \$(6.8) million in 2009. The effective tax rate in 2010 was 21.2 percent compared to 38.9 percent in 2009. The change in the effective rate was due primarily to the relationship of our annual pretax income (loss) to permanent differences between book and taxable income including tax-exempt interest earned on municipal debt securities, coupled with the impact of discrete tax adjustments, including state NOLs expected to be used in the future.

## Liquidity and Capital Resources

### Cash and Cash Flows

The Company's cash and cash equivalents were \$1.0 million at December 31, 2011, \$9.5 million at December 31, 2010 and \$2.6 million at December 31, 2009. In addition, the aggregate of short-term and long-term marketable securities was \$54.1 million at December 31, 2011, \$42.8 million at December 31, 2010 and \$39.4 million at December 31, 2009.

The following table sets forth the historical cash flows for the twelve months ended December 31:

<i>(in thousands)</i>	2011	2010	2009
Net cash provided by (used for) operating activities . . . . .	\$ 3,296	\$ 10,879	\$ (9,036)
Net cash (used for) provided by investing activities . . . . .	(11,559)	(3,718)	7,416
Net cash used for financing activities . . . . .	(316)	(199)	(429)

### 2011

Cash provided by (used for) operating activities decreased by \$7.6 million in 2011 compared to 2010. This decrease is primarily the result of an income tax refund of \$6.2 million received in 2010 (relating to 2009 losses) offset slightly by an increase in earnings in 2011, excluding the gain on benefit plan financing arrangement, compared to 2010.

Cash used for investing activities increased approximately \$7.8 million in 2011 compared to 2010 due to increased purchases of marketable securities in 2011 as a result of improved cash flows from operations.

Cash used for financing activities increased only \$0.1 million in 2011 compared to 2010.

## 2010

Cash provided by operating activities increased by \$19.9 million in 2010 compared to 2009. This increase is primarily the result of a significant increase in earnings in 2010 compared to 2009 and an income tax refund of \$6.2 million related to 2009 losses received in 2010, partially offset by an increase in working capital requirements during 2010. This increase in working capital requirements was primarily related to the increase in inventory due to higher production levels and stocking of key components in response to higher demand and sales.

Cash used for investing activities increased approximately \$11.1 million in 2010 compared to 2009 due to increased purchases of marketable securities in 2010 as a result of improved cash flows.

Cash used for financing activities decreased \$0.2 million in 2010 compared to 2009 primarily due to a reduction in dividends paid per share during 2010 compared to 2009 coupled with lower excess tax benefits for share-based payments and lower common share repurchases in the current year.

### *Cash Requirements*

Management expects that capital expenditures during 2012 will be approximately \$0.4 million for minor enhancements to certain manufacturing plants.

The Company participates in a multiple employer Retirement Income Plan, sponsored by RPC, Inc. ("RPC"). During the second quarter of 2011, the Company made a contribution of \$0.1 million to this plan in order to achieve the Company's funding objective. We expect that additional contributions to the Retirement Income Plan of approximately \$0.1 million will be required in 2012.

On January 24, 2012, the Board of Directors voted to reinstate the quarterly cash dividend of \$0.02 per share to common stockholders.

The Company has agreements with two employees, which provide for a monthly payment to the employees equal to 10 percent of profits (defined as pretax income before goodwill amortization and certain allocated corporate expenses).

In January 2008, the Board of Directors authorized an additional 3,000,000 shares that the Company may repurchase for a total aggregate authorization of 8,250,000 shares. As of December 31, 2011, the Company has purchased a total of 4,925,157 shares in the open market under this program and there are 3,324,843 shares that remain available for repurchase. The Company did not repurchase any shares under this program during 2011.

The Company has entered into agreements with third-party floor plan lenders where it has agreed, in the event of default by the dealer, to repurchase MPC boats repossessed from the dealer. These arrangements are subject to maximum repurchase amounts and the associated risk is mitigated by the value of the boats repurchased. As a result of dealer defaults, the Company became contractually obligated to repurchase inventory for approximately \$0.8 million during 2011. There were no repurchases of dealer inventory during 2010. At December 31, 2011 and 2010, there were no amounts payable to lenders related to repurchased inventory or repurchased boats remaining in inventory. If additional dealers experience financial difficulty as a result of the current market conditions, the Company may incur additional repurchase obligations under current programs or programs initiated in the future. See further information regarding repurchase obligations in "NOTE 9: COMMITMENTS AND CONTINGENCIES" of the Consolidated Financial Statements.

The Company believes that the liquidity provided by its existing cash and cash equivalents, marketable securities, and cash expected to be generated from operations will provide sufficient capital to meet its requirements for at least the next twelve months. The Company's decisions about the amount of cash to be used for investing and financing purposes are influenced by its capital position and the expected amount of cash to be provided by operations.

## Contractual Obligations

The following table summarizes the Company's contractual obligations as of December 31, 2011:

Contractual Obligations (in 000's)	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —
Capital lease obligation . . . . .	352,378	—	—	352,378	—
Operating leases (1) . . . . .	1,006,607	161,748	284,659	282,000	278,200
Purchase obligations (2) . . . . .	—	—	—	—	—
Due to floor plan lenders (3) . . . . .	—	—	—	—	—
Other long-term liabilities . . . . .	—	—	—	—	—
<b>Total . . . . .</b>	<b>\$1,358,985</b>	<b>\$ 161,748</b>	<b>\$ 284,659</b>	<b>\$ 634,378</b>	<b>\$ 278,200</b>

- (1) Operating leases represent agreements for warehouse space and various office equipment.
- (2) As part of the normal course of business the Company enters into purchase commitments to manage its various operating needs. However, the Company does not have any obligations that are non-cancelable or subject to a penalty if canceled.
- (3) The Company has agreements with various third-party lenders where it guarantees varying amounts of debt for qualifying dealers on boats in inventory. As of December 31, 2011, there are no payables outstanding to floor plan lenders.

Additionally, our liability for unrecognized tax benefits and related interest and penalties was \$23,000 as of December 31, 2011. Management is unable to make a reasonable estimate as to when cash settlement with the tax authorities might occur due to the uncertainties related to these tax matters.

## Fair Value Measurements

The Company's assets and liabilities measured at fair value are classified in the fair value hierarchy (Level 1, 2 or 3) based on the inputs used for valuation. Assets and liabilities that are traded on an exchange with a quoted price are classified as Level 1. Assets and liabilities that are valued using significant observable inputs in addition to quoted market prices are classified as Level 2. The Company currently has no assets or liabilities measured on a recurring basis that are valued using unobservable inputs and therefore no assets or liabilities measured on a recurring basis are classified as Level 3. For defined benefit plan assets classified as Level 3, the values are computed using inputs such as cost, discounted future cash flows, independent appraisals and market based comparable data or on net asset values calculated by the fund and not publicly available.

In 2009, the Company transferred trading securities from assets utilizing Level 1 inputs to assets utilizing Level 2 inputs because significant observable inputs in addition to quoted market prices were used to value these trading securities. Also in 2009, due to market disruptions that led to decreased availability of quoted prices for identical assets, the Company classified available-for-sale securities, consisting primarily of municipal bonds, from assets utilizing Level 1 inputs to assets utilizing Level 2 inputs.

## Off Balance Sheet Arrangements

To assist dealers in obtaining financing for the purchase of its boats for inventory, the Company has entered into agreements with various third-party floor plan lenders whereby the Company guarantees varying amounts of debt for qualifying dealers on boats in inventory. The Company's obligation under these guarantees becomes effective in the case of a default under the financing arrangement between the dealer and the third-party lender. The agreements typically provide for the return of all repossessed boats in "new and unused" condition subject to normal wear and tear, as defined, to the Company, in exchange for the Company's assumption of specified percentages of the debt obligation on those boats, up to certain contractually determined dollar limits which vary by lender. During 2011, the Company became obligated to repurchase inventory at a cost of approximately \$0.8 million. There were no repurchases of dealer inventory during 2010.

Management continues to monitor the risk of additional defaults and resulting repurchase obligation based primarily upon information provided by the third-party floor plan lenders and to adjust the guarantee liability at the end of each reporting period based on information reasonably available at that time. As of December 31, 2011, the Company

believes the fair value of its remaining guarantee liability is immaterial. See further information regarding repurchase obligations in "NOTE 9: COMMITMENTS AND CONTINGENCIES" of the Consolidated Financial Statements.

The Company currently has an agreement with one of the floor plan lenders whereby the contractual repurchase limit is to not exceed 15 percent of the amount of the average net receivables financed by the floor plan lender for dealers during the prior 12 month period. The Company has contractual repurchase agreements with additional lenders with an aggregate maximum repurchase obligation of approximately \$5.5 million, with various expiration and cancellation terms of less than one year, for an aggregate repurchase obligation with all financing institutions of approximately \$9.8 million as of December 31, 2011. Although the Company has these agreements with financial institutions, in certain situations, the Company may decide for business reasons to repurchase boats in excess of these contractual amounts.

### **Related Party Transactions**

In conjunction with its spin-off from RPC in 2001, the Company and RPC entered into various agreements that define the companies' relationship after the spin-off.

The Transition Support Services Agreement provides for RPC to provide certain services, including financial reporting and income tax administration, acquisition assistance, etc., to Marine Products until the agreement is terminated by either party. Marine Products reimbursed RPC for its estimated allocable share of administrative costs incurred for services rendered on behalf of Marine Products totaling \$639,000 in 2011, \$689,000 in 2010, and \$713,000 in 2009. The Company's liability to RPC for these services as of December 31, 2011 and 2010 was approximately \$3,000 in 2011 and \$65,000 in 2010. The Company's directors are also directors of RPC and all of the Company's executive officers with the exception of one are employees of both the Company and RPC.

The Employee Benefits Agreement provides for, among other things, the Company's employees to continue participating subsequent to the spin-off in two RPC sponsored benefit plans, specifically, the defined contribution 401(k) plan and the defined benefit retirement income plan.

A group that includes the Company's Chairman of the Board, R. Randall Rollins and his brother Gary W. Rollins, who is also director of the Company, and certain companies under their control, controls in excess of fifty percent of the Company's voting power.

### **Critical Accounting Policies**

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require significant judgment by management in selecting the appropriate assumptions for calculating accounting estimates. These judgments are based on our historical experience, terms of existing contracts, trends in the industry, and information available from other outside sources, as appropriate. Senior management has discussed the development, selection and disclosure of its critical accounting estimates with the Audit Committee of our Board of Directors. The Company believes that, of its significant accounting policies, the following may involve a higher degree of judgment and complexity.

**Sales recognition** - The Company sells its boats through its network of independent dealers. Sales orders used to plan production are firm indications of interest from dealers and are cancelable at any time, although historically very few orders are cancelled after they have been placed. The Company recognizes sales when all the following conditions are met: (1) a fully executed sales agreement exists, (2) the price of the boat is established, (3) the dealer takes delivery of the boat, and (4) collectibility of the sales price is reasonably assured.

**Sales incentives and discounts** - The Company records incentives as a reduction of sales. Using historical trends and management estimates, adjusted for current changes, the Company estimates the amount of incentives that will be paid in the future on boats sold and accrues an estimated liability. The Company offers various incentives that promote sales to dealers, and to a lesser extent, retail customers. These incentives are designed to encourage timely replenishment of dealer inventories after peak selling seasons, stabilize manufacturing volumes throughout the year, and improve production model mix. The dealer incentive programs are a combination of annual volume commitment discounts, and additional discounts at time of invoice for those dealers who do not finance their inventory through specified floor plan financing agreements. The annual dealer volume discounts are primarily based on July 1 through June 30 model year purchases. In addition, the Company offers at various times other time-specific or model-specific incentives.

The factors that complicate the calculation of the cost of these incentives are the ability to forecast sales of the Company and individual dealers, the volume and timing of inventory financed by specific dealers, identification of which boats have been sold subject to an incentive, and the estimated lag time between sales and payment of incentives. Settlement of the incentives generally occurs from three to twelve months after the sale. The Company regularly analyzes the historical incentive trends and makes adjustments to recorded liabilities for changes in trends and terms of incentive programs. Total incentives recorded in net sales as a percentage of gross sales were 12.5 percent in 2011, 12.0 percent in 2010, and 30.3 percent in 2009. A 0.25 percentage point change in incentives as a percentage of gross sales during 2011 would have increased or decreased net sales, gross margin and operating income by approximately \$0.3 million.

Warranty costs -The Company records as part of selling, general and administrative expense an experience based estimate of the future warranty costs to be incurred when sales are recognized. The Company evaluates its warranty obligation on a model year basis. The Company provides warranties against manufacturing defects for various components of the boats, primarily the fiberglass deck and hull, with warranty periods extending up to 10 years. Warranty costs, if any, on other components of the boats are generally absorbed by the original component manufacturer. Warranty costs can vary depending upon the size and number of components in the boats sold, the pre-sale warranty claims, and the desired level of customer service. While we focus on high quality manufacturing programs and processes, including actively monitoring the quality of our component suppliers and managing the dealer and customer service warranty experience and reimbursements, our estimated warranty obligation is based upon the warranty terms and the Company's enforcement of those terms over time, defects, repair costs, and the volume and mix of boat sales. The estimate of warranty costs is regularly analyzed and is adjusted based on several factors including the actual claims that occur. Warranty expense as a percentage of net sales was 1.0 percent in 2011, 2.0 percent in 2010, and 5.1 percent in 2009. Warranty expense as a percentage of net sales decreased in 2011 compared to 2010 due primarily to favorable claims experience and the resulting change in management's estimate of warranties issued in prior years. A 0.10 percentage point increase in the estimated warranty expense as a percentage of net sales during 2011 would have increased selling, general and administrative expenses and reduced operating income by approximately \$0.1 million.

Income taxes - The effective income tax rates were 19.8 percent in 2011, 21.2 percent in 2010, and 38.9 percent in 2009. The effective tax rates vary due to changes in estimates of future taxable income, fluctuations in the tax jurisdictions in which the earnings and deductions are realized, variations in the relationship of tax-exempt income or losses to income before taxes and favorable or unfavorable adjustments to estimated tax liabilities related to proposed or probable assessments. As a result, the effective tax rate may fluctuate significantly on a quarterly or annual basis.

The Company establishes a valuation allowance against the carrying value of deferred tax assets when it is determined that it is more likely than not that the asset will not be realized through future taxable income. Such amounts are charged to earnings in the period the determination is made. Likewise, if it is later determined that it is more likely than not that the net deferred tax assets would be realized, the applicable portion of the previously provided valuation allowance is reversed. The Company considers future market growth, forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which the Company operates, and prudent and feasible tax planning strategies in determining the need for a valuation allowance.

The Company calculates the current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are recorded when identified, which is generally in the third quarter of the subsequent year for U.S. federal and state provisions. Deferred tax liabilities and assets are determined based on the differences between the financial and tax bases of assets and liabilities using enacted tax rates in effect in the year the differences are expected to reverse.

The amount of income taxes the Company pays is subject to ongoing audits by federal and state tax authorities, which often result in proposed assessments. Our estimate for the potential outcome for any uncertain tax issue is highly judgmental. The Company believes it has adequately provided for any reasonably foreseeable outcome related to these matters. However, future results may include favorable or unfavorable adjustments to estimated tax liabilities in the period the assessments are made or resolved or when statutes of limitation on potential assessments expire. Additionally, the jurisdictions in which earnings or deductions are realized may differ from current estimates.

## Impact of Recent Accounting Pronouncements

During the year ended December 31, 2011, the Financial Accounting Standards Board (FASB) issued the following Accounting Standards Updates (ASU):

### ***Recently Adopted Accounting Pronouncement:***

- ***ASU 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment.*** The amendments in this codification permits an entity to first assess qualitative factors to determine whether it is “more likely than not” that the fair value of a reporting unit is less than its carrying amount. This can be used as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. These amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity’s financial statements for the most recent annual or interim period have not yet been issued. The Company adopted these provisions in the fourth quarter of 2011, for annual and interim goodwill impairment tests performed starting this year. Adoption of these provisions did not have a material impact on the Company’s consolidated financial statements.

### ***Recently Issued Accounting Pronouncements Not Yet Adopted:***

- ***Accounting Standards Update 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.*** The amendments to the Codification in this ASU defer the presentation of reclassification adjustments out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This ASU supersedes certain presentation requirements in *ASU No. 2011-05, Comprehensive Income*, discussed below, so that entities will not be required to comply with the presentation requirements in ASU No. 2011-05 that ASU No. 2011-12 is deferring. While the presentation requirements are being re-deliberated, entities are required to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU No. 2011-05. The amendments to this ASU are effective at the same time as the amendments in ASU No. 2011-05. The Company plans to adopt these provisions in the first quarter of 2012 and is currently evaluating the impact of the adoption of these provisions on the presentation of its consolidated financial statements.
- ***Accounting Standards Update 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.*** The amendments to the Codification in this ASU are part of an ongoing effort to bring congruence between U.S. GAAP and International Financial Reporting Standards. The amendments in this ASU require an entity to disclose information about derivatives that are subject to a legally enforceable netting arrangement with the same party where rights of set-off are only available in the event of default or bankruptcy and can be presented as a single net amount in the statement of financial position. The amendments in this ASU are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods, with the required disclosures being provided retrospectively for all comparative periods presented. The Company is currently evaluating the impact of adoption of these provisions in the first quarter of 2013.
- ***ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income.*** The amendments to the Codification in this ASU allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders’ equity. The amendments to the Codification in the ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments are to be applied retrospectively and are effective for fiscal years beginning after December 15, 2011. The Company plans to adopt these provisions in the first quarter of 2012 and is currently evaluating the impact of the adoption of these provisions on the presentation of its consolidated financial statements.

- **ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs** . This ASU represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. These amendments have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The common requirements are expected to result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards. The amendments are to be applied prospectively and are effective for fiscal years beginning after December 15, 2011. The Company plans to adopt these provisions in the first quarter of 2012. Adoption of these provisions is not expected to have a material impact on the Company’s consolidated financial statements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Marine Products holds no derivative financial instruments which could expose the Company to significant market risk. Marine Products maintains an investment portfolio, comprised primarily of municipal debt and corporate debt securities, which are subject to interest rate risk exposure. This risk is managed through conservative policies to invest in high-quality obligations. Marine Products has performed an interest rate sensitivity analysis using a duration model over the near term with a 10 percent change in interest rates. Marine Products’ portfolio is not subject to material interest rate risk exposure based on this analysis. Marine Products does not expect any material changes in market risk exposures or how those risks are managed.

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Stockholders of Marine Products Corporation:

The management of Marine Products Corporation is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Marine Products Corporation maintains a system of internal accounting controls designed to provide reasonable assurance, at a reasonable cost, that assets are safeguarded against loss or unauthorized use and that the financial records are adequate and can be relied upon to produce financial statements in accordance with accounting principles generally accepted in the United States of America. The internal control system is augmented by written policies and procedures, an internal audit program and the selection and training of qualified personnel. This system includes policies that require adherence to ethical business standards and compliance with all applicable laws and regulations.

There are inherent limitations to the effectiveness of any controls system. A controls system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the controls system are met. Also, no evaluation of controls can provide absolute assurance that all control issues and any instances of fraud, if any, within the Company will be detected. Further, the design of a controls system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The Company intends to continually improve and refine its internal controls.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our internal control over financial reporting, as of December 31, 2011 based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management's assessment is that Marine Products Corporation maintained effective internal control over financial reporting as of December 31, 2011.

The independent registered public accounting firm, Grant Thornton LLP, has audited the consolidated financial statements as of and for the year ended December 31, 2011, and has also issued their report on the effectiveness of the Company's internal control over financial reporting, included in this report on page 40.



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Richard A. Hubbell  
President and Chief Executive Officer

Atlanta, Georgia  
February 29, 2012



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Ben M. Palmer  
Chief Financial Officer and Treasurer

## Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

Board of Directors and Stockholders  
Marine Products Corporation

We have audited Marine Products Corporation (a Delaware Corporation) and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2011 based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2011 and our report dated February 29, 2012, expressed an unqualified opinion on those consolidated financial statements.



Atlanta, Georgia  
February 29, 2012

## Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

Board of Directors and Stockholders  
Marine Products Corporation

We have audited the accompanying consolidated balance sheets of Marine Products Corporation (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2011. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 29, 2012 expressed an unqualified opinion thereon.



Atlanta, Georgia  
February 29, 2012

**Item 8. Financial Statements and Supplementary Data**

**CONSOLIDATED BALANCE SHEETS**  
**MARINE PRODUCTS CORPORATION AND SUBSIDIARIES**  
*(in thousands except share information)*

December 31,	2011	2010
<b>ASSETS</b>		
Cash and cash equivalents . . . . .	\$ 956	\$ 9,535
Marketable securities . . . . .	12,402	12,826
Accounts receivable, net . . . . .	2,209	1,178
Inventories . . . . .	24,907	21,882
Income taxes receivable . . . . .	-	481
Deferred income taxes . . . . .	1,021	920
Prepaid expenses and other current assets . . . . .	1,460	1,451
Current assets . . . . .	42,955	48,273
Property, plant and equipment, net . . . . .	11,884	12,416
Goodwill . . . . .	3,308	3,308
Other intangibles, net . . . . .	465	465
Marketable securities . . . . .	41,699	30,007
Deferred income taxes . . . . .	3,337	3,243
Other assets . . . . .	7,189	5,097
Total assets . . . . .	\$ 110,837	\$ 102,809
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Accounts payable . . . . .	\$ 2,992	\$ 1,884
Accrued expenses and other liabilities . . . . .	7,662	8,616
Current liabilities . . . . .	10,654	10,500
Pension liabilities . . . . .	6,315	5,581
Other long-term liabilities . . . . .	450	423
Total liabilities . . . . .	17,419	16,504
Commitments and contingencies . . . . .	—	—
<b>Stockholders' Equity</b>		
Preferred stock, \$0.10 par value, 1,000,000 shares authorized, none issued . . . . .	—	—
Common stock, \$0.10 par value, 74,000,000 shares authorized, issued and outstanding – 37,375,469 shares in 2011, 37,075,096 shares in 2010 . . . . .	3,738	3,708
Capital in excess of par value . . . . .	1,185	371
Retained earnings . . . . .	89,953	83,222
Accumulated other comprehensive loss . . . . .	(1,458)	(996)
Total stockholders' equity . . . . .	93,418	86,305
Total liabilities and stockholders' equity . . . . .	\$ 110,837	\$ 102,809

*The accompanying notes are an integral part of these statements.*

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**MARINE PRODUCTS CORPORATION AND SUBSIDIARIES**  
*(in thousands except per share data)*

Years ended December 31,	2011	2010	2009
Net sales .....	\$ 106,437	\$ 101,011	\$ 39,439
Cost of goods sold .....	86,931	83,298	45,996
Gross profit (loss) .....	19,506	17,713	(6,557)
Selling, general and administrative expenses .....	14,130	13,993	12,606
Operating income (loss) .....	5,376	3,720	(19,163)
Interest income .....	997	1,172	1,663
Other income .....	2,025	—	—
<b>Income (loss) before income taxes</b> .....	8,398	4,892	(17,500)
Income tax provision (benefit) .....	1,667	1,039	(6,807)
<b>Net income (loss)</b> .....	<b>\$ 6,731</b>	<b>\$ 3,853</b>	<b>\$ (10,693)</b>
<b>EARNINGS (LOSS) PER SHARE</b>			
Basic .....	\$ 0.19	\$ 0.11	\$ (0.30)
Diluted .....	0.18	0.11	(0.30)
<b>Dividends paid per share</b> .....	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 0.01</b>

*The accompanying notes are an integral part of these statements.*

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**MARINE PRODUCTS CORPORATION AND SUBSIDIARIES**  
*(in thousands)*

Three Years Ended December 31, 2011	Comprehensive Income (Loss)	Common Stock		Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
		Shares	Amount				
Balance, December 31, 2008 . . . . .		36,425	\$ 3,643	\$ —	\$ 88,535	\$ (1,389)	\$ 90,789
Stock issued for stock incentive plans, net . . . . .		616	61	226	1,217	—	1,504
Stock purchased and retired . . . . .		(158)	(16)	(679)	—	—	(695)
Net loss . . . . .	\$ (10,693)	—	—	—	(10,693)	—	(10,693)
Pension adjustment, net of taxes . . .	408	—	—	—	—	408	408
Unrealized gain on securities, net of taxes and reclassification adjustments . . . . .	115	—	—	—	—	115	115
Comprehensive loss . . . . .	<u>\$ (10,170)</u>						
Dividends declared . . . . .		—	—	—	(369)	—	(369)
Excess tax benefits for share-based payments . . . . .		—	—	453	—	—	453
Balance, December 31, 2009 . . . . .		36,883	3,688	—	78,690	(866)	81,512
Stock issued for stock incentive plans, net . . . . .		235	24	611	679	—	1,314
Stock purchased and retired . . . . .		(43)	(4)	(240)	—	—	(244)
Net income . . . . .	\$ 3,853	—	—	—	3,853	—	3,853
Pension adjustment, net of taxes . . .	(14)	—	—	—	—	(14)	(14)
Unrealized loss on securities, net of taxes and reclassification adjustments . . . . .	(116)	—	—	—	—	(116)	(116)
Comprehensive income . . . . .	<u>\$ 3,723</u>						
Balance, December 31, 2010 . . . . .		37,075	3,708	371	83,222	(996)	86,305
Stock issued for stock incentive plans, net . . . . .		378	38	1,302	—	—	1,340
Stock purchased and retired . . . . .		(78)	(8)	(565)	—	—	(573)
Net income . . . . .	\$ 6,731	—	—	—	6,731	—	6,731
Pension adjustment, net of taxes . . .	(504)	—	—	—	—	(504)	(504)
Unrealized gain on securities, net of taxes and reclassification adjustments . . . . .	42	—	—	—	—	42	42
Comprehensive income . . . . .	<u>\$ 6,269</u>						
Excess tax benefits for share-based payments . . . . .		—	—	77	—	—	77
Balance, December 31, 2011 . . . . .		37,375	\$ 3,738	\$ 1,185	\$ 89,953	\$ (1,458)	\$ 93,418

*The accompanying notes are an integral part of these statements.*

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**MARINE PRODUCTS CORPORATION AND SUBSIDIARIES**  
*(in thousands)*

Years ended December 31,	2011	2010	2009
<b>OPERATING ACTIVITIES</b>			
Net income (loss) .....	\$ 6,731	\$ 3,853	\$ (10,693)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:			
Depreciation expense .....	889	1,081	1,354
Gain on sale of equipment and property .....	—	(37)	(15)
Gain on benefit plan financing arrangement .....	(2,025)	—	—
Stock-based compensation expense .....	1,296	1,542	1,645
Excess tax benefits for share-based payments .....	(77)	—	(453)
Deferred income tax benefit .....	(76)	(132)	(854)
(Increase) decrease in assets:			
Accounts receivable .....	(1,031)	87	4,310
Inventories .....	(3,025)	(2,395)	2,966
Prepaid expenses and other current assets .....	(10)	1,332	(1,102)
Income taxes receivable .....	558	5,823	(3,325)
Other non-current assets .....	(67)	(20)	(733)
Increase (decrease) in liabilities:			
Accounts payable .....	1,108	(88)	535
Income taxes payable .....	327	68	—
Other accrued expenses .....	(1,281)	(163)	(3,570)
Other long-term liabilities .....	(21)	(72)	899
Net cash provided by (used for) operating activities .....	<u>3,296</u>	<u>10,879</u>	<u>(9,036)</u>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures .....	(357)	(191)	(85)
Proceeds from sale of assets .....	—	41	15
Proceeds from benefit plan financing arrangement .....	3,671	—	—
Re-investment in benefit plan financing arrangement .....	(3,671)	—	—
Sales and maturities of marketable securities .....	24,904	25,579	22,344
Purchases of marketable securities .....	(36,106)	(29,147)	(14,858)
Net cash (used for) provided by investing activities .....	<u>(11,559)</u>	<u>(3,718)</u>	<u>7,416</u>
<b>FINANCING ACTIVITIES</b>			
Payment of dividends .....	—	—	(369)
Cash paid for common stock purchased and retired .....	(447)	(244)	(537)
Excess tax benefits for share-based payments .....	77	—	453
Proceeds received upon exercise of stock options .....	54	45	24
Net cash used for financing activities .....	<u>(316)</u>	<u>(199)</u>	<u>(429)</u>
Net (decrease) increase in cash and cash equivalents .....	(8,579)	6,962	(2,049)
Cash and cash equivalents at beginning of year .....	9,535	2,573	4,622
Cash and cash equivalents at end of year .....	<u>\$ 956</u>	<u>\$ 9,535</u>	<u>\$ 2,573</u>

*The accompanying notes are an integral part of these statements.*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*

*Years ended December 31, 2011, 2010 and 2009*

### NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

*Basis of Consolidation and Presentation* — The consolidated financial statements include the accounts of Marine Products Corporation (a Delaware corporation) and its wholly owned subsidiaries (“Marine Products” or the “Company”). Marine Products, through Chaparral Boats, Inc. (“Chaparral”) and Robalo Acquisition Company LLC (“Robalo”), operates as a manufacturer of fiberglass powerboats and related products and services to a broad range of consumers worldwide.

The consolidated financial statements included herein may not necessarily be indicative of the future results of operations, financial position and cash flows of Marine Products.

The Company has only one reportable segment — its Powerboat Manufacturing business. The Company’s results of operations and its financial condition are not significantly reliant upon any single customer or product model. No single dealer accounted for more than 10 percent of net sales during 2011 or 2010; however, due to significantly lower sales in 2009, one dealer accounted for approximately 13 percent of net sales in 2009. Net sales from the Company’s international dealers were approximately \$23,000,000 in 2011, \$31,000,000 in 2010, and \$12,000,000 in 2009.

*Nature of Operations* — Marine Products is principally engaged in manufacturing powerboats and providing related products and services. Marine Products distributes fiberglass recreational boats through a network of domestic and international independent dealers.

*Common Stock* — Marine Products is authorized to issue 74,000,000 shares of common stock, \$0.10 par value. Holders of common stock are entitled to receive dividends when, as, and if declared by our Board of Directors out of legally available funds. Each share of common stock is entitled to one vote on all matters submitted to a vote of stockholders. Holders of common stock do not have cumulative voting rights. In the event of any liquidation, dissolution or winding up of the Company, holders of common stock are entitled to ratable distribution of the remaining assets available for distribution to stockholders.

*Preferred Stock* — Marine Products is authorized to issue up to 1,000,000 shares of preferred stock, \$0.10 par value. As of December 31, 2011, there were no shares of preferred stock issued. The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of preferred stock as a class without series or, if so determined from time to time, in one or more series, and by filing a certificate pursuant to the applicable laws of the state of Delaware and to fix the designations, powers, preferences and rights, exchangeability for shares of any other class or classes of stock. Any preferred stock to be issued could rank prior to the common stock with respect to dividend rights and rights on liquidation.

*Share Repurchases* — The Company records the cost of share repurchases in stockholders’ equity as a reduction to common stock to the extent of par value of the shares acquired and the remainder is allocated to capital in excess of par value or retained earnings if capital in excess of par value is eliminated.

*Dividend* — There were no quarterly dividends paid in 2010 or 2011. On January 24, 2012, the Board of Directors approved a quarterly dividend of \$0.02 per common share to stockholders to be paid March 9, 2012 for stockholders of record at the close of business on February 10, 2012.

*Use of Estimates in the Preparation of Financial Statements* — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are used in the determination of sales incentives and discounts, warranty costs, costs associated with repurchase obligations and income taxes.

*Sales Recognition* — Marine Products recognizes sales when a fully executed agreement exists, prices are established, products are delivered to the dealer in the case of domestic dealers and collectibility is reasonably assured. See “Deferred Revenue” below for recognition of sales to international dealers.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*

*Years ended December 31, 2011, 2010 and 2009*

*Deferred Revenue* — Marine Products requires payment from international dealers prior to shipment of products to these dealers. Amounts received from international dealers toward the purchase of boats are categorized as deferred revenue and recognized as sales when the products are shipped.

*Shipping and Handling Charges* — The shipping and handling of the Company's products to dealers is handled through a combination of third-party marine transporters and a company owned fleet of delivery trucks. Fees charged to customers for shipping and handling are included in net sales in the accompanying consolidated statements of operations; the related costs incurred by the Company are included in cost of goods sold.

*Advertising* — Advertising expenses are charged to expense during the period in which they are incurred. Expenses associated with product brochures and other inventoriable marketing materials are deferred and amortized over the related model year which approximates the consumption of these materials. As of December 31, 2011 and 2010, the Company had approximately \$155,000 and \$179,000 in prepaid expenses related to the unamortized product brochure costs. Advertising expenses totaled approximately \$1,353,000 in 2011, \$1,030,000 in 2010 and \$1,206,000 in 2009.

*Sales Incentives and Discounts* — Sales incentives including dealer discounts and retail sales promotions are provided for and recorded as a reduction in sales. The Company records the estimated cost of these incentives at the later of the recognition of the related sales or the announcement of a promotional program.

*Cash and Cash Equivalents* — Highly liquid investments with original maturities of three months or less when acquired are considered to be cash equivalents. The Company maintains its cash in bank accounts, which at times, may exceed federally insured limits. Marine Products maintains cash equivalents and investments in one or more large financial institutions, and the Company's policy restricts investment in any securities rated less than "investment grade" by national rating services.

*Marketable Securities* — Marine Products maintains investments at a large, well-capitalized financial institution. Marine Products' investment policy does not allow investment in any securities rated less than "investment grade" by national rating services.

Management determines the appropriate classification of debt securities at the time of purchase and re-evaluates such designations as of each balance sheet date. Debt securities are classified as available-for-sale because the Company does not have the intent to hold the securities to maturity. Available-for-sale securities are stated at their fair values, with the unrealized gains and losses, net of taxes, reported as a separate component of stockholders' equity. The cost of securities sold is based on the specific identification method. Realized gains and losses, declines in value judged to be other than temporary, interest and dividends on available-for-sale securities are included in interest income. Net realized gains on marketable securities totaled \$64,000 in 2011, \$28,000 in 2010, and \$163,000 in 2009. Of the total gains realized, reclassification from other comprehensive income totaled approximately \$64,000 in 2011, \$28,000 in 2010, and \$163,000 in 2009. Gross unrealized gains on marketable securities totaled \$354,000 at December 31, 2011 and \$326,000 at December 31, 2010. Gross unrealized losses on marketable securities totaled \$29,000 at December 31, 2011 and \$68,000 at December 31, 2010. The amortized cost basis, fair value and net unrealized gains of the available-for-sale securities are as follows:

December 31,	2011			2010		
Type of Securities (in thousands)	Amortized Cost Basis	Fair Value	Net Unrealized Gain	Amortized Cost Basis	Fair Value	Net Unrealized Gain
Municipal Obligations . .	\$ 49,553	\$ 49,832	\$ 279	\$ 37,649	\$ 37,765	\$ 116
Corporate Obligations . .	4,223	4,269	46	4,926	5,068	142
Total . . . . .	<u>\$ 53,776</u>	<u>\$ 54,101</u>	<u>\$ 325</u>	<u>\$ 42,575</u>	<u>\$ 42,833</u>	<u>\$ 258</u>

Municipal debt obligations consist primarily of municipal notes rated A1/P1 or higher ranging in maturity from less than one year to 16 years. Investments with remaining maturities of less than 12 months are considered to be current marketable securities. Investments with remaining maturities greater than 12 months are considered to be non-current marketable securities. The Company's non-current marketable securities are scheduled to mature between 2012 and 2027.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

Corporate backed obligations consist primarily of debentures and notes issued by other companies ranging in maturity from one to three years. These securities are rated BBB or higher.

*Accounts Receivable* — The majority of the Company's accounts receivable are due from dealers located in markets throughout the United States. Approximately half of Marine Products' domestic shipments are made pursuant to "floor plan financing" programs in which Marine Products' subsidiaries participate on behalf of their dealers with various major third-party financing institutions. Under these arrangements, a dealer establishes lines of credit with one or more of these third-party lenders for the purchase of boat inventory for sales to retail customers in their show room or during boat show exhibitions. When a dealer purchases and takes delivery of a boat pursuant to a floor plan financing arrangement, it draws against its line of credit and the lender pays the invoice cost of the boat directly to Marine Products within approximately five business days. The Company determines its allowance for doubtful accounts by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes-off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance.

*Inventories* — Inventories are stated at the lower of cost (determined on a first-in, first-out basis) or market value. Market value is determined based on replacement cost for raw materials and net realizable value for work in process and finished goods.

*Property, Plant and Equipment* — Property, plant and equipment is carried at cost. Depreciation is provided principally on a straight-line basis over the estimated useful lives of the assets. The cost of assets retired or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts in the year of disposal with the resulting gain or loss credited or charged to income. Expenditures for additions, major renewals, and betterments are capitalized while expenditures for routine maintenance and repairs are expensed as incurred. Depreciation expense on operating equipment used in production is included in cost of goods sold in the accompanying consolidated statements of operations. All other depreciation is included in selling, general and administrative expenses in the accompanying consolidated statements of operations. Property, plant and equipment are reviewed for impairment when indicators of impairment exist.

*Goodwill and Other Intangibles* — Intangibles consist primarily of goodwill and trade names related to businesses acquired. Goodwill represents the excess of the purchase price over the fair value of net assets of businesses acquired. The carrying amount of goodwill was \$3,308,000 as of December 31, 2011 and 2010. In accordance with recently adopted accounting guidance, the Company completed a comprehensive qualitative assessment of the various factors that impact goodwill and concluded it is more likely than not that the fair value of its goodwill is not less than its carrying amount on the annual test date. Therefore the Company did not proceed to Step 1 of the goodwill impairment test in 2011. In prior years, the Company completed the Step 1 quantitative analysis by comparing the estimated fair value of a reporting unit with its carrying value. Based on the qualitative assessment and results of prior years' analyses, the Company has concluded that no impairment of its goodwill has occurred for the years ended December 31, 2011, 2010 and 2009.

*Investments* — The Company maintains certain securities in the non-qualified Supplemental Executive Retirement Plan that have been classified as trading. See Note 10 for further information regarding these securities.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
Years ended December 31, 2011, 2010 and 2009

*Warranty Costs* — The Company warrants the entire boat, excluding the engine, against defects in materials and workmanship for a period of one year. The Company also warrants the entire deck and hull, including its bulkhead and supporting stringer system, against defects in materials and workmanship for periods extending up to 10 years. The Company accrues for estimated future warranty costs at the time of the sale based on its historical claims experience. An analysis of the warranty accruals for the years ended December 31, 2011 and 2010 is as follows:

<u>(in thousands)</u>	<u>2011</u>	<u>2010</u>
Balance at beginning of year . . . . .	\$ 2,550	\$ 2,403
Less: Payments made during the year . . . . .	(1,608)	(1,887)
Add: Warranty provision for the current year . . . . .	2,061	2,362
Changes to warranty provision for prior years . . . . .	(1,030)	(328)
Balance at end of year . . . . .	<u>\$ 1,973</u>	<u>\$ 2,550</u>

*Insurance Accruals* — The Company fully insures its risks related to general liability, product liability, workers' compensation, and vehicle liability, whereas the health insurance plan is self-funded up to a maximum annual claim amount for each covered employee and related dependents. The estimated cost of claims under the self-insurance program is accrued as the claims are incurred and may subsequently be revised based on developments relating to such claims.

*Research and Development Costs* — The Company expenses research and development costs for new products and components as incurred. Research and development costs are included in selling, general and administrative expenses and totaled \$789,000 in 2011, \$489,000 in 2010, and \$712,000 in 2009.

*Repurchase Obligations* — The Company has entered into agreements with third-party floor plan lenders where it has agreed, in the event of default by the dealer, to repurchase MPC boats repossessed from the dealer. These arrangements are subject to maximum repurchase amounts and the associated risk is mitigated by the value of the boats repurchased. The Company accrues estimated losses when a loss due primarily to the default of one of our dealers is determined to be probable and the amount of the loss is reasonably estimable.

*Income Taxes* — Deferred tax liabilities and assets are determined based on the difference between the financial and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company establishes a valuation allowance against the carrying value of deferred tax assets if the Company concludes that it is more likely than not that the asset will not be realized through future taxable income.

*Stock-Based Compensation* — Stock-based compensation expense is recognized for all share-based payment awards, net of an estimated forfeiture rate. Thus, compensation cost is amortized for those shares expected to vest on a straight-line basis over the requisite service period of the award. See Note 10 for additional information.

*Earnings per Share* — FASB ASC Topic 260-10 "Earnings Per Share-Overall," requires a basic earnings per share and diluted earnings per share presentation. During 2009, the Company adopted certain amendments to ASC 260-10 which requires that all outstanding unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, be considered participating securities and included in the calculation of its basic earnings per share.

The Company has periodically issued share-based payment awards that contain non-forfeitable rights to dividends and therefore are considered participating securities. See Note 10 for further information on restricted stock granted to employees.

The basic and diluted calculations differ as a result of the dilutive effect of stock options and time lapse restricted shares and performance restricted shares included in diluted earnings per share, but excluded from basic earnings per share. Basic and diluted earnings per share are computed by dividing net income (loss) by the weighted average number of shares outstanding during the respective periods.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

A reconciliation of weighted average shares outstanding along with the earnings per share attributable to restricted shares of common stock (participating securities) is as follows:

(In thousands except per share data)	2011	2010	2009
Net income (loss) available for stockholders: .....	\$ 6,731	\$ 3,853	\$ (10,693)
Less: Dividends paid			
Common Stock .....	—	—	(361)
Restricted shares of common stock .....	—	—	(8)
Undistributed earnings (loss) .....	<u>\$ 6,731</u>	<u>\$ 3,853</u>	<u>\$ (11,062)</u>
Allocation of undistributed earnings (loss):			
Common Stock .....	\$ 6,551	\$ 3,762	\$ (10,823)
Restricted shares of common stock .....	180	91	(239)
Basic shares outstanding:			
Common Stock .....	35,385	35,286	35,271
Restricted shares of common stock .....	987	893	796
	<u>36,372</u>	<u>36,179</u>	<u>36,067</u>
Diluted shares outstanding:			
Common Stock .....	35,385	35,286	35,271
Dilutive effect of options .....	363	489	—
	<u>35,748</u>	<u>35,775</u>	<u>35,271</u>
Restricted shares of common stock .....	987	893	796
	<u>36,735</u>	<u>36,668</u>	<u>36,067</u>
Basic earnings (loss) per share:			
Common Stock:			
Distributed earnings .....	\$ —	\$ —	\$ 0.01
Undistributed earnings (loss) .....	0.19	0.11	(0.31)
	<u>\$ 0.19</u>	<u>\$ 0.11</u>	<u>\$ (0.30)</u>
Restricted shares of common stock:			
Distributed earnings .....	\$ —	\$ —	\$ 0.01
Undistributed earnings (loss) .....	0.18	0.10	(0.30)
	<u>\$ 0.18</u>	<u>\$ 0.10</u>	<u>\$ (0.29)</u>
Diluted earnings (loss) per share:			
Common Stock:			
Distributed earnings .....	\$ —	\$ —	\$ 0.01
Undistributed earnings (loss) .....	0.18	0.11	(0.31)
	<u>\$ 0.18</u>	<u>\$ 0.11</u>	<u>\$ (0.30)</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

During the year ended December 31, 2009, the Company incurred a net loss from continuing operations and consequently the common stock equivalents were excluded from the computation of diluted loss per share because the effect would have been anti-dilutive.

*Fair Value of Financial Instruments* — The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable and marketable securities. The carrying value of cash, accounts receivable and accounts payable approximate their fair values because of the short-term nature of such instruments. The Company's marketable securities are classified as available-for-sale securities with the exception of securities held in the non-qualified Supplemental Executive Retirement Plan ("SERP") which are classified as trading securities. All of these securities are carried at fair value in the accompanying consolidated balance sheets. See Note 8 for further information regarding the fair value measurement of assets and liabilities.

*Concentration of Suppliers* — The Company purchases a significant number of its sterndrive engines from only two available suppliers. This concentration of suppliers could impact our sales and profitability in the event of a sudden interruption in the delivery of these engines.

### *New Accounting Standards* —

During the year ended December 31, 2011, the Financial Accounting Standards Board (FASB) issued the following Accounting Standards Updates (ASU):

#### ***Recently Adopted Accounting Pronouncement:***

- ***ASU 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment.*** The amendments in this codification permits an entity to first assess qualitative factors to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount. This can be used as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. These amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The Company adopted these provisions in the fourth quarter of 2011, for annual and interim goodwill impairment tests performed starting this year. Adoption of these provisions did not have a material impact on the Company's consolidated financial statements.

#### ***Recently Issued Accounting Pronouncements Not Yet Adopted:***

- ***Accounting Standards Update 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.*** The amendments to the Codification in this ASU defer the presentation of reclassification adjustments out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This ASU supersedes certain presentation requirements in *ASU No. 2011-05, Comprehensive Income*, discussed below, so that entities will not be required to comply with the presentation requirements in ASU No. 2011-05 that ASU No. 2011-12 is deferring. While the presentation requirements are being re-deliberated, entities are required to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU No. 2011-05. The amendments to this ASU are effective at the same time as the amendments in ASU No. 2011-05. The Company plans to adopt these provisions in the first quarter of 2012 and is currently evaluating the impact of the adoption of these provisions on the presentation of its consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries  
Years ended December 31, 2011, 2010 and 2009*

- **Accounting Standards Update 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.** The amendments to the Codification in this ASU are part of an ongoing effort to bring congruence between U.S. GAAP and International Financial Reporting Standards. The amendments in this ASU require an entity to disclose information about derivatives that are subject to a legally enforceable netting arrangement with the same party where rights of set-off are only available in the event of default or bankruptcy and can be presented as a single net amount in the statement of financial position. The amendments in this ASU are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods, with the required disclosures being provided retrospectively for all comparative periods presented. The Company is currently evaluating the impact of adoption of these provisions in the first quarter of 2013.
- **ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income.** The amendments to the Codification in this ASU allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments to the Codification in the ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments are to be applied retrospectively and are effective for fiscal years beginning after December 15, 2011. The Company plans to adopt these provisions in the first quarter of 2012 and is currently evaluating the impact of the adoption of these provisions on the presentation of its consolidated financial statements.
- **ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.** This ASU represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. These amendments have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "fair value." The common requirements are expected to result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards. The amendments are to be applied prospectively and are effective for fiscal years beginning after December 15, 2011. The Company plans to adopt these provisions in the first quarter of 2012. Adoption of these provisions is not expected to have a material impact on the Company's consolidated financial statements.

### NOTE 2: ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

<u>December 31,</u> <i>(in thousands)</i>	<u>2011</u>	<u>2010</u>
Trade receivables . . . . .	\$ 2,093	\$ 1,001
Other . . . . .	143	208
Total . . . . .	2,236	1,209
Less: allowance for doubtful accounts . . . . .	(27)	(31)
Net accounts receivable . . . . .	<u>\$ 2,209</u>	<u>\$ 1,178</u>

Trade receivables consist primarily of balances related to the sales of boats which are shipped pursuant to "floor-plan financing" programs with qualified lenders. Other receivables consist primarily of rebate receivables from various suppliers. Changes in the Company's allowance for doubtful accounts are disclosed in Schedule II on page 74 of this report.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

**NOTE 3: INVENTORIES**

Inventories consist of the following:

<b>December 31,</b> <i>(in thousands)</i>	<b>2011</b>	<b>2010</b>
Raw materials .....	\$ 15,892	\$ 15,572
Work in process .....	5,691	4,725
Finished goods .....	3,324	1,585
Total inventories .....	<u>\$ 24,907</u>	<u>\$ 21,882</u>

**NOTE 4: PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment are presented at cost, net of accumulated depreciation, and consist of the following:

<b>December 31,</b> <i>(in thousands)</i>	<b>Estimated Useful Lives</b>	<b>2011</b>	<b>2010</b>
Land .....	N/A	\$ 657	\$ 657
Buildings .....	7-40	17,012	16,928
Operating equipment and property .....	3-15	9,684	9,578
Furniture and fixtures .....	5-7	1,801	1,749
Vehicles .....	5-10	6,207	6,092
Gross property, plant and equipment .....		35,361	35,004
Less: accumulated depreciation .....		(23,477)	(22,588)
Net property, plant and equipment .....		<u>\$ 11,884</u>	<u>\$ 12,416</u>

Depreciation expense was \$889,000 in 2011, \$1,081,000 in 2010 and \$1,354,000 in 2009.

**NOTE 5: ACCRUED EXPENSES AND OTHER LIABILITIES**

Accrued expenses and other liabilities consist of the following:

<b>December 31,</b> <i>(in thousands)</i>	<b>2011</b>	<b>2010</b>
Accrued payroll and related expenses .....	\$ 1,134	\$ 1,697
Accrued sales incentives and discounts .....	2,661	2,839
Accrued warranty costs .....	1,973	2,550
Deferred revenue .....	899	974
Other .....	995	556
Total accrued expenses and other liabilities .....	<u>\$ 7,662</u>	<u>\$ 8,616</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

**NOTE 6: INCOME TAXES**

The following table lists the components of the provision for income taxes:

<b>Years ended December 31,</b> <i>(in thousands)</i>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Current provision (benefit):			
Federal .....	\$ 1,757	\$ 989	\$ (5,892)
State .....	(14)	182	(61)
Deferred provision (benefit):			
Federal .....	(90)	165	(802)
State .....	14	(297)	(52)
Total income tax provision (benefit) .....	<u>\$ 1,667</u>	<u>\$ 1,039</u>	<u>\$ (6,807)</u>

A reconciliation between the federal statutory rate and Marine Products' effective tax rate is as follows:

<b>Years ended December 31,</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Federal statutory rate .....	34.0%	34.0%	35.0%
State income taxes, net of federal benefit .....	0.8	1.4	0.3
Tax-exempt interest .....	(3.0)	(6.6)	3.1
Tax-exempt gain/loss on SERP assets .....	0.2	—	1.2
Tax-exempt gain – benefit plan financing .....	(8.4)	—	—
Manufacturing deduction .....	(2.0)	(3.2)	—
Change in state credits .....	—	(10.5)	1.2
Change in valuation allowance .....	—	4.5	(1.6)
Other .....	(1.7)	1.6	(0.3)
Effective tax rate .....	<u>19.9%</u>	<u>21.2%</u>	<u>38.9%</u>

Significant components of the Company's deferred tax assets and liabilities are as follows:

<b>December 31,</b> <i>(in thousands)</i>	<b>2011</b>	<b>2010</b>
Deferred tax assets:		
Warranty costs .....	\$ 701	\$ 905
Sales incentives and discounts .....	750	671
Stock-based compensation .....	755	820
Pension .....	2,242	1,981
All others .....	267	336
State credits .....	4,099	4,003
Valuation allowance .....	(3,783)	(3,677)
Total deferred tax assets .....	5,031	5,039
Deferred tax liabilities:		
Depreciation and amortization expense .....	(673)	(876)
Net deferred tax assets .....	<u>\$ 4,358</u>	<u>\$ 4,163</u>

Total net income tax payments (refunds) were \$880,000 in 2011, \$(4,743,000) in 2010 and \$(2,406,000) in 2009. The Company includes a valuation allowance against certain state credits based on an examination of these deferred tax assets and the expectation that they will not be realized based on future market growth, forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which the Company operates and prudent and feasible tax planning strategies.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

The Company's policy is to record interest and penalties related to income tax matters as income tax expense. Accrued interest and penalties were immaterial as of December 31, 2011 and 2010.

In accordance with the accounting guidance relating to the accounting for uncertainty in income tax reporting, which provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions, the Company did not recognize a material adjustment in the liability for unrecognized income tax benefits.

As of December 31, 2011 and 2010, our liability for unrecognized tax benefits was \$23,000 and \$44,000, respectively, all of which would affect our effective rate if recognized. A reconciliation of the beginning and ending amount of unrecognized tax benefits for 2011 and 2010 are as follows:

<i>(in thousands)</i>	December 31,	
	2011	2010
Balance at the beginning of the year	\$ 44	\$ 23
Additions based on tax positions related to current year	-	12
Additions for tax positions of prior years	-	20
Reductions for tax positions of prior years	(21)	(11)
Balance at the end of the year	<u>\$ 23</u>	<u>\$ 44</u>

The Company and its subsidiaries are subject to U.S. federal and state income tax in multiple jurisdictions. In many cases our uncertain tax positions are related to tax years that remain open and subject to examination by the relevant taxing authorities. The Company's 2008 through 2011 tax years remain open to examination.

It is reasonably possible that the amount of the unrecognized benefits with respect to our unrecognized tax positions will increase or decrease in the next 12 months. These changes may be the result of, among other things, state tax settlements under voluntary disclosure agreements. However, quantification of an estimated range cannot be made at this time.

### NOTE 7: ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

Accumulated other comprehensive (loss) income consists of the following:

<i>(in thousands)</i>	Pension	Unrealized	Total
	Adjustment	Gain on Securities	
Balance at December 31, 2009	\$ (1,148)	\$ 282	\$ (866)
Change during 2010:			
Before-tax amount	(22)	(152)	(174)
Tax provision	8	54	62
Reclassification adjustment, net of taxes	—	(18)	(18)
Total activity in 2010	<u>(14)</u>	<u>(116)</u>	<u>(130)</u>
Balance at December 31, 2010	(1,162)	166	(996)
Change during 2011:			
Before-tax amount	(782)	129	(653)
Tax provision	278	(46)	232
Reclassification adjustment, net of taxes	—	(41)	(41)
Total activity in 2011	<u>(504)</u>	<u>42</u>	<u>(462)</u>
Balance at December 31, 2011	<u>\$ (1,666)</u>	<u>\$ 208</u>	<u>\$ (1,458)</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Marine Products Corporation and Subsidiaries  
Years ended December 31, 2011, 2010 and 2009*

**NOTE 8: FAIR VALUE MEASUREMENTS**

The various inputs used to measure assets at fair value establish a hierarchy that distinguishes between assumptions based on market data (observable inputs) and the Company's assumptions (unobservable inputs). The hierarchy consists of three broad levels as follows:

1. Level 1 – Quoted market prices in active markets for identical assets or liabilities.
2. Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
3. Level 3 – Unobservable inputs developed using the Company's estimates and assumptions, which reflect those that market participants would use.

The following table summarizes the valuation of financial instruments measured at fair value on a recurring basis on the balance sheet as of December 31, 2011 and 2010:

	Fair Value Measurements at December 31, 2011 with:		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>(in thousands)</i>			
Assets:			
Trading securities . . . . .	\$ —	\$ 6,510	\$ —
Available-for-sale securities:			
Municipal Obligations . . . . .	\$ —	\$ 49,832	—
Corporate Obligations . . . . .	—	4,269	—
Total . . . . .	\$ —	\$ 54,101	\$ —

	Fair Value Measurements at December 31, 2010 with:		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>(in thousands)</i>			
Assets:			
Trading securities . . . . .	\$ —	\$ 4,445	\$ —
Available-for-sale securities:			
Municipal Obligations . . . . .	\$ —	\$ 37,765	—
Corporate Obligations . . . . .	—	5,068	—
Total . . . . .	\$ —	\$ 42,833	\$ —

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

The Company determines the fair value of the marketable securities that are available-for-sale through quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active. The trading securities are comprised of the SERP assets, as described in Note 10, and are recorded primarily at their net cash surrender values, which approximates fair value, as provided by the issuing insurance company. Significant observable inputs, in addition to quoted market prices, were used to value the trading securities. As a result, the Company classified these investments as using level 2 inputs. The Company's policy is to recognize transfers between levels at the beginning of quarterly reporting periods. For the year ended December 31, 2011 there were no significant transfers in or out of levels 1, 2 or 3.

The carrying amount of other financial instruments reported in the balance sheet for current assets and current liabilities approximate their fair values because of the short-term maturity of these instruments. The Company currently does not use the fair value option to measure any of its existing financial instruments and has not determined whether or not it will elect this option for financial instruments it may acquire in the future.

### NOTE 9: COMMITMENTS AND CONTINGENCIES

*Lawsuits* — The Company is a defendant in certain lawsuits which allege that plaintiffs have been damaged as a result of the use of the Company's products. The Company is vigorously contesting these actions. Management, after consultation with legal counsel, is of the opinion that the outcome of these lawsuits will not have a material adverse effect on the financial position, results of operations or liquidity of Marine Products.

*Dealer Floor Plan Financing* — To assist dealers in obtaining financing for the purchase of its boats for inventory, the Company has entered into agreements with various dealers and selected third-party floor plan lenders to guarantee varying amounts of qualifying dealers' debt obligations. The Company's obligation under these guarantees becomes effective in the case of a default under the financing arrangement between the dealer and the third party lender. The agreements provide for the return of repossessed boats to the Company in new and unused condition subject to normal wear and tear as defined, in exchange for the Company's assumption of specified percentages of the debt obligation on those boats, up to certain contractually determined dollar limits by lender.

As a result of dealer defaults, the Company became contractually obligated to repurchase inventory for approximately \$0.8 million during 2011 and approximately \$6.3 million during 2009. During 2011 and 2009, the Company recorded costs of approximately \$86,000 and \$700,000, respectively, as a reduction of net sales in connection with these repurchases, including the write down of repurchased inventory to net realizable value. There were no repurchases of inventory under contractual agreements during 2010.

Management continues to monitor the risk of additional defaults and resulting repurchase obligations based in part on information provided by the third-party floor plan lenders and will adjust the guarantee liability at the end of each reporting period based on information reasonably available at that time.

The Company currently has an agreement with one of the floor plan lenders whereby the contractual repurchase limit is to not exceed 15 percent of the amount of the average net receivables financed by the floor plan lender for dealers during the prior 12 month period. The Company has contractual repurchase agreements with additional lenders with an aggregate maximum repurchase obligation of approximately \$5.5 million, with various expiration and cancellation terms of less than one year, for an aggregate repurchase obligation with all financing institutions of approximately \$9.8 million as of December 31, 2011.

*Lease Obligations* — In June 2001, the Company entered into a lease transaction for existing boat manufacturing space located in Valdosta, Georgia. The lease has a term of 12 years. This lease has been accounted for as a capital lease and accordingly, the building, land and miscellaneous equipment have been recorded in property, plant and equipment on the consolidated balance sheet at a gross amount of \$1,085,000 with accumulated depreciation of approximately \$312,000 as of December 31, 2011. A liability equal to the estimated present value of the remaining lease obligation totaling \$352,000 as of December 31, 2011 is included in other long-term liabilities on the consolidated balance sheet. During 2008, this facility in Valdosta, Georgia was temporarily idled and production of these boats was moved to the Nashville, Georgia facility. There are no plans or current intentions to dispose of this facility.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

Minimum annual operating lease obligations with terms in excess of one year, in effect at December 31, 2011, are summarized in the following table:

<i>(in thousands)</i>	
2012 .....	\$ 162
2013 .....	143
2014 .....	142
2015 .....	138
2016 .....	144
Thereafter .....	<u>278</u>
Total rental commitments .....	<u>\$ 1,007</u>

Total rent expense charged to operations was approximately \$121,000 in 2011, \$113,000 in 2010 and \$117,000 in 2009.

*Income Taxes* — The amount of income taxes the Company pays is subject to ongoing audits by federal and state tax authorities, which often result in proposed assessments. Other long-term liabilities included the Company's estimated liabilities for these probable assessments and totaled approximately \$57,000 as of December 31, 2011 and \$78,000 as of December 31, 2010.

*Employment Agreements* — The Company has agreements with two employees, which provide for a monthly payment to each of the employees equal to 10 percent of profits (defined as pretax income before goodwill adjustments and certain allocated corporate expenses) in addition to a base salary. The expense under these agreements totaled approximately \$2,331,000 in 2011, \$1,937,000 in 2010 and \$283,000 in 2009 and is included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

### NOTE 10: EMPLOYEE BENEFIT PLANS

*Retirement Income Plan* — Marine Products participates in the tax-qualified, defined benefit, noncontributory, trusteed retirement income plan sponsored by RPC that covers substantially all employees with at least one year of service prior to 2002. The Company's Board of Directors approved a resolution to cease all future retirement benefit accruals under the Retirement Income Plan effective March 31, 2002. In lieu thereof, the Company began providing enhanced benefits in the form of cash contributions for certain longer serviced employees that had not reached the normal retirement age of 65 as of March 31, 2002. These discretionary contributions were made over a seven year period which ended in 2008 to either the non-qualified SERP established by the Company or to the 401(k) plan for each employee that is entitled to the enhanced benefit. The expenses related to the enhanced benefits were \$94,000 in 2008.

The Company permits selected highly compensated employees to defer a portion of their compensation into the SERP. The SERP assets are invested primarily in company-owned life insurance ("COLI") policies as a funding source for the deferred compensation obligations in the SERP. The assets are subject to claims by creditors, and the Company can designate them to another purpose at any time. Investments in COLI policies consist of variable life insurance policies of \$7.2 million as of December 31, 2011 and \$10.8 million as of December 31, 2010. In the COLI policies, the Company is able to allocate investment of the assets across a set of choices provided by the insurance company, including fixed income securities and equity funds. The COLI policies are recorded at their net cash surrender values, which approximates fair value, as provided by the issuing insurance company, whose Standard & Poor's credit rating was A+. During 2011, as a result of COLI policy claims, the Company received \$3.7 million in proceeds and recorded a tax-free gain of \$2.0 million; this gain is reflected in Other Income.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

The Company classifies the SERP assets as trading securities as described in Note 1. The SERP assets are marked to market and totaled \$6,510,000 as of December 31, 2011 and \$4,445,000 as of December 31, 2010. The SERP assets are reported in other assets on the consolidated balance sheets and changes related to the fair value of the assets are included in selling, general and administrative expenses in the consolidated statements of operations. Trading gains (losses) related to the SERP assets totaled \$(38,000) in 2011, \$(5,000) in 2010 and \$598,000 in 2009. The SERP deferrals and the contributions are recorded on the balance sheet in pension liabilities with any change in the fair value of the SERP liabilities are recorded as selling, general and administrative expenses in the consolidated statements of operations.

The Company's projected benefit obligation exceeded the fair value of the plan assets for its Retirement Income Plan by \$978,000 and thus the plan was under-funded as of December 31, 2011. The following table sets forth the funded status of the Retirement Income Plan and the amounts recognized in Marine Products' consolidated balance sheets:

<b>December 31,</b> <i>(in thousands)</i>	<b>2011</b>	<b>2010</b>
ACCUMULATED BENEFIT OBLIGATION, END OF YEAR .....	\$ 5,292	\$ 4,987
 CHANGE IN PROJECTED BENEFIT OBLIGATION:		
Benefit obligation at beginning of year .....	\$ 4,986	\$ 4,746
Service cost .....	—	—
Interest cost .....	267	266
Actuarial (gain) loss .....	266	200
Benefits paid .....	(228)	(225)
Projected benefit obligation at end of year .....	\$ 5,291	\$ 4,987
 CHANGE IN PLAN ASSETS:		
Fair value of plan assets at beginning of year .....	\$ 4,672	\$ 4,365
Actual return on plan assets .....	(231)	446
Employer contributions .....	100	86
Benefits paid .....	(228)	(225)
Fair value of plan assets at end of year .....	\$ 4,313	\$ 4,672
Funded status at end of year .....	\$ (978)	\$ (315)
 <b>December 31,</b> <i>(in thousands)</i>		
<b>AMOUNTS RECOGNIZED IN THE CONSOLIDATED BALANCE SHEETS</b>		
<b>CONSIST OF:</b>		
Noncurrent assets .....	\$ —	\$ —
Current liabilities .....	—	—
Noncurrent liabilities .....	(978)	(315)
	\$ (978)	\$ (315)

The funded status of the Retirement Income Plan was recorded in the consolidated balance sheets in long-term pension liabilities as of December 31, 2011 and 2010.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Marine Products Corporation and Subsidiaries*

*Years ended December 31, 2011, 2010 and 2009*

<u>December 31,</u> <i>(in thousands)</i>	<u>2011</u>	<u>2010</u>
AMOUNTS (PRE-TAX) RECOGNIZED IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) CONSIST OF:		
Net loss (gain) .....	\$ 2,585	\$ 1,803
Prior service cost (credit) .....	—	—
Net transition obligation (asset) .....	—	—
	<u>\$ 2,585</u>	<u>\$ 1,803</u>

The accumulated benefit obligation for the Retirement Income Plan at December 31, 2011 and 2010 has been disclosed above. The Company uses a December 31 measurement date for this qualified plan.

Amounts recorded in the consolidated balance sheet under pension liabilities consist of:

<u>December 31,</u> <i>(in thousands)</i>	<u>2011</u>	<u>2010</u>
SERP employer contributions/employee deferrals .....	\$ (5,337)	\$ (5,266)
Long-term pension liability .....	(978)	(315)
	<u>\$ (6,315)</u>	<u>\$ (5,581)</u>

Marine Products' funding policy is to contribute to the Retirement Income Plan the amount required, if any, under the Employee Retirement Income Security Act of 1974. There was a contribution of \$100,000 made to this plan during 2011 and an \$86,000 contribution made during 2010.

The components of net periodic benefit cost are summarized as follows:

<u>Years ended December 31,</u> <i>(in thousands)</i>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Service cost for benefits earned during the period .....	\$ —	\$ —	\$ —
Interest cost on projected benefit obligation .....	267	266	282
Expected return on plan assets .....	(324)	(302)	(265)
Amortization of net (gain) loss .....	38	34	235
	<u>\$ (19)</u>	<u>\$ (2)</u>	<u>\$ 252</u>

The Company recognized pre-tax decreases (increases) to the funded status in comprehensive income of \$782,000 in 2011, \$22,000 in 2010 and \$(632,000) in 2009. There were no previously unrecognized prior service costs during 2011, 2010 and 2009. The pre-tax amounts recognized in comprehensive income for the years ended December 31, 2011, 2010 and 2009 are summarized as follows:

<i>(in thousands)</i>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Net loss (gain) .....	\$ 820	\$ 56	\$ (397)
Amortization of net (loss) gain .....	(38)	(34)	(235)
Net transition obligation (asset) .....	—	—	—
Amount recognized in other comprehensive income .....	<u>\$ 782</u>	<u>\$ 22</u>	<u>\$ (632)</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
Years ended December 31, 2011, 2010 and 2009

The amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost in 2012 are as follows:

<i>(in thousands)</i>	2012
Amortization of net loss (gain) . . . . .	\$ 67
Prior service cost (credit) . . . . .	—
Net transition obligation (asset) . . . . .	—
Estimated net periodic cost . . . . .	\$ 67

The weighted average assumptions as of December 31 used to determine the projected benefit obligation and net benefit cost were as follows:

December 31,	2011	2010	2009
<b>PROJECTED BENEFIT OBLIGATION:</b>			
Discount rate . . . . .	5.09%	5.58%	6.05%
Rate of compensation increase . . . . .	N/A	N/A	N/A
<b>NET BENEFIT COST:</b>			
Discount rate . . . . .	5.58%	6.05%	6.43%
Expected return on plan assets . . . . .	7.00%	7.00%	7.00%
Rate of compensation increase . . . . .	N/A	N/A	N/A

The Company's expected return on assets assumption is derived from a detailed periodic assessment by its management and investment advisor. It includes a review of anticipated future long-term performance of individual asset classes and consideration of the appropriate asset allocation strategy given the anticipated requirements of the plan to determine the average rate of earnings expected on the funds invested to provide for the pension plan benefits. While the assessment gives appropriate consideration to recent fund performance and historical returns, the rate of return assumption is derived primarily from a long-term, prospective view. Based on its recent assessment, the Company has concluded that its expected long-term return assumption of seven percent is reasonable.

The plan's weighted average asset allocation at December 31, 2011 and 2010 by asset category along with the target allocation for 2012 are as follows:

Asset Category	Target Allocation for 2012	Percentage of Plan Assets as of December 31, 2011	Percentage of Plan Assets as of December 31, 2010
Cash and Cash Equivalents . . . . .	0.0% - 5.0%	0.7%	0%
Debt Securities – Core Fixed Income . . . . .	15.0% - 50.0%	23.2	26.0
Tactical – Fund of Equity and Debt Securities . . . . .	10.0% - 20.0%	16.3	10.0
Domestic Equity Securities . . . . .	20.0% - 40.0%	15.2	26.0
Global Equity Securities . . . . .	10.0% - 20.0%	14.8	4.0
International Equity Securities . . . . .	10.0% - 20.0%	14.6	14.0
Real Estate . . . . .	0.0% - 10.0%	5.6	5.0
Real Return . . . . .	0.0% - 10.0%	9.6	6.0
Other . . . . .	0.0% - 5.0%	0.0	9.0
Total . . . . .	100.0%	100.0%	100.0%

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

The Company's overall investment strategy is to achieve a mix of approximately 70 percent of investments for long-term growth and 30 percent for near-term benefit payments, with a wide diversification of asset types, fund strategies and fund managers. Equity securities primarily include investments in large-cap and mid-cap companies. Fixed-income securities include corporate bonds of companies in diversified securities, mortgage-backed securities, and U.S. Treasuries. Other types of investments include hedge funds and private equity funds that follow several different investment strategies. For each of the asset categories in the pension plan, the investment strategy is identical – maximize the long-term rate of return on plan assets with an acceptable level of risk in order to minimize the cost of providing pension benefits. The investment policy establishes a target allocation for each asset class which is rebalanced as required. The plans utilize a number of investment approaches, including individual market securities, equity and fixed income funds in which the underlying securities are marketable, and debt funds to achieve this target allocation. The Company and management are considering making a contribution to the pension plans of approximately \$100,000 during fiscal year 2012.

Some of our assets, primarily our private equity, real estate and hedge funds, do not have readily determinable market values given the specific investment structures involved and the nature of the underlying investments. For the December 31, 2011 plan asset reporting, publicly traded asset pricing was used where possible. For assets without readily determinable values, estimates were derived from investment manager discussions focusing on underlying fundamentals and significant events.

Included among the asset categories for the Plans' investments are real estate and other investments comprised of investments in real estate and hedge funds. These investments are categorized as level 3 investments and are valued using significant non-observable inputs which do not have a readily determinable fair value. In accordance with ASU No. 2009-12 "Investments In Certain Entities That Calculate Net Asset Value per Share (Or Its Equivalent)," these investments are valued based on the net asset value per share calculated by the funds in which the plan has invested. These valuations are subject to judgments and assumptions of the funds which may prove to be incorrect, resulting in risks of incorrect valuation of these investments. The Company seeks to mitigate against these risks by evaluating the appropriateness of the funds' judgments and assumptions by reviewing the financial data included in the funds' financial statements for reasonableness.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
Years ended December 31, 2011, 2010 and 2009

The following tables present our plan assets using the fair value hierarchy as of December 31, 2011 and 2010. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. See Note 8 for a brief description of the three levels under the fair value hierarchy.

### Fair Value Hierarchy as of December 31, 2011:

<b>Investments (in thousands)</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash and Cash Equivalents (1) . . . . .	\$ 32	\$ 32	\$ —	\$ —
Fixed Income Securities (2) . . . . .	1,000	—	1,000	—
Domestic Equity Securities . . . . .	656	656	—	—
Global Equity Securities (3) . . . . .	636	636	—	—
International Equity Securities (3) . . . . .	631	298	333	—
Real Estate (4) . . . . .	241	—	—	241
Real Return (6) . . . . .	415	—	415	—
Tactical Composite (7) . . . . .	702	—	702	—
	<b>\$ 4,313</b>	<b>\$ 1,622</b>	<b>\$ 2,450</b>	<b>\$ 241</b>

### Fair Value Hierarchy as of December 31, 2010:

<b>Investments (in thousands)</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash and Cash Equivalents (1) . . . . .	\$ 367	\$ 367	\$ —	\$ —
Fixed Income Securities (2) . . . . .	1,222	—	1,222	—
Domestic Equity Securities . . . . .	1,236	1,236	—	—
Global Equity Securities (3) . . . . .	203	—	203	—
International Equity Securities (3) . . . . .	647	288	359	—
Real Estate (4) . . . . .	213	—	—	213
Alternative Investments (5) . . . . .	49	—	—	49
Real Return (6) . . . . .	263	—	263	—
Tactical Composite (7) . . . . .	473	—	473	—
	<b>\$ 4,673</b>	<b>\$ 1,891</b>	<b>\$ 2,520</b>	<b>\$ 262</b>

- (1) Cash and cash equivalents, which are used to pay benefits and plan administrative expenses, are held in Rule 2a-7 money market funds.
- (2) Fixed income securities are primarily valued using a market approach with inputs that include broker quotes, benchmark yields, base spreads and reported trades.
- (3) Global equity securities and certain international securities are valued using a market approach based on the quoted market prices of similar instruments in their respective markets.
- (4) Real estate fund values are primarily reported by the fund manager and are based on valuation of the underlying investments, which include inputs such as cost, discounted future cash flows, independent appraisals and market based comparable data.
- (5) Alternative investments are hedge funds that consist of fund-of-fund LLC or commingled fund structures. The LLCs are primarily valued based on Net Asset Values [NAVs] calculated by the fund and are not publicly available. The commingled fund NAV is calculated by the manager on a daily basis and has monthly liquidity. The Company is in the process of liquidating the Plans' hedge funds.
- (6) Real return funds invest in global equities, commodities and inflation protected core bonds that are valued primarily using a market approach based on the quoted market prices of identical instruments in their respective markets.
- (7) Tactical composite funds invest in stocks, bonds and cash, both domestic and international. These assets are valued primarily using a market approach based on the quoted market prices of identical instruments in their respective markets.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
Years ended December 31, 2011, 2010 and 2009

The following table presents a reconciliation of Level 3 assets held during the year ended December 31, 2011:

Investments	Balance at December 31, 2010	Net Realized and Unrealized Gains/(Losses)	Net Purchases, Issuances and Settlements	Net Transfers In to (Out of) Level 3	Balance at December 31, 2011
<i>(in thousands)</i>					
Real Estate .....	\$ 213	\$ 25	\$ —	\$ —	\$ 238
Alternative Investments ...	49	—	(49)	—	0
	<u>\$ 262</u>	<u>\$ 25</u>	<u>\$ (49)</u>	<u>\$ —</u>	<u>\$ 238</u>

The following table presents a reconciliation of Level 3 assets held during the year ended December 31, 2010:

Investments	Balance at December 31, 2009	Net Realized and Unrealized Gains/(Losses)	Net Purchases, Issuances and Settlements	Net Transfers In to (Out of) Level 3	Balance at December 31, 2010
<i>(in thousands)</i>					
Real Estate .....	\$ 182	\$ 31	\$ —	\$ —	\$ 213
Alternative Investments ...	763	(39)	(373)	(303)	49
	<u>\$ 945</u>	<u>\$ (8)</u>	<u>\$ (373)</u>	<u>\$ (303)</u>	<u>\$ 262</u>

The Company expects to contribute approximately \$100,000 to the Retirement Income Plan in 2012.

The Company estimates that the future benefits payable for the Retirement Income Plan over the next ten years are as follows:

<i>(in thousands)</i>	
2012 .....	\$ 238
2013 .....	256
2014 .....	259
2015 .....	274
2016 .....	283
2017-2021 .....	1,371

*401(k) Plan*— Marine Products participates in a defined contribution 401(k) plan sponsored by RPC that is available to substantially all full-time employees with more than 90 days of service. This plan allows employees to make tax-deferred contributions of up to 25 percent of their annual compensation, not exceeding the permissible deduction imposed by the Internal Revenue Code. The Company matches 50 percent of each employee's contributions that do not exceed six percent of the employee's compensation, as defined by the 401(k) plan. Employees vest in the Company's contributions after three years of service. The charges to expense for Marine Products' contributions to the 401(k) plan were approximately \$130,000 in 2011, \$114,000 in 2010 and \$101,000 in 2009.

*Stock Incentive Plan*— The Company has granted various awards to employees under two stock incentive plans (the "Plans") that were approved by the stockholders in 2001 and 2004. The Company reserved a total of 5,250,000 shares of common stock under both Plans, each of which expires 10 years from approval. The Plans provide for the issuance of various forms of stock incentives, including, among others, incentive and non-qualified stock options and restricted stock. As of December 31, 2011, shares totaling 973,000 were available for grants. The Company issues new shares from its authorized but unissued share pool.

The Company recognizes compensation expense for the unvested portion of awards outstanding over the remainder of the service period. The compensation cost recorded for these awards will be based on their fair value at grant date less the cost of estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods to reflect actual forfeitures. Cash flows related to share-based awards to employees that result in tax benefits in excess of recognized cumulative compensation cost (excess tax benefits) are classified as financing cash flows.

Pre-tax stock-based employee compensation expense was approximately \$1,296,000 (\$836,000 after tax) for 2011, \$1,542,000 (\$995,000 after tax) for 2010 and \$1,645,000 (\$1,071,000 after tax) for 2009.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Marine Products Corporation and Subsidiaries*  
*Years ended December 31, 2011, 2010 and 2009*

**Stock Options**— Stock options are granted at an exercise price equal to the fair market value of the Company's common stock at the date of grant except for grants of incentive stock options to owners of greater than 10 percent of the Company's voting securities which must be made at 110 percent of the fair market value of the Company's common stock. Options generally vest ratably over a period of five years and expire in 10 years, except to owners of greater than 10 percent of the Company's voting securities, which expire in five years.

The Company estimates the fair value of stock options as of the date of grant using the Black-Scholes option pricing model. The Company has not granted stock options to employees since 2004. Transactions involving the Marine Products stock options for the year ended December 31, 2011 were as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at January 1, 2011 .....	668,785	\$ 3.71	1.4 years	
Granted .....	—	—	N/A	
Exercised .....	(104,050)	\$ 1.72	N/A	
Forfeited .....	—	—	N/A	
Expired .....	—	—	N/A	
Outstanding and exercisable at December 31, 2011 .....	<u>564,735</u>	<u>\$ 4.08</u>	<u>0.6 years</u>	<u>\$ 497,000</u>

The total intrinsic value of share options exercised was approximately \$602,000 in 2011, \$32,000 in 2010 and \$994,000 in 2009. There were no tax benefits associated with the exercise of stock options during 2011, because all of the options exercised were incentive stock options which do not generate tax deductions for the Company. There were no tax benefits associated with the exercise of non-qualified stock options during 2011 and 2010. Tax benefits associated with the exercise of non-qualified stock options were \$256,000 during 2009.

**Restricted Stock**— Marine Products has granted employees two forms of restricted stock; time lapse restricted and performance restricted. Time lapse restricted shares vest after a certain stipulated number of years from the grant date, depending on the terms of the issue. Prior to 2004, the Company issued time lapse restricted shares that vest over ten years. Beginning in 2004, the Company issued time lapse restricted shares that vest in 20 percent increments starting with the second anniversary of the grant, over the six year period beginning on the date of grant. During these years, grantees receive all dividends declared and retain voting rights for the shares. The performance restricted shares are granted, but not earned and issued, until certain five-year tiered performance criteria are met. The performance criteria are predetermined market prices of Marine Products' common stock. On the date the common stock appreciates to each level (determination date), 20 percent of performance shares are earned. Once earned, the performance shares vest five years from the determination date. After the determination date, the grantee will receive all dividends declared and also voting rights to the shares.

The agreements under which the restricted stock is issued provide that shares awarded may not be sold or otherwise transferred until restrictions established under the stock plans have lapsed. Upon termination of employment from the Company (other than due to death, disability or retirement on or after age 65), shares with restrictions must be returned to the Company.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Marine Products Corporation and Subsidiaries  
Years ended December 31, 2011, 2010 and 2009*

The following is a summary of the changes in non-vested restricted shares for the year ended December 31, 2011:

	Shares	Weighted Average Grant-Date Fair Value
Non-vested shares at January 1, 2011 .....	876,800	\$ 6.16
Granted .....	311,000	7.33
Vested .....	(180,000)	8.21
Forfeited .....	(36,800)	6.03
Non-vested shares at December 31, 2011 .....	971,000	\$ 6.16

The fair value of restricted stock awards is based on the market price of the Company's stock on the date of grant and is amortized to compensation expense on a straight line basis over the requisite service period. The weighted average grant date fair value of these restricted stock awards was \$7.33 in 2011, \$5.16 in 2010 and \$4.26 in 2009. The total fair value of shares vested was approximately \$1,312,000 in 2011, \$814,000 in 2010 and \$666,000 during 2009. Tax benefits for compensation tax deductions in excess of compensation expense related to restricted shares credited to capital in excess of par value was approximately \$77,000 in 2011, \$0 in 2010 and \$197,000 in 2009. The excess tax deductions are classified as financing cash flows in the accompanying statements of cashflows.

*Other Information*— As of December 31, 2011 total unrecognized compensation cost related to non-vested restricted shares was approximately \$5,034,000 which is expected to be recognized over a weighted-average period of 2.1 years.

The Company received cash from options exercised of \$54,000 in 2011, \$45,000 in 2010 and \$24,000 in 2009. These cash receipts are classified as financing cash flows in the accompanying consolidated statements of cash flows. The fair value of shares tendered to exercise employee stock options totaled approximately \$125,000 in 2011 and \$157,000 in 2009 and have been excluded from the consolidated statements of cash flows. There were no shares tendered to exercise employee stock options in 2010.

**NOTE 11: RELATED PARTY TRANSACTIONS**

In conjunction with its spin-off from RPC in 2001, the Company and RPC entered into various agreements that define the companies' relationship after the spin-off.

The Transition Support Services Agreement provides for RPC to provide certain services, including financial reporting and income tax administration, acquisition assistance, etc., to Marine Products until the agreement is terminated by either party. Marine Products reimbursed RPC for its estimated allocable share of administrative costs incurred for services rendered on behalf of Marine Products totaling \$639,000 in 2011, \$689,000 in 2010 and \$713,000 in 2009. The Company's liability to RPC for these services was approximately \$3,000 as of December 31, 2011 and \$65,000 as of December 31, 2010. The Company's directors are also directors of RPC and all of the Company's executive officers with the exception of one are employees of both the Company and RPC.

The Employee Benefits Agreement provides for, among other things, the Company's employees to continue participating subsequent to the spin-off in two RPC sponsored benefit plans, specifically, the defined contribution 401(k) plan and the defined benefit retirement income plan.

A group that includes the Company's Chairman of the Board, R. Randall Rollins and his brother Gary W. Rollins, who is also director of the Company, and certain companies under their control, controls in excess of fifty percent of the Company's voting power.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

*Evaluation of disclosure controls and procedures* — The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to its management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, December 31, 2011 (the "Evaluation Date"), the Company carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based upon this evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of the Evaluation Date.

*Management's report on internal control over financial reporting* — Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management's report on internal control over financial reporting is included on page 39 of this report. Grant Thornton LLP, the Company's independent registered public accounting firm, has audited the effectiveness of internal control as of December 31, 2011 and issued a report thereon which is included on page 40 of this report.

*Changes in internal control over financial reporting* — Management's evaluation of changes in internal control did not identify any changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Item 9B. Other Information**

None.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

Information concerning directors and executive officers will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders, in the section titled "Election of Directors." This information is incorporated herein by reference. Information about executive officers is contained on page 25 of this document.

#### ***Audit Committee and Audit Committee Financial Expert***

Information concerning the Audit Committee of the Company and the Audit Committee Financial Expert(s) will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders, in the section titled "Corporate Governance and Board of Directors, Committees and Meetings – Audit Committee." This information is incorporated herein by reference.

#### ***Code of Ethics***

Marine Products has a Code of Business Conduct that applies to all employees. In addition, the Company has a Code of Business Conduct and Ethics for Directors and Executive Officers and Related Party Transaction Policy. Both of these documents are available on the Company's Web site at [www.marineproductscorp.com](http://www.marineproductscorp.com). Copies are also available at no extra charge by writing to Attn.: Human Resources, Marine Products Corporation, 2801 Buford Highway, Suite 520, Atlanta, Georgia 30329. Marine Products intends to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of its code of ethics that relates to any elements of the code of ethics definition enumerated in SEC rules by posting such information on its internet Web site, the address of which is provided above.

#### ***Section 16(a) Beneficial Ownership Reporting Compliance***

Information regarding compliance with Section 16(a) of the Exchange Act will be included under "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's Proxy Statement for its 2012 Annual Meeting of Stockholders, which is incorporated herein by reference.

### **Item 11. Executive Compensation**

Information concerning director and executive compensation will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders, in the sections titled "Compensation Committee Interlocks and Insider Participation," "Director Compensation," "Compensation Discussion and Analysis" and "Executive Compensation." This information is incorporated herein by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information concerning security ownership will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders, in the sections titled, "Capital Stock" and "Election of Directors." This information is incorporated herein by reference.

*Securities Authorized for Issuance Under Equity Compensation Plans*

The following table sets forth certain information regarding equity compensation plans as of December 31, 2011.

Plan Category	(A) Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))
Equity compensation plans approved by securityholders . . .	564,735	\$ 4.08	972,500 <sup>(1)</sup>
Equity compensation plans not approved by securityholders . . .	—	—	—
Total . . . . .	564,735	\$ 4.08	972,500

(1) All of the securities can be issued in the form of restricted stock or other stock awards.

See “NOTE 10: EMPLOYEE BENEFIT PLANS” to the Consolidated Financial Statements for information regarding the material terms of the equity compensation plans.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information concerning certain relationships and related party transactions will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders, in the section titled “Certain Relationships and Related Party Transactions.” Information regarding director independence will be included in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders in the section titled “Director Independence and NYSE Requirements.” This information is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

Information regarding principal accountant fees and services will be included in the section titled, “Independent Registered Public Accountants” in the Marine Products Proxy Statement for its 2012 Annual Meeting of Stockholders. This information is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### *Consolidated Financial Statements, Financial Statement Schedule and Exhibits*

1. Consolidated financial statements listed in the accompanying Index to Consolidated Financial Statements and Schedule are filed as part of this report.
2. The financial statement schedule listed in the accompanying Index to Consolidated Financial Statements and Schedule is filed as part of this report.
3. Exhibits listed in the accompanying Index to Exhibits are filed as part of this report. The following such exhibits are management contracts or compensatory plans or arrangements:
  - 10.1 Marine Products Corporation 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Form 10 filed on February 13, 2001).
  - 10.6 Marine Products Corporation 2004 Stock Incentive Plan (incorporated herein by reference to Appendix B to the Definitive Proxy Statement filed on March 24, 2004).
  - 10.7 Form of stock option grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Form 10-K filed on March 21, 2003).
  - 10.8 Form of time lapse restricted stock grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Form 10-K filed on March 21, 2003).
  - 10.9 Form of performance restricted stock grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.9 to the Form 10-K filed on March 21, 2003).
  - 10.10 Form of stock option grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Form 10-Q filed on November 1, 2004).
  - 10.11 Form of time lapse restricted stock grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Form 10-Q filed on November 1, 2004).
  - 10.12 Form of performance restricted stock grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.9 to the Form 10-Q filed on November 1, 2004).
  - 10.13 Supplemental Retirement Plan (incorporated herein by reference to Exhibit 10.16 to the Form 10-K filed on March 15, 2005).
  - 10.14 First Amendment to 2001 Employee Stock Incentive Plan and 2004 Stock Incentive Plan (incorporated by reference to Exhibit 10.19 to the Form 10-K filed on March 2, 2007).
  - 10.15 Summary of Compensation Arrangements with Non-Employee Directors as of February 28, 2008 (incorporated herein by reference to Exhibit 10.21 to the Form 8-K filed on March 4, 2008).
  - 10.16 Performance Based Compensation Agreement between James A. Lane, Jr. and Chaparral Boats, Inc. (incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed on April 25, 2008).
  - 10.17 Summary of 'At-Will' compensation arrangements with the Executive Officers as of February 28, 2009 (incorporated herein by reference to Exhibit 10.20 to the Form 10-K filed on March 5, 2009).

**Exhibits (inclusive of item 3 above):**

<b>Exhibit Number</b>	<b>Description</b>
3.1	(A) Articles of Incorporation of Marine Products Corporation (incorporated herein by reference to Exhibit 3.1 to the Form 10 filed on February 13, 2001). (B) Certificate of Amendment of Certificate of Incorporation of Marine Products Corporation executed on June 8, 2005 (incorporated herein by reference to Exhibit 99.1 to the current report on Form 8-K filed on June 9, 2005).
3.2	Bylaws of Marine Products Corporation (incorporated herein by reference to Exhibit 3.1 to the Form 8-K filed on October 25, 2007).
4	Form of Common Stock Certificate of Marine Products Corporation (incorporated herein by reference to Exhibit 4.1 to the Form 10 filed on February 13, 2001).
10.1	Marine Products Corporation 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Form 10 filed on February 13, 2001).
10.2	Agreement Regarding Distribution and Plan of Reorganization, dated February 12, 2001, by and between RPC, Inc. and Marine Products Corporation (incorporated herein by reference to Exhibit 10.2 to the Form 10 filed on February 13, 2001).
10.3	Employee Benefits Agreement, dated February 12, 2001, by and between RPC, Inc., Chaparral Boats, Inc. and Marine Products Corporation (incorporated herein by reference to Exhibit 10.3 to the Form 10 filed on February 13, 2002).
10.4	Transition Support Services Agreement, dated February 12, 2001, by and between RPC, Inc. and Marine Products Corporation (incorporated herein by reference to Exhibit 10.4 to the Form 10 filed on February 13, 2001).
10.5	Tax Sharing Agreement, dated February 12, 2001, by and between RPC, Inc. and Marine Products Corporation (incorporated herein by reference to Exhibit 10.5 to the Form 10 filed on February 13, 2001).
10.6	Marine Products Corporation 2004 Stock Incentive Plan (incorporated herein by reference to Appendix B to the Definitive Proxy Statement filed on March 24, 2004).
10.7	Form of stock option grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Form 10-K filed on March 21, 2003).
10.8	Form of time lapse restricted stock grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Form 10-K filed on March 21, 2003).
10.9	Form of performance restricted stock grant agreement under the 2001 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.9 to the Form 10-K filed on March 21, 2003).
10.10	Form of stock option grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Form 10-Q filed on November 1, 2004).
10.11	Form of time lapse restricted stock grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Form 10-Q filed on November 1, 2004).
10.12	Form of performance restricted stock grant agreement under the 2004 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Form 10-Q filed on November 1, 2004).
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10.16	Performance Based Compensation Agreement between James A. Lane, Jr. and Chaparral Boats, Inc. (incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed on April 25, 2008).
10.17	Summary of 'At-Will' compensation arrangements with the Executive Officers as of February 28, 2009 (incorporated herein by reference to Exhibit 10.20 to the Form 10-K filed on March 5, 2009).
21	Subsidiaries of Marine Products Corporation (incorporated herein by reference to Exhibit 21 to the Form 10-K filed on March 4, 2008).
23	Consent of Grant Thornton LLP
24	Powers of Attorney for Directors
31.1	Section 302 certification for Chief Executive Officer
31.2	Section 302 certification for Chief Financial Officer

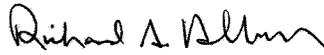
32.1	Section 906 certification for Chief Executive Officer and Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

Any schedules or exhibits not shown above have been omitted because they are not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Marine Products Corporation



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Richard A. Hubbell  
President and Chief Executive Officer  
February 29, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
 Richard A. Hubbell	President and Chief Executive Officer (Principal Executive Officer)	February 29, 2012
 Ben M. Palmer	Chief Financial Officer (Principal Financial and Accounting Officer)	February 29, 2012

The Directors of Marine Products Corporation (listed below) executed a power of attorney, appointing Richard A. Hubbell their attorney-in-fact, empowering him to sign this report on their behalf.

R. Randall Rollins, Director  
Wilton Looney, Director  
Gary W. Rollins, Director  
Henry B. Tippie, Director  
James B. Williams, Director

James A. Lane, Jr., Director  
Linda H. Graham, Director  
Bill J. Dismuke, Director  
Larry L. Prince, Director



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Richard A. Hubbell  
Director and as Attorney-in-fact  
February 29, 2012

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS, REPORTS AND SCHEDULE

The following documents are filed as part of this report.

<b>FINANCIAL STATEMENTS AND REPORTS</b>	<b>PAGE</b>
Management's Report on Internal Control Over Financial Reporting	39
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	40
Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements	41
Consolidated Balance Sheets as of December 31, 2011 and 2010	42
Consolidated Statements of Operations for each of the three years ended December 31, 2011	43
Consolidated Statements of Stockholders' Equity for each of the three years ended December 31, 2011	44
Consolidated Statements of Cash Flows for each of the three years ended December 31, 2011	45
Notes to Consolidated Financial Statements	46-66
 <b>SCHEDULE</b>	
Schedule II — Valuation and Qualifying Accounts	74

Schedules not listed above have been omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

### SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

#### MARINE PRODUCTS CORPORATION AND SUBSIDIARIES (in thousands of dollars)

<b>Description</b>	<b>For the years ended December 31, 2011, 2010 and 2009</b>			
	<b>Balance at Beginning of Period</b>	<b>Charged to Costs and Expenses</b>	<b>Net (Write-Offs)/ Recoveries</b>	<b>Balance at End of Period</b>
<b>Year ended December 31, 2011</b>				
Allowance for doubtful accounts .....	\$ 31	\$ —	\$ 4	\$ 27
Deferred tax asset valuation allowance .....	\$ 3,677	\$ 106	\$ —	\$ 3,783
<b>Year ended December 31, 2010</b>				
Allowance for doubtful accounts .....	\$ 36	\$ —	\$ (5)	\$ 31
Deferred tax asset valuation allowance .....	\$ 3,459	\$ 218	\$ —	\$ 3,677
<b>Year ended December 31, 2009</b>				
Allowance for doubtful accounts .....	\$ 38	\$ —	\$ (2)	\$ 36
Deferred tax asset valuation allowance .....	\$ 3,174	\$ 285	\$ —	\$ 3,459

## SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	First	Second	Third	Fourth
	(in thousands except per share data)			
<b>2011</b>				
Net sales	\$ 27,148	\$ 29,098	\$ 22,254	\$ 27,937
Gross profit	4,460	4,907	4,634	5,505
Net income	666	1,229	1,200	3,636
Earnings per share — basic (a) (b)	0.02	0.03	0.03	0.10
Earnings per share — diluted (a) (b)	\$ 0.02	\$ 0.03	\$ 0.03	\$ 0.10
<b>2010</b>				
Net sales	\$ 24,493	\$ 31,677	\$ 24,027	\$ 20,814
Gross profit	3,445	6,597	4,076	3,595
Net (loss) income	(80)	2,465	1,000	468
Earnings per share — basic (a)	0.00	0.07	0.03	0.01
Earnings per share — diluted (a)	\$ 0.00	\$ 0.07	\$ 0.03	\$ 0.01

- (a) The sum of the earnings per share for the four quarters may differ from annual amounts due to the required method of computing the weighted average shares for the respective periods.
- (b) The fourth quarter of 2011 included a \$0.06 per share tax-free gain from an employee benefit plan financing arrangement.

# Marine Products Corporation

## CORPORATE INFORMATION

### OFFICERS

**R. Randall Rollins**

Chairman of the Board of Directors

**Richard A. Hubbell**

President and Chief Executive Officer

**James A. Lane, Jr.**

Executive Vice President

President of Chaparral Boats, Inc.

**Linda H. Graham**

Vice President and Secretary

**Ben M. Palmer**

Vice President, Chief Financial Officer  
and Treasurer

### DIRECTORS

**R. Randall Rollins<sup>§</sup>**

Chairman of the Board, Rollins, Inc.  
(Consumer services)

**Henry B. Tippie<sup>†</sup>**

Chairman of the Board and Chief Executive Officer,  
Tippie Services, Inc.  
(Management services)

**Wilton Looney<sup>‡</sup>**

Honorary Chairman of the Board,  
Genuine Parts Company (Automotive parts distributor)

**James B. Williams<sup>\*</sup>**

Retired Chairman, SunTrust Banks, Inc.  
(Bank holding company)

**Gary W. Rollins<sup>§</sup>**

President and Chief Executive Officer,  
Rollins, Inc. (Consumer services)

**Richard A. Hubbell<sup>‡</sup>**

President and Chief Executive Officer

**James A. Lane, Jr.**

Executive Vice President  
President of Chaparral Boats, Inc.

**Linda H. Graham**

Vice President and Secretary

**Bill J. Dismuke<sup>°</sup>**

Retired President, Edwards Baking Company

**Larry L. Prince**

Retired Chairman of the Board of Directors,  
Genuine Parts Company (Automotive parts distributor)

\* Member of the Audit Committee,  
Compensation Committee, Diversity Committee  
and Nominating and Governance Committee

† Chairman of the Audit Committee,  
Compensation Committee, Diversity Committee  
and Nominating and Governance Committee

‡ Member of the Executive Committee

° Member of the Audit Committee

### STOCKHOLDER INFORMATION

**Corporate Offices**

Marine Products Corporation  
2801 Buford Highway, Suite 520  
Atlanta, Georgia 30329  
Telephone: 404.321.7910

**Stock Listing**

New York Stock Exchange

**Ticker Symbol**

MPX

**Investor Relations Web site**

[www.marineproductscorp.com](http://www.marineproductscorp.com)

**Transfer Agent and Registrar**

For inquiries related to stock certificates,  
including changes of address, please contact:

American Stock Transfer & Trust Company, LLC  
Shareholder Services Department  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219  
Telephone: 800.937.5449  
[www.amstock.com](http://www.amstock.com)

**Annual Meeting**

The annual meeting of Marine Products Corporation will be held at 12:00 PM,  
April 24, 2012, 2170 Piedmont Road, NE, Atlanta, GA 30324.

**Caution Concerning Forward-Looking Statements**

The Annual Report contains statements that constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995, including all statements that look forward in time or express management's beliefs, expectations or hopes. In particular, such statements include, without limitation, statements regarding the Company's belief that the outlook is favorable for 2012; that the Company is encouraged by a number of market indications; the Company's belief that dealer inventories are appropriate relative to the level of retail sales; the Company's belief that boat show traffic and sales from the 2012 winter boat shows have indicated that the upcoming retail sailing season will be strong; the Company's belief that we laid the groundwork for success in 2012 with new models which address the entry-level recreational boating markets; the Company's belief that our Chaparral H20 and Robalo 180 and 200 models will improve our financial performance and operating metrics; the Company's belief that these models will help us achieve our objective to grow market share in the smaller size ranges of our two primary product lines; the Company's belief that these models will continue to enhance our profitability; the Company's belief that introducing first-time buyers to our products will bring long-term benefits; and the Company's belief that if a boater's first purchase is one of our products and he is satisfied with the product, then there is a very good chance that a subsequent purchase will be one of our larger, more expensive models. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties, including without limitation those identified under the title "Risk Factors" in the Company's Annual Report on Form 10-K included as part of this Annual Report. All of the foregoing risks and uncertainties are beyond the ability of the Company to control, and in many cases the Company cannot predict the risks and uncertainties that could cause its actual results to differ materially from those indicated in the forward-looking statements.



**MARINE PRODUCTS**  
CORPORATION

2801 Buford Highway, Suite 520, Atlanta, Georgia 30329  
404.321.7910 [www.marineproductscorp.com](http://www.marineproductscorp.com)

