



AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

FORM 10-Q

For the Quarter Ended March 1, 2009

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AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

PART I – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

| <b>(Dollars in thousands, except per share data)</b>                         | <b>Three Months Ended</b> |                          |
|--|---------------------------|--------------------------|
|  | <b>March 1,<br/>2009</b>  | <b>March 2,<br/>2008</b> |
| Sales  | \$ 146,002                | \$ 149,769               |
| Cost of sales  | (111,081)                 | (116,317)                |
| Gross profit   | 34,921                    | 33,452                   |
| Selling, general and administrative expenses                                 | (26,408)                  | (25,802)                 |
| Other income, net  | 470                       | 2,975                    |
| Income before interest, income taxes and equity in earnings of joint venture | 8,983                     | 10,625                   |
| Interest (expense)/income, net   | (171)                     | 289                      |
| Income before income taxes and equity in earnings of joint venture           | 8,812                     | 10,914                   |
| Provision for income taxes   | (2,644)                   | (3,929)                  |
| Income before equity in earnings of joint venture                            | 6,168                     | 6,985                    |
| Equity (loss)/earnings of joint venture, net of taxes                        | (2,342)                   | 2,752                    |
| Net income   | \$ 3,826                  | \$ 9,737                 |
| Basic net income per share   | \$ .42                    | \$ 1.07                  |
| Diluted net income per share   | \$ .42                    | \$ 1.07                  |
| Weighted-average shares (basic)  | 9,146,678                 | 9,075,086                |
| Weighted-average shares (diluted)  | 9,159,798                 | 9,102,978                |
| Cash dividends per share   | \$ .30                    | \$ .25                   |

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

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AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS – ASSETS (UNAUDITED)

| (Dollars in thousands)   | March 1,<br>2009  | November<br>30,<br>2008 |
|--|-------------------|-------------------------|
| <b>ASSETS</b>  |                   |                         |
| Current assets   |                   |                         |
| Cash and cash equivalents  | \$ 148,461        | \$ 143,561              |
| Receivables, less allowances of \$7,143 in 2009 and \$7,009 in 2008                                    | 157,743           | 181,961                 |
| Inventories  | 80,832            | 95,645                  |
| Deferred income taxes  | 25,767            | 25,582                  |
| Prepaid expenses and other current assets  | 9,747             | 10,053                  |
| Total current assets   | 422,550           | 456,802                 |
| Investments in joint ventures  |                   |                         |
| Equity method  | 21,836            | 14,428                  |
| Cost method  | 3,784             | 3,784                   |
| Property, plant and equipment  |                   |                         |
| Land   | 41,336            | 38,679                  |
| Buildings  | 85,244            | 85,555                  |
| Machinery and equipment  | 305,355           | 306,177                 |
| Construction in progress   | 41,633            | 37,386                  |
| Total property, plant and equipment at cost  | 473,568           | 467,797                 |
| Accumulated depreciation   | (261,607)         | (261,635)               |
| Total property, plant and equipment, net   | 211,961           | 206,162                 |
| Deferred income taxes  | 4,763             | 4,763                   |
| Goodwill and intangible assets, net of accumulated amortization of \$1,203 in 2009 and \$1,197 in 2008 | 2,080             | 2,108                   |
| Other assets   | 38,059            | 38,275                  |
| Total assets   | <u>\$ 705,033</u> | <u>\$ 726,322</u>       |

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

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AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS – LIABILITIES AND STOCKHOLDERS' EQUITY (UNAUDITED)

| <u>(Dollars in thousands, except per share data)</u>  | <u>March 1,</u><br><u>2009</u> | <u>November</u><br><u>30,</u><br><u>2008</u> |
|---|--------------------------------|--|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                |  |
| <b>Current liabilities</b>  |                                |  |
| Current portion of long-term debt   | \$ 16,594                      | \$ 16,763                                    |
| Trade payables  | 42,239                         | 52,613                                       |
| Accrued liabilities   | 71,158                         | 79,538                                       |
| Income taxes payable  | 9,609                          | 10,443                                       |
| <b>Total current liabilities</b>  | <b>139,600</b>                 | <b>159,357</b>                               |
| Long-term debt, less current portion  | 35,483                         | 35,989                                       |
| Other long-term liabilities   | 54,301                         | 53,856                                       |
| <b>Total liabilities</b>  | <b>229,384</b>                 | <b>249,202</b>                               |
| <b>Commitments and contingencies</b>  |                                |  |
| <b>Stockholders' equity</b>   |                                |  |
| Common Stock, par value \$2.50 per share, authorized 24,000,000 shares, outstanding 9,203,849 shares in 2009 and 9,188,692 shares in 2008, net of treasury shares | 29,845                         | 29,805                                       |
| Additional paid-in capital  | 56,241                         | 54,447                                       |
| Retained earnings   | 480,037                        | 478,968                                      |
| Accumulated other comprehensive loss  | (34,877)                       | (31,475)                                     |
| Treasury Stock (2,752,343 shares in 2009 and 2,733,300 shares in 2008)  | (55,597)                       | (54,625)                                     |
| <b>Total stockholders' equity</b>   | <b>475,649</b>                 | <b>477,120</b>                               |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 705,033</b>              | <b>\$ 726,322</b>                            |

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

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AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| (Dollars in thousands)  | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | March 1,<br>2009   | March 2,<br>2008  |
| <b>OPERATING ACTIVITIES</b>   |                    |                   |
| Net income  | \$ 3,826           | \$ 9,737          |
| Adjustments to reconcile net income to net cash provided by/(used in) operating activities: |                    |                   |
| Depreciation  | 5,268              | 4,773             |
| Amortization  | 9                  | 38                |
| Loss/(earnings in excess of distributions) from joint ventures                              | 2,592              | (2,495)           |
| Loss from sale of property, plant and equipment   | 19                 | 58                |
| Stock compensation expense  | 1,015              | 1,856             |
| Changes in operating assets and liabilities:  |                    |                   |
| Receivables, net  | 23,299             | 17,738            |
| Inventories   | 14,477             | 68                |
| Prepaid expenses and other current assets   | 216                | (96)              |
| Other assets  | 27                 | (4,491)           |
| Trade payables  | (9,988)            | (1,596)           |
| Accrued liabilities and income taxes payable  | (8,565)            | (20,511)          |
| Other long-term liabilities and deferred income taxes                                       | 246                | 13,309            |
| Net cash provided by operating activities   | <u>32,441</u>      | <u>18,388</u>     |
| <b>INVESTING ACTIVITIES</b>   |                    |                   |
| Proceeds from sale of property, plant and equipment   | 134                | 724               |
| Additions to property, plant and equipment  | (12,366)           | (12,006)          |
| Investment in joint venture   | (10,000)           | -                 |
| Net cash used in investing activities   | <u>(22,232)</u>    | <u>(11,282)</u>   |
| <b>FINANCING ACTIVITIES</b>   |                    |                   |
| Repayment of debt   | -                  | (2,610)           |
| Dividends on common stock   | (2,757)            | (2,285)           |
| Issuance of common stock  | -                  | 760               |
| Excess tax benefits related to stock-based compensation                                     | 819                | 1,251             |
| Purchase of treasury stock  | (972)              | (2,754)           |
| Net cash used in financing activities   | <u>(2,910)</u>     | <u>(5,638)</u>    |
| Effect of exchange rate changes on cash and cash equivalents                                | (2,399)            | 2,956             |
| Net change in cash and cash equivalents   | 4,900              | 4,424             |
| Cash and cash equivalents at beginning of period  | 143,561            | 155,433           |
| Cash and cash equivalents at end of period  | <u>\$ 148,461</u>  | <u>\$ 159,857</u> |

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

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – BASIS OF PRESENTATION**

Consolidated financial statements for the interim periods included herein are unaudited; however, they contain all adjustments, including normal recurring accruals, which, in the opinion of management, are necessary to present fairly the consolidated financial position of Ameron International Corporation and all subsidiaries (the "Company" or "Ameron" or the "Registrant") as of March 1, 2009, and consolidated results of operations and cash flows for the three months ended March 1, 2009. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year-end. Results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

For accounting consistency, the quarter typically ends on the Sunday closest to the end of the relevant calendar month. The Company's fiscal year ends on November 30, regardless of the day of the week. Each quarter consists of approximately 13 weeks, but the number of days per quarter can change from period to period. The quarter ended March 1, 2009 consisted of 91 days, compared to 93 days for the quarter ended March 2, 2008.

The consolidated financial statements do not include certain footnote disclosures and financial information normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America and, therefore, should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended November 30, 2008 ("2008 Annual Report").

**NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS**

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements." SFAS No. 157 establishes a framework for measuring fair value in accordance with U.S. generally accepted accounting principles, and expands disclosure about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Relative to SFAS No. 157, the FASB issued FASB Staff Position ("FSP") FASB Statements ("FAS") 157-1, FAS 157-2 and FAS 157-3 in 2008. FSP FAS 157-1 amends SFAS No. 157 to exclude SFAS No. 13, "Accounting for Leases," and its related interpretive accounting pronouncements that address leasing transactions. FSP FAS 157-2 delays the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. FSP FAS 157-3 clarifies how SFAS No. 157 should be applied when valuing securities in markets that are not active. The Company adopted SFAS No. 157, as amended, effective December 1, 2007 with the exception of the application of SFAS No. 157 to non-recurring, non-financial assets and non-financial liabilities which was adopted as of December 1, 2008. The adoption of SFAS No. 157 did not have a significant impact on the Company's financial results of operations or financial position.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," amending FASB Statement No. 87, "Employers' Accounting for Pensions," FASB Statement No. 88, "Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits," FASB Statement No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," and FASB Statement No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits." SFAS No. 158 requires companies to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its financial statements and to recognize changes in that status in the year in which the changes occur. SFAS No. 158 also requires a company to measure the funded status of a plan as of the date of its year-end financial statements. The Company adopted the recognition provisions of SFAS No. 158 as of November 30, 2007. The measurement provisions will be effective as of November 30, 2009.

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In September 2006, the FASB issued Emerging Issues Task Force (“EITF”) Issue No. 06-4, “Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements,” effective for fiscal years beginning after December 15, 2007. EITF Issue No. 06-4 requires that, for split-dollar life insurance arrangements providing a benefit to an employee extending to postretirement periods, an employer should recognize a liability for future benefits in accordance with SFAS No. 106, “Employers’ Accounting For Postretirement Benefits Other Than Pensions.” EITF Issue No. 06-4 requires that recognition of the effects of adoption should be either by (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. The Company adopted EITF Issue No. 06-4 as of December 1, 2008, and adoption did not have a material effect on the Company’s consolidated financial statements.

In June 2007, the FASB issued EITF Issue No. 06-11, “Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards,” effective for fiscal years beginning after December 15, 2007. EITF Issue No. 06-11 requires on a prospective basis that the tax benefit related to dividend equivalents paid on restricted stock and restricted stock units which are expected to vest, be recorded as an increase to additional paid-in capital. The Company adopted EITF Issue No. 06-11 as of December 1, 2008, and adoption did not have a material effect on the Company’s consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), “Business Combinations.” SFAS No. 141(R) amends accounting and reporting standards associated with business combinations and requires the acquiring entity to recognize the assets acquired, liabilities assumed and noncontrolling interests in the acquired entity at the date of acquisition at their fair values. In addition, SFAS No. 141(R) requires that direct costs associated with an acquisition be expensed as incurred and sets forth various other changes in accounting and reporting related to business combinations. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply SFAS No. 141(R) before that date. The first such reporting period for the Company will be the fiscal year beginning December 1, 2009.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51.” SFAS No. 160 amends the accounting and reporting for noncontrolling interests in a consolidated subsidiary and the deconsolidation of a subsidiary. Included in this statement is the requirement that noncontrolling interests be reported in the equity section of the balance sheet. SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The first such reporting period for the Company will be the fiscal year beginning December 1, 2009.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133,” effective for fiscal years beginning after November 15, 2008, with early application encouraged. SFAS No. 161 amends and expands the disclosure requirements for derivative instruments and hedging activities by requiring enhanced disclosures about how and why the Company uses derivative instruments, how derivative instruments and related hedged items are accounted for, and how derivative instruments and related hedged items affect the Company’s financial position, financial performance and cash flows. The Company adopted SFAS No. 161 as of December 1, 2008, and adoption did not have a material effect on the Company’s consolidated financial statements.

In June 2008, the FASB issued FSP EITF 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities,” which addresses whether unvested instruments granted in share-based payment transactions that contain nonforfeitable rights to dividends or dividend equivalents are participating securities subject to the two-class method of computing earnings per share under SFAS No. 128, “Earnings Per Share.” FSP EITF 03-6-1 is effective for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of FSP EITF 03-6-1 is not expected to have a material effect on the Company’s consolidated financial statements.

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In December 2008, the FASB issued EITF Issue No. 08-6, "Equity Method Investment Accounting Consideration," effective for fiscal years beginning after December 15, 2008. EITF Issue No. 08-6 requires an equity method investor to account for its initial investment at cost and shall not separately test an investee's underlying indefinite-lived intangible assets for impairment. It also requires an equity method investor to account for share issuance by an investee as if the investor had sold a proportionate share of its investment. The resulting gain or loss shall be recognized in earnings. The Company is evaluating whether the adoption of EITF Issue No. 08-6 will have a material effect on its consolidated financial statements.

In December 2008, the FASB issued FSP FAS 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets," amending FASB Statement No. 132(R), "Employers' Disclosures about Pensions and Other Postretirement Benefits," effective for fiscal years ending after December 15, 2009. FSP FAS 132(R)-1 requires an employer to disclose investment policies and strategies, categories, fair value measurements, and significant concentration of risk among its postretirement benefit plan assets. The adoption of FSP FAS 132(R)-1 is not expected to have a material effect on the Company's consolidated financial statements.

**NOTE 3 - RECEIVABLES**

The Company's receivables consisted of the following:

| <u>(In thousands)</u> | <u>March 1,<br/>2009</u> | <u>November<br/>30,<br/>2008</u> |
|-----------------------|--------------------------|----------------------------------|
| Trade                 | \$ 132,954               | \$ 155,061                       |
| Joint ventures        | 1,451                    | 1,380                            |
| Other                 | 30,481                   | 32,529                           |
| Allowances            | (7,143)                  | (7,009)                          |
|                       | <u>\$ 157,743</u>        | <u>\$ 181,961</u>                |

Trade receivables included unbilled receivables related to percentage-of-completion revenue recognition of \$27,311,000 and \$24,706,000 at March 1, 2009 and November 30, 2008, respectively.

**NOTE 4 – INVENTORIES**

Inventories are stated at the lower of cost or market. Inventories consisted of the following:

| <u>(In thousands)</u>  | <u>March 1,<br/>2009</u> | <u>November<br/>30,<br/>2008</u> |
|------------------------|--------------------------|----------------------------------|
| Finished products      | \$ 38,646                | \$ 44,033                        |
| Materials and supplies | 19,257                   | 33,485                           |
| Products in process    | 22,929                   | 18,127                           |
|                        | <u>\$ 80,832</u>         | <u>\$ 95,645</u>                 |

**NOTE 5 – SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION**

Supplemental cash flow information included the following:

| <u>(In thousands)</u> | <u>Three Months Ended</u> |                          |
|-----------------------|---------------------------|--------------------------|
|                       | <u>March 1,<br/>2009</u>  | <u>March 2,<br/>2008</u> |
| Interest paid         | \$ 51                     | \$ 247                   |
| Income taxes paid     | 2,102                     | 523                      |

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## NOTE 6 – JOINT VENTURES

Operating results of TAMCO, an investment which is accounted for under the equity method, were as follows:

| <u>(In thousands)</u> | <u>Three Months Ended</u>      |                                |
|-----------------------|--------------------------------|--------------------------------|
|                       | <u>March 1,</u><br><u>2009</u> | <u>March 2,</u><br><u>2008</u> |
| Net sales             | \$ 17,797                      | \$ 82,715                      |
| Gross profit          | (7,633)                        | 13,821                         |
| Net (loss)/income     | (5,184)                        | 6,089                          |

Investments in Ameron Saudi Arabia, Ltd. ("ASAL") and Bondstrand, Ltd. ("BL") are accounted for under the cost method due to management's current assessment of the Company's influence over these joint ventures. Earnings from ASAL and BL, if any, are included in other income, net.

Earnings and dividends from the Company's joint ventures were as follows:

| <u>(In thousands)</u>                               | <u>Three Months Ended</u>      |                                |
|---|--------------------------------|--------------------------------|
|   | <u>March 1,</u><br><u>2009</u> | <u>March 2,</u><br><u>2008</u> |
| Earnings from joint ventures:                       |                                |                                |
| Equity (loss)/earnings of TAMCO before income taxes | \$ (2,592)                     | \$ 3,045                       |
| Less benefit/(provision) for income taxes           | 250                            | (293)                          |
| Equity (loss)/earnings of TAMCO, net of taxes       | \$ (2,342)                     | \$ 2,752                       |
| Dividends received from joint ventures:             |                                |                                |
| TAMCO   | \$ -                           | \$ 550                         |
| ASAL  | -                              | 1,496                          |
| BL  | -                              | -                              |

TAMCO's shareholders made a \$20,000,000 capital contribution to TAMCO in February, 2009. The Company's share of the funding from shareholders totaled \$10,000,000. The Company continues to have a 50% ownership interest in TAMCO and accounts for its investment under the equity method of accounting. The Company may provide additional funding to TAMCO if TAMCO is unable to generate sufficient cash flow from operations or obtain third-party financing. TAMCO's primary source of external financing is currently a \$40,000,000 credit facility (stepping down to \$35,000,000 on May 1, 2009). Approximately \$30,000,000 was outstanding under the credit facility as of March 1, 2009. The terms of TAMCO's credit facility prohibit TAMCO from paying dividends to its shareholders until the expiration of the facility on February 28, 2010.

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**NOTE 7 – NET INCOME PER SHARE**

Basic net income per share is computed on the basis of the weighted-average number of common shares outstanding during the periods presented. Diluted net income per share is computed on the basis of the weighted-average number of common shares outstanding plus the effect of outstanding stock options and restricted stock, using the treasury stock method. Outstanding common stock equivalents, consisting of 16,200 and 25,570 restricted shares and options to purchase 32,500 and 43,500 common shares, were dilutive for the three months ended March 1, 2009 and March 2, 2008, respectively. Following is a reconciliation of the weighted-average number of shares used in the computation of basic and diluted net income per share:

| <b>(In thousands, except per share data)</b>          | <b>Three Months Ended</b> |                          |
|---|---------------------------|--------------------------|
|   | <b>March 1,<br/>2009</b>  | <b>March 2,<br/>2008</b> |
| <b>Numerator:</b>                                     |                           |                          |
| Net income  | <u>\$ 3,826</u>           | <u>\$ 9,737</u>          |
| <b>Denominator for basic net income per share:</b>    |                           |                          |
| Weighted-average shares outstanding, basic            | <u>9,146,678</u>          | <u>9,075,086</u>         |
| <b>Denominator for diluted net income per share:</b>  |                           |                          |
| Weighted-average shares outstanding, basic            | 9,146,678                 | 9,075,086                |
| Dilutive effect of stock options and restricted stock | <u>13,120</u>             | <u>27,892</u>            |
| Weighted-average shares outstanding, diluted          | <u>9,159,798</u>          | <u>9,102,978</u>         |
| Basic net income per share                            | <u>\$ .42</u>             | <u>\$ 1.07</u>           |
| Diluted net income per share                          | <u>\$ .42</u>             | <u>\$ 1.07</u>           |

**NOTE 8 – COMPREHENSIVE INCOME**

Comprehensive income was as follows:

| <b>(In thousands)</b>                   | <b>Three Months Ended</b> |                          |
|---|---------------------------|--------------------------|
|   | <b>March 1,<br/>2009</b>  | <b>March 2,<br/>2008</b> |
| Net income                              | <u>\$ 3,826</u>           | <u>\$ 9,737</u>          |
| Foreign currency translation adjustment | <u>(3,402)</u>            | <u>4,802</u>             |
| Comprehensive income                    | <u>\$ 424</u>             | <u>\$ 14,539</u>         |

**NOTE 9 – DEBT**

The Company's long-term debt consisted of the following:

| <u>(In thousands)</u>   | <u>March 1,<br/>2009</u> | <u>November<br/>30,<br/>2008</u> |
|---|--------------------------|----------------------------------|
| Fixed-rate notes:   |                          |                                  |
| 5.36%, payable in annual principal installments of \$10,000   | \$ 10,000                | \$ 10,000                        |
| 4.25%, payable in Singapore dollars, in annual principal installments of \$6,594, beginning November 25, 2008 | 26,377                   | 27,052                           |
| Variable-rate industrial development bonds:   |                          |                                  |
| payable in 2016 (.85% at March 1, 2009)   | 7,200                    | 7,200                            |
| payable in 2021 (.85% at March 1, 2009)   | 8,500                    | 8,500                            |
| <b>Total long-term debt</b>   | <b>52,077</b>            | <b>52,752</b>                    |
| Less current portion  | (16,594)                 | (16,763)                         |
| <b>Long-term debt, less current portion</b>   | <b>\$ 35,483</b>         | <b>\$ 35,989</b>                 |

The Company maintains a \$100,000,000 revolving credit facility with six banks (the "Revolver"). At March 1, 2009, \$18,167,000 of the Revolver was utilized for standby letters of credit; therefore, \$81,833,000 was available under the Revolver. Under the Revolver, the Company may, at its option, borrow up to the available amount at floating interest rates (LIBOR plus a spread ranging from .75% to 1.625%, based on the Company's financial condition and performance), at any time until September 2010, when all borrowings under the Revolver must be repaid.

The lending agreements contain various restrictive covenants, including the requirement to maintain specified amounts of net worth and restrictions on cash dividends, borrowings, liens, capital expenditures, investments, guarantees, and financial covenants. The Company was in compliance with all covenants as of March 1, 2009. The Revolver, the 4.25% term notes and the 5.36% term notes are collateralized by substantially all of the Company's assets. The industrial development bonds are supported by standby letters of credit that are issued under the Revolver. The interest rate on the industrial development bonds is based on the Securities Industry and Financial Markets Association ("SIFMA") Index plus a spread of .20%. Certain note agreements contain provisions regarding the Company's ability to grant security interests or liens in association with other debt instruments. If the Company grants such a security interest or lien, then such notes will be collateralized equally and ratably as long as such other debt shall be collateralized.

**NOTE 10 – SEGMENT INFORMATION**

The Company provides certain information about operating segments in accordance with SFAS No. 131, "Disclosure about Segments of an Enterprise and Related Information." In accordance with SFAS No. 131, the Company has determined that it has four operating and three reportable segments: Fiberglass-Composite Pipe, Water Transmission and Infrastructure Products. Infrastructure Products consists of two operating segments, the Pole Products and Hawaii Divisions, which are aggregated. Each of the segments has a dedicated management team and is managed separately, primarily because of differences in products. The Company's Chief Operating Decision Maker is the Chief Executive Officer who primarily reviews sales and income before interest, income taxes and equity in earnings of joint venture for each operating segment in making decisions about allocating resources and assessing performance. The Company allocates certain selling, general and administrative expenses to operating segments utilizing assumptions believed to be appropriate in the circumstances. Costs of shared services (e.g., costs of Company-wide insurance programs or benefit plans) are allocated to the operating segments based on revenue, wages or net assets employed. Other items not related to current operations or of an unusual nature are not allocated to the reportable segments, such as adjustments to reflect inventory balances of certain steel inventories under the last-in, first-out ("LIFO") method, certain unusual legal costs and expenses, interest expense and income taxes.

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

Following is information related to each reportable segment included in, and in a manner consistent with, internal management reports:

| <b>(In thousands)</b>   | <b>Three Months Ended</b> |                          |
|---|---------------------------|--------------------------|
|   | <b>March 1,<br/>2009</b>  | <b>March 2,<br/>2008</b> |
| <b>Sales</b>  |                           |                          |
| Fiberglass-Composite Pipe   | \$ 56,741                 | \$ 65,843                |
| Water Transmission  | 51,543                    | 40,984                   |
| Infrastructure Products   | 37,719                    | 43,328                   |
| Eliminations  | (1)                       | (386)                    |
| <b>Total sales</b>  | <b>\$ 146,002</b>         | <b>\$ 149,769</b>        |
| <b>Income Before Interest, Income Taxes and Equity in Earnings of Joint Venture</b>       |                           |                          |
| Fiberglass-Composite Pipe   | \$ 14,647                 | \$ 16,635                |
| Water Transmission  | 513                       | (3,939)                  |
| Infrastructure Products   | 3,785                     | 6,294                    |
| Corporate and unallocated   | (9,962)                   | (8,365)                  |
| <b>Total Income Before Interest, Income Taxes and Equity in Earnings of Joint Venture</b> | <b>\$ 8,983</b>           | <b>\$ 10,625</b>         |

| <b>(In thousands)</b>     | <b>March 1,<br/>2009</b> | <b>November<br/>30,<br/>2008</b> |
|---------------------------|--------------------------|----------------------------------|
|                           | <b>Assets</b>            |                                  |
| Fiberglass-Composite Pipe | \$ 257,488               | \$ 303,672                       |
| Water Transmission        | 210,729                  | 235,664                          |
| Infrastructure Products   | 104,795                  | 107,792                          |
| Corporate and unallocated | 282,443                  | 227,543                          |
| Eliminations              | (150,422)                | (148,349)                        |
| <b>Total Assets</b>       | <b>\$ 705,033</b>        | <b>\$ 726,322</b>                |

**NOTE 11 – COMMITMENTS AND CONTINGENCIES**

In April 2004, Sable Offshore Energy Inc. ("Sable"), as agent for certain owners of the Sable Offshore Energy Project, brought an action against various coatings suppliers and application contractors, including the Company and its subsidiary, Ameron B.V., in the Supreme Court of Nova Scotia, Canada. Sable seeks damages allegedly sustained by it resulting from performance problems with several coating systems used on the Sable Offshore Energy Project, including coatings products furnished by the Company and Ameron B.V. Sable's originating notice and statement of claim alleged a claim for damages in an unspecified amount; however, Sable has since alleged that its claim for damages against all defendants is approximately 440,000,000 Canadian dollars, a figure which the Company and Ameron B.V. contest. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

In May 2003, Dominion Exploration and Production, Inc. and Pioneer Natural Resources USA, Inc. (collectively "Dominion") brought an action against the Company in Civil District Court for the Parish of Orleans, Louisiana as owners of an offshore production facility known as a SPAR. Dominion seeks damages allegedly sustained by it resulting from delays in delivery of the SPAR caused by the removal and replacement of certain coatings containing lead and/or lead chromate for which the manufacturer of the SPAR alleged the Company was responsible. Dominion contends that the Company made certain misrepresentations and warranties to Dominion concerning the lead-free nature of those coatings. Dominion's petition as filed alleged a claim for damages in an unspecified amount; however, Dominion's economic expert has since estimated Dominion's damages at approximately \$128,000,000, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

In July 2004, BP America Production Company ("BP America") brought an action against the Company in the 24<sup>th</sup> Judicial District Court, Parish of Jefferson, Louisiana in connection with fiberglass pipe sold by the Company for installation in four offshore platforms constructed for BP America. The plaintiff seeks damages allegedly sustained by it resulting from claimed defects in such pipe. BP America's petition as filed alleged a claim against the Company for rescission, products liability, negligence, breach of contract and warranty and for damages in an amount of not less than \$20,000,000, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

In June 2006, the Cawelo, California Water District ("Cawelo") brought an action against the Company in Kern County Superior Court, California in connection with concrete pipe sold by the Company in 1995 for a wastewater recovery pipeline in such county. Cawelo seeks damages allegedly sustained by it resulting from the failure of such pipe in 2004. Cawelo's petition as filed alleged a claim against the Company for products liability, negligence, breach of express warranty and breach of written contract and for damages in an amount of not less than \$8,000,000, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

The Company is a defendant in a number of asbestos-related personal injury lawsuits. These cases generally seek unspecified damages for asbestos-related diseases based on alleged exposure to products previously manufactured by the Company and others. As of March 1, 2009, the Company was a defendant in 23 asbestos-related cases, compared to 24 cases as of November 30, 2008. During the quarter ended March 1, 2009, there were two new asbestos-related cases, two cases dismissed, one case settled, no judgments and aggregate net costs and expenses of \$169,000. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to these cases.

The Company is subject to federal, state and local laws and regulations concerning the environment and is currently participating in administrative proceedings at several sites under these laws. While the Company finds it difficult to estimate with any certainty the total cost of remediation at the several sites, on the basis of currently available information and reserves provided, the Company believes that the outcome of such environmental regulatory proceedings will not have a material effect on the Company's financial position, cash flows, or results of operations.

In December, 2008, the Company received from the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") a Requirement To Furnish Information regarding transactions involving Iran. The Company intends to cooperate fully with OFAC on this matter. Based upon the information available to it at this time, the Company is not able to predict the outcome of this matter.

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

In addition, certain other claims, suits and complaints that arise in the ordinary course of business, have been filed or are pending against the Company. Management believes that these matters are either adequately reserved, covered by insurance, or would not have a material effect on the Company's financial position, cash flows or results of operations if disposed of unfavorably.

**NOTE 12 – PRODUCT WARRANTIES AND GUARANTEES**

The Company's product warranty accrual reflects management's estimate of probable liability associated with product warranties. The Company generally provides a standard product warranty covering defects for a period not exceeding one year from date of purchase. Management establishes product warranty accruals based on historical experience and other currently-available information. Changes in the product warranty accrual were as follows:

| <u>(In thousands)</u>               | <u>Three Months Ended</u> |                          |
|-------------------------------------|---------------------------|--------------------------|
|                                     | <u>March 1,<br/>2009</u>  | <u>March 2,<br/>2008</u> |
| Balance, beginning of period        | \$ 3,238                  | \$ 3,590                 |
| Payments                            | (1,068)                   | (20)                     |
| Warranties issued during the period | 762                       | (211)                    |
| Balance, end of period              | <u>\$ 2,932</u>           | <u>\$ 3,359</u>          |

**NOTE 13 – GOODWILL AND OTHER INTANGIBLE ASSETS**

Changes in the Company's carrying amount of goodwill by business segment were as follows:

| <u>(In thousands)</u>   | <u>November<br/>30,<br/>2008</u> | <u>Foreign<br/>Currency<br/>Translation<br/>Adjustments</u> | <u>March 1,<br/>2009</u> |
|-------------------------|----------------------------------|---|--------------------------|
|                         | Fiberglass-Composite Pipe        | \$ 1,440  | \$ -                     |
| Water Transmission      | 360                              | (15)  | 345                      |
| Infrastructure Products | 201                              | -   | 201                      |
|                         | <u>\$ 2,001</u>                  | <u>\$ (15)</u>  | <u>\$ 1,986</u>          |

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**NOTE 14 – INCENTIVE STOCK COMPENSATION PLANS**

As of March 1, 2009, the Company had outstanding grants under the following share-based compensation plans:

- 1994 Non-Employee Director Stock Option Plan ("1994 Plan") - The 1994 Plan was terminated in 2001, except as to the outstanding options. A total of 240,000 new shares of Common Stock were made available for awards to non-employee directors. Non-employee directors were granted options to purchase the Company's Common Stock at prices not less than 100% of market value on the date of grant. Such options vested in equal annual installments over four years and terminate ten years from the date of grant.
- 2001 Stock Incentive Plan ("2001 Plan") - The 2001 Plan was terminated in 2004, except as to the outstanding stock options and restricted stock grants. A total of 380,000 new shares of Common Stock were made available for awards to key employees and non-employee directors. The 2001 Plan served as the successor to the 1994 Plan and superseded that plan. Non-employee directors were granted options under the 2001 Plan to purchase the Company's Common Stock at prices not less than 100% of market value on the date of grant. Such options vested in equal annual installments over four years. Such options terminate ten years from the date of grant. Key employees were granted restricted stock under the 2001 Plan. Such restricted stock grants vested in equal annual installments over four years.
- 2004 Stock Incentive Plan ("2004 Plan") - The 2004 Plan serves as the successor to the 2001 Plan and supersedes that plan. A total of 525,000 new shares of Common Stock were made available for awards to key employees and non-employee directors and may include, but are not limited to, stock options and restricted stock grants. Non-employee directors were granted options under the 2004 Plan to purchase the Company's Common Stock at prices not less than 100% of market value on the date of grant. Such options vest in equal annual installments over four years and terminate ten years from the date of grant. Key employees and non-employee directors were granted restricted stock under the 2004 Plan. Such restricted stock grants typically vest in equal annual installments over three years. During the three months ended March 1, 2009, the Company granted 16,200 restricted shares to key employees with a fair value on the grant date of \$806,000. During the three months ended March 2, 2008, the Company granted 3,802 stock options to non-employee directors with a fair value on the grant date of \$101,000 and 16,000 restricted shares to key employees with fair value on the grant date of \$1,639,000.

In addition to the above, in 2001, non-employee directors were granted options to purchase the Company's Common Stock at prices not less than 100% of market value on the date of grant. Such options vested in equal annual installments over four years and terminate ten years from the date of grant. At March 1, 2009, there were 7,000 shares subject to such stock options.

The Company's income before income taxes and equity in earnings of joint venture for the three months ended March 1, 2009 and March 2, 2008 included compensation expenses of \$1,015,000 and \$1,856,000, respectively, related to stock-based compensation arrangements. Tax benefits related to these expenses were \$397,000 and \$724,000, respectively. There were no capitalized share-based compensation costs for the three months ended March 1, 2009 and March 2, 2008.

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

The following table summarizes the stock option activity for the three months ended March 1, 2009:

| <b>Options</b>                              | <b>Number of Options</b> | <b>Weighted-Average Exercise Price per Share</b> | <b>Weighted-Average Remaining Contractual Term (Years)</b> | <b>Aggregate Intrinsic Value (in thousands)</b> |
|---|--------------------------|--|--|---|
| Outstanding at November 30, 2008            | 36,302                   | \$ 37.61   |  |   |
| Granted                                     | -                        | -  |  |   |
| Exercised                                   | -                        | -  |  |   |
| <b>Outstanding at March 1, 2009</b>         | <b>36,302</b>            | <b>37.61</b>                                     | <b>4.36</b>  | <b>\$ 608</b>                                   |
| <b>Options exercisable at March 1, 2009</b> | <b>33,451</b>            | <b>32.18</b>                                     | <b>3.97</b>  | <b>\$ 550</b>                                   |

For the three months ended March 1, 2009, no options were granted, forfeited, exercised or expired. For the three months ended March 2, 2008, 3,802 options were granted and no options were forfeited or expired. The aggregate intrinsic value in the table above represents the total pretax intrinsic value, which is the difference between the closing price of the Company's Common Stock on the last trading day of the first quarter of 2009 and the exercise price times the number of shares that would have been received by the option holders if the options were exercised on such trading day. This amount will change based on the fair market value of the Company's Common Stock. The aggregate intrinsic value of stock options exercised during the three months ended March 2, 2008 was \$1,702,000. As of March 1, 2009, unrecognized compensation cost related to stock-based compensation arrangements totaled \$4,610,000, which is expected to be recognized over a weighted-average period of 2.25 years.

For the three months ended March 1, 2009 and March 2, 2008, 16,200 and 16,000 shares of restricted stock were granted, respectively. The weighted-average grant-date, fair value of such restricted stock was \$49.78 and \$102.44 per share, respectively. The fair value of restricted stock, which vested during the three months ended March 1, 2009 and March 1, 2008, was \$2,353,000 and \$5,488,000, respectively.

Net cash proceeds from the exercise of stock options during the three months ended March 1, 2008 was \$760,000. The Company's policy is to issue shares from its authorized shares upon the exercise of stock options.

**NOTE 15 – EMPLOYEE BENEFIT PLANS**

For the three months ended March 1, 2009 and March 2, 2008, net pension and postretirement costs were comprised of the following:

| <b>(In thousands)</b>                                  | <b>Pension Benefits</b> |              |                       |               | <b>U.S. Postretirement Benefits</b> |               |
|--|-------------------------|--------------|-----------------------|---------------|-------------------------------------|---------------|
|  | <b>U.S. Plans</b>       |              | <b>Non-U.S. Plans</b> |               | <b>2009</b>                         | <b>2008</b>   |
|  | <b>2009</b>             | <b>2008</b>  | <b>2009</b>           | <b>2008</b>   |                                     |               |
| Service cost   | \$ 690                  | \$ 744       | \$ 67                 | \$ 110        | \$ 81                               | \$ 96         |
| Interest cost  | 3,089                   | 2,888        | 561                   | 636           | 222                                 | 209           |
| Expected return on plan assets                         | (2,860)                 | (3,928)      | (404)                 | (423)         | (29)                                | (32)          |
| Amortization of unrecognized prior service cost        | 18                      | 29           | 66                    | 77            | 19                                  | 19            |
| Amortization of unrecognized net transition obligation | -                       | -            | -                     | -             | 46                                  | 46            |
| Amortization of accumulated loss                       | 1,451                   | 284          | (167)                 | -             | 5                                   | 11            |
| <b>Net periodic cost</b>                               | <b>\$ 2,388</b>         | <b>\$ 17</b> | <b>\$ 123</b>         | <b>\$ 400</b> | <b>\$ 344</b>                       | <b>\$ 349</b> |

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

The Company contributed \$1,700,000 to the non-U.S. pension plans and did not make any material contributions to the U.S. pension plan in the first three months of 2009. The Company expects to contribute approximately \$8,500,000 to its U.S. pension plan and an additional \$100,000 to its non-US pension plans during the remainder of 2009.

### NOTE 16 – PROVISION FOR INCOME TAXES

Income taxes decreased to \$2,644,000 in the first quarter of 2009, from \$3,929,000 in the same period of 2008. The effective tax rate on income from continuing operations decreased to 30.0% in 2009, from 36.0% in 2008. The effective tax rates for the first quarters of 2009 and 2008 were based on forecasted full-year earnings and the anticipated mix of domestic and foreign earnings. Income from certain foreign operations and joint ventures is taxed at rates that are lower than the U.S. statutory tax rates. The effective tax rate for the first quarter of 2009 is not necessarily indicative of the tax rate for the full fiscal year.

At March 1, 2009, the total amount of gross unrecognized tax benefits, excluding interest, was \$9,226,000. This amount is not reduced for offsetting benefits in other tax jurisdictions and for the benefit of future tax deductions that would arise as a result of settling such liabilities as recorded. Of this amount, \$5,665,000 would reduce the Company's income tax expense and effective tax rate, after giving effect to offsetting benefits from other tax jurisdictions and resulting future deductions. At November 30, 2008, the total amount of gross unrecognized tax benefits, excluding interest, was \$7,416,000.

The Company anticipates that it is reasonably possible that the total amount of unrecognized tax benefits may significantly change within the succeeding 12 months as a result of the expiration of certain state statutes of limitations for examination and the settlement of certain state audits. The Company estimates that these events could reasonably result in a possible decrease in unrecognized tax benefits of \$1,501,000.

The Company accrues interest and penalties related to unrecognized tax benefits as income tax expense. Accruals totaling \$1,187,000 were recorded as a liability in the Company's consolidated balance sheet at March 1, 2009, compared to \$1,098,000 as of November 30, 2008.

The Company's federal income tax returns remain subject to examination for the 2007 and forward tax years. The Company files multiple state income tax returns, including California, Hawaii, Arizona and Texas, with open statutes ranging from 2000 through 2008. The Company also files multiple foreign income tax returns and remains subject to examination in major foreign jurisdictions, including the Netherlands, Singapore and Malaysia, for years ranging from 1996 through 2008.

### NOTE 17 – FAIR VALUE MEASUREMENTS

As defined in SFAS No. 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that the Company believes market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable.

The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company is able to classify fair value balances based on the observability of those inputs.

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy defined by SFAS No. 157 are as follows:

- Level 1** Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, listed equities and U.S. government treasury securities.
- Level 2** Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as over the counter forwards, options and repurchase agreements.
- Level 3** Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value from the perspective of a market participant. Level 3 instruments include those that may be more structured or otherwise tailored to customers' needs. At each balance sheet date, the Company performs an analysis of all instruments subject to SFAS No. 157 and includes in Level 3 all of those whose fair value is based on significant unobservable inputs.

Assets and liabilities measured at fair value on a recurring basis included the following as of March 1, 2009:

| <b>(In thousands)</b>    | <b>Fair Value Measurements Using</b> |                |                | <b>Liabilities<br/>At Fair<br/>Value</b> |
|--------------------------|--------------------------------------|----------------|----------------|--|
|                          | <b>Level 1</b>                       | <b>Level 2</b> | <b>Level 3</b> |  |
| <b>Liabilities</b>       |                                      |                |                |  |
| Derivative liabilities   | \$ -                                 | \$ 10          | \$ -           | \$ 10                                    |
| <b>Total liabilities</b> | <b>\$ -</b>                          | <b>\$ 10</b>   | <b>\$ -</b>    | <b>\$ 10</b>                             |

Assets and liabilities measured at fair value on a recurring basis included the following as of March 2, 2008:

| <b>(In thousands)</b> | <b>Fair Value Measurements Using</b> |                |                | <b>Assets<br/>At Fair<br/>Value</b> |
|-----------------------|--------------------------------------|----------------|----------------|-------------------------------------|
|                       | <b>Level 1</b>                       | <b>Level 2</b> | <b>Level 3</b> |                                     |
| <b>Assets</b>         |                                      |                |                |                                     |
| Derivative assets     | \$ -                                 | \$ 107         | \$ -           | \$ 107                              |
| <b>Total assets</b>   | <b>\$ -</b>                          | <b>\$ 107</b>  | <b>\$ -</b>    | <b>\$ 107</b>                       |

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*Derivatives*

The Company operates internationally, giving rise to exposure to market risks from changes in foreign exchange rates. From time to time, derivative financial instruments, primarily foreign exchange contracts, are used by the Company to reduce those risks. The Company does not hold or issue financial or derivative financial instruments for trading or speculative purposes. The Company and its subsidiaries complete transactions in currencies other than their functional currencies. The Company's primary objective with respect to currency risk is to reduce net income volatility that would otherwise occur due to exchange-rate fluctuations.

In order to minimize the risk of gain or loss due to exchange rates, the Company uses foreign currency derivatives. As of March 1, 2009, the Company held one foreign currency forward contract aggregating \$6,000,000 U.S. dollars, hedging Singapore dollars, and no other contracts. Such contract had a fair value loss of \$10,000 as of March 1, 2009 based on quotations from financial institutions. As of March 2, 2008, the Company held 14 foreign currency forward contracts in the amount of \$7,000,000 U.S. dollars, hedging Singapore dollars. As of March 2, 2008, such instruments had a fair value gain of \$107,000 based on quotations from financial institutions. Derivatives are reported as receivables on the balance sheet and recognized as other income, net, on the income statement.

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

**INTRODUCTION**

Ameron International Corporation ("Ameron", the "Company", the "Registrant" or the "Corporation") is a multinational manufacturer of highly-engineered products and materials for the chemical, industrial, energy, transportation and infrastructure markets. Ameron is a leading producer of water transmission lines; fiberglass-composite pipe for transporting oil, chemicals and corrosive fluids and specialized materials; and products used in infrastructure projects. The Company operates businesses in North America, South America, Europe and Asia. The Company has three reportable segments. The Fiberglass-Composite Pipe Group manufactures and markets filament-wound and molded composite fiberglass pipe, tubing, fittings and well screens. The Water Transmission Group manufactures and supplies concrete and steel pressure pipe, concrete non-pressure pipe, protective linings for pipe and fabricated steel products, such as large-diameter wind towers. The Infrastructure Products Group consists of two operating segments, which are aggregated: the Hawaii Division which manufactures and sells ready-mix concrete, sand and aggregates, concrete pipe and culverts and the Pole Products Division which manufactures and sells concrete and steel lighting and traffic poles. The markets served by the Fiberglass-Composite Pipe Group are worldwide in scope. The Water Transmission Group serves primarily the western U.S. for pipe and sells wind towers primarily west of the Mississippi river. The Infrastructure Products Group's quarry and ready-mix business operates exclusively in Hawaii, and poles are sold throughout the U.S. Ameron also participates in several joint-venture companies, directly in the U.S. and Saudi Arabia, and indirectly in Egypt.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Management's Discussion and Analysis of Liquidity and Capital Resources and Results of Operations are based upon the Company's consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities during the reporting periods. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

A summary of the Company's significant accounting policies is provided in Note (1) of the Notes to Consolidated Financial Statements, under Part II, Item 8, in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2008 ("2008 Annual Report"). In addition, management believes the following accounting policies affect the more significant estimates used in preparing the consolidated financial statements.

The consolidated financial statements include the accounts of Ameron and all wholly-owned subsidiaries. All material intercompany accounts and transactions are eliminated. The functional currencies for the Company's foreign operations are the applicable local currencies. The translation from the applicable foreign currencies to U.S. dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for revenue and expense accounts using a weighted-average exchange rate during the period. The resulting translation adjustments are recorded in accumulated other comprehensive income/(loss). The Company advances funds to certain foreign subsidiaries that are not expected to be repaid in the foreseeable future. Translation adjustments arising from these advances are also included in accumulated other comprehensive income/(loss). The timing of repayments of intercompany advances could materially impact the Company's consolidated financial statements. Additionally, earnings of foreign subsidiaries are often permanently reinvested outside the U.S. Unforeseen repatriation of such earnings could result in significant unrecognized U.S. tax liability. Gains or losses resulting from foreign currency transactions are included in other income, net.

Revenue for the Fiberglass-Composite Pipe and Infrastructure Products segments is recognized when risk of ownership and title pass, primarily at the time goods are shipped, provided that an agreement exists between the customer and the Company, the price is fixed or determinable and collection is reasonably assured. Revenue is recognized for the Water Transmission Group primarily under the percentage-of-completion method, typically based on completed units of production, since products are manufactured under enforceable and binding construction contracts, typically are designed for specific applications, are not interchangeable between projects, and are not manufactured for stock. Revenue for the period is determined by multiplying total estimated contract revenue by the percentage-of-completion of the contract and then subtracting the amount of previously recognized revenue. Cost of earned revenue is computed by multiplying estimated contract completion cost by the percentage-of-completion of the contract and then subtracting the amount of previously recognized cost. In some cases, if products are manufactured for stock or are not related to specific construction contracts, revenue is recognized under the same criteria used by the other two segments. Revenue under the percentage-of-completion method is subject to a greater level of estimation, which affects the timing of revenue recognition, costs and profits. Estimates are reviewed on a consistent basis and are adjusted periodically to reflect current expectations. Costs attributable to unpriced change orders are treated as costs of contract performance in the period, and contract revenue is recognized if recovery is probable. Disputed or unapproved change orders are treated as claims. Recognition of amounts of additional contract revenue relating to claims occurs when amounts have been received or awarded with recognition based on the percentage-of-completion methodology.

The Company expenses environmental clean-up costs related to existing conditions resulting from past or current operations on a site-by-site basis. Liabilities and costs associated with these matters, as well as other pending litigation and asserted claims arising in the ordinary course of business, require estimates of future costs and judgments based on the knowledge and experience of management and its legal counsel. When the Company's exposures can be reasonably estimated and are probable, liabilities and expenses are recorded. The ultimate resolution of any such exposure to the Company may differ due to subsequent developments.

Inventories are stated at the lower of cost or market with cost determined principally on the first-in, first-out ("FIFO") method. Certain steel inventories used by the Water Transmission Group are valued using the last-in, first-out ("LIFO") method. Significant changes in steel levels or costs could materially impact the Company's financial statements. Reserves are established for excess, obsolete and rework inventories based on estimates of salability and forecasted future demand. Management records an allowance for doubtful accounts receivable based on historical experience and expected trends. A significant reduction in demand or a significant worsening of customer credit quality could materially impact the Company's consolidated financial statements.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

Investments in unconsolidated joint ventures or affiliates ("joint ventures") over which the Company has significant influence are accounted for under the equity method of accounting, whereby the investment is carried at the cost of acquisition, plus the Company's equity in undistributed earnings or losses since acquisition. Investments in joint ventures over which the Company does not have the ability to exert significant influence over the investees' operating and financing activities are accounted for under the cost method of accounting. The Company's investment in TAMCO, a steel mini-mill in California, is accounted for under the equity method. Investments in Ameron Saudi Arabia, Ltd. and Bondstrand, Ltd. are accounted for under the cost method due to Management's current assessment of the Company's influence over these joint ventures.

Property, plant and equipment is stated on the basis of cost and depreciated principally using a straight-line method based on the estimated useful lives of the related assets, generally three to 40 years. The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. If the estimated future, undiscounted cash flows from the use of an asset are less than its carrying value, a write-down is recorded to reduce the related asset to estimated fair value. Actual cash flows may differ significantly from estimated cash flows. Additionally, current estimates of future cash flows may differ from subsequent estimates of future cash flows. Changes in estimated or actual cash flows could materially impact the Company's consolidated financial statements.

The Company is self-insured for a portion of the losses and liabilities primarily associated with workers' compensation claims and general, product and vehicle liability. Losses are accrued based upon the Company's estimates of the aggregate liability for claims incurred using historical experience and certain actuarial assumptions followed in the insurance industry. The estimate of self-insurance liability includes an estimate of incurred but not reported claims, based on data compiled from historical experience. Actual experience could differ significantly from these estimates and could materially impact the Company's consolidated financial statements. The Company purchases varying levels of insurance to cover losses in excess of the self-insured limits. Currently, the Company's primary self-insurance limits or deductibles are \$1.0 million per workers' compensation claim, \$.1 million per general, property or product liability claim, and \$.25 million per vehicle liability claim.

The Company follows the guidance of Statement of Financial Accounting Standards ("SFAS") No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," SFAS No. 87, "Employers' Accounting for Pensions," and SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," when accounting for pension and other postretirement benefits. Under these accounting standards, assumptions are made regarding the valuation of benefit obligations and the performance of plan assets that are controlled and invested by third-party fiduciaries. Delayed recognition of differences between actual results and expected or estimated results is a guiding principle of these standards. Such delayed recognition provides a gradual recognition of benefit obligations and investment performance over the working lives of the employees who benefit under the plans, based on various assumptions. Assumed discount rates are used to calculate the present values of benefit payments which are projected to be made in the future, including projections of increases in employees' annual compensation and health care costs. Management also projects the future returns on invested assets based principally on prior performance. These projected returns reduce the net benefit costs the Company records in the current period. Actual results could vary significantly from projected results, and such deviations could materially impact the Company's consolidated financial statements. Management consults with the Company's actuaries when determining these assumptions. Program changes, including termination, freezing of benefits or acceleration of benefits, could result in an immediate recognition of unrecognized benefit obligations; and such recognition could materially impact the Company's consolidated financial statements.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

The Company adopted SFAS No. 157, "Fair Value Measurements," which provides a framework for measuring fair value. As defined in SFAS No. 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that the Company believes market participants would use in pricing assets or liabilities, including assumptions about risk and the risks inherent in the inputs to valuation techniques. These inputs can be readily observable, market corroborated or generally unobservable. The Company primarily applies the market and income approaches for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company classifies fair value balances based on the observability of those inputs. The ultimate exit price could be significantly different than currently estimated by the Company.

Management incentive compensation is accrued based on current estimates of the Company's ability to achieve short-term and long-term performance targets. The Company's actual performance could be significantly different than currently estimated by the Company.

Deferred income tax assets and liabilities are computed for differences between the financial statement and income tax bases of assets and liabilities. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized. Quarterly income taxes are estimated based on the mix of income by jurisdiction forecasted for the full fiscal year. The Company believes that it has adequately provided for tax-related matters. Actual income, the mix of income by jurisdiction and income taxes could be significantly different than currently estimated.

The amount of income taxes the Company pays is subject to ongoing audits by federal, state and foreign tax authorities. The Company's estimate of the potential outcome of any uncertain tax issue is subject to Management's assessment of relevant risks, facts, and circumstances existing at that time, pursuant to the Financial Accounting Standards Board ("FASB") Interpretation ("FIN") No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109." FIN No. 48 requires a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. A liability is recorded for the difference between the benefit recognized and measured pursuant to FIN No. 48 and the tax position taken or expected to be taken on the tax return. To the extent that the Company's assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. The Company reports tax-related interest and penalties as a component of income tax expense.

### LIQUIDITY AND CAPITAL RESOURCES

As of March 1, 2009, the Company's working capital, including cash and cash equivalents and current portion of long-term debt, totaled \$282.9 million, a decrease of \$14.5 million from working capital of \$297.4 million as of November 30, 2008. The decrease resulted primarily from a decrease in receivables and inventories, partially offset by an increase in cash and decreases in trade payables, income taxes payable and accrued liabilities. The reductions in receivables and inventories were primarily due to more efficient working capital management and a slowdown in business activity. Cash and cash equivalents totaled \$148.5 million as of March 1, 2009, compared to \$143.6 million as of November 30, 2008.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

For the three months ended March 1, 2009, net cash of \$32.4 million was generated from operating activities, compared to \$18.4 million generated in the similar period in 2008. The higher operating cash flow in 2009 was primarily due to a sharper decline in operating assets, offset by lower liabilities and earnings. In the three months ended March 1, 2009, the Company's cash provided by operating activities included net income of \$3.8 million, plus non-cash adjustments (depreciation, amortization, loss from joint venture and stock compensation expense) of \$8.9 million, plus changes in operating assets and liabilities of \$19.7 million. In the three months ended March 2, 2008, the Company's cash from operating activities included net income of \$9.7 million, less similar non-cash adjustments (depreciation, amortization, equity income from joint ventures in excess of dividends and stock compensation expense) of \$4.2 million, plus changes in operating assets and liabilities of \$4.4 million. The non-cash adjustments in 2009 were higher due primarily to the Company's equity in loss of TAMCO. The positive change in operating assets and liabilities in 2009 was primarily due to decreases in receivables and inventories.

Net cash used in investing activities totaled \$22.2 million in three months ended March 1, 2009, compared to \$11.3 million used in the three months ended March 2, 2008. Net cash used in investing activities during the first quarter of 2009 consisted of capital expenditures of \$12.4 million, compared to \$12.0 million in the same period of 2008. In addition to normal replacement and upgrades of machinery and equipment in both 2009 and 2008, the Company expanded a wind tower manufacturing facility in 2008 and fiberglass pipe plants in Texas and Brazil in 2009. Normal replacement expenditures are typically equal to depreciation. During the first quarter of 2009, the Company contributed capital of \$10.0 million to TAMCO, the Company's 50%-owned steel mini-mill in California. During the year ending November 30, 2009, the Company anticipates spending between \$30 and \$40 million on capital expenditures. Capital expenditures are expected to be funded by existing cash balances, cash generated from operations or additional borrowings.

Net cash used in financing activities totaled \$2.9 million during the three months ended March 1, 2009, compared to \$5.6 million used in the three months ended March 2, 2008. Net cash used in 2009 consisted of payment of Common Stock dividends of \$2.8 million and treasury stock purchases of \$1.0 million, related to the payment of taxes associated with the vesting of restricted shares. Also in 2009, the Company recognized tax benefits related to stock-based compensation of \$.8 million. Net cash used in 2008 consisted of net repayment of debt of \$2.6 million, payment of Common Stock dividends of \$2.3 million and similar treasury stock purchases of \$2.8 million. In 2008, the Company received \$.8 million from the issuance of Common Stock related to exercised stock options and recognized tax benefits related to stock-based compensation of \$1.3 million.

The Company utilizes a \$100.0 million revolving credit facility with six banks (the "Revolver"). Under the Revolver, the Company may, at its option, borrow up to the available amount at floating interest rates (LIBOR plus a spread ranging from .75% to 1.625%, determined based on the Company's financial condition and performance), at any time until September 2010, when all borrowings under the Revolver must be repaid. At March 1, 2009, \$81.8 million was available to be borrowed under the Revolver.

The Company's lending agreements contain various restrictive covenants, including the requirement to maintain specified amounts of net worth and restrictions on cash dividends, borrowings, liens, investments, capital expenditures, guarantees, and financial covenants. The Company is required to maintain consolidated net worth of \$181.4 million plus 50% of net income and 75% of proceeds from any equity issued after January 24, 2003. The Company's consolidated net worth exceeded the covenant amount by \$164.6 million as of March 1, 2009. The Company is required to maintain a consolidated leverage ratio of consolidated funded indebtedness to earnings before interest, taxes, depreciation and amortization ("EBITDA") of no more than 2.5 times. At March 1, 2009, the Company maintained a consolidated leverage ratio of .55 times EBITDA. Lending agreements require that the Company maintain qualified consolidated tangible assets at least equal to the outstanding secured funded indebtedness. At March 1, 2009, qualifying tangible assets equaled 3.76 times funded indebtedness. Under the most restrictive fixed charge coverage ratio, the sum of EBITDA and rental expense less cash taxes must be at least 1.50 times the sum of interest expense, rental expense, dividends and scheduled funded debt payments. At March 1, 2009, the Company maintained such a fixed charge coverage ratio of 2.53 times. Under the most restrictive provisions of the Company's lending agreements, approximately \$23.4 million of retained earnings was not restricted at March 1, 2009, as to the declaration of cash dividends or the repurchase of Company stock. At March 1, 2009, the Company was in compliance with all covenants.

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

Cash and cash equivalents at March 1, 2009 totaled \$148.5 million, an increase of \$4.9 million from November 30, 2008. At March 1, 2009, the Company had total debt outstanding of \$52.1 million, compared to \$52.8 million at November 30, 2008, and approximately \$107.3 million in unused committed and uncommitted credit lines available from foreign and domestic banks. The Company's highest borrowing and the average borrowing levels during 2009 were \$53.9 million and \$52.9 million, respectively.

Cash balances are held throughout the world, including substantial amounts held outside of the U.S. Most of the amounts held outside of the U.S. could be repatriated to the U.S. but, under current law, would be subject to U.S. federal income taxes, less applicable foreign tax credits.

The Company contributed \$1.7 million to the non-U.S. pension plans and did not contribute to the U.S. defined benefit pension plan during the first three months of 2009. The Company expects to contribute approximately \$8.5 million to its U.S. defined benefit pension plan and an additional \$.1 million to the non-U.S. pension plans during the remainder of 2009.

TAMCO's shareholders made a \$20.0 million capital contribution to TAMCO in February, 2009. The Company's share of the funding from shareholders totaled \$10.0 million. The Company continues to have a 50% ownership interest in TAMCO and accounts for its investment under the equity method of accounting. The Company may provide additional funding to TAMCO if TAMCO is unable to generate sufficient cash flow from operations or obtain third-party financing. TAMCO's primary source of external financing is currently a \$40.0 million credit facility (stepping down to \$35.0 million on May 1, 2009). Approximately \$30.0 million was outstanding under the credit facility as of March 1, 2009. The terms of TAMCO's credit facility prohibit TAMCO from paying dividends to its shareholders until the expiration of the facility on February 28, 2010.

Management believes that cash flow from operations and current cash balances, together with currently available lines of credit, will be sufficient to meet operating requirements in 2009. Cash available from operations could be affected by any general economic downturn or any decline or adverse changes in the Company's business, such as a loss of customers, competitive pricing pressures or significant raw material price increases.

The Company's contractual obligations and commercial commitments at March 1, 2009 are summarized as follows (in thousands):

| <b>Contractual Obligations</b>           | <b>Payments Due by Period</b> |                             |                  |                  |                          |
|--|-------------------------------|-----------------------------|------------------|------------------|--------------------------|
|  | <b>Total</b>                  | <b>Less than<br/>1 year</b> | <b>1-3 years</b> | <b>3-5 years</b> | <b>After 5<br/>years</b> |
| Long-term debt                           | \$ 52,077                     | \$ 16,594                   | \$ 13,188        | \$ 6,595         | \$ 15,700                |
| Interest payments on debt (a)            | 4,647                         | 1,756                       | 1,666            | 546              | 679                      |
| Operating leases                         | 35,235                        | 4,390                       | 7,004            | 3,231            | 20,610                   |
| Pension funding                          | 8,600                         | 8,600                       | -                | -                | -                        |
| Uncertain tax positions                  | 1,166                         | 1,166                       | -                | -                | -                        |
| <b>Total contractual obligations (b)</b> | <b>\$ 101,725</b>             | <b>\$ 32,506</b>            | <b>\$ 21,858</b> | <b>\$ 10,372</b> | <b>\$ 36,989</b>         |

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

| <b>Contractual Commitments</b>          | <b>Commitments Expiring Per Period</b> |                             |                  |                  |                          |
|---|--|-----------------------------|------------------|------------------|--------------------------|
|   | <b>Total</b>                           | <b>Less than<br/>1 year</b> | <b>1-3 years</b> | <b>3-5 years</b> | <b>After<br/>5 years</b> |
| Standby letters of credit (c)           | \$ 2,100                               | \$ 2,100                    | \$ -             | \$ -             | \$ -                     |
| <b>Total commercial commitments (b)</b> | <b>\$ 2,100</b>                        | <b>\$ 2,100</b>             | <b>\$ -</b>      | <b>\$ -</b>      | <b>\$ -</b>              |

(a) Future interest payments related to debt obligations, excluding the Revolver.

(b) The Company has no capitalized lease obligations, unconditional purchase obligations or standby repurchases obligations.

(c) Not included are standby letters of credit totaling \$16,067 supporting industrial development bonds with principal of \$15,700. The principal amount of the industrial development bonds is included in long-term debt. The standby letters of credit are issued under the Revolver.

**RESULTS OF OPERATIONS: 2009 COMPARED WITH 2008**

**General**

Net income totaled \$3.8 million, or \$.42 per diluted share, on sales of \$146.0 million in the quarter ended March 1, 2009, compared to \$9.7 million, or \$1.07 per diluted share, on sales of \$150.0 million in the same period in 2008. The Fiberglass-Composite Pipe Group had lower sales and profits due to a slowdown in foreign markets. The Infrastructure Products Group had lower sales and profits due to declines by both the Hawaiian division and the Pole Products division due to declining construction markets. The Water Transmission Group had higher sales and profits due primarily to an improvement in the wind tower operation. Net income was lower due primarily to a \$5.1 million reduction in equity in earnings of TAMCO, Ameron's 50%-owned steel mini-mill in California, in the first quarter of 2009, compared to the same period in 2008, caused by the lack of activity in the steel market.

**Sales**

Sales decreased \$3.8 million in the first quarter of 2009, compared to the similar period in 2008. The Water Transmission Group had higher sales, while the Fiberglass-Composite Pipe and Infrastructure Products Groups had lower sales. The aggregate sales decrease was due in large part to weaker foreign currencies.

Fiberglass-Composite Pipe's sales decreased \$9.1 million, or 13.8%, in the first quarter of 2009, compared to the similar period in 2008. Sales from operations in the U.S. increased \$1.4 million in the first quarter of 2009 primarily due to increased demand for onshore oilfield and marine and offshore piping. Sales from Asian subsidiaries decreased \$4.9 million in the first quarter of 2009 due to a general downturn in marine and offshore segments and the impact of foreign exchange. Sales from European operations decreased \$2.3 million in the first quarter of 2009 due to slowdown in marine and offshore markets and the impact of foreign exchange. Sales from Brazilian operations decreased \$3.4 million due to project delays in municipal markets and a halt in activity in the pulp and paper market. The Group's customers in the industrial, marine, offshore and onshore oilfield markets are being impacted by the decline in oil prices, financing issues, lower transportation demand and shipping rates. The Fiberglass-Composite Pipe Group is expected to moderate during 2009 due to the overall economic climate, the effect of oil prices and energy demand on oil production and the impact of tight credit markets.

Water Transmission's sales increased \$10.6 million, or 25.8%, in the first quarter of 2009, compared to the similar period in 2008. The sales improvement was driven by increased production of large-diameter wind towers. Sales of water pipe in the U.S. increased due to several pipe liner projects in Arizona and Southern California, offset by lower volume in Colombia, South America. The demand for large-diameter water pipe in the western U.S. remains soft due to a cyclical lull in the water infrastructure market. The timing of bid activity is being influenced by municipal budgets, availability of financing in tight credit markets and the slowdown in housing construction. Longer term, new and upgraded water infrastructure will be required to support population growth, to provide adequate water supply and to develop redundant water supplies. Near term, the water pipe business will continue to experience soft market demand. The level of wind-tower sales in the first quarter of 2009 is not sustainable given the current lack of project financing available to wind farm developers. During the first quarter, the wind tower business had order postponements totaling approximately 30% of the order backlog. Until financing and incentives are provided to the wind energy industry, wind tower activity will remain depressed.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

Infrastructure Products' sales decreased \$5.6 million, or 12.9%, in the first quarter of 2009, compared to the similar period in 2008. The Company's Hawaiian division had lower sales as construction markets in Hawaii continued to weaken. Pole Products continued to be impacted by the decline in U.S. housing markets and reduced demand for concrete lighting poles. The Infrastructure Products Group is expected to continue to be impacted by the slowdown in construction spending in Hawaii and the low residential construction spending level in the western and the southeastern U.S. An improvement for the Infrastructure Products Group is not anticipated in 2009.

### ***Gross Profit***

Gross profit in the first quarter of 2009 was \$34.9 million, or 23.9% of sales, compared to \$33.5 million, or 22.3% of sales, in the first quarter of 2008. Gross profit increased \$2.3 million due to higher profit margins, offset by \$.8 million due to lower sales. Margins increased primarily due to improved efficiency from wind-tower operation.

Fiberglass-Composite Pipe Group's gross profit decreased \$2.0 million in the first quarter of 2009, compared to the similar period in 2008. Profit margins improved to 38.8% in 2009, compared to 36.4% in 2008. Higher margins resulted from improvements in product and market mix and prices. Decreased sales volume negatively impacted gross profit by \$3.3 million, while favorable product mix and operating efficiencies generated additional gross profit of \$1.3 million in 2009.

Water Transmission Group's gross profit increased \$6.1 million in the first quarter of 2009, compared to the similar period in 2008. The profit margin was 10.4% in 2009, compared to a negative profit margin of 1.9% in 2008. Higher margins resulted from improved efficiency and better plant utilization of the wind-tower operation.

Gross profit in the Infrastructure Products Group decreased \$2.1 million in the first quarter of 2009, compared to the similar period in 2008. Profit margins declined to 20.3% in the first quarter of 2009, compared to 22.5% in 2008. The decrease in sales volume reduced gross profit by \$1.3 million. Lower margins reduced gross profit by \$.8 million in 2009 due to underutilization of plant capacity and pricing pressures.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative ("SG&A") expenses totaled \$26.4 million, or 18.1% of sales, in the first quarter of 2009, compared to \$25.8 million, or 17.2% of sales, in the similar period of 2008. The \$.6 million increase included higher pension expense of \$1.7 million and higher legal expenses of \$.5 million, offset by lower stock compensation expense of \$.8 million and lower management incentive and other expenses of \$.8 million.

### ***Other Income, Net***

Other income was \$.5 million in the first quarter of 2009, compared to \$3.0 million in the similar period of 2008. The decrease in other income in 2009 was due primarily to dividend income received from the Company's concrete pipe joint venture, Ameron Saudi Arabia, Ltd., of \$1.5 million in 2008. Other income also included royalties and fees from licensees, foreign currency transaction losses and other miscellaneous income.

### ***Interest***

Net interest expense totaled \$.2 million in the first quarter of 2009, compared to net interest income of \$.3 million in the same period of 2008. Higher net interest expense was due to lower returns from short-term investments.

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*Provision for Income Taxes*

Income taxes decreased to \$2.6 million in the first quarter of 2009, from \$3.9 million in the same period of 2008. The effective tax rate decreased to 30.0% in 2009, from 36.0% in 2008. The effective tax rates for the first quarters of 2009 and 2008 were based on forecasted full-year earnings and the anticipated mix of domestic and foreign earnings. Income from certain foreign operations and joint ventures is taxed at rates that are lower than the U.S. statutory tax rates. The effective tax rate for the first quarter of 2009 is not necessarily indicative of the tax rate for the full year.

*Equity in Earnings of Joint Venture, Net of Taxes*

Equity in earnings of joint venture, which consists of the Company's share of the net income or loss of TAMCO, decreased to a loss of \$2.3 million in the first quarter of 2009, compared to income of \$2.8 million in the similar period of 2008. Equity income is shown net of income taxes. Losses and earnings from TAMCO were taxed at an effective rate of 9.6%, for the first quarter of 2009 and 2008, reflecting the dividend exclusion provided to the Company under current tax laws. The reduction in TAMCO's earnings was due to a significant downturn in the steel industry. TAMCO's production operations are currently shut down and are not expected to restart until market conditions improve. TAMCO plans to start up production operations on a limited basis during the second quarter of 2009. Demand for steel rebar in TAMCO's key markets in the western U.S. is not expected to recover in the short term.

**ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

No material changes have occurred in the quantitative and qualitative market risk disclosure as presented in the Company's 2008 Annual Report.

**ITEM 4 – CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures.** Management established disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the officers who certify the Company's financial reports and to other members of senior management and the Board of Directors.

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of March 1, 2009 pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective. "Disclosure controls and procedures" are the controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended (Exchange Act) is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. "Disclosure controls and procedures" include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in its Exchange Act reports is accumulated and communicated to the issuer's management, including its principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

There was no change in the Company's internal control over financial reporting that occurred during the fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**FORWARD-LOOKING AND CAUTIONARY STATEMENTS**

All statements and assumptions contained in this Quarterly Report on Form 10-Q and in any documents attached or incorporated by reference that do not directly and exclusively relate to historical facts constitute “forward-looking statements” within the meaning of the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements represent current expectations and beliefs of the Company, and no assurance can be given that the results described in such statements will be achieved.

Forward-looking information contained in these statements include, among other things, statements with respect to the Company’s financial condition, results of operations, cash flows, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities, plans and objectives of management, and other matters. Such statements are subject to numerous assumptions, risks, uncertainties and other factors, many of which are outside of the Company’s control, which could cause actual results to differ materially from the results described in such statements. These factors include without limitation those listed below under Item 1A, Risk Factors, in the Company’s 2008 Annual Report on Form 10-K.

Forward-looking statements in this Quarterly Report on Form 10-Q speak only as of the date of this Quarterly Report, and forward-looking statements in documents attached or incorporated by reference speak only as to the date of those documents. The Company does not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date of this Quarterly Report or to reflect the occurrence of unanticipated events, except as required by law.

**PART II – OTHER INFORMATION**

**ITEM 1 – LEGAL PROCEEDINGS**

In April 2004, Sable Offshore Energy Inc. (“Sable”), as agent for certain owners of the Sable Offshore Energy Project, brought an action against various coatings suppliers and application contractors, including the Company and its subsidiary, Ameron B.V., in the Supreme Court of Nova Scotia, Canada. Sable seeks damages allegedly sustained by it resulting from performance problems with several coating systems used on the Sable Offshore Energy Project, including coatings products furnished by the Company and Ameron B.V. Sable's originating notice and statement of claim alleged a claim for damages in an unspecified amount; however, Sable has since alleged that its claim for damages against all defendants is approximately 440 million Canadian dollars, a figure which the Company and Ameron B.V. contest. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

In May 2003, Dominion Exploration and Production, Inc. and Pioneer Natural Resources USA, Inc. (collectively “Dominion”) brought an action against the Company in Civil District Court for the Parish of Orleans, Louisiana as owners of an offshore production facility known as a SPAR. Dominion seeks damages allegedly sustained by it resulting from delays in delivery of the SPAR caused by the removal and replacement of certain coatings containing lead and/or lead chromate for which the manufacturer of the SPAR alleged the Company was responsible. Dominion contends that the Company made certain misrepresentations and warranties to Dominion concerning the lead-free nature of those coatings. Dominion's petition as filed alleged a claim for damages in an unspecified amount; however, Dominion's economic expert has since estimated Dominion's damages at approximately \$128 million, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

In July 2004, BP America Production Company (“BP America”) brought an action against the Company in the 24<sup>th</sup> Judicial District Court, Parish of Jefferson, Louisiana in connection with fiberglass pipe sold by the Company for installation in four offshore platforms constructed for BP America. The plaintiff seeks damages allegedly sustained by it resulting from claimed defects in such pipe. BP America’s petition as filed alleged a claim against the Company for rescission, products liability, negligence, breach of contract and warranty and for damages in an amount of not less than \$20 million, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

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## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

In June 2006, the Cawelo, California Water District (“Cawelo”) brought an action against the Company in Kern County Superior Court, California in connection with concrete pipe sold by the Company in 1995 for a wastewater recovery pipeline in such county. Cawelo seeks damages allegedly sustained by it resulting from the failure of such pipe in 2004. Cawelo’s petition as filed alleged a claim against the Company for products liability, negligence, breach of express warranty and breach of written contract and for damages in an amount of not less than \$8 million, a figure which the Company contests. This matter is in discovery, and no trial date has yet been established. The Company is vigorously defending itself in this action. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to this case.

The Company is a defendant in a number of asbestos-related personal injury lawsuits. These cases generally seek unspecified damages for asbestos-related diseases based on alleged exposure to products previously manufactured by the Company and others. As of March 1, 2009, the Company was a defendant in 23 asbestos-related cases, compared to 24 cases as of November 30, 2008. During the quarter ended March 1, 2009, there were two new asbestos-related cases, two cases dismissed, one case settled, no judgments and aggregate net costs and expenses of \$.2 million. Based upon the information available to it at this time, the Company is not able to estimate the possible range of loss with respect to these cases.

The Company is subject to federal, state and local laws and regulations concerning the environment and is currently participating in administrative proceedings at several sites under these laws. While the Company finds it difficult to estimate with any certainty the total cost of remediation at the several sites, on the basis of currently available information and reserves provided, the Company believes that the outcome of such environmental regulatory proceedings will not have a material effect on the Company's financial position, cash flows, or results of operations.

In December 2008, the Company received from the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”) a Requirement To Furnish Information regarding transactions involving Iran. The Company intends to cooperate fully with OFAC on this matter. Based upon the information available to it at this time, the Company is not able to predict the outcome of this matter.

In addition, certain other claims, suits and complaints that arise in the ordinary course of business, have been filed or are pending against the Company. Management believes that these matters are either adequately reserved, covered by insurance, or would not have a material effect on the Company's financial position, cash flows or results of operations if disposed of unfavorably.

### **ITEM 1A – RISK FACTORS**

No material changes have occurred in risk factors as presented in the Company’s 2008 Annual Report.

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**ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Terms of lending agreements which place restrictions on cash dividends are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations under Item 2, herein, and Note (9) of the Notes to Consolidated Financial Statements, under Part I, Item 1, herein.

**ISSUER PURCHASES OF EQUITY SECURITIES**

| <b>Period</b>         | <b>(a)<br/>Total Number of<br/>Shares (or Units)<br/>Purchased</b> | <b>(b)<br/>Average Price<br/>Paid per<br/>Share (or Unit)</b> | <b>(c)<br/>Number of Shares<br/>(or Units) Purchased<br/>As Part of Publicly<br/>Announced Plans or<br/>Programs</b> | <b>(d)<br/>Maximum Number<br/>(or<br/>Approximate Dollar<br/>Value)<br/>of Shares (or Units)<br/>that May<br/>Yet Be Purchased<br/>Under<br/>the Plans or<br/>Programs**</b> |
|-----------------------|--|---|--|--|
| 12/1/08 thru 12/28/08 | -  | \$ -  | -  | 39,742   |
| 12/29/08 thru 2/1/09  | 5,062  | 49.80   | -  | 33,641   |
| 2/2/09 thru 3/1/09    | 13,981   | 51.57   | -  | 25,937   |

\*\*Shares may be repurchased by the Company to pay taxes applicable to the vesting of restricted stock. The number of shares does not include shares which may be repurchased to pay social security taxes applicable to the vesting of such restricted stock.

**ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of security holders during the first quarter of 2009.

**ITEM 5 – OTHER INFORMATION**

No material changes have occurred in the other information disclosure as presented in the Company's 2008 Annual Report.

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## ITEM 6 – EXHIBITS

The following exhibits are filed with this Quarterly Report on Form 10-Q:

**EXHIBIT NO. DESCRIPTION OF EXHIBIT**

|       |   |
|-------|---|
| 3.1   | Certificate of Incorporation, effective March 29, 2004  |
| 3.2   | Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated September 26, 2008)  |
| 4.1   | Credit Agreement dated as of January 24, 2003 (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008)   |
| 4.2   | Amended and Restated Note Purchase Agreement dated January 24, 2003, re: \$50,000,000 5.36% Senior Secured Notes due November 30, 2009 (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008)  |
| 4.3   | Note Purchase Agreement dated November 25, 2005, re: SGD 51,000,000 4.25% Senior Secured Notes due November 25, 2012 (incorporated by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008)  |
| 4.4   | Agreement to furnish to the Securities and Exchange Commission upon request a copy of instruments defining the rights of holders of certain long-term debt of the Company and consolidated subsidiaries (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008) |
| 10.1  | Amended and Restated Employment Agreement between James S. Marlen and the Company (incorporated by reference to Exhibit 10(1) to the Company's Annual Report on Form 10-K for the year ended November 30, 2003)**   |
| 10.2  | First Amendment to Amended and Restated Employment Agreement between James S. Marlen and the Company (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated September 21, 2007)**   |
| 10.3  | Performance Stock Unit Agreement between James S. Marlen and the Company (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated September 21, 2007)**   |
| 10.4  | Change of Control Agreement between Javier Solis and the Company (incorporated by reference to Exhibit 10(2) to the Company's Annual Report on Form 10-K for the year ended November 30, 1998)**  |
| 10.5  | Amendment to Change of Control Agreement between Javier Solis and the Company (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated December 17, 2008)**   |
| 10.6  | Change of Control Agreement between Gary Wagner and the Company (incorporated by reference to Exhibit 10(3) to the Company's Annual Report on Form 10-K for the year ended November 30, 1998)**   |
| 10.7  | Amendment to Change of Control Agreement between Gary Wagner and the Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 17, 2008)**  |
| 10.8  | Change of Control Agreement between James R. McLaughlin and the Company (incorporated by reference to Exhibit 10(5) to the Company's Annual Report on Form 10-K for the year ended November 30, 2000)**   |
| 10.9  | Amendment to Change of Control Agreement between James R. McLaughlin and the Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated December 17, 2008)**  |
| 10.10 | Change of Control Agreement between Stephen E. Johnson and the Company (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated December 17, 2008)**  |
| 10.11 | 2001 Stock Incentive Plan (incorporated by reference to Exhibit 2 to the Company's Proxy Statement for the Annual Meeting of Stockholders held on March 21, 2001)**   |
| 10.12 | 2004 Stock Incentive Plan (incorporated by reference to Exhibit E to the Company's Proxy Statement for the Annual Meeting of Stockholders held on March 24, 2004)**   |
| 10.13 | Key Executive Long-Term Cash Incentive Plan (incorporated by reference to Exhibit C to the Company's Proxy Statement for the Annual Meeting of Stockholders held on March 26, 2008)**   |
| 10.14 | Form of Restricted Stock Agreement for Employees (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated January 27, 2006)**   |
| 10.15 | Form of Restricted Stock Agreement for Non-Employee Directors (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated March 23, 2006)**  |
| 31.1  | Section 302 Certification of Chief Executive Officer  |
| 31.2  | Section 302 Certification of Chief Financial Officer  |
| 32    | Section 906 Certification of Chief Executive Officer and Chief Financial Officer  |

\*\* Compensatory plan or arrangement

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**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

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.

**AMERON INTERNATIONAL CORPORATION**

By: /s/ James R. McLaughlin  
*James R. McLaughlin, Senior Vice President, Chief Financial Officer & Treasurer*

Date: March 26, 2009

**SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, James S. Marlen, certify that:

1. I have reviewed this report on Form 10-Q of Ameron International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the Registrant's disclosure controls and procedures; and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation, and;
  - d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

March 26, 2009

*/s/ James S. Marlen*  
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*James S. Marlen*  
*Chairman & Chief Executive Officer*

**SECTION 302 CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, James R. McLaughlin, certify that:

1. I have reviewed this report on Form 10-Q of Ameron International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the Registrant's disclosure controls and procedures; and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation, and;
  - d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

March 26, 2009

*/s/ James R. McLaughlin*  
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*James R. McLaughlin*  
*Senior Vice President-Chief Financial Officer*  
*& Treasurer*



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