



AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

FORM 10-Q

For the Quarter Ended May 31, 2009

Table of Contents

<u>PART I – FINANCIAL INFORMATION</u>	3
<u>ITEM 1 – FINANCIAL STATEMENTS</u>	3
<u>ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	18
<u>ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	25
<u>ITEM 4 – CONTROLS AND PROCEDURES</u>	25
<u>PART II – OTHER INFORMATION</u>	26
<u>ITEM 1 – LEGAL PROCEEDINGS</u>	26
<u>ITEM 1A – RISK FACTORS</u>	27
<u>ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	28
<u>ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS</u>	28
<u>ITEM 5 – OTHER INFORMATION</u>	28
<u>ITEM 6 – EXHIBITS</u>	29

## 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>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Sales	\$ 132,920	\$ 159,793	\$ 278,922	\$ 309,562
Cost of sales	(96,370)	(120,047)	(207,451)	(236,364)
Gross profit	36,550	39,746	71,471	73,198
Selling, general and administrative expenses	(25,877)	(25,865)	(52,285)	(51,667)
Other income, net	2,431	575	2,902	3,550
Income before interest, income taxes and equity in (loss)/earnings of joint venture	13,104	14,456	22,088	25,081
Interest (expense)/income, net	(148)	142	(319)	431
Income before income taxes and equity in (loss)/earnings of joint venture	12,956	14,598	21,769	25,512
Provision for income taxes	(1,975)	(5,000)	(4,619)	(8,929)
Income before equity in (loss)/earnings of joint venture	10,981	9,598	17,150	16,583
Equity in (loss)/earnings of joint venture, net of taxes	(1,555)	6,735	(3,898)	9,487
Net income	\$ 9,426	\$ 16,333	\$ 13,252	\$ 26,070
Basic net income per share	\$ 1.03	\$ 1.79	\$ 1.45	\$ 2.86
Diluted net income per share	\$ 1.03	\$ 1.78	\$ 1.44	\$ 2.85
Weighted-average shares (basic)	9,171,645	9,132,172	9,159,161	9,110,712
Weighted-average shares (diluted)	9,185,143	9,186,649	9,172,470	9,151,897
Cash dividends per share	\$ .30	\$ .30	\$ .60	\$ .55

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

[Table of Contents](#)

AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS – ASSETS (UNAUDITED)

<b>(Dollars in thousands)</b>	<b>May 31, 2009</b>	<b>November 30, 2008</b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 185,580	\$ 143,561
Receivables, less allowances of \$6,343 in 2009 and \$7,009 in 2008	138,689	181,961
Inventories	81,543	95,645
Deferred income taxes	26,605	25,582
Prepaid expenses and other current assets	10,572	10,053
Total current assets	442,989	456,802
Investments in joint ventures		
Equity method	20,115	14,428
Cost method	3,784	3,784
Property, plant and equipment		
Land	42,479	38,679
Buildings	94,089	85,555
Machinery and equipment	317,666	306,177
Construction in progress	43,319	37,386
Total property, plant and equipment at cost	497,553	467,797
Accumulated depreciation	(270,850)	(261,635)
Total property, plant and equipment, net	226,703	206,162
Deferred income taxes	4,763	4,763
Goodwill and intangible assets, net of accumulated amortization of \$1,228 in 2009 and \$1,197 in 2008	2,098	2,108
Other assets	38,512	38,275
Total assets	<u>\$ 738,964</u>	<u>\$ 726,322</u>

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

[Table of Contents](#)

AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

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

<u>(Dollars in thousands, except per share data)</u>	<u>May 31,</u> <u>2009</u>	<u>November</u> <u>30,</u> <u>2008</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Current portion of long-term debt	\$ 17,056	\$ 16,763
Trade payables	46,037	52,613
Accrued liabilities	75,454	79,538
Income taxes payable	12,355	10,443
<b>Total current liabilities</b>	<b>150,902</b>	<b>159,357</b>
Long-term debt, less current portion	37,334	35,989
Other long-term liabilities	53,207	53,856
<b>Total liabilities</b>	<b>241,443</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 9,215,491 shares in 2009 and 9,188,692 shares in 2008, net of treasury shares	29,920	29,805
Additional paid-in capital	57,512	54,447
Retained earnings	486,699	478,968
Accumulated other comprehensive loss	(20,993)	(31,475)
Treasury Stock (2,752,701 shares in 2009 and 2,733,300 shares in 2008)	(55,617)	(54,625)
<b>Total stockholders' equity</b>	<b>497,521</b>	<b>477,120</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 738,964</b>	<b>\$ 726,322</b>

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

[Table of Contents](#)

AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(Dollars in thousands)	Six Months Ended	
	May 31, 2009	June 1, 2008
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 13,252	\$ 26,070
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:		
Depreciation	10,657	9,688
Amortization	19	71
Loss/(earnings in excess of distributions) from joint ventures	4,313	(5,435)
Loss from sale of property, plant and equipment	16	22
Stock compensation expense	2,362	3,633
Changes in operating assets and liabilities:		
Receivables, net	45,120	28,767
Inventories	15,873	(2,959)
Prepaid expenses and other current assets	(246)	(2,021)
Other assets	(87)	(5,296)
Trade payables	(7,675)	838
Accrued liabilities and income taxes payable	(3,637)	(30,966)
Other long-term liabilities and deferred income taxes	(1,221)	13,456
Net cash provided by operating activities	<u>78,746</u>	<u>35,868</u>
<b>INVESTING ACTIVITIES</b>		
Proceeds from sale of property, plant and equipment	431	1,433
Additions to property, plant and equipment	(26,471)	(28,638)
Investment in joint venture	(10,000)	-
Net cash used in investing activities	<u>(36,040)</u>	<u>(27,205)</u>
<b>FINANCING ACTIVITIES</b>		
Issuance of debt	427	-
Repayment of debt	-	(4,001)
Dividends on common stock	(5,521)	(5,038)
Issuance of common stock	(1)	810
Excess tax benefits related to stock-based compensation	819	1,251
Purchase of treasury stock	(992)	(2,754)
Net cash used in financing activities	<u>(5,268)</u>	<u>(9,732)</u>
Effect of exchange rate changes on cash and cash equivalents	4,581	5,217
Net change in cash and cash equivalents	<u>42,019</u>	<u>4,148</u>
Cash and cash equivalents at beginning of period	<u>143,561</u>	<u>155,433</u>
Cash and cash equivalents at end of period	<u>\$ 185,580</u>	<u>\$ 159,581</u>

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

[Table of Contents](#)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 1 – BASIS OF PRESENTATION**

Consolidated financial statements for the interim periods included herein are unaudited; however, such financial statements contain all adjustments, including normal recurring accruals, which, in the opinion of Management, are necessary for the fair statement of the consolidated financial position of Ameron International Corporation and all subsidiaries (the "Company" or "Ameron" or the "Registrant") as of May 31, 2009, and consolidated results of operations and cash flows for the six months ended May 31, 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 quarters ended May 31, 2009 and June 1, 2008 consisted of 91 days each. The six months ended May 31, 2009 and June 1, 2008 consisted of 182 days and 184 days, respectively.

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 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. 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 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.

[Table of Contents](#)

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

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.

In December 2008, the FASB issued FSP FAS 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets," amending SFAS 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.

In April 2009, the FASB issued FSP FAS 107-1 and Accounting Principles Board ("APB") 28-1 which amended SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amend APB Opinion No. 28, "Interim Financial Reporting," to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 shall be effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company will adopt FSP FAS 107-1 and APB 28-1 in its third quarter of 2009, and adoption is not expected to have a material effect on the Company's consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)." SFAS No. 167 was issued to amend FASB Interpretation No. 46(R) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity. SFAS No. 167 shall be effective as of the Company's first annual reporting period and interim reporting periods beginning after November 15, 2009. Earlier application is prohibited. The first such reporting period for the Company will be the fiscal year beginning December 1, 2009. The Company is evaluating whether the adoption of SFAS No. 167 will have a material effect on its consolidated financial statements.

### NOTE 3 - RECEIVABLES

The Company's receivables consisted of the following:

<b>(In thousands)</b>	<b>May 31, 2009</b>	<b>November 30, 2008</b>
Trade	\$ 116,889	\$ 155,061
Joint ventures	1,406	1,380
Other	26,737	32,529
Allowances	(6,343)	(7,009)
	<u>\$ 138,689</u>	<u>\$ 181,961</u>

Trade receivables included unbilled receivables related to percentage-of-completion revenue recognition of \$33,919,000 and \$24,706,000 at May 31, 2009 and November 30, 2008, respectively.

### NOTE 4 – INVENTORIES

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

<b>(In thousands)</b>	<b>May 31, 2009</b>	<b>November 30, 2008</b>
Finished products	\$ 39,389	\$ 44,033
Materials and supplies	21,176	33,485
Products in process	20,978	18,127
	<u>\$ 81,543</u>	<u>\$ 95,645</u>

AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

NOTE 5 – SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Supplemental cash flow information included the following:

<b>(In thousands)</b>	<b>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Interest paid	\$ 681	\$ 1,181
Income taxes paid	5,497	8,588

NOTE 6 – JOINT VENTURES

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

<b>(In thousands)</b>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Net sales	\$ 22,460	\$ 135,742	\$ 40,257	\$ 218,458
Gross (loss)/profit	(3,645)	28,976	(11,278)	42,799
Net (loss)/income	(3,442)	14,900	(8,626)	20,989

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:

<b>(In thousands)</b>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Earnings from joint ventures				
Equity (loss)/earnings of TAMCO before income taxes	\$ (1,721)	\$ 7,450	\$ (4,313)	\$ 10,495
Less benefit/(provision) for income taxes	166	(715)	415	(1,008)
Equity (loss)/earnings of TAMCO, net of taxes	\$ (1,555)	\$ 6,735	\$ (3,898)	\$ 9,487
Dividends received from joint ventures				
TAMCO	\$ -	\$ 4,510	\$ -	\$ 5,060
ASAL	-	-	-	1,496
BL	2,207	-	2,207	-

TAMCO's shareholders made a \$20,000,000 capital contribution to TAMCO in February, 2009. The Company's share of the funding from TAMCO's 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. TAMCO's primary source of external financing is currently a \$35,000,000 credit facility, of which \$15,000,000 was utilized as of May 31, 2009. TAMCO is in violation of its debt covenants. As a result, the Company expects to provide additional funding to TAMCO in the third quarter of 2009. To resolve the default, TAMCO's shareholders intend to provide funding of up to \$30,000,000 in the form of shareholder loans of which the Company's share would be up to \$15,000,000. In addition, TAMCO's lender will provide a credit facility of \$10,000,000. The terms of TAMCO's revised credit facility would prohibit TAMCO from paying dividends to its shareholders until the expiration of the facility.

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.

[Table of Contents](#)

**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

The computations of earnings per share for the quarter and six months ended May 31, 2009 do not include 45,138 shares reserved for issuance upon exercise of stock options and for restricted shares because their inclusion would have been anti-dilutive. The computations of earnings per share for the quarter and six months ended June 1, 2008 do not include 3,000 and 22,802 shares, respectively, reserved for issuance upon exercise of stock options and for restricted shares because their inclusion would have been anti-dilutive. 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>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
<b>Numerator:</b>				
Net income	\$ 9,426	\$ 16,333	\$ 13,252	\$ 26,070
<b>Denominator for basic income per share:</b>				
Weighted-average shares outstanding, basic	<u>9,171,645</u>	<u>9,132,172</u>	<u>9,159,161</u>	<u>9,110,712</u>
<b>Denominator for diluted income per share:</b>				
Weighted-average shares outstanding, basic	9,171,645	9,132,172	9,159,161	9,110,712
Dilutive effect of stock options and restricted stock	13,498	54,477	13,309	41,185
Weighted-average shares outstanding, diluted	<u>9,185,143</u>	<u>9,186,649</u>	<u>9,172,470</u>	<u>9,151,897</u>
Basic net income per share	\$ 1.03	\$ 1.79	\$ 1.45	\$ 2.86
Diluted net income per share	\$ 1.03	\$ 1.78	\$ 1.44	\$ 2.85

**NOTE 8 – COMPREHENSIVE INCOME**

Comprehensive income was as follows:

<b>(In thousands)</b>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Net income	\$ 9,426	\$ 16,333	\$ 13,252	\$ 26,070
Foreign currency translation adjustment	13,884	2,448	10,482	7,250
Comprehensive income	\$ 23,310	\$ 18,781	\$ 23,734	\$ 33,320

**NOTE 9 – DEBT**

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

<b>(In thousands)</b>	<b>May 31, 2009</b>	<b>November 30, 2008</b>
<b>Fixed-rate notes:</b>		
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 \$7,056	28,223	27,052
<b>Variable-rate industrial development bonds:</b>		
payable in 2016 (1.05% at May 31, 2009)	7,200	7,200
payable in 2021 (1.05% at May 31, 2009)	8,500	8,500
Variable-rate bank revolving credit facility (10.15% at May 31, 2009)	467	-
Total long-term debt	54,390	52,752
Less current portion	(17,056)	(16,763)
Long-term debt, less current portion	\$ 37,334	\$ 35,989

The Company maintains a \$100,000,000 revolving credit facility with six banks (the "Revolver"). At May 31, 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.

**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

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 May 31, 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 .60%. 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.

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>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>	<b>May 31, 2009</b>	<b>June 1, 2008</b>
<b>Sales</b>				
Fiberglass-Composite Pipe	\$ 55,532	\$ 69,388	\$ 112,273	\$ 135,231
Water Transmission	42,251	44,026	93,794	85,010
Infrastructure Products	35,147	46,791	72,866	90,119
Eliminations	(10)	(412)	(11)	(798)
<b>Total Sales</b>	<b>\$ 132,920</b>	<b>\$ 159,793</b>	<b>\$ 278,922</b>	<b>\$ 309,562</b>
<b>Income Before Interest, Income Taxes and Equity in (Loss)/Earnings of Joint Venture</b>				
Fiberglass-Composite Pipe	\$ 16,490	\$ 17,865	\$ 31,136	\$ 34,500
Water Transmission	2,182	(1,775)	2,695	(5,714)
Infrastructure Products	3,059	6,640	6,843	12,934
Corporate and unallocated	(8,627)	(8,274)	(18,586)	(16,639)
<b>Total Income Before Interest, Income Taxes and Equity in (Loss)/Earnings of Joint Venture</b>	<b>\$ 13,104</b>	<b>\$ 14,456</b>	<b>\$ 22,088</b>	<b>\$ 25,081</b>

<b>(In thousands)</b>	<b>May 31, 2009</b>	<b>November 30, 2008</b>
<b>Assets</b>		
Fiberglass-Composite Pipe	\$ 286,905	\$ 303,672
Water Transmission	198,771	235,664
Infrastructure Products	97,186	107,792
Corporate and unallocated	305,630	227,543
Eliminations	(149,528)	(148,349)
<b>Total Assets</b>	<b>\$ 738,964</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.

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. Although this matter is still in discovery, trial is currently scheduled to commence on October 26, 2009. 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 May 31, 2009, the Company was a defendant in 26 asbestos-related cases, compared to 24 cases as of March 1, 2009. During the quarter ended May 31, 2009, there were five new asbestos-related cases, one case dismissed, two cases settled, no judgments and aggregate net costs and expenses of \$141,000. 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.

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. With the assistance of outside counsel, the Company is conducting an internal inquiry to enable it to respond to OFAC. In the six months ended May 31, 2009, the Company incurred \$2,400,000 for legal and professional fees in connection with this inquiry. Based upon the information available to it at this time, the Company is not able to predict the outcome of this matter. If the Company violated governmental regulations, material fines and penalties could be imposed.

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.

[Table of Contents](#)

**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:

<b>(In thousands)</b>	<b>Six Months Ended</b>	
	<b>May 31, 2009</b>	<b>June 1, 2008</b>
Balance, beginning of period	\$ 3,238	\$ 3,590
Payments	(1,992)	(534)
Warranties issued during the period	1,699	(676)
Balance, end of period	<u>\$ 2,945</u>	<u>\$ 2,380</u>

**NOTE 13 – GOODWILL**

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

<b>(In thousands)</b>	<b>November 30, 2008</b>	<b>Foreign Currency Translation Adjustments</b>	<b>May 31, 2009</b>
	Fiberglass-Composite Pipe	\$ 1,440	\$ -
Water Transmission	360	3	363
Infrastructure Products	201	-	201
	<u>\$ 2,001</u>	<u>\$ 3</u>	<u>\$ 2,004</u>

**NOTE 14 – INCENTIVE STOCK COMPENSATION PLANS**

As of May 31, 2009, the Company had outstanding grants under the following share-based compensation plans:

- 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. 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.
- 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 six months ended May 31, 2009, the Company granted 16,200 restricted shares to key employees with a fair value on the grant date of \$806,000 and 12,000 restricted shares to non-employee directors with a fair value on the grant date of \$575,000. During the six months ended June 1, 2008, the Company granted 19,000 restricted shares to key employees with a fair value on the grant date of \$1,976,000 and 7,200 restricted shares and 3,802 stock options to non-employee directors with fair values on the grant dates of \$675,000 and \$101,000, respectively.

[Table of Contents](#)

**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

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 May 31, 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 May 31, 2009 and June 1, 2008 included compensation expenses of \$1,347,000 and \$1,777,000, respectively, related to stock-based compensation arrangements. Tax benefits related to these expenses were \$525,000 and \$693,000, respectively. For the six months ended May 31, 2009 and June 1, 2008, compensation expenses were \$2,362,000 and \$3,633,000, respectively, related to stock-based compensation arrangements. Tax benefits related to these expenses were \$921,000 and \$1,417,000, respectively. There were no capitalized share-based compensation costs for the three and six months ended May 31, 2009 and June 1, 2008.

The following table summarizes the stock option activity for the six months ended May 31, 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 May 31, 2009</b>	<b><u>36,302</u></b>	<b><u>37.61</u></b>	<b><u>4.11</u></b>	<b><u>\$ 822</u></b>
<b>Options exercisable at May 31, 2009</b>	<b><u>33,451</u></b>	<b><u>32.18</u></b>	<b><u>3.72</u></b>	<b><u>\$ 822</u></b>

For the three and six months ended May 31, 2009, no options were granted, forfeited or expired. For the three and six months ended June 1, 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 second 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 and six months ended June 1, 2008 were \$87,000 and \$1,789,000, respectively. As of May 31, 2009, unrecognized compensation cost related to stock-based compensation arrangements totaled \$3,839,000, which is expected to be recognized over a weighted-average period of 2.75 years.

For the three and six months ended May 31, 2009, 12,000 and 28,200 shares of restricted stock were granted. The weighted-average grant-date, fair value of such restricted stock was \$47.90 and \$49.29 per share, respectively. The fair value of restricted stock, which vested during the three and six months ended May 31, 2009, was \$326,000 and \$2,678,000, respectively. For the three and six months ended June 1, 2008, 10,200 and 26,200 shares of restricted stock, respectively were granted. The weighted-average grant-date, fair value of such restricted stock was \$99.21 and \$101.70 per share, respectively. The fair value of restricted stock, which vested during the three and six months ended June 1, 2008, was \$356,550 and \$5,844,000, respectively.

Net cash proceeds from the exercise of stock options during the three and six months ended June 1, 2008 was \$50,000 and \$810,000, respectively. The Company's policy is to issue shares from its authorized shares upon the exercise of stock options.

[Table of Contents](#)

**NOTE 15 – EMPLOYEE BENEFIT PLANS**

For the three and six months ended May 31, 2009 and June 1, 2008, net pension and postretirement costs were comprised of the following:

**Employee Benefit Plans (Three Months Ended May 31, 2009 and June 1, 2008)**

(In thousands)	Pension Benefits				U.S. Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans		2009	2008
	2009	2008	2009	2008		
Service cost	\$ 690	\$ 744	\$ 67	\$ 110	\$ 20	\$ 24
Interest cost	3,089	2,888	561	636	56	52
Expected return on plan assets	(2,860)	(3,928)	(404)	(423)	(7)	(8)
Amortization of unrecognized prior service cost	18	29	66	77	5	5
Amortization of unrecognized net transition obligation	-	-	-	-	12	12
Amortization of accumulated loss	1,451	284	(167)	-	1	3
Net periodic cost	\$ 2,388	\$ 17	\$ 123	\$ 400	\$ 87	\$ 88

**Employee Benefit Plans (Six Months Ended May 31, 2009 and June 1, 2008)**

(In thousands)	Pension Benefits				U.S. Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans		2009	2008
	2009	2008	2009	2008		
Service cost	\$ 1,380	\$ 1,488	\$ 134	\$ 220	\$ 40	\$ 48
Interest cost	6,178	5,776	1,122	1,272	112	104
Expected return on plan assets	(5,720)	(7,856)	(808)	(846)	(14)	(16)
Amortization of unrecognized prior service cost	36	58	132	154	10	10
Amortization of unrecognized net transition obligation	-	-	-	-	24	24
Amortization of accumulated loss	2,902	568	(334)	-	2	6
Net periodic cost	\$ 4,776	\$ 34	\$ 246	\$ 800	\$ 174	\$ 176

The Company contributed \$2,500,000 to the non-U.S. pension plans and did not make any material contributions to the U.S. pension plan in the first six months of 2009. The Company expects to contribute up to \$8,500,000 to its U.S pension plan and an additional \$90,000 to its non-US pension plans during the remainder of 2009.

**NOTE 16 – PROVISION FOR INCOME TAXES**

Income taxes decreased to \$1,975,000 in the second quarter of 2009, from \$5,000,000 in the same period of 2008. Income taxes decreased to \$4,619,000 in the first six months of 2009 from \$8,929,000 in the comparable period in 2008. The effective tax rate decreased to 21.0% in 2009, from 35.0% in 2008. The effective rate in 2009 was reduced by tax benefits of \$1,476,000 recorded in the second quarter of 2009 of which \$1,199,000 was associated with the adjustment to a deferred tax liability related to earnings and profits from the Company's New Zealand subsidiary and \$277,000 was related to a decrease in the valuation allowance related to net operating losses of the Company's Netherlands subsidiary. This \$1,199,000 represented a correction of an amount recorded in prior period financial statements. Management believes this amount to be immaterial to prior interim and annual financial statements. The effective tax rates for the first six months of 2009 and 2008 were based on forecasted full-year earnings and the anticipated mix of domestic and foreign earnings and the above discrete items. 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 half of 2009 is not necessarily indicative of the tax rate for the full fiscal year.

[Table of Contents](#)

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

At May 31, 2009, the total amount of gross unrecognized tax benefits, excluding interest, was \$8,199,000. 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, \$4,420,000 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 \$1,315,000.

The Company accrues interest and penalties related to unrecognized tax benefits as income tax expense. Accruals totaling \$1,359,000 were recorded as a liability in the Company's consolidated balance sheet at May 31, 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.

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.

[Table of Contents](#)

**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

Assets and liabilities measured at fair value on a recurring basis included the following as of May 31, 2009:

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

Assets and liabilities measured at fair value on a recurring basis included the following as of June 1, 2008:

<b>(In thousands)</b>	<b>Fair Value Measurements Using</b>			<b>Liabilities At Fair Value</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
<b>Liabilities</b>				
Derivative liabilities	\$ -	\$ 13	\$ -	\$ 13
<b>Total liabilities</b>	<b>\$ -</b>	<b>\$ 13</b>	<b>\$ -</b>	<b>\$ 13</b>

***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 May 31, 2009, the Company held one foreign currency forward contract aggregating \$3,000,000 U.S. dollars, hedging Singapore dollars, and no other contracts. Such contract had a fair value gain of \$2,500 as of May 31, 2009 based on quotations from financial institutions. As of June 1, 2008, the Company held 19 foreign currency forward contracts in the amount of \$10,000,000 U.S. dollars, hedging Singapore dollars, and such instruments had a fair value loss of \$13,000 based on quotations from the financial institutions as of June 1, 2008. Derivatives are reported as receivables on the balance sheet and recognized as other income, net, on the income statement.

[Table of Contents](#)

## 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, 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.

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.

[Table of Contents](#)

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

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.

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.

[Table of Contents](#)

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

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.

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 May 31, 2009, the Company's working capital, including cash and cash equivalents and current portion of long-term debt, totaled \$288.6 million, a decrease of \$8.8 million from working capital of \$297.4 million as of November 30, 2008. The decrease resulted primarily from a decrease in receivables and inventories and an increase in income taxes payable, partially offset by an increase in cash and decreases in trade payables and accrued liabilities. The reductions in receivables and inventories were primarily due to a slowdown in business activity. Cash and cash equivalents totaled \$185.6 million as of May 31, 2009, compared to \$143.6 million as of November 30, 2008.

[Table of Contents](#)

## AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

For the six months ended May 31, 2009, net cash of \$78.7 million was generated from operating activities, compared to \$35.9 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, partially offset by lower liabilities and earnings. In the six months ended May 31, 2009, the Company's cash provided by operating activities included net income of \$13.3 million, plus non-cash adjustments (depreciation, amortization, loss from joint venture and stock compensation expense) of \$17.4 million, plus changes in operating assets and liabilities of \$48.1 million. In the six months ended June 1, 2008, the Company's cash from operating activities included net income of \$26.1 million, less similar non-cash adjustments (depreciation, amortization, equity income from joint ventures in excess of dividends and stock compensation expense) of \$8.0 million, plus changes in operating assets and liabilities of \$1.8 million. The non-cash adjustments in 2009 were higher due primarily to the Company's equity in losses 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 \$36.0 million for the six months ended May 31, 2009, compared to \$27.2 million used in the six months ended June 1, 2008. Net cash used in investing activities during the first six month of 2009 consisted of capital expenditures of \$26.5 million, compared to \$28.6 million in the same period of 2008. In addition to normal replacement and upgrades of machinery and equipment, the Company expanded a wind tower manufacturing facility in 2008 and fiberglass pipe plants in Texas and Brazil in 2009 and 2008. Normal replacement expenditures are typically equal to depreciation. During the year ending November 30, 2009, the Company anticipates spending between \$40 and \$50 million on capital expenditures. Capital expenditures are expected to be funded by existing cash balances, cash generated from operations or additional borrowings. 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. The Company anticipates contributing/loaning an additional \$10.0 to \$15.0 million to TAMCO in the second half of 2009.

Net cash used in financing activities totaled \$5.3 million during the six months ended May 31, 2009, compared to \$9.7 million used in the six months ended June 1, 2008. Net cash used in 2009 consisted of payment of Common Stock dividends of \$5.5 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 \$4.0 million, payment of Common Stock dividends of \$5.0 million and 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 May 31, 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 \$180.8 million as of May 31, 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 May 31, 2009, the Company maintained a consolidated leverage ratio of .59 times EBITDA. Lending agreements require that the Company maintain qualified consolidated tangible assets at least equal to the outstanding secured funded indebtedness. At May 31, 2009, qualifying tangible assets equaled 3.31 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 May 31, 2009, the Company maintained such a fixed charge coverage ratio of 2.58 times. Under the most restrictive provisions of the Company's lending agreements, \$24.5 million of retained earnings were not restricted at May 31, 2009, as to the declaration of cash dividends or the repurchase of Company stock. At May 31, 2009, the Company was in compliance with all covenants.

Cash and cash equivalents at May 31, 2009 totaled \$185.6 million, an increase of \$42.0 million from November 30, 2008. At May 31, 2009, the Company had total debt outstanding of \$54.4 million, compared to \$52.8 million at November 30, 2008, and approximately \$107.7 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 \$54.4 million and \$53.2 million, respectively.

Cash balances are held throughout the world, including \$101.6 million held outside of the U.S. at May 31, 2009. 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.

[Table of Contents](#)

**AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES**

The Company contributed \$2.5 million to the non-U.S. pension plans and did not contribute to the U.S. defined benefit pension plan during the first six 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 \$20,000,000 capital contribution to TAMCO in February, 2009. The Company's share of the funding from TAMCO's 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. TAMCO's primary source of external financing is currently a \$35,000,000 credit facility, of which \$15,000,000 was utilized as of May 31, 2009. TAMCO is in violation of its debt covenants. As a result, the Company expects to provide additional funding to TAMCO in the third quarter of 2009. To resolve the default, TAMCO's shareholders intend to provide funding of up to \$30,000,000 in the form of shareholder loans of which the Company's share would be up to \$15,000,000. In addition, TAMCO's lender will provide a credit facility of \$10,000,000. The terms of TAMCO's revised credit facility would prohibit TAMCO from paying dividends to its shareholders until the expiration of the facility.

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 May 31, 2009 are summarized as follows (in thousands):

<b>Contractual Obligations</b>	<b>Payments Due by Period</b>				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>After 5 years</b>
Long-term debt	\$ 54,390	\$ 17,056	\$ 14,579	\$ 7,055	\$ 15,700
Interest payments on debt (a)	4,561	1,267	1,828	629	837
Operating leases	38,548	4,456	7,019	3,300	23,773
Pension funding	8,600	8,600	-	-	-
Uncertain tax positions	1,131	1,131	-	-	-
<b>Total contractual obligations (b)</b>	<b>\$ 107,230</b>	<b>\$ 32,510</b>	<b>\$ 23,426</b>	<b>\$ 10,984</b>	<b>\$ 40,310</b>

<b>Contractual Commitments</b>	<b>Commitments Expiring Per Period</b>				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>After 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 \$9.4 million, or \$1.03 per diluted share, on sales of \$132.9 million in the quarter ended May 31, 2009, compared to \$16.3 million, or \$1.78 per diluted share, on sales of \$159.8 million in the same period in 2008. The Fiberglass-Composite Pipe Group had lower sales and profits due primarily to continued soft market conditions. The Water Transmission Group had lower sales but improved profitability due principally to better cost control and plant efficiencies. The Infrastructure Products Group had lower sales and income due to the decline in both the Pole Products division and the Hawaiian division associated with continued weak construction spending throughout the U.S. Net income was lower in 2009 due to the significant decline in earnings from TAMCO, the Company's 50%-owned steel mini-mill in California.

Net income totaled \$13.3 million, or \$1.44 per diluted share, on sales of \$278.9 million in the six months ended May 31, 2009, compared to \$26.1 million, or \$2.85 per diluted share, on sales of \$309.6 million in the same period in 2008. The Fiberglass-Composite Pipe Group and the Infrastructure Products Group had lower sales and income due to generally softer market conditions. The Water Transmission Group reported higher sales and improved profitability due principally to the higher wind tower sales and improved plant efficiencies and cost control. Net income was significantly lower in 2009 due to TAMCO's loss.

*Sales*

Total consolidated sales decreased \$26.9 million, or 16.8%, in the second quarter of 2009, compared to the similar period in 2008. Total consolidated sales for the six months ending May 31, 2009 decreased \$30.6 million, or 9.9%, compared to the similar period in the prior year. In general, total consolidated sales were down due to weak economic conditions.

Fiberglass-Composite Pipe's sales decreased \$13.9 million, or 20%, in the second quarter and \$23.0 million, or 17.0%, in the first six months of 2009, compared to the similar periods in 2008. Foreign currencies accounted for \$4.4 million and \$7.2 million of the sales decline in the second quarter and first six months of 2009, respectively. Sales in the U.S. decreased \$5.5 million and \$4.1 million, respectively, in the second quarter and first six months of 2009 largely due to weaker oilfield piping demand and weak industrial markets worldwide. Sales from Asian operations decreased \$3.1 million and \$8.0 million, respectively, in the second quarter and first six months of 2009, driven by weaker economic conditions and the impact of foreign exchange. Sales from European operations decreased \$2.0 million and \$4.3 million, respectively, in the second quarter and first six months of 2009. The declines were related to softer market conditions, the timing of orders, and foreign exchange. Sales from Brazilian operations decreased \$3.2 million and \$6.6 million, respectively, in the second quarter and first six months of 2009, due to the impact of foreign exchange, project delays in municipal water 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 remain steady for the balance of 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.

The Water Transmission Group's sales decreased \$ 1.8 million, or 4.0%, in the second quarter and increased \$8.8 million, or 10.3%, in the first six months of 2009, compared to similar periods in 2008. The decrease in sales in the second quarter of 2009 was due to weaker demand for water pipe in Colombia. The sales improvement for the first six months was driven by increased production of wind towers. While wind tower sales are higher than in the prior year periods, sales of wind towers in the second quarter of 2009 decreased compared to the first quarter of 2009 due to the lack of project financing available to wind farm developers. While there is a lack of incoming orders, some previously postponed orders are proceeding. Until financing and incentives are provided to the wind energy industry, wind tower activity will remain depressed. Near term, the water pipe business will also continue to experience soft market demand as order backlogs are well below historical levels; and the timing of bid activity has been negatively affected by the economy, municipal budgets and availability of financing.

Infrastructure Products' sales decreased \$11.6 million, or 24.9%, in the second quarter and \$17.3 million, or 19.1%, in the first six months of 2009, compared to the similar periods in 2008. The Company's Hawaiian division had lower sales as residential and commercial construction markets in Hawaii continued to weaken. The Pole Products division continued to be impacted by the decline in U.S. housing markets and reduced demand for concrete lighting poles and steel traffic 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 throughout the U.S. An improvement for the Infrastructure Products Group is not anticipated in 2009.

[Table of Contents](#)

**Gross Profit**

Gross profit in the second quarter of 2009 was \$36.6 million, or 27.5% of sales, compared to \$39.7 million, or 24.9% of sales, in the second quarter of 2008. Year-to-date gross profit in 2009 was \$71.5 million, or 25.6% of sales, compared to \$73.2 million, or 23.6% of sales, in the similar period of 2008. Gross profit decreased \$3.2 million and \$1.7 million, respectively, in the second quarter and the first six months of 2009, compared to the similar periods in 2008, due to lower sales. The gross margin increases were related to better cost control and improved plant efficiencies in the Water Transmission Group and lower raw material costs.

Fiberglass-Composite Pipe Group's gross profit decreased \$3.6 million and \$5.5 million, respectively, in the second quarter and in the first six months of 2009, compared to the similar periods in 2008, due to lower sales. Profit margins were 40.2% in the second quarter and 39.5% in the first six months of 2009, compared to 37.3% in the second quarter and 36.9% in the first six months of 2008. Margins were higher in 2009 due to favorable product mix and lower raw material costs which generated additional gross profit of \$1.6 million and \$2.9 million, respectively, in the second quarter and the first six months of 2009.

Water Transmission Group's gross profit increased \$3.6 million in the second quarter and \$9.7 million in the first six months of 2009, compared to the similar periods in 2008. Profit margins were 15.9% in the second quarter and 12.9% in the first six months of 2009, compared to 7.1% in the second quarter and 2.7% in the first six months of 2008. Margins were favorably enhanced by improved plant efficiencies and cost controls and completion of low-margin projects in 2008.

Gross profit in the Infrastructure Products Group decreased \$4.0 million in the second quarter and \$6.1 million in the first six months of 2009, compared to the similar periods in 2008. Profit margins were 18.8% in the second quarter and 19.5% in the first six months of 2009, compared to 22.5% for both similar periods in 2008. Margins were lower in 2009 due to lower sales and challenging market conditions. Lower sales negatively impacted gross profit by \$2.6 million and \$3.9 million, respectively, in the second quarter and the first six months of 2009, while unfavorable plant utilization decreased gross profit by \$1.3 million and \$2.2 million, respectively, in the second quarter and the first six months of 2009.

**Selling, General and Administrative Expenses**

Selling, general and administrative ("SG&A") expenses totaled \$25.9 million, or 19.5% of sales, in the second quarter of 2009, compared to \$25.9 million, or 16.2% of sales, in the second quarter of 2008. In the six months ended May 31, 2009, SG&A expenses totaled \$52.3 million, or 18.7% of sales, compared to \$51.7 million, 16.7% of sales, in the same period in 2008. The \$.6 million increase in the first half was due in part to higher pension expense of \$4.0 million and legal expenses of \$2.6 million, due primarily to the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") inquiry, offset by lower management incentive compensation of \$2.0 million, foreign exchange impact of \$1.7 million, stock compensation expense of \$1.3 million and other expenses of \$1.0 million.

**Other Income, Net**

Other income totaled \$2.4 million in the second quarter of 2009, an increase of \$1.8 million, compared to other income in the second quarter of 2008. Other income was \$2.9 million in the six months ended May 31, 2009, a decrease of \$.6 million, compared to other income in the similar period of 2008. The second quarter increase was due primarily to dividend income received from the Company's joint venture, Bondstrand, Ltd., of \$2.2 million. Other income in the first six months of 2008 included dividend income of \$1.5 million from another joint venture, Ameron Saudi Arabia, Ltd. Other income included royalties and fees from licensees, foreign currency transaction adjustments and other miscellaneous income.

**Interest**

Interest income was \$.3 million in the second quarter of 2009, compared to \$1.0 million in the second quarter of 2008. Interest income was \$.7 million in the six months ended May 31, 2009, a decrease of \$1.5 million compared to the similar period in 2008. The decrease was due primarily to lower interest rates on short-term investments. Interest expense was \$.5 million in the second quarter of 2009, compared to \$.9 million, in the second quarter of 2008. In the six months ended May 31, 2009, interest expense totaled \$1.0 million, compared to \$1.8 million in the same period in 2008. The decrease in interest expense was due to lower debt levels.

[Table of Contents](#)

***Provision for Income Taxes***

Income taxes decreased to \$2.0 million in the second quarter of 2009, from \$5.0 million in the same period of 2008. Income taxes decreased to \$4.6 million in the first six months of 2009 from \$8.9 million in the comparable period in 2008. The effective tax rate decreased to 21.0% in 2009, from 35.0% in 2008. The effective rate in 2009 was reduced by tax benefits of \$1.5 million recorded in the second quarter of 2009 of which \$1.2 million was associated with the adjustment to a deferred tax liability related to earnings and profits from the Company's New Zealand subsidiary and \$.3 million was related to a decrease in the valuation allowance related to net operating losses of the Company's Netherlands subsidiary. This \$1.2 million represented a correction of amount recorded in prior period financial statements. Management believes this amount to be immaterial to prior interim and annual financial statements. The effective tax rates for the first six months of 2009 and 2008 were based on forecasted full-year earnings and the anticipated mix of domestic and foreign earnings and the above discrete items. 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 six months 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 \$1.6 million in the second quarter of 2009, compared to income of \$6.7 million in the similar period of 2008. For the first six months of 2009, the Company's equity in TAMCO's loss totaled \$3.9 million, compared to equity in earnings of \$9.5 million in 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 periods in 2009 and 2008, reflecting the dividend exclusion provided to the Company under current tax laws. The reduction in TAMCO's earnings was due to the collapse of infrastructure spending for steel rebar in California, Arizona and Nevada. TAMCO halted production in the first quarter and began limited production 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 May 31, 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.

[Table of Contents](#)

## 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 and Part II, Item 1A, herein.

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. Although this matter is still in discovery, trial is currently scheduled to commence on October 26, 2009. 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.

[Table of Contents](#)

## 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 May 31, 2009, the Company was a defendant in 26 asbestos-related cases, compared to 24 cases as of March 1, 2009. During the quarter ended May 31, 2009, there were five new asbestos-related cases, one case dismissed, two cases settled, no judgments and aggregate net costs and expenses of \$.1 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.

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. With the assistance of outside counsel, the Company is conducting an internal inquiry to enable it to respond to OFAC. In the six months ended May 31, 2009, the Company incurred \$2.4 million for legal and professional fees in connection with this inquiry. Based upon the information available to it at this time, the Company is not able to predict the outcome of this matter. If the Company violated governmental regulations, material fines and penalties could be imposed.

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 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

There are no material changes from the risk factors previously disclosed in the Company’s 2008 Annual Report, except that risk factor (d) has been revised to read in its entirety as follows:

d) **Litigation and governmental investigations could result in a material adverse impact on the Company’s profitability.** As described in the Company’s annual reports on Form 10-K and quarterly reports on Form 10-Q, the Company is currently a defendant in a number of cases, and is the subject of an inquiry by the U.S. Treasury Department’s Office of Foreign Assets Control. Based upon the information available to it at this time, the Company is not able to predict the outcome of these matters. The resolution of these matters could materially and adversely affect the Company’s reputation, financial condition and results of operations.

In addition, the Company may in the future receive other claims related to its performance, and such claims could be large. The Company sells products that may be essential to the use of large, multi-million-dollar, infrastructure projects, such as water and sewer systems, offshore platforms, marine vessels, petrochemical plants, roads, and large construction projects. Additionally, the Company sells products used in critical applications, such as to protect against corrosion or to convey hazardous materials. Use of the Company’s products in such applications could expose the Company to large potential product liability risks which are inherent in the design, manufacture and sale of such products. Successful claims against the Company could materially and adversely affect its reputation, financial condition and results of operations.

[Table of Contents](#)

**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**

<u>Period</u>	(a) <u>Total Number of Shares (or Units) Purchased</u>	(b) <u>Average Price Paid per Share (or Unit)</u>	(c)	(d)
			<u>Number of Shares (or Units) Purchased As Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs**</u>
3/2/09 thru 3/29/09	-	\$ -	-	25,937
3/30/09 thru 5/3/09	-	-	-	25,937
5/4/09 thru 5/31/09	358	54.44	-	25,480

\*\*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**

The following matters were submitted to a vote of security holders during the Company's annual meeting of shareholders held on March 25, 2009, and the results were as follows:

*Election of Directors*

	<u>Votes Cast For</u>	<u>Votes Withheld</u>
Terry L. Haines	7,913,381	111,293
John E. Peppercorn	7,909,522	115,152
William D. Horsfall	7,947,292	77,382

Other directors whose terms of office continued after the meeting are: James S. Marlen, David Davenport, J. Michael Hagan, and Dennis C. Poulsen.

*Ratification of Independent Registered Public Accountants*

Ratification of PricewaterhouseCoopers LLP, as independent registered public accountants:

	<u>Votes</u>
For:	7,951,473
Against:	52,082
Abstentions:	21,118

**ITEM 5 – OTHER INFORMATION**

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

[Table of Contents](#)

## ITEM 6 – EXHIBITS

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

## EXHIBIT DESCRIPTION OF EXHIBIT

NO.	DESCRIPTION
3.1	Restated Certificate of Incorporation, effective May 4, 2009
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

[Table of Contents](#)

**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: June 26, 2009

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
AMERON INTERNATIONAL CORPORATION**

AMERON INTERNATIONAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is AMERON INTERNATIONAL CORPORATION, was originally incorporated under the name AMERON, INC. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on February 10, 1986.

2. Pursuant to Section 245 of the Delaware General Corporation Law ("DGCL"), this Restated Certificate of Incorporation restates and integrates the provisions of the Certificate of Incorporation of this corporation.

3. This Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the corporation in accordance with Section 245 of the DGCL.

4. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated to read in its entirety as follows:

FIRST: The name of this corporation is: Ameron International Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: 1. The total number of shares of stock which the Corporation shall have authority to issue is Twenty-Five Million (25,000,000), consisting of Twenty-Four Million (24,000,000) shares of Common Stock, par value Two Dollars and 50/100 (\$2.50) per share (the "Common Stock"), and One Million (1,000,000) shares of Preferred Stock, par value One Dollar (\$1.00) per share (the "Preferred Stock").

---

2. Shares of Preferred Stock may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by resolution of the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any class or series subsequent to the issuance of shares of that class or series.

FIFTH: New bylaws may be adopted or the bylaws may be amended or repealed by a vote of eighty percent (80%) of the outstanding stock of the corporation entitled to vote thereon. Bylaws may also be adopted, amended or repealed by the Board of Directors as provided or permitted by law; however, any bylaw amendment adopted by the Board of Directors increasing or reducing the authorized number of directors shall require a resolution adopted by the affirmative vote of not less than two-thirds of the directors.

SIXTH: The number of directors which shall constitute the whole Board of Directors of the corporation shall be specified in the bylaws of the corporation, subject to the provisions of Article FIFTH hereof and this Article SIXTH. The board is divided into three classes, Class I, Class II and Class III. Such classes shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending at the annual meeting to be held in 1987, the directors first elected to Class II shall serve for a term ending at the annual meeting to be held in 1988, and the directors first elected to Class III shall serve for a term ending at the annual meeting to be held in 1989. The foregoing notwithstanding, each director shall serve until his successor shall have been duly elected and qualified, unless he shall resign, become disqualified, disabled or shall otherwise be removed.

At each annual election, the directors chosen to succeed those whose terms then expire shall be of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors the Board shall designate one or more directorships whose term then expires as directorships of another class in order more nearly to achieve equality of number of directors among the classes.

Notwithstanding the rule that the three classes shall be as nearly equal in number of directors as possible, in the event of any change in the authorized number of directors each director then continuing to serve as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal.

In any election of directors of the Corporation, a holder of any class or series of stock then entitled to vote in such election shall be entitled to as many votes as shall equal (i) the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by (ii) the number of directors to be elected in the election in which his class or series of shares is entitled to vote, and each stockholder may cast all of such votes for a single director or for any two or more of them as he may see fit.

SEVENTH: Notwithstanding any other vote which may be required under applicable law, and in addition thereto, the affirmative vote of holders of not less than eighty percent (80%) of the total voting power of all outstanding shares of voting stock of this corporation shall be required to approve: (a) any merger (other than a merger with a 90% stockholder of this Corporation effected in accordance with Section 253 of the Delaware General Corporation Law), consolidation, combination or reorganization of this corporation or any of its subsidiaries with any other corporation if such other corporation is a Substantial Stockholder (as defined below) or an Associate (as defined below) of a Substantial Stockholder, or (b) the sale, lease or exchange by this corporation or any of its subsidiaries of all or a Substantial Part (as defined below) of its assets to or with a Substantial Stockholder or an Associate thereof, or (c) the issuance or delivery of any stock or other securities of this corporation or any of its subsidiaries in exchange or payment for any cash or other properties or assets of such Substantial Stockholder or Associate thereof or securities of such Substantial Stockholder or Associate thereof, or (d) any reverse stock split of, or exchange of securities, cash or other properties or assets for, any outstanding securities of this corporation or any of its subsidiaries or liquidation or dissolution of this Corporation or any of its subsidiaries, in any such case in which a Substantial Stockholder or an Associate thereof receives or retains any securities, cash or other properties or assets whether or not different from those received or retained by any holder of securities of the same class as held by such Substantial Stockholder or Associate thereof; provided, however, that the foregoing shall not apply to any such merger, consolidation, combination, reorganization, sale, lease or exchange, or for issuance or delivery of stock or other securities, or reverse stock split, exchange, liquidation or dissolution which is approved by resolution adopted by a majority of the Continuing Directors (as defined below) of this corporation, nor shall it apply to any such transaction solely between this corporation and another corporation controlled by this corporation and none of the securities of which is owned before or after such transaction directly or indirectly by a Substantial Stockholder or Associate thereof.

As used in this Certificate of Incorporation, the following terms shall have the respective meanings set forth below.

(i) "Substantial Stockholder" shall mean any person or group of two or more persons who have agreed to act together for the purpose of acquiring, holding, voting or disposing of securities who singly or together with its or their Associates own or owns beneficially, in the aggregate, directly or indirectly, securities representing ten percent (10%) or more of the voting power of all shares of voting stock of this corporation; provided, however, that the term "Substantial Stockholder" shall not include any benefit plan or trust established by this corporation or any of its subsidiaries for the benefit of the employees of this corporation and/or any of its subsidiaries or any trustee, agent or other representative of any such plan or trust;

(ii) An "Affiliate" of any specified person is any person (other than this corporation and any corporation controlled by this corporation and none of the voting securities of which is owned directly or indirectly by a Substantial Stockholder or any Associate thereof) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified;

(iii) The term "control" shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise;

(iv) "Substantial Part" of the assets shall mean assets of this corporation or any of its subsidiaries comprising more than ten percent (10%) of the book value or fair market value of the total assets of this corporation and its subsidiaries taken as a whole;

(v) An "Associate" of a Substantial Stockholder is any person who is, or was within a period of five years prior to the time of determination, an officer, director, employee, partner, trustee, agent, member of the immediate family or Affiliate of the Substantial Stockholder or of an Affiliate thereof.

(vi) The term "person" shall include a corporation, partnership, trust or government or political subdivision thereof, an individual, an estate, an association or any unincorporated organization;

(vii) The term "member of the immediate family" shall mean any of a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law.

(viii) The term "Continuing Director" shall mean, as to any Substantial Stockholder, any member of the Board of Directors of this corporation who (a) is unaffiliated with and is not the Substantial Stockholder and (b) was a member of the Board of Directors of this corporation prior to April 1, 1986 or thereafter became a member of the Board of Directors of this corporation prior to the time the Substantial Stockholder became a Substantial Stockholder, and any successor of a Continuing Director who is recommended to succeed a Continuing Director by a majority of the Continuing Directors then on the Board.

In the context of any transaction described in this Article SEVENTH, the Board of Directors acting by majority vote shall have the exclusive power and duty to determine, on the basis of information known to them after reasonable inquiry, (i) whether a person is a Substantial Stockholder, (ii) whether a person is an Affiliate or Associate of a Substantial Stockholder, (iii) whether a person is a Continuing Director and (iv) whether a portion of the assets of this corporation constitutes a Substantial Part of such assets. Any such determination of the Directors shall be final and binding in the absence of bad faith, fraud or gross negligence by such Directors.

EIGHTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders. No action shall be taken by stockholders by written consent.

NINTH: Special meetings of the stockholders of the corporation for any purpose or purposes may be called at any time by the Board of Directors, or by a majority of the members of the Board of Directors, or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the by-laws of the corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons; provided, however, that, if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in any provisions of this Certificate of Incorporation or any amendment thereto, then such special meeting may also be called by the person or persons, in the manner, at the times and for the purposes so specified.

TENTH: 1. No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of the Delaware General Corporation Law or any amendment thereto or successor provision thereof or shall be liable by reason that, in addition to any and all other requirements for such liability, such person (i) shall have breached such person's duty of loyalty to the Corporation or its stockholders, (ii) in acting or in failing to act, shall not have acted in good faith or shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iii) shall have derived an improper personal benefit from the transaction in respect of which such breach of fiduciary duty occurred. Neither the amendment nor repeal of Section 1 of this Article TENTH shall eliminate or reduce the effect of Section 1 of this Article TENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for Section 1 of this Article TENTH would accrue or arise, prior to such amendment or repeal. If the Delaware Corporation Law is amended after approval by the stockholders of this Article TENTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time.

2. (i) Each person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or in any capacity with respect to an employee benefit plan maintained or sponsored by the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent permissible under the Delaware General Corporation Law, as the same exists or may hereafter be amended, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, excise taxes pursuant to the Employee Retirement Income Security Act of 1974 or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (ii) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that, if the Delaware General Corporation Law so requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(ii) If a claim under paragraph (i) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct required under Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(iii) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(iv) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH and this Article ELEVENTH may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than eighty percent (80%) of the total voting power of all outstanding shares of voting stock of this corporation and no provision may be added to this Certificate of Incorporation permitting the removal of directors of this corporation otherwise than for cause, unless such provision is so approved.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation as of the 4th day of May, 2009.

Ameron International Corporation

By: /s/ James S. Marlen  
James S. Marlen  
Chief Executive Officer

Attest:

By: /s/ Stephen E. Johnson  
Stephen E. Johnson  
Senior Vice President, Secretary & General Counsel

**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.

June 26, 2009

*/s/ James S. Marlen*  
*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.

June 26, 2009

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



---

**ameron10q209.pdf is Missing in the Submission Header**

---