SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended September 30, 2001 Commission file number 1-13905

COMPX INTERNATIONAL INC.
(Exact name of Registrant as specified in its charter)

Delaware	57-0981653
(State or other jurisdiction of organization)	(IRS Employer Identification No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (972) 448-1400

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

Number of shares of Class A common stock outstanding on October 24, 2001: 5,103,280.

COMPX INTERNATIONAL INC.

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COMPX INTERNATIONAL INC.

CONSOLIDATED BALANCE SHEETS

(In thousands)

ASSETS	December 31, 2000	September 30, 2001
Current assets:		
Cash and cash equivalents	$ 9,820	$ 17,989
Accounts receivable	30,833	27,751
Income taxes receivable from affiliates	305	247
Refundable income taxes	2,165	1,620
Inventories	36,246	35,224
Deferred income taxes	1,209	1,220
Prepaid expenses and other	2,408	2,443
Total current assets	82,986	86,494
Other assets:		
Goodwill	42,213	39,916
Other intangible assets	2,646	2,502
Deferred income taxes	1,813	1,930
Other	868	666
Total other assets	47,540	45,014
Property and equipment:		
Land	5,709	5,594
Buildings	34,500	33,577
Equipment	78,357	85,021
Construction in progress	9,787	10,891
	128,353	135,083
Less accumulated depreciation	33,394	41,418
Net property and equipment	94,959	93,665

	$225,485	$225,173
	========	========

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

CONSOLIDATED BALANCE SHEETS (CONTINUED)

(In thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY	December 31, 2000	September 30, 2001
Current liabilities:		
Current maturities of long-term debt	$ 1,638	$ 68
Accounts payable and accrued liabilities	26,487	19,331
Deferred income taxes	103	272
Income taxes	648	400
Total current liabilities	28,876	20,071
Noncurrent liabilities:		
Long-term debt	39,000	49,000
Deferred income taxes	4,852	5,936
Accrued pension costs	1,168	1,153
Other	626	901
Total noncurrent liabilities	45,646	56,990
Stockholders' equity:		
Preferred stock	--	--
Class A common stock	62	62
Class B common stock	100	100
Additional paid-in capital	119,194	119,224
Retained earnings	51,395	54,186
Accumulated other comprehensive income - currency translation	(11,123)	(14,145)
Treasury stock	(8,665)	(11,315)
Total stockholders' equity	150,963	148,112
	$ 225,485	$ 225,173

See accompanying notes to consolidated financial statements.

Commitments and contingencies (Note 1)

COMPX INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Three months ended September 30, 2000	Three months ended September 30, 2001	Nine months ended September 30, 2000	Nine months ended September 30, 2001
Net sales	$63,045	$51,484	$194,248	$164,438
Costs and expenses:				
Cost of sales	47,129	40,255	142,268	127,062
Selling, general and administrative	6,784	7,113	20,616	21,111
Other income, net	(163)	(691)	(451)	(910)
Interest expense	573	604	1,643	2,276
	54,323	47,281	164,076	149,539
Income before income taxes and minority interest	8,722	4,203	30,172	14,899
Provision for income taxes	3,185	2,132	11,012	6,443
Income before minority interest	5,537	2,071	19,160	8,456
Minority interest	--	--	(3)	--
Net income	$ 5,537	$ 2,071	$ 19,163	$ 8,456
Basic earnings per common share	$ .34	$ .14	$ 1.19	$ .56
Diluted earnings per common share	$ .34	$ .14	$ 1.18	$ .56
Cash dividends per share	$ .125	$ .125	$ .375	$ .375
Shares used in the calculation of per share amounts:				
Basic common shares	16,187	15,103	16,162	15,158
Dilutive impact of outstanding Stock options	87	13	42	7
Diluted common shares	16,274	15,116	16,204	15,165

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2000	2001	2000	2001
Net income	$ 5,537	$2,071	$ 19,163	$ 8,456
Other comprehensive income - Currency translation adjustment, net of tax	(2,795)	534	(6,192)	(3,022)
Comprehensive income	$ 2,742	$2,605	$ 12,971	$ 5,434

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine months ended September 30, 2000 and 2001

(In thousands)

	2000	2001
Cash flows from operating activities:		
Net income	$ 19,163	$ 8,456
Depreciation and amortization	9,231	11,128
Deferred income taxes	(244)	1,503
Other, net	(619)	370
	27,531	21,457
Change in assets and liabilities:		
Accounts receivable	(2,085)	2,387
Inventories	(4,649)	309
Accounts payable and accrued liabilities	(1,636)	(7,087)
Accounts with affiliates	(198)	--
Income taxes	1,499	355
Other, net	(892)	(108)
Net cash provided by operating activities	19,570	17,313
Cash flows from investing activities:		
Capital expenditures	(16,722)	(9,345)
Purchase of business unit	(9,497)	--
Other, net	309	5
Net cash used by investing activities	(25,910)	(9,340)

Cash flows from financing activities:		
Indebtedness:		
Additions	13,081	14,919
Principal payments	(2,754)	(6,504)
Dividends	(6,064)	(5,665)
Common stock reacquired	--	(2,650)
Issuance of common stock	1,073	--
Net cash provided by financing activities	5,336	100
Net increase (decrease) in cash and cash equivalents	$ (1,004)	$ 8,073

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

Nine months ended September 30, 2000 and 2001

(In thousands)

	2000	2001
Cash and cash equivalents:		
Net change from operating, investing and financing activities	$ (1,004)	$ 8,073
Currency translation	(664)	96
	(1,668)	8,169
Balance at beginning of period	12,169	9,820
Balance at end of period	$ 10,501	$17,989
Supplemental disclosures:		
Cash paid for:		
Interest	$ 1,592	$ 2,590
Income taxes	10,298	4,614
Business unit acquired - net assets consolidated:		
Goodwill and other intangible assets	$ 2,561	$ --
Other non-cash assets	8,458	--
Liabilities	(1,522)	--
Cash paid	$ 9,497	$ --

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Nine months ended September 30, 2001

(In thousands)

	Common Stock Class A	Common Stock Class B	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income - currency translation	Treasury stock	Total stockholders' equity
Balance at December 31, 2000 ..	$62	$100	$119,194	$ 51,395	$(11,123)	$ (8,665)	$ 150,963
Net income	--	--	--	8,456	--	--	8,456
Other comprehensive income, net	--	--	--	--	(3,022)	--	(3,022)
Issuance of common stock	--	--	30	--	--	--	30
Cash dividends	--	--	--	(5,665)	--	--	(5,665)
Common stock reacquired	--	--	--	--	--	(2,650)	(2,650)
Balance at September 30, 2001 .	$62	$100	$119,224	$ 54,186	$(14,145)	$(11,315)	$ 148,112

See accompanying notes to consolidated financial statements.

COMPX INTERNATIONAL INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Basis of presentation:

The consolidated balance sheet of CompX International Inc. and Subsidiaries (collectively, the "Company") at December 31, 2000 has been condensed from the Company's audited consolidated financial statements at that date. The consolidated balance sheet at September 30, 2001 and the consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the interim periods ended September 30, 2000 and 2001 have been prepared by the Company, without audit. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the consolidated financial position, results of operations and cash flows have been made. The results of operations for the interim periods are not necessarily indicative of the operating results for a full year or of future operations. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America has been condensed or omitted. The accompanying consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (the "2000 Annual Report").

Basic earnings per share of common stock is based upon the weighted average number of common shares actually outstanding during each period. Diluted earnings per share of common stock includes the impact of outstanding dilutive stock options.

Commitments and contingencies are discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the 2000 Annual Report.

The Company is 69% owned by Valhi, Inc. (NYSE: VHI) and Valhi's wholly-owned subsidiary Valcor, Inc. Contran Corporation holds, directly or through subsidiaries, approximately 94% of Valhi's outstanding common stock. Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons, of which Mr. Simmons is sole trustee. Mr. Simmons, the Chairman of the Board and Chief Executive Officer of each of Contran, Valhi and Valcor, may be deemed to control such companies and the Company.

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, effective January 1, 2001. Under SFAS No. 133, all derivatives are recognized as either assets or liabilities and measured at fair value. The accounting for changes in fair value of derivatives depends upon the intended use of the derivative, and such changes are recognized either in net income or other comprehensive income. As permitted by the transition requirements of SFAS No. 133, as amended, the Company has exempted from the scope of SFAS No. 133 all host contracts containing embedded derivatives which were issued or acquired prior to January 1, 1999. Other than certain currency forward contracts, the Company was not a party to any significant derivative or hedging instrument covered by SFAS No. 133 during the first nine months of 2001. The accounting for such currency forward contracts under SFAS No. 133 is not materially different from the accounting for such contracts under prior accounting rules, and therefore the impact to the Company of adopting SFAS No. 133 was not material.

Note 2 - Business segment information:

The Company operates in one business segment - the manufacture and sale of hardware components for office furniture and other markets. The Company's products consist of ergonomic computer support systems, precision ball bearing slides and security products.

	Three months ended September 30,		Nine months ended September 30,	
	2000	2001	2000	2001
	(In thousands)			
Net sales	$ 63,045	$ 51,484	$ 194,248	$ 164,438
Operating income	$ 9,132	$ 4,116	$ 31,364	$ 16,265
Interest expense	(573)	(604)	(1,643)	(2,276)
Other, net	163	691	451	910
Income before income taxes ...	$ 8,722	$ 4,203	$ 30,172	$ 14,899

Note 3 - Inventories:

	December 31, 2000	September 30, 2001
	(In thousands)	
Raw materials	$11,866	$12,003
Work in process	11,454	12,807
Finished products	12,811	10,275
Supplies	115	139

	$36,246	$35,224

Note 4 - Accounts payable and accrued liabilities:

	December 31, 2000	September 30, 2001
	(In thousands)	
Accounts payable	$12,560	$ 9,174
Accrued liabilities:		
Employee benefits	7,898	5,896
Insurance	311	242
Royalties	470	316
Other	5,248	3,703
	$26,487	$19,331

Note 5 - Indebtedness:

	December 31, 2000	September 30, 2001
	(In thousands)	
Revolving bank credit facility	$39,000	$49,000
Capital lease obligations and other	1,638	68
	40,638	49,068
Less current maturities	1,638	68
	$39,000	$49,000

Note 6 - Other income:

	Three months ended September 30,		Nine months ended September 30,	
	2000	2001	2000	2001
	(In thousands)			
Interest income	$ 153	$145	$ 438	$432
Foreign currency transactions, net	18	533	(29)	445
Other, net	(8)	13	42	33
	$ 163	$691	$ 451	$910

Note 7 - Provision for income taxes:

	Three months ended September 30,		Nine months ended September 30,	
	2000	2001	2000	2001
	(In thousands)			
Expected tax expense	$ 3,053	$ 1,471	$ 10,560	$ 5,215
Non-U.S. tax rates	(139)	(90)	(55)	(264)
Incremental U.S. tax and rate differences on earnings of foreign subsidiaries	(90)	722	(375)	684
No tax benefit for amortization of goodwill	204	174	515	520
U.S. state income taxes, net	128	12	436	145
Other, net	29	(157)	(69)	143
	$ 3,185	$ 2,132	$ 11,012	$ 6,443

Note 8 - Foreign currency forward contracts:

Certain of the Company's sales generated by its non-U.S. operations are denominated in U.S. dollars. The Company periodically uses currency forward contracts to manage a portion of foreign exchange rate risk associated with receivables denominated in a currency other than the holder's functional currency. At each balance sheet date, any such outstanding currency forward contracts are marked-to-market with any resulting gain or loss recognized in income currently. These contracts are not accounted for as hedging instruments under SFAS No. 133. At December 31, 2000, the Company held contracts to manage such exchange rate risk to exchange an aggregate of U.S. $9.1 million for an equivalent amount of Canadian dollars at an exchange rate of Cdn. $1.482 per U.S. dollar. Such contracts matured through March 2001. At September 30, 2001, the Company did not hold any such contracts.

Note 9 - Accounting principles not yet adopted:

The Company will adopt Statement of Financial Accounting Standards ("SFAS") No. 141, Business Combinations, for all business combinations initiated on or after July 1, 2001, and all purchase business combinations completed on or after July 1, 2001. Under SFAS No. 141, all business combinations initiated on or after July 1, 2001 will be accounted for by the purchase method, and the pooling-of-interests method will be prohibited.

The Company will adopt SFAS No. 142, Goodwill and Other Intangible Assets, effective January 1, 2002. Under SFAS No. 142, goodwill will not be amortized on a periodic basis, but instead will be subject to an impairment test to be performed at least annually. Under the transition provisions of SFAS No. 142, goodwill existing as of June 30, 2001 will cease to be periodically amortized as of January 1, 2002, but any goodwill arising in a purchase business combination completed on or after July 1, 2001 would not be periodically amortized from the date of such combination. The Company will complete its initial goodwill impairment analysis under the new accounting standard during 2002. If any goodwill impairment under the new standard is determined to exist, such impairment would be recognized as a cumulative effect of a change in accounting principle no later than December 31, 2002, as required by the transition requirements of SFAS No. 142. The Company would have reported net income of $10.2 million, or $.67 per diluted share, in the first nine months of 2001 if the goodwill amortization included in the Company's reported net income had not been recognized.

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

Overview

The Company reported net income of $2.1 million in the third quarter of 2001, a decrease of 63% from net income of $5.5 million for the third quarter of 2000. The Company reported net income of $8.5 million in the first nine months of 2001, a 56% decrease from net income of $19.2 million in the first nine months of 2000.

Results of Operations

Net sales. Net sales decreased $11.6 million, or 18%, to $51.5 million in the third quarter of 2001 from $63.0 million in the third quarter of 2000. For the first nine months of 2001, net sales of $164.4 million decreased 15% when compared to net sales of $194.2 million for the first nine months of 2000. The decrease is principally due to decreased demand for the Company's products resulting from continued weak economic conditions in the manufacturing sector in North America, Europe and Asia, and to a lesser extent the negative effects of fluctuations in currency exchange rates. Net sales of slide products decreased 32% and 25%, respectively, for the three and nine month periods ended September 30, 2001 compared to the same periods in 2000, with sales of security products decreasing 11% for each of the same comparable periods. For the three and nine month periods ending September 30, 2001, sales of ergonomic products declined 12% and 13%, respectively, over the corresponding periods of the prior year.

Operating income. Operating income in the third quarter of 2001 decreased 55% to $4.1 million compared to $9.1 million for the third quarter of 2000, while operating income margins were 8% for the third quarter of 2001 compared to 14% for the third quarter of 2000. For the first nine months of 2001, operating income decreased 48% to $16.3 million compared to $31.4 million for the first nine months of 2000, while operating income margins were 10% for the 2001 period compared to 16% for the 2000 period. Reductions in manufacturing fixed costs beginning in the first quarter of 2001 partially offset the effect of the decline in net sales. Despite these cost reductions, operating income margins for the third quarter and first nine months of 2001 were adversely impacted by the decline in volume levels and the related impact on manufacturing efficiencies, the effects of unfavorable changes in the sales mix and general pricing pressures.

CompX has substantial operations and assets located outside the United States (principally in Canada, the Netherlands and Taiwan). A portion of CompX's sales generated from its non-U.S. operations are denominated in currencies other than the U.S. dollar, principally the Canadian dollar, the Dutch guilder (the euro), and the New Taiwan dollar. In addition, approximately 60% of CompX's net sales generated from its Canadian operations are denominated in the U.S. dollar. Most raw materials, labor and other production costs for such non-U.S. operations are denominated primarily in local currencies. Consequently, the translated U.S. dollar value of CompX's foreign sales and operating results are subject to currency exchange rate fluctuations which may favorably or unfavorably impact reported earnings and may affect comparability of period-to-period operating results. During the third quarter and first nine months of 2001, currency exchange rate fluctuations of the Canadian dollar, the New Taiwan dollar and the euro negatively impacted the Company's sales comparisons with the corresponding periods of the prior year (principally with respect to slide products), decreasing net sales by 1% in the third quarter and 2% in the first nine months of 2001. Currency exchange rate fluctuations with respect to the Canadian dollar positively affected CompX's operating income comparisons with the corresponding three and nine month periods of the prior year whereas exchange rate fluctuations in the euro and other currencies did not materially impact these operating income comparisons. Excluding the effect of currency, operating income decreased 52% and 45%, respectively, in the three and nine month periods ending September 30, 2001 as compared to the corresponding period in 2000.

Outlook. The Company remains concerned and uncertain regarding the duration and severity of the current weak economic cycle and its impact on the Company's business. The Company continues to see downward pressure on sales as its customers and the overall industry respond to the continued contracting economic environment, indicating the Company's results of operations in the fourth quarter of 2001 will be lower than the Company's previous expectations. Therefore, the Company continues implementing various cost control initiatives, including ongoing company-wide headcount rationalization efforts and operational cost improvements. These cost reduction measures are designed to minimize the adverse effect of lower sales and more favorably position the Company to meet demand when the economy recovers.

Liquidity and Capital Resources

Consolidated cash flows

Operating activities. Trends in cash flows from operating activities, excluding changes in assets and liabilities, are generally similar to the trends in the Company's earnings. Such cash flows totaled $27.5 million and $21.5 million in the first nine months of 2000 and 2001, respectively, compared to net income of $19.2 million and $8.5 million, respectively.

Changes in assets and liabilities result primarily from the timing of production, sales and purchases. Such changes in assets and liabilities generally tend to even out over time and result in trends in cash flows from operating activities generally reflecting earnings trends.

Investing activities. Net cash used by investing activities totaled $25.9 million and $9.3 million in the first nine months of 2000 and 2001, respectively. Investing activities in the first nine months of 2000 included $9.5 million used to acquire substantially all of the operating assets of Chicago Lock Company. No such business acquisitions occurred in the first nine months of 2001.

The capital expenditures for 2001 relate primarily to capacity rationalization and tooling costs at the Company's facilities and equipment additions designed to improve manufacturing efficiencies at the Company's security products and ergonomic and slide products facilities. Capital expenditures for 2001 are estimated at approximately $13 million, the majority of which relate to projects that emphasize improved production efficiency. Firm purchase commitments for capital projects not commenced at September 30, 2001 were not material.

Financing activities. Net cash provided by financing activities totaled $5.3 million and $100,000 in the first nine months of 2000 and 2001, respectively. The Company paid its regular quarterly dividend of $1.9 million or $.125 per share, in each of the first, second and third quarters of 2001. The Company also used $2.7 million to reacquire approximately 260,000 shares of its Class A common stock. Borrowings under the Company's unsecured revolving bank credit facility were increased by a net amount of $10.0 million. The Company repaid its short-term bank borrowing denominated in New Taiwan dollars during the first quarter of 2001 and borrowed and repaid an additional $900,000 of New Taiwan dollar short-term bank borrowings in the second quarter of 2001.

In July 2001, the Company's board of directors authorized the repurchase of up to 500,000 shares of its common stock in open market or privately-negotiated transactions at unspecified prices and over an unspecified period of time. No shares were repurchased during the quarter ended September 30, 2001.

Management believes that cash generated from operations and borrowing availability under the Company's unsecured revolving bank credit facility ($51 million available for borrowing at September 30, 2001), together with cash on hand, will be sufficient to meet the Company's liquidity needs for working capital, capital expenditures, debt service and dividends for the foreseeable future.

The Company periodically evaluates its liquidity requirements, alternative uses of capital, capital needs and available resources in view of, among other things, its capital expenditure requirements in light of its capital resources and estimated future operating cash flows. As a result of this process, the Company may in the future seek to raise additional capital, refinance or restructure indebtedness, issue additional securities, modify its dividend policy, repurchase shares of its common stock or take a combination of such steps to manage its liquidity and capital resources. In the normal course of business, the Company may review opportunities for acquisitions, divestitures, joint ventures or other business combinations in the component products industry. In the event of any such transaction, the Company may consider using available cash, issuing additional equity securities or increasing the indebtedness of the Company or its subsidiaries.

As provided by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the Company cautions that the statements in this Quarterly Report on Form 10-Q relating to matters that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements can be identified by the use of words such as "believes," "intends," "may," "should," "anticipates," "expected" or comparable terminology, or by discussions of strategies or trends. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results, and actual future results could differ materially from those described in such forward-looking statements. Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in the Company's other filings with the Securities and Exchange Commission. While it is not possible to identify all factors, the Company continues to face many risks and uncertainties including, but not limited to, future supply and demand for the Company's products, changes in costs of raw materials and other operating costs (such as energy costs), general global economic and political conditions, demand for office furniture, service industry employment levels, the possibility of labor disruptions, competitive products and prices, substitute products, customer and competitor strategies, the introduction of trade barriers, the impact of pricing and production decisions, fluctuations in the value of the U.S. dollar relative to other currencies (such as the euro and Canadian dollar), potential difficulties in integrating completed acquisitions, uncertainties associated with new product development, environmental matters (such as those requiring emission and discharge standards for existing and new facilities), government regulations and possible changes therein, possible future litigation and other risks and uncertainties. Should one or more of these risks materialize (or the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those forecasted or expected. The Company disclaims any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

Part II. OTHER INFORMATION

ITEM 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

None

(b) Reports on Form 8-K

Reports on Form 8-K for the quarter ended September 30, 2001:

None

SIGNATURES

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

COMPX INTERNATIONAL INC.
(Registrant)

Date October 26, 2001

By /s/ Stuart M. Bitting
Stuart M. Bitting
Vice President and
Chief Financial Officer

(Principal Financial Officer)

Date October 26, 2001 By /s/ Darryl R. Halbert

Darryl R. Halbert
Vice President and Controller
(Principal Accounting Officer)