

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2003 Commission file number 0-31164

Preformed Line Products Company

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State or Other Jurisdiction of Incorporation or Organization)

34-0676895

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

660 Beta Drive

Mayfield Village, Ohio

(Address of Principal Executive Office)

44143

(Zip Code)

(440) 461-5200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of common shares, without par value, outstanding as of May 13, 2003: 5,784,494.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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**PREFORMED LINE PRODUCTS COMPANY
CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2003 AND DECEMBER 31, 2002**

<i>Thousands of dollars, except share data</i>	March 31, 2003 (Unaudited)	December 31, 2002
ASSETS		
Cash and cash equivalents	\$ 13,325	\$ 11,629
Accounts receivable, less allowance of \$3,504 (\$3,770 in 2002)	25,747	24,763
Inventories - net	33,806	33,750
Deferred income taxes - short-term	4,739	5,276
Prepays and other	4,439	3,104
TOTAL CURRENT ASSETS	82,056	78,522
Property and equipment - net	48,401	48,569
Investments in foreign joint ventures	8,286	8,087
Deferred income taxes - long-term	868	863
Goodwill, patents and other intangibles - net	5,565	5,596
Other	3,107	3,147
TOTAL ASSETS	\$ 148,283	\$ 144,784
LIABILITIES AND SHAREHOLDERS' EQUITY		
Notes payable to banks	\$ 997	\$ 1,246
Trade accounts payable	7,918	7,844
Accrued compensation and amounts withheld from employees	3,487	3,269
Accrued expenses and other liabilities	4,922	4,251
Accrued profit-sharing and pension contributions	4,815	4,176
Dividends payable	1,155	1,155
Income taxes	1,704	337
Current portion of long-term debt	1,563	1,676
TOTAL CURRENT LIABILITIES	26,561	23,954
Long-term debt, less current portion	5,529	5,847
Deferred income taxes - long-term	199	161
Minimum pension liability and other	854	726
SHAREHOLDERS' EQUITY		
Common shares - \$2 par value, 15,000,000 shares authorized, 5,772,710 and 5,772,710 issued and outstanding, net of 389,188 and 389,188 treasury shares at par	11,545	11,545
Paid in capital	82	82
Retained earnings	123,054	123,124
Other comprehensive loss	(19,541)	(20,655)
TOTAL SHAREHOLDERS' EQUITY	115,140	114,096
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 148,283	\$ 144,784

See notes to consolidated financial statements.

**PREFORMED LINE PRODUCTS COMPANY
STATEMENTS OF CONSOLIDATED INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2003 AND 2002**

<i>Thousands of dollars, except per share data</i>	Three months ended March 31,	
	2003	2002
	(Unaudited)	
Net sales	\$ 35,209	\$ 44,008
Cost of products sold	23,542	29,466
GROSS PROFIT	11,667	14,542
Costs and expenses		
Selling	3,915	5,282
General and administrative	5,071	5,063
Research and engineering	1,373	1,616
Other operating expenses	116	86
	10,475	12,047
Royalty income - net	348	513
OPERATING INCOME	1,540	3,008
Other income (expense)		
Equity in net income of foreign joint ventures	199	75
Interest income	75	58
Interest expense	(108)	(188)
Other expense	(40)	(50)
	126	(105)
INCOME BEFORE INCOME TAXES	1,666	2,903
Income taxes	582	902
NET INCOME	\$ 1,084	\$ 2,001
Net income per share - basic and diluted	\$ 0.19	\$ 0.35
Cash dividends declared per share	\$ 0.20	\$ 0.20
Average number of shares outstanding - basic	5,773	5,757
Average number of shares outstanding - diluted	5,780	5,781

See notes to consolidated financial statements.

**PREFORMED LINE PRODUCTS COMPANY
STATEMENTS OF CONSOLIDATED CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2003 AND 2002**

Thousands of dollars

	Three Months Ended March 31,	
	2003	2002
	(Unaudited)	
OPERATING ACTIVITIES		
Net income	\$ 1,084	\$ 2,001
Adjustments to reconcile net income to net cash provided by operations		
Depreciation and amortization	2,244	2,193
Deferred income taxes	570	(289)
Cash surrender value of life insurance	141	-
Cumulative translation adjustment	(64)	-
Earnings of joint ventures	(199)	(75)
Changes in operating assets and liabilities		
Receivables	(601)	(3,248)
Inventories	392	219
Trade payables and accruals	1,508	2,809
Income taxes	146	627
Other - net	(198)	246
NET CASH PROVIDED BY OPERATING ACTIVITIES	5,023	4,483
INVESTING ACTIVITIES		
Capital expenditures	(1,372)	(911)
Business acquisitions	(34)	-
Proceeds from the sale of property and equipment	-	27
NET CASH USED IN INVESTING ACTIVITIES	(1,406)	(884)
FINANCING ACTIVITIES		
Increase (decrease) in notes payable to banks	(250)	1,526
Proceeds from the issuance of debt	3,616	4,154
Payments of debt	(4,224)	(7,621)
Dividends paid	(1,155)	(1,151)
NET CASH USED IN FINANCING ACTIVITIES	(2,013)	(3,092)
Effects of exchange rate changes on cash and cash equivalents	92	48
Increase in cash and cash equivalents	1,696	555
Cash and cash equivalents at beginning of year	11,629	8,409
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 13,325	\$ 8,964

See notes to consolidated financial statements.

PREFORMED LINE PRODUCTS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2003

NOTE A – BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these consolidated financial statements do not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from these estimates. However, in the opinion of management, these consolidated financial statements contain all estimates and adjustments required to fairly present the financial position, results of operations, and changes in cash flows for the interim periods. Operating results for the three-month period ended March 31, 2003 are not necessarily indicative of the results to be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes included in the Company's 10-K for 2002 filed with the Securities and Exchange Commission.

The consolidated balance sheet at December 31, 2002 has been derived from the audited consolidated financial statements, but does not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements.

Certain amounts in the financial statements have been reclassified to conform to the presentation of 2003.

NOTE B – SUPPLEMENTAL INFORMATION (Dollars in thousands)

Inventories

	March 31, <u>2003</u>	December 31, <u>2002</u>
Finished goods	\$ 15,640	\$ 14,933
Work-in-process	1,347	1,249
Raw material	<u>16,819</u>	<u>17,568</u>
	<u>\$ 33,806</u>	<u>\$ 33,750</u>

Comprehensive income

The components of comprehensive income are as follows:

	<u>Three months ended March 31,</u>	
	<u>2003</u>	<u>2002</u>
Net income	\$ 1,084	\$ 2,001
Other comprehensive income:		
Foreign currency adjustment	<u>1,114</u>	<u>108</u>
Comprehensive income	<u>\$ 2,198</u>	<u>\$ 2,109</u>

Guarantees

Balance at December 31, 2002	\$	142
Additions charged to Cost of products sold		-
Deductions		-
Balance at March 31, 2003	\$	<u>142</u>

The Company has certain indemnification clauses in its credit facility agreements, which are considered to be guarantees under the provisions of FIN 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others*. The Company has not recorded any amounts related to such guarantees, as the fair values are immaterial. The maximum exposure under these guarantees cannot be determined by the Company.

Stock Options

As permitted under SFAS No. 123, *Accounting for Stock-Based Compensation*, the Company applies the intrinsic value based method prescribed in APB Opinion No. 25, *Accounting for Stock Issued to Employees*, to account for stock options granted to employees to purchase common shares. Under this method, compensation expense is measured as the excess, if any, of the market price at the date of grant over the exercise price of the options. No compensation expense has been recorded.

SFAS 123 requires pro forma disclosure of the effect on net income and earnings per share when applying the fair value method of valuing stock-based compensation. If the fair value method to measure compensation cost for the Company's stock compensation plan had been used, the Company's net income would have been reduced by \$.07 million in the first quarter of 2003 (\$.01 per share) and \$.07 million in the first quarter of 2002 (\$.01 basic pro forma per share and \$.02 diluted pro forma per share). For purposes of this pro forma disclosure, the estimated fair value of the options is amortized ratably over the vesting period.

(In thousands)	Three months ended March 31,	
	2003	2002
Net income, as reported	\$ 1,084	\$ 2,001
Deduct:		
Total stock -based employee compensation expense determined under fair value based method for all awards net of related taxes	<u>68</u>	<u>72</u>
Pro forma net income	<u>\$ 1,016</u>	<u>\$ 1,929</u>
Earnings per share:		
Basic - as reported	<u>\$ 0.19</u>	<u>\$ 0.35</u>
Basic - pro forma	<u>\$ 0.18</u>	<u>\$ 0.34</u>
Diluted - as reported	<u>\$ 0.19</u>	<u>\$ 0.35</u>
Diluted - pro forma	<u>\$ 0.18</u>	<u>\$ 0.33</u>

NOTE C – COMPUTATION OF EARNINGS PER SHARE

<i>Dollars and shares in thousands, except per share data</i>	Three months ended March 31,	
	2003	2002
Numerator		
Net income	\$ 1,084	\$ 2,001
Denominator		
Determination of shares		
Weighted average common shares outstanding	5,773	5,757
Dilutive effect - employee stock options	7	24
Diluted weighted average common shares outstanding	5,780	5,781
Earnings per common share		
Basic	\$ 0.19	\$ 0.35
Diluted	\$ 0.19	\$ 0.35

NOTE D – GOODWILL AND OTHER INTANGIBLES

During the first quarter of 2003, the Company performed its annual impairment test for goodwill pursuant to SFAS No. 142, *Goodwill and Intangible Assets*, and has determined that no adjustment to the carrying value of goodwill is required. Under this Statement goodwill will continue to be tested annually for impairment or if events or circumstances indicate that the goodwill of a reporting unit might be impaired. The Company's only intangible asset with an indefinite life is goodwill. The aggregate amortization expense for other intangibles with definite lives for the three months ended March 31, 2003 and 2002 was \$.1 million and \$.02 million, respectively. Amortization expense is estimated to be \$.4 million annually for 2003, 2004 and 2005 and \$.3 million for 2006 and 2007. The following table sets forth the carrying value and accumulated amortization of goodwill and intangibles by segment at March 31, 2003. The second table includes the changes of net goodwill by segment for the three months ended March 31, 2003.

	As of March 31, 2003		
	Domestic	Foreign	Total
Amortized intangible assets, including effect of foreign currency translation			
Gross carrying amount - patents and other intangibles	\$ 4,947	\$ 69	\$ 5,016
Accumulated amortization - patents and other intangibles	(1,095)	(19)	(1,114)
Total	3,852	50	3,902
Unamortized intangible assets, including effect of foreign currency translation			
Gross carrying amount - goodwill	\$ 1,152	\$ 919	\$ 2,071
Accumulated amortization - goodwill	(504)	96	(408)
Total	648	1,015	1,663
Total amortized and unamortized intangible assets	\$ 4,500	\$ 1,065	\$ 5,565

	Goodwill		
	December 31, 2002	Activity and Earnouts	March 31, 2003
Domestic	\$ 648	-	\$ 648
Foreign	953	62	1,015
Total	\$ 1,601	\$ 62	\$ 1,663

NOTE E – NEW ACCOUNTING PRONOUNCEMENTS

In July 2001, the FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligations*, effective for fiscal years beginning after June 15, 2002. The Statement requires the current accrual of a legal obligation resulting from a contractual obligation, government mandate, or implied reliance on performance by a third party, for costs relating to retirements of long-lived assets that result from the acquisition, construction, development and /or normal operation of the asset. The Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred, if it can be reasonably estimated, and a corresponding amount be included as a capitalized cost of the related asset. The capitalized amount will be depreciated over the assets' useful life. The Statement also notes that long-lived assets with an undetermined future life would not require the recognition of a liability until sufficient information is available. The adoption of this statement did not have a material impact on the financial statements.

In July 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, effective for exit or disposal activities initiated after December 31, 2002. This Statement nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, “*Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*.” This Statement requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue No. 94-3, a liability for exit costs was recognized at the date of the entity’s commitment to an exit plan. This Statement also establishes that fair value is the objective for initial measurement of the liability. The adoption of this Statement did not have a material impact on the Company.

During November 2002, the FASB issued Interpretation No. 45, *Guarantor’s Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others* (FIN 45). FIN 45 requires certain guarantees to be recorded at fair value. The initial recognition and measurement provisions of FIN 45 are applicable, on a prospective basis, to guarantees issued or modified after December 31, 2002. The Company has adopted the provisions of FIN 45 and its adoption had no significant effect on the financial statements.

During January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities* an interpretation of ARB No. 51, *Consolidated Financial Statements* (FIN 46). FIN 46 clarifies the accounting for certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company has adopted the applicable disclosure provisions of FIN 46 in the financial statements. At March 31, 2003, the Company is evaluating the classification of certain investments under FIN 46. However, the Company believes any exposure will be negligible.

In April 2003, the FASB issued SFAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* (FAS 149). This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*. FAS 149 is generally effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The guidance is to be applied prospectively. The Company does not expect the adoption of this Statement to have a material impact on its financial statements and results of operations.

NOTE F – BUSINESS SEGMENTS

<i>Dollars in thousands</i>	Three months ended March 31,	
	2003	2002
Net sales		
Domestic	\$ 21,293	\$ 26,326
Foreign	13,916	17,682
Total net sales	<u>\$ 35,209</u>	<u>\$ 44,008</u>
Intersegment sales		
Domestic	\$ 21	\$ 615
Foreign	32	50
Total intersegment sales	<u>\$ 53</u>	<u>\$ 665</u>
Operating income (loss)		
Domestic	\$ (3,848)	\$ 2,078
Foreign	5,388	930
	1,540	3,008
Equity in net income of joint ventures	199	75
Interest income		
Domestic	-	-
Foreign	75	58
	<u>75</u>	<u>58</u>
Interest expense		
Domestic	30	79
Foreign	78	109
	108	188
Other (expense)	(40)	(50)
Income (loss) before income taxes	<u>\$ 1,666</u>	<u>\$ 2,903</u>
	March 31,	December 31,
	<u>2003</u>	<u>2002</u>
Identifiable assets		
Domestic	\$ 76,399	\$ 74,388
Foreign	63,598	62,309
	139,997	136,697
Corporate	8,286	8,087
Total assets	<u>\$ 148,283</u>	<u>\$ 144,784</u>

The domestic business segment operating loss for the quarter ended March 31, 2003 includes forgiveness of intercompany receivables in the amount of \$4.5 million from the foreign business segment, which also reflects this transaction.

NOTE G – INCOME TAXES

In accordance with the applicable tax laws in China, the Company is entitled to a preferential tax rate of 0% for the first two profit making years after utilization of any tax loss carryforwards, which may be carried forward for five years; and a 50% tax reduction for the succeeding three years beginning in 2003. The favorable aggregate tax and per share effect was \$33,000, or \$.01 per share, for the three-month period ended March 2003 and \$91,000, or \$.02 per share for the three-month period ended March 2002.

NOTE H – BUSINESS ABANDONMENT CHARGES

Business Abandonment Charges

During the third quarter of 2002, the Company recorded a charge to write-off certain assets and to record severance payments related to closing its data communications operations in Europe. This entails winding down a manufacturing operation, closing five sales offices, terminating leases and reducing personnel by approximately 130. This action was taken as a result of the continuing decline in the global telecommunication and data communication markets and after failing to reach agreement on an acceptable selling price on product supplied to a significant foreign customer. The Company incurred a pre-tax charge of \$4.7 million for these activities. Approximately \$3.3 million of the charge is related to asset write-downs, of which \$2.1 million of inventory write-offs were recorded in Cost of products sold and \$1.2 million of write-offs related to receivables was included in Costs and expenses on the Statements of Consolidated Operations. The remaining \$1.4 million of the charge, included in Cost of products sold and Costs and expenses, relates to cash outlays for employee severance cost, cost of exiting leased facilities, the termination of other contractual obligations and transitional costs. Approximately \$0.6 million of the latter category of expenses was expended as of March 31, 2003, and the remaining cash outlays are now anticipated to be completed by December 31, 2003. An analysis of the abandonment charges recorded in the Statements of Consolidated Income as of March 31, 2003 and the amount accrued in the Consolidated Balance Sheet at March 31, 2003 are as follows:

(Dollars in thousands)	December 31, 2002		Adjustments and Write-offs	March 31, 2003
	Accrual Balance	Cash Payments		Accrual Balance
Write-off of inventories, net of currency translation effect, included in Cost of products sold	\$ 2,254		\$ (344)	\$ 1,910
Write-off of receivables, net of currency translation effect, included in Costs and expenses	1,241		(150)	\$ 1,091
Severance and other related expenses included in Cost of products sold and cost and expenses	997	(143)	(11)	843
Impaired asset	<u>5</u>		<u>(5)</u>	<u>-</u>
Pre-tax charge	<u>\$ 4,497</u>	<u>\$ (143)</u>	<u>\$ (510)</u>	<u>\$ 3,844</u>

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

The following table sets forth the Company's results of operations for the three-month period ended March 31, 2003 and 2002:

	Three months ended March 31,	
	2003	2002
<i>Dollars in thousands, except per share data</i>		
NET SALES AND INCOME		
Net sales	\$ 35,209	\$ 44,008
Operating income	1,540	3,008
Income before income taxes	1,666	2,903
Net income	1,084	2,001
PER SHARE AMOUNTS		
Net income - basic and diluted	\$ 0.19	\$ 0.35
Dividends declared	\$ 0.20	\$ 0.20

THREE MONTHS ENDED MARCH 31, 2003 COMPARED TO THREE MONTHS ENDED MARCH 31, 2002

For the three months ended March 31, 2003 consolidated net sales were \$35.2 million, a decrease of \$8.8 million, or 20% from the same period in 2002. Domestic net sales decreased \$5.0 million, or 19%, and foreign sales decreased \$3.8 million or 21%. The reduction in domestic net sales was due to volume decreases in the telecommunications and energy markets. The Company does not anticipate a significant favorable change from the present conditions in its domestic markets in the near term. Foreign net sales decreased primarily as a result of the abandonment of the European data communication operations during the third quarter of 2002. Net sales related to the abandoned operations were \$3 million for the quarter ending March 31, 2003, compared to \$4.3 million for the quarter ended March 31, 2002. Sales in the European, African, and Asia Pacific markets increased \$2.3 million partially offset by a decrease in net sales in the North and South American markets of \$2 million. As a result of the abandonment of the European data communication operations the Company anticipates lower foreign net sales for the remainder of 2003 when compared to 2002.

Gross profit of \$11.7 million for the three months ended March 31, 2003 was a decrease of \$2.9 million, or 20%, compared to the prior year. The decrease in gross profit is a result of the lower net sales.

Consolidated costs and expenses of \$10.5 million for the three months ended March 31, 2003 were \$1.6 million, or 13%, lower than the previous year. Selling expenses of \$3.9 million decreased \$1.4 million, or 26%. Commission expense (included in selling expense) decreased \$4 million as a result of lower net sales. In addition, selling expenses decreased by \$1.0 million, \$6 million of which was a result of the abandonment of the Company's European data communications operations (see Note H in the Notes to Consolidated Financial Statements for further details), and \$4 million related to a reduction in domestic selling expense due to lower employment levels. General and administrative expenses of \$5.1 million remained unchanged from last year. Research and engineering expenses of \$1.4 million decreased \$2 million from the same period last year as a result of a reduction in domestic employment levels. The Company's other operating expenses of \$.1 million remained relatively unchanged compared to the same period in 2002.

Royalty income for the quarter ended March 31, 2003 of \$.3 million decreased \$.2 million, or 32%, compared to 2002 as a result of lower domestic royalties due to lower sales levels by licensees.

Operating income of \$1.5 million for the quarter ended March 31, 2003 decreased \$1.5 million, or 49%, compared to \$3.0 million in the previous year. This decrease was a result of the \$2.9 million decrease in gross profit, the decrease in cost and expenses of \$1.6 million and the \$.2 million decrease in royalty income.

Other income of \$.1 million for the three months ended March 31, 2003 increased \$.2 million compared to the \$.1 million expense for the same period in 2002. This improvement is due primarily to an increase in equity earnings from joint ventures and a reduction in interest expense due to lower borrowings.

Income before income taxes for the quarter ended March 31, 2003 of \$1.7 million was \$1.2 million lower than 2002. This is due to the reduction in operating income of \$1.5 million partially offset by the increase in other income (expense) of

\$.2 million.

Income taxes for the three months ended March 31, 2003 of \$.6 million decreased \$.3 million, or 35%, compared to the previous year. The effective tax rate in 2003 was 34.9% compared to 31.1% in 2002 as a result of a higher effective tax rate in the Company's Chinese operations. In accordance with the applicable tax laws in China, the Company is entitled to a preferential tax rate of 0% for the first two profit making years after utilization of any tax loss carryforwards and a 50% tax reduction for the succeeding three years beginning in 2003. The favorable aggregate tax and per share effect was \$33,000, or \$.01 per share, for the three-month period ended March 2003 and \$91,000, or \$.02 per share for the three-month period ended March 2002.

As a result of the preceeding, net income for the three month period ended March 31, 2003 was \$1.1 million which represents a decrease of \$.9 million, or 46%, compared to 2002.

WORKING CAPITAL, LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was \$5.0 million for the first three months of 2003, an increase of \$.5 million when compared to 2002. This increase was primarily the result of a decrease in working capital of \$1.2 million in 2003 compared to a decrease of \$.7 million in 2002. The negative impact on cash of the \$.9 million decrease in net income was offset by \$.9 million more of non-cash expenses in 2003 compared to 2002.

Net cash used in investing activities of \$1.4 million represents an increase of \$.5 million when compared to 2002. This increase is a result of higher capital expenditures in 2003 when compared to 2002. The Company is continually analyzing potential acquisition candidates and business alternatives but has no commitments that would materially impact the operations of the business.

Cash used in financing activities for 2003 was \$1.1 million less than cash used in financing activities in the previous year. This was primarily a result of lower repayments of debt in 2003 compared to 2002.

The Company's financial position remains strong with a current ratio of 3.1:1 at March 31, 2003 compared to 3.3:1 at December 31, 2002. Working capital of \$55.5 million remains consistent with December 31, 2002. At March 31, 2003, the Company's unused balance under its credit facility was \$15.9 million and its debt to equity percentage was 6%. Although the Company believes its existing credit facilities, internally generated funds and ability to obtain additional financing will be sufficient to meet the Company's growth and operating needs for the next 12 months there are inherent risks related to each of these sources. Funds generated from continuing operations are contingent upon the general economy remaining flat or improving and the recovery of the energy and telecommunication market sectors in particular.

NEW ACCOUNTING PRONOUNCEMENTS

In July 2001, the FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligations*, effective for fiscal years beginning after June 15, 2002. The Statement requires the current accrual of a legal obligation resulting from a contractual obligation, government mandate, or implied reliance on performance by a third party, for costs relating to retirements of long-lived assets that result from the acquisition, construction, development and /or normal operation of the asset. The Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred, if it can be reasonably estimated, and a corresponding amount be included as a capitalized cost of the related asset. The capitalized amount will be depreciated over the assets' useful life. The Statement also notes that long-lived assets with an undetermined future life would not require the recognition of a liability until sufficient information is available. The adoption of this statement did not have a material impact on the financial statements.

In July 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, effective for exit or disposal activities initiated after December 31, 2002. This Statement nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "*Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*." This Statement requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue No. 94-3, a liability for exit costs was recognized at the date of the entity's commitment to an exit plan. This Statement also establishes that fair value is the objective for initial measurement of the liability. The adoption of this Statement did not have a material impact on the Company.

During November 2002, the FASB issued Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others* (FIN 45). FIN 45 requires certain guarantees to be recorded at fair value. The initial recognition and measurement provisions of FIN 45 are applicable, on a prospective

basis, to guarantees issued or modified after December 31, 2002. The Company has adopted the provisions of FIN 45 and its adoption had no significant effect on the financial statements.

During January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities* an interpretation of ARB No. 51, *Consolidated Financial Statements* (FIN 46). FIN 46 clarifies the accounting for certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company has adopted the applicable disclosure provisions of FIN 46 in the financial statements. At March 31, 2003, the Company is evaluating the classification of certain investments under FIN 46. However, the Company believes any exposure will be negligible.

In April 2003, the FASB issued SFAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* (FAS 149). This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*. FAS 149 is generally effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The guidance is to be applied prospectively. The Company does not expect the adoption of this Statement to have a material impact on its financial statements and results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company operates manufacturing facilities and offices around the world and uses fixed and floating rate debt to finance the Company's global operations. As a result, the Company is subject to business risks inherent in non-U.S. activities, including political and economic uncertainty, import and export limitations and market risk related to changes in interest rates and foreign currency exchange rates. The Company believes the political and economic risks related to the Company's foreign operations are mitigated due to the stability of the countries in which the Company's largest foreign operations are located. Although the Company does not regularly enter into derivative financial instrument, it has four foreign currency forward exchange contracts outstanding at March 31, 2003 whose fair value and carrying value are immaterial. The Company does not hold derivatives for trading purposes.

The Company is exposed to market risk, including changes in interest rates. The Company is subject to interest rate risk on its variable rate revolving credit facilities, which consisted of borrowings of \$8.1 million at March 31, 2003. A 100 basis point increase in the interest rate would have resulted in an increase in interest expense of approximately \$.1 million for the three months ended March 31, 2003.

The Company's primary currency rate exposures are related to foreign denominated debt, intercompany debt and cash and short-term investments. A hypothetical 10% change in currency exchange rates would have a favorable/unfavorable impact on fair values of \$2.1 million and on income before tax of \$.1 million.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed within the last 90 days under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Securities and Exchange Act Rules 13a-14(c) and 15d-14(c)). Based on the evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of March 31, 2003. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of management's evaluation.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. In the opinion of management, the amount of any ultimate liability with respect to these actions will not materially affect our financial condition or results of operations.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) Exhibits

10.10 Amendment to the Revolving Credit Agreement between National City Bank and Preformed Line Products Company, dated March 26, 2003, filed herewith.

99.1 Certification of the Principal Executive Officer, Robert G. Ruhlman, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

99.2 Certification of the Principal Accounting Officer, Eric R. Graef, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

(b) Reports on Form 8-K

None.

FORWARD LOOKING STATEMENTS

Cautionary Statement for “Safe Harbor” Purposes Under The Private Securities Litigation Reform Act of 1995

This Form 10-Q and other documents the Company files with the Securities and Exchange Commission contain forward-looking statements regarding the Company’s and management’s beliefs and expectations. As a general matter, forward-looking statements are those focused upon future plans, objectives or performance (as opposed to historical items) and include statements of anticipated events or trends and expectations and beliefs relating to matters not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to the Company’s operations and business environment, all of which are difficult to predict and many of which are beyond the Company’s control. Such uncertainties and factors could cause the Company’s actual results to differ materially from those matters expressed in or implied by such forward-looking statements.

The following factors, among others, could affect the Company’s future performance and cause the Company’s actual results to differ materially from those expressed or implied by forward-looking statements made in this report:

- The overall demand for cable anchoring and control hardware for electrical transmission and distribution lines on a worldwide basis, which has a slow growth rate in mature markets such as the United States, Canada, Japan and Western Europe;
- The effect on the Company’s business resulting from economic uncertainty within Latin American regions;
- Technology developments that affect longer-term trends for communication lines such as wireless communication;
- The Company’s success at continuing to develop proprietary technology to meet or exceed new industry performance standards and individual customer expectations;
- The rate of progress in continuing to reduce costs and in modifying the Company’s cost structure to maintain and enhance the Company’s competitiveness;
- The Company’s success in strengthening and retaining relationships with the Company’s customers, growing sales at targeted accounts and expanding geographically;
- The extent to which the Company is successful in expanding the Company’s product line into new areas for inside plant;
- The Company’s ability to identify, complete and integrate acquisitions for profitable growth;
- The potential impact of consolidation and deregulation among the Company’s suppliers, competitors and customers;
- The relative degree of competitive and customer price pressure on the Company’s products;
- The cost, availability and quality of raw materials required for the manufacture of products;
- The effects of fluctuation in currency exchange rates upon the Company’s reported results from international operations, together with non-currency risks of investing in and conducting significant operations in foreign countries, including those relating to political, social, economic and regulatory factors;
- Changes in significant government regulations affecting environmental compliance;
- The Company’s ability to continue to compete with larger companies who have acquired a substantial number of the Company’s former competitors;
- The Company’s ability to compete in the domestic data communications market;
- The Company’s ability to recover sales in the telecommunication markets;
- The Company’s ability to have continued success in emerging markets such as China;

- The Company's ability to internally develop new products;
- The effect on the Company's business resulting from global health risks including but not limited to Severe Acute Respiratory Syndrome (SARS); and
- Other factors disclosed previously and from time to time in the Company's filings with the Securities and Exchange Commission. These filings can be found on the Securities and Exchange Commission's website at www.sec.gov.

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.

May 13, 2003

/s/ Robert G. Ruhlman

Robert G. Ruhlman
President and Chief Executive Officer
(Principal Executive Officer)

May 13, 2003

/s/ Eric R. Graef

Eric R. Graef
Vice President - Finance and Treasurer
(Principal Accounting Officer)

CERTIFICATIONS

I, Robert G. Ruhlman, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Preformed Line Products Company;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 13, 2003

/s/ Robert G. Ruhlman

Robert G. Ruhlman
President and Chief Executive Officer
(Principal Executive Officer)

I, Eric R. Graef, Vice President-Finance and Treasurer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Preformed Line Products Company;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 13, 2003

/s/ Eric R. Graef
Eric R. Graef
Vice President - Finance and Treasurer
(Principal Accounting Officer)

EXHIBIT INDEX

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