MICHELIN

SEP 07 REC'D

6 September, 2001
(864) 458-0379

US EPA RECORDS CENTER REGION 5

464313

VIA FEDERAL EXPRESS
Ms. Deena Sheppard-Johnson
U.S. Environmental Protection Agency
Remedial Enforcement Support Section
77 West Jackson Blvd. (SR-6J)
Chicago, IL 60404-3590

Re: *Chemical Recovery Systems Superfund Site, Elyria, Ohio*

Dear Ms. Sheppard-Johnson:

Michelin North America, Inc. ("Michelin") is in receipt of your agency's correspondence and documentation regarding the above-captioned Site. Please be advised that Michelin does not believe it has any liability for activities or issues at the Site. Michelin is successor-in-interest to certain liabilities associated with tire manufacturing only for Uniroyal, Inc.; Michelin is not and has never been a successor-in-interest to other businesses associated with Uniroyal, Inc., such as the chemical and plastics operations. For your reference, I enclose excerpts from the 1986 Annual Report of Uniroyal, Inc. detailing its restructuring and its tire division's subsequent joint venture with the B.F. Goodrich Company's tire business and demonstrating that fact.

With respect to the materials identified as being "Uniroyal, Inc.'s" in the Dirty Inventory and Accounts Receivable documentation, a former Uniroyal Tire employee, now employed by Michelin, was consulted. Please be advised that Uniroyal's tire manufacturing facilities never used xylene, methyl ethyl ketone, xylol, or thinners in its tires. Furthermore, there were no Uniroyal, Inc. tire manufacturing facilities in the State of Ohio. Uniroyal Tire's operations in Ohio were limited to retail tire centers, which performed tire installations and repairs. These facilities would not have generated large volumes of waste or any waste associated with the materials identified in your documents. For your reference, I enclose a redacted listing of all tire centers in Ohio operated directly by Uniroyal Tire or through other retailers (such as Kmart).

In a conversation with Tom Nash in your Regional Counsel's office, Beth Ellis, a Michelin Legal Assistant, learned that Uniroyal was identified in depositions for manufacturing facilities or operations in Port Clinton, Sandusky and Toledo, Ohio. As you will note from the information enclosed and labeled "Other Uniroyal Businesses," these operations appear to be associated with Uniroyal Chemical/Crompton-Knowles or Uniroyal Technology, Inc. (formerly Uniroyal Plastics). Michelin believes that these companies are the potentially responsible companies that the U. S. Environmental Protection Agency is seeking in connection with the above-captioned Site.

Should you have further questions regarding Michelin or the former Uniroyal Tire operations it is now responsible for, please contact the undersigned.

Sincerely yours,
MICHELIN NORTH AMERICA, INC.

James D. Fannin

James D. Fannin
Environmental Engineer

Enclosures

Michelin North America, Inc.

Post Office Box 19001
One Parkway South
Greenville, South Carolina 29602-9001
Tel: 864/458-5000

Uniroyal Tire Business

UNIROYAL

UNIROYAL, Inc.
World Headquarters
Middlebury, Connecticut 06749

203-573-3095

JOSEPH P. FLANNERY
Chairman, President and Chief Executive Officer

April 24, 1986

Dear UNIROYAL, Inc. Stockholder:

Our Annual Report to Stockholders for the 1985 fiscal year consists of the enclosed Annual Report on Form 10-K (exclusive of exhibits), together with the Corporate Directory and Corporate Data sheets appended to that Form.

We believe the enclosed material will provide you with detailed and comprehensive information about the Company for the 1985 fiscal year.

Sincerely yours,

Joseph P. Flannery

Joseph P. Flannery

The purchase cost of approximately $900 million incurred in connection with the Merger was financed from borrowings of $300 million of acquisition advances under a $350 million Credit Agreement with a group of banks, approximately $560 million of senior and subordinated debt issued to a group of institutional investors in connection with a Purchase Agreement, the issuance by the Company of 260,000 shares of redeemable second preferred stock for $26 million, and $15 million from the sale by Holding of its common stock.

One of the Company's objectives following the Merger has been to retire a major portion of the debt incurred in connection with the Merger. Pursuant to an Option Agreement the C&D Fund and the Management Group have granted the Institutional Investors options to purchase in the aggregate up to 20% (10% from the C&D Fund and 10% from the Management Group) of Holding's common stock if, by December 31, 1987, the Company has not retired $750 million of the sum of the indebtedness incurred in connection with the Merger and certain other debt. Effecting substantial asset dispositions is the only feasible way to retire that amount of debt by such date. Since the Merger, the Company has been in the process of disposing of previously identified non-strategic assets. Such dispositions have included the Company's North American conveyor belting business, the lease rights to the World Headquarters facility in Middlebury, Connecticut, various parcels of real estate at several locations, the Company's interest in a Colombian affiliate engaged in the tire business and an Italian affiliate engaged in the hose business. Other non-strategic assets are under contracts to be sold, such as an athletic footwear business, the Company's Indonesian rubber plantations and USCO Distribution Services, Inc. (a warehousing and merchandise business), or are being offered for sale, such as the Company's remaining natural rubber plantations, various real estate properties and certain affiliate investments and long-term note receivables.

In addition, offering memoranda concerning the Company's Chemical, Power Transmission and Plastics businesses have been provided to prospective purchasers, but no agreements have been reached with respect to the disposition of such businesses.

On January 28, 1986, the Company and The B.F. Goodrich Company announced that they had reached an agreement in principle to combine their tire businesses into a new joint-venture entity they will own equally. The combination does not affect any of the remaining businesses of the Company. To be named the

Uniroyal-Goodrich Tire Company, the new venture is expected to have annual sales of approximately $2 billion. It will manufacture and sell tires for original equipment and replacement markets and will be the second largest producer of automotive and light truck tires in North America, with nine tire plants in the U.S., Canada and Mexico. It also will be vertically integrated to manufacture its own requirements for tire textiles and synthetic rubber at facilities in the U.S. and Canada. The joint venture company is expected to begin operations July 1, 1986. The joint venture is subject to completion of definitive agreements, the arrangement of financing and review by various government agencies.

At the Special Meeting, the shareholders also approved the restructuring (the "Restructuring") of the Company as a holding company. Effective October 27, 1985 the Company transferred substantially all of its assets to five newly-formed operating subsidiaries. Those five subsidiaries are Uniroyal Tire Company, Inc. ("Tire Company"); Uniroyal Chemical Company, Inc. ("Chemical Company"); Uniroyal Power Transmission Company, Inc. ("Power Transmission Company"); Uniroyal Plastics Company, Inc. ("Plastics Company"); and Uniroyal Properties, Inc. ("Properties"). Except for Tire Company, which is owned by Uniroyal Holding, Inc., ("Uniroyal Holding"), the subsidiaries are owned directly by the Company.

(b) Financial Information about the Company's Business Segments

There is incorporated herein by reference the information set forth on pages P20 and P21, and S17 to S19, relating to sales to unaffiliated customers, operating earnings, identifiable assets and intersegment sales attributable to each of the Company's business segments for, respectively, the years 1983 and 1984 and the first nine months of 1985, and the last three months of 1985.

Although the Company is the registrant both prior and subsequent to the Merger, the capital structure and accounting bases of the assets and liabilities of the Company as of September 30, 1985 and thereafter differ from those of prior periods as a result of the Merger. Financial data of the Company for periods prior to September 30, 1985 (the "Predecessor Company") are presented on an historical cost basis. Financial data of the Company as of September 30, 1985 and thereafter (the "Successor Company"), reflect the acquisition under the purchase method of accounting. In addition, certain of the businesses conducted by the Predecessor Company have been sold or are held for disposition by the Successor Company and are not included in the results of operations for the three months ended December 29, 1985. Accordingly, amounts for the three months ended December 29, 1985 should not be compared to amounts for periods prior thereto. In addition, results for the three months ended December 29, 1985 are not necessarily indicative of results of operations for a full fiscal year.

(c) Description of the Company's Business Segments

Prior to the Merger, the Company's business had been divided into three segments: Tire and Related Products; Chemical, Rubber and Plastic Materials; and Engineered Products and Services, which accounted for 48%, 32% and 20%, respectively, of the Company's sales in the first nine months of 1985. As a result of the Merger, the Company's business is divided into four segments: Tire and Related Products; Chemical; Power Transmission; and Plastics. Those segments accounted for 56%, 26%, 6% and 12%, respectively, of the Company's sales in the last three months of 1985. The Company's non-strategic assets, all of which are held for sale, are not included in any segment. The business of each of the four post-Merger segments is described below.

Tire and Related Products

The Company manufactures, in North America, tires for passenger cars, trucks and recreational vehicles and for farm tractors, with increasing concentration on the manufacture of steel-belted radial passenger and light truck tires. The Company manufactures nylon, polyester, glass and wire tire fabrics and SBR synthetic rubber, a primary raw material used in the tire manufacturing business. It purchases tubes and certain tires for resale.

The Company produces tires bearing its own trademarks, such as ROYAL SEAL, TIGER PAW PLUS, STEELER, LAREDO, FASTRAK, FISK and RALLYE, and private brands of other concerns. Uniroyal brand tires are sold to vehicle and implement manufacturers for use as original equipment, directly to large users such as government agencies and vehicle fleet operators and through distributors which redistribute Uniroyal brand tires in their assigned territories to a network of independent retail dealers.

The Company believes that, in the United States, it ranks third among the leading domestic and foreign manufacturers in sales of passenger tires and ranks second in sales of such tires to original equipment manufacturers. The Company's relative position and significant competitors differ in the various markets and geographic areas in which its competes.

Sales of tires were approximately 47%, 46%, 46% and 49% of the Company's sales during 1983, 1984, the first nine months of fiscal year 1985, and the last three months of fiscal year 1985, respectively. No other class of similar products of this or any other segment accounted for more than 10% of the Company's sales during any of those periods.

During both the first nine months of fiscal year 1985 and the last three months of that fiscal year, sales to General Motors Corporation and its subsidiaries throughout the world ("General Motors") by the Tire and Related Products segment exceeded 10% of the Company's sales.

The business of manufacturing and selling tires in the United States and foreign countries is highly competitive in all respects, particularly as to price, quality and performance, customer service and technical innovation.

Except for production of SBR synthetic rubber, which, prior to the Merger, had been part of the Company's Chemical, Rubber and Plastic Materials business segment, the Tire and Related Produducts segment consists of the businesses of the Company's pre-Merger Tire and Related Products segment.

See subsection (a) above for a description of an agreement in principal reached with The B.F. Goodrich Company relating to a tire joint venture.

Chemical

The Company produces a variety of chemical products, principally rubber chemicals, specialty chemicals, agricultural chemicals, blowing agents, and natural and synthetic rubbers.

The Company is one of three major producers of a broad line of rubber chemicals marketed on a worldwide basis. The principal rubber chemicals produced by the Company are NAUGAWHITE and POLYGARD antioxidants, FLEXZONE antiozonants and SUNPROOF protective waxes, all used for the purpose of protecting rubber from weathering and heat. The Company also produces both primary and secondary accelerators and activators used to speed the vulcanization of rubber. Specialty chemicals include performance additive chemicals which are sold to the plastics and petroleum markets.

In agricultural chemicals, the Company sells herbicides (DYANAP), miticides (OMITE), growth regulants (ALAR), fungicides (TERRACLOR and VITAVAX, a systemic fungicide used to treat seeds against disease), and micronutrients (LEFFINGWELL), as well as distributing seed treatment equipment and chemicals. The agricultural chemicals business tends to be seasonal and produces higher sales and earnings in the second quarter of the year.

The CELOGEN family of blowing agents is produced for use by subsidiaries of the Company and by others in making expanded closed-cell rubber and plastic for use in plastic pipe, structural foam and foamed plastics.

In synthetic rubbers, the Company is a major producer of nitrile rubber (PARACRIL) and ethylene-propylene rubber (ROYALENE). It also produces castable urethane rubber (ADIPRENE and VIBRATHANE).

The Company uses for various productions a portion of the synthetic rubbers it produces and sells the remainder to others.

Sales of these products, other than agricultural chemicals, are made through district sales offices, principally to manufacturers. Agricultural chemicals are sold through distributors and dealers.

The chemical and rubber products manufactured by the Company compete principally on the basis of specialized products, performance, technical innovation and customer service. In general, there are numerous competitors in all markets for these products.

The Chemical business segment of the Company after the Merger consists of the operations of its pre-Merger Chemical, Rubber and Plastic Materials segment, except that production of SBR synthetic rubber, which had been included in the Chemical, Rubber and Plastic Materials segment is now included in the Tire and Related Products business segment, and the natural rubber operations of the former Chemical, Rubber and Plastic Materials segment are now classified as assets held for sale.

Power Transmission

The Company is a leading manufacturer and distributor of timing belts, which are sold under the brand name PowerGrip. The Company's products are used in a wide

Uniroyal, Inc.
Notes to Consolidated Financial Statements

MERGER

On September 24, 1985, CDU Acquisition, Inc. ("Acquiring"), a wholly-owned subsidiary of CDU Holding, Inc. ("CDU Holding"), merged with and into Uniroyal, Inc. ("Uniroyal" or the "company"), with Uniroyal being the surviving company, pursuant to a plan of merger among Uniroyal, Acquiring and CDU Holding approved by the shareholders of Uniroyal on September 23, 1985 (the "Merger").

As a result of the Merger, each outstanding share of Uniroyal's common stock (other than those held directly or indirectly by Acquiring, CDU Holding, Uniroyal or its subsidiaries which were cancelled) was converted into the right to receive $22 in cash and each of the 12 million outstanding shares of Acquiring was converted into one share of common stock of Uniroyal. Each share of Uniroyal's First Preferred stock remained outstanding after the Merger.

As a result of the Merger, all of the outstanding common stock of Uniroyal is owned by CDU Holding, which is a privately held company owned by a group of investors consisting of key members of Uniroyal's management (the "Management Group"), The Clayton & Dubilier Private Equity Fund Limited Partnership (the "C&D Fund"), a limited partnership managed by Clayton & Dubilier, Inc. ("C&D"), Drexel Burnham Lambert Incorporated ("Drexel Burnham"), its associates or other investors led by Drexel Burnham, and certain other institutional investors.

The purchase cost of approximately $900 million was financed by Uniroyal from borrowings of $300 million of acquisition advances under a $350 million Credit Agreement with a group of banks, $560 million of senior and subordinated debt issued by Uniroyal to a group of institutional investors in connection with a Purchase Agreement, the issuance by Uniroyal of 260,000 shares of redeemable Second Preferred stock for $26 million, and $15 million from the sale by CDU Holding of its common stock.

The C&D Fund and the Management Group have granted options with respect to the common stock of CDU Holding to institutional investors, which options provide that the institutional investors may purchase up to 20% of the outstanding shares of CDU Holding (10% from the C&D Fund and 10% from the Management Group) if, by December 31, 1987, Uniroyal has not retired $750 million of the sum of the indebtedness incurred in connection with the Merger and certain other debt. For each $7.5 million by which $750 million exceeds the amount of such indebtedness retired as of December 31, 1987, the institutional investors have the right to purchase from the C&D Fund and the Management Group an aggregate of 1% of the CDU Holding common stock outstanding immediately after the Merger.

Effecting substantial asset dispositions is the only feasible way to retire indebtedness of this amount ($750 million) by such date. The company is in the process of disposing of certain nonstrategic assets identified for sale at September 30, 1985, and thereafter. On January 28, 1986 Uniroyal and The BF Goodrich Company announced they had reached an agreement in principal to combine their tire businesses into a new joint venture company they will own equally. (See Subsequent Event - Tire Joint Venture.) In addition, offering memoranda concerning the company's Chemical, Power Transmission and Plastics businesses have been provided to prospective purchasers, but no agreements have been reached with respect to their disposition. Since their ultimate sale is not assured, Uniroyal will continue to operate these existing businesses and, accordingly, the assets, liabilities and operations of such businesses are consolidated in the accompanying financial statements.

NET ASSETS SUBJECT TO DISPOSITION

As of the Merger date, Uniroyal identified certain businesses and assets to be sold which are recorded at their estimated net realizable values, discounted from the estimated date of sale at Uniroyal's average anticipated borrowing rate. Assets sold during the three months ended December 29, 1985 included the company's North American belting business, the lease rights to its Middlebury, Connecticut facility and a Colombian affiliate investment. At December 29, 1985, the remaining assets principally included the company's natural rubber plantations, an athletic footwear business, various real estate properties, and certain affiliate investments and long-term notes receivable. Net proceeds from these sales are required to be used to reduce outstanding merger-related debt.

Unless otherwise indicated, the notes to financial statements are applicable only to ongoing operations.

RESTRUCTURING

As required by its loan agreement, on October 27, 1985, Uniroyal was restructured as a holding company. The company formed five major operating subsidiaries organized along its principal lines of business. The five major operating subsidiaries are: Uniroyal Chemical Company, Inc.; Uniroyal Tire Company, Inc.; Uniroyal Power Transmission Company, Inc.; Uniroyal Plastics Company, Inc. and Uniroyal Properties, Inc.

SUBSEQUENT EVENT - TIRE JOINT VENTURE

On January 28, 1986 Uniroyal and The BF Goodrich Company announced they had reached an agreement in principle to combine their tire businesses into a new joint-venture company they will own equally.

To be named The Uniroyal-Goodrich Tire Company, the new venture is expected to have annual sales of about $2 billion. It will manufacture and sell tires for the original equipment and replacement markets in North America, with nine tire plants in the U.S., Canada and Mexico. It will also be vertically integrated to manufacture its own requirements for tire textiles and synthetic rubber at facilities in the U.S. and Canada.

The formation of the joint venture is expected to take four to six months from the announcement date to complete. The joint venture is subject to finalization of definitive agreements, the arrangement of financing and review by various government agencies.

If and when the joint venture is finalized, the tire operation will be deconsolidated (see Business Segments for operating data) and Uniroyal's investment in the joint venture will be accounted for under the equity method. Uniroyal will transfer the net assets of its tire businesses to the joint venture at their purchase cost and no gain or loss will be recognized.

SCHEDULE II TO
RESTATED ASSUMPTION OF
LIABILITIES AND
INDEMNIFICATION
AGREEMENT DATED
as of 10/27/85

UNIROYAL TIRE COMPANY, INC.

Plants and Facilities

Ardmore, OK
Carrolton, TX
Chicopee, Falls, MA
Chino, CA
Conyers, GA
Detroit, MI (including MMIC)
Eau Claire, WI
Government Operations
  a. Borger, TX (SBR)
  b. Institute, WV (SBR)
  c. Torrance, CA (SBR)
Indianapolis, IN
Kelso, WA
Lancaster, CA
Laredo, TX
Littleton, CO
Los Angeles, CA tire plant
New Bedford, MA
Opelika, AL
Scottsville, VA
Shelbyville, TN
Wilkes Barre, PA
Winnsboro, SC
Yakima, WA
Former Tire Retail Facilities
  (various locations throughout
  U.S. and Puerto Rico)

Uniroyal Tire Company, Inc.

NOTES TO PRO FORMA BALANCE SHEET

(6) INVESTMENTS IN SUBSIDIARIES AND AFFILIATES

	Percent of Ownership	
Domestic Subsidiaries		
SYNPOL INC	100.0%	
STIDHAM TIRE CO., INC.	100.0%	
Foreign Subsidiaries		
Uniroyal Ltd. (Canada)	45.0%	(A)
UNIROYAL, S.A. de C.V. (Mexico)	100.0%	

(A) 45% of UNIROYAL Ltd. represents 100% of the Canadian tire operations.

(7) PROPERTY, PLANT AND EQUIPMENT

All property, plant and equipment (including real estate, buildings, machinery and equipment, office furniture and fixtures, molds, motor vehicles, leasehold improvements, construction in progress and property held under capital leases) relating to the facilities at Ardmore, Oklahoma; Opelika, Alabama; Eau Claire, Wisconsin; Laredo, Texas; Troy, Michigan; Lancaster, California; Scottsville, Virginia; Winnsboro, South Carolina; Allen Park, Michigan; and Detroit, Michigan.

(8) MISCELLANEOUS INVESTMENTS

Miscellaneous investments including the long-term receivable relating to Split Dollar insurance in respect of employees of the Tire Business and long-term customer receivables and mortgages.

(9) CAPITAL LEASE OBLIGATIONS - CURRENT PORTION AND LONG-TERM

Ardmore, Oklahoma and Opelika, Alabama capital leases.

(10) OTHER ACCRUED LIABILITIES

Accrued liabilities relating to the Tire Business, except to the extent fixed and determinable.

(11) OTHER NONCURRENT LIABILITIES

Noncurrent portion of accruals for replacements and adjustments relating to the Tire Business.

(Expired Leases on Retail Facilities)

State	City	Address	Loc.	Group
OH	Alliance	2025 W. State Street	0374	Murphy
OH	Athens	765 E. State Street	0379	Murphy
OH	Austintown	4351 Kirk Road	0197	Murphy
OH	Austintown	4475 Mahoning Avenue	0242	K Mart
OH	Bridgeport	1120 National Road	0019	Hart's
OH	Brooklyn Heights	4650 Spring Road	9004	Truck Tire
OH	Canton	3801 Harmont Ave. N.E.	0195	K Mart
OH	Cincinnati	8680 Beechmont Ave.	0164	K Mart
OH	Cincinnati	8451 Colerain Road	0171	K Mart
OH	Cincinnati	5500 Ridge Ave.	0187	K Mart
OH	Cincinnati	485 E. Kemper Road	0362	Robert Hall
OH	Circleville	1170 N. Court Street	0296	Murphy
OH	Cleveland	17420 Lorain Road	0523	UTAS
OH	Columbus	1887 Parsons Ave.	0136	Schottenstein
OH	Columbus	3251 Westerville Rd. N.	0137	Schottenstein
OH	Columbus	434 West Spring	0549	UFO
OH	Columbus	54 Lawn Avenue	0744	Weco
OH	Dayton	601 Woodman Drive	0189	K Mart
OH	Dayton	4601 Salem Ave.	0190	K Mart
OH	Dayton	2424 Stanley Ave.	0736	Weco
OH	Defiance	1500 N. Clinton Street	0273	Murphy
OH	Eastlake	33752 Vine Street	0271	K Mart
OH	Elyria	40906 Midway Mall	0584	UTAS
OH	Hamilton	3111 Dixie Highway	0150	K Mart
OH	Highland Heights	653 Alpha Drive	0746	Weco
OH	Kent	1831 State Rd. 59	0249	Murphy
OH	Logan	32 Hocking Mall	0298	Murphy
OH	Lorain	2230 Fairless Drive	0161	K Mart
OH	Massillon	2600 Lincoln Way E.	0182	K Mart
OH	New Philadelphia	2301 E. High Street	0111	Hart's
OH	North Olmsted	26674 Lorraine Road	0554	UTAS
OH	Oregon	2830 Navarre Road	0181	K Mart
OH	Parma	5288 Pearl Rd.	0675	UTAS
OH	Parma	2121 Brook Park Road	0739	Weco
OH	Portsmouth	4455 Old Scioto Trail	0135	Hart's
OH	Sandusky	1513 Sycamore Line St.	0506	UTAS
OH	Sharonville	11460 Reading Road	9001	Truck Tire
OH	Springboro	3547 E. Second Street	0337	Murphy
OH	Springfield	2960 Derr Road	0333	Murphy
OH	Tipp City	State Rte 571 @ I-75	0006	Murphy

Uniroyal Closed Locations
(Expired Leases on
Retail Facilities)

State	City	Address	Loc.	Group
OH	Toledo	5928 Central Ave. West	0180	K Mart
OH	Toledo	627-701 E. Manhattan Blvd.	0222	K Mart
OH	Toledo	1601 Washington Street	9052	United Tire
OH	Warren	2672 Elm Road N.E.	0226	Murphy
OH	Warren	4041 Parkman Rd. N.W.	0376	Murphy
OH	Warren	2007 Elm Road, N.E.	0526	UTAS
OH	Wash. Court House	Wash. Sq. Shop. Center	0300	Murphy
OH	Wyoming	1630 Springfield Pike	0210	K Mart
OH	Youngstown	1209 Boardman-Poland Rd.	0216	K Mart
OH	Youngstown	7400 Market Street	0343	Murphy
OH	Youngstown	3551 Belmont Avenue	0527	UTAS
OH	Youngstown	150 Boardmen-Canfield Rd.	0572	UTAS
OH	Youngstown	340 N. Meridan Road	0737	Weco
OR	Coos Bay	[illegible]		

Other Uniroyal Businesses

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934
For the fiscal year ended October 1, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
For the transition period from __________ to __________

Commission file number 0-20686

UNIROYAL TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	65-0341868 (I.R.S. Employer Identification No.)
Two North Tamiami Trail, Suite 900 Sarasota, Florida (Address of principal executive offices)	34236-5568 (Zip Code)

(941) 361-2100
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
None	Not Applicable

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

Common Stock, par value $.01 per share
(Title of class)

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (29,405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

As of November 30, 2000, the aggregate market value of the voting stock held by non-affiliates of the registrant (assuming for this purpose that all directors and officers of the registrant and all holders of 5% or more of the common stock of the registrant are affiliates) was approximately $104,190,000 based on the closing price for the stock on November 30, 2000.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
Yes X No _____

As of November 30, 2000, 25,444,859 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III - Portions of the registrant's definitive proxy statement to be issued in connection with the registrant's annual meeting of stockholders to be held in 2001.

stock acquired in a private placement by certain former security holders of Sterling who are the selling stockholders.

Coated Fabrics Segment

The Coated Fabrics segment accounted for approximately $33.7 million (49%) of our net sales from continuing operations for the fiscal year ended October 1, 2000. It is a leading manufacturer of vinyl coated fabrics. The coated fabrics are durable, stain resistant, cost-effective alternatives to leather and cloth coverings. The segment's product lines include the well-known Naugahyde® brand name in vinyl coated fabric products.

The Coated Fabrics segment previously made products for the automobile manufacturing industry, which accounted for approximately 2% of total net sales of the segment for fiscal 2000. The segment's automotive products line consisted of plastic vinyl coated fabrics and vinyl laminated composites used by manufacturers and custom fabricators in the production of vehicle seat coverings, door panels, arm rests, consoles and instrument panels. On October 17, 1997, we agreed to sell certain assets of the automotive operations of the Coated Fabrics segment located at our Port Clinton, Ohio facility for approximately $5.3 million plus the value of purchased inventories and plus or minus adjustments contingent upon the transfer of certain automobile programs. We received $4.9 million in July 1998 and received approximately $1.5 million during fiscal 1999. During fiscal 1999 and 1998, we recognized approximately $667,000 and $512,000, respectively, of income relating to the sale of the automotive operations. We ceased production and closed the Port Clinton facility in November 1998. The Port Clinton real property is listed as held for sale at October 1, 2000 and is expected to be sold in fiscal 2001.

General

The Coated Fabrics segment's Naugahyde® vinyl coated fabrics products have various performance characteristics. We sell these products in various markets depending upon the performance characteristics required by end users. For example, for recreational products which are used outdoors, such as boats, personal watercraft, golf carts and snowmobiles, the segment sells a Naugahyde® product that is designed primarily for weatherability. It also manufactures Naugahyde® products that can withstand powerful cleaning agents, which are widely used in hospitals and other medical facilities. Flame and smoke retardant Naugahyde® vinyl coated fabrics are used for a variety of commercial and institutional furniture applications, including hospital furniture and school bus seats.

The segment has a state-of-the-art production line which produces coated fabrics in more than 600 colors and 45 textures and patterns.

Competition

The Coated Fabrics segment competes with respect to its Naugahyde® products primarily on the basis of style, color and quality, as well as price and customer service through technical support and performance characteristics which meet customer needs.

The segment's principal competitors with respect to its Naugahyde® products are:

- C. G. Spradling & Company;
- Morbern, Inc.; and
- OMNOVA Solutions (formerly a part of GenCorp, Inc.).

Marketing

A predecessor of the segment introduced the segment's coated fabrics products more than 50 years ago. Today, we market these products under several nationally recognized brand names, including NAUGAHYDE®, NAUGAFORM® and DURAN®. We market our cleaning agent-resistant coated fabrics under the name BEAUTYGARD®, and our flame and smoke retardant coated fabrics under the brand name FLAME BLOCKER®.

We market and sell our coated fabrics primarily through 12 national sales representatives, who are employees of Uniroyal, and independent sales representatives. In the furniture manufacturing market, we generally sell our coated fabrics through our sales representatives and to distributors who sell to furniture of wafers and dies to be rejected or numerous dies on each wafer to be non-functional. These factors can result in lower than expected production yields, which would delay product shipments and could materially and adversely affect our operating results. Because the majority of the manufacturing costs for the Optoelectronics business are relatively fixed, the number of shippable dies per wafer for a given product is critical to the segment's financial results. Additionally, because we manufacture most of our HB-LEDs at our facility in Tampa, Florida, any interruption in manufacturing resulting from fire, natural disaster, equipment failures or otherwise could materially and adversely affect the Compound Semiconductor and Optoelectronics segment's business, financial condition and results of operations.

A new facility for the Sterling operations is under construction in Sterling, Virginia. The new facility will allow for a significant expansion of Sterling's current operations. Construction delays and or new equipment delivery delays could prolong our expansion efforts and adversely affect our operating results.

Item 2. Properties

The following table sets forth the location, size, general character and nature of the Company's facilities:

LOCATION AND ENTITY	SQUARE FEET OF FACILITY	GENERAL CHARACTER OF PROPERTY	LEASED OR OWNED
Corporate			
Sarasota, Florida	11,000	Corporate offices	Leased
Stirling, New Jersey	50,000	Previously manufactured acrylic sheet, rods & tubes - currently for sale	Owned
Port Clinton, Ohio	240,000	Previously manufactured coated fabrics products – currently for sale	Owned
Coated Fabrics Segment			
Stoughton, Wisconsin	198,275	Manufacture of coated fabrics products	Owned
Specialty Adhesives Segment			
South Bend, Indiana	240,000	Manufacture of adhesives and sealants	Owned
Compound Semiconductor and Optoelectronics Segment			
Danbury, Connecticut	4,735	Manufacture of SiC wafers	Leased
Tampa, Florida	77,000	Manufacture of epitaxial wafers and package-ready die	Leased
Carol Stream, Illinois	12,000	Development of optoelectronic devices	Leased
Sterling, Virginia	50,000	Future manufacturing site for SiC wafers	Leased
Sterling, Virginia	14,000	Research and development, SiC technology	Leased

Item 3. Legal Proceedings

By letter dated January 30, 1998, the Denver Regional Office of the U.S. Federal Trade Commission ("FTC") notified us that it was conducting a non-public investigation into our acquisition of the Townsend Plastics Division of Townsend Industries in September 1997. The purpose of the investigation was to determine whether the transaction violated Section 7 of the Clayton Act, 15 U.S.C. Section 18, Section 5 of the Federal Trade Commission Act, 15 U.S.C. Section 45, or any other law enforced by the FTC. While no formal termination of the preceding has been issued, the Company was unofficially informed in April 2000, that the investigation was discontinued. The Townsend business was sold to Spartech in February, 2000.

We are involved in certain proceedings in the ordinary course of our business which, if determined adversely to the Company would, in our opinion, not have a material adverse effect on the Company or our operations.

In connection with its reorganization, the Company entered into a number of settlement agreements, including certain agreements relating to environmental matters. See *"Item 1. Business - History of the Company – Predecessor Companies."*

Item 4. Submission of Matters to a Vote of Security Holders

Source: All Sources > News > **News Group File, All**
Terms: **uniroyal technology and ohio and date geq (08/22/1999)** (Edit Search)

Sarasota Herald-Tribune May 18, 2000, Thursday,

Sarasota Herald-Tribune

May 18, 2000, Thursday, ALL EDITIONS

SECTION: BUSINESS, Pg. 1D

LENGTH: 568 words

HEADLINE: Uniroyal profits increase from sales;
The company reported net income of $ 60.2 million for its second fiscal quarter.

BYLINE: Matthew Sauer STAFF WRITER

BODY:

The **Uniroyal Technology** Corp. had a banner second quarter, but most of its soaring profits came from the sale of some of its business segments.

The Sarasota company reported net income of $ 60.2 million, or $ 2.08 per share, for its ... ... Overall, sales for Uniroyal's Coated Fabrics segment fell 17 percent. The segment had a loss of $ 950,000 as it recorded a drop in value on its books for its Port Clinton, **Ohio,** manufacturing plant. The company expects to sell the plant this year.

Sales in Uniroyal's Specialty Adhesives segment rose 2 percent in the second quarter, compared with the same period in 1999. Sales of the ...

COMPANY: UNIROYAL TECHNOLOGY CORP (98%); STERLING SEMICONDUCTOR (64%);

Source: All Sources > News > **News Group File, All**
Terms: **uniroyal technology and ohio and date geq (08/22/1999)** (Edit Search)
View: KWIC ± 25
Date/Time: Wednesday, August 22, 2001 - 9:41 AM EDT

[redacted]

The New York Times, April 4, 1989

The New York Times

April 4, 1989, Tuesday, Late City Final Edition

SECTION: Section D; Page 5, Column 3; Financial Desk

LENGTH: 222 words

HEADLINE: COMPANY NEWS;
Avery to Sell Chemical Unit

BODY:
Avery Inc., a New York-based holding company, said yesterday that it had agreed to sell its Uniroyal Chemical Company unit to a management group for $800 million.

Under the agreement, $240 million will be in cash and the remainder in notes.

Avery said that because Uniroyal Chemical was virtually its only holding, it was considering an acquisition or a total liquidation of the company.

"Once we sell Uniroyal

Chemical, we will have no operating business," said Anthony W. Graziano Jr., an Avery spokesman. "Avery will simply consist of some cash in the bank, no liabilities and no debt.

It will be a cash pool of $20 million to $25 million. And the board thinks it is the time to decide whether to liquidate or use the equity to acquire something."

The management group is led by Robert J. Mazaika, Uniroyal Chemical's president, and it includes about a dozen other members of management, the company said.

Avery bought Uniroyal

Chemical in 1986 for $760 million from Uniroyal Inc. Avery said nearly a year ago that it planned to sell the specialty chemicals company because it was having problems being a large multinational player in the industry.

Uniroyal Chemical, based in

Painesville, **Ohio, makes** products for pesticides and insecticides, specialty plastics, rubber and petroleum additives.

CROMPTON & KNOWLES

News

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CROMPTON & KNOWLES UNIT FORMS JOINT VENTURE TO PRODUCE SYNTHETIC RUBBER IN MEXICO; OHIO FACILITY TO CLOSE

STAMFORD, CT, November 12, 1998— Crompton & Knowles Corporation (NYSE: CNK), announced today its Uniroyal Chemical Company, Inc. subsidiary has formed a joint venture with GIRSA, a subsidiary of DESC, S.A. de C.V. (NYSE: DES), Mexico City, Mexico, to produce Paracril® oil-resistant nitrile rubber products.

Uniroyal Chemical will contribute its nitrile rubber technology and business, and will continue to provide sales and technical service support through its existing organization. GIRSA will contribute its process and manufacturing technology and will be primarily responsible for the construction of a new 40,000 metric ton plant in Altamira (near Tampico), Mexico, which will be the world's largest and most advanced nitrile rubber plant.

Uniroyal Chemical's production facility in Painesville, Ohio, will close by mid-1999. The company anticipates a fourth quarter pre-tax write-off of approximately $30 million associated with the shutdown, and will provide job placement counseling for the employees affected by the elimination of the 125 positions at the plant.

"By joint venturing with GIRSA, we will have a world scale facility which will strengthen our competitive position. Customers will benefit from expanded product lines and the combined technical and marketing capabilities of GIRSA and Uniroyal Chemical," said Joseph B. Eisenberg, Crompton & Knowles vice president and head of the company's Chemicals & Polymers unit.

"The new facility will advance elastomer production to a new level with proprietary equipment and computer control systems that greatly enhance productivity and quality control," said Enrique Ochoa, vice president of DESC's Chemical Sector and head of GIRSA.

Jeffrey M. Lines, who has been worldwide business director of Uniroyal Chemical's Paracril operation since 1991, will be president of the joint venture and head of ParaTec Elastomers LLC., the marketing company which will be located in the U.S.

Since 1996, GIRSA's Negromex subsidiary has been producing Paracril for Uniroyal Chemical under an agreement utilizing Uniroyal's process technology.

[redacted]

The production site is located in Altamira on the Gulf of Mexico.

GIRSA is Mexico's only producer of synthetic rubber, phenol, methyl methacrylate and carbon black. It operates 20 facilities in Mexico with 4,200 employees. GIRSA is owned by DESC, a $2 billion company employing 20,000 people in the businesses of automotive parts, consumer products, food, and real estate as well as chemicals.

Crompton & Knowles is a global producer and marketer of specialty chemicals and equipment with 1997 sales of $1.85 billion.

* * *

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