

TTM TECHNOLOGIES INC  
Form 10-K/A  
April 29, 2004

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-K/A

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

For the fiscal year ended December 31, 2003

Commission file number 0-31285

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## TTM TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Washington**

(State or Other Jurisdiction of Incorporation or Organization)

**91-1033443**

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

**2630 South Harbor Boulevard, Santa Ana, California 92704**

(Address of Principal Executive Offices) (Zip Code)

**(714) 327-3000**

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, no par value	Nasdaq National Market

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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2): Yes  No

The aggregate market value of Common Stock held by nonaffiliates of the registrant (20,605,355) based on the closing price of the registrant's Common Stock as reported on the Nasdaq National Market on July 1, 2002, was \$113,123,399. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors, or 10% beneficial owners are, in fact, affiliates of the registrant.

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As of March 29, 2004, there were outstanding 40,718,550 shares of the registrant's Common Stock, no par value.

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## TTM TECHNOLOGIES, INC.

## ANNUAL REPORT ON FORM 10-K

## TABLE OF CONTENTS

## PART I

ITEM 1.	BUSINESS	1
ITEM 2.	PROPERTIES	20
ITEM 3.	LEGAL PROCEEDINGS	21
ITEM 4.	SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	21

## PART II

ITEM 5.	MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS	22
ITEM 6.	SELECTED FINANCIAL DATA	23
ITEM 7.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	25
ITEM 7A.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	38
ITEM 8.	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	38
ITEM 9.	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	38
ITEM 9A.	CONTROLS AND PROCEDURES	38

## PART III

ITEM 10.	DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT	39
ITEM 11	EXECUTIVE COMPENSATION	42
ITEM 12.	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	44
ITEM 13.	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	47
ITEM 14.	PRINCIPAL ACCOUNTANT FEES AND SERVICES	47

## PART IV

ITEM 15.	EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K	48
	SIGNATURES	51
	INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	F-1

## Statement Regarding Forward-Looking Statements

*This report on Form 10-K contains forward-looking statements regarding future events or our future financial and operational performance. Forward-looking statements include statements regarding markets for our products; trends in net sales, gross profits and estimated expense levels; liquidity and anticipated cash needs and availability; and any statement that contains the words "anticipate," "believe," "plan," "forecast," "foresee", "estimate," "project," "expect," "seek", "target", "intend", "goal" and other similar expressions. The forward-looking statements included in this report reflect our current expectations and beliefs, and we do not undertake publicly to update or revise these statements, even if experience or future changes make it clear that any projected results expressed in this report, annual or quarterly reports to shareholders, press releases or company statements will not be realized. In addition, the inclusion of any statement in this report does not constitute an admission by us that the events or circumstances described in such statement are material. Furthermore, we wish to caution and advise readers that these statements are based on assumptions that may not materialize and may involve risks and uncertainties, many of which are beyond our control, that could cause actual events or performance to differ materially from those contained or implied in these forward-looking statements. These risks and uncertainties include the business and economic risks described in Item 1, "Business Risk Factors That May Affect Future Results."*

## ITEM 1. BUSINESS

### Overview

We are a one-stop provider of time-critical and technologically complex printed circuit boards, which serve as the foundation of sophisticated electronic products. We serve high-end commercial markets including networking/communications infrastructure, high-end computing and industrial/medical which are characterized by high levels of complexity, short product life cycles and moderate production volumes. Our customers include original equipment, manufacturers, or OEMs, and electronic manufacturing services companies, or EMS, companies.

### Industry Background

Printed circuit boards are manufactured from sheets of laminated material, or panels. Each panel is typically subdivided into multiple printed circuit boards, each consisting of a pattern of electrical circuitry etched from copper to provide an electrical connection between the components mounted to it.

Printed circuit boards serve as the foundation for virtually all electronic products, ranging from consumer products (such as cellular telephones and personal computers) to high-end commercial electronic equipment (such as medical equipment, data communications routers and switches, and servers). Generally, consumer electronics products utilize commodity-type printed circuit boards with lower layer counts, less complexity and larger production runs. High-end commercial equipment products require more customized, multilayer printed circuit boards using advanced technologies. In addition, most commercial end-markets have low volume requirements that demand a highly flexible manufacturing environment. As producing sophisticated circuit boards becomes more complex, high-end manufacturers must continually invest in advanced production equipment, engineering and process technology, and a skilled workforce.

According to Henderson Ventures, the worldwide market for printed circuit boards was approximately \$32.2 billion in 2003, with North America producing 16.5%, or \$5.3 billion. As a result of consolidation and the slowdown in the electronics industry in 2001 and 2002, many manufacturing facilities were closed, reducing North American printed circuit board manufacturing capacity by an estimated 30% to 40%. Management believes that this reduced capacity will provide significant opportunities for well-capitalized manufacturers that have advanced technological capabilities, particularly if the global electronics industry continues to improve.

We see several trends for the printed circuit board manufacturing industry. These include:

*Short electronic product life cycles.* Continual advances in technology have shortened the life cycles of complex electronic products, placing greater pressure on OEMs to quickly bring new products to market. The accelerated time-to-market and ramp-to-volume needs of OEMs of high-end commercial equipment creates opportunities for printed circuit board manufacturers that can offer engineering support in the prototype stage and manufacturing scalability throughout the production life cycle.

*Increasing complexity of electronic products.* OEMs are continually designing higher performance electronic products, which require technologically complex printed circuit boards that can accommodate higher speeds and component densities. These complex printed circuit boards often require very high layer counts, advanced manufacturing processes and high-mix production capabilities. OEMs are increasingly relying upon larger printed circuit board manufacturers who possess the financial resources necessary to invest in advanced manufacturing process technologies and sophisticated engineering staff, often to the exclusion of smaller printed circuit board manufacturers which do not possess such technology or resources.

*Increasing competition from Asian manufacturers.* In recent years, many electronics manufacturers have moved their production to Asia to take advantage of its exceptionally large, low-cost labor pool. This is particularly true for consumer electronics producers that utilize commodity-type printed circuit boards with lower layer counts and complexity. These less sophisticated printed circuit boards are generally mass produced and have experienced significant pricing pressures from Asian manufacturers. Printed circuit boards requiring complex technologies, advanced manufacturing processes, quick turnaround times or high-mix production are subject to less foreign competition. In addition, many of the unique challenges involved in successfully designing and manufacturing highly complex printed circuit boards and the ongoing capital investment required to maintain state-of-the-art capabilities have effectively served as barriers to entry in these high-mix and high-complexity segments of the domestic printed circuit board industry.

*Decreased reliance on multiple printed circuit board manufacturers by OEMs.* OEMs have traditionally relied on multiple printed circuit board manufacturers to provide different services as an electronic product moves through its life cycle. The transfer of a product among different printed circuit board manufacturers often results in increased costs and inefficiencies due to incompatible technologies and manufacturing processes and production delays. As a result, OEMs are reducing the number of printed circuit board manufacturers on which they rely, presenting an opportunity for those that can offer one-stop manufacturing capabilities from prototype to volume production.

### **The TTM Solution**

We manufacture printed circuit boards that satisfy all stages of an electronic product's life cycle from prototype to volume production. Key aspects of our solution include:

*One-stop manufacturing solution.* We offer a one-stop manufacturing solution to our customers through our specialized and integrated facilities, each of which generally focuses on a different stage of an electronic product's life cycle. This one-stop solution allows us to provide a broad array of services and technologies to meet the rapidly evolving needs of our customer base.

*Quick-turn services.* We deliver highly complex printed circuit boards to customers in significantly compressed lead times. This rapid delivery service enables OEMs to develop sophisticated electronic products quickly and reduce time to market. In addition, our quick-turn services provide us with an opportunity to cross-sell our other services, including high-mix and volume production in our targeted end markets.

*Strong process and technology expertise.* We deliver time-critical and highly complex manufacturing services through our advanced manufacturing processes and technology expertise. We regularly manufacture printed circuit boards with up to 32 layers. For 2003, approximately 63% of our gross sales involved the manufacture of printed circuit boards with at least 12 layers and 29% involved printed circuit boards with at least 20 layers.

### **Our Manufacturing Services**

#### *Quick-turn*

We refer to our rapid turnaround services as "quick-turn" because we provide custom-designed printed circuit boards to our customers within as little as 24 hours to 10 days. As a result of our ability to rapidly and reliably respond to the critical time requirements of our customers, we generally receive a premium for our quick-turn services as compared to standard lead time prices.

*Prototype production.* In the design, testing and launch phase of a new electronic product's life cycle, our customers typically require limited quantities of printed circuit boards in a very short period of time. We satisfy this need by manufacturing prototype printed circuit boards in small

quantities of up to 50 boards per order with delivery times ranging from as little as 24 hours to 10 days.

*Ramp-to-volume production.* After a product has successfully completed the prototype phase, our customers introduce the product to the market and require larger quantities of printed circuit boards in a short period of time. This transition stage between low-volume prototype production and volume production is known as ramp-to-volume. Our ramp-to-volume services typically include manufacturing up to several hundred printed circuit boards per order with delivery times ranging from two to 10 days.

For the years ended December 31, 2002 and 2003, orders with delivery requirements of 10 days or less represented 45% and 27% of our gross sales, respectively. Quick-turn orders decreased as a percentage of our gross sales in 2003 primarily due to the change in sales mix resulting from our December 2002 acquisition of Advanced Circuits, which focuses primarily on manufacturing technologically complex printed circuit boards with standard delivery times.

#### *Standard delivery time*

Our standard delivery time services focus on the high-mix and complex technology requirements of our customers, with delivery times typically ranging from three to five weeks. High-mix manufacturing involves processing small lots, generally up to several hundred printed circuit boards, in a flexible manufacturing environment. Our high technology expertise is evidenced by our ability to regularly produce complex printed circuit boards with up to 32 layers in commercial volumes. In addition, many of our lower layer-count circuit boards are complex as a result of the incorporation of other technologically advanced features, including high performance materials and extremely fine geometries and tolerances. Our acquisition of Advanced Circuits significantly increased our ability to produce technologically complex printed circuit boards for high-end commercial applications. As a result, our average layer count increased from 8.6 in 2002 to 14.3 in 2003. Although we provide standard delivery time services to customers, including large OEM's, for high end commercial applications, we do not target our standard delivery time services to high-volume, consumer electronic applications such as cellular telephones, personal computers, hand-held devices and automotive products.

#### **Recent Developments**

In response to increased customer demand and higher current capacity utilization rates, our board of directors has approved a plan to significantly expand production capacity at our Chippewa Falls, Wisconsin facility. Chippewa Falls is our largest facility and serves the high-end, complex technology needs of some of our largest and most sophisticated commercial customers. The expansion is planned to occur in two phases that will permit us to incrementally match our capital expenditures with demand and market conditions. Together, the two phases of the plan represent an 85% increase in production capacity. All capacity increases described in phases one and two below represent cumulative increases from current capacity levels.

In the first phase of our expansion plan, we expect to hire approximately 100 additional employees by mid-2004 that will increase our Chippewa Falls' production capacity by more than 20% from current levels using our existing facility footprint. In addition, we expect to immediately commence construction on a 44,000 square foot expansion and have approved the order of capital equipment necessary to support it. We expect that construction of the first phase of the expansion, along with additional employee hires beyond those expected by mid-2004, will increase our Chippewa Falls' capacity by approximately 55% from current levels. The construction and equipment costs related to phase one are expected to be approximately \$10 million. We expect to complete construction of the first phase and reach production by the end of 2004.

The second phase of the expansion plan will allow us to increase production capacity at the Chippewa Falls facility by an additional 30%, or a total of 85%, over current capacity. We expect to accomplish this second phase through additional staffing and the purchase of approximately \$4 million in capital equipment. The implementation of the second phase will be made as demand and market conditions warrant and can be completed within three to six months of determining to proceed. The decision to proceed with the second phase will be revisited on a regular basis throughout 2004 and in future periods.

We believe that our ability to expand at our existing facilities allows us to efficiently grow without having to qualify customers for, and develop management infrastructure at, a new facility. We reviewed numerous alternatives to meet our customers' needs and believe that this expansion plan provides us with a significant opportunity for growth with relatively limited risk. However, if our customers' demand for our services does not increase to the levels we are anticipating, we may decide to scale back or delay our planned expansion.

## Strategy

Our goal is to be the leading provider of time-critical, one-stop manufacturing services for highly complex printed circuit boards. Key aspects of our strategy include:

*Leveraging our one-stop manufacturing solution.* Our quick-turn capabilities allow us to establish relationships with customers early in a product's life cycle, giving us an advantage in securing preferred vendor status for subsequent ramp-to-volume and volume production opportunities. We also seek to gain quick-turn business from our existing ramp-to-volume and volume customers.

*Using our quick-turn capabilities to attract new customers with high-growth potential.* Our time-to-market strategy focuses on the rapid introduction and short product life cycle of advanced electronic products. We continue to attract emerging companies to our Santa Ana facility and believe that our ability to rapidly and reliably respond to the critical time requirements of our customers provides us with a significant competitive advantage.

*Continuing to improve our technological capabilities and manufacturing processes.* We are consistently among the first to adopt new developments in printed circuit board manufacturing processes and technology. We continuously evaluate new manufacturing processes and technology to further reduce our delivery times, improve quality, increase yields and decrease costs. As a result of our strong balance sheet, we believe that we are well-positioned to invest in technologies that are required by the leading OEMs in the electronics industry.

*Capitalizing on facility specialization to enhance operating efficiency.* We utilize a facility specialization strategy in which each order is directed to the facility best suited to the customer's particular delivery time, product complexity and volume needs. Our three facilities use compatible technologies and manufacturing processes, allowing us to move orders easily between plants to optimize operating efficiency. This strategy provides customers with faster delivery times and enhanced product quality and consistency.

*Expanding our presence in targeted markets through internal initiatives and selective acquisitions.* We actively target technologies and business opportunities that enhance our competitive position in selected markets. We intend to pursue high-end commercial customers which demand flexible and advanced manufacturing processes, expertise with high-performance specialty materials and other high-mix and complex technology capabilities. Our acquisition of Advanced Circuits exemplifies our ability to successfully expand our complex technology and specialty materials expertise, and we will consider additional acquisitions that increase our position in our targeted markets. In addition, we regularly evaluate and pursue internal initiatives aimed at adding new customers and better serving existing customers within our markets. As an example, in response to increased customer demand and higher

current capacity utilization rates, our board of directors has approved a plan to significantly expand production capacity at our Chippewa Falls, Wisconsin facility. The planned expansion will enable us to increase our production capacity in Chippewa Falls by approximately 55% over current capacity by the end of 2004 and by approximately 85% over current capacity when fully implemented.

### **Manufacturing Technology**

The market for our products is characterized by rapidly evolving technology. In recent years, the trend in the electronic products industry has been to increase the speed, complexity and performance of components while reducing their size. We believe our technological capabilities allow us to address the needs of manufacturers who must bring complicated electronic products to market faster.

To manufacture printed circuit boards, we generally receive circuit designs directly from our customers in the form of computer data files, which we review to ensure data accuracy and product manufacturability. Processing these computer files with computer aided design (CAD) technology, we generate images of the circuit patterns that we then physically develop on individual layers, using advanced photographic processes. Through a variety of plating and etching processes, we selectively add and remove conductive materials to form horizontal layers of thin circuits, called traces, which are separated by insulating material. A finished multilayer circuit board laminates together a number of layers of circuitry, using intense heat and pressure under vacuum. Vertical connections between layers are achieved by plating through small holes, called vias. Vias are made by highly specialized drilling equipment capable of achieving extremely fine tolerances with high accuracy. We specialize in high layer-count printed circuit boards with extremely fine geometries and tolerances. Because of the tolerances involved, we employ clean rooms in certain manufacturing processes where tiny particles might otherwise create defects on the circuit patterns. We also use automated optical inspection systems to ensure consistent quality.

We believe that our highly specialized equipment and advanced manufacturing processes enable us to reliably produce printed circuit boards with the following characteristics:

*High layer count.* Manufacturing printed circuit boards with higher numbers of layers is difficult to accomplish due to the greater number of processes required. We regularly manufacture printed circuit boards with up to 32 layers on a quick-turn and volume basis. As a result of our acquisition of Advanced Circuits, our average layer count increased from 8.6 in 2002 to 14.3 in 2003. For 2003, approximately 63% of our gross sales involved the manufacture of printed circuit boards with at least 12 layers and 29% involved printed circuit boards with at least 20 layers.

*Blind and buried vias.* Vias are drilled holes which provide electrical connectivity between layers of circuitry in a printed circuit board. Blind vias connect the surface layer of the printed circuit board to the nearest inner layer. Buried vias are holes that do not reach either surface of the printed circuit board but allow inner layers to be interconnected. Products with blind and buried vias can be made thinner, smaller, lighter and with higher component density and more functionality than products with traditional vias.

*Buried capacitance.* Buried capacitance technology involves embedding the capacitive and resistive elements inside the printed circuit board, which allows for removal of passive components from the surface of the printed circuit board and thereby leaves more surface area for active components. Use of this technology results in greater design flexibility and products with higher component density and increased functionality.

*Fine line traces and spaces.* Traces are the connecting copper lines between the different components of the printed circuit board and spaces are the distances between traces. The smaller the traces and tighter the spaces, the higher the density on the printed circuit board and



the greater the expertise required to achieve a desired final yield on an order. We are able to provide 0.003 inch traces and spaces.

*High aspect ratios.* The aspect ratio is the ratio between the thickness of the printed circuit board and the diameter of a drilled hole. The higher the ratio, the greater the difficulty to reliably form, electroplate and finish all the holes on a printed circuit board. We are able to provide aspect ratios of up to 15:1.

*Thin core processing.* A core is the basic inner-layer building block material from which printed circuit boards are constructed. A core consists of a flat sheet of material comprised of glass-reinforced resin with copper foil on either side. The thickness of inner-layer cores is determined by the overall thickness of the printed circuit board and the number of layers required. The demand for thinner cores derives from requirements of thinner printed circuit boards, higher layer counts and various electrical parameters. Core thickness in our printed circuit boards ranges from as little as 0.002 inches up to 0.062 inches.

*Microvias.* Microvias are small vias with diameters generally between 0.001 inches and 0.005 inches after plating. These very small vias consume much less space on the layers they interconnect, thereby providing for greater wiring densities and closer spacing of components and their attachment pads. The fabrication of printed circuit boards with microvias requires specialized equipment, such as laser drills, and highly developed process knowledge. Applications such as handheld wireless devices employ microvias to obtain a higher degree of functionality from a given surface area.

*Fulfill hole fill process.* Our Fulfill process provides designers the opportunity to increase the density of component placements by reducing the surface area required to place many types of components. In traditional design, components are routed from their surface interfaces through via connections in order to access power and ground connections and the internal circuitry used to connect to other discrete components. Fulfill provides a method to allow for vias to be placed inside their respective surface mount pads by filling the vias with a thermoset epoxy and plating flat copper surface mount pads directly over the filled hole.

*Advanced materials.* We manufacture circuit boards using a wide variety of advanced insulating materials. These high-performance materials offer electrical, thermal, and long-term reliability advantages over conventional materials but are more difficult to manufacture. We are certified by Underwriters Laboratories to manufacture printed circuit boards using many types and combinations of these specialty materials. This wide offering allows us to manufacture complex boards for niche, high-end commercial markets.

## **Customers and Markets**

Our customers include both OEMs and EMS companies that primarily serve the networking/communications, industrial/medical, and high-end computing segments of the electronics industry. We measure customers as those companies that have placed at least two orders in the preceding 12-month period. As of December 31, 2002, we had approximately 565 customers, and approximately 600 customers as of December 31, 2003.

Our significant customers include:

**Networking/Communications**

Adtran  
Broadcom  
Cisco  
Juniper Networks  
Lucent

**High-end Computing**

Apple Computer  
Hewlett-Packard (formerly Compaq)  
IBM  
Silicon Graphics  
Sun Microsystems  
Unisys  
Smart Modular

**Computer Peripherals**

Advanced Input Devices  
Dataram  
Intel  
Micron Technology  
Nvidia  
Seagate

**Industrial/Medical**

Agilent Technologies  
General Electric  
National Instruments  
Raytheon  
Sonositepel  
Texas Instruments

**EMS Companies**

Benchmark Electronics  
Celestica  
Flextronics  
Jabil Circuit  
MC Assembly  
Plexus  
Solectron

**Other**

ITT  
L3 Communications  
Matsushita Avionics Systems  
Rockwell Collins

**Handheld/Cellular**

Motorola  
Thales

The following table shows the percentage of our net sales in each of the principal end markets we served for the periods indicated:

End Markets(1)	2001	2002	2003
Networking/Communications	33.6%	30.6%	39.2%
High-end Computing	20.4	14.8	34.8
Industrial/Medical	27.3	25.9	11.9
Computer Peripherals	10.0	20.4	8.9
Handheld/Cellular	3.8	3.0	2.1
Other	4.9	5.3	3.1
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

(1)

Sales to EMS companies are classified by the end markets of their OEM customers.

Sales attributable to our five largest OEM customers, which can vary from year to year, accounted for 25.9% of our sales in 2002 and 51.6% of our net sales in 2003. Our five largest OEM customers in 2003 were Cisco, Hewlett Packard, IBM, Motorola and Sun Microsystems. Sales attributed to OEMs include sales made through EMS providers. Sales to EMS providers comprised approximately 61% and 28% of our sales in 2003 and 2002, respectively. Although our contractual relationship is with the EMS company, we typically negotiate price and volume requirements directly with the OEMs. In addition, we are on the approved vendor lists of several of our EMS providers, which allow us to be awarded additional discretionary orders. Our five largest EMS customers in 2003 were Benchmark Electronics, Celestica, Jabil, Plexus and Solectron. Sales to Solectron and Celestica accounted for 22.2% and 14.0%, respectively, of our net sales in 2003.

During 2003, approximately 71.9% of our net sales were to customers in the United States, 11.1% were Malaysia, 7.5% were to Italy, 5.1% in Canada, and the remainder primarily were to other European and Asian countries. In 2002, approximately 94% of our net sales were in the United States,

2% in Malaysia, 1% in Canada, and the remainder primarily in other European and Asian countries. In 2001, approximately 93% of our net sales were in the United States, 3% in China, 1% in Canada, and the remainder primarily in other European and Asian countries.

### **Sales and Marketing**

Our marketing strategy focuses on building long-term relationships with our customers' engineering and new product introduction personnel early in the product development phase. As the product moves from the prototype stage through ramp-to-volume and volume production, we shift our focus to the customers' procurement department in order to capture sales at each point in the product's life cycle.

Our staff of engineers, sales support, and managers assist our sales representatives in advising customers with respect to manufacturing feasibility, design review, and technology limits through direct communication and visits. We combine our sales efforts with customer service at each facility to better serve our customers. Each customer is assigned one salesperson for all services across all facilities, in order to establish individual accountability for each client. Our sales force is comprised primarily of commission-based, independent sales representatives, who are complemented by a direct sales force.

Our acquisition of Advanced Circuits in December 2002 broadened our geographic reach. Specifically, we expanded our international presence to include inventory hubs in Italy, Scotland, Canada and Malaysia and sales offices in Scotland, England and Singapore. We believe our international reach enables us to access new customers and allows us to better serve existing customers.

### **Suppliers**

The primary raw materials that we use include copper-clad layers of fiberglass of varying thicknesses, impregnated with bonding materials; chemical solutions such as copper and gold for plating operations; photographic film; carbide drill bits; and plastic for testing fixtures.

We use just-in-time procurement practices to maintain our raw materials inventory at low levels and work closely with our suppliers to obtain technologically advanced raw materials. Although we have preferred suppliers for some raw materials, most of our raw materials are generally readily available in the open market from numerous other potential suppliers. In addition, we periodically seek alternative supply sources to ensure that we are receiving competitive pricing and service. Adequate amounts of all raw materials have been available in the past, and we believe this availability will continue into the foreseeable future.

### **Competition**

Despite industry consolidation, the printed circuit board industry is fragmented and characterized by intense competition. Our principal competitors include DDi, Endicott Interconnect Technologies, Merix, Sanmina-SCI and Tyco.

We believe we compete favorably, based on the following competitive factors:

ability to offer one-stop manufacturing capabilities;

ability to offer time-to-market capabilities;

capability and flexibility to produce technologically complex products;

flexibility to manufacture high-mix products;

consistent high-quality product; and

outstanding customer service.

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In addition, we believe our continuous evaluation and early adoption of new manufacturing and production technologies give us a competitive advantage. We believe that our ability to manufacture printed circuit boards using advanced technologies such as blind and buried vias, larger panel size, sequential lamination, and smaller traces and spaces provide us with a competitive advantage over manufacturers that do not possess these technological capabilities. We believe these advanced manufacturing and production technologies are increasingly replacing and making obsolete the older technologies. Our future success will depend in large part on our ability to maintain and enhance our manufacturing capabilities and production technologies.

### **Backlog**

Although we obtain firm purchase orders from our customers, our customers typically do not make firm orders for delivery of products more than 30 to 60 days in advance. In addition, orders may be rescheduled or canceled, and the products in the markets which we serve are characterized by increasingly short product life cycles. Therefore, we believe that backlog information is not material to an understanding of our business.

### **Intellectual Property**

We have limited patent or trade secret protection for our manufacturing processes. We believe our business depends on the effectiveness of our fabrication techniques and our ability to continue to improve our manufacturing processes. We rely on the collective experience of our employees in the manufacturing process to ensure we continuously evaluate and adopt new technologies in our industry. In addition, we depend on training, recruiting and retaining our employees, who are required to have sufficient know-how to operate advanced equipment and to conduct complicated manufacturing processes.

### **Governmental Regulation**

Our operations are subject to federal, state and local regulatory requirements relating to environmental compliance and site cleanups, waste management and health and safety matters. In particular, we are subject to regulations promulgated by:

the Occupational Safety and Health Administration pertaining to health and safety in the workplace;

the Environmental Protection Agency pertaining to the use, storage, discharge and disposal of hazardous chemicals used in the manufacturing processes; and

corresponding state, county and city agencies.

To date, the costs of compliance and environmental remediation have not been material to us. Nevertheless, additional or modified requirements may be imposed in the future. If such additional or modified requirements are imposed on us, or if conditions requiring remediation are found to exist, we may be required to incur substantial additional expenditures.

### **Employees**

As of January 30, 2004, we had 1,541 employees, none of whom were represented by unions. Of these employees, 1,433 were involved in manufacturing and engineering, 51 worked in sales and marketing, and 57 worked in accounting, systems and other support capacities. We have not experienced any labor problems resulting in a work stoppage and believe that we have good relations with our employees.

## Legal Proceedings

From time to time we may become a party to various legal proceedings arising in the ordinary course of our business. There can be no assurance that we will prevail in any such litigation.

We were advised that we have been added as a defendant in a patent infringement lawsuit filed in 2001 in the U.S. District Court for the District of Arizona by Lemelson Medical, Education and Research Foundation, Limited Partnership. The suit alleges that we have infringed certain "bar code," "machine vision" and other patents owned by the plaintiff and seeks injunctive relief, damages for the alleged infringements and payment of the plaintiff's attorneys' fees. In March 2002, the lawsuit was stayed pending the outcome of *Symbol Technologies, et al. v. Lemelson* in the U.S. District Court for the District Court of Nevada, in which a declaratory relief suit filed by certain manufacturers challenged the validity, enforceability and infringement of Lemelson's "bar code" and "machine vision" patents. As a result of the stay, we have not filed an answer to the complaint nor has any discovery been conducted. In January 2004, the Nevada court found the Lemelson patents, including those patents asserted by the Lemelson Foundation against us in the Arizona case, to be invalid, not infringed and unenforceable. The Lemelson Foundation has the right to appeal the Nevada court's judgment. Although the ultimate outcome of this matter is not currently determinable, we believe we have meritorious defenses to these allegations and do not expect this litigation to materially impact our business, results of operations or financial condition. However, there can be no assurance that the ultimate resolution of this matter will not have a material adverse effect on our results of operations for any quarter.

## Management

The following table, together with the accompanying text, presents certain information as of February 15, 2004, with respect to each of our executive officers.

Name	Age	Position(s) Held With the Company
Kenton K. Alder	54	Chief Executive Officer, President and Director
Stacey M. Peterson	40	Sr. Vice President, Chief Financial Officer and Secretary
O. Clay Swain	40	Sr. Vice President Sales and Marketing
Shane S. Whiteside	38	Sr. Vice President and Chief Operating Officer

*Kenton K. Alder* has served as our Chief Executive Officer, President and Director since March 1999. From January 1997 to July 1998, Mr. Alder served as Vice President of Tyco Printed Circuit Group Inc., a printed circuit board manufacturer. Prior to that time, Mr. Alder served as President and Chief Executive Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From January 1987 to November 1994, Mr. Alder served as President of Lundahl Astro Circuits Inc., a predecessor company to ElectroStar. Mr. Alder holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Accounting from Utah State University.

*Stacey M. Peterson* has served as a Senior Vice President since October 2003 and as our Vice President and Chief Financial Officer since February 2000. From May 1998 to February 2000, Ms. Peterson served as Business Manager for ARCO Products Company at Atlantic Richfield Company, an oil and gas company. Prior to that time, Ms. Peterson served as Chief Financial Officer, from July 1996 to May 1998, and Controller, from November 1995 to July 1996, of the PayPoint Business Unit of Atlantic Richfield Company. From August 1993 to November 1995, Ms. Peterson served as Financial Advisor, Corporate Finance at Atlantic Richfield Company. Ms. Peterson holds a Bachelor of Science degree in Applied Economics and Business Management from Cornell University.

and a Master of Business Administration degree from the University of Pennsylvania, the Wharton School.

*O. Clay Swain* has served as our Senior Vice President Sales and Marketing since October 2003, having served as our Vice President, Sales and Marketing since September 2001, our Vice President, Sales since June 2000 and as our National Sales Manager from March 2000. From July 1999 to February 2000, Mr. Swain served as General Manager of Tyco Printed Circuit Group, Logan Division, a publicly held printed circuit board manufacturing company. From January 1997 to June 1999, Mr. Swain served as Director of Sales of Tyco Printed Circuit Group. From December 1994 to December 1996, Mr. Swain served as National Sales Manager of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company. Mr. Swain holds a Bachelor of Science degree and a Master in Business Administration degree from Utah State University.

*Shane S. Whiteside* has served as a Senior Vice President since October 2003 and our Vice President and Chief Operating Officer since December 2002. From January 2001 to November 2002, Mr. Whiteside was the Vice President of Operations Santa Ana Division and our Director of Operations Santa Ana Division from July 1999 to December 2000. From March 1998 to June 1999, Mr. Whiteside was the Director of Operations of Power Circuits. Prior to joining Power Circuits, Mr. Whiteside was Product Manager for Technical USA from December 1996 to March 1998 and a Technical Sales Representative from September 1993 to December 1996. Mr. Whiteside holds a Bachelor of Arts degree in Economics from the University of California at Irvine.

#### **Related Party Transactions**

We are party to a management agreement with entities directly controlled by Thayer Capital Partners and Brockway Moran & Partners. We paid these entities \$258,000 in financial advisory fees in connection with our February 2002 public offering, and a \$500,000 financial advisory fee and \$40,000 for certain out-of-pocket expenses in connection with our December 2002 acquisition of Advanced Circuits. The management agreement requires us to pay these entities a financial advisory fee of 1.5% of the first \$50,000,000 of the proceeds or value of any transaction with respect to which the three entities render financial advisory services to the Company, and 1% of any amount of proceeds or value in excess of \$50,000,000 until such time as these entities and their affiliates, on a combined basis, own less than 25% of our total outstanding voting stock. Following our public offering in September 2003, Thayer Capital Partners and Brockway Moran & Partners and their affiliates no longer own 25% of our total outstanding voting stock, and, accordingly, we are no longer obligated to pay them financial advisory fees.

We had a consulting and management services agreement with Pyxis Partnership, an entity controlled by Kenneth L. Shirley, a member of our board of directors through November 2002. Pyxis provided certain management and consulting services for which we paid Pyxis approximately \$168,000 for these services in 2002.

#### **Availability of Reports Filed with the Securities and Exchange Commission**

Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, registration statements, and amendments to those reports are available without charge on our website, <http://www.ttmtech.com/ir/sec> filings, as soon as reasonably practicable after they are filed electronically with the SEC. Copies are also available without charge by (i) telephonic request by calling our Investor Relations Department at (714) 241-0303, (ii) email request to [investor@ttmtech.com](mailto:investor@ttmtech.com), or (iii) a written request to TTM Technologies, Inc., Attention: Investor Relations, 2630 So. Harbor Blvd., Santa Ana, CA 92704.

### **Risk Factors That May Affect Future Results**

*An investment in our common stock involves a high degree of risk. You should carefully consider the factors described below, in addition to those discussed elsewhere in this report, in analyzing an investment in our common stock. If any of the events described below occurs, our business, financial condition and results of operations would likely suffer, the trading price of our common stock could fall, and you could lose all or part of the money you paid for our common stock.*

*In addition, the following risk factors and uncertainties could cause our actual results to differ materially from those projected in our forward-looking statements, whether made in this Form 10-K or the other documents we file with the SEC, or our annual or quarterly reports to shareholders, future press releases, or orally, whether in presentations, responses to questions or otherwise.*

### **Risks Related to Our Company**

**We are heavily dependent upon the worldwide electronics industry, which suffered a significant downturn in demand in 2001 and 2002, resulting in excess manufacturing capacity, increased price competition and slower moving inventories. This global slowdown decreased demand for our manufacturing services and lowered our sales and gross margins.**

A majority of our revenues are generated from the electronics industry, which is characterized by intense competition, relatively short product life cycles and significant fluctuations in product demand. Furthermore, the industry is subject to economic cycles and recessionary periods and has been negatively impacted by a contraction in the U.S. economy and worldwide electronics market. Moreover, due to the uncertainty in the end markets served by most of our customers, we have a low level of visibility with respect to future financial results. A lasting economic recession, excess manufacturing capacity or a decline in the electronics industry could negatively impact our business, results of operations and financial condition. Our net sales declined from \$129.0 million in 2001 to \$89.0 million in 2002 due to these factors. While the electronics industry has seen improvements from the recent downturn, and we have experienced sequential quarterly increases in our net sales during 2003, this trend may not continue. A future decline in our net sales could harm our profitability and results of operations and could require us to record an additional valuation allowance against our deferred tax assets or recognize an impairment of our long-lived assets including goodwill and other intangible assets.

**During periods of excess global printed circuit board manufacturing capacity, our gross margins may fall and/or we may have to incur restructuring charges if we choose to reduce the capacity of or close any of our facilities.**

Due to fluctuations in demand, our facilities have operated below capacity as recently as the second quarter of 2003. When we experience excess capacity, our sales revenues may not fully cover our fixed overhead expenses, and our gross margins will fall. In addition, we generally schedule our quick-turn production facilities at less than full capacity to retain our ability to respond to unexpected additional quick-turn orders. However, if these orders are not received, we may forego some production and could experience continued excess capacity. Our planned expansion of our Chippewa Falls facility would exacerbate any excess capacity issues if demand for services does not increase to the levels that we anticipate.

If we conclude we have significant long-term excess capacity, we may decide to cancel or delay our planned Chippewa Falls facility expansion, permanently close one or more of our facilities and lay off some of our employees. Closures or lay-offs could result in our recording restructuring charges such as severance, other exit costs and asset impairments, as we did in the second and fourth fiscal quarters 2002 due to the restructuring and subsequent closure of our Burlington, Washington facility and in the first fiscal quarter 2003 due to the lay off of employees at our Redmond, Washington facility.

**We are dependent upon a small number of OEM customers for a large portion of our net sales, and a decline in sales to major customers could harm our results of operations.**

A small number of customers are responsible for a significant portion of our net sales. Our five largest OEM customers accounted for approximately 25.9% of our net sales in 2002 and approximately 51.6% of our net sales in 2003. Our 2003 increase in customer concentration was due primarily to our acquisition of Advanced Circuits, which has a small number of large customers. If our customers fail to place orders with us at past levels, it would harm our business, results of operations and financial condition. We expect a significant portion of our net sales will continue to be generated by a small number of customers.

Our customer concentration could fluctuate depending on future customer requirements, which will depend in large part on market conditions in the electronics industry segments in which our customers participate. The loss of one or more major customers or a decline in sales to our major customers could significantly harm our business, results of operations and financial condition and lead to declines in the trading price of our common stock. In addition, we generate significant accounts receivable in connection with providing manufacturing services to our customers. If one or more of our significant customers were to become insolvent or were otherwise unable to pay for the manufacturing services provided by us, our results of operations would be harmed.

**We compete against manufacturers in Asia, where production costs are lower. These competitors may gain market share in our key market segments, which may have an adverse effect on the pricing of our products.**

We may be at a competitive disadvantage with respect to price when compared to manufacturers with lower cost facilities in Asia and other locations. We believe price competition from printed circuit board manufacturers in Asia and other locations with lower production costs may play an increasing role in the market. We do not have offshore facilities in lower cost locations such as Asia. While historically our competitors in these locations have produced less technologically advanced printed circuit boards, they continue to expand their capacity with advanced equipment to produce higher technology printed circuit boards. In addition, fluctuations in foreign currency exchange rates may benefit these offshore competitors. As a result, these competitors may gain market share, which may force us to lower our prices, reducing our gross margins.

**We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets.**

Most of our sales are on an "open credit" basis, with standard industry payment terms. We monitor individual customer payment capability in granting such open credit arrangements, seek to limit such open credit to amounts we believe the customers can pay, and maintain reserves we believe are adequate to cover exposure for doubtful accounts. During periods of economic downturn in the electronics industry and the global economy, our exposure to credit risks from our customers increases. Although we have programs in place to monitor and mitigate the associated risks, such programs may not be effective in reducing our credit risks.

Our 10 largest customers accounted for approximately 42% of our net sales in 2002 and approximately 64% of our net sales in 2003. Our OEM customers often direct a significant portion of their purchases through a relatively limited number of EMS companies. Our contractual relationship is typically with the EMS companies, who are obligated to pay us for our products. Because we expect our OEM customers to continue to direct our sales to EMS companies, we expect to continue to be subject to the credit risk of a limited number of customers. This concentration of customers exposes us to increased credit risks. If one or more of our significant customers were to become insolvent or were otherwise unable to pay us, our results of operations would be harmed.



Some of our customers are EMS companies located abroad, and our exposure to these foreign customers increased as a result of our December 2002 acquisition of Advanced Circuits. Our foreign sales are denominated in U.S. dollars, and are typically on the same "open credit" basis and terms described above. Our foreign receivables are expected to continue to grow as a percentage of our total receivables. We do not utilize credit insurance as a risk management tool.

**We have expanded our operations through acquisitions, and we may have trouble integrating acquisitions. Acquisitions involve numerous risks.**

As part of our business strategy, we expect that we will continue to grow by pursuing acquisitions of businesses, technologies, assets or product lines that complement or expand our existing business. We currently have no commitments or agreements to acquire any business. Our existing credit facility restricts our ability to acquire the assets or business of other companies and, accordingly, will require us to obtain the consent of our lenders and could require us to pay significant fees, become subject to reduced liquidity, or become subject to additional or more restrictive covenants in order to consummate such acquisitions. Consequently, we may not be able to identify suitable acquisition candidates or finance and complete transactions that we choose to pursue.

Our acquisition of companies and businesses and expansion of operations involve risks, including the following:

- the potential inability to identify assets best suited to our business plan;
- the potential inability to successfully integrate acquired operations and businesses or to realize anticipated synergies, economies of scale or other expected value;
- diversion of management's attention from normal daily operations of the business;
- difficulties in managing production and coordinating operations at new sites;
- the potential inability to retain existing customers of acquired companies when we desire to do so;
- insufficient revenues to offset increased expenses associated with acquisitions;
- the potential need to restructure, modify or terminate customer relationships of the acquired company;
- an increased concentration of business from existing or new customers; and
- the potential loss of key employees of acquired operations.

Acquisitions may cause us to:

- issue common stock that would dilute our current shareholders' percentage ownership;
- assume liabilities;
- record goodwill and non-amortizable intangible assets that will be subject to impairment testing and potential periodic impairment charges;

enter markets in which we have limited or no prior experience;

incur amortization expenses related to certain intangible assets;

incur large and immediate write-offs;

incur costs whether or not a proposed acquisition is consummated;

incur unanticipated costs; or

become subject to litigation and environmental issues.

Acquisitions of high-technology companies are inherently risky, and no assurance can be given that our previous or future acquisitions will be successful and will not harm our business, operating results or financial condition. Failure to manage and successfully integrate acquisitions we make could harm our business and operating results in a material way. Even when an acquired company has already developed and marketed products, product enhancements may not be made in a timely fashion. In addition, unforeseen issues might arise with respect to such products after the acquisition.

**If we are unable to respond to rapid technological change and process development, we may not be able to compete effectively.**

The market for our manufacturing services is characterized by rapidly changing technology and continual implementation of new production processes. The future success of our business will depend in large part upon our ability to maintain and enhance our technological capabilities, to manufacture products that meet changing customer needs, and to successfully anticipate or respond to technological changes on a cost-effective and timely basis. We expect that the investment necessary to maintain our technological position will increase as customers make demands for products and services requiring more advanced technology on a quicker turnaround basis. We may not be able to raise additional funds in order to respond to technological changes as quickly as our competitors.

In addition, the printed circuit board industry could encounter competition from new or revised manufacturing and production technologies that render existing manufacturing and production technology less competitive or obsolete. We may not respond effectively to the technological requirements of the changing market. If we need new technologies and equipment to remain competitive, the development, acquisition and implementation of those technologies and equipment may require us to make significant capital investments.

**Competition in the printed circuit board market is intense, and we could lose market share if we are unable to maintain our current competitive position in end markets using our quick-turn, high technology and high-mix manufacturing services.**

The printed circuit board industry is intensely competitive, highly fragmented and rapidly changing. We expect competition to continue, which could result in price reductions, reduced gross margins and loss of market share. Our principal domestic competitors include DDi, Endicott Interconnect Technologies, Merix, Sanmina-SCI and Tyco. In addition, we increasingly compete on an international basis and new and emerging technologies may result in new competitors entering our markets.

Many of our competitors and potential competitors have a number of significant advantages over us, including:

greater financial and manufacturing resources that can be devoted to the development, production and sale of their products;

more established and broader sales and marketing channels;

more manufacturing facilities worldwide, some of which are closer in proximity to OEMs;

manufacturing facilities which are located in countries with lower production costs;

ability to add additional capacity faster or more efficiently;

preferred vendor status with existing and potential customers;

greater name recognition; and

larger customer bases.

In addition, these competitors may respond more quickly to new or emerging technologies, or adapt more quickly to changes in customer requirements and devote greater resources to the development, promotion and sale of their products than we do. We must continually develop improved manufacturing processes to meet our customers' needs for complex products, and our manufacturing process technology is generally not subject to significant proprietary protection. During recessionary periods in the electronics industry, our strategy of providing quick-turn services, an integrated manufacturing solution and responsive customer service may take on reduced importance to our customers. As a result, we may need to compete more on the basis of price, which could cause our margins to decline. Periodically, printed circuit board manufacturers experience overcapacity. Overcapacity, combined with weakness in demand for electronic products, results in increased competition and price erosion for printed circuit boards.

**Our quarterly results of operations are often subject to demand fluctuations and seasonality. With a high level of fixed operating costs, even small revenue shortfalls would decrease our gross margins and potentially cause the trading price of our common stock to decline.**

Our quarterly results of operations fluctuate for a variety of reasons, including:

timing of orders from and shipments to major customers;

the levels at which we utilize our manufacturing capacity;

price competition;

changes in our mix of revenues generated from quick-turn versus standard delivery time services;

expenditures or write-offs, including those related to acquisitions, facility restructurings or asset impairments; and

expenses relating to expanding existing manufacturing facilities.

A significant portion of our operating expenses is relatively fixed in nature, and planned expenditures are based in part on anticipated orders. Accordingly, unexpected revenue shortfalls may decrease our gross margins. In addition, we have experienced sales fluctuations due to seasonal patterns in the capital budgeting and purchasing cycles as well as inventory management practices of our customers and the end markets we serve. In particular, the seasonality of the computer industry and quick-turn ordering patterns impact the overall printed circuit board industry. These seasonal trends have caused fluctuations in our quarterly operating results in the past and may continue to do so in the future. Results of operations in any quarterly period should not be considered indicative of the results to be expected for any future period. In addition, our future quarterly operating results may fluctuate and may not meet the expectations of securities analysts or investors. If this occurs, the trading price of our common stock would likely decline.

**Because we sell on a purchase order basis, we are subject to uncertainties and variability in demand by our customers, which could decrease revenues and harm our operating results.**

We sell to customers on a purchase order basis rather than pursuant to long-term contracts. Our quick-turn orders are subject to particularly short lead times. Consequently, our net sales are subject to short-term variability in demand by our customers. Customers submitting a purchase order may cancel,

reduce or delay their order for a variety of reasons. The level and timing of orders placed by our customers vary due to:

customer attempts to manage inventory;

changes in customers' manufacturing strategies, such as a decision by a customer to either diversify or consolidate the number of printed circuit board manufacturers used or to manufacture its own products internally;

variation in demand for our customers' products; and

changes in new product introductions.

We have periodically experienced terminations, reductions and delays in our customers' orders. Further terminations, reductions or delays in our customers' orders could harm our business, results of operations and financial condition.

**The increasing prominence of EMS providers in the printed circuit board industry could reduce our gross margins, potential sales and customers.**

Our sales to EMS providers increased from approximately 28% of our net sales in 2002 to approximately 61% of our net sales in 2003. EMS providers source on a global basis to a greater extent than OEMs. The growth of EMS providers increases the purchasing power of such providers and could result in increased price competition, or the loss of existing OEM customers. In addition, some EMS providers, including several of our customers, have the ability to directly manufacture printed circuit boards. If a significant number of our other EMS customers were to acquire the ability to directly manufacture printed circuit boards, our customer base may shrink, and our business and net sales may decline substantially. Moreover, if any of our OEM customers outsource the production of printed circuit boards to these EMS providers, our business, results of operations and financial condition may be harmed.

**If we were to increase our amortization of definite-lived intangible assets as a result of additional acquisitions, our earnings could be negatively impacted. Similarly, if we were to revalue our existing intangible assets downward, our operating results would be harmed.**

As of December 31, 2003, our consolidated balance sheet reflected \$76.1 million of goodwill and intangible assets. We evaluate whether events and circumstances have occurred that indicate the remaining balance of goodwill and intangible assets may not be recoverable. When factors indicate that assets should be evaluated for possible impairment, we may be required to reduce the carrying value of our goodwill and intangible assets, which could harm our results during the periods in which such a reduction is recognized. Our goodwill and intangible assets may increase in future periods if we consummate other acquisitions. Amortization or impairment of these additional intangibles would, in turn, harm our earnings.

**We rely on suppliers for the timely delivery of raw materials used in manufacturing our printed circuit boards, and an increase in industry demand or the presence of a shortage for these raw materials may increase the price of these raw materials and reduce our gross margins. If a raw material supplier fails to satisfy our product quality standards, it could harm our customer relationships.**

To manufacture our printed circuit boards, we use raw materials such as laminated layers of fiberglass, copper foil and chemical solutions, which we order from our suppliers. Although we have preferred suppliers for most of our raw materials, the materials we use are generally readily available in the open market, and numerous other potential suppliers exist. However, from time to time manufacturers of products that also use these raw materials increase their demand for these materials and, as a result, the prices of these materials increase. During these periods of increased demand, our

gross margins may decrease as we have to pay more for our raw materials. If a raw material supplier fails to satisfy our product quality standards, it could harm our customer relationships. Suppliers may from time to time extend lead times, limit supplies or increase prices due to capacity constraints or other factors, which could harm our ability to deliver our products on a timely basis.

**Damage to our manufacturing facilities could increase our costs of doing business and adversely affect our ability to deliver our manufacturing services on a timely basis.**

We have three manufacturing facilities, which are located in Chippewa Falls, Wisconsin; Redmond, Washington; and Santa Ana, California. The destruction or closure of any of our manufacturing facilities for a significant period of time as a result of fire, explosion, blizzard, act of war or terrorism, flood, tornado, earthquake, lightning or other natural disaster could increase our costs of doing business and harm our ability to deliver our manufacturing services on a timely basis and, consequently, our operating results.

**Our manufacturing processes depend on the collective industry experience of our employees. If these employees were to leave us, our manufacturing processes may suffer and we may not be able to compete effectively.**

We have limited patent or trade secret protection for our manufacturing process. We rely on the collective experience of our employees in the manufacturing process to ensure we continuously evaluate and adopt new technologies in our industry. Although we are not dependent on any one employee or a small number of employees, if a significant number of our employees involved in our manufacturing process were to leave our employment and we were not able to replace these people with new employees with comparable experience, our manufacturing processes may suffer as we may be unable to keep up with innovations in the industry. As a result, we may lose our ability to continue to compete effectively.

**We may be exposed to intellectual property infringement claims by third parties which could be costly to defend, could divert management's attention and resources and, if successful, could result in liability.**

We could be subject to legal proceedings and claims for alleged infringement by us of third party proprietary rights, such as patents, from time to time in the ordinary course of business. For example, in the past we were informed that our prior use of a chemical solution in our manufacturing process may have infringed upon the intellectual property rights of the holder of the patent of the chemical solution. Although no legal action has been taken against us, any claims relating to this alleged infringement, even if not meritorious, could result in costly litigation and divert management's attention and resources. In addition, if we are unsuccessful in disputing this assertion, we could be required to pay royalties or damages for our past use of the chemical solution. Similarly, we were advised that we have been added as a defendant in a patent infringement lawsuit filed in 2001 in the U.S. District Court for the District of Arizona by Lemelson Medical, Education and Research Foundation, Limited Partnership. The suit alleges that we have infringed certain "machine vision" and other patents owned by the plaintiff and seeks injunctive relief, damages for the alleged infringements and payment of the plaintiff's attorneys' fees. Finally, it is possible that the circuit board designs and other specifications supplied to us by our customers might infringe the patents or other intellectual property rights of third parties, in which case our manufacture of printed circuit boards according to such designs and specifications could expose us to legal proceedings for allegedly aiding and abetting the violation, as well as to potential liability for the infringement. If we do not prevail in any litigation as a result of any of the above or related allegations, our business may be harmed.

**Our business may suffer if any of our key senior executives discontinues employment with us or if we are unable to recruit and retain highly skilled engineering and sales staff.**

Our future success depends to a large extent on the services of our key managerial employees, particularly Kenton Alder, our chief executive officer. We may not be able to retain our executive officers and key personnel or attract additional qualified management in the future. Our business also depends on our continuing ability to recruit, train and retain highly qualified employees, particularly engineering and sales and marketing personnel. The competition for these employees is intense, and the loss of these employees could harm our business. Further, our ability to successfully integrate acquired companies depends in part on our ability to retain key management and existing employees at the time of the acquisition.

**Products we manufacture may contain design or manufacturing defects, which could result in reduced demand for our services and liability claims against us.**

We manufacture products to our customers' specifications, which are highly complex and may contain design or manufacturing errors or failures despite our quality control and quality assurance efforts. Defects in the products we manufacture, whether caused by a design, manufacturing or materials failure or error, may result in delayed shipments, customer dissatisfaction, or a reduction or cancellation of purchase orders. If these defects occur either in large quantities or too frequently, our business reputation may be impaired. In connection with our acquisition of Advanced Circuits in December 2002, our sales mix shifted towards standard delivery time products, which have larger production runs and thereby increase our exposure to these types of defects. Since our products are used in products that are integral to our customers' businesses, errors, defects or other performance problems could result in financial or other damages to our customers beyond the cost of the printed circuit board, for which we may be liable. Although our invoices and sales arrangements generally contain provisions designed to limit our exposure to product liability and related claims, existing or future laws or unfavorable judicial decisions could negate these limitation of liability provisions. Product liability litigation against us, even if it were unsuccessful, would be time consuming and costly to defend.

**Our failure to comply with the requirements of environmental laws could result in fines and revocation of permits necessary to our manufacturing processes.**

Our operations are regulated under a number of federal, state and foreign environmental and safety laws and regulations that govern, among other things, the discharge of hazardous materials into the air and water, as well as the handling, storage and disposal of such materials. These laws and regulations include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, and the Comprehensive Environmental Response, Compensation and Liability Act, as well as analogous state and foreign laws. Compliance with these environmental laws is a major consideration for us because our manufacturing processes use and generate materials classified as hazardous such as ammoniacal etching solutions, copper and nickel. Because we use hazardous materials and generate hazardous wastes in our manufacturing processes, we may be subject to potential financial liability for costs associated with the investigation and remediation of our own sites, or sites at which we have arranged for the disposal of hazardous wastes, if such sites become contaminated. Even if we fully comply with applicable environmental laws and are not directly at fault for the contamination, we may still be liable. The wastes we generate include spent ammoniacal etching solutions, metal stripping solutions and hydrochloric acid solution containing palladium; waste water which contains heavy metals, acids, cleaners and conditioners; and filter cake from equipment used for on-site waste treatment. We believe that our operations substantially comply with all applicable environmental laws. However, any material violations of environmental laws by us could subject us to revocation of our effluent discharge permits. Any such revocations could require us to cease or limit production at one or more of our

facilities, and harm our business, results of operations and financial condition. Even if we ultimately prevail, environmental lawsuits against us would be time consuming and costly to defend.

Environmental laws could also become more stringent over time, imposing greater compliance costs and increasing risks and penalties associated with violation. We operate in environmentally sensitive locations and we are subject to potentially conflicting and changing regulatory agendas of political, business and environmental groups. Changes or restrictions on discharge limits, emissions levels, material storage, handling or disposal might require a high level of unplanned capital investment and/or relocation. It is possible that environmental compliance costs and penalties from new or existing regulations may harm our business, results of operations and financial condition.

**If our net earnings do not continue to recover or we are not able to predict with a reasonable degree of probability that they will continue, we may have to record an additional valuation allowance against our net deferred tax assets.**

As of December 31, 2003, we had net deferred tax assets of approximately \$12.1 million. If we should determine that it is more likely than not that we will not generate taxable income in sufficient amounts to be able to use our net deferred tax assets, we would be required to increase our current valuation allowance against these deferred tax assets. This would result in an additional income tax provision and a deterioration of our results of operations.

**It is unlikely you would be able to recover damages from Arthur Andersen LLP.**

In June 2002, Arthur Andersen was convicted of federal obstruction of justice charges in connection with its destruction of documents related to Enron Corp. and subsequently ceased conducting business. In order to include audited financial statements in an annual report on Form 10-K or a registration statement, we are required to obtain a consent from the independent public accountants who reported on the financial statements. Arthur Andersen cannot provide consents to include financial statements reported on by them in our annual report on Form 10-K or registration statements. The report covering the financial statements for our year ended December 31, 2001 was previously issued by Arthur Andersen and has not been reissued by them. Because we are unable to obtain a consent from Arthur Andersen to the inclusion or incorporation by reference in any registration statement of their report covering the financial statements for the year ended December 31, 2001, you will be unable to sue Arthur Andersen under Section 11 of the Securities Act for material misstatements or omissions. Since Arthur Andersen has ceased conducting business, it is unlikely you would be able to recover damages from Arthur Andersen for any claim against them.

## ITEM 2. PROPERTIES

The following describes our principal manufacturing facilities and does not give effect to our planned expansion of the Chippewa Falls facility.

Location	Square Feet	Primary Use	Secondary Use
Santa Ana, CA	98,000	Prototype	Ramp-to-volume
Redmond, WA	102,200	Ramp-to-volume	High-mix and prototype
Chippewa Falls, WI	235,000	High technology	High-mix and prototype

We own all of our manufacturing and administrative office facilities. Our owned facilities are subject to mortgages under our senior credit facility.

While we own our former manufacturing facility in Burlington, Washington, it is subject to a land lease that expires in July 2025. In connection with a restructuring in the fourth quarter of 2002, we have closed the Burlington, Washington facility and are actively marketing it for sale. We also lease a



sales office in Hopkins, Minnesota. This sales office contains approximately 8,700 square feet and the lease expires in March 2004.

**ITEM 3. LEGAL PROCEEDINGS**

From time to time we may become a party to various legal proceedings arising in the ordinary course of our business. We were advised that we have been added as a defendant in a patent infringement lawsuit filed in 2001 in the U.S. District Court for the District of Arizona by Lemelson Medical, Education and Research Foundation, Limited Partnership. The suit alleges that we have infringed certain "machine vision" and other patents owned by the plaintiff and seeks injunctive relief, damages for the alleged infringements and payment of the plaintiff's attorneys' fees. Although the ultimate outcome of this matter is not currently determinable, we believe we have meritorious defenses to these allegations and, based in part on the licensing terms offered by the Lemelson Partnership, do not expect this litigation to materially impact our business, results of operations or financial condition. However, there can be no assurance that the ultimate resolution of this matter will not have a material adverse effect on our results of operations for any quarter. Furthermore, there can be no assurance that we will prevail in any such litigation.

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

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

Our common stock has been listed on the Nasdaq National Market under the symbol "TTMI" since September 21, 2000. The following table sets forth the quarterly high and low closing prices of our common stock as reported on the Nasdaq National Market for the periods indicated.

	<u>High</u>	<u>Low</u>
<b>2003:</b>		
First Quarter	\$ 5.90	\$ 3.13
Second Quarter	\$ 5.24	\$ 3.49
Third Quarter	\$ 13.99	\$ 4.78
Fourth Quarter	\$ 18.31	\$ 13.30
<b>2002:</b>		
First Quarter	\$ 11.06	\$ 7.60
Second Quarter	\$ 10.01	\$ 4.90
Third Quarter	\$ 5.43	\$ 1.57
Fourth Quarter	\$ 3.40	\$ 1.20

As of February 15, 2004, there were approximately 400 holders of record of our common stock. The closing sale price of our common stock on the Nasdaq National Market on February 20, 2004 was \$16.60 per share.

We did not declare or pay any dividends for the years ended December 31, 2000, December 31, 2001, December 31, 2002 or December 31, 2003, and we do not anticipate paying any cash dividends in the foreseeable future. Additionally, our senior credit facility prohibits the payment of dividends. We presently intend to retain any future earnings to finance future operations and expansion of our business, and to reduce indebtedness.

## ITEM 6. SELECTED FINANCIAL DATA

The selected historical financial data presented below are derived from our consolidated financial statements. The selected financial data should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the notes thereto included elsewhere in this report.

	Year Ended December 31,				
	1999	2000	2001	2002(1)	2003(1)
(In thousands, except per share data)					
<b>Consolidated Statement of Operations Data:</b>					
Net sales	\$ 106,447	\$ 203,729	\$ 128,989	\$ 88,989	\$ 180,317
Cost of goods sold	82,200	127,137	92,235	78,456	145,694
Gross profit	24,247	76,592	36,754	10,533	34,623
Operating expenses:					
Selling and marketing	3,920	10,156	7,272	6,447	10,858
General and administrative	2,584	8,305	5,435	5,519	11,696
Amortization of intangibles(2)	2,230	4,810	4,808	1,202	1,202
Restructuring charges(3)				3,859	649
Amortization of deferred retention bonus	1,849	5,470			
Management fees	439	2,150			
Total operating expenses	11,022	30,891	17,515	17,027	24,405
Operating income (loss)	13,225	45,701	19,239	(6,494)	10,218
Other income (expense):					
Interest expense	(10,432)	(12,176)	(2,644)	(1,084)	(583)
Amortization of debt issuance costs	(755)	(742)	(41)	(105)	(97)
Interest income and other, net	54	181	629	694	352
Loss on early extinguishments of debt	(2,317)	(9,930)			
Income (loss) before income taxes and extraordinary item	(225)	23,034	17,183	(6,989)	9,890
Income tax (provision) benefit	(2)	5,038	(6,189)	2,278	(3,901)
Income (loss) before extraordinary item	(227)	28,072	10,994	(4,711)	5,989
Extraordinary gain				6,296	1,453
Net income (loss)	\$ (227)	\$ 28,072	\$ 10,994	\$ 1,585	\$ 7,442
Income (loss) per common share, before extraordinary item:					
Basic	\$ (0.01)	\$ 0.88	\$ 0.29	\$ (0.12)	\$ 0.15
Diluted	\$ (0.01)	\$ 0.82	\$ 0.28	\$ (0.12)	\$ 0.15
Income (loss) per common share:					
Basic	\$ (0.01)	\$ 0.88	\$ 0.29	\$ 0.04	\$ 0.19
Diluted	\$ (0.01)	\$ 0.82	\$ 0.28	\$ 0.04	\$ 0.18

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Year Ended December 31,

Weighted average common shares:

Basic	22,312	31,919	37,482	39,511	39,993
Diluted	22,312	34,166	38,899	39,511	41,123

**Other Financial Data:**

Depreciation of property, plant and equipment	\$ 3,635	\$ 5,500	\$ 8,294	\$ 8,761	\$ 7,774
Non-cash restructuring charges for impairment of building and equipment				1,838	446
Non-cash interest expense imputed on debt	455	476			

- (1) Our results for the year ended December 31, 2002 include only six days of activity of Advanced Circuits, Inc., which we acquired on December 26, 2002. A full year of activity at this subsidiary is included in our results for the year ended December 31, 2003. In both 2002 and 2003, we recorded extraordinary gains related to this acquisition. See Note 3 to our consolidated financial statements included herein.
- (2) In 2002, we adopted Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Intangible Assets" and ceased amortizing goodwill. Our expense in 2002 and 2003 reflects amortization of intangibles related to our acquisition of Power Circuits in July 1999. See Note 2 to our consolidated financial statements included herein.
- (3) We recorded restructuring charges in 2002 and 2003 related to the closure of our Burlington, Washington, facility. The charge in 2002 is composed primarily of severance expense and other cash exit costs as well as non-cash expenses to write down the value of the building and equipment held for sale. The charge in 2003 was to further write down the value of the building and equipment. See Note 4 to our consolidated financial statements included herein.

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As of December 31,

	1999	2000	2001	2002	2003
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(In thousands)

**Consolidated Balance Sheet Data:**

Working capital	\$ 13,995	\$ 22,186	\$ 29,099	\$ 40,405	\$ 52,352
Total assets	168,327	202,133	193,076	197,506	205,857
Long-term debt, including current maturities	140,164	43,312	32,625	10,000	7,777
Shareholders' equity	16,537	137,742	150,079	167,426	178,327

Year Ended December 31,

	1999	2000	2001	2002	2003
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(In thousands)

**Supplemental Data:**

EBITDA (before extraordinary gain)(1)	\$ 20,939	\$ 61,481	\$ 32,341	\$ 5,307	\$ 19,698
Cash flows from operating activities	(2,227)	43,692	38,245	10,011	18,582
Cash flows from investing activities	(99,907)	(24,079)	(13,176)	(8,517)	(14,087)
Cash flows from financing activities	103,253	(11,635)	(9,873)	(7,105)	863

(1)

EBITDA (before extraordinary gain) means earnings before interest expense (including amortization of debt issuance costs), interest income and other, income taxes, depreciation and amortization and non-cash restructuring charges. However, EBITDA (before extraordinary gain) should not be considered as an alternative to cash flows from operating activities as a measure of liquidity or as an alternative to net income as a measure of operating results in accordance with accounting principles generally accepted in the United States. Our definition of EBITDA (before extraordinary gain) may differ from definitions used by other companies. The following is a reconciliation of net income (loss) to EBITDA (before extraordinary gain) for each period presented:

Year Ended December 31,

	1999	2000	2001	2002	2003
--	------	------	------	------	------

(In thousands)

Net income (loss)	\$ (227)	\$ 28,072	\$ 10,994	\$ 1,585	\$ 7,442
Add back items:					
Extraordinary gain				(6,296)	(1,453)
Income taxes	2	(5,038)	6,189	(2,278)	3,901
Interest expense	10,432	12,176	2,644	1,084	583
Amortization of debt issuance costs	755	742	41	105	97
Interest income and other	(54)	(181)	(629)	(694)	(352)
Loss on early extinguishments of debt	2,317	9,930			
Depreciation of property, plant and equipment	3,635	5,500	8,294	8,761	7,774
Amortization of intangibles	2,230	4,810	4,808	1,202	1,260
Amortization of deferred retention bonus	1,849	5,470			
Non-cash restructuring charge for impairment of building and equipment				1,838	446
Total	21,166	33,409	21,347	3,722	12,256

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Year Ended December 31,

EBITDA (before extraordinary gain)

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\$	20,939	\$	61,481	\$	32,341	\$	5,307	\$	19,698
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24

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Overview**

We are a one-stop provider of time-critical and technologically complex, multilayer printed circuit boards, which serve as the foundation of sophisticated electronic products. We serve high-end commercial markets including networking/communications infrastructure, high-end computing and industrial/medical which are characterized by high levels of complexity, short product life cycles and moderate production volumes. Our customers include OEMs and EMS companies. Our time-to-market and high technology focused manufacturing services enable our customers to reduce the time required to develop new products and bring them to market.

On December 26, 2002, we acquired the stock of Advanced Circuits from Honeywell for a purchase price of one dollar. The total cost of the acquisition, including transaction fees and expenses, was approximately \$900,000. The acquisition was accounted for under the purchase method of accounting. The fair value of the net assets we acquired exceeded the cost to purchase Advanced Circuits, resulting in negative goodwill. In accordance with SFAS No. 141, the amount of negative goodwill was allocated proportionately to reduce the assigned values of the acquired assets, except for current assets and deferred income taxes. We recorded the remaining \$6.3 million of unallocated negative goodwill as an extraordinary gain in 2002. See Note 3 to our consolidated financial statements incorporated herein by reference for a description of the extraordinary gain.

Pursuant to the terms of the acquisition, we were entitled to a purchase adjustment from Honeywell if Advanced Circuit's working capital, as defined in the purchase agreement, was less than \$13.9 million as of the closing date. We made a claim for a purchase price adjustment on account of a working capital shortfall. In the quarter ended March 31, 2003, we settled our claim against Honeywell and received a payment of approximately \$1.4 million for the working capital shortfall, which amount was \$570,000 greater than the settlement we had estimated we would receive as of December 31, 2002. We also resolved certain other indemnification claims with Honeywell during 2003 and finalized certain preliminary estimates of fair value related to assets we acquired and liabilities we assumed that were made as of December 31, 2002. In accordance with SFAS No. 141, we recorded an additional extraordinary gain of approximately \$1.5 million in 2003, of which \$570,000 related to the working capital shortfall discussed above.

The market for our products experienced a sustained downturn during 2001 and 2002 due to the economic slowdown in the electronics industry. During this period, we reduced our work force and focused on cost reduction by improving the efficiency of our operations and negotiating lower prices on key supplies from our vendors. Throughout this period we added new customers and generated positive cash flow from operations. We remained poised for future growth by acquiring Advanced Circuits in December 2002 and by continuing to invest in capital equipment. During 2003, we generated increased sales through our Advanced Circuits acquisition, market share gains and due to the improving economic conditions in our customers' end markets. Our gross profit margin also increased from 2002 to 2003 due to our improved operating leverage as costs that are largely fixed in nature, such as labor, were absorbed over greater production volume. If market conditions continue to improve in 2004, we expect further growth in revenue and further increases in our gross margin.

We manufacture printed circuit boards at three specialized and integrated facilities in the United States. Our facility in Santa Ana, California, specializes in quick-turn work, which has delivery times of ten days or less and is characterized by small volumes of printed circuit boards. Our Chippewa Falls, Wisconsin, facility focuses on large-volume production runs of technologically complex multilayer printed circuit boards with average lead times of two to ten weeks. Our Redmond, Washington, facility focuses on mid-volume production of standard lead-time printed circuit boards.

In response to increased customer demand and higher current capacity utilization rates, our Board of Directors has approved a plan to significantly expand production capacity at our Chippewa Falls, Wisconsin facility. Chippewa Falls is our largest facility and serves the high-end, complex technology needs of some of our largest and most sophisticated commercial customers. The expansion is planned to occur in two phases that will permit us to incrementally match our capital expenditures with demand and market conditions. Together, the two phases of the plan represent an 85% increase in production capacity. All capacity increases described in phases one and two below represent cumulative increases from current capacity levels.

In the first phase of our expansion plan, we expect to hire approximately 100 additional employees by mid-2004 that will increase our Chippewa Falls' production capacity by more than 20% from current levels using our existing facility footprint. In addition, we expect to immediately commence construction on a 44,000 square foot expansion and have approved the order of capital equipment necessary to support it. We expect that construction of the first phase of the expansion, along with additional employee hires beyond those expected by mid-2004, will increase our Chippewa Falls' capacity by approximately 55% from current levels. The construction and equipment costs related to phase one are expected to be approximately \$10 million. We expect to complete construction of this first phase and reach production by the end of 2004.

The second phase of our expansion plan will allow us to increase production capacity at the Chippewa Falls facility by an additional 30%, or a total of 85%, over current capacity. We expect to accomplish this second phase through additional staffing and the purchase of approximately \$4 million in capital equipment. The implementation of the second phase will be made as demand and market conditions warrant and can be completed within three to six months of determining to proceed. The decision to proceed with the second phase will be revisited on a regular basis throughout 2004 and in future periods.

We believe that our ability to expand at our existing facilities allows us to efficiently grow without having to qualify customers for, and develop a management infrastructure at, a new facility. We reviewed numerous alternatives to meet our customers' needs and believe that this expansion plan provides us with a significant opportunity for growth with relatively limited risk. However, if our customers' demand for our services does not increase to the levels we are anticipating, we may decide to scale back or delay our planned expansion.

We measure customers as those companies that have placed at least two orders in the preceding 12-month period. As of December 31, 2003, we had approximately 600 customers. Sales to our 10 largest customers accounted for 63.8% of our net sales in 2003 and 41.8% of our net sales in 2002. We sell to OEMs both directly and indirectly through EMS companies. Sales attributable to our five largest OEM customers accounted for approximately 51.6% of our net sales in 2003.



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The following table shows the percentage of our net sales attributable to each of the principal end markets we served for the periods indicated:

End Markets(1)	Year Ended December 31,		
	2001	2002	2003
Networking/Communication	33.6%	30.6%	39.2%
High-End Computing	20.4	14.8	34.8
Industrial/Medical	27.3	25.9	11.9
Computer Peripherals	10.0	20.4	8.9
Handheld/Cellular	3.8	3.0	2.1
Other	4.9	5.3	3.1
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

(1) Sales to EMS companies are classified by the end markets of their OEM customers.

We measure the time sensitivity of our products by tracking the quick-turn percentage of our work. We define quick-turn orders as those with delivery times of 10 days or less, which typically captures research and development, prototype and new product introduction work in addition to unexpected short-term demand among our customers. Generally, we quote prices after we receive the design specifications and time and volume requirements from our customers. Our quick-turn services command a premium price as compared to standard lead time prices. Quick-turn orders represented 45% of revenues in 2002 and 27% of revenues in 2003. The quick-turn percentage decreased due to the acquisition of Advanced Circuits, which produces mainly standard lead-time products. We also deliver a large percentage of compressed lead-time work with lead times of 11 to 20 days. We receive a premium price for this work as well. Purchase orders may be cancelled prior to shipment. We charge customers a fee, based on percentage completed, if an order is cancelled once it has entered production.

We recognize revenues when persuasive evidence of a sales arrangement exists, the sales terms are fixed and determinable, title and risk of loss has transferred, and collectibility is reasonably assured generally when products are shipped to the customer. Net sales consist of gross sales less an allowance for returns, which typically has been less than 2% of gross sales. We provide our customers a limited right of return for defective printed circuit boards. We record an allowance for estimated sales returns at the time of sale based on our historical results. To the extent actual returns vary from our historical experience, revisions to the allowances may be required.

Cost of goods sold consists of materials, labor, outside services and overhead expenses incurred in the manufacture and testing of our products. Many factors affect our gross margin, including capacity utilization, product mix, production volume and yield. As of the end of 2003, we were operating at approximately 80% of our production capacity. We plan to increase our production capacity in stages during 2004 and 2005 by adding new equipment and expanding our facilities. We do not participate in any significant long-term supply contracts, and we believe there are a number of potential suppliers for the raw materials we use. We believe that our cost of goods sold will continue to fluctuate as a percentage of net sales.

Selling and marketing expenses consist primarily of salaries and commissions paid to our internal sales force and commissions paid to independent sales representatives, salaries paid to our sales support staff as well as costs associated with marketing materials and trade shows. As general economic conditions continue to improve, we expect to receive more quick-turn orders due to increased prototype work and new product introduction among our customers. As these quick-turn sales become a higher percentage of total sales, our average commission rate is expected to increase. We generally pay higher commissions to our independent sales representatives for quick-turn work, which generally

has a higher gross profit component than standard lead-time work. We expect our selling and marketing expenses to continue to fluctuate as a percentage of net sales.

General and administrative costs primarily include the salaries for executive, finance, accounting, information technologies, facilities and human resources personnel, as well as insurance expenses, expenses for accounting and legal assistance, incentive compensation expense and bad debt expense. We expect these expenses to continue to fluctuate as a percentage of net sales as we add personnel and incur additional costs related to the growth of our business and the requirements of operating as a public company.

Amortization of intangibles consists of intangible assets, which we recorded as a result of the Power Circuits acquisition in July 1999. Effective January 1, 2002, we no longer record amortization on goodwill. However, we continue to amortize our definite-lived intangible assets, which are primarily comprised of strategic customer relationships. Goodwill amortization was \$3.6 million in 2001. See transition disclosures in Note 2 to our consolidated financial statements.

Our restructuring charges in 2002 relate primarily to the costs of closing our Burlington, Washington plant. The charges included primarily the costs of laying off employees and non-cash impairment charges related to the Burlington building, property and equipment. Restructuring charges in 2003 relate primarily to severance costs to consolidate overhead operations following the acquisition of Advanced Circuits in December 2002 as well as a further write down of assets held for sale.

Our interest expense relates to our senior credit facility and our other long-term obligations.

Amortization of debt issuance costs consists of the amortization of loan origination fees and related expenses. Interest and other income consist primarily of interest received on our cash balances.

#### **Critical Accounting Policies**

Our consolidated financial statements included in this 10-K have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the audit committee of our board of directors. Actual results may differ from these estimates under different assumptions or conditions.

Accounting policies where significant judgments and estimates are made include asset valuation related to bad debts and inventory obsolescence; sales returns and allowances; impairment of long-lived assets, including goodwill and intangible assets; self-insured medical reserves; and realizability of deferred income tax assets. A detailed description of these estimates and our policies to account for them is included in the notes to our consolidated financial statements in this report.

We provide customary credit terms to our customers and generally do not require collateral. We perform ongoing credit evaluations of the financial condition of our customers and maintain an allowance for doubtful accounts based upon historical collections experience and expected collectibility of accounts. Our allowance for doubtful accounts declined in 2003 compared to 2002 despite increasing net sales and accounts receivable primarily as a result of the larger concentration of customers with strong credit profiles and the improved overall quality of our accounts receivable in 2003 compared to 2002. Our actual bad debts may differ from our estimates.

In assessing the realization of inventories, we are required to make judgments as to future demand requirements and compare these with current and committed inventory levels. Our inventory requirements change based on our projected customer demand, which changes due to market conditions, technological and product life cycle changes and longer or shorter than expected usage periods. We maintain certain finished goods inventories near certain key customer locations in accordance with agreements. Although this inventory is typically supported by valid purchase orders, should these customers ultimately not purchase these inventories, our results of operations and financial condition would be adversely affected.

We derive revenues primarily from the sale of printed circuit boards using customer supplied engineering and design plans and recognize revenues when persuasive evidence of a sales arrangement exists, the sales terms are fixed and determinable, title and risk of loss has transferred, and collectibility is reasonably assured generally when products are shipped to the customer. We provide our customers a limited right of return for defective printed circuit boards. We accrue an estimated amount for sales returns and allowances at the time of sale based on historical information. To the extent actual returns vary from our historical experience, revisions to the allowances may be required.

We have significant long-lived tangible and intangible assets consisting of property, plant and equipment, goodwill and definite-lived intangibles. We review these assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. In addition, we perform an impairment test related to goodwill at least annually. Our goodwill and intangibles are largely attributable to our quick-turn business. During the fourth fiscal quarter of 2003, we performed an impairment assessment of our goodwill, which requires the use of a fair-value based analysis and determined that no impairment existed. At December 31, 2003, we determined that there were no events or changes in circumstances which indicated that the carrying amount of long-lived tangible assets and definite-lived intangible assets may not be recoverable. We use an estimate of the future undiscounted net cash flows in measuring whether our long-lived tangible assets and definite-lived intangible assets are recoverable. If forecasts and assumptions used to support the realizability of our long-lived assets change in the future, significant impairment charges could result that would adversely affect our results of operations and financial condition.

Deferred income tax assets are reviewed for recoverability and valuation allowances are provided, when necessary, to reduce deferred tax assets to the amounts expected to be realized. At December 31, 2003, we have a net deferred income tax asset of \$12.1 million, which is net of a valuation allowance of approximately \$17.0 million. Should our expectations of taxable income change in future periods, it may be necessary to adjust our valuation allowance, which could positively or negatively affect our results of operations in the period such a determination is made. In addition, we record income tax provision or benefit during interim periods at a rate that is based on expected results for the full year. If future changes in market conditions cause actual results for the year to be more or less favorable than those expected, adjustments to the effective income tax rate could be required.

We are self-insured for group health insurance benefits provided to our employees, and purchase insurance to protect against claims at the individual and aggregate level. The insurance carrier adjudicates and processes employee claims and is paid a fee for these services. We reimburse our insurance carrier for paid claims subject to variable monthly limitations. We estimate our exposure for claims incurred but not paid at the end of each reporting period and use historical information supplied by our insurance carrier and broker to estimate our liability for these claims. This liability is subject to a total limitation that varies based on employee enrollment and factors that are established at each annual contract renewal. Our actual claims experience may differ from our estimates.

In connection with our acquisition of Advanced Circuits in December 2002, we became contractually responsible for the majority of a rebate obligation to a customer. The rebate is based on a percentage of net sales to this customer. We have made estimates regarding the amount and timing of

future net sales to this customer and have applied a discount factor to the estimated rebates to estimate the present value of our obligation. We have also estimated that portion of the total obligation which we believe is a current liability. Based on our future net sales experience with this customer, we may change our estimate of the portion that is a current liability.

## RESULTS OF OPERATIONS

The following table sets forth statement of operations data expressed as a percentage of net sales for the periods indicated:

	Year Ended December 31,		
	2001	2002	2003
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	71.5	88.2	80.8
Gross profit	28.5	11.8	19.2
Operating expenses:			
Selling and marketing	5.6	7.2	6.0
General and administrative	4.2	6.2	6.5
Amortization of intangibles	3.8	1.4	0.7
Restructuring charges		4.3	0.3
Total operating expenses	13.6	19.1	13.5
Operating income (loss)	14.9	(7.3)	5.7
Other income (expense):			
Interest expense	(2.0)	(1.2)	(0.3)
Amortization of debt issuance costs		(0.1)	(0.1)
Interest income and other, net	0.4	0.8	0.2
Income (loss) before income taxes and extraordinary item	13.3	(7.8)	5.5
Income tax (provision) benefit	(4.8)	2.5	(2.2)
Income (loss) before extraordinary item	8.5	(5.3)	3.3
Extraordinary gain		7.1	0.8
Net income	8.5%	1.8%	4.1%

### Year Ended December 31, 2003 Compared to Year Ended December 31, 2002

The full year 2003 includes the results of operations of Advanced Circuits, which was acquired in a stock purchase on December 26, 2002. Advanced Circuits' results of operations are included for six days in 2002.

#### Net Sales

Net sales increased 102.6% from \$89.0 million in 2002 to \$180.3 million in 2003 due to increases in both price and production volume. Improving prices accounted for approximately 22% of the increase in total revenue. This price improvement was due to a number of factors,

including an improving economy in 2003; the shift toward end markets, such as networking and high-end computing, that are characterized by faster growth and higher prices; and the increasing complexity of our product offering. We generally charge higher prices for printed circuit boards with high layer counts and other high-technology features because of both the higher material content and the greater level of skill

required to manufacture these boards accurately. Increased production volume accounted for approximately 78% of the increase in revenue from 2002 to 2003. Advanced Circuits, which we acquired in December 2002, accounted for more than one-half of our total net sales for 2003. The combined net sales of our remaining facilities declined by approximately 5% due to the closure of our Burlington, Washington plant in December 2002.

#### *Gross Profit*

Cost of goods sold increased \$67.2 million, or 85.7%, from \$78.5 million in 2002 to \$145.7 million in 2003. Higher cost of goods sold resulted from higher labor, materials and variable overhead costs associated with an increase in the number of printed circuit boards sold. The volume of boards sold increased due to the acquisition of Advanced Circuits partially offset by lower aggregate volumes sold at our remaining facilities. In addition, a reduction in fixed costs due to the closure of our Burlington facility favorably impacted our cost structure. As a percentage of net sales, cost of goods sold decreased from 88.2% for 2002 to 80.8% for 2003 primarily due to improved absorption of manufacturing overhead and greater labor efficiency. In addition, we benefited from lower unit pricing for our direct materials, partially offset by higher direct materials costs associated with a sales mix shift towards higher layer-count boards and certain expenses associated with our up-front investments in 2003 in equipment, additional employees and expanded capacity at our Redmond facility. In connection with our acquisition of Advanced Circuits, no value was assigned to the acquired property and equipment and accordingly, we record no depreciation expense for these acquired assets. We expect our depreciation expense to increase in the future as a result of our planned Chippewa Falls facility expansion.

Expenditures for information technology salaries and expenses for 2002 have been reclassified to general and administrative expenses to conform to the presentation for 2003. This reclassification more appropriately reflects the overall corporate nature of our information technology expenses. As a percentage of net sales, the reclassification reduced cost of goods sold and increased gross profit by 1.1% in 2002.

As a result of the foregoing, gross profit increased \$24.1 million, or 228.7%, from \$10.5 million in 2002 to \$34.6 million in 2003. Our gross margin improved to 19.2% in 2003 from 11.8% in 2002.

The improvement in our gross margin was due largely to increased absorption of fixed costs. Printed circuit board manufacturing is a multi-step process that requires a certain level of equipment and staffing for even minimal production volumes. As production increases, our employees are able to work more efficiently and produce more printed circuit boards without incurring significant cost increases. These gains in efficiency helped offset the increased costs related to our shift in 2003 toward more complex work characterized by higher layer count. Our average layer count increased from 8.6 in 2002 to 14.3 in 2003 due to the acquisition of Advanced Circuits.

#### *Operating Expenses*

Sales and marketing expenses increased \$4.5 million from \$6.4 million, or 7.2% of net sales, in 2002 to \$10.9 million, or 6.0% of net sales, in 2003. The decrease as a percentage of net sales resulted from improved absorption of fixed selling costs and a lower commission rate associated with a mix shift to more standard lead-time products due primarily to our acquisition of Advanced Circuits.

General and administrative expenses increased \$6.2 million from \$5.5 million, or 6.2% of net sales, in 2002 to \$11.7 million, or 6.5% of net sales, in 2003. The increase in expenses as a percentage of net sales resulted primarily from higher personnel costs principally attributable to our acquisition of Advanced Circuits; higher corporate governance expenses, principally higher directors' and officers' liability insurance premiums and accounting and legal fees; increased incentive compensation expense; transition costs to integrate Advanced Circuits; an increase in the bad debt provision; and higher

information technology costs. Information technology salaries and expenses for 2002 have been reclassified from cost of goods sold to general and administrative expenses to conform to the presentation for 2003.

Amortization of intangibles was for intangible assets with finite lives from the Power Circuits acquisition, which occurred in July 1999. Amortization of intangibles was \$1.2 million in both 2002 and 2003.

During the second quarter of 2002, we reduced our labor force at our Burlington, Washington, facility. During the fourth quarter of 2002, we consolidated manufacturing capabilities by closing our Burlington, Washington facility to better manage and control our business. As a result, we recorded \$3.9 million in total restructuring charges in 2002. These charges included the impairment of the building, property and equipment of \$1.8 million, employee termination and severance of \$1.5 million and other exit costs of \$0.6 million associated with the facility closure. We terminated a total of 193 employees, which were primarily involved in the manufacturing process. During the first quarter of 2003, we took a \$0.2 million restructuring charge for severance and other exit charges primarily in connection with the lay off of 45 employees at our Redmond, Washington facility.

During 2002, we designated building and equipment with a remaining net book value of \$2.8 million as assets held for sale. During 2003, we reviewed the fair value of the remaining assets held for sale for possible impairment and recorded an additional impairment charge of \$0.4 million. At December 31, 2003, the carrying value of the remaining assets held for sale was \$2.3 million. These assets have been stated at their estimated fair value less selling costs, and we are actively marketing the assets for sale. Due to the inherent uncertainty of the estimates involved, the value of the assets held for sale could change in the near term, which could result in an additional impairment charge. The chart below shows the additions to and utilization of the accrued restructuring charges during the years ended December 31, 2002 and 2003.

	<u>Severance</u>	<u>Other Exit Charges</u>	<u>Impairment Charge</u>	<u>Total</u>
	(in thousands)			
2002 Charge	\$ 1,459	\$ 562	\$ 1,838	\$ 3,859
Utilization	(1,134)	(358)	(1,838)	(3,330)
Accrued at December 31, 2002	325	204		529
2003 Charge	200	3	446	649
Utilization	(525)	(117)	(446)	(1,088)
Accrued at December 31, 2003	\$ 90	\$ 90		\$ 90

We expect to pay the remaining \$90,000 of other exit charges during 2004.

As a result of the reduction in force at our Burlington, Washington facility in the second quarter of 2002, we realized annualized cost savings of approximately \$4 million, beginning in the third quarter of 2002. We realized annualized cost savings of approximately \$3 million beginning in the first quarter of 2003 from the closure of Burlington, Washington facility in the fourth quarter of 2002.

#### *Income Taxes*

The provision for income taxes increased by \$6.2 million from a benefit of \$2.3 million in 2002 to a provision of \$3.9 million in 2003. The income tax benefit in 2002 resulted from a pretax loss before extraordinary item, and the income tax provision in 2003 resulted from pretax income before extraordinary item. Our effective income tax rate in 2002 was 32.6%, and it was 39.4% in 2003. Our effective income tax rate is primarily impacted by state income taxes, which vary due to the sales and profitability mix among our facilities as well as certain non-deductible items.

*Extraordinary Gain*

In 2003, we recorded an extraordinary gain of \$1.5 million after resolving contingencies concerning the fair value of certain assets acquired and liabilities assumed as part of our acquisition of Advanced Circuits, including the settlement of a claim for a working capital adjustment. In 2002, we recorded an extraordinary gain of \$6.3 million as part of our acquisition of Advanced Circuits. The fair value of the net assets acquired exceeded the cost to purchase Advanced Circuits, resulting in negative goodwill. In accordance with SFAS No. 141, the amount of negative goodwill was allocated proportionately to reduce the assigned values of acquired assets except current assets and deferred income taxes. The remaining unallocated negative goodwill was recorded as an extraordinary gain. See Note 3 to our consolidated financial statements for a description of the extraordinary gains.

**Year Ended December 31, 2002 Compared to Year Ended December 31, 2001**

*Net Sales*

Net sales decreased 31.0% from \$129.0 million in 2001 to \$89.0 million in 2002 due to declines in both price and production volume. Falling prices accounted for approximately 15% of the decrease in total revenue. Prices fell due to a significant downturn that began in 2001 in the electronics industry and in the end markets served by our customers. This decline in prices was offset somewhat by an increase in our quick-turn production volume. Quick-turn production as a percentage of revenue increased from 40% in 2001 to 47% in 2002. We generally charge higher prices for printed circuit boards with shorter lead times because of the greater level of skill required to manufacture these boards accurately and on time. Declining production volume accounted for approximately 85% of the decline in revenue from 2002 to 2001. The acquisition of Advanced Circuits in December 2002 accounted for approximately \$1.4 million of our net sales in 2002.

*Cost of Goods Sold*

Cost of goods sold decreased \$13.7 million, or 14.9%, from \$92.2 million in 2001 to \$78.5 million in 2002. The decrease in cost of goods sold resulted from lower labor, materials and variable overhead costs that were associated with a decline in the number of printed circuit boards sold. As a percentage of net sales, cost of goods sold increased from 71.5% in 2001 to 88.2% in 2002. Higher medical expense, higher depreciation expense and an increase in unabsorbed manufacturing overhead due to excess capacity partially offset by a reclassification of information technology expenses in 2002 resulted in a higher cost of goods sold percentage. Expenditures for information technology salaries and expenses for 2002 have been reclassified to general and administrative expenses to conform to the presentation for 2003. This reclassification more appropriately reflects the overall corporate nature of our information technology expenses. As a percentage of net sales, the reclassification reduced cost of goods sold and increased gross profit by 1.1% in 2002.

*Gross Profit*

Gross profit decreased \$26.3 million, or 71.3%, from \$36.8 million in 2001 to \$10.5 million in 2002. This decrease in gross profit resulted primarily from a lower volume of printed circuit boards sold and to a lesser extent from lower pricing levels. Our gross margin was 11.8% in 2002 compared to 28.5% in 2001. Gross margin decreased due to increased medical expense, increased depreciation expense and lower absorption of fixed manufacturing expenses partially offset by a reclassification of information technology expenses in 2002.

*Operating Expenses*

Sales and marketing expenses decreased \$0.9 million from \$7.3 million in 2001 to \$6.4 million in 2002. The decrease resulted from lower commissions to sales representatives due to lower net sales in



2002. As a percentage of net sales, selling expenses increased from 5.6% in 2001 to 7.2% in 2002. The increase as a percentage of net sales was due to lower absorption of fixed sales and marketing expenses and higher average per-unit commissions related to a higher proportion of quick-turn sales in 2002.

General and administrative expenses increased \$0.1 million from \$5.4 million in 2001 to \$5.5 million in 2002. This increase resulted from the reclassification of information technology expenses from cost of goods sold to general and administrative expense in 2002 as well as higher costs for directors and officers insurance and a higher bad debt provision. As a percentage of sales, general and administrative expenses increased to 6.2% of sales in 2002 from 4.2% of sales in 2001.

Amortization of intangibles consists of amortization of goodwill and other intangible assets from the Power Circuits acquisition, which occurred in July 1999. Amortization of intangibles decreased \$3.6 million from \$4.8 million in 2001 to \$1.2 million in 2002. This decrease resulted from our adoption of Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets," effective January 1, 2002. Under the new rules, goodwill is not amortized, rather it is subject to impairment testing. The amortization expense recorded in 2002 was for definite-lived intangible assets.

During the second quarter of 2002, the Company reduced its labor force at its Burlington, Washington, facility. During the fourth quarter of 2002, the Company consolidated manufacturing capabilities by closing its Burlington, Washington facility to better manage and control its business. As a result, the Company recorded \$3.9 million in total restructuring charges in 2002. These charges included the impairment of the building, property and equipment of \$1.8 million, employee termination and severance of \$1.5 million and other exit costs of \$0.6 million associated with the facility closure. The Company terminated a total of 193 employees which were primarily involved in the manufacturing process.

The chart below shows the additions to and utilization of the accrued restructuring charges during the year ended December 31, 2002.

	<u>Severance</u>	<u>Other Exit Charges</u>	<u>Impairment Charge</u>	<u>Total</u>
	(in thousands)			
2002 Charge	\$ 1,459	\$ 562	\$ 1,838	\$ 3,859
Utilization	(1,134)	(358)	(1,838)	(3,330)
Accrued at December 31, 2002	325	204		529

We expect to pay the remaining \$0.3 million of severance during the first fiscal quarter 2003 and the \$0.2 million of other exit charges during 2003.

We realized approximately \$4 million in annualized cost savings, beginning in the third quarter of 2002, from our reduction in force at our Burlington, Washington facility in the second quarter of 2002. We expect to realize approximately \$3 million in annualized cost savings, beginning in the first quarter of 2003, as a result of the closure of Burlington, Washington facility in the fourth quarter of 2002.

#### *Interest Expense*

Interest expense decreased \$1.5 million from \$2.6 million in 2001 to \$1.1 million in 2002. This decrease resulted from a lower interest rate on our term loan as well as a lower balance due to repayment of principal. The expiration of an interest rate swap agreement on December 31, 2001, also contributed to the decline in interest expense through a reduction in our effective interest rate.

*Amortization of Debt Issuance Costs*

Amortization of debt issuance costs increased \$64,000 from \$41,000 in 2001 to \$105,000 in 2002. In December 2002, we prepaid approximately \$14.5 million of our borrowings under our senior credit facility in connection with the closing of our acquisition of Advanced Circuits. As a result of our prepayment of indebtedness, we wrote off additional debt issuance costs.

*Interest Income and Other, Net*

Interest income and other, net, increased \$0.1 million from income of \$0.6 million in 2001 to income of \$0.7 million in 2002. This increase resulted from higher cash balances, partially offset by lower interest rates earned.

*Income Taxes*

The provision for income taxes decreased from a provision of \$6.2 million in 2001 to a benefit of \$2.3 million in 2002. This income tax benefit resulted from a pretax net loss. Our effective income tax rate in 2002 was 32.6%, and it was 36% in 2001. Our effective income tax rate is primarily impacted by certain non-deductible items.

*Extraordinary Gain*

In 2002, we recorded an extraordinary gain of \$6.3 million as part of our acquisition of Advanced Circuits. The fair value of the net assets acquired exceeded the cost to purchase Advanced Circuits, resulting in negative goodwill. In accordance with SFAS No. 141, the amount of negative goodwill was allocated proportionately to reduce the assigned values of acquired assets except current assets and deferred income taxes. The remaining unallocated negative goodwill was recorded as an extraordinary gain. See Note 3 to our consolidated financial statements for the description of the extraordinary gain.

**Liquidity and Capital Resources**

Our principal sources of liquidity have been cash provided by operations, proceeds from our public offerings and proceeds from employee exercises of stock options. Our principal uses of cash have been to meet debt service requirements, finance capital expenditures, fund working capital and finance mergers and acquisitions. We anticipate that these uses will continue to be the principal demands on our cash in the future. As of December 31, 2003, we had net working capital of approximately \$52.4 million, compared to \$40.4 million as of December 31, 2002. The increase in working capital is primarily attributable to increases in cash, short-term investments and accounts receivable.

Our 2004 capital plan is expected to total approximately \$20 million and reflects capacity expansion at all three of our facilities. The capital plan includes \$10 million for the first phase of our planned Chippewa Falls facility expansion. In addition to this planned expansion, our capital plan for 2004 includes \$10 million that primarily will fund capital equipment purchases to increase capacity and expand our technological capabilities throughout our facilities. The second phase of our Chippewa Falls capacity expansion, not currently included in the 2004 capital plan, would cost approximately \$4 million and would be made as demand and market conditions warrant. This second phase could be completed within three to six months of determining to proceed and will be revisited on a regular basis throughout 2004 and in future periods.

The following table provides information on future payments under the Company's credit facility, future minimum lease payments under non-cancelable operating leases and other long-term liabilities

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reflected on our balance sheet under generally accepted accounting principles as of December 31, 2003 (in thousands):

Contractual Obligations	Total	Less than 1 year	1 - 3 years	4 - 5 years	After 5 years
Long-term debt	\$ 7,777	\$ 4,444	\$ 3,333	\$	\$
Operating leases	699	189	192	34	284
Other long-term liabilities(1)	3,132	1,111	2,008	13	
<b>Total contractual cash obligations</b>	<b>\$ 11,608</b>	<b>\$ 5,744</b>	<b>\$ 5,533</b>	<b>\$ 47</b>	<b>\$ 284</b>

(1)

Our balance sheet reflects these other long-term liabilities at their net present value.

Based on our current level of operations, we believe that cash generated from operations, available cash and amounts available under our senior credit facility will be adequate to meet our currently anticipated debt service requirements, capital expenditures and working capital needs for the next 12 months and beyond. Our principal liquidity needs for periods beyond the next 12 months are for the cost of repaying the remaining balance of our senior term loan, other contractual obligations and for the second phase of our planned Chippewa Falls expansion described above.

Net cash provided by operating activities was \$18.6 million in 2003, compared to \$10.0 million in 2002. Our 2003 operating cash flow of \$18.6 million primarily reflects net income of \$7.4 million, \$9.4 million of depreciation, amortization and imputed interest expense, and a \$4.2 million decrease in deferred income taxes, partially offset by a net increase in working capital of \$1.4 million, excluding cash and short-term investments.

Net cash used in investing activities was \$14.1 million in 2003, compared to \$8.5 million in 2002. In 2003, we purchased \$6.6 million of property, plant and equipment and \$7.5 million in net short-term investments.

Net cash provided by financing activities was \$0.9 million in 2003, compared to \$7.1 million used in financing activities in 2002. Our 2003 financing net cash flow reflects net proceeds of \$3.3 million from a secondary stock offering and employee stock option exercises, partially offset by \$2.2 million in principal repayments on our long-term debt.

We amended our senior credit agreement as of April 30, 2003. We have a term loan with a remaining balance of \$7.8 million that is payable in equal quarterly installments through September 30, 2005. We have a committed revolving loan facility of \$25.0 million with a final maturity date of September 29, 2005. We may prepay the term loan and borrow, repay and reborrow under the revolving loan facility at any time. The term loan and the revolving loan bear interest at rates ranging from LIBOR plus 1.5% to 2.5% or the Alternate Base Rate (as defined in the credit agreement) plus 0.5% to 1.0%. The amount added to the LIBOR rate or the Alternate Base Rate varies depending upon the Company's leverage ratio as defined in the agreement. As of December 31, 2003, the term loan had a weighted average interest rate of 2.71%. Since the amendment effective date of April 30, 2003, our borrowings under the revolving facility are subject to a borrowing base or formula that is based on our accounts receivable and inventory. As of December 31, 2003, we had no outstanding revolving loan balances. We pay quarterly a commitment fee ranging from 0.30% to 0.45% on the unused revolving commitment amount. The credit facility is secured by substantially all of our assets and contains financial covenants customary for this type of financing. As of December 31, 2003, we were in compliance with the covenants and had \$16.9 million of available borrowing capacity under our revolving loan facility.

### **Foreign Currency Exchange Risk**

All of our sales are denominated in U.S. dollars, and as a result we have relatively little exposure to foreign currency exchange risk with respect to sales made.

### **Impact of Inflation**

We believe that our results of operations are not dependent upon moderate changes in the inflation rate as we expect that we will be able to pass along component price increases to our customers.

### **Seasonality**

We have historically experienced lower sales in our second and third fiscal quarters due to patterns in the capital budgeting and purchasing cycles of our customers and the end markets they serve. In particular, this effect is caused by the seasonality of our high-end computing segment and customer quick turn-ordering patterns. We expect to mitigate the impact of seasonality through diversification of our customer base.

### **Recently Issued Accounting Standards**

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." In general, SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The adoption of SFAS No. 149 did not have a material impact on our financial position or results of operations.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." The new statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both debt and equity. The provisions of SFAS No. 150 apply to the classification and disclosure requirements for the following three types of financial instruments: Mandatorily Redeemable Instruments; Instruments with Repurchase Obligations; and Instruments with Obligations to Issue a Variable Number of Securities. We adopted SFAS No. 150 in the third quarter 2003 and it did not have an impact on our financial position or results of operations.

In November 2002, the FASB Emerging Issues Task Force issued its consensus concerning Revenue Arrangements with Multiple Deliverables ("EITF 00-21"). EITF 00-21 addresses how to determine whether a revenue arrangement involving multiple deliverables should be divided into separate units of accounting, and, if separation is appropriate, how the arrangement consideration should be measured and allocated to the identified accounting units. The guidance in EITF 00-21 is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. The adoption of EITF 00-21 did not have a material impact on our consolidated financial statements.

In January 2003, the FASB issued Financial Interpretation No. 46 ("FIN No. 46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51," which addresses the consolidation by business enterprises of variable interest entities as defined therein and applies immediately to variable interests in variable interest entities created or obtained after January 31, 2003. With respect to variable interest entities created before January 31, 2003, in December 2003 the FASB issued FIN No. 46R which, among other things, revised the implementation date to first fiscal years or interim periods ending March 15, 2004, with the exception of Special Purpose Entities ("SPEs"). The consolidation requirements apply to all SPEs in the first fiscal year or interim period ending after December 15,

2003. We have determined that we do not have any variable interest entities or SPEs and accordingly, the adoption of FIN No. 46 did not impact us and the adoption of FIN No. 46R in the first quarter of 2004 will not impact us.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

*Interest Rate Risk.* Our senior credit facility bears interest at floating rates.

The revolving loan bears interest ranging from 1.5% to 2.5% per annum plus the applicable LIBOR or from 0.5% to 1.0% per annum plus the Alternate Base Rate, as defined in the agreement governing the amended and restated credit facility. As of December 31, 2003, the term loan had a weighted average interest rate of 2.71%. Therefore, a 10% change in interest rates is not expected to materially affect the interest expense to be incurred on this facility during such period.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Reference is made to the financial statements, the report thereon, the notes thereto, and the supplementary data commencing at page F-1 of this Report, which financial statements, report, notes, and data are included herein.

#### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On May 14, 2002, TTM Technologies, Inc. (the "Company") engaged the accounting firm of KPMG LLP as its new independent public accountants and dismissed Arthur Andersen LLP. The decision to change the Company's accounting firm was recommended and approved by the Company's Audit Committee of the Board of Directors and approved by the Company's Board of Directors on May 10, 2002. The Company filed a Form 8-K on May 17, 2002 to disclose the information required by this Item 9.

#### **ITEM 9A. CONTROLS AND PROCEDURES**

An evaluation was performed under the supervision and with the participation of the Company's management, including our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, of the effectiveness of our disclosure controls and procedures as of December 31, 2003. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported as specified in the SEC's rules and forms. There has been no change in our internal control over financial reporting during the three months ended December 31, 2003 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

## PART III

## ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS

## Directors and Executive Officers

The following table, together with the accompanying text, present certain information as of April 19, 2004, with respect to each of our directors and executive officers.

Name	Age	Position(s) Held With the Company
Kenton K. Alder	54	Chief Executive Officer, President and Director
James K. Bass	47	Director
Richard P. Beck	70	Director
Jeffrey W. Goettman	44	Chairman and Director
John G. Mayer	52	Director
Douglas P. McCormick	35	Director
Michael E. Moran	40	Vice-Chairman and Director
Stacey M. Peterson	40	Senior Vice President, Chief Financial Officer and Secretary
O. Clay Swain	40	Senior Vice President, Sales and Marketing
Shane S. Whiteside	38	Senior Vice President and Chief Operating Officer

There are no family relationships among our executive officers or directors.

*Kenton K. Alder* has served as our Chief Executive Officer, President and Director since March 1999. From January 1997 to July 1998, Mr. Alder served as Vice President of Tyco Printed Circuit Group Inc., a printed circuit board manufacturer. Prior to that time, Mr. Alder served as President and Chief Executive Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From January 1987 to November 1994, Mr. Alder served as President of Lundahl Astro Circuits Inc., a predecessor company to ElectroStar. Mr. Alder holds a Bachelor of Science in Finance and a Bachelor of Science in Accounting from Utah State University.

*James K. Bass* has served as our Director since September 2000. Mr. Bass has been the Chief Executive Officer and a Director of Suntron Corporation, a publicly held provider of high-mix electronic manufacturing services, since its incorporation in May 2001 and as Chief Executive Officer of EFTC Corporation, a subsidiary of Suntron, since July 2000. From 1996 to July 2000, Mr. Bass was a Senior Vice President of Sony Corporation. Prior to that, Mr. Bass spent 15 years in various manufacturing management positions at the aerospace group of General Electric Corporation. Mr. Bass holds a B.S.M.E. from Ohio State University. The board has determined that Mr. Bass is an independent director.

*Richard P. Beck* has served as our Director since February 2001. Mr. Beck is presently retired. From November 2001 to May 2002, Mr. Beck served as Senior Vice President of Advanced Energy Industries, a publicly held manufacturer of power conversion systems and integrated technology solutions. From February 1998 to November 2001, Mr. Beck served as Senior Vice President and Chief Financial Officer of Advanced Energy Industries and continues to serve as a Director of the company.

From March 1992 until February 1998, Mr. Beck served as Vice President and Chief Financial Officer of Advanced Energy. From November 1987 to March 1992, Mr. Beck served as Executive Vice President and Chief Financial Officer for Cimage Corporation, a computer software company. Mr. Beck is also Chairman of the board, is chairman of the audit committee and serves on the compensation committee of Applied Films Corporation, a publicly held manufacturer of flat panel display equipment. He is also a Director of Photon Dynamics, Inc., a publicly held manufacturer of flat panel display test equipment, and is chairman of its audit committee. Mr. Beck holds a Bachelor of Science degree in Accounting and Finance and a Master of Business Administration degree from Babson College. The board has determined that Mr. Beck is an independent director and a "audit committee financial expert" as described in applicable SEC rules.

*Jeffrey W. Goettman* has served as our Chairman and Director since January 1999. Mr. Goettman has been a Managing Partner of Thayer Capital Partners, a private equity investment company, since April 2001. Mr. Goettman joined Thayer Capital Partners in February 1998. Prior to that time, Mr. Goettman served as a Managing Director and founder of the Electronics Manufacturing Services Group at Robertson Stephens & Co. Inc., an investment bank, from February 1994 to February 1998. In addition, Mr. Goettman has been the Chairman of the Board of Suntron Corporation since May 2001. Mr. Goettman holds a Bachelor of Science degree from Duke University and a Master of Business Administration degree from the Stanford University Graduate School of Business.

*John G. Mayer* has served as our Director since September 2000. Mr. Mayer is presently retired. From January 1997 to November 1999, Mr. Mayer served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board manufacturer. Mr. Mayer served as Chief Operating Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From April 1986 to November 1994, Mr. Mayer served as President of Electro-Etch Circuits, Inc., a predecessor company to ElectroStar. Mr. Mayer holds a Bachelor of Arts degree in History, the Arts and Letters from Yale University and a Juris Doctor degree from UCLA School of Law. The board has determined that Mr. Mayer is an independent director.

*Douglas P. McCormick* has served as our Director since September 1999. Mr. McCormick has been a Managing Director of Thayer Capital Partners, a private equity investment company, since January 2001, and was a Vice President and Principal of that company since January 1999. Prior to that time, Mr. McCormick served as an associate at Morgan Stanley & Co. Incorporated, an investment bank, from June 1997 to January 1999. In addition, Mr. McCormick has been a Director of Suntron Corporation since October 2001. Mr. McCormick holds a Bachelor of Science degree in Economics from the United States Military Academy and a Master of Business Administration degree from Harvard Business School.

*Michael E. Moran* has served as our Director since January 1999 and our Vice Chairman since June 1999. Mr. Moran has been a Managing Partner of Brockway Moran & Partners, Inc., a private equity investment firm, since September 2000. Mr. Moran was a founding partner of Brockway Moran & Partners, Inc. in January 1998. Mr. Moran served as a Senior Vice President at Trivest, Inc., a private equity investment firm, from 1994 to 1998. Mr. Moran previously served on the board of directors of ElectroStar, Inc., a publicly held printed circuit board manufacturing company that was sold to Tyco International in January 1997. Mr. Moran holds a Bachelor of Science degree in Business Administration degree from Drake University and a Master of Business Administration degree from DePaul University.

*Stacey M. Peterson* has served as our Senior Vice President since October 2003 and as Chief Financial Officer since February 2000. From May 1998 to February 2000, Ms. Peterson served as Business Manager for ARCO Products Company at Atlantic Richfield Company, an oil and gas company. Prior to that time, Ms. Peterson served as Chief Financial Officer, from July 1996 to May 1998, and Controller, from November 1995 to July 1996, of PayPoint Business Unit of Atlantic

Richfield Company. From August 1993 to November 1995, Ms. Peterson served as Financial Advisor, Corporate Finance at Atlantic Richfield Company. Ms. Peterson holds a Bachelor of Science degree in Applied Economics and Business Management from Cornell University and a Master of Business Administration degree from the University of Pennsylvania, the Wharton School.

*O. Clay Swain* has served as our Senior Vice President Sales and Marketing since October 2003, having served as our Vice President Sales and Marketing since September 2001, our Vice President Sales since June 2000 and as our National Sales Manager from March 2000. From July 1999 to February 2000, Mr. Swain served as General Manager of Tyco Printed Circuit Group, Logan Division, a publicly held printed circuit board manufacturing company. From January 1997 to June 1999, Mr. Swain served as Director of Sales of Tyco Printed Circuit Group. From December 1994 to December 1996, Mr. Swain served as National Sales Manager of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company. Mr. Swain holds a Bachelor of Science degree and a Master in Business Administration degree from Utah State University.

*Shane S. Whiteside* has served as our Senior Vice President since October 2003 and our Chief Operating Officer since December 2002. From January 2001 to November 2002, Mr. Whiteside was the Vice President of Operations Santa Ana Division and our Director of Operations Santa Ana Division from July 1999 to December 2000. From March 1998 to June 1999, Mr. Whiteside was the Director of Operations of Power Circuits. Prior to joining Power Circuits, Mr. Whiteside was Product Manager for Technical USA from December 1996 to March 1998 and a Technical Sales Representative from September 1993 to December 1996. Mr. Whiteside holds a Bachelor of Arts in Economics degree from the University of California at Irvine.

#### **Audit Committee**

Our board of directors has established an audit committee to review and monitor our corporate financial reporting and our external audits, including, among other things, our internal audit and control functions, the results and scope of the annual audit and other services provided by our independent auditors, and our compliance with legal requirements that have a significant impact on our financial reports. The audit committee also consults with our management and our independent auditors regarding the preparation of financial statements and, as appropriate, initiates inquiries into aspects of our financial affairs. In addition, the audit committee has the responsibility to consider and recommend the appointment of, and to review fee arrangements with, our independent auditors. The chair of the audit committee is Mr. Richard P. Beck, and the other members of the audit committee are Messrs. James K. Bass and John G. Mayer. The board of directors has determined that each member of the audit committee is independent as described in applicable Nasdaq listing standards. The directors have also determined that Mr. Beck is an "audit committee financial expert," as defined under Item 401(h) of Regulation S-K. A copy of the audit committee's charter is publicly available on the Company's website at [www.ttmtech.com](http://www.ttmtech.com). The audit committee met [six] times, including [three] telephonic meetings, during fiscal year 2003.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors, officers, and persons who own more than 10% of a registered class of our securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Directors, officers, and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. During 2003, we believe that our directors, executive officers and 10 percent stockholders complied with all Section 16(a) filing requirements.



**Code of Ethics**

We have adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K. This Code of Ethics applies to our principal executive officer, principal financial officer and principal accounting officer. This Code of Ethics is publicly available on our website at [www.ttmtech.com](http://www.ttmtech.com). If we make substantive amendments to this Code of Ethics or grant any waiver, including any implicit waiver, we will disclose the nature of such amendment or waiver on our website or in a report on Form 8-K.

**ITEM 11. EXECUTIVE COMPENSATION**

The following table sets forth information concerning the compensation paid by us for the fiscal years ended December 31, 2003, 2002, and 2001 to our Chief Executive Officer and each of our other executive officers whose total salary and bonus exceeded \$100,000 in 2003.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		All Other Compensation \$(2)
		Salary(\$)	Bonus(\$)	Other Annual Compensation \$(1)	Awards	Payouts	
					Securities Underlying Options(#)	LTIP Payouts (\$)	
Kenton K. Alder Chief Executive Officer, President and Director	2003	272,500	75,000(3)		210,000		2,411
	2002	266,442			85,000		1,179
	2001	250,000	65,000(4)				2,190
Stacey M. Peterson Senor Vice President, Chief Financial Officer and Secretary	2003	176,000	40,300(3)		110,000		1,218
	2002	175,077			61,000		1,931
	2001	137,735	35,000(4)				1,169
O. Clay Swain Senior Vice President, Sales and Marketing	2003	150,080	37,300(3)		110,000		
	2002	147,366			41,000		
	2001	140,000	30,000(4)				
Shane S. Whiteside Senior Vice President, and Chief Operating Officer	2003	210,914	40,500(3)		110,000		1,502
	2002	147,366			60,000		1,412
	2001	140,000	31,000(4)				996

- (1) Except as otherwise provided in this table, no amounts for perquisites and other personal benefits received by any of the named executive officers are shown because the aggregate dollar amounts were lower than the reporting requirements established by the rules of the SEC.
- (2) Represents matching contributions by us under our 401(k) plan.
- (3) Represents a bonus paid in 2004 based on performance in 2003.
- (4) Represents a bonus paid in 2002 based on our performance in 2001.

**Stock Option Grants**

The following table sets forth information concerning the grant of stock options in 2003 to our Chief Executive Officer and our other executive officers named in the Summary Compensation Table. We did not grant any stock appreciation rights in 2003.

## Option Grants In Last Fiscal Year

## Individual Grants

Name	Number of Securities Underlying Options Granted (#)(1)	% of Total Options Granted to Employees in Fiscal Year(2)	Exercise or Base Price (\$/Sh)	Grant Date Market Value	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(3)	
						5%(\$)	10%(\$)
Kenton K. Alder	210,000	15.0%	\$ 13.68	\$ 13.68	12/17/2013	1,806,688	4,578,503
Stacey M. Peterson	110,000	7.9%	13.68	13.68	12/17/2013	946,361	2,398,264
O. Clay Swain	110,000	7.9%	13.68	13.68	12/17/2013	946,361	2,398,264
Shane S. Whiteside	110,000	7.9%	13.68	13.68	12/17/2013	946,361	2,398,264

- (1) Represents options to purchase shares of our common stock. Generally, the options become exercisable for 20% of the underlying shares on the first anniversary of the date of grant and for the balance in equal annual installments over the four-year period thereafter, so long as the named executive remains employed by us or one of our subsidiaries. To the extent they are not already exercisable, the options generally become fully exercisable if we are liquidated or dissolved, upon a sale or other disposition of all or substantially all of our assets, or a merger or consolidation after which our existing shareholders cease to hold more than 50% of the voting power of the resulting entity. In addition, the compensation committee of our board of directors may, in its discretion, accelerate the date on which any option may be exercised, and may accelerate the vesting of any shares subject to any option.
- (2) The percentages above are based on an aggregate of 1,399,500 shares subject to options we granted to employees in the year ended December 31, 2003.
- (3) Potential realizable value assumes that the stock price increases from the date of the grant until the end of the option term (10 years) at the annual rate of 5% and 10%. The 5% and 10% assumed annual rates of appreciation are mandated by SEC rules and do not represent our estimate or projection of the future price of our common stock. We do not believe that this method accurately illustrates the potential value of a stock option.

**Stock Option Exercises and Values for Fiscal 2003**

The following table sets forth information, with respect to our executive officers named in the Summary Compensation Table, concerning options exercised in 2003 and unexercised options held by them as of the end of such fiscal year:

**Aggregated Option Exercises in Last Fiscal  
Year and Fiscal Year-End Option Value**

Name	Shares Acquired on Exercise	Value Realized	Number of Unexercised Options at December 31, 2003		Value of Unexercised In-the-Money Options at December 31, 2003(\$)(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Kenton K. Alder	30,123	\$ 263,275	499,913	363,340	\$ 6,282,400	\$ 2,165,655
Stacey M. Peterson	25,900	\$ 226,366	120,508	202,992	\$ 1,259,449	\$ 1,263,196
O. Clay Swain			137,730	189,352	\$ 1,423,514	\$ 1,040,970
Shane Whiteside			163,997	184,129	\$ 2,020,040	\$ 1,093,336

(1)

The closing sales price per share for our common stock as reported by the Nasdaq National Market on December 31, 2003, was \$16.88. The option value is calculated by multiplying (a) the positive difference, if any, between \$16.88 and the option exercise price by (b) the number of shares of common stock underlying the option.

**Director Compensation**

Our non-employee directors receive the following compensation: an annual cash retainer of \$15,000 to attend four in person board meetings per year; a \$500 payment per meeting; a \$500 payment for each committee meeting; \$500 per year for serving as a committee chairman; and reimbursement of expenses relating to the board meetings. Non-employee directors are also paid \$5,000 per director for attending any "special" committee set up to represent the interests of the minority shareholders.

Upon election, each non-employee director receives an option to purchase 20,000 shares of our Common Stock. At each annual meeting of stockholders, each non-employee director, who has served as a director for the previous six months, receives an option to purchase 4,000 shares of our Common Stock. The options provided to the non-employee directors expire on the grant date's 10th anniversary and vest over a five-year period.

**Employment Agreements and Change of Control Arrangements**

*Stacey M. Peterson.* In February 2000, we entered into a letter agreement with Stacey M. Peterson, our Chief Financial Officer. Pursuant to the agreement, Ms. Peterson receives an annual salary of \$160,000 and is eligible to participate in our incentive cash compensation plan with a bonus of up to 50% of her base salary. In addition, Ms. Peterson received options to purchase 125,400 shares of our common stock at an exercise price of \$2.63 per share under our management stock option plan. Fifty percent of these options cliff vest on the eighth anniversary of the date of grant and the remaining 50% vest ratably over five years beginning on the first anniversary of the date of grant. If Ms. Peterson is terminated without cause anytime after 2000, she will receive salary continuation for six months.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the amount of each class of common stock beneficially owned as of March 31, 2004, by (a) each of our directors, (b) each of our current executive officers, (c) all of our

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directors and current executive officers as a group, and (d) each person known by us to own beneficially more than five percent of our outstanding common stock.

Name of Beneficial Owner	Shares Beneficially Owned	
	Number(1)	Percent(2)
<b>Directors and Executive Officers:</b>		
Kenton K. Alder(3)	451,413	1.1%
Jeffrey W. Goettman(4)	2,161,724	5.3%
Michael E. Moran(5)	809,873	2.0%
Stacey M. Peterson(6)	118,248	*
O. Clay Swain(7)	133,330	*
Shane S. Whiteside(8)	152,797	*
James K. Bass(9)	12,000	*
Richard P. Beck(9)	17,000	*
John G. Mayer(9)	12,000	*
Douglas P. McCormick(4)	2,161,724	5.3%
All directors and executive officers as a group (11 persons)(10)	3,869,385	9.3%
<b>5% Stockholders:</b>		
Thayer Capital Partners entities(11)	3,562,248	8.8%
AXA Financial, Inc.(12)	2,163,210	5.3%
Janus Capital Management LLC(13)	2,153,005	5.3%

\* Represents less than 1% of our outstanding common stock.

(1) Except as otherwise indicated, the address of each person listed on the table is 2630 S. Harbor Blvd, Santa Ana, CA, 92704.

(2) We have determined beneficial ownership in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included the shares of common stock subject to options and warrants held by that person that are currently exercisable or will become exercisable within 60 days after March 31, 2004, but we have not included those shares for purposes of computing percentage ownership of any other person. We have assumed unless otherwise indicated that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Beneficial ownership is based on 40,718,550 shares of our common stock outstanding as of March 31, 2004.

(3) Includes 1,500 shares held by Mr. Alder's children and 411,913 shares issuable upon exercise of options within 60 days of March 31, 2004.

(4) Includes 959,254 and 1,202,470 shares beneficially owned by Circuit Holdings, LLC ("Circuit Holdings") and Thayer Equity Investors IV, respectively. See footnote 11. Messrs. Goettman and McCormick each disclaim beneficial ownership of those shares, except to the extent of their pecuniary interests.

(5) Includes 809,873 shares beneficially owned by Brockway Moran & Partners Fund, L.P. Mr. Moran disclaims beneficial ownership of the shares held by Brockway Moran & Partners, Inc., except to the extent of his pecuniary interests.

(6) Includes 118,248 shares issuable upon exercise of options within 60 days of March 31, 2004 plus performance-based vesting.



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- (7) Includes 134,330 shares issuable upon exercise of options within 60 days of March 31, 2004 plus performance-based vesting.
- (8) Includes 152,797 shares issuable upon exercise of options within 60 days of March 31, 2004 plus performance-based vesting.
- (9) Includes 12,000 shares issuable upon exercise of options within 60 days of March 31, 2004 plus performance-based vesting.
- (10) Includes 852,288 shares issuable upon exercise of options within 60 days of March 31, 2004 plus performance-based vesting.
- (11) Represents shares held by each of Thayer Equity Investors III, L.P. (1,356,663), Thayer Equity Investors IV, L.P. (1,202,470) and TC Circuits L.L.C. (43,861), together with the shares held directly by Circuit Holdings (1,125,123). The Thayer Capital Partners entities are affiliates of and are deemed to beneficially own all of the shares that are directly owned by Circuit Holdings. Circuit Holdings is owned as follows:

Thayer Equity Investors III, L.P.	31%
Thayer Equity Investors IV, L.P.	28%
TC Circuits, L.L.C.	1%
Brockway Moran & Partners Fund, L.P.	40%
<hr style="width: 5%; margin-left: auto;"/>	
Total	100%

Thayer Equity Investors III, L.P. and TC Circuits L.L.C. are each controlled by limited liability companies the managing members of which are Frederick Malek, Carl Rickertsen and Paul Stern.

Thayer Equity Investors IV, L.P. is controlled by a limited liability company the managing members of which are Frederick Malek and Carl Rickertsen.

Mr. Goettman, one of our directors, is a Managing Director of each of the limited liability companies that control Thayer Equity Investors III, L.P. and Thayer Equity Investors IV, L.P. Mr. McCormick, one of our directors, is a Managing Director of the limited liability company that controls Thayer Equity Investors IV, L.P.

- (12) Based on a Schedule 13G jointly filed on February 10, 2004 by the following: (i) AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle as a group (collectively, the "Mutuelles AXA"), (ii) AXA, including AXA Rosenberg Investment Management, a AXA entity, and (iii) AXA Financial, Inc., including its subsidiaries Alliance Capital Management L.P. and The Equitable Life Assurance Society of the United States. The Mutuelles AXA own AXA, which, in turn, owns AXA Financial, Inc. Mutuelles AXA, as a group, act as a parent holding company to AXA, AXA Rosenberg Investment Management, AXA Financial, Inc., Alliance Capital Management L.P. and The Equitable Life Assurance Society of the United States. AXA acts a parent holding company to AXA Rosenberg Investment Management and AXA Financial, Inc., including its subsidiaries Alliance Capital Management L.P. and The Equitable Life Assurance Society of the United States. AXA Financial, Inc. acts as a parent holding company to Alliance Capital Management L.P., an investment advisor registered under Section 203 of the Investment Advisors Act of 1940 and The Equitable Life Assurance Society of the United States, an insurance company and an investment advisor registered under Section 203 of the Investment Advisors Act of 1940. The 2,163,210 shares beneficially owned by Mutuelles AXA and AXA reflect 451,410 shares owned by AXA Rosenberg Investment Management LLC, 1,572,900 shares acquired by Alliance Capital Management L.P. on behalf of client discretionary investment advisory accounts, and 138,900 shares acquired by The Equitable

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Life Assurance Society of the United States. The address for AXA Financial, Inc. is 1290 Avenue of the Americas, New York, New York 10104.

(13)

Based on a Schedule 13G, dated February 14, 2004, filed by Janus Capital Management LLC ("Janus") with the SEC, which indicates that Janus has an indirect 100% ownership stake in Bay Isle Financial LLC ("Bay Isle") and an indirect 50.1% ownership stake in Enhanced Investment Technologies LLC ("INTECH"). Janus, Bay Isle and INTECH are registered investment advisers, each furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients (collectively referred to herein as "Managed Portfolios"). As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, Janus may be deemed to be the beneficial owner of shares of our common stock held by such Managed Portfolios. The address for Janus is 100 Fillmore Street, Denver, Colorado 80206-4923.

### Equity Compensation Plan Information

The following table sets forth information with respect to our common stock that may be issued upon the exercise of stock options under our stock option plans as of December 31, 2003.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans(Excluding Securities Reflected in Column(a))
Equity Compensation Plans Approved by Stockholders	3,516,260	\$ 8.37	3,566,724
Equity Compensation Plans Not Approved by Stockholders			
<b>Total</b>	<b>3,516,260</b>	<b>\$ 8.37</b>	<b>3,566,724</b>

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We are party to a management agreement with entities directly controlled by Thayer Capital Partners and Brockway Moran & Partners. We paid these entities \$258,000 in financial advisory fees in connection with our February 2002 public offering, and a \$500,000 financial advisory fee and \$40,000 for certain out-of-pocket expenses in connection with our December 2002 acquisition of Advanced Circuits. The management agreement requires us to pay these entities a financial advisory fee of 1.5% of the first \$50,000,000 of the proceeds or value of any transaction with respect to which the three entities render financial advisory services to the Company, and 1% of any amount of proceeds or value in excess of \$50,000,000 until such time as these entities and their affiliates, on a combined basis, own less than 25% of our total outstanding voting stock. Following our public offering in September 2003, Thayer Capital Partners and Brockway Moran & Partners and their affiliates no longer own 25% of our total outstanding voting stock, and accordingly we are no longer obligated to pay them financial advisory fees.

We had a consulting and management services agreement with Pyxis Partnership, an entity controlled by Kenneth L. Shirley, a member of our board of directors through November 2002. Pyxis provided certain management and consulting services for which we paid Pyxis approximately \$168,000 for these services in 2002.



**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

KPMG LLP served as our independent auditors for the year ended December 31, 2003 and will serve in that capacity for the 2004 fiscal year.

**Fees Charged by Independent Auditors**

The following is a summary of fees, all of which were approved by the audit committee, billed by KPMG LLP for audit and other professional services during the period from May 14, 2002 through December 31, 2003:

	<u>2002</u>	<u>2003</u>
Audit fees	\$ 219,000	\$ 500,000
Audit-related fees	110,000	
Tax fees	17,000	63,000
All other fees		
	<u>                    </u>	<u>                    </u>
Total	\$ 346,000	\$ 563,000
	<u>                    </u>	<u>                    </u>

"Audit fees" for 2003 include fees related to our secondary offering completed in September 2003. "Audit-related fees" include employee benefit plan audit fees and due diligence assistance and accounting consultation on proposed transactions. "Tax fees" include tax return preparation and consultation on various tax issues.

The following is a summary of fees, all of which were approved by the audit committee, billed by Arthur Andersen LLP for audit and other professional services during the period from January 1, 2002 through May 14, 2002:

	<u>2002</u>
Audit fees	\$ 212,000
Audit-related fees	1,000
Tax fees	6,000
All other fees	
	<u>                    </u>
Total	\$ 219,000
	<u>                    </u>

"Audit fees" for 2002 include fees related to our secondary offering completed in February 2002. "Audit-related fees" include fees for employee benefit plan audit and consultation on various accounting issues. "Tax fees" include tax return preparation and consulting fees.

**Pre-Approval Policy for Independent Auditor's Fees**

In 2003, our Audit Committee adopted a formal policy concerning pre-approval of audit and non-audit services to be provided by our independent auditors. The policy requires that all proposed services to be provided by KPMG LLP must be pre-approved by the audit committee before any services are performed. This policy includes all audit, tax and consulting services that KPMG LLP may provide to the Company. In evaluating whether to engage KPMG LLP for non-audit services, our Audit Committee considers whether the performance of services other than audit services is compatible with maintaining the independence of KPMG LLP.

**PART IV**

**ITEM 15. EXHIBITS AND REPORTS ON FORM 8-K**

**(a) Financial Statements and Financial Statement Schedule**

(1) Financial Statements are listed in the Index to Financial Statements on page F-1 of this Report.

(2) Financial Statement Schedule:

Schedule II Valuation and Qualifying Accounts are set forth on page S-3 of this Report.

Other schedules are omitted because they are not applicable, not required, or because required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits

**(b) Reports on Form 8-K**

On October 21, 2003, the Company filed a Current Report on Form 8-K with the text of its press release announcing third quarter results.

**(c) Exhibits**

Exhibit Number	Exhibits
2.1	Form of Plan of Reorganization.(1)
2.2	Recapitalization and Stock Purchase Agreement dated as of December 15, 1998 by and among Circuit Holdings, LLC, the Registrant and Lewis O.Coley, III, the Colleen Beckdolt Trust No. 2 and the Ian Lewis Coley Trust No. 2.(1)
2.3	Stock Purchase Agreement between Honeywell Electronic Materials, Inc. and TTM Technologies, Inc. dated as of December 24, 2002(4)
3.1	Registrant's Amended Articles of Incorporation.(1)
3.2	Registrant's Amended Bylaws.(1)
4.1	Form of Registrant's common stock certificate.(1)
4.2	Registration Rights Agreement dated as of December 15, 1998 among the Registrant, Lewis O. Coley, III and Circuit Holdings, LLC.(1)
4.3	Registration Rights Agreement dated as of July 13, 1999 among the Registrant and certain Purchasers listed on Schedule I thereto.(1)
4.4	Registration Rights Agreement dated as of July 13, 1999 among the Registrant and certain Purchasers of Warrants listed on Schedule I thereto.(1)
4.5	Subscription Agreement dated as of July 13, 1999 among the Registrant and Purchasers of Company Common Stock listed on Schedule I thereto.(1)
10.1	Amended and Restated Credit Agreement dated as of September 29, 2000 among the Company, the Domestic Subsidiaries of the Company from time to time parties thereto, the Lender Parties thereto, First Union National Bank, as Administrative Agent, Fleet National Bank, as Syndication Agent, SunTrust Bank, as Documentation Agent, and First Union Capital Markets Corp., as Lead Arranger.(2)

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- 10.2 First Amendment to Amended and Restated Credit Agreement dated as of October 13, 2000 among the Company, the Domestic Subsidiaries of the Company identified as a "Guarantor" on the signature pages thereto, the Lender Parties thereto and First Union National Bank, as Administrative Agent.(2)
- 10.3 Second Amendment to Amended and Restated Credit Agreement dated as of December 21, 2001 among the Company, the Domestic Subsidiaries of the Company identified as a "Guarantor" on the signature pages thereto, the Lender Parties thereto and First Union National Bank, as Administrative Agent.(3)
- 10.4 Consent dated December 17, 2002 among the Company, the Domestic Subsidiaries of the Company identified as a "Guarantor" on the signature pages thereto, the Lender Parties thereto and First Union National Bank, as Administrative Agent(6)
- 10.5 Third Amendment to Amended and Restated Credit Agreement dated April 30, 2003 among the Company, the Domestic Subsidiaries of the Company identified as a "Guarantor" on the signature pages thereto, and the Lender Parties thereto and Wachovia Bank, as Administrative Agent.(5)
- 10.6 Amended, Restated and Consolidated Management and Consulting Agreement among the Registrant, T.C. Management L.L.C., T.C. Management IV, L.L.C. and Brockway Moran & Partners Management, L.P.(1)
- 10.7 Employment Agreement dated as of August 3, 2000 between the Registrant and Kenton K. Alder.(1)
- 10.8 Offer Letter dated as of February 25, 2000 between the Registrant and Stacey M. Peterson.(1)
- 10.9 Amended and Restated Management Stock Option Plan.(1)
- 10.10 Form of Management Stock Option Agreement.(1)
- 10.11 Form of 2000 Equity Compensation Plan.(1)
- 10.12 Form of Indemnification Agreement with directors, officers and key employees.(1)
- 10.13 Lease Agreement dated as of July 19, 1995 between the Port of Skagit County and the Registrant.(1)
- 10.14 Statutory Warranty Deeds for Redmond Facility.(1)
- 21.1 Subsidiaries of the Registrant
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Arthur Andersen LLP.
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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- (1) Incorporated by reference to the Registration Statement on Form S-1 (Registration No. 333-39906) as filed with the Securities and Exchange Commission (the "Commission") and declared effective on September 20, 2000.
- (2) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q as filed with the Commission on November 16, 2000.
- (3) Incorporated by reference to the Registration Statement on Form S-3 (Registration No. 333-75796) as filed with the Commission and declared effective on February 22, 2002.
- (4) Incorporated by reference to the Registrant's Form 8-K as filed with the Commission on December 27, 2002.
- (5) Incorporated by reference to the Registrant's Form S-3 as filed with the Commission and declared effective on September 17, 2003.
- (6) Incorporated by reference to the Registrant's Form 10-K as filed with the Commission on March 31, 2003.



**TTM TECHNOLOGIES, INC.**

**Index to Consolidated Financial Statements and Schedule**

Independent Auditors' Report	F-2
Report of Independent Public Accountants	F-3
Consolidated Balance Sheets as of December 31, 2002 and 2003	F-4
Consolidated Statements of Operations for the Years Ended December 31, 2001, 2002 and 2003	F-5
Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2001, 2002 and 2003	F-6
Consolidated Statements of Cash Flows for the Years Ended December 31, 2001, 2002 and 2003	F-7
Notes to Consolidated Financial Statements	F-8
Independent Auditors' Report on Consolidated Financial Statement Schedule	S-1
Report of Independent Public Accountants on Consolidated Financial Statement Schedule	S-2
Schedule II Valuation and Qualifying Accounts	S-3

**Independent Auditors' Report**

The Board of Directors and Shareholders of  
TTM Technologies, Inc.:

We have audited the accompanying consolidated balance sheets of TTM Technologies, Inc. and subsidiaries as of December 31, 2002 and 2003, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. The accompanying consolidated statements of operations, shareholders' equity, and cash flows for the year ended December 31, 2001, were audited by other auditors who have ceased operations. Those auditors expressed an unqualified opinion on those financial statements, before the revision described in Note 2 to the consolidated financial statements, in their report dated January 24, 2002.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of TTM Technologies, Inc. and subsidiaries as of December 31, 2002 and 2003, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed above, the 2001 consolidated financial statements of TTM Technologies, Inc. and subsidiaries were audited by other auditors who have ceased operations. As discussed in Note 2, these consolidated financial statements have been revised to include the transitional disclosures required by Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, which was adopted by the Company as of January 1, 2002. In our opinion, the transitional disclosures for 2001 in Note 2 are appropriate. However, we were not engaged to audit, review, or apply any procedures to the 2001 consolidated financial statements of TTM Technologies, Inc. and subsidiaries other than with respect to such disclosures and, accordingly, we do not express an opinion or any other form of assurance on the 2001 consolidated financial statements taken as a whole.

/s/ KPMG LLP

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Salt Lake City, Utah  
January 28, 2004

F-2

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This is a copy of the audit report previously issued by Arthur Andersen LLP in connection with the Company's consolidated financial statements as of December 31, 2001 and 2000 and for each of the years in the three-year period ended December 31, 2001. This audit report has not been reissued by Arthur Andersen LLP since Arthur Andersen LLP has ceased operations. The 2001 consolidated financial statements have been revised to include the transitional disclosures required by Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, which was adopted by the Company as of January 1, 2002.

### Report of Independent Public Accountants

To TTM Technologies, Inc.:

We have audited the accompanying consolidated balance sheets of TTM Technologies, Inc. and subsidiary as of December 31, 2000 and 2001, and the related consolidated statements of operations, shareholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of TTM Technologies, Inc. and subsidiary as of December 31, 2000 and 2001, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2001 in conformity with accounting principles generally accepted in the United States.

/s/ ARTHUR ANDERSEN LLP

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Salt Lake City, Utah  
January 24, 2002

F-3

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## TTM TECHNOLOGIES, INC.

## Consolidated Balance Sheets

As of December 31, 2002 and 2003

(In thousands)

	<u>2002</u>	<u>2003</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 18,879	\$ 24,237
Short-term investments		7,508
Accounts receivable, net of allowances of \$4,008 and \$3,734, respectively	17,913	28,519
Inventories, net	10,485	8,617
Prepaid expenses and other	3,083	1,129
Assets held for sale	2,797	2,308
Income taxes receivable	5,230	830
Deferred income taxes	1,867	1,739
	<u>60,254</u>	<u>74,887</u>
Property, plant and equipment, at cost:		
Land	4,932	4,932
Machinery and equipment	53,075	55,960
Buildings and improvements	13,881	14,316
Furniture and fixtures	390	409
Automobiles	124	102
Construction-in-process	546	895
	<u>72,948</u>	<u>76,614</u>
Less accumulated depreciation	(27,379)	(33,078)
	<u>45,569</u>	<u>43,536</u>
Other assets:		
Debt issuance costs, net of accumulated amortization of \$157 and \$254, respectively	49	187
Deferred income taxes	14,442	10,343
Goodwill, net	63,153	63,153
Definite-lived intangibles, net of accumulated amortization of \$4,164 and \$5,424, respectively	13,865	12,955
Deposits and other	174	796
	<u>91,683</u>	<u>87,434</u>
	<u>\$ 197,506</u>	<u>\$ 205,857</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 2,222	\$ 4,444
Accounts payable	12,540	7,862
Accrued salaries, wages and benefits	3,773	7,964



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	<u>2002</u>	<u>2003</u>
Other accrued expenses	752	1,188
Current portion other long-term liabilities	562	1,077
<b>Total current liabilities</b>	<b>19,849</b>	<b>22,535</b>
Long-term debt, less current maturities	7,778	3,333
Other long-term liabilities, less current portion	2,453	1,662
<b>Total long-term liabilities</b>	<b>10,231</b>	<b>4,995</b>
<b>Commitments and contingencies (Note 8)</b>		
<b>Shareholders' equity:</b>		
Common stock, no par value; 100,000 shares authorized, 39,724 and 40,475 shares issued and outstanding, respectively	149,936	153,256
Retained earnings	17,664	25,106
Deferred stock-based compensation	(174)	(35)
<b>Total shareholders' equity</b>	<b>167,426</b>	<b>178,327</b>
	<b>\$ 197,506</b>	<b>\$ 205,857</b>

See accompanying notes to consolidated financial statements.

## TTM TECHNOLOGIES, INC.

## Consolidated Statements of Operations

For the Years Ended December 31, 2001, 2002 and 2003

(In thousands, except per share data)

	2001	2002	2003
Net sales	\$ 128,989	\$ 88,989	\$ 180,317
Cost of goods sold	92,235	78,456	145,694
<b>Gross profit</b>	<b>36,754</b>	<b>10,533</b>	<b>34,623</b>
Operating expenses:			
Selling and marketing	7,272	6,447	10,858
General and administrative	5,435	5,519	11,696
Amortization of intangibles	4,808	1,202	1,202
Restructuring charges		3,859	649
<b>Total operating expenses</b>	<b>17,515</b>	<b>17,027</b>	<b>24,405</b>
Operating income (loss)	19,239	(6,494)	10,218
Other income (expense):			
Interest expense	(2,644)	(1,084)	(583)
Amortization of debt issuance costs	(41)	(105)	(97)
Interest income and other, net	629	694	352
<b>Total other expense, net</b>	<b>(2,056)</b>	<b>(495)</b>	<b>(328)</b>
Income (loss) before income taxes and extraordinary item	17,183	(6,989)	9,890
Income tax (provision) benefit	(6,189)	2,278	(3,901)
Income (loss) before extraordinary item	10,994	(4,711)	5,989
Extraordinary gain		6,296	1,453
<b>Net income</b>	<b>\$ 10,994</b>	<b>\$ 1,585</b>	<b>\$ 7,442</b>
Basic earnings per share:			
Income (loss) before extraordinary item	\$ 0.29	\$ (0.12)	\$ 0.15
Extraordinary gain		0.16	0.04
<b>Net income</b>	<b>\$ 0.29</b>	<b>\$ 0.04</b>	<b>\$ 0.19</b>
Diluted earnings per share:			
Income (loss) before extraordinary item	\$ 0.28	\$ (0.12)	\$ 0.15
Extraordinary gain		0.16	0.03

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	<u>2001</u>	<u>2002</u>	<u>2003</u>
Net income	\$ 0.28	\$ 0.04	\$ 0.18

See accompanying notes to consolidated financial statements.

F-5

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## TTM TECHNOLOGIES, INC.

## Consolidated Statements of Shareholders' Equity

For the Years Ended December 31, 2001, 2002 and 2003

(In thousands)

	Common Stock		Retained Earnings	Deferred Stock-Based Compensation	Total
	Shares	Amount			
Balance, December 31, 2000	37,349	\$ 132,937	\$ 5,085	\$ (280)	\$ 137,742
Amortization of deferred stock-based compensation				52	52
Exercise of common stock options	293	814			814
Income tax benefit from options exercised		477			477
Net income			10,994		10,994
Balance, December 31, 2001	37,642	134,228	16,079	(228)	150,079
Amortization of deferred stock-based compensation				54	54
Shares sold in secondary public offering, net of offering costs	2,025	15,283			15,283
Shares repurchased in stock buyback program	(122)	(234)			(234)
Exercise of common stock options	179	471			471
Income tax benefit from options exercised		188			188
Net income			1,585		1,585
Balance, December 31, 2002	39,724	149,936	17,664	(174)	167,426
Amortization of deferred stock-based compensation				139	139
Shares sold in secondary public offering, net of offering costs	200	1,724			1,724
Exercise of common stock options	551	1,596			1,596
Net income			7,442		7,442
Balance, December 31, 2003	40,475	\$ 153,256	\$ 25,106	\$ (35)	\$ 178,327

See accompanying notes to consolidated financial statements.

## TTM TECHNOLOGIES, INC.

## Consolidated Statements of Cash Flows

For the Years Ended December 31, 2001, 2002 and 2003

(In thousands)

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Cash flows from operating activities:			
Net income	\$ 10,994	\$ 1,585	\$ 7,442
Adjustments to reconcile net income to net cash provided by operating activities:			
Extraordinary gain		(6,296)	(1,453)
Depreciation of property, plant and equipment	8,294	8,761	7,774
Net loss (gain) on sale of property, plant and equipment	158	30	(92)
Amortization of goodwill and other intangible assets	4,808	1,202	1,260
Amortization of deferred stock-based compensation	52	54	139
Amortization of debt issuance costs	41	105	97
Non-cash interest imputed on other long-term liabilities			149
Non-cash restructuring charge for impairment of building and equipment		1,838	446
Deferred income taxes	2,513	3,004	4,227
Changes in operating assets and liabilities, net of effects of acquisition:			
Accounts receivable, net	22,482	3,422	(10,050)
Inventories, net	3,767	1,796	1,939
Prepaid expenses and other	154	(1,817)	2,523
Income taxes receivable	(4,311)	(254)	4,400
Accounts payable	(4,123)	(3,171)	(4,073)
Income taxes payable	(3,256)		
Accrued salaries, wages and benefits and other accrued expenses	(3,328)	(248)	3,854
	<u>38,245</u>	<u>10,011</u>	<u>18,582</u>
Cash flows from investing activities:			
Purchase of property, plant and equipment and equipment deposits	(13,281)	(7,674)	(6,564)
Purchase of intangibles			(350)
Purchases of short-term investments			(8,508)
Proceeds from sales of short-term investments			1,000
Acquisition of Advanced Circuits		(860)	
Proceeds from sale of property, plant and equipment	105	17	335
	<u>(13,176)</u>	<u>(8,517)</u>	<u>(14,087)</u>
Cash flows from financing activities:			
Principal payments on long-term debt	(10,687)	(22,625)	(2,222)
Sale of common stock for cash, net of offering costs		15,283	1,724
Proceeds from exercise of common stock options	814	471	1,596
Shares repurchased in stock buyback plan		(234)	
Payment of debt issuance costs			(235)
	<u>(9,873)</u>	<u>(7,105)</u>	<u>863</u>
Net cash provided by (used in) financing activities	(9,873)	(7,105)	863

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	2001	2002	2003
	<u>          </u>	<u>          </u>	<u>          </u>
	<u>          </u>	<u>          </u>	<u>          </u>
Net increase (decrease) in cash and cash equivalents	15,196	(5,611)	5,358
Cash and cash equivalents at beginning of year	9,294	24,490	18,879
	<u>          </u>	<u>          </u>	<u>          </u>
Cash and cash equivalents at end of year	\$ 24,490	\$ 18,879	\$ 24,237
	<u>          </u>	<u>          </u>	<u>          </u>
Supplemental cash flow information:			
Cash paid for interest	\$ 2,663	\$ 1,060	\$ 439
Cash paid (refunded) for income taxes	11,103	(5,104)	(5,705)

See accompanying notes to consolidated financial statements.

**TTM TECHNOLOGIES, INC.**

**Notes to Consolidated Financial Statements**

**(Dollars and shares in thousands, except per share data)**

**(1) Nature of Operations and Basis of Presentation**

TTM Technologies, Inc. (the "Company"), formerly Pacific Circuits, Inc., was incorporated under the laws of the State of Washington on March 20, 1978. In July 1999, Power Circuits, Inc. was acquired, and on December 26, 2002, Honeywell Advanced Circuits, Inc., renamed to TTM Advanced Circuits, Inc., ("Advanced Circuits") was acquired, and both became wholly-owned subsidiaries of TTM Technologies, Inc. TTM Technologies, Inc. and its wholly-owned subsidiaries are collectively referred to as "the Company." The Company is a manufacturer of complex printed circuit boards used in sophisticated electronic equipment. The Company sells to a variety of customers located both within and outside of the United States of America.

**(2) Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Principles of Consolidation**

The consolidated financial statements include the accounts of TTM Technologies, Inc. and its wholly-owned subsidiaries, Power Circuits, Inc. and TTM Advanced Circuits, Inc. All intercompany accounts and transactions have been eliminated in consolidation.

**Revenue Recognition**

The Company derives its revenue primarily from the sale of printed circuit boards using customer supplied engineering and design plans and recognizes revenues when persuasive evidence of a sales arrangement exists, the sales terms are fixed and determinable, title and risk of loss has transferred, and collectibility is reasonably assured generally when products are shipped to the customer, except in situations in which title passes upon receipt of the products by the customer. In this case, revenues are recognized upon notification that customer receipt has occurred. The Company does not have customer acceptance provisions, but it does provide its customers a limited right of return for defective printed circuit boards. The Company accrues an estimated amount for sales returns and allowances related to defective printed circuit boards at the time of sale based on its ability to estimate sales returns and allowances using historical information. As of December 31, 2002 and 2003, the reserve for sales returns and allowances was \$3,081 and \$2,994, respectively, which is included as a reduction to accounts receivable, net. For the years ended December 31, 2001, 2002 and 2003, the provision for sales returns and allowances, which is recorded as a reduction to net sales, was 1.0%, 1.4% and 1.6% of gross sales, respectively.

Shipping and handling fees are included as part of net sales. The related freight costs and supplies associated with shipping products to customers are included as a component of cost of goods sold.

**Cash and Cash Equivalents**

The Company considers highly liquid investments with original maturities to the Company of three months or less to be cash equivalents. Cash and cash equivalents consist primarily of interest-bearing bank accounts and short-term debt securities. As of December 31, 2002 and 2003, the Company had \$16,258 and \$22,458, respectively, in short-term interest-bearing securities.

**Short-term Investments**

The Company considers highly liquid investments with a maturity of more than three months and less than one year to be short-term investments. Debt securities that the Company has the ability and intent to hold until maturity are accounted for as held-to-maturity securities and are carried at amortized cost. Investments in held-to-maturity debt securities were carried at amortized cost which approximated fair market value and consist of corporate notes totaling \$3,995, federal agency securities totaling \$2,010, and municipal notes totaling \$1,503 at December 31, 2003.

**Inventories**

Inventories are stated at the lower of cost (determined on a first-in, first-out basis) or market. Provision is made to reduce excess and obsolete inventories to their estimated net realizable value. Inventories as of December 31, 2002 and 2003 consist of the following:

	<u>2002</u>	<u>2003</u>
Raw materials	\$ 2,956	\$ 2,076
Work-in-process	5,459	5,412
Finished goods	2,070	1,129
	<u>\$ 10,485</u>	<u>\$ 8,617</u>

**Property, Plant and Equipment**

Property, plant and equipment are recorded at cost. Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets. The Company uses the following estimated useful lives:

Buildings and improvements	10 - 40 years
Machinery and equipment	3 - 10 years
Furniture and fixtures	5 - 7 years
Automobiles	5 years

Upon retirement or other disposition of property, plant and equipment, the cost and related accumulated depreciation are removed from the accounts. The resulting gain or loss is included in the determination of income. Major renewals and betterments are capitalized and depreciated over their estimated useful lives while minor expenditures for maintenance and repairs are charged to expense as incurred.

**Debt Issuance Costs**

Debt issuance costs are amortized to expense over the period of the underlying indebtedness using the effective interest rate method, adjusted to give effect to any early repayments. During 2002, the Company repaid indebtedness in connection with the acquisition of Advanced Circuits and wrote off \$63 of unamortized debt issuance costs.



## Goodwill

Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets," which requires that the Company allocate its goodwill to its various reporting units and determine the carrying value of those businesses. The Company's goodwill resulted from its acquisition of Power Circuits in July 1999. The Company has three reporting units consistent with the nature of its operations, however, all of its goodwill is allocated to one reporting unit. Goodwill is no longer amortized but is tested for impairment annually or more often if events or circumstances indicate a potential impairment exists. Goodwill is tested for impairment using a two-step process. The first step of the goodwill impairment test, used to identify potential impairment, compares the estimated fair value of the reporting unit containing goodwill with the related carrying amount. If the estimated fair value of the reporting unit exceeds its carrying amount, the reporting unit's goodwill is not considered to be impaired and the second step of the impairment test is unnecessary. If the reporting unit's carrying amount exceeds its estimated fair value, the second step test must be performed to measure the amount of the goodwill impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill, determined in the same manner as the amount of goodwill recognized in a business combination, with the carrying amount of such goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

The fair value of the Company's Power Circuits reporting unit was determined using a combination of the income approach and the market approach. Under the income approach, the fair value of a reporting unit is calculated based on the present value of estimated future net cash flows. Under the market approach, fair value is estimated based on market multiples of earnings or similar measures for comparable companies.

Based on the results of its first step impairment tests, the Company determined that no impairment of goodwill existed as of January 1, 2002, the date of adoption of SFAS No. 142 and December 31, 2002 and 2003. However, future goodwill impairment tests could result in a charge to earnings. The Company will continue to evaluate goodwill on an annual basis as of the end of the fourth quarter, and whenever events and changes in circumstances indicate that there may be a potential impairment.

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As required by SFAS No. 142, the following transitional disclosures are provided to demonstrate the result of operations as if the provisions of SFAS No. 142 would have been in effect at beginning of fiscal 2001:

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Reported income (loss) before income taxes and extraordinary item	\$ 17,183	\$ (6,989)	\$ 9,890
Add back: goodwill amortization	3,606		
Adjusted income (loss) before income taxes and extraordinary item	20,789	(6,989)	9,890
Adjusted income tax (provision) benefit	(7,487)	2,278	(3,901)
Adjusted income (loss) before extraordinary item	13,302	(4,711)	5,989
Extraordinary gain		6,296	1,453
Adjusted net income	\$ 13,302	\$ 1,585	\$ 7,442
<b>Basic Earnings Per Share:</b>			
Reported income (loss) before extraordinary item	\$ 0.29	\$ (0.12)	\$ 0.15
Goodwill amortization, net of income tax	0.06		
Adjusted income (loss) before extraordinary item	0.35	(0.12)	0.15
Extraordinary gain		0.16	0.04
Adjusted net income	\$ 0.35	\$ 0.04	\$ 0.19
<b>Diluted Earnings Per Share:</b>			
Reported income (loss) before extraordinary item	\$ 0.28	\$ (0.12)	\$ 0.15
Goodwill amortization, net of income tax	0.06		
Adjusted income (loss) before extraordinary item	0.34	(0.12)	0.15
Extraordinary gain		0.16	0.03
Adjusted net income	\$ 0.34	\$ 0.04	\$ 0.18

### Definite-lived intangibles

Definite-lived intangible as of December 31, 2002 and 2003 consist of the following:

	<u>2002</u>	<u>2003</u>
Strategic customer relationships	\$ 18,029	\$ 18,029
Licensing agreement		350
	18,029	18,379
Less accumulated amortization	(4,164)	(5,424)
Definite-lived intangibles, net	\$ 13,865	\$ 12,955

Strategic customer relationships are being amortized using the straight-line method over 15 years, and the licensing agreement for a manufacturing process is being amortized using the straight-line method over 3 years. Amortization expense was \$1,202, \$1,202 and \$1,260 in

2001, 2002 and 2003, respectively.

**Impairment of Long-lived Assets**

Long-lived tangible assets and definite lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the asset or asset groups may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred that indicate possible impairment. The Company uses an estimate of the

F-11

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future undiscounted net cash flows of the related asset or asset group over the remaining life in measuring whether the assets are recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset's carrying value and estimated fair value.

For assets held for sale, the carrying value of these assets is compared to the estimated fair value, less the cost to sell, to determine if recognition of an impairment is required. Until the assets are disposed of, the estimated fair value is reevaluated when related events or circumstances change (see Note 4).

Judgments and assumptions are inherent in the Company's estimate of undiscounted future cash flows used to determine recoverability of an asset and the estimate of an asset's fair value used to calculate the amount of impairment to recognize. The use of alternate judgments and assumptions could result in the recognition of different levels of impairment charges in the financial statements.

### Self Insurance

The Company is primarily self insured for group health insurance benefits provided to employees and purchases insurance to protect against annual claims per individual in excess of \$100 and at the aggregate level which varies with the number of employees and the health plans they select. Self insurance liabilities are estimated for claims incurred but not paid using historical information provided by our insurance carrier and other professionals. The Company accrued \$719 and \$2,084 for self insurance liabilities at December 31, 2002 and 2003, respectively, and these amounts are reflected within accrued salaries, wages and benefits in the accompanying December 31, 2002 and 2003 consolidated balance sheets. During 2003, the Company expanded its self insurance coverage to include employees of Advanced Circuits. Actual claims experience may differ from our estimates.

### Income Taxes

The Company recognizes deferred tax assets or liabilities for expected future tax consequences of events that have been recognized in the financial statements or tax returns. Under this method, deferred tax assets or liabilities are determined based upon the difference between the financial statements and income tax basis of assets and liabilities using enacted tax rates expected to apply when differences are expected to be settled or realized. Deferred tax assets are reviewed for recoverability and the Company records a valuation allowance to reduce its deferred tax assets when it is more likely than not that all or some portion of the deferred tax assets will not be realized.

### Earnings Per Share

Basic earnings per common share ("Basic EPS") excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per common share ("Diluted EPS") reflect the potential dilution that could occur if stock options or other common stock equivalents were exercised or converted into common stock.

The following is a reconciliation of the numerator and denominator used to calculate Basic EPS and Diluted EPS for the years ended December 31, 2001, 2002 and 2003:

	2001			2002			2003		
	Net Income	Shares	Per Share	Net Income	Shares	Per Share	Net Income	Shares	Per Share
Basic EPS	\$ 10,994	37,482	\$ 0.29	\$ 1,585	39,511	\$ 0.04	\$ 7,442	39,993	\$ 0.19
Effect of options and warrants		1,417						1,130	
Diluted EPS	\$ 10,994	38,899	\$ 0.28	\$ 1,585	39,511	\$ 0.04	\$ 7,442	41,123	\$ 0.18

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Stock options to purchase 451, 2,881 and 381 shares of common stock at December 31, 2001, 2002 and 2003, respectively, were not considered in calculating Diluted EPS because the effect would be anti-dilutive.

### Stock-Based Compensation

The Company accounts for stock options issued to employees, officers and directors under Accounting Principles Board Opinion No. 25 and the related interpretations and provides pro forma disclosures as required by SFAS No. 123. Had compensation cost been determined in accordance with SFAS No. 123, the Company's net income and earnings per share for the years ended December 31, 2001, 2002 and 2003, would have been changed to the following pro forma amounts:

	2001	2002	2003
<b>Net income:</b>			
As reported	\$ 10,994	\$ 1,585	\$ 7,442
Add: Amortization of deferred compensation	63	54	139
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	(1,742)	(2,107)	(2,482)
<b>Pro forma net income (loss)</b>	<b>\$ 9,315</b>	<b>\$ (468)</b>	<b>\$ 5,099</b>
<b>Basic earnings per share:</b>			
As reported	\$ 0.29	\$ 0.04	\$ 0.19
Pro forma	0.25	(0.01)	0.13
<b>Diluted earnings per share:</b>			
As reported	0.28	0.04	0.18
Pro forma	0.24	(0.01)	0.12

For pro forma disclosure purposes, the estimated fair value of each option is amortized over the vesting term of the respective option and is determined on the date of grant using the Black-Scholes option-pricing model. The following weighted average assumptions were used for the grants during 2001, 2002 and 2003:

	2001	2002	2003
Expected dividend yield	%	%	%
Risk-free rate	4.7%	3.9%	3.1%
Expected life in years	5	5	5
Expected volatility	138%	119%	109%

The weighted average per share fair value of options granted was \$7.26, \$4.64 and \$9.24 for options granted in 2001, 2002 and 2003, respectively.

### Significant Customers

The Company's customers include both original equipment manufacturers ("OEMs") and electronic manufacturing services companies ("EMS companies"). The Company's OEM customers often direct a significant portion of their purchases through EMS companies.

For the year ended December 31, 2001, one customer accounted for 11% of net sales. For the year ended December 31, 2002, no customer accounted for more than 10% of the net sales. For the year ended December 31, 2003, two customers accounted for 22% and 14% of the Company's net sales. Sales to our 10 largest customers were 42% and 64% of net sales for the years ended December 31, 2002 and 2003, respectively. The loss of one or more major customers or a decline in sales to the

Company's major customers would have a material adverse effect on the Company's financial condition and results of operations.

### **Concentration of Credit Risk**

In the normal course of business, the Company extends credit to its customers, which are concentrated in the computer and electronics instrumentation industries, and some of which are located outside the United States. The Company performs ongoing credit evaluations of customers and does not require collateral. The Company makes judgments as to its ability to collect outstanding trade receivables when collection becomes doubtful. Provisions are made based upon a specific review of significant outstanding invoices, historical collection experience and current economic trends,

For the purposes of evaluating collection risk, the Company considers the credit risk profile of the entity from which the receivable is due. As of December 31, 2002, three customers in the aggregate accounted for 24% of total accounts receivable. As of December 31, 2003, five customers in the aggregate account for 56% of total accounts receivable. If one or more of the Company's significant customers were to become insolvent or were otherwise unable to pay for the manufacturing services provided, it would have a material adverse effect on the Company's financial condition and result of operations.

### **Recent Accounting Pronouncements**

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." In general, SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The adoption of SFAS No. 149 did not have a material impact on the Company's financial position or results of operations.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity". This Statement establishes standards for how a company classifies and measures certain financial instruments with characteristics of both liabilities and equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The Company adopted SFAS No. 150 in the third quarter 2003 and it did not have an impact on the Company's financial position or results of operations.

In November 2002, the FASB Emerging Issues Task Force issued its consensus concerning Revenue Arrangements with Multiple Deliverables ("EITF 00-21"). EITF 00-21 addresses how to determine whether a revenue arrangement involving multiple deliverables should be divided into separate units of accounting, and, if separation is appropriate, how the arrangement consideration should be measured and allocated to the identified accounting units. The guidance in EITF 00-21 is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. The adoption of EITF 00-21 did not have a material impact on the Company's consolidated financial statements.

In January 2003, the FASB issued Financial Interpretation No. 46 ("FIN No. 46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51," which addresses the consolidation by business enterprises of variable interest entities as defined therein and applies immediately to variable interests in variable interest entities created or obtained after January 31, 2003. With respect to variable interest entities created before January 31, 2003, in December 2003 the FASB issued FIN No. 46R which, among other things, revised the implementation date to first fiscal years or interim periods ending March 15, 2004, with the exception of Special Purpose Entities ("SPEs"). The consolidation requirements apply to all SPEs in the first fiscal year or interim period ending after December 15,

2003. We have determined that we do not have any variable interest entities or SPEs and accordingly, the adoption of FIN No. 46 did not impact us and the adoption of FIN No. 46R in the first quarter of 2004 will not impact us.

### Fair Value of Financial Instruments

The carrying amounts of assets and liabilities as reported on the balance sheets at December 31, 2002 and 2003, which qualify as financial instruments, approximate fair value.

### Reclassifications

Expenditures for information technology salaries and expenses of approximately \$1,033 in 2002 have been reclassified from cost of goods sold to general and administrative expenses to conform to the 2003 presentation.

### (3) Acquisition of Advanced Circuits

On December 26, 2002, the Company acquired the stock of Advanced Circuits from Honeywell International, Inc. ("Honeywell"). The purchase price was one dollar. The total cost of the acquisition was approximately \$860 which included \$540 paid to related parties (see Note 11) and \$320 of due diligence and other direct acquisition costs. The acquisition was accounted for under the purchase method of accounting. Accordingly, results of operations of Advanced Circuits are included in the accompanying consolidated financial statements from the date of acquisition. The fair value of the net assets acquired exceeded the cost to purchase Advanced Circuits, resulting in negative goodwill. In accordance with SFAS No. 141, the amount of negative goodwill was allocated proportionately to reduce the assigned values of acquired assets except current assets and deferred income taxes. The remaining unallocated negative goodwill was recorded as an extraordinary gain.

The following sets forth the preliminary allocation made in 2002, after reducing the applicable assets to zero for the effect of negative goodwill, as of December 26, 2002:

Accounts receivable, net	\$ 10,126
Inventories, net	9,156
Other current assets	1,001
Property, plant and equipment	
Deferred income tax assets, net	
Intangible assets	
Accounts payable	(9,850)
Accrued expenses	(1,122)
Customer rebate obligation	(3,015)
	<hr/>
Extraordinary gain recorded in 2002	\$ 6,296
	<hr/>

In connection with the acquisition, the Company was entitled to a reimbursement from Honeywell if Advanced Circuit's working capital, as defined in the agreement, was less than \$13,900. At the closing date, the working capital was less than \$13,900, and the Company made a claim against Honeywell which is reflected as part of other current assets in the preceding table. Additionally, between December 26 and December 31, 2002, Honeywell collected approximately \$689 of the accounts receivable purchased by the Company. Honeywell remitted these collections to the Company subsequent to December 31, 2002. Both the claim against Honeywell and Honeywell's collections of accounts receivable purchased by the Company are reflected as prepaid expenses and other in the accompanying December 31, 2002 consolidated balance sheet. In the quarter ended March 31, 2003, the Company settled its claim against Honeywell in the amount of \$1,400 for the working capital shortfall, which amount was \$570 in excess of the estimated settlement as of December 31, 2002.

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During 2003, the Company resolved several uncertainties concerning certain indemnifications which the Company and Honeywell agreed to resolve subsequent to the closing. The Company also finalized certain preliminary estimates of fair value related to assets acquired and liabilities assumed that were made as of December 31, 2002. In accordance with SFAS No. 141, the Company recorded an additional extraordinary gain of \$1,453 in 2003, of which \$570 related to the working capital shortfall as discussed above.

In connection with the acquisition, the Company became contractually responsible for a rebate obligation to one of Advanced Circuit's customers. Honeywell is responsible to reimburse the Company quarterly for a portion of the rebate obligation when invoiced by the Company. The rebate is based on a percent of net sales to this customer. The Company estimated the amount and timing of future net sales to this customer and applied a discount rate to reflect the net present value of the estimated rebates over the period of time in which the rebates are expected to be paid. The long-term and current portions of the rebate are carried as other long-term liabilities, less current portion and current portion other long-term liabilities, respectively in the accompanying consolidated balance sheets.

In connection with the acquisition, the Company entered into a transition services agreement with Honeywell, whereby Honeywell continued to provide some of the infrastructure services such as various information systems assistance, payroll processing and employee benefits programs for approximately 90 days that had been previously provided to Advanced Circuits. The Company paid approximately \$103 in 2003 for services under the transition services agreement.

The unaudited pro forma information below presents the results of operations for the years ended December 31, 2001 and 2002 as if the Advanced Circuits acquisition occurred at the beginning of 2001, after giving effect to certain adjustments (to remove expenses related to assets not acquired and liabilities not assumed and interest expense and amortization of deferred financing costs related to the incremental pay down of debt and the related income tax effects). The pro forma results have been prepared for comparative purposes only and do not purport to be indicative of what would have occurred had the acquisition been made at the beginning of 2001 or of the results which may occur in the future.

	2001	2002
Net sales	\$ 361,169	\$ 220,567
Loss before extraordinary item	(22,377)	(59,909)
Basic and diluted loss per share before extraordinary item	\$ (0.60)	\$ (1.52)

#### (4) Restructuring Charges

During the second quarter of 2002, the Company reduced its labor force at its Burlington, Washington, facility. During the fourth quarter of 2002, the Company consolidated manufacturing capabilities by closing its Burlington, Washington facility to better manage and control its business. As a result, the Company recorded \$3,859 in total restructuring charges in 2002. These charges included the impairment of the building, property and equipment of \$1,838, employee termination and severance of \$1,459 and other exit costs of \$562 associated with the facility closure. The Company terminated a total of 193 employees which were primarily involved in the manufacturing process. During the first quarter of 2003, a \$203 restructuring charge was taken for severance and other exit charges primarily in connection with the lay off of 45 employees at the Company's Redmond, Washington facility.

During 2002, the Company designated building and equipment with a remaining net book value of \$2,797 as assets held for sale. During 2003, the Company reviewed the fair value of the remaining assets held for sale for possible impairment and recorded an additional impairment charge of \$446. At December 31, 2003, the carrying value of the remaining assets held for sale was \$2,308. These assets have been stated at their estimated fair value less selling costs and the Company is actively marketing



the assets for sale. Due to the inherent uncertainty of the estimates involved, the value of the assets held for sale could change in the near term which could result in an additional impairment charge. The chart below shows the additions to and utilization of the accrued restructuring charges during the years ended December 31, 2002 and 2003.

	<u>Severance</u>	<u>Other Exit Charges</u>	<u>Impairment Charge</u>	<u>Total</u>
2002 Charge	\$ 1,459	\$ 562	\$ 1,838	\$ 3,859
Utilization	(1,134)	(358)	(1,838)	(3,330)
Accrued at December 31, 2002	325	204		529
2003 Charge	200	3	446	649
Utilization	(525)	(117)	(446)	(1,088)
Accrued at December 31, 2003	\$	\$ 90	\$	\$ 90

#### (5) Long-Term Debt

The Company's senior credit facility ("Credit Facility") consists of a term loan and a \$25,000 revolving loan commitment. As of December 31, 2002 and 2003, the Company had \$10,000 and \$7,777, respectively, outstanding on the term loan. As of December 31, 2002 and 2003, the Company did not have any balance outstanding on the revolving loan.

The term loan is payable in equal quarterly installments with the final maturity on September 30, 2005. On December 30, 2002, a prepayment was made on the term loan of \$14,469 in connection with the closing of the acquisition of Advanced Circuits. The revolving loan commitment expires on September 29, 2005. Interest on the revolving loan and the term loan ranges from LIBOR plus 1.5% to 2.5%, or the Alternate Base Rate (as defined in the Credit Facility) plus 0.5% to 1.0%. The amount added to the LIBOR rate or the Alternate Base Rate varies depending upon the Company's leverage ratios as defined in the agreement. At December 31, 2003, the term loan had a weighted average interest rate of 2.71%. The Company pays a quarterly commitment fee ranging from 0.30% to 0.45% on the unused revolving commitment amount. The term loan and the revolving loan are secured by substantially all of the assets of the Company.

The Credit Facility, as amended, contains certain financial and other covenants. These covenants include capital expenditure limits, leverage and fixed charge coverage ratios, consolidated EBITDA and various other covenants. At December 31, 2003, the Company was in compliance with these covenants. In connection with the 2002 acquisition of Advanced Circuits, the Company and its lenders amended the Credit Facility in April 2003 to subject the revolving loan commitment to a borrowing base. At December 31, 2003, the Company's available borrowing capacity under the revolving loan was \$16,905.

The aggregate amount of principal maturities of long-term debt at December 31, 2003 are as follows:

<u>Year Ending December 31,</u>	
2004	\$ 4,444
2005	3,333
	<u>\$ 7,777</u>

#### (6) Common Stock Transactions

##### Secondary Offering

The Company completed a secondary offering in February 2002 and sold a total of 7,245 shares, including the overallotment option of 945 shares, of common stock (2,025 sold by the Company and

5,220 shares sold by the selling shareholders) at a price of \$8.50 per share. The Company received net proceeds of approximately \$15,283, after the underwriting discounts of \$0.446 per share and other secondary offering expenses of approximately \$1,027, which includes a \$258 financial advisory fee paid to TC Management, L.L.C., TC Management IV, L.L.C., and Brockway Moran & Partners Management, L.P. (see Note 11).

The Company completed a secondary offering in September 2003 and sold a total of 12,650 shares, including the overallotment option of 1,650 shares, of common stock (200 sold by the Company and 12,450 shares sold by the selling shareholders) at a price of \$12.00 per share. The Company received net proceeds of approximately \$1,724, after the underwriting discounts of \$0.63 per share and other secondary offering expenses of approximately \$550.

### Stock Repurchase Plan

In October of 2002, the Board of Directors authorized a repurchase of the Company's common stock up to \$10,000. During the year ended December 31, 2002, the Company repurchased and retired 122 shares for a total cost of approximately \$200.

### (7) Income Taxes

The components of the benefit (provision) for income taxes for the years ended December 31, 2001, 2002 and 2003 are:

	<u>2001</u>	<u>2002</u>	<u>2003</u>
<b>Current benefit (provision):</b>			
Federal	\$ (3,674)	\$ 5,284	\$ 467
State	(2)	(2)	(141)
	<u>(3,676)</u>	<u>5,282</u>	<u>326</u>
<b>Deferred benefit (provision):</b>			
Federal	(2,457)	(2,937)	(3,733)
State	(56)	(67)	(494)
	<u>(2,513)</u>	<u>(3,004)</u>	<u>(4,227)</u>
<b>Total benefit (provision)</b>	<b>\$ (6,189)</b>	<b>\$ 2,278</b>	<b>\$ (3,901)</b>

The following is a reconciliation between the statutory federal income tax rate and the Company's effective income tax rates for the years ended December 31, 2001, 2002 and 2003 which are derived by dividing the benefit (provision) for income taxes by (loss) income before income taxes and extraordinary item:

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Statutory federal income tax rate	(34.0)%	34.0%	(34.0)%
State income taxes, net of federal benefit and state tax credits			(4.5)
Other	(2.0)	(1.4)	(0.9)
	<u>(36.0)%</u>	<u>32.6%</u>	<u>(39.4)%</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax

purposes. The significant components of the net deferred tax assets as of December 31, 2002 and 2003 are as follows:

	<u>2002</u>	<u>2003</u>
<b>Deferred tax assets:</b>		
Tax goodwill related to recapitalization	\$ 20,203	\$ 18,102
Property, plant and equipment basis differences	7,357	3,711
Reserves and accruals	3,196	4,189
Net operating loss carryforwards		5,767
State tax credits carryforwards		1,713
Alternative minimum tax credit carryover		144
	<u>30,756</u>	<u>33,626</u>
Less valuation allowance	(11,578)	(17,006)
	<u>19,178</u>	<u>16,620</u>
<b>Deferred tax liabilities:</b>		
Goodwill and intangible asset amortization from Power Circuits, Inc. acquisition	(2,869)	(4,538)
	<u>(2,869)</u>	<u>(4,538)</u>
Net deferred income tax assets	<u>\$ 16,309</u>	<u>\$ 12,082</u>
Current portion	\$ 1,867	\$ 1,739
Long-term portion	14,442	10,343

The primary deferred tax asset, tax goodwill related to recapitalization, is being amortized over a 15-year period in accordance with the provisions of the Internal Revenue Code ("Code"). As a result of the Company's recapitalization in 1998, the Company became a C Corporation and the tax effect of all differences between the tax reporting and financial reporting bases of the Company's net assets was recorded as a net deferred tax asset. The most significant basis difference resulted from a Code section 338(h)(10) tax election made at the time of the recapitalization. This election had the effect of characterizing the recapitalization and stock purchase as an asset purchase for income tax purposes. Therefore, the consideration paid to the former owner in excess of tax basis of the net assets was recorded as tax-deductible goodwill, even though no goodwill was reported for financial reporting purposes.

At December 31, 2003, the Company's federal and state net operating loss carryforwards for income tax purposes were approximately \$15,063 and \$19,322, respectively. If not utilized, the federal net operating loss carryforwards will begin to expire in 2023, and the state net operating loss carryforwards will begin to expire in 2012. Approximately \$119 of the state credit carryovers will begin to expire in 2007, with no expirations on the remaining \$1,594.

Approximately \$3,812 of the federal net operating loss carryforwards is a result of the tax benefit from the 2003 exercise of employee stock options. This resulted in additional deferred tax assets of approximately \$1,296 for which a full valuation allowance has been provided as of December 31, 2003. Accordingly, there was no net impact on shareholders' equity for the year ended December 31, 2003 related to the tax benefit for the exercise of employee stock options. Upon realization of this tax benefit, the reduction in the provided valuation allowance will be reflected as an increase to shareholders' equity.

A valuation allowance is provided when it is more likely than not that all or some portion of the deferred tax assets will not be realized. The increase in the valuation allowance during the year ended December 31, 2003 is due primarily to purchase accounting adjustments to the preliminary estimates of deferred income taxes for the basis differences of the assets acquired and the liabilities assumed in

connection with the acquisition of Advanced Circuits in December 2002 and the valuation allowance provided for the tax benefit from the exercise of employee stock options in 2003.

The Company has determined that a valuation allowance is necessary for the deferred tax assets that are not more likely than not to be realized based on estimates of sources of taxable income. It is possible that the Company's estimates could change in the near term and it may become necessary to record either a full or partial decrease or increase to the valuation allowance in future periods, which would either positively or negatively effect the Company's results of operations, respectively.

## **(8) Commitments and Contingencies**

### **Operating Leases**

The Company leases land, a sales office and equipment under noncancellable operating leases. The land leased by the Company relates to the building in Burlington, Washington that has been classified as held for sale. As of December 31, 2003, future minimum lease payments totaled \$699 and were due as follows: 2004-\$189; 2005-\$136; 2006-\$56; 2007-\$17; 2008-\$17; and thereafter \$284.

Total rent expense for the years ended December 31, 2001, 2002 and 2003 was approximately \$106, \$24 and \$281 respectively.

### **Legal Matters**

During 2001, the Company was advised that it has been added as a defendant in a patent infringement lawsuit filed in the U.S. District Court for the District of Arizona by Lemelson Medical, Education and Research Foundation, Limited Partnership. The suit alleges that the Company has infringed certain "machine vision" and other patents owned by the plaintiff and seeks injunctive relief, unspecified damages for the alleged infringements and payment of the plaintiff's attorneys' fees. Although the ultimate outcome of this matter is not currently determinable, management believes the Company has meritorious defenses to these allegations and, based in part on the licensing terms offered by the Lemelson Partnership, does not expect this litigation to materially impact the Company's results of operations, financial condition or liquidity. Accordingly, the Company has not established a reserve. However, there can be no assurance that the ultimate resolution of this matter will not have a material adverse effect. Furthermore, there can be no assurance that the Company will prevail in any such litigation.

The Company is subject to various other legal matters, which it considers normal for its business activities. Management believes, after consultation with legal counsel, that these matters will not have a material impact on the financial condition, liquidity or results of operations of the Company.

### **Environmental Matters**

The process to manufacture printed circuit boards requires adherence to city, county, state and federal environmental regulations regarding the storage, use, handling and disposal of chemicals, solid wastes and other hazardous materials as well as air quality standards. Management believes that its facilities comply in all material respects with environmental laws and regulations. The Company has in the past received certain notices of violations and has been required to engage in certain minor corrective activities. There can be no assurance that violations will not occur in the future.

## **(9) Stock-Based Compensation Plans**

The Company has adopted the Management Stock Option Plan (the "Plan"). The Plan, as amended in 2000, provides for issuance of a maximum of 5,600 shares of the Company's common stock. Stock options may be granted as "Incentive Stock Options" (as defined by the Internal Revenue Code and awards) or nonqualified options. The exercise price is determined by the compensation

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committee of the Board of Directors and may not be less than the fair market value at the date of the grant. Each option and award shall vest and expire as determined by the compensation committee. Options expire no later than ten years from the grant date. The Plan expires on December 1, 2008. A summary of stock option activity is as follows:

	Options	Weighted Average Exercise Price
Outstanding at December 31, 2000	2,924	\$ 4.63
Granted	172	8.15
Exercised	(293)	2.77
Forfeited	(214)	2.63
Outstanding at December 31, 2001	2,589	5.24
Granted	666	5.59
Exercised	(179)	2.63
Forfeited	(195)	5.08
Outstanding at December 31, 2002	2,881	5.49
Granted	1,399	11.73
Exercised	(551)	2.90
Forfeited	(213)	5.76
Outstanding at December 31, 2003	3,516	\$ 8.37
Exercisable at December 31, 2003	1,262	\$ 5.49

As of December 31, 2003, 2,876 of the 3,516 options outstanding vest equally over five years from the grant date. Options to purchase 32 shares vest on the fifth anniversary of the date of grant. Options to purchase 608 shares vest on the eighth anniversary of the date of grant ("Cliff Vest Options"); however, upon the occurrence of certain events including a sale of shares by the majority shareholder or a merger, a portion of these options will vest earlier based upon the annual rate of return of the common stock, as defined in the agreement.

As a result of sales of the Company's common stock in 2003 by the Company's majority shareholder, 500 of the Cliff Vest Options vested.

A summary of options outstanding and options exercisable as of December 31, 2003 is as follows:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 0.00 - \$4.99	1,695	6.9	\$ 2.98	955	\$ 2.64
\$ 5.00 - \$9.99	107	7.4	7.07	31	7.44
\$ 10.00 - \$14.99	1,333	9.6	13.13	48	10.95
\$ 15.00 and over	381	6.7	16.00	228	16.00
	3,516	7.9	\$ 8.37	1,262	\$ 5.49

During the year ended December 31, 2000, the Company granted 268 options with exercise prices of \$2.63 per share, which was less than the fair value of the common stock at the date of the grant. These grants resulted in deferred stock-based compensation of \$322, which is being amortized over the vesting terms of the options. During the years ended December 31, 2001, 2002 and 2003, the amortization was \$52, \$54 and \$139, respectively.



**(10) Employee Benefit Plan**

The Company has a 401(k) savings plan ("Plan") under which all eligible full-time employees may participate and contribute a percentage of compensation subject to the maximum allowed by the Code. The Plan provides for a discretionary matching contribution of a uniform percent of each participant's annual contribution. However, in applying the uniform percent, only contributions up to 4% of each participant's compensation shall be considered. The Company accrued contributions under the Plan and predecessor plans of \$141, \$207 and \$293 during the years ended December 31, 2001, 2002 and 2003, respectively.

**(11) Related-Party Transactions**

The Company has an agreement with TC Management, L.L.C., TC Management IV, L.L.C. and Brockway Moran & Partners Management, L.P. (collectively, "the Equity Sponsors"), entities owned by certain of the Company's shareholders, which obligates the Company to pay these entities a financial advisory fee of 1.5% of the first \$50,000 of the proceeds or value of any transaction with respect to which the three entities render financial advisory services to the Company, and 1% of any amount of proceeds or value in excess of \$50,000 until such time as these entities and their affiliates, on a combined basis, own less than 25% of the total outstanding voting capital stock of the Company.

In connection with the secondary offering in February 2002, the Company paid the Equity Sponsors a \$258 financial advisory fee.

In connection with the purchase of Advanced Circuits, the Company paid the Equity Sponsors a \$500 financial advisory fee and \$40 for certain out-of-pocket expenses which were accounted for as direct acquisition costs.

In connection with the secondary offering in September 2003 (Note 6), the Equity Sponsors and their affiliates no longer own 25% of the total outstanding voting capital stock of the Company, and the Company is no longer obligated to pay the financial advisory fee previously discussed.

The Company had a consulting and management services agreement with Pyxis Partnership, an entity controlled by Kenneth L. Shirley, one of the Company's directors through November 2002. Pyxis provided certain management and consulting services typical of those provided by a Chief Operating Officer. These services were rendered on behalf of Pyxis primarily by Mr. Shirley. During 2002, the Company paid Pyxis approximately \$168 for these services.

The Company leased facilities from Harbor Building, LLC, a business owned by the former owners of Power Circuits, Inc. and existing shareholders and employees of the Company. In December 2000, the Company exercised an option to purchase the facilities for approximately \$3,413. During the year ended December 31, 2001 an additional \$106 was paid per prior rental agreements.

**(12) Preferred Stock**

The board of directors has the authority, without action to stockholders, to designate and issue preferred stock in one or more series. The board of directors may also designate the rights, preferences and privileges of each series of preferred stock; any or all of which may be superior to the rights of the common stock. As of December 31, 2003, no shares of preferred stock are outstanding.

**(13) Foreign Sales**

Sales representing more than 1% of the Company's net sales by country for the years ended 2001, 2002 and 2003, are as follows:

	<u>2001</u>	<u>2002</u>	<u>2003</u>
United States	\$ 120,486	\$ 83,541	\$ 129,638
Malaysia		1,661	19,985
Italy			13,530
Canada	1,696	1,095	9,214
China	4,019		2,939
Other	2,788	2,692	5,011
	<u>          </u>	<u>          </u>	<u>          </u>
Total	\$ 128,989	\$ 88,989	\$ 180,317
	<u>          </u>	<u>          </u>	<u>          </u>

**(14) Quarterly Financial Information (Unaudited)**

The Company uses a 13-week fiscal quarter accounting period with the first quarter ending on the Monday closest to April 1 and the fourth quarter always ending on December 31. The first and fourth quarters of 2002 and 2003 contained 91 and 92 days, and 90 and 93 days, respectively. Certain 2002 amounts have been reclassified to conform to the 2003 presentation.

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
<b>Year Ended December 31, 2002:</b>				
Net sales	\$ 23,734	\$ 23,287	\$ 20,557	\$ 21,411
Gross profit	2,595	2,192	3,101	2,645
Loss before extraordinary item	(278)	(1,284)	(369)	(2,780)
Net income (loss)	(278)	(1,284)	(369)	3,516
Loss per share before extraordinary item:				
Basic and diluted	\$ (0.01)	\$ (0.03)	\$ (0.01)	\$ (0.07)
Net income (loss) per share:				
Basic and diluted	\$ (0.01)	\$ (0.03)	\$ (0.01)	\$ 0.09
<b>Year Ended December 31, 2003:</b>				
Net sales	\$ 39,634	\$ 41,047	\$ 45,327	\$ 54,309
Gross profit	4,526	6,446	9,456	14,195
Income (loss) before extraordinary item	(974)	432	2,287	4,244
Net income (loss)	(150)	432	2,505	4,655
Income (loss) per share before extraordinary item:				
Basic	\$ (0.02)	\$ 0.01	\$ 0.06	\$ 0.11
Diluted	\$ (0.02)	\$ 0.01	\$ 0.06	\$ 0.10
Net income (loss) per share:				
Basic	\$ (0.00)	\$ 0.01	\$ 0.06	\$ 0.12
Diluted	\$ (0.00)	\$ 0.01	\$ 0.06	\$ 0.11

F-23



**INDEPENDENT AUDITORS' REPORT ON  
CONSOLIDATED FINANCIAL STATEMENT SCHEDULE**

The Board of Directors and Shareholders  
TTM Technologies, Inc.:

Under date of January 28, 2004, we reported on the consolidated balance sheets of TTM Technologies, Inc. and subsidiaries as of December 31, 2002 and 2003, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended, which are included in the TTM Technologies, Inc. Annual Report on Form 10-K. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial schedule as it relates to the years ended December 31, 2002 and 2003 included in the Annual Report on Form 10-K of TTM Technologies, Inc. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this consolidated financial statement schedule based on our audits. The consolidated financial statement schedule for the year ended December 31, 2001 was audited by other auditors who have ceased operations. Those auditors expressed an unqualified opinion on the 2001 consolidated financial statement schedule in their report dated January 24, 2002.

In our opinion, the 2002 and 2003 consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, as of January 1, 2002.

/s/ KPMG LLP

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Salt Lake City, Utah  
January 28, 2004

S-1

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The following is a copy of the audit report previously issued by Arthur Andersen LLP in connection with the Company's consolidated financial statement schedule as of December 31, 2001 and for each of the years in the three-year period ended December 31, 2001. Arthur Andersen LLP has not reissued this audit report since Arthur Andersen LLP has ceased operations.

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To TTM Technologies, Inc.:

We have audited in accordance with auditing standards generally accepted in the United States, the consolidated financial statements included in TTM Technologies, Inc.'s Form 10-K, and have issued our report thereon dated January 24, 2002. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule listed in Item 14(a)(2) is the responsibility of the Company's management and is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

/s/ ARTHUR ANDERSEN LLP

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Salt Lake City, Utah  
January 24, 2002

S-2

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## SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

For the Years Ended December 31, 2003, 2002 and 2001

(In Thousands)

Description	Balance at Beginning of Year	Additions for Acquisition of Advanced Circuits, Inc.	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
Year ended December 31, 2003					
Allowance for doubtful accounts	\$ 927	\$	\$ 262	\$ (449)	\$ 740
Allowance for sales credits	3,081		2,930	(3,017)	2,994
Allowance for excess and obsolete inventories	3,293		649	(2,409)(a)	1,533
Year ended December 31, 2002					
Allowance for doubtful accounts	\$ 1,379	\$ 332	\$ 85	\$ (869)(b)	\$ 927
Allowance for sales credits	1,433	1,937	1,238	(1,527)	3,081
Allowance for excess and obsolete inventories	98	3,243	191	(239)	3,293
Year ended December 31, 2001					
Allowance for doubtful accounts	\$ 2,026	\$	\$ 30	\$ (677)(c)	\$ 1,379
Allowance for sales credits	1,674		1,301	(1,542)	1,433

(a) Includes reversal of \$692 of reserve established in prior year.

(b) Includes reversal of \$166 of reserve established in prior years.

(c) Includes reversal of \$374 of reserve established in prior years.

QuickLinks

[TTM TECHNOLOGIES, INC. ANNUAL REPORT ON FORM 10-K TABLE OF CONTENTS](#)

[Statement Regarding Forward-Looking Statements](#)

[Risk Factors That May Affect Future Results](#)

[Risks Related to Our Company](#)

[PART II](#)

[PART III](#)

[SUMMARY COMPENSATION TABLE](#)

[Option Grants In Last Fiscal Year](#)

[PART IV](#)

[SIGNATURES](#)

[TTM TECHNOLOGIES, INC. Index to Consolidated Financial Statements and Schedule](#)

[Independent Auditors' Report](#)

[Report of Independent Public Accountants](#)

[TTM TECHNOLOGIES, INC. Consolidated Balance Sheets As of December 31, 2002 and 2003 \(In thousands\)](#)

[TTM TECHNOLOGIES, INC. Consolidated Statements of Operations For the Years Ended December 31, 2001, 2002 and 2003 \(In thousands, except per share data\)](#)

[TTM TECHNOLOGIES, INC. Consolidated Statements of Shareholders' Equity For the Years Ended December 31, 2001, 2002 and 2003 \(In thousands\)](#)

[TTM TECHNOLOGIES, INC. Consolidated Statements of Cash Flows For the Years Ended December 31, 2001, 2002 and 2003 \(In thousands\)](#)

[TTM TECHNOLOGIES, INC. Notes to Consolidated Financial Statements \(Dollars and shares in thousands, except per share data\)](#)

[INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT SCHEDULE](#)

[REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS](#)

[SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS For the Years Ended December 31, 2003, 2002 and 2001 \(In Thousands\)](#)