

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 30, 2012

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

OMB APPROVAL

OMB Number: 3235-0060
Expires: March 31, 2014
Estimated average burden
hours per response. . . 5.0

Delaware

(State or other jurisdiction
of incorporation)

001-10716

(Commission
File Number)

38-2687639

(IRS Employer
Identification No.)

39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan
(Address of principal executive offices)

48304
(Zip Code)

Registrant's telephone number, including area code (248) 631-5400

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

TriMas Corporation (the "Corporation") issued a press release and held a teleconference on July 30, 2012, reporting its financial results for the second quarter ending June 30, 2012. A copy of the press release and teleconference visual presentation are attached hereto as exhibits and are incorporated herein by reference. The press release and teleconference visual presentation are also available on the Corporation's website at www.trimascorp.com.

The information furnished pursuant to this Item 2.02, including Exhibits 99.1 and 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Corporation under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished herewith:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release |
| 99.2 | The Corporation's visual presentation titled "Second Quarter 2012 Earnings Presentation" |

SIGNATURES

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

TRIMAS CORPORATION

Date: July 30, 2012 By: /s/ David M. Wathen
Name: David M. Wathen
Title: Chief Executive Officer



CONTACT:

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TRIMAS CORPORATION REPORTS RECORD SECOND QUARTER RESULTS
Company Reports Growth in Sales of 17% and Income⁽¹⁾ of 25%

BLOOMFIELD HILLS, Michigan, July 30, 2012 - TriMas Corporation (NASDAQ: TRS) today announced financial results for the quarter ended June 30, 2012. The Company reported record second quarter net sales from continuing operations of \$338.4 million, an increase of 17.5% compared to second quarter 2011. Second quarter 2012 diluted earnings per share from continuing operations attributable to TriMas Corporation was \$0.44, as compared to \$0.46 during second quarter 2011. Excluding Special Items⁽¹⁾, second quarter 2012 diluted earnings per share from continuing operations would have been \$0.61, a 15.1% improvement from second quarter 2011.

TriMas Highlights

- Reported record second quarter net sales of \$338.4 million, an increase of 17.5% as compared to second quarter 2011, due to the successful execution of numerous growth initiatives and positive results from bolt-on acquisitions.
- Improved both income and diluted earnings per share from continuing operations⁽¹⁾ by 24.7% and 15.1%, respectively, excluding the impact of Special Items, compared to second quarter 2011.
- Issued 4,000,000 shares of common stock for net proceeds of approximately \$79.0 million. Proceeds utilized to redeem \$50 million of higher-cost debt, reduce interest costs and execute bolt-on acquisitions in July to better position businesses in growing end markets.
- Continued to invest in a flexible manufacturing footprint to reduce costs long-term, increase productivity, enhance customer service and drive future growth.
- Received favorable antidumping decision in high pressure steel cylinder business, creating a fairer competitive environment in the United States.
- Today announced an agreement to acquire CIFAL Industrial e Comercial Ltda, a manufacturer and supplier of specialty fasteners and stud bolts for the oil and gas industry, located in São Paulo, Brazil.
- Also announced the acquisition of Trail Com Limited, a market leading distributor of towing accessories and trailer components in New Zealand and Australia.

"Our record second quarter results demonstrate we are successfully executing on our growth strategies in the midst of an uncertain global economy," said David Wathen, TriMas President and Chief Executive Officer. "We achieved sales growth of 17.5% during the second quarter, resulting from the execution of our strategic initiatives including bolt-on acquisitions, product innovation, market share gains and geographic expansion. With pressure in Europe, as well as anticipated slower global economic growth rates, we identify the bright spots where we believe we can capture growth for our businesses. We then execute swiftly and effectively on our new product and geographic expansion programs targeting these areas. In parallel, we must be cost effective to achieve compelling returns on our investments, continue to remain competitive and fund reinvestment."

Wathen continued, "During the second quarter, we also continued to improve our capital structure. In May, we issued four million shares of common stock which enabled us to drive our initiatives at an even faster pace. We utilized the proceeds to redeem a portion of our higher-cost, long-term debt and reduce our interest costs, while decreasing our leverage ratio and improving our liquidity. We are also completing bolt-on acquisitions that better position our businesses in exciting and growing end markets."

"Our disciplined investment in our growth initiatives will continue to be funded by the savings generated from our productivity and lean programs," Wathen stated. "We are investing for the future as we leverage and expand our footprint to not only reduce our costs in the long-term, but also secure additional business and better serve our global customers. While increasing our investments in our businesses and increasing our share count by approximately 10%, we generated \$0.61 in diluted earnings per share from continuing operations⁽¹⁾, a 15.1% improvement from second

quarter 2011. These results are thanks to a strong team of people at TriMas who execute our plans well."

"Looking forward, we continue to expect economic uncertainty and choppy end market demand. Based on our results to date and current expectations, we are increasing our 2012 top-line growth estimate to be between 10% and 14% compared to 2011. We expect full-year 2012 diluted earnings per share from continuing operations to range between \$1.75 and \$1.85 per share, excluding Special Items, despite the increase in share count resulting from the recent equity offering and our projected acquisition-related costs. We continue to be confident in our ability to grow the top-line faster than the economy, create sustainable operating leverage and generate strong cash flow. We are well positioned for the future." Wathen concluded.

Second Quarter Financial Results - From Continuing Operations

- TriMas reported record second quarter net sales of \$338.4 million, an increase of 17.5% as compared to \$288.1 million in second quarter 2011. During second quarter, net sales increased in five of the six reportable segments, primarily as a result of additional sales from bolt-on acquisitions, market share gains, new product introductions, and geographic expansion as compared to second quarter 2011. The net sales increase was partially offset by approximately \$3.3 million of unfavorable currency exchange, primarily in our Packaging and Cequent Asia Pacific segments.
- The Company reported operating profit of \$43.2 million in second quarter 2012. Excluding Special Items⁽¹⁾ related to footprint consolidation and relocation projects within the Cequent segments, second quarter 2012 operating profit would have been \$46.2 million, as compared to \$40.8 million during second quarter 2011, primarily as a result of higher sales levels. Second quarter 2012 operating profit margin was impacted by unfavorable product mix, including the effect of the decline in European product sales in the Packaging segment, lower margins associated with the recent acquisitions in the Packaging segment and higher costs associated with our global growth initiatives in the Energy segment. The Company continued to generate significant savings from capital investments, productivity projects and lean initiatives, which funded investment in growth initiatives and offset economic cost increases.
- Excluding noncontrolling interests related to Arminak & Associates, second quarter 2012 income from continuing operations was \$16.7 million⁽¹⁾, or \$0.44 per diluted share, compared to income from continuing operations of \$16.0 million, or \$0.46 per diluted share, during second quarter 2011. Excluding Special Items⁽¹⁾, second quarter 2012 income from continuing operations would have been \$23.0 million, an improvement of 24.7%, and diluted earnings per share would have been \$0.61, a 15.1% improvement from second quarter 2011.
- The Company reported Free Cash Flow (defined as Cash Flow from Operating Activities less Capital Expenditures) of \$19.3 million for second quarter 2012, compared to \$15.1 million in second quarter 2011. The Company expects to generate between \$40 million and \$50 million in Free Cash Flow for 2012, while increasing its capital expenditure investments for future growth and productivity programs.

Financial Position

In May 2012, TriMas issued 4,000,000 shares of its common stock via a public offering at a price of \$20.75 per share. Net proceeds from the offering, after deducting underwriting discounts, commissions and offering expenses, totaled approximately \$79.0 million. These proceeds are being used for a combination of bolt-on acquisitions, investments in growth and productivity programs and debt reduction. Approximately \$54.9 million of the proceeds were utilized to partially redeem the Company's 9¾% senior secured notes. As of June 30, 2012, TriMas reported total indebtedness of \$420.8 million, as compared to \$469.9 million as of December 31, 2011 and \$478.4 million as of June 30, 2011. TriMas ended the second quarter with \$221.0 million of cash and aggregate availability under its revolving credit and accounts receivable facilities.

Business Segment Results - From Continuing Operations⁽²⁾

Packaging - (Consists of Rieke Corporation including Arminak & Associates, Innovative Molding and the foreign subsidiaries of Englass, Rieke Germany, Rieke Italia and Rieke China)

Net sales for second quarter increased 47.6% compared to the year ago period as a result of the acquisitions of Innovative Molding in August 2011 and Arminak in February 2012. Specialty systems product sales unrelated to the acquisitions increased primarily due to additional demand from North American dispensing customers. These sales increases were partially offset by a decrease in sales of industrial closures, rings and levers, primarily due to lower sales levels in Europe as a result of current weak economic conditions, and the impact of unfavorable currency exchange. Operating profit for the quarter increased primarily due to higher sales levels as a result of the acquisitions,

which were partially offset by higher selling, general and administrative costs related to the acquisitions. Operating profit and the related margin percentage was further impacted by a less favorable product sales mix in the quarter as Innovative Molding and Arminak businesses had lower margins than the remainder of the Packaging business. The Company continues to develop specialty dispensing and closure applications for growing end markets, including personal care, cosmetic, pharmaceutical, nutrition and food/beverage, and expand into complementary products.

Energy - (Consists of Lamons)

Second quarter net sales increased 11.9% compared to the year ago period due to continued market share gains within our highly-engineered bolt product line and additional sales generated by newer branches. This segment also benefited from higher levels of turnaround activity at refineries and petrochemical plants. Second quarter operating profit and the related margin percentage decreased primarily due to increased sales at newer branches, which typically have lower margins due to more aggressive market pricing and additional launch costs, operating inefficiencies to meet fluctuating customer demand, a less favorable product sales mix and higher selling, general and administrative costs in support of branch expansion. The Company continues to grow its sales and service branch network in support of its global customers.

Aerospace & Defense - (Consists of Monogram Aerospace Fasteners and NI Industries)

Net sales for the second quarter decreased 9.4% compared to the year ago period, as improved demand for blind bolts and temporary fasteners from aerospace distribution customers resulting from new programs with airplane frame manufacturers was more than offset by significantly lower sales in the defense business related to decreased activity associated with managing the relocation to and establishment of the new U.S. Army's shell manufacturing facility. Second quarter operating profit was relatively flat and the related margin percentage increased primarily due to the fact that the aerospace product sales comprised a larger percentage of the total sales for this segment, with aerospace products yielding significantly higher margins than the defense facility relocation contract. In addition, the aerospace business benefited from productivity and manufacturing efficiency gains and lower selling, general and administrative expenses. The Company continues to invest in this segment by developing and marketing highly-engineered products for aerospace applications, as well as expanding its offerings to military and defense customers.

Engineered Components - (Consists of Arrow Engine and Norris Cylinder)

Second quarter net sales increased 20.0% compared to the year ago period primarily due to improved demand for engines, gas compression products and other well site content related to enhanced levels of oil drilling activity as compared to 2011 and the successful introduction of additional products for the well-site. Sales of industrial cylinders also increased primarily due to continued market share gains as well as improved economic conditions. Second quarter operating profit and the related margin percentage improved compared to the prior year period primarily due to increased sales levels, productivity initiatives and additional operating leverage in our engine business, partially offset by higher selling, general and administrative expenses in support of growth initiatives. The Company continues to develop new products and expand its international sales efforts.

Cequent Asia Pacific - (Consists of Cequent operations in Australia, New Zealand, Thailand and South Africa)

Net sales for second quarter increased 32.4% compared to the year ago period, due to new business awards in Thailand, the fourth quarter 2011 acquisition in South Africa and improved consumer confidence and vehicle availability following the vehicle supply disruptions resulting from the natural disasters in the region in late 2010 and early 2011, partially offset by the unfavorable impact of currency exchange. Second quarter operating profit and the related margin percentage increased, excluding the costs incurred related to the consolidation of manufacturing facilities, primarily as a result of higher sales volumes. The Company continues to reduce fixed costs and leverage Cequent's strong brand positions to capitalize on growth opportunities in new markets, as evidenced by its recent acquisition in New Zealand.

Cequent North America - (Consists of Cequent Performance Products and Cequent Consumer Products)

Net sales for second quarter increased 7.9% compared to the year ago period, resulting primarily from increased sales within the original equipment, industrial, aftermarket, retail and international channels. Sales increases were the result of market share gains and new product introductions. Second quarter operating profit and the related margin percentage increased primarily due to higher sales levels and decreased selling, general and administrative expenses, excluding the costs incurred related to the relocation of certain production to lower cost countries. The Company continues to reduce fixed costs and leverage Cequent's strong brand positions and new products for increased market share in the United States and faster growing markets.

2012 Outlook

The Company provided updated expectations for full-year 2012 and raised its 2012 sales outlook from an increase of 7% to 10% to a range of 10% to 14% compared to 2011. The Company reaffirmed its 2012 diluted earnings per share (EPS) from continuing operations attributable to TriMas Corporation to be between \$1.75 and \$1.85 per share, excluding any events that may be considered Special Items. In addition, the Company expects 2012 Free Cash Flow, defined as Cash Flow from Operating Activities less Capital Expenditures, to be between \$40 million and \$50 million.

Conference Call Information

TriMas Corporation will host its second quarter 2012 earnings conference call today, Monday, July 30, 2012, at 10:00 a.m. ET. The call-in number is (888) 318-7470. Participants should request to be connected to the TriMas Corporation second quarter 2012 earnings conference call (Conference ID #7687244). The conference call will also be simultaneously webcast via TriMas' website at www.trimascorp.com, under the "Investors" section, with an accompanying slide presentation. A replay of the conference call will be available on the TriMas website or by dialing (888) 203-1112 (Replay Code #7687244) beginning July 30, 2012 at 3:00 p.m. ET through August 6, 2012 at 3:00 p.m. ET.

Cautionary Notice Regarding Forward-looking Statements

Any "forward-looking" statements contained herein, including those relating to market conditions or the Company's financial condition and results, expense reductions, liquidity expectations, business goals and sales growth, involve risks and uncertainties, including, but not limited to, risks and uncertainties with respect to general economic and currency conditions, various conditions specific to the Company's business and industry, the Company's substantial leverage, liabilities imposed by the Company's debt instruments, market demand, competitive factors, supply constraints, material and energy costs, technology factors, litigation, government and regulatory actions, the Company's accounting policies, future trends, and other risks which are detailed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, and in the Company's Quarterly Reports on Form 10-Q. These risks and uncertainties may cause actual results to differ materially from those indicated by the forward-looking statements. All forward-looking statements made herein are based on information currently available, and the Company assumes no obligation to update any forward-looking statements.

In this release, certain non-GAAP financial measures are used. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measure may be found at the end of this this release. Additional information is available at www.trimascorp.com under the "Investors" section.

About TriMas

Headquartered in Bloomfield Hills, Michigan, TriMas Corporation (NASDAQ: TRS) provides engineered and applied products for growing markets worldwide. TriMas is organized into six reportable segments: Packaging, Energy, Aerospace & Defense, Engineered Components, Cequent Asia Pacific and Cequent North America. TriMas has approximately 4,500 employees at more than 60 different facilities in 17 countries. For more information, visit www.trimascorp.com.

⁽¹⁾ Appendix I provides income and diluted earnings per share from continuing operations attributable to TriMas Corporation. The Company presents income from continuing operations and diluted earnings per share from continuing operations attributable to TriMas Corporation and operating profit excluding certain costs, expenses and other charges, collectively described as "Special Items," that are included in the most directly comparable measures under GAAP, but that management considers important in evaluating the Company's or a segment's operating performance, as applicable, including the quality of operating results. Management also believes the exclusion of these Special Items permits evaluation and facilitates the comparison of the results for the Company's core business operations. A reconciliation of these non-GAAP numbers can be found elsewhere in this release, including in Appendix I.

⁽²⁾ Business Segment Results include Operating Profit that excludes the impact of Special Items. For a complete schedule of Special Items by segment, see Appendix "Company and Business Segment Financial Information - Continuing Operations."

TriMas Corporation
Condensed Consolidated Balance Sheet
(Unaudited - dollars in thousands)

| | June 30, 2012 | December 31, 2011 |
|---|---------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 29,280 | \$ 88,920 |
| Receivables, net | 186,720 | 135,610 |
| Inventories | 214,030 | 178,030 |
| Deferred income taxes | 18,510 | 18,510 |
| Prepaid expenses and other current assets | 11,550 | 10,620 |
| Total current assets | 460,090 | 431,690 |
| Property and equipment, net | 173,210 | 159,210 |
| Goodwill | 249,670 | 215,360 |
| Other intangibles, net | 196,570 | 155,670 |
| Other assets | 22,030 | 24,610 |
| Total assets | <u>\$ 1,101,570</u> | <u>\$ 986,540</u> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Current maturities, long-term debt | \$ 8,360 | \$ 7,290 |
| Accounts payable | 169,670 | 146,930 |
| Accrued liabilities | 67,670 | 70,140 |
| Total current liabilities | 245,700 | 224,360 |
| Long-term debt | 412,460 | 462,610 |
| Deferred income taxes | 64,650 | 64,780 |
| Other long-term liabilities | 62,050 | 61,000 |
| Total liabilities | 784,860 | 812,750 |
| Redeemable noncontrolling interests | 25,490 | — |
| Total shareholders' equity | 291,220 | 173,790 |
| Total liabilities and shareholders' equity | <u>\$ 1,101,570</u> | <u>\$ 986,540</u> |

TriMas Corporation
Consolidated Statement of Operations
(Unaudited - dollars in thousands, except per share amounts)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2012 | 2011 | 2012 | 2011 |
| Net sales | \$ 338,430 | \$ 288,090 | \$ 636,000 | \$ 546,650 |
| Cost of sales | (242,540) | (199,800) | (461,200) | (386,540) |
| Gross profit | 95,890 | 88,290 | 174,800 | 160,110 |
| Selling, general and administrative expenses | (52,710) | (47,470) | (103,180) | (91,010) |
| Net gain (loss) on dispositions of property and equipment | 20 | (40) | 320 | 30 |
| Operating profit | 43,200 | 40,780 | 71,940 | 69,130 |
| Other expense, net: | | | | |
| Interest expense | (10,300) | (11,620) | (20,970) | (23,640) |
| Debt extinguishment costs | (6,560) | (3,970) | (6,560) | (3,970) |
| Other expense, net | (910) | (550) | (2,550) | (1,710) |
| Other expense, net | (17,770) | (16,140) | (30,080) | (29,320) |
| Income from continuing operations before income tax expense | 25,430 | 24,640 | 41,860 | 39,810 |
| Income tax expense | (8,260) | (8,630) | (12,440) | (13,110) |
| Income from continuing operations | 17,170 | 16,010 | 29,420 | 26,700 |
| Income from discontinued operations, net of income tax expense | — | 1,080 | — | 2,140 |
| Net income | 17,170 | 17,090 | 29,420 | 28,840 |
| Less: Net income attributable to noncontrolling interests | 510 | — | 270 | — |
| Net income attributable to TriMas Corporation | \$ 16,660 | \$ 17,090 | \$ 29,150 | \$ 28,840 |
| Basic earnings per share attributable to TriMas Corporation: | | | | |
| Continuing operations | \$ 0.45 | \$ 0.47 | \$ 0.81 | \$ 0.79 |
| Discontinued operations | — | 0.03 | — | 0.06 |
| Net income per share | \$ 0.45 | \$ 0.50 | \$ 0.81 | \$ 0.85 |
| Weighted average common shares—basic | 37,345,026 | 34,215,734 | 35,968,646 | 34,064,787 |
| Diluted earnings per share attributable to TriMas Corporation: | | | | |
| Continuing operations | \$ 0.44 | \$ 0.46 | \$ 0.80 | \$ 0.77 |
| Discontinued operations | — | 0.03 | — | 0.06 |
| Net income per share | \$ 0.44 | \$ 0.49 | \$ 0.80 | \$ 0.83 |
| Weighted average common shares—diluted | 37,694,221 | 34,769,576 | 36,421,387 | 34,667,459 |

TriMas Corporation
Consolidated Statement of Cash Flow
(Unaudited - dollars in thousands)

| | Six months ended June 30, | |
|--|------------------------------|------------------|
| | 2012 | 2011 |
| Cash Flows from Operating Activities: | | |
| Net income | \$ 29,420 | \$ 28,840 |
| Adjustments to reconcile net income to net cash used for operating activities, net of acquisition impact: | | |
| Gain on dispositions of property and equipment | (320) | (20) |
| Depreciation | 12,690 | 12,620 |
| Amortization of intangible assets | 9,180 | 7,040 |
| Amortization of debt issue costs | 1,600 | 1,510 |
| Deferred income taxes | 200 | 10,930 |
| Debt extinguishment costs | 6,560 | 3,970 |
| Non-cash compensation expense | 3,510 | 1,660 |
| Excess tax benefits from stock based compensation | (2,130) | (3,800) |
| Increase in receivables | (41,630) | (52,050) |
| Increase in inventories | (31,270) | (13,190) |
| Increase in prepaid expenses and other assets | (1,740) | (3,900) |
| Increase (decrease) in accounts payable and accrued liabilities | 8,470 | (160) |
| Other, net | 580 | 1,890 |
| Net cash used for operating activities, net of acquisition impact | <u>(4,880)</u> | <u>(4,660)</u> |
| Cash Flows from Investing Activities: | | |
| Capital expenditures | (26,640) | (14,020) |
| Acquisition of businesses, net of cash acquired | (61,820) | — |
| Net proceeds from disposition of assets | 2,770 | 1,660 |
| Net cash used for investing activities | <u>(85,690)</u> | <u>(12,360)</u> |
| Cash Flows from Financing Activities: | | |
| Proceeds from sale of common stock in connection with the Company's equity offering, net of issuance costs | 79,040 | — |
| Proceeds from borrowings on term loan facilities | 69,530 | 226,520 |
| Repayments of borrowings on term loan facilities | (69,150) | (248,950) |
| Proceeds from borrowings on revolving credit facilities and accounts receivable facility | 412,900 | 303,520 |
| Repayments of borrowings on revolving credit facilities and accounts receivable facility | (412,900) | (297,600) |
| Retirement of 9¾% senior secured notes | (50,000) | — |
| Senior secured notes redemption premium and debt financing fees | (4,880) | (6,570) |
| Distributions to noncontrolling interests | (410) | — |
| Shares surrendered upon vesting of options and restricted stock awards to cover tax obligations | (990) | (830) |
| Proceeds from exercise of stock options | 5,660 | 830 |
| Excess tax benefits from stock based compensation | 2,130 | 3,800 |
| Net cash provided by (used for) financing activities | <u>30,930</u> | <u>(19,280)</u> |
| Cash and Cash Equivalents: | | |
| Decrease for the period | (59,640) | (36,300) |
| At beginning of period | 88,920 | 46,370 |
| At end of period | <u>\$ 29,280</u> | <u>\$ 10,070</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | <u>\$ 17,790</u> | <u>\$ 22,710</u> |
| Cash paid for taxes | <u>\$ 13,840</u> | <u>\$ 9,140</u> |

TriMas Corporation
Company and Business Segment Financial Information
Continuing Operations
(Unaudited - dollars in thousands)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|------------|------------------------------|-------------|
| | 2012 | 2011 | 2012 | 2011 |
| Packaging | | | | |
| Net sales | \$ 70,700 | \$ 47,900 | \$ 125,010 | \$ 91,800 |
| Operating profit | \$ 16,570 | \$ 15,070 | \$ 26,460 | \$ 26,900 |
| Energy | | | | |
| Net sales | \$ 47,170 | \$ 42,170 | \$ 97,760 | \$ 83,120 |
| Operating profit | \$ 4,350 | \$ 5,020 | \$ 10,740 | \$ 10,360 |
| Aerospace & Defense | | | | |
| Net sales | \$ 19,330 | \$ 21,330 | \$ 37,190 | \$ 39,830 |
| Operating profit | \$ 4,820 | \$ 4,860 | \$ 9,680 | \$ 8,580 |
| Engineered Components | | | | |
| Net sales | \$ 52,620 | \$ 43,860 | \$ 102,300 | \$ 80,860 |
| Operating profit | \$ 8,600 | \$ 6,620 | \$ 16,310 | \$ 11,280 |
| Cequent Asia Pacific | | | | |
| Net sales | \$ 28,550 | \$ 21,560 | \$ 56,750 | \$ 41,370 |
| Operating profit | \$ 2,010 | \$ 1,940 | \$ 5,050 | \$ 4,470 |
| Special Items to consider in evaluating operating profit: | | | | |
| Severance and business restructuring costs | \$ 1,560 | \$ — | \$ 2,280 | \$ — |
| Excluding Special Items, operating profit would have been | \$ 3,570 | \$ 1,940 | \$ 7,330 | \$ 4,470 |
| Cequent North America | | | | |
| Net sales | \$ 120,060 | \$ 111,270 | \$ 216,990 | \$ 209,670 |
| Operating profit | \$ 15,500 | \$ 14,380 | \$ 19,660 | \$ 21,050 |
| Special Items to consider in evaluating operating profit: | | | | |
| Severance and business restructuring costs | \$ 1,390 | \$ — | \$ 2,340 | \$ — |
| Excluding Special Items, operating profit would have been | \$ 16,890 | \$ 14,380 | \$ 22,000 | \$ 21,050 |
| Corporate Expenses | | | | |
| Operating loss | \$ (8,650) | \$ (7,110) | \$ (15,960) | \$ (13,510) |
| Total Company | | | | |
| Net sales | \$ 338,430 | \$ 288,090 | \$ 636,000 | \$ 546,650 |
| Operating profit | \$ 43,200 | \$ 40,780 | \$ 71,940 | \$ 69,130 |
| Total Special Items to consider in evaluating operating profit: | | | | |
| Excluding Special Items, operating profit would have been | \$ 2,950 | \$ — | \$ 4,620 | \$ — |
| Excluding Special Items, operating profit would have been | \$ 46,150 | \$ 40,780 | \$ 76,560 | \$ 69,130 |

Appendix I

TriMas Corporation
Additional Information Regarding Special Items Impacting
Reported GAAP Financial Measures
(Unaudited - dollars in thousands, except per share amounts)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|------------------|------------------------------|------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Income from continuing operations, as reported | \$ 17,170 | \$ 16,010 | \$ 29,420 | \$ 26,700 |
| Less: Net income attributable to noncontrolling interests | 510 | — | 270 | — |
| Income from continuing operations attributable to TriMas Corporation | 16,660 | 16,010 | 29,150 | 26,700 |
| After-tax impact of Special Items to consider in evaluating quality of income from continuing operations: | | | | |
| Severance and business restructuring costs | 1,980 | — | 3,100 | — |
| Debt extinguishment costs | 4,400 | 2,460 | 4,400 | 2,460 |
| Excluding Special Items, income from continuing operations attributable to TriMas Corporation would have been | <u>\$ 23,040</u> | <u>\$ 18,470</u> | <u>\$ 36,650</u> | <u>\$ 29,160</u> |

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-------------------|------------------------------|-------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Diluted earnings per share from continuing operations attributable to TriMas Corporation, as reported | \$ 0.44 | \$ 0.46 | \$ 0.80 | \$ 0.77 |
| After-tax impact of Special Items to consider in evaluating quality of EPS from continuing operations: | | | | |
| Severance and business restructuring costs | 0.05 | — | 0.09 | — |
| Debt extinguishment costs | 0.12 | 0.07 | 0.12 | 0.07 |
| Excluding Special Items, EPS from continuing operations would have been | <u>\$ 0.61</u> | <u>\$ 0.53</u> | <u>\$ 1.01</u> | <u>\$ 0.84</u> |
| Weighted-average shares outstanding for the three and six months ended June 30, 2012 and 2011 | <u>37,694,221</u> | <u>34,769,576</u> | <u>36,421,387</u> | <u>34,667,459</u> |

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|------------------|------------------------------|------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Operating profit from continuing operations, as reported | \$ 43,200 | \$ 40,780 | \$ 71,940 | \$ 69,130 |
| Special Items to consider in evaluating quality of earnings: | | | | |
| Severance and business restructuring costs | 2,950 | — | 4,620 | — |
| Excluding Special Items, operating profit from continuing operations would have been | <u>\$ 46,150</u> | <u>\$ 40,780</u> | <u>\$ 76,560</u> | <u>\$ 69,130</u> |



Second Quarter 2012 Earnings Presentation

July 30, 2012

NASDAQ • TRS

Forward Looking Statements

Any “forward-looking” statements contained herein, including those relating to market conditions or the Company’s financial condition and results, expense reductions, liquidity expectations, business goals and sales growth, involve risks and uncertainties, including, but not limited to, risks and uncertainties with respect to general economic and currency conditions, various conditions specific to the Company’s business and industry, the Company’s substantial leverage, liabilities imposed by the Company’s debt instruments, market demand, competitive factors, supply constraints, material and energy costs, technology factors, litigation, government and regulatory actions, the Company’s accounting policies, future trends, and other risks which are detailed in the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2011, and in the Company’s Quarterly Reports on Form 10-Q. These risks and uncertainties may cause actual results to differ materially from those indicated by the forward-looking statements. All forward-looking statements made herein are based on information currently available, and the Company assumes no obligation to update any forward-looking statements.

In this presentation, certain non-GAAP financial measures may be used. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measure may be found at the end of this presentation or in the second quarter 2012 earnings release available on the Company’s website. Additional information is available at www.trimascorp.com under the “Investors” section.

Agenda

- Opening Remarks
- Financial Highlights
- Segment Highlights
- Outlook and Summary
- Questions and Answers
- Appendix

Opening Remarks – Second Quarter Results

- Record quarterly sales of \$338 million – up 17.5% vs. Q2 2011
 - Continuing to gain market share in multiple businesses via rapid responses to short term customer needs
 - Investments in new products and higher growth markets showing results
 - Bolt-on acquisitions performing well – achieving revenue and cost synergies
- Q2 income⁽¹⁾ and EPS⁽¹⁾ increased 25% and 15%, respectively, compared to Q2 2011 – record levels – Record quarter EPS⁽¹⁾ of \$0.61
- Achieving 3% total cost productivity, adding resources for Lean initiatives
- Additional investments in flexible and productive manufacturing footprint closer to our customers
- Proceeds from equity offering used to reduce debt and interest costs – also driving future growth via bolt-on acquisitions and investments

Delivering on our commitments, while investing in future growth.



(1) Defined as income and diluted earnings per share from continuing operations attributable to TriMas Corporation, excluding "Special Items." "Special Items" for each period are provided in the Appendix.

Second Quarter Business Highlights



- First shipments to global consumer packaged goods dispensing customer in Asia
- Integration of dispensing systems sales force beginning – continued identification of cross-selling opportunities
- Continued to improve Innovative Molding margins



- Increased engineered product sales
- New sales and services branches gaining traction



- Additional aircraft fastener sales in Asia
- Progress made on new collar facility and qualifications



- Increased new product sales

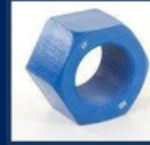


- Positive antidumping decision



- New program awards from global customers
- New consolidated plant in Melbourne opened; Mexico production expansion on-track

CIFAL Acquisition



- Establishes energy footprint in Brazil – a region of the world heavily investing in new refineries and off-shore platforms
- São Paulo manufacturer and supplier of specialty fasteners and stud bolts for the oil and gas industry
- Fastener “hub” similar to South Texas Bolt & Fitting – will broaden fastener capability and add gasket manufacturing
- Approximate annual revenue of \$9 million USD; will be part of the Energy segment
- Continue to pursue other expansion opportunities in Brazil via bolt-on acquisitions and “greenfield” branches near new refineries and plants

Expanding our global footprint into faster growing markets.



Opportunistic Bolt-on Acquisition

Trail Com

- Headquartered in Auckland, New Zealand
- Leading distributor of towing accessories and trailer components
- Offer existing product line in New Zealand and strengthen retail and trade presence in Australia
- Approximate annual revenue of \$12 million USD; will be part of the Cequent Asia Pacific segment

Execute on opportunistic bolt-on acquisition in attractive market – evaluating current pipeline of opportunities.





Financial Highlights

Second Quarter Summary

(unaudited, \$ in millions, except per share amounts)

| <i>(from continuing operations)</i> | Q2 2012 | Q2 2011 | % Chg |
|--|----------|----------|---------|
| Revenue | \$ 338.4 | \$ 288.1 | 17.5% |
| Operating Profit | \$ 43.2 | \$ 40.8 | 5.9% |
| <i>Excl. Special Items⁽¹⁾, Operating Profit would have been:</i> | \$ 46.2 | \$ 40.8 | 13.2% |
| <i>Excl. Special Items⁽¹⁾, Operating Profit margin would have been:</i> | 13.6% | 14.2% | -60 bps |
| Income | \$ 17.2 | \$ 16.0 | 7.2% |
| <i>Income attributable to TriMas Corporation⁽¹⁾</i> | \$ 16.7 | \$ 16.0 | 4.1% |
| <i>Excl. Special Items⁽¹⁾, Income attributable to TriMas Corporation would have been:</i> | \$ 23.0 | \$ 18.5 | 24.7% |
| Diluted earnings per share, attributable to TriMas Corporation | \$ 0.44 | \$ 0.46 | -4.3% |
| <i>Excl. Special Items⁽¹⁾, diluted earnings per share attributable to TriMas Corporation would have been:</i> | \$ 0.61 | \$ 0.53 | 15.1% |
| Free Cash Flow⁽²⁾ | \$ 19.3 | \$ 15.1 | 27.2% |
| Total Debt | \$ 420.8 | \$ 478.4 | -12.0% |

- Sales increased 17.5% vs. Q2 2011 – record sales quarter in several businesses and total company
 - Investments in new products, geographic expansion and bolt-on acquisitions driving positive results
- Productivity efforts continued to fund growth initiatives – Productivity savings in line with target of 3%
- Operating profit margin negatively impacted by product mix, most notably in Packaging and Energy
- Q2 income⁽¹⁾ and EPS⁽¹⁾ increased 25% and 15%, respectively, while absorbing costs related to acquisitions and taking into account incremental shares compared to Q2 2011
- Continued focus on cash flow – expect to generate \$40 - \$50 million FCF for 2012
- Proceeds from May equity offering utilized to reduce high-cost debt and acquire bolt-on businesses in growing end markets

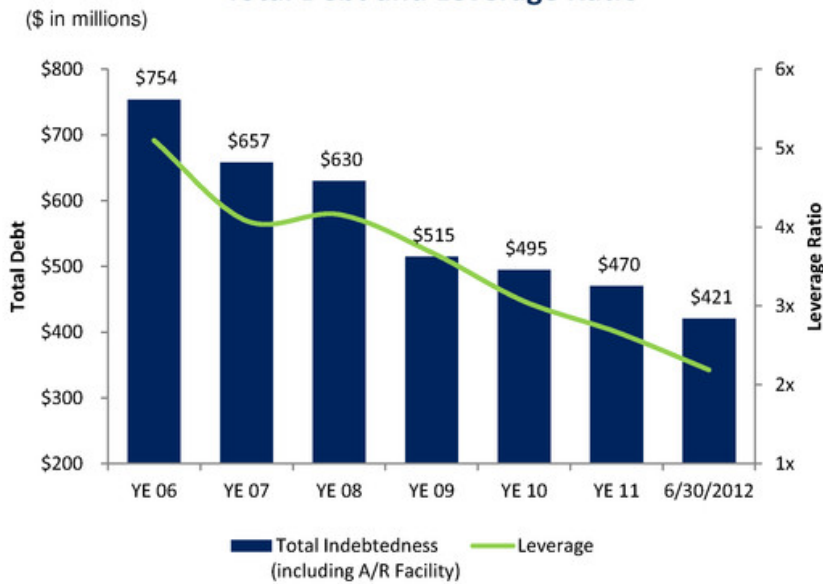


(1) Defined as income and diluted earnings per share from continuing operations attributable to TriMas Corporation, excluding "Special Items." "Special Items" for each period are provided in the Appendix.

(2) Free Cash Flow is defined as Cash Flows from Operating Activities less Capital Expenditures.

Capitalization

Total Debt and Leverage Ratio



Comments:

- Redeemed \$50 million of the 9¾% senior secured notes
- Reduced interest expense by \$1.3M in Q2 2012, as compared to Q2 2011
- Q2 2012 leverage ratio of 2.19x
- Credit rating upgrades from Moody's and S&P in May
- Continued focus on deleveraging, cash flow and working capital management

As of June 30, 2012, TriMas had \$221.0 million of cash and available liquidity under its revolving credit and accounts receivable facilities.

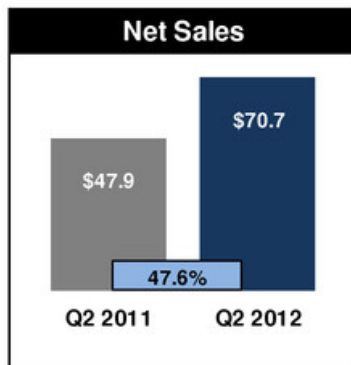


Segment Highlights

Packaging



(\$ in millions)



Q2 2012 Results:

- Sales increased as a result of acquisitions and specialty systems product sales gains, partially offset by a decrease in industrial closure products sales and unfavorable currency exchange
 - Continued softness in Europe
- Operating profit increased primarily due to higher sales
- Margins impacted by less favorable product sales mix
 - Innovative Molding and Arminak businesses have lower margins than the rest of business – margins improving
 - Decrease in European industrial closure sales

Key Initiatives:

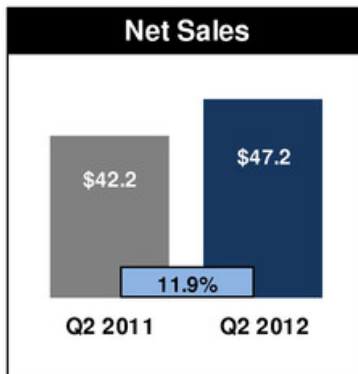
- Target specialty dispensing and closure products in higher growth end markets
 - Personal care and cosmetics
 - Food, beverage and nutrition
 - Pharmaceutical and medical
- Increase geographic coverage efforts in Asia and Europe
- Leverage bolt-on acquisitions to achieve synergies
- Increase low-cost country sourcing and expand flexible manufacturing footprint
- Ensure new products continue to have barriers to entry



Energy



(\$ in millions)



Q2 2012 Results:

- Sales increased as a result of continued market share gains of highly engineered bolts and additional sales generated by newer branches
- Higher levels of turnaround activity at refineries and petrochemical plants
- Operating profit decreased due to a less favorable product sales mix, increases in sales at new branches which typically have lower margins, operating inefficiencies and higher SG&A in support of branch expansion

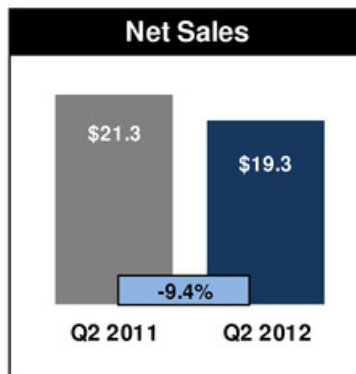
Key Initiatives:

- Globally expand business capabilities to support customers
- Execute on growth initiatives in Brazil
- Increase sales of specialty gaskets and bolts
- Capture larger share of new markets such as OEM, Engineered & Construction, power generation and pulp/paper
- Maximize supply chain for cost and delivery

Aerospace & Defense



(\$ in millions)



Q2 2012 Results:

- Sales decreased as increases in Monogram aerospace sales were more than offset by lower sales in the defense business
- Experienced increased order activity and backlogs as airplane frame manufacturers ramp-up build rates
- Operating profit decreased slightly as the declines in the defense business more than offset the increases in the aerospace business
- Operating profit margin improved 210 basis points compared to Q2 2011 as aerospace product sales comprised a larger percentage of total sales and have significantly higher margins
- Margins also benefited from productivity and manufacturing efficiency gains

Key Initiatives:

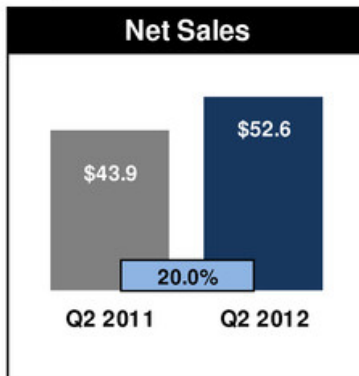
- Expand aerospace fastener product lines to increase content and applications per aircraft
- Capitalize on expectations for continued ramp-up of large frame, composite aircraft
- Continue to expand sales and manufacturing footprint
- Drive ongoing Lean initiatives to lower working capital and reduce costs
- Leverage and further develop existing defense customer relationships
- Consider complementary bolt-on acquisitions



Engineered Components



(\$ in millions)



Q2 2012 Results:

- Engines, compressors and other well site content sales increased due to improved demand and new products
- Industrial cylinder sales increased primarily due to market share gains
- Operating profit increased due to higher sales volumes and operating leverage
- Operating profit margin improved approximately 120 basis points compared to Q2 2011 primarily due to higher sales and operating leverage, partially offset by higher SG&A in support of growth
- Received favorable antidumping decision in high pressure steel cylinder business

Key Initiatives:

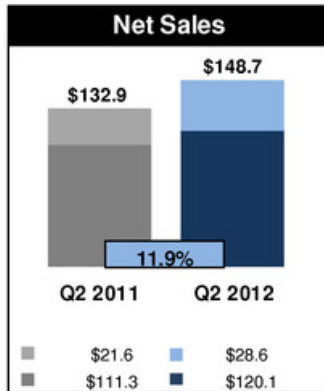
- Expand complementary product lines at well site
- Grow natural gas compression products and capitalize on natural gas opportunities
- Leverage broader product line to capture new markets
- Continue to reduce costs and improve working capital turnover
- Continue to expand product offering and geographies



Cequent (Asia Pacific & North America)



(\$ in millions)



Asia Pacific
North America



Asia Pacific
North America

(1) Excluding "Special Items" for each period which are provided in the Appendix.

Q2 2012 Results:

- Sales in North America increased across all channels
- North America operating profit increased due to higher sales levels and decreased SG&A – Operating profit margin⁽¹⁾ improved 120 basis points compared to Q2 2011
- Sales in Asia Pacific increased due to new business awards in Thailand, the acquisition in South Africa and an improved economy, partially offset by unfavorable currency exchange
- Asia Pacific operating profit increased as a result of higher sales volumes and productivity projects
- Productivity projects to continued in Q2 to improve the manufacturing footprint in North America and Asia Pacific

Key Initiatives:

- Continue to reduce fixed costs and simplify the businesses
- Improve processes for better customer service and support
- Leverage strong brands for additional market share and cross-selling
- Expand sales in new growing geographies
- Integrate opportunistic, bolt-on acquisition to capture synergies
- Continue to reduce working capital requirements





Outlook and Summary

First Half 2012 Summary

- Ninth consecutive quarter of double-digit sales and earnings growth⁽¹⁾
- Strong organic growth through product innovation, geographic expansion, market share gains and increased end market demand
- Acquisitions on schedule with revenue and cost synergies – pipeline for additional bolt-ons
- Follow our customers in growing, global markets; Brazil, China, Mexico, South Africa and Thailand are priorities
- Continuous productivity initiatives fund investments for long-term growth
- New plants and expansions in Australia, Thailand, Brazil, Mexico and U.S.
- Improved capital structure with continued focus on cash flow, working capital and leverage

Continue momentum to drive positive results.



(1) Defined as income and diluted earnings per share from continuing operations attributable to TriMas Corporation, excluding "Special Items." "Special Items" for each period are provided in the Appendix.

2012 Outlook

| | <u>Outlook as of</u> <u>2/27/12 and 4/26/12</u> | <u>Outlook as of</u> <u>7/30/12</u> |
|--|--|--|
| Sales Growth | 7% to 10% | 10% to 14% |
| Earnings Per Share, diluted⁽¹⁾ | \$1.75 to \$1.85 | \$1.75 to \$1.85 <i>(Post May equity offering and 4 million incremental shares)</i> |
| Free Cash Flow⁽²⁾ | \$40 to \$50 million | \$40 to \$50 million |
| Capital Expenditures | 3% - 4% of sales | 3.5% - 4% of sales |

2012 outlook in line with our strategic aspirations while increasing investment (bolt-ons, capex and people) in future growth.

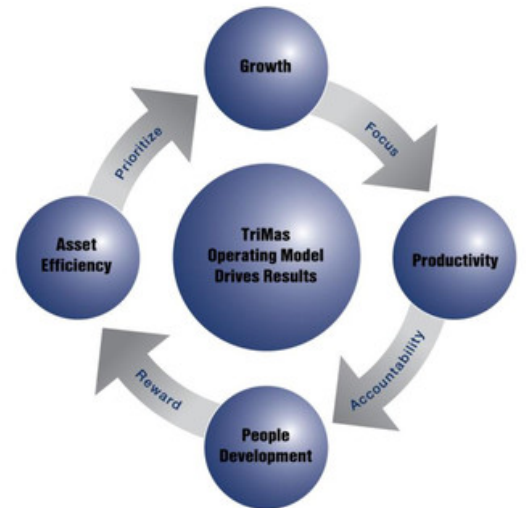


⁽¹⁾ Excluding Special Items

⁽²⁾ 2012 Free Cash Flow is defined as Cash Flow from Operating Activities less Capital Expenditures.

Strategic Aspirations

- Generate high single-digit top-line growth
- Invest in growing end markets through new products, global expansion and acquisitions
- Drive 3% to 5% total gross cost productivity gains annually – utilize savings to fund growth
- Grow earnings faster than revenue growth
- Continue to decrease leverage ratio
- Strive to be a great place to work



Strategic aspirations are our foundation for 2012.



Questions & Answers



Appendix

YTD Summary

(unaudited, \$ in millions, except per share amounts)

| (from continuing operations) | Q2 YTD 2012 | Q2 YTD 2011 | % Chg |
|--|-------------|-------------|---------|
| Revenue | \$ 636.0 | \$ 546.7 | 16.3% |
| Operating Profit | \$ 71.9 | \$ 69.1 | 4.1% |
| <i>Excl. Special Items⁽¹⁾, Operating Profit would have been:</i> | \$ 76.6 | \$ 69.1 | 10.7% |
| <i>Excl. Special Items⁽¹⁾, Operating Profit margin would have been:</i> | 12.0% | 12.6% | -60 bps |
| Income | \$ 29.4 | \$ 26.7 | 10.2% |
| <i>Income attributable to TriMas Corporation⁽¹⁾</i> | \$ 29.2 | \$ 26.7 | 9.2% |
| <i>Excl. Special Items⁽¹⁾, Income attributable to TriMas Corporation would have been:</i> | \$ 36.7 | \$ 29.2 | 25.7% |
| Diluted earnings per share, attributable to TriMas Corporation | \$ 0.80 | \$ 0.77 | 3.9% |
| <i>Excl. Special Items⁽¹⁾, diluted earnings per share attributable to TriMas Corporation would have been:</i> | \$ 1.01 | \$ 0.84 | 20.2% |
| Free Cash Flow⁽²⁾ | \$ (31.5) | \$ (18.7) | -68.7% |
| Total Debt | \$ 420.8 | \$ 478.4 | -12.0% |

- Sales increased 16.3% vs. YTD Q2 2011 as a result of the successful execution of the Company's growth initiatives
- Productivity efforts continue to fund growth and offset commodity inflation
- Income⁽¹⁾ and EPS⁽¹⁾ increased 25.7% and 20.2% compared to YTD Q2 2011 due to increased volume and improved debt structure – Record YTD earnings
- Continued focus on cash flow and debt reduction



- (1) Defined as income and diluted earnings per share from continuing operations attributable to TriMas Corporation, excluding "Special Items." "Special Items" for each period are provided in the Appendix.
- (2) Free Cash Flow is defined as Cash Flows from Operating Activities Less Capital Expenditures.

Condensed Consolidated Balance Sheet

(Unaudited, dollars in thousands)

| | June 30, 2012 | December 31, 2011 |
|--|---------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 29,280 | \$ 88,920 |
| Receivables, net of reserves | 186,720 | 135,610 |
| Inventories | 214,030 | 178,030 |
| Deferred income taxes | 18,510 | 18,510 |
| Prepaid expenses and other current assets | 11,550 | 10,620 |
| Total current assets | 460,090 | 431,690 |
| Property and equipment, net | 173,210 | 159,210 |
| Goodwill | 249,670 | 215,360 |
| Other intangibles, net | 196,570 | 155,670 |
| Other assets | 22,030 | 24,610 |
| Total assets | <u>\$ 1,101,570</u> | <u>\$ 986,540</u> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Current maturities, long-term debt | \$ 8,360 | \$ 7,290 |
| Accounts payable..... | 169,670 | 146,930 |
| Accrued liabilities | 67,670 | 70,140 |
| Total current liabilities | 245,700 | 224,360 |
| Long-term debt | 412,460 | 462,610 |
| Deferred income taxes | 64,650 | 64,780 |
| Other long-term liabilities | 62,050 | 61,000 |
| Total liabilities | 784,860 | 812,750 |
| Redeemable noncontrolling interests..... | 25,490 | - |
| Total shareholders' equity | 291,220 | 173,790 |
| Total liabilities and shareholders' equity | <u>\$ 1,101,570</u> | <u>\$ 986,540</u> |



Capitalization

(Unaudited, dollars in thousands)

| | June 30, 2012 | December 31, 2011 |
|--|------------------|----------------------|
| Cash and Cash Equivalents..... | \$ 29,280 | \$ 88,920 |
| Term loan..... | 217,750 | 223,870 |
| Receivables securitization facility..... | - | - |
| Revolving credit facilities..... | - | - |
| Non-U.S. bank debt and other..... | 6,150 | 140 |
| | 223,900 | 224,010 |
| 9 ³ / ₄ % senior secured notes, due December 2017..... | 196,920 | 245,890 |
| A/R Facility Borrowings..... | - | - |
| Total Debt..... | \$ 420,820 | \$ 469,900 |

Key Ratios:

| | | |
|------------------------------|------------|------------|
| Bank LTM EBITDA..... | \$ 195,030 | \$ 176,380 |
| Interest Coverage Ratio..... | 4.96 x | 4.37 x |
| Leverage Ratio..... | 2.19 x | 2.67 x |

Bank Covenants:

| | | |
|--------------------------------------|--------|--------|
| Minimum Interest Coverage Ratio..... | 2.75 x | 2.50 x |
| Maximum Leverage Ratio..... | 3.75 x | 4.00 x |

As of June 30, 2012, TriMas had \$221.0 million of cash and available liquidity under its revolving credit and accounts receivable facilities.

Consolidated Statement of Operations

(Unaudited, dollars in thousands, except for per share amounts)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2012 | 2011 | 2012 | 2011 |
| Net sales..... | \$ 338,430 | \$ 288,090 | \$ 636,000 | \$ 546,650 |
| Cost of sales..... | (242,540) | (199,800) | (461,200) | (386,540) |
| Gross profit..... | 95,890 | 88,290 | 174,800 | 160,110 |
| Selling, general and administrative expenses..... | (52,710) | (47,470) | (103,180) | (91,010) |
| Net gain (loss) on dispositions of property and equipment..... | 20 | (40) | 320 | 30 |
| Operating profit..... | 43,200 | 40,780 | 71,940 | 69,130 |
| Other expense, net: | | | | |
| Interest expense..... | (10,300) | (11,620) | (20,970) | (23,640) |
| Debt extinguishment costs..... | (6,560) | (3,970) | (6,560) | (3,970) |
| Other expense, net..... | (910) | (550) | (2,550) | (1,710) |
| Other expense, net..... | (17,770) | (16,140) | (30,080) | (29,320) |
| Income from continuing operations before income tax expense..... | 25,430 | 24,640 | 41,860 | 39,810 |
| Income tax expense..... | (8,260) | (8,630) | (12,440) | (13,110) |
| Income from continuing operations..... | 17,170 | 16,010 | 29,420 | 26,700 |
| Income from discontinued operations, net of income tax expense..... | - | 1,080 | - | 2,140 |
| Net income..... | 17,170 | 17,090 | 29,420 | 28,840 |
| Less: Net income attributable to noncontrolling interests..... | 510 | - | 270 | - |
| Net income attributable to TriMas Corporation..... | \$ 16,660 | \$ 17,090 | \$ 29,150 | \$ 28,840 |
| Earnings per share attributable to TriMas Corporation - basic: | | | | |
| Continuing operations..... | \$ 0.45 | \$ 0.47 | \$ 0.81 | \$ 0.79 |
| Discontinued operations..... | - | 0.03 | - | 0.06 |
| Net income per share..... | \$ 0.45 | \$ 0.50 | \$ 0.81 | \$ 0.85 |
| Weighted average common shares - basic..... | 37,345,026 | 34,215,734 | 35,968,646 | 34,064,787 |
| Earnings per share attributable to TriMas Corporation - diluted: | | | | |
| Continuing operations..... | \$ 0.44 | \$ 0.46 | \$ 0.80 | \$ 0.77 |
| Discontinued operations..... | - | 0.03 | - | 0.06 |
| Net income per share..... | \$ 0.44 | \$ 0.49 | \$ 0.80 | \$ 0.83 |
| Weighted average common shares - diluted..... | 37,694,221 | 34,769,576 | 36,421,387 | 34,667,459 |



Consolidated Statement of Cash Flow

(Unaudited, dollars in thousands)

| | Six months ended June 30, | |
|---|------------------------------|-----------|
| | 2012 | 2011 |
| Cash Flows from Operating Activities: | | |
| Net income..... | \$ 29,420 | \$ 28,840 |
| Adjustments to reconcile net income to net cash used for operating activities, net of acquisition impact: | | |
| Gain on dispositions of property and equipment..... | (320) | (20) |
| Depreciation..... | 12,690 | 12,620 |
| Amortization of intangible assets..... | 9,180 | 7,040 |
| Amortization of debt issue costs..... | 1,600 | 1,510 |
| Deferred income taxes..... | 200 | 10,930 |
| Debt extinguishment costs..... | 6,560 | 3,970 |
| Non-cash compensation expense..... | 3,510 | 1,660 |
| Excess tax benefits from stock based compensation..... | (2,130) | (3,800) |
| Increase in receivables..... | (41,630) | (52,050) |
| Increase in inventories..... | (31,270) | (13,190) |
| Increase in prepaid expenses and other assets..... | (1,740) | (3,900) |
| Increase (decrease) in accounts payable and accrued liabilities..... | 8,470 | (160) |
| Other, net..... | 580 | 1,890 |
| Net cash used for operating activities, net of acquisition impact..... | (4,880) | (4,660) |
| Cash Flows from Investing Activities: | | |
| Capital expenditures..... | (26,640) | (14,020) |
| Acquisition of businesses, net of cash acquired..... | (61,820) | - |
| Net proceeds from disposition of assets..... | 2,770 | 1,660 |
| Net cash used for investing activities..... | (85,690) | (12,360) |
| Cash Flows from Financing Activities: | | |
| Proceeds from sale of common stock in connection with the Company's equity offering, net of issuance..... | 79,040 | - |
| Proceeds from borrowings on term loan facilities..... | 69,530 | 226,520 |
| Repayments of borrowings on term loan facilities..... | (69,150) | (248,950) |
| Proceeds from borrowings on revolving credit facilities and accounts receivable facility..... | 412,900 | 303,520 |
| Repayments of borrowings on revolving credit facilities and accounts receivable facility..... | (412,900) | (297,600) |
| Retirement of 9¾% senior secured notes..... | (50,000) | - |
| Senior secured notes redemption premium and debt financing fees..... | (4,880) | (6,570) |
| Distributions to noncontrolling interests..... | (410) | - |
| Shares surrendered upon vesting of options and restricted stock awards to cover tax obligations..... | (990) | (830) |
| Proceeds from exercise of stock options..... | 5,660 | 830 |
| Excess tax benefits from stock based compensation..... | 2,130 | 3,800 |
| Net cash provided by (used for) financing activities..... | 30,930 | (19,280) |
| Cash and Cash Equivalents: | | |
| Decrease for the period..... | (59,640) | (36,300) |
| At beginning of period..... | 88,920 | 46,370 |
| At end of period..... | \$ 29,280 | \$ 10,070 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest..... | \$ 17,790 | \$ 22,710 |
| Cash paid for taxes..... | \$ 13,840 | \$ 9,140 |



Additional Information Regarding Special Items Impacting Reported GAAP Financial Measures

(Unaudited, dollars in thousands, except per share amounts)

| | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|------------------|---------------------------|------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Income from continuing operations, as reported | \$ 17,170 | \$ 16,010 | \$ 29,420 | \$ 26,700 |
| Less: Net income attributable to noncontrolling interests | 510 | - | 270 | - |
| Income from continuing operations attributable to TriMas Corporation | 16,660 | 16,010 | 29,150 | 26,700 |
| After-tax impact of Special Items to consider in evaluating quality of income from continuing operations: | | | | |
| Severance and business restructuring costs | 1,980 | - | 3,100 | - |
| Debt extinguishment costs | 4,400 | 2,460 | 4,400 | 2,460 |
| Excluding Special Items, income from continuing operations attributable to TriMas Corporation would have been | \$ 23,040 | \$ 18,470 | \$ 36,650 | \$ 29,160 |

| | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|-------------------|---------------------------|-------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Diluted earnings per share from continuing operations attributable to TriMas Corporation, as reported | \$ 0.44 | \$ 0.46 | \$ 0.80 | \$ 0.77 |
| After-tax impact of Special Items to consider in evaluating quality of EPS from continuing operations: | | | | |
| Severance and business restructuring costs | 0.05 | - | 0.09 | - |
| Debt extinguishment costs | 0.12 | 0.07 | 0.12 | 0.07 |
| Excluding Special Items, EPS from continuing operations would have been | \$ 0.61 | \$ 0.53 | \$ 1.01 | \$ 0.84 |
| Weighted-average shares outstanding for the three and six months ended June 30, 2012 and 2011 | 37,694,221 | 34,769,576 | 36,421,387 | 34,667,459 |

| | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|------------------|---------------------------|------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Operating profit from continuing operations, as reported | \$ 43,200 | \$ 40,780 | \$ 71,940 | \$ 69,130 |
| Special Items to consider in evaluating quality of earnings: | | | | |
| Severance and business restructuring costs | 2,950 | - | 4,620 | - |
| Excluding Special Items, operating profit from continuing operations would have been | \$ 46,150 | \$ 40,780 | \$ 76,560 | \$ 69,130 |



Company and Business Segment Financial Information – Cont. Ops

(Unaudited, dollars in thousands)

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|------------|------------------------------|-------------|
| | 2012 | 2011 | 2012 | 2011 |
| Packaging | | | | |
| Net sales | \$ 70,700 | \$ 47,900 | \$ 125,010 | \$ 91,800 |
| Operating profit | \$ 16,570 | \$ 15,070 | \$ 26,460 | \$ 26,900 |
| Energy | | | | |
| Net sales | \$ 47,170 | \$ 42,170 | \$ 97,760 | \$ 83,120 |
| Operating profit | \$ 4,350 | \$ 5,020 | \$ 10,740 | \$ 10,360 |
| Aerospace & Defense | | | | |
| Net sales | \$ 19,330 | \$ 21,330 | \$ 37,190 | \$ 39,830 |
| Operating profit | \$ 4,820 | \$ 4,860 | \$ 9,680 | \$ 8,580 |
| Engineered Components | | | | |
| Net sales | \$ 52,620 | \$ 43,860 | \$ 102,300 | \$ 80,860 |
| Operating profit | \$ 8,600 | \$ 6,620 | \$ 16,310 | \$ 11,280 |
| Cequent Asia Pacific | | | | |
| Net sales | \$ 28,550 | \$ 21,560 | \$ 56,750 | \$ 41,370 |
| Operating profit | \$ 2,010 | \$ 1,940 | \$ 5,050 | \$ 4,470 |
| Special Items to consider in evaluating operating profit: | | | | |
| - Severance and business restructuring costs | \$ 1,560 | \$ - | \$ 2,280 | \$ - |
| Excluding Special Items, operating profit would have been | \$ 3,570 | \$ 1,940 | \$ 7,330 | \$ 4,470 |
| Cequent North America | | | | |
| Net sales | \$ 120,060 | \$ 111,270 | \$ 216,990 | \$ 209,670 |
| Operating profit | \$ 15,500 | \$ 14,380 | \$ 19,660 | \$ 21,050 |
| Special Items to consider in evaluating operating profit: | | | | |
| - Severance and business restructuring costs | \$ 1,390 | \$ - | \$ 2,340 | \$ - |
| Excluding Special Items, operating profit would have been | \$ 16,890 | \$ 14,380 | \$ 22,000 | \$ 21,050 |
| Corporate Expenses | | | | |
| Operating loss | \$ (8,650) | \$ (7,110) | \$ (15,960) | \$ (13,510) |
| Total Company | | | | |
| Net sales | \$ 338,430 | \$ 288,090 | \$ 636,000 | \$ 546,650 |
| Operating profit | \$ 43,200 | \$ 40,780 | \$ 71,940 | \$ 69,130 |
| Total Special Items to consider in evaluating operating profit | \$ 2,950 | \$ - | \$ 4,620 | \$ - |
| Excluding Special Items, operating profit would have been | \$ 46,150 | \$ 40,780 | \$ 76,560 | \$ 69,130 |



LTM Bank EBITDA as Defined in Credit Agreement

(Unaudited, dollars in thousands)

| | | |
|---|----|---------|
| Net income attributable to TriMas Corporation for the twelve months ended June 30, 2012 | \$ | 60,670 |
| Net income attributable to partially-owned subsidiaries..... | | (630) |
| Interest expense, net (as defined)..... | | 41,810 |
| Income tax expense..... | | 32,060 |
| Depreciation and amortization..... | | 41,120 |
| Non-cash compensation expense..... | | 5,360 |
| Other non-cash expenses or losses..... | | 5,360 |
| Non-recurring expenses or costs in connection with acquisition integration..... | | 260 |
| Debt extinguishment costs..... | | 6,560 |
| Non-recurring expenses or costs for cost saving projects..... | | 4,450 |
| Negative EBITDA from discontinued operations..... | | 1,840 |
| Permitted dispositions..... | | (3,850) |
| Permitted acquisitions..... | | 20 |
| Bank EBITDA - LTM Ended June 30, 2012 ⁽¹⁾ | \$ | 195,030 |

⁽¹⁾ As defined in the Credit Agreement dated June 21, 2011.

