MILLER INDUSTRIES INC /TN/
Form PRE 14A
November 21, 2003

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant S
Filed by a Party other than the Registrant ¨
Check the appropriate box:
S Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
¨ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Under Rule 14a-12

Miller Industries, Inc.
(Name of Registrant as Specified in its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
S No fee required.
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of class of securities to which transaction applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fees was paid previously. Identify the previous filing by registration statement number or the form or schedule and the date of its filing.

(1) Amount previously paid: N/A

(2) Form, Schedule or Registration Statement No.: N/A

(3) Filing Party: N/A

(4) Date Filed: N/A

8503 Hilltop Drive,
Ooltewah, Tennessee 37363
(423) 238-4171

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Miller Industries, Inc. (the “Company”) will be held at 9:00 a.m. (Eastern Time), on Tuesday, December 23, 2003, at 1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309, for the following purposes:

1. To elect five (5) directors to hold office for a term of one (1) year or until their successors are duly elected and qualified;

2. To consider and act upon a proposal to approve the Non-Employee Director Stock Plan, as described in the accompanying proxy statement;

3. To consider and act upon an Exchange Proposal (as defined in the accompanying proxy statement), which entails the issuance of shares of the Company’s Common Stock to an entity owned by certain executive officers of the Company in exchange for subordinated notes and warrants of the Company; and

4. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on November 26, 2003 are entitled to notice of and to vote at the Annual Meeting. Your attention is directed to the Proxy Statement accompanying this notice for a complete statement regarding matters to be acted upon at the Annual Meeting.

By order of the Board of Directors,

/s/ Frank Madonia
Frank Madonia
Secretary

Atlanta, Georgia
December 2, 2003

We urge you to attend the Annual Meeting. Whether or not you plan to attend, please complete, date and sign the enclosed proxy card and return it in the enclosed postage-paid envelope. You may revoke the proxy at any time before it is voted.

MILLER INDUSTRIES, INC.
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PROXY STATEMENT FOR
ANNUAL MEETING OF SHAREHOLDERS

The accompanying proxy is solicited by the Board of Directors of Miller Industries, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held at 1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309, on Tuesday, December 23, 2003, at 9:00 a.m. (Eastern Time), and any adjournment thereof, for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders. This proxy material was first mailed to shareholders on or about December 2, 2003.

A shareholder who signs and returns a proxy may revoke the same at any time before the authority granted thereby is exercised by attending the Annual Meeting and electing to vote in person, by filing with the Secretary of the Company a written revocation or by duly executing a proxy bearing a later date. Unless revoked, the shares represented by the proxy will be voted at the Annual Meeting. Where a choice is specified on the proxy, the shares represented thereby will be voted in accordance with such specifications. If no specification is made, such shares will be voted **FOR** the election of the five director nominees and in the discretion of the proxy holders on any other matter that may properly come before the meeting.

The approval of the Non-Employee Director Stock Plan requires affirmative votes by the holders of a majority of the outstanding shares of the Company. Abstentions and broker non-votes (proxies received from brokers or other nominees holding shares on behalf of their clients who have not been given specific voting instructions from their clients with respect to non-routine matters) would have the effect of a negative vote for the amendment to the Charter and the adoption of the Non-Employee Director Stock Plan.

The approval of the issuance of shares of the Company's Common Stock in the Exchange Proposal requires an affirmative vote of the majority of the votes cast on the proposal (provided that the total vote for the proposal represents over a 50% interest of all of the Company's Common Stock). Accordingly, abstentions or broker non-votes will not affect the outcome of the vote on this proposal. Unless instructed to the contrary in the proxy, the shares represented by proxies will be voted **FOR** the proposal to approve the issuance of shares of the Company's Common Stock in exchange for a portion of the Company's subordinated debt.

The Board of Directors knows of no other matters which are to be brought to a vote at the Annual Meeting. However, if any other matter properly does come before the Annual Meeting, the persons appointed in the proxy or their substitutes will vote in accordance with their best judgment on such matters.

Only holders of the Common Stock of the Company, $0.01 par value per share (the "Common Stock"), at the close of business on November 26, 2003 are entitled to vote at the Annual Meeting. On such date, the Company had issued and outstanding _____________ shares of Common Stock. Holders of the Common Stock will be entitled to one vote for each share of Common Stock so held, which may be given in person or by proxy duly authorized in writing.

The cost of solicitation of proxies will be borne by the Company, including expenses in connection with preparing, assembling and mailing this Proxy Statement. Such solicitation will be made by mail, and also may be made by the Company's executive officers or employees personally or by telephone or telegram. The Company does not anticipate paying any compensation to any other party other than its regular employees for this solicitation of proxies, but may reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to beneficial owners.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of November 1, 2003, certain information with respect to (a) all shareholders known to be “beneficial owners” (as that term is defined in the rules of the Securities and Exchange Commission) of more than five percent of the Common Stock; and (b) the Common Stock “beneficially owned” (i) by each director or nominee for director, (ii) by the executive officers named in the Summary Compensation Table and (iii) by all executive officers and directors of the Company as a group. Except as otherwise indicated, the shareholders listed in the table have sole voting and investment powers with respect to the Common Stock owned by them.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[(1)]	Percent of Class[(1)]
William G. Miller[(2)]	1,516,157[(3)]	16.2%
Account Management, LLC	823,530[(4)]	8.8
Peter S. Lynch	682,600[(5)]	7.3
Avocet Capital Management , L.P.		
Blackpool Enterprises, LLC		
Raymond S. Ingelby		
Avocet Investment Partners, L.P.[(6)]	539,975[(6)]	5.8
Jeffrey I. Badgley	95,901[(7)]	*
Frank Madonia	84,151[(8)]	*
J. Vincent Mish	58,901[(9)]	*
A. Russell Chandler, III	45,408[(10)]	*
Richard H. Roberts	30,048[(11)]	*
Paul E. Drack	28,848[(12)]	*
All Executive Officers and Directors as a Group (7 persons)	1,859,414[(13)]	19.4%

* Less than one percent

(1) The Percent of Class column represents the percentage that the named person or group would beneficially own if such person or group, and only such person or group, exercised all currently exercisable options and rights to acquire shares of Common Stock held by such person or group.

(2) Mr. Miller business address is Miller Industries, Inc., 3295 River Exchange Parkway, Suite 220, Norcross, Georgia 30092.

(3) Includes 109,288 shares held by the Miller Family Foundation, Inc., a Georgia non-profit corporation of which Mr. Miller is the sole director. Also includes 2,800 shares held by Mr. Miller’s minor son. Does not include shares that may be issued to Harbourside Investments, LLLP (“Harbourside”), a partnership of which Mr. Miller is the general partner, upon the consummation of the proposed exchange of subordinated debt and warrants of the Company that Harbourside currently holds for shares of Common Stock. The proposed exchange is described in Proposal 3 of this Proxy Statement.

(4) As reported in a Schedule 13G filed with the SEC on February 14, 2003, Account Management, LLC, a registered investment advisor, (Account Management) has sole dispositive power over 823,530 of the shares reported. Account Management does not have voting power with respect to any of the shares reported. Account Management’s address is 2 Newbury Street, Boston, Massachusetts 02116.

(5) As reported in an amended Schedule 13G filed with the SEC on February 14, 2003, Mr. Lynch has sole voting and dispositive power over 242,600 of the shares reported and shared voting and dispositive power over 440,000 of the shares reported. The shares reported include shares beneficially owned by Mr. Lynch’s wife, shares beneficially owned in two charitable lead trusts and a charitable remainder trust, shares beneficially owned in trust for members of Mr. Lynch’s family and shares beneficially owned by a charitable foundation of which Mr. Lynch is a trustee. Mr. Lynch’s address is 82 Devonshire Street, S8A, Boston, Massachusetts 02109.

(6) As reported in a Schedule 13G filed with the SEC on February 20, 2003, Avocet Capital Management, L.P., a registered investment advisor, (ACM), Blackpool Enterprises, LLC (Blackpool) and Raymond Ingelby (Ingelby) are members of a group who have shares voting and dispositive power over 539,975 of the shares reported. Avocet Investment Partners, L.P. (AIP) has shared voting and dispositive power over 466,925 of the shares reported. AIP disclaims membership in a group. ACM, Blackpool and Ingelby expressly disclaim beneficial ownership in the reported shares, except to the extent of their respective pecuniary interests. AIP expressly disclaims beneficial ownership of any of the shares reported on the Schedule 13G. The address for ACM, Blackpool, Ingelby and AIP is 5508 Highway 290 West, Austin, Texas 78735.

(7) Includes 72,586 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above. Does not include shares that may be issued to Harbourside, of which Mr. Badgley is a limited partner, upon the proposed exchange of subordinated debt and warrants of the Company that Habourside currently holds for shares of Common Stock. The proposed exchange is described in Proposal 3 of this Proxy Statement.

(8) Includes 60,536 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above. Does not include shares that may be issued to Harbourside, of which Mr. Madonia is a limited partner, upon the proposed exchange of subordinated debt and warrants of the Company that Habourside currently holds for shares of Common Stock. The proposed exchange is described in Proposal 3 of this Proxy Statement.

(9) Includes 43,286 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above. Does not include shares that may be issued to Harbourside, of which Mr. Mish is a limited partner, upon the proposed exchange of subordinated debt and warrants of the Company that Habourside currently holds for shares of Common Stock. The proposed exchange is described in Proposal 3 of this Proxy Statement.

(10) Includes 28,048 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(11) Includes 28,048 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(12) Includes 28,048 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(13) Includes 260,552 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

PROPOSAL 1: ELECTION OF DIRECTORS

Pursuant to the Company’s Charter and Bylaws, the Board has fixed the number of directors at five. Under the terms of the Company’s Charter and Bylaws, the members of the Board of Directors comprise a single class and at each annual meeting of shareholders all directors will be elected. The directors, if reelected, will serve until the annual meeting of shareholders in 2004. The Board may fill directorships resulting from vacancies or may increase the number of directors to as many as fifteen or decrease such number to as few as three directors. Executive officers are appointed annually and serve at the discretion of the Board of Directors.

Unless contrary instructions are received, shares of Common Stock represented by duly executed proxies will be voted in favor of the election of the five nominees named below to constitute the entire Board. If for any reason a nominee is unable to serve as a director, it is intended that the proxies solicited hereby will be voted for such substitute nominee as the Board of Directors of the Company may propose, but in no event will the proxy be voted for more than five nominees. The Board of Directors has no reason to expect that the nominees will be unable to serve and, therefore, at this time it does not have any substitute nominees under consideration.

The nominees for election shall be elected by a plurality of the votes cast by holders of the shares of Common Stock entitled to vote at the Annual Meeting. Shareholders have no right to vote cumulatively for directors, but rather each shareholder shall have one vote for each director for each share of Common Stock held by such shareholder.

The following persons are the nominees for election to serve as directors. All five nominees are presently directors of the Company. Certain information relating to the nominees, which has been furnished to the Company by the individuals named, is set forth below.

Name of Director	Background Information
Jeffrey I. Badgley	Mr. Badgley, 51, has served as Co-Chief Executive Officer of the Company with William G. Miller since October 2003, as President of the Company since June 1996 and as a director since January 1996. Mr. Badgley served as Chief Executive Officer of the Company from November 1997 to October 2003. In June 1997, he was named Co-Chief Executive Officer of the Company, a title he shared with Mr. Miller until November 1997. Mr. Badgley served as Vice President of the Company from 1994 to 1996, and as Chief Operating Officer of the Company from June 1996 to June 1997. In addition, Mr. Badgley has served as President of Miller Industries Towing Equipment Inc. since 1996. Mr. Badgley served as Vice President—Sales of Miller Industries Towing Equipment Inc. from 1988 to 1996. He previously served as Vice President—Sales and Marketing of Challenger Wrecker Corporation (“Challenger Wrecker”), from 1982 until joining Miller Industries Towing Equipment Inc.
A. Russell Chandler, III	Mr. Chandler, 58, has served as a director of the Company since April 1994. He currently serves as Chairman of CNP Technologies, Inc., a company that builds technology platforms, and is founder and Chairman of Whitehall Group Ltd., a private investment firm based in Atlanta, Georgia. Mr. Chandler served as the Mayor of the Olympic Village for the Atlanta Committee for the Olympic Games from 1990 through August 1996. From 1987 to 1993, he served as Chairman of United Plastic Films, Inc., a manufacturer and distributor of plastic bags. He founded Qualicare, Inc., a hospital management company, in 1972 and served as President and Chief Executive Officer until its sale in 1983.
Paul E. Drack	Mr. Drack, 74, has served as a director of the Company since April 1994. Mr. Drack is also a director of Euramax International PLC. Mr. Drack retired in December 1993 as President and Chief Operating Officer of AMAX Inc., positions he held since August 1991. From 1985 to 1991, Mr. Drack served in various capacities for operating subsidiaries of AMAX Inc. including Chairman, President and Chief Executive Officer of Alumax Inc. and President of Kawneer Company. He was a director of AMAX Inc. from 1988 to 1993. Prior to its acquisition by Cyprus Minerals in November 1993, AMAX Inc. was a producer of aluminum and manufactured aluminum products with interests in domestic energy and gold production.
William G. Miller	Mr. Miller, 57, has served as Chairman of the Board since April 1994 and Co-Chief Executive Officer of the Company since October 2003. From January 2002 to August 2002 Mr. Miller served as the Chief Executive Officer of Team Sports Entertainment, Inc., as well as Team Sports Entertainment’s subsidiary, Team Racing Auto Circuit. Mr. Miller served as Chief Executive Officer of the Company from April 1994 until June 1997. In June 1997, he was named Co-Chief Executive Officer, a title he shared with Jeffrey I. Badgley until November 1997. Mr. Miller also served as President of the Company from April 1994 to June 1996. He served as Chairman of Miller Group, Inc., from August 1990 through May 1994, as its President from August 1990 to March 1993, and as its Chief Executive Officer from March 1993 until May 1994. Prior to 1987, Mr. Miller served in various management positions for Bendix Corporation, Neptune International Corporation, Wheelabrator-Frye Inc. and The Signal Companies, Inc.

Richard H. Roberts	Mr. Roberts, 49, has served as a director of the Company since April 1994. Mr. Roberts currently serves as Senior Vice President, Landair Transport, Inc., a position he has held since August 1994. From August 1994 until July 2002, Mr. Roberts served as General Counsel and Secretary of Forward Air Corporation and Landair Corporation. From May 1995 until May 2002 Mr. Roberts served as s director of Forward Air Corporation. Mr. Roberts also a held similar position with Landair Corporation from September 1998 until February 2003. Mr. Roberts was partner in the law firm of Baker, Worthington, Crossley & Stansberry, counsel to the Company, from January 1991 to August 1994 and prior thereto was an associate of the firm.

The Board of Directors held five meetings during 2002. The Board of Directors has standing Audit, Compensation and Nominating Committees. The Audit Committee is comprised of Messrs. Chandler, Drack and Roberts. The Audit Committee recommends the appointment of independent public accountants, reviews the scope of audits proposed by the independent public accountants, reviews audit reports on various aspects of corporate operations, and periodically consults with the independent public accountants on matters relating to internal financial controls and procedures. The report of the Audit Committee is included in this proxy statement beginning on page 18. The Audit Committee held five meetings during 2002.

The purpose of the Compensation Committee is to establish, among other things, salaries, bonuses and other compensation for the Company's officers, and to administer the Company's stock option and other employee benefit plans. Messrs. Chandler, Drack and Roberts comprise the Compensation Committee. The Compensation Committee held one meeting during 2002.

The Nominating Committee is comprised of Messrs. Chandler, Drack and Miller. The Nominating Committee was established to evaluate candidates for service as directors to the Company. The Nominating Committee held one meeting during 2002. The Nominating Committee will consider candidates recommended by shareholders. Shareholder recommendations must comply with the procedures for nominations set forth in Article I, Section 1.2, of the Company's Bylaws.

All incumbent directors attended more than 75% of the meetings of the Board of Directors and the respective committees of which they are members.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE FIVE DIRECTOR NOMINEES.

PROPOSAL 2: ADOPTION OF THE NON-EMPLOYEE DIRECTOR STOCK PLAN

Introduction

The Company's Board of Directors recommends that shareholders approve the Miller Industries, Inc. Non-Employee Director Stock Plan (the "Plan"), which was adopted by the Board of Directors on February 18, 2003 subject to shareholder approval. A summary of the material terms of the Plan is set forth below and is qualified in its entirety by reference to the Plan as set forth in Annex A hereto. If the equity portion of the Plan is not so approved, it will be canceled.

Purpose

The purposes of the Plan are to provide compensation to members of the Board of Directors who are not employees of the Company, to assist the Company in attracting and retaining non-employee directors with experience and ability on a basis competitive with industry practices, and to associate more fully the interests of such directors with those of the Company's shareholders.

Eligibility

Only non-employee directors are eligible to participate in the Plan. Presently, the number of non-employee directors is 3.

Initial Award

On the date of approval of the Plan by the Company's shareholders ("Initial Award Date"), each non-employee director will be granted an initial award of 7,962 shares of the Company's Common Stock. This award is equal to the number of shares determined by dividing $25,000 by the closing price of the Company's Common Stock on February 18, 2003, the date the plan was approved by the Board, which was $3.14.

Annual Award

Beginning in 2004 and until the Plan is terminated, each non-employee director then serving as such shall be granted an award of Company Common Stock on the first day of each calendar year. The number of shares of Company Common Stock to be granted to each non-employee director shall be determined by dividing $25,000 by the closing price of a share of the Company Common Stock on the first trading day of such year. The number of shares awarded for any calendar year shall be rounded to the nearest number of whole shares. The non-employee director shall have all of the rights of a shareholder with respect to such Common Stock.

If, for any calendar year, the stock price is below $1.00 per share, the Board of Directors, in its discretion, may decide to pay each non-employee director a cash payment equal to $25,000 in lieu of the stock award for such year.

Federal Income Tax Consequences

The following discussion is a summary of certain federal income tax issues and does not purport to be a complete analysis of all of the potential tax aspects relating to the Plan or the awards. The discussion is not intended as a substitute for careful tax planning by each non-employee director, and does not consider state and local taxes that may be applicable to the awards. Therefore, the Company encourages non-employee directors to consult with their individual tax advisors regarding the taxation of their awards. The discussion is based on federal income tax laws, regulations and interpretations thereof presently in effect, all of which are subject to change, possibly with retroactive effect. Nothing in this discussion is or should be construed as legal or tax advice.

Upon the grant of Company Common Stock, the non-employee director will realize ordinary income in an amount equal to the Fair Market Value of those shares, and the Company will be entitled to a corresponding deduction of an equal amount. The tax basis of such stock will be equal to the ordinary income recognized by the non-employee director. Gain or loss realized upon a subsequent disposition of those shares would generally be treated as a capital gain or loss. Cash dividends paid to the non-employee director will result in ordinary income to the non-employee director, and the Company will be entitled to a corresponding deduction.

Shares of Stock Subject to the Plan

The shares granted under this Plan may be newly issued shares of the Company's Common Stock or shares held as treasury shares, including shares purchased by the Company, whether on the market or otherwise, or a combination of each.

Dilution and Other Adjustments

The number and kind of shares of the Company Common Stock issuable under the Plan may be adjusted proportionately by the Board of Directors to reflect stock dividends, stock splits, recapitalizations, mergers, consolidations, combinations or exchanges of shares, any spin-off or other distribution of assets of the Company to its shareholders, any partial or complete liquidation, or other similar corporate changes. Such adjustment shall be conclusive and binding for all purposes of the Plan.

Withholding

The Company shall have the right to require the payment (through withholding from any amount payable from the Company to the non-employee directors or otherwise) of any withholding taxes required by federal, state, or local law in respect of any award.

Resale Restrictions, Assignment and Transfer

Once awarded, the shares of the Company's Common Stock received by non-employee directors will not be freely tradable unless the Company undertakes to register their resale under the Securities Act of 1933, as amended (the "1933 Act"). Even if the Company does undertake such registration, any transfer, assignment, pledge or otherwise encumbrance of the shares received by the non-employee directors will be subject to restrictions imposed by the 1933 Act and will be subject to the trading restrictions imposed by Section 16 of the Securities Exchange Act of 1934, as amended.

Funding

The Plan is unfunded. The Company shall not be required to establish any special or separate fund or to make any other segregation of assets to assure the payment of any award under the Plan.

Prior Directors' Stock Plan Superseded

This Plan shall supersede the Miller Industries, Inc. Non-Employee Director Stock Option Plan (the "Prior Plan"). No further awards shall be made under the Prior Plan, but any awards previously granted shall remain outstanding subject to the terms and conditions of such Prior Plan.

Duration, Amendments and Terminations

The Plan shall terminate on the day prior to the 10th anniversary of the Effective Date and no further stock awards will be made under the Plan after such date. The Board of Directors may sooner terminate the Plan or amend the Plan in whole or in part at any time and from time to time; provided however, that to the extent required by the rules of the exchange on which the Company's shares of Common Stock are listed or applicable law, no amendment shall be effective unless approved by the shareholders of the Company at an annual or special meeting.

New Plan Benefits

The exact number of shares of the Company Common Stock that may be allocated to non-employee directors as a group under the Plan in the future is not presently determinable and will depend upon the average price of a share of Company Common Stock for the period immediately prior to the date of each award of shares. The initial award of shares that will be issued upon shareholder approval of the Plan was granted on February 18, 2003, and the price was $3.14, so each non-employee director would be awarded 7,962 shares.

The Board of Directors recommends that shareholders vote FOR the approval of the Miller Industries, Inc. Non-Employee Director Stock Plan.

PROPOSAL 3: APPROVAL OF THE ISSUANCE OF SHARES OF THE COMPANY'S COMMON STOCK IN EXCHANGE FOR CERTAIN SUBORDINATED NOTES AND WARRANTS OF THE COMPANY

The Proposal

The Company is seeking shareholder approval for a proposal (the "Exchange Proposal") to issue shares of the Company's Common Stock in exchange for up to $2.9 million principal amount of the Company's outstanding subordinated debt and warrants to purchase 82,384 shares of the Company's Common Stock that are currently held by Harbourside Investments, LLLP ("Harbourside"), a limited liability limited partnership of which executive officers and directors of the Company are partners. Such approval, if given, will be effective for the exchange of such subordinated debt and warrants for the Company's Common Stock at the exchange ratio described below regardless of the other terms and conditions or the timing of the exchange transaction or other factors that might be related to the transaction.

General

Contrarian Funds, LLC ("Contrarian") recently purchased all of the outstanding subordinated debt of the Company (the "Subordinated Debt") under that certain Amended and Restated Credit Agreement, dated July 23, 2001, as amended, by and among the Company and Miller Industries Towing Equipment, Inc., a Delaware corporation and Bank of America, N.A. in its capacity as a lender, and other financial institutions which may be lenders from time to time (the "Junior Credit Facility"). In connection with the acquisition of the Subordinated Debt, Contrarian also purchased warrants, or the rights to receive warrants (the "Warrants"), issued by the Company pursuant to that certain Warrant Agreement, dated July 23, 2001, by and among the Company, Bank of America, N.A., SunTrust Bank, Wachovia Bank, N.A. and Amsouth Bank. Pursuant to a proposed Purchase and Sale Agreement (the "Purchase Agreement") being negotiated by Contrarian and Harbourside, Harbourside would purchase from Contrarian of 44.286% of (1) the principal amount of the Subordinated Debt and (2) the associated Warrants to purchase 186,028 shares of the Company's Common Stock.

In anticipation of the completion of the transactions under the Purchase Agreement, the Company is currently negotiating with Contrarian to enter into separate exchange agreements with Contrarian and Harbourside. Pursuant to these agreements, each of Contrarian and Harbourside will accept a cash payment representing 70% of the principal amount of the outstanding Subordinated Debt they each hold and convert the remaining portion of the Subordinated Debt and the Warrants that they hold into shares of the Company's Common Stock. As part of the date of this preliminary proxy statement, no such agreements have been reached. The conversion by Harbourside of a portion of the Subordinated Debt and the Warrants into shares of the Company's Common Stock is subject to shareholder approval under the rules of the New York Stock Exchange because Harbourside is owned in part by executive officers and directors of the Company.

Background of the Transaction

In June 2003, at the request of the Board of Directors, William G. Miller began to investigate a possible purchase of the outstanding Subordinated Debt from the Company's junior lenders. At that time, Mr. Miller served only as the Chairman of the Board of the Company, but was also appointed as Co-Chief Executive Officer of the Company effective on October 9, 2003. Mr. Miller was interested in such a transaction because he believed a restructuring of the Subordinated Debt would be necessary to facilitate the Company's efforts to refinance its senior debt.

As Mr. Miller was investigating the possibility of purchasing the Subordinated Debt, he learned that Contrarian was also interested in such a transaction and had acquired an option to purchase a portion of the Subordinated Debt, which option was exercised at the end of June. Mr. Miller and Contrarian then entered into discussions concerning a possible joint purchase of the Subordinated Debt. Mr. Miller indicated that he and certain other officers and directors of the Company might be interested in investing up to $4.5 million to help purchase some portion of the remaining Subordinated Debt if Contrarian could purchase it at a reasonable price. Contrarian indicated it might be willing to sell approximately half of the Subordinated Debt to the group at its cost if it was able to ultimately purchase all of the Subordinated Debt. Both such indications of interest in a transaction were subject to negotiation of satisfactory terms and conditions. This potential transaction was discussed by the Board of Directors of the Company at its August 8, 2003 meeting and the Board agreed that such a transaction, if it could be completed, would be beneficial to the Company and its efforts to refinance its senior debt.

In October 2003, Contrarian completed its purchase of all of the Subordinated Debt and then approached the Company regarding a possible exchange of a portion of the Subordinated Debt for equity of the Company. At that time it also notified the Company of its intention to offer a minority interest of approximately 44% in the Subordinated Debt to Harbourside, which includes certain officers and directors of the Company as partners. The Board of Directors of the Company empowered a special committee consisting of its three non-employee members, A. Russell Chandler, III, Paul E. Drack, and Richard H. Roberts, to engage in all negotiations with Contrarian on behalf of the Company. The special committee engaged its own legal counsel, Nelson Mullins Riley & Scarborough, L.L.P., and a financial advisor, Morgan Keegan & Company, Inc., to assist and advise it in the negotiations with Contrarian. During October and November 2003, the Special Committee met nine times, including three times with representatives of Contrarian. The negotiations of the exchange transaction on behalf of the Subordinated Debt holders have been carried out by Contrarian.

Morgan Keegan & Company, Inc. served as financial adviser to the special committee of the Board of Directors in its negotiations with Contrarian. For its advisory services in connection with the negotiation of the exchange transaction and the rendering of its opinion as to the fairness of the transaction, the Company paid Morgan Keegan $50,000, reimbursed its out-of-pocket expenses and agreed to indemnify Morgan Keegan against potential liabilities arising out of its engagement. For this reduced fee, the Company agreed to engage Morgan Keegan for any additional investment banking services that the Company may require during 2004. On November 17, 2003, Morgan Keegan delivered its oral opinion to the special committee that the issuance of the Company’s Common Stock, pursuant to the Exchange Agreement is fair, from a financial point of view.

For purposes of preparing its opinion, Morgan Keegan:

- reviewed an initial draft of the exchange agreements;
- reviewed certain publicly available business and financial information relating to the Company;
- reviewed certain other information provided to it by the Company and discussed the business prospects of the Company with its management;
- reviewed the reported historical prices and historical trading activity for the Company’s common stock for the period from January 1, 2000 to August 10, 2003;
- compared and considered the financial performance of the Company and the prices and trading activity of the Company’s common stock with that of certain other publicly-traded companies and their securities that were deemed to be comparable to the Company, derived valuation multiples for the Company by analyzing these company’s financial performance, and applied certain of these valuation multiples to the Company’s earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the latest twelve months ended June 30, 2003 and projected net income for the year ended December 31, 2004 to derive an implied range of equity values and price per share for the Company’s common stock;
- reviewed the financial terms, to the extent publicly available, of certain other business combinations and other transactions that it deemed relevant and applied certain of these valuation multiples to the Company’s earnings before EBITDA for the latest twelve months ended June 30, 2003 to derive an implied range of equity values and price per share for the Company’s common stock;
- performed a discounted cash flow analysis (“DCF”) on the projected cash flows of the Company for years ended December 31, 2004 through 2008 and applied a range of discount rates and terminal value multiples based on estimated EBITDA for the year ending December 31, 2008 to calculate a range of implied equity values and price per share for the Company’s common stock;
- analyzed the discount received for certain transactions whereby the investor acquired privately issued, unregistered common stock from an publicly-held issuer; and
- performed such other analyses and considered such other factors as it deemed appropriate.

On November 17, 2003, the Special Committee approved the exchange transaction and recommended to the Board of Directors of the Company that it approve the transaction. On the same day, the Board of Directors, with Messrs. Miller and Badgley abstaining, approved the basic terms of the exchange transaction and authorized the Company to enter into exchange agreements with Contrarian and Harbourside on identical terms.

Reasons for the Transaction

The Company's Board of Directors believes that it is in the best interests of the Company and its shareholders to approve the exchange of the Subordinated Debt and the Warrants owned by Harbourside for cash and shares of the Company's Common Stock on the same basic terms as it has agreed to exchange with Contrarian. The Board considered a number of factors, including those set forth below, in reaching its decision to approve the transaction, and to recommend its approval to the shareholders of the Company.

- The Board of Directors believes that the approval of the proposal is in the best interest of the Company and its shareholders because the Board of Directors believes that the transaction will facilitate the refinancing of the Company's senior credit facility.
- Because the Subordinated Debt currently bears interest at 10.0% over the prime rate, the satisfaction of the Subordinated Debt, whether by cash payments or conversion into equity, will reduce the Company's ongoing interest expense.
- The issuance of additional equity securities in the form of the Company's Common Stock will help the Company in its efforts to regain compliance with the New York Stock Exchange listing requirements that the Company maintain a thirty-day average market capitalization of $50 million and stockholders' equity of $50 million.
- Because the market price for the Company' Common Stock is currently higher than it has been in the past few years, the Company can complete the exchange with the issuance of fewer shares of its Common Stock than it would have issued in a comparable transaction at any other time during the last few years.
- The opinion of Morgan Keegan that the issuance of the Company's Common Stock in exchange for a portion of the Subordinated Debt and the Warrants was fair, from a financial point of view.

The Exchange Agreements

Under separate agreements being negotiated by the Company with Contrarian (the "Exchange Agreements"), Contrarian and Harbourside would convert (the "Debt Conversion") a portion of the Subordinated Debt that they hold (the "Conversion Portion") into equity of the Company upon the payment by the Company of 70% of the outstanding principal amount of the Subordinated Debt that they respectively hold, provided that such payment occurs on or before December 31, 2003. If such payment does not occur on or before such time, Contrarian and Harbourside will each have the right, but not the obligation, to elect to carry out the Debt Conversion after December 31, 2003. Except for the condition that Harbourside's agreement be approved by the Company's shareholders, the Exchange Agreements will be identical in all material respects. Harbourside's Conversion Portion will be determined by subtracting $4,293,217 (the "Base Amount"), which is 70% of the principal amount of the Subordinated Debt held by it, from the total amount of principal, interest and fees outstanding with respect to the Subordinated Debt that Harbourside holds on the date of closing (the "Exchange Closing Date").

In the Debt Conversion, Harbourside will receive a number of shares of the Company's common stock equal to the Conversion Portion divided by the average closing price per share of the Company's common stock for each trading day in the calendar fourth quarter of 2003, subject to a minimum price of $5.00 per share and a maximum price of $7.00 per share (the "Exchange Ratio").

In connection with their respective Debt Conversions, each of Contrarian and Harbourside have also agreed to convert all of the Warrants held by each into shares of the Company's common stock (the "Warrant Conversion") on the Exchange Closing Date. Pursuant to the Warrant Conversion, Harbourside will receive a number of shares of the Company's common stock for each Warrant that is equal to (1) the Exchange Ratio minus the exercise price of the Warrant, (2) multiplied by the total number of shares underlying the Warrant, and (3) divided by the Exchange Ratio. The exact number of shares of Company's Common Stock to be issued to Harbourside under the Debt Conversion and Warrant Conversion can not be calculated at this time because of a number of variables, including the amount of interest accrued on the principal outstanding under the Junior Credit Facility and the Exchange Ratio, which can not be determined until the Exchange Closing Date. The Company has also agreed to register for resale the shares of Common Stock issued to Contrarian and Harbourside in the exchange with the Securities and Exchange Commission as soon as practicable following the closing of the exchange transaction.

Interests of Certain Persons in the Transaction

William G. Miller is the general partner of, and controls, Harbourside Investments, LLLP, the entity which holds a portion of the Subordinated Debt. Mr. Miller is Chairman of the Board and Co-Chief Executive Officer of the Company, as well as the holder of approximately 16% of the Company's outstanding Common Stock. Mr. Miller, Jeffrey I. Badgley, the Company's President and Co-Chief Executive Officer, J. Vincent Mish, the Company's Executive Vice President and Chief Financial Officer and Frank Madonia, the Company's Executive Vice President, Secretary and General Counsel, are all limited partners in Harbourside Investments, LLLP.

As partners of Harbourside, each of Messrs. Miller, Badgley, Mish and Madonia will indirectly receive cash and shares of common stock of the Company in exchange for the Subordinated Debt and Warrants currently held by Harbourside. As general partner of Harbourside, Mr. Miller will have sole voting power over the shares of the Company's Common Stock that Harbourside will receive in the exchange.

Reasons for Shareholder Approval

The Company is seeking shareholder approval of the issuance of shares to Harbourside in exchange for a portion of the Subordinated Debt as required by paragraph 312.03(b) of the New York Stock Exchange Listed Company Manual (the "NYSE Manual") because the exchange would result in the issuance of shares of Common Stock greater than one percent of the outstanding shares of Common Stock to Harbourside, an entity in which executive officers and directors of the Company have a direct interest. This approval requirement is not required with respect to the exchange by Contrarian.

Pursuant to Section 312.03 of the NYSE Manual, an affirmative vote of the majority of the votes cast (provided that the total vote for the proposal represents over a 50% interest of all of the Company's Common Stock) regarding the proposal is required for approval of this proposal. Mr. Miller, Mr. Badgley, Mr. Mish and Mr. Madonia collectively own approximately 17% of the outstanding shares of Common Stock. Each of them has indicated that they intend to vote their shares of Common Stock in favor of the proposal.

Effect of the Transaction

The number of shares of the Company's Common Stock issued to Harbourside in exchange for the Conversion Portion of the Subordinated Debt and the Warrant Conversion of the Warrants held by Harbourside will depend on a number of variables including (1) the outstanding principal, interest and fees under the Junior Credit Facility as of the Exchange Closing Date and (2) the Exchange Ratio, which is based on the average trading price of the Common Stock during the fourth quarter of 2003, with a maximum ratio of $7.00 and a minimum ratio of $5.00. Assuming that the outstanding principal, interest and fees are $16,233,204 at the Exchange Closing Date, the maximum number of shares that could be issued to Harbourside would be 606,776, the minimum number of shares that could be issued to Harbourside would be 456,949, and the number of shares that could be issued to Harbourside based on an Exchange Ratio if calculated on the date of this Proxy Statement of $5.26, would be 580,549. The maximum number of shares issuable to Harbourside in the exchange would represent 5.7% of the Company's total issued and outstanding shares after the exchange, the minimum number of shares issuable to Harbourside in the exchange would represent 4.4% of the Company's total issued and outstanding shares after the exchange, and the number of shares issuable to Harbourside in the exchange based on the Exchange Ratio if calculated on the date of this Proxy Statement would represent 5.5% of the Company's total issued and outstanding shares after the exchange.

The issuance of the shares of Common Stock in exchange for the Subordinated Debt and Warrants will be dilutive to the outstanding shares of the Company's Common Stock. The issuance of the Company's Common Stock could also depress the market price of the Company's Common Stock by increasing the number of shares of the Company's Common Stock that is outstanding.

The following table sets forth (1) the beneficial ownership of the Company's Common Stock by the partners of Harbourside as of November 1, 2003 and (2) the beneficial ownership of the Company's Common Stock by the partners of Harbourside after giving effect to the exchange of the Subordinated Debt and Warrants for 580,549 shares of the Company's Common Stock, assuming (A) that the outstanding principal, interest and fees under the Junior Credit Facility will be $16,233,204 million at the Exchange Closing Date and (B) that the Exchange Ratio will be comparable to the Exchange Ratio if calculated on the date of this Proxy Statement of $5.26.

	Prior to Giving Effect to the Proposal		After Giving Effect to the Proposal	
Name and Address of Beneficial Owner	**Amount and Nature of Beneficial Ownership[1]**	**Percent of Class[1]**	**Amount and Nature of Beneficial Ownership[1]**	**Percent of Class[1]**
William G. Miller	1,516,157[2]	16.2%	2,096,706[3]	19.7%
Jeffrey I. Badgley	95,901[4]	*	227,843[5]	2.1%
Frank Madonia	84,151[6]	*	110,539[7]	1.0%
J. Vincent Mish	58,901[8]	*	85,289[9]	*

* Less than one percent

(1) The Percent of Class column represents the percentage that the named person or group would beneficially own if such person or group, and only such person or group, exercised all currently exercisable options and rights to acquire shares of Common Stock held by such person or group.

(2) Includes 109,288 shares held by the Miller Family Foundation, Inc., a Georgia non-profit corporation of which Mr. Miller is the sole director. Also includes 2,800 shares held by Mr. Miller's minor son.

(3) Also includes all 580,549 shares of Common Stock that would be issued to Harbourside, of which Mr. Miller owns a 21.72% interest as a limited partner and a 1% interest as the sole general partner, in the exchange transaction. As the sole general partner of Harbourside, Mr. Miller will have sole voting power over the shares of the Common Stock that would be issued to Harbourside.

(4) Includes 70,586 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(5) Also includes 131,942 shares that would be issued to Harbourside, of which Mr. Badgley owns a 22.73% interest as a limited partner, in the exchange transaction.

(6) Includes 58,536 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(7) Also includes 26,388 shares that would be issued to Harbourside, of which Mr. Madonia owns a 4.55% interest as a limited partner, in the exchange transaction.

(8) Includes 42,036 shares which are issuable pursuant to options which are exercisable within sixty days of the date set forth above.

(9) Also includes 26,388 shares that would be issued to Harbourside, of which Mr. Mish owns a 4.55% interest as a limited partner, in the exchange transaction.

The Subordinated Debt and Warrants

The Subordinated Debt

The Subordinated Debt purchased by Contrarian was issued pursuant to the Junior Credit Facility. The Junior Credit Facility and the notes issued pursuant to it are subordinate to the Company's senior credit facility which was also entered into on July 23, 2001. The Subordinated Debt had an original aggregate principal amount of $14.0 million and current outstanding principal amount of approximately $13.8 million. The Subordinated Debt currently bears interest at 10.0% over the prime rate as a result of its maturity on July 23, 2003. The total amount outstanding on the Subordinated Debt as of November 21, 2003, including accrued interest and commitment fees, was $16,233,204. The Subordinated Debt is secured by certain specified assets of the Company and by a second priority lien and security interest in substantially all other assets of the Company. The Junior Credit Facility also contains covenants, events of default and other terms typical in a junior subordinated facility.

Warrants

The Junior Credit Facility also contains provisions for the issuance of warrants. On July 23, 2002, the Company issued 47,417 warrants for the purchase of the Company's Common Stock as a result of these provisions. The Company has issued an additional 138,611 warrants for shares of Common Stock in accordance with these provisions in October 2003. In connection with Contrarian's purchase of all of the outstanding Subordinated Debt, Contrarian has acquired all of the warrants and subsequently transferred a portion of the warrants to Harbourside pursuant to the Purchase Agreement.

Financial Statements, Supplementary Financial Information, and Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial Statements and Supplementary Financial Information

Attached as Annex B to this proxy statement are the financial statements of the Company for the fiscal years ended December 31, 2002 and December 31, 2001, as excerpted from the Company's Annual Report on Form 10-K, and for the quarter ended September 30, 2003, as excerpted from the Company's Quarterly Report on From 10-Q for the same period, each as filed with the Securities and Exchange Commission.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Attached as Annex C to this proxy statement is Management's Discussion and Analysis of Financial Condition and Results of Operation, which has been excerpted from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, each as filed with the Securities and Exchange Commission.

Board Recommendation

The BOARD OF DIRECTORS, BASED ON THE RECOMMENDATION OF THE SPECIAL COMMITTEE, RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE APPROVAL OF THE ISSUANCE OF SHARES OF COMMON STOCK IN EXCHANGE FOR CERTAIN SUBORDINATED PROMISSORY NOTES AND WARRANTS AS DESCRIBED IN THE FIRST PARAGRAPH OF THIS SECTION OF THE PROXY STATEMENT.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information for the fiscal year ended December 31, 2002, the eight month transition period ended December 31, 2001 (noted as "Trans. Per.") and each of the last three fiscal years ended April 30, 2001, 2000 and 1999 of the Company concerning compensation paid by the Company and its subsidiaries to the Company's Chief Executive Officer and to each of the Company's other most highly compensated executive officers as of December 31, 2002 who earned in excess of $100,000 in salary and bonus during the fiscal 2002 (collectively, the "Named Executive Officers").

		Annual Compensation(1)		Long Term Compensation Awards	
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Securities Underlying Options (#)**	**All Other Compensation ($)**
William G. Miller	2002	$180,000	-	-	-
Chairman	Trans. Per.	120,000	-	-	-
	2001	180,000	-	-	-
	2000	180,000	-	-	-
	1999	180,000	-	-	-
Jeffrey I. Badgley	2002	276,210	45,000(2)	-	$ 1,496(3)
President and Chief Executive	Trans. Per.	184,133	-	8,000	1,726(3)
Officer	2001	266,667	-	-	8,928(5)
	2000	245,833	-	16,000	1,424(3)
	1999	191,667	60,000(2)	120,000(4)	1,653(3)
Frank Madonia	2002	196,207	22,000(2)	-	1,717(3)
Executive Vice President, Secretary	Trans. Per.	130,800	-	5,000	1,308(3)
and General Counsel	2001	191,667	-	-	6,628(3)(6)
	2000	178,333	-	12,000	1,762(3)
	1999	145,625	48,333(2)	90,000(4)	1,592(3)
J. Vincent Mish	2002	176,206	22,000(2)	-	1,628(3)
Executive Vice President, Chief	Trans. Per.	117,467	-	5,000	1,067(3)
Financial Officer and President of	2001	163,333	30,000(2)	-	6,222(3)(7)
the Financial Services Group	2000	153,333	-	12,000	1,312(3)
	1999	120,000	48,333(2)	7,500	1,205(3)

(1) Excludes perquisites and other personal benefits aggregating less than $50,000 or 10% of the named executive officer's annual salary and bonus.

(2) Bonus awards consist entirely of amounts earned in previous fiscal years which are paid incrementally to the executive officer in the year noted in accordance with the Company's bonus plan.

(3) Consists of a matching contribution made to the executive's account in the Company's 401(k) Plan.

(4) Issued in connection with employment agreements entered into in September 1998, as further described under the heading "Employment Contracts, Termination of Employment, Severance and Change-in-Control Arrangements" below.

(5) Mr. Badgley's other compensation includes $6,250 received from the sale of 125,000 out of the money options to the Company at a purchase price of $0.05 per option and a $2,678 matching contribution to Mr. Badgley's account in the Company's 401(k) Plan.

(6) Mr. Madonia's other compensation includes $4,700 received from the sale of 94,000 out of the money options to the Company at a purchase price of $0.05 per option and a $1,928 matching contribution to Mr. Madonia's account in the Company's 401(k) Plan.

(7) Mr. Mish's other compensation includes $4,700 received from the sale of 94,000 out of the money options to the Company at a purchase price of $0.05 per option and a $1,522 matching contribution to Mr. Mish's account in the Company's 401(k) Plan.

No options were granted to or exercised by the Named Executive Officers during 2002.

Option Values as of December 31, 2002

The following table summarizes certain information regarding option values of the Named Executive Officers as of the end of December 31, 2002.

Name	No. of Securities Underlying Unexercised Options at Fiscal Year End		Value of Unexercised In-the-Money Options At Fiscal Year End (1)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
William G. Miller	-	-	-	-
Jeffrey I. Badgley	69,786	6,800	$ 720	$ 2,160
Frank Madonia	57,936	4,350	450	1,350
J. Vincent Mish	41,436	4,350	450	1,350

(1) As required by the rules of the Securities and Exchange Commission, the value of unexercised in-the-money options for the Common Stock is calculated based on the closing sale price on the New York Stock Exchange as of December 31, 2002, which was $3.41 per share.

Employment Contracts, Termination of Employment, Severance and Change-in-Control Arrangements

In December 2002, the Company entered into an employment agreement with Mr. Mish. The employment agreement provides for a rolling three-year term, extended automatically as of each annual shareholders' meeting such that the remaining term of the employment agreement is three years as of that date. Notwithstanding the foregoing, the term of the agreement ends on Mr. Mish's 65th birthday. The employment agreement provides for a base salary of $175,000, subject to annual review by the Board of Directors. Additionally, Mr. Mish may participate in any bonus plans or other benefits generally available to executive officers of the Company. The Company may terminate Mr. Mish pursuant to this employment agreement for any reason upon written notice. However, if termination is for other than "just cause" (as defined in the employment agreements), 100% of Mr. Mish's options on Company stock granted pursuant to the Company's Stock Option and Incentive Plan will vest and become immediately exercisable, and the Company must pay Mr. Mish his current base salary plus bonuses and health and life insurance benefits for a period of three years, or until the end of the term of the employment agreement, whichever is shorter. Finally, the employment agreement also provides for non-competition and confidentiality during employment and for a period ending two years from termination or expiration of the employment agreement (or one year if termination occurs pursuant to a change in control).

In September 1998, the Company entered into employment agreements with Messrs. Badgley and Madonia. Each employment agreement provides for a rolling three-year term, extended automatically each day for an additional day such that the remaining term of each employment agreement is three years. However, on each individual's 62nd birthday, the employment agreement ceases to extend automatically, and instead terminates three years from that date. The employment agreements provide for base salaries of $200,000 to Mr. Badgley, and $165,000 to Mr. Madonia, each subject to annual review by the Board of Directors. Additionally, each individual may participate in any bonus plans or other benefits generally available to executive officers of the Company. The Company may terminate Messrs. Badgley or Madonia pursuant to their respective employment agreements for any reason upon written notice. However, if termination is for other than "just cause" (as defined in the employment agreements), 100% of the terminated individual's options on Company stock granted pursuant to the Company's Stock Option and Incentive Plan will vest and become immediately exercisable, and the Company must pay the terminated individual his current base salary plus bonuses and health and life insurance benefits for a period of three years, or until the end of the term of the employment agreement, whichever is shorter. Finally, each employment agreement also provides for non-competition and confidentiality during employment and for a period ending two years from termination or expiration of the employment agreement (or one year if termination occurs pursuant to a change in control as defined in each individual's change in control agreement described below).

In September 1998, the Company entered into change in control agreements with Messrs. Badgley and Madonia. Each change in control agreement provides for a rolling three-year term, extended automatically each day for an additional day such that the remaining term of each employment agreement is three years. However, on each individual’s 62nd birthday, the employment agreement ceases to extend automatically, and instead terminates three years from that date. Upon termination within 6 months prior to or 2 years after a change in control (as defined in each respective change in control agreement), Messrs. Badgley and Madonia are entitled to payment of then current salary, plus bonuses and incentives, and health and life insurance coverage for a period of three years following termination.

In July 1997, the Company entered into an employment agreement with Mr. Miller which provides for a base salary as agreed to by the Company and Mr. Miller from time to time, but which shall in any event be substantially the same as the base salary of the Chief Executive Officer of the Company unless Mr. Miller agrees to accept a lower salary. Mr. Miller also receives certain insurance and other benefits as are generally provided by the Company to its executive employees. Mr. Miller's employment agreement is for an indeterminate term and allows Mr. Miller to pursue other business related interests as long as they do not interfere with his duties for the Company. Employment may be terminated by either party upon three years written notice or for “cause,” as defined in the employment agreement. The agreement also provides for non-competition by Mr. Miller for a period ending three years from termination of the agreement if the agreement is terminated by breach of Mr. Miller.

Compensation of Directors

The members of the Board of Directors who are employees of the Company do not receive additional compensation for Board or committee service. Prior to 2003, upon initial election to the Board, each non-employee director was granted an option to purchase 2,000 shares of Common Stock as of the date of becoming a director. In addition, on the first business day following each annual meeting of shareholders, each non-employee director would receive an option to purchase a number of shares of the Company's Common Stock equal to $32,500 divided by the Black-Scholes value (as established by the Company's independent accountant) of an option to purchase one such share, and up to 400 additional shares based upon the earnings of the Company. Messrs. Chandler, Drack and Roberts were granted 9,400 options each on May 28, 2002.

In February 2003, the Board approved a new compensation plan beginning in 2003 for non-employee directors that includes a cash and an equity compensation component. Each non-employee director is entitled to receive an annual payment of $25,000 as compensation for service on the Board of Directors. The payment to the directors of the cash portion of their compensation has not occurred for fiscal year 2003. In addition, each director is entitled to awards under the Non-Employee Director Stock Plan, subject to the approval of the plan by the Company’s shareholders. The awards will be paid in shares of Common Stock equal to $25,000 divided by the closing price of the Common Stock on the first day of the fiscal year. If the Non-Employee Director Stock Plan is approved by the Company’s shareholders, all future equity compensation paid to the directors will be made in accordance with the plan.

Compensation Committee Interlocks and Insider Participation

During 2002, the Compensation Committee was comprised of Messrs. Chandler, Drack and Roberts, all of whom were non-employee directors.

Compensation Committee Report on Executive Compensation

Overview. The Company's general compensation policies on executive officer compensation are administered by the Compensation Committee (the "Committee") of the Board of Directors; however, the Committee submits its determinations to the full Board for its comments and concurrence. All members of the Committee are non-employee directors. It is the responsibility of the Committee to determine whether the executive compensation policies are reasonable and appropriate, meet their stated objectives and effectively serve the best interests of the Company and its shareholders.

The three components of executive officer compensation are base salary, annual cash bonus awards and stock option grants. In addition to the Committee's determinations on base salary and bonus award, the Committee administers the Company's 1994 stock option plan ("1994 Plan") and recommends to the Board of Directors the options to be granted to executive officers. In fiscal 2002, none of the Named Executive Officers were granted stock options.

The Company believes that its executive compensation policy should be reviewed annually and should be reviewed in light of the Company's financial performance, its annual budget, its position within its industry sectors and the compensation policies of similar companies in its business sectors. The Committee believes that in addition to corporate performance, it is appropriate to consider in setting and reviewing executive compensation the level of experience and the responsibilities of each executive as well as the personal contributions a particular individual may make to the success of the corporate enterprise. Such qualitative factors as leadership skills, analytical skills, organization development, public affairs and civic involvement are deemed to be important qualitative factors to take into account in considering levels of compensation. No relative weight is assigned to these qualitative factors, which are applied subjectively by the Committee.

Option Grants. The Company has historically used grants of options to better align the interests of the Company's officers and employees with the long-term interests of the Company and its shareholders. All options for the purchase of 500 or more shares generally vest in four equal annual installments, and all options for the purchase of fewer than 500 shares vest in two equal annual installments. All options are exercisable until the tenth anniversary of the grant date unless otherwise earlier terminated pursuant to the terms of the individual option agreement. In general, the Committee believes it is important for the non-executive officer employees of the Company to have a long-term equity interest in the Company. However, during 2002, the Company did not grant options to employees and executive officers under the 1994 Plan

Salaries. During 2002, the Committee reviewed the salaries of all executive officers and the established levels of participation of those officers in the Company's Cash Bonus Plan and the 1994 Plan. In its review, the Committee discussed the performance of the executive officers with the Chief Executive Officer and further considered the compensation packages, employment agreements (as applicable) and existing stock options (as applicable) of each officer and of the Chief Executive Officer. The Committee's review of executive officer compensation included consideration of individual performance and contribution to the Company, a comparison to compensation paid to executive officers in companies of similar size in related industries, the financial performance of the Company, and other factors the Committee believed were relevant in making its determination.

Employment Agreements. As a result of an executive compensation study conducted during fiscal 1999 by the Compensation Committee with the assistance of an independent consulting firm specializing in these matters, the Company began the incremental process of increasing the compensation of its executive officers by entering into the employment agreements described under "Employment Contracts, Termination of Employment, Severance and Change in Control Arrangements", providing for the salary increases and the option grants reflected in such agreements. Each of Messrs. Badgley, Miller, Madonia and Mish is a party to an employment agreement with the Company or a subsidiary of the Company, which is described under "Employment Contracts, Termination of Employment, Severance and Change-in-Control Arrangements."

Federal Income Tax Deductibility Limitation on Executive Compensation. Section 162(m) of the Internal Revenue Code was enacted as part of the 1993 Omnibus Budget Reconciliation Act ("OBRA") and generally disallows a corporate deduction for compensation over $1,000,000 paid to the Company's Chief Executive Officer or any other of the four highest compensated officers. The Committee continues to analyze the potential impact of this limitation. Under the regulations and the transition rules, executive compensation pursuant to the 1994 Plan should be qualifying "performance based" compensation and therefore be excluded from the $1,000,000 limit. Other forms of compensation provided by the Company, however, including base salary and amounts awarded under the Cash Bonus Plan, are not excluded from the limit. The Committee currently anticipates that substantially all compensation to be paid in future years will be deductible under Section 162(m) because of the spread between present levels of executive officer compensation and the limit under the regulation. In any event, the Committee believes that performance based compensation is desirable and can be structured in a manner to constitute qualifying as performance based compensation under Section 162(m).

Paul E. Drack — A. Russell Chandler, III — Richard H. Roberts

Audit Committee Report

The Company's Audit Committee is comprised of three independent members, as required by applicable listing standards of the New York Stock Exchange. The Audit Committee acts pursuant to a written charter adopted and approved by the board of directors in March 2000. The Company's management is responsible for its internal accounting controls and the financial reporting process. The Company's independent accountants, PricewaterhouseCoopers LLP, are responsible for performing an audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States and for expressing an opinion as to their conformity with generally accepted accounting principles. The Audit Committee's responsibility is to monitor and oversee these processes.

In keeping with that responsibility, the Audit Committee has reviewed and discussed the Company's audited consolidated financial statements with management and the independent accountants. In addition, the Audit Committee has discussed with the Company's independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61, "Communications with Audit Committee," as currently in effect. In addition, the Audit Committee has received the written disclosures from the independent accountants required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees," and has discussed with the independent accountants their independence. The Audit Committee has also considered whether the provision of non-audit services by the independent accountants is compatible with maintaining such accountants' independence.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting or auditing, including in respect of auditor independence. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal control and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Company's auditors are in fact "independent".

Based on the reports and discussions described in this report, and subject to the limitations on the role and responsibilities of the Committee referred to above and in the Audit Committee Charter, the Committee recommended to the Board of Directors that the audited consolidated financial statements of the Company be included in the Annual Report on Form 10-K for the year ended December 31, 2002 for filing with the Securities and Exchange Commission.

This report is respectfully submitted by the Audit Committee of the Board of Directors.

Paul E. Drack — A. Russell Chandler, III — Richard H. Roberts

Independent Public Accountants

PriceWaterhouseCoopers' LLP were the independent public accountants for the Company for the fiscal year ended December 31, 2002. On October 3, 2003, PriceWaterhouseCoopers LLP resigned as the Company's principal accountants. On October 9, 2003 the Company engaged Joseph Decosimo and Company, LLP to be its principal accountants. The decision to engage Joseph Decosimo and Company, LLP was made upon the recommendation of the Company's Audit Committee and the approval of its the Board of Directors. During the Company's two most recent fiscal years and the subsequent interim period through October 9, 2003, the Company has not consulted with Joseph Decosimo and Company, LLP regarding any matter requiring disclosure under Regulation S-K, Item 304(a)(2)(i) and (ii).

The report of PricewaterhouseCoopers LLP for the year ended December 31, 2002 included an explanatory paragraph. This explanatory paragraph was included as a result of the Company being in default of certain covenants under its senior and subordinated credit facility agreements, and because its subordinated credit facility matured on July 23, 2003. The senior and subordinated credit facility agreements contain certain cross-default provisions and provide for the acceleration of amounts due as well as other remedies in the event of default. The report of PricewaterhouseCoopers indicated that these circumstances raise substantial doubt about the Company's ability to continue as a going concern.

The report of PricewaterhouseCoopers LLP for the period ending December 31, 2001 included a separate paragraph regarding the Company's default under certain credit agreements and related waivers.

Except as described in the two preceding paragraphs, neither of the reports of PricewaterhouseCoopers LLP on the financial statements of the Company for the past two fiscal years contained an adverse opinion or disclaimer of opinion, nor was either qualified or modified as to uncertainty, audit scope, or accounting principle.

In connection with its audits for the two most recent fiscal years of the Company and through October 3, 2003, there were no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused them to make reference to the subject matter of the disagreements in their reports on the financial statements for such fiscal years.

Representatives of Joseph Decosimo and Company, LLP and PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting, and will have the opportunity to make a statement if they desire to do so, and to respond to appropriate questions.

Audit Fees

PricewaterhouseCoopers LLP billed the Company aggregate fees of $515,601 for professional services rendered for the audit of financial statements during fiscal 2002, including the re-audit of the financial statements for the fiscal years ended 2001 and 2000, and the reviews of financial statements included in Forms 10-Q filed during fiscal 2002.

All Other Fees

PricewaterhouseCoopers LLP billed the Company fees of $97,405 for additional services provided to the Company during fiscal 2002. The Company did not engage PricewaterhouseCoopers LLP during fiscal 2002 for management information system services.

The Audit Committee has considered whether the provision of other services by PricewaterhouseCoopers LLP is compatible with maintaining the independence of PricewaterhouseCoopers LLP.

Performance Graph

The following line graph compares the percentage change in the cumulative shareholder return of the Common Stock with The New York Stock Exchange Composite Index and the Standard & Poor's Composite Index over the period of time from April 30, 1996 through December 31, 2002. The respective returns assume reinvestment of dividends paid.

	4/30/1996	4/30/1997	4/30/1999	4/28/2000	4/30/2001	12/31/2001	12/312002
Miller Industries, Inc.	100	128	54	37	8	7	7
NYSE Composite Index	100	119	181	184	181	168	135
S&P Construction Index	100	124	221	169	160	206	174

For the year ended December 31, 2002, Standard & Poors transferred the Heavy Duty Trucks and Parts index, the index previously used by the Company, to the S&P 500 – Construction and Farm Machinery and Heavy Trucks Index. As a result, the Company has elected to use the S&P 500 – Construction and Farm Machinery and Heavy Trucks index in the above comparison.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 and the disclosure requirements of Item 405 of Regulation S-K require the directors and executive officers of the Company, and any persons holding more than 10% of any class of equity securities of the Company, to report their ownership of such equity securities and any subsequent changes in that ownership to the Securities and Exchange Commission, The New York Stock Exchange and the Company. Based solely on a review of the written statements and copies of such reports furnished to the Company by its executive officers and directors, the Company believes that during fiscal 2002 all Section 16(a) filing requirements applicable to its executive officers, directors and shareholders were complied with, and the Company is not aware of any filing delinquencies.

DEADLINES FOR SUBMISSION BY SHAREHOLDERS OF PROPOSALS TO BE PRESENTED AT THE 2004 ANNUAL MEETING OF SHAREHOLDERS

Any proposal intended to be presented for action at the 2004 Annual Meeting of Shareholders by any shareholder of the Company must be received by the Secretary of the Company not later than August 4, 2004 in order for such proposal to be considered for inclusion in the Company's Proxy Statement and proxy relating to its 2004 Annual Meeting of Shareholders. In the event that a proposal intended to be presented for action at the 2004 Annual Meeting of Shareholders by any shareholder of the Company is not received by the Secretary of the Company on or before October 17, 2004, then the management proxies would be allowed to use their discretionary voting authority if the proposal is raised at the annual meeting, whether or not the matter is discussed in the Proxy Statement. Nothing in this paragraph shall be deemed to require the Company to include any shareholder proposal which does not meet all the requirements for such inclusion established by the Securities and Exchange Commission at the time in effect.

METHOD OF COUNTING VOTES

Unless a contrary choice is indicated, all duly executed proxies will be voted in accordance with the instructions set forth on the back side of the proxy card. Abstentions and "non-votes" will be counted for the purposes of determining a quorum. Abstentions and non-votes are treated as votes against the proposals presented to the shareholders other than the election of directors. Because directors are elected by a plurality of the votes cast, abstentions are not considered in the election. A "non-vote" occurs when a nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

MISCELLANEOUS

It is important that proxies be returned promptly to avoid unnecessary expense. Therefore, shareholders who do not expect to attend in person are urged, regardless of the number of shares of stock owned, to date, sign and return the enclosed proxies promptly.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002 HAS PREVIOUSLY BEEN MAILED TO SHAREHOLDERS. COPIES OF EXHIBITS FILED WITH THE FORM 10-K ARE AVAILABLE UPON WRITTEN REQUEST UPON PAYMENT OF CHARGES APPROXIMATING THE COMPANY'S COST. REQUESTS SHOULD BE MADE IN WRITING TO FRANK MADONIA, EXECUTIVE VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL, MILLER INDUSTRIES, INC., 8503 HILLTOP DRIVE, OOLTEWAH, TENNESSEE 37363.

MILLER INDUSTRIES, INC.

This Proxy is Solicited by the Board of Directors for the Annual Meeting of Shareholders to be Held on Tuesday, December 23, 2003

PROXY

The undersigned shareholder of Miller Industries, Inc. hereby constitutes and appoints William G. Miller and Frank Madonia, or either of them, the true and lawful attorneys and proxies of the undersigned with full power of substitution and appointment, for and in the name, place and stead of the undersigned, to vote all of the undersigned's shares of Common Stock of Miller Industries, Inc., at the Annual Meeting of the Shareholders to be held at 1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309, on Tuesday, the 23rd day of December, 2003, at 9:00 a.m., and at any and all adjournments thereof as follows:

(1) ¨ **FOR** all of the following nominees for director (except as marked to the contrary below):

NOMINEES: Jeffrey I. Badgley, A. Russell Chandler, III, Paul E. Drack, William G. Miller and Richard H. Roberts.

¨ **WITHHOLD AUTHORITY** to vote for all nominees listed.

(Instruction: To withhold authority to vote for any individual nominee, write that nominee's name in the space provided below.)

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THE BOARD OF DIRECTORS FAVORS A VOTE "FOR" EACH OF THE NOMINEES LISTED ABOVE AND UNLESS INSTRUCTIONS TO THE CONTRARY ARE INDICATED IN THE SPACE PROVIDED, THE PROXY WILL BE SO VOTED.

(2) Proposal to adopt the Non-Employee Director Stock Plan.

¨ **FOR** ¨ **AGAINST** ¨ **ABSTAIN**

(3) Exchange Proposal to issues shares of Common Stock for subordinated debt and warrants.

¨ **FOR** ¨ **AGAINST** ¨ **ABSTAIN**

(4) For the transaction of such other business as may lawfully come before the meeting, hereby revoking any proxies as to said shares heretofore given by the undersigned and ratifying and confirming all that said attorneys and proxies may lawfully do by virtue hereof.

It is understood that this proxy confers discretionary authority in respect to matters not known or determined at the time of the mailing of the notice of the meeting to the undersigned.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders dated December 2, 2003 and the Proxy Statement furnished therewith.

Dated and signed ________________________, 2003

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(Signature should agree with the name(s) hereon. Executors, administrators, trustees, guardians and attorneys should so indicate when signing. For joint accounts each owner should sign. Corporations should sign their full corporate name by a duly authorized officer.)

This proxy is revocable at or at any time prior to the meeting. Please sign and return this proxy to SunTrust Bank, Atlanta, P.O. Box 105649, Atlanta, Georgia 30348-9923, in the accompanying prepaid envelope.

ANNEX A

THE MILLER INDUSTRIES, INC.
NON-EMPLOYEE DIRECTOR STOCK PLAN
(Effective as of February 18, 2003)

1. Purposes

The principal purposes of the Miller Industries, Inc. Non-Employee Director Stock Plan (the "Plan") are to provide compensation to those members of the Board of Directors of Miller Industries, Inc. (the "Company") who are not also employees of the Company, assist the Company in attracting and retaining outside directors with experience and ability on a basis competitive with industry practices, and associate more fully the interests of such directors with those of the Company's shareholders.

2. Effective Date

The Plan was unanimously approved by the Board of Directors of the Company and became effective on February 18, 2003 (the "Effective Date"), conditioned upon shareholder approval.

3. Administration

The Plan shall be administered and interpreted by the Board of Directors of the Company (the "Board"). The Board shall have full power and authority to administer and interpret the Plan and to adopt such rules, regulations, guidelines and instruments for the administration of the Plan and for the conduct of its business as the Board deems necessary or advisable. The Board's interpretations of the Plan, and all actions taken and determinations made by the Board pursuant to the authority given its members hereunder, shall be conclusive and binding on all parties concerned, including the Company, its directors and shareholders and any employee of the Company. The costs and expenses of administering the Plan shall be borne by the Company and not charged against any award or to any award recipient.

4. Eligibility

Directors of the Company who are not employees of the Company ("Non-Employee Directors") are eligible to receive awards under the Plan. Directors of the Company who are employees of the Company are not eligible to participate in the Plan, but shall be eligible to participate in other benefit and compensation plans of the Company.

5. Initial Award for 2003

On the date this Plan is approved by the Company's shareholders ("Initial Award Date"), each Non-Employee Director shall be granted an initial award of Company Common Stock equal to the number of shares determined by dividing $25,000 by the closing price of a share of the Company's Common Stock on the Effective Date. The number of shares so determined shall be rounded to the nearest number of whole shares.

6. Annual Award

Beginning in 2004 and continuing until this Plan is terminated, each Non-Employee Director serving as such on January 1 of a year shall be granted an award of a number of shares Company Common Stock determined by dividing $25,000 by the closing price of a share of the Company's Common Stock on the first day of such calendar year that the Common Stock is traded. The number of shares awarded for any calendar year shall be rounded to the nearest number of whole shares. The Non-Employee Directors shall have all of the rights of a shareholder with respect to such Common Stock. Notwithstanding the foregoing, if, for any year, the stock price is below $1.00 per share, the Board of Directors, in its discretion, may decide to pay each Non-Employee Director a cash payment equal to $25,000 in lieu of the stock award for such year.

7. Shares of Stock Subject to the Plan

The shares granted under the Plan may be newly issued shares of the Company's Common Stock or shares held as treasury shares, including shares purchased by the Company, whether on the market or otherwise, or a combination of each.

8. Dilution and Other Adjustments

The number and kind of shares of Company Common Stock issuable under the Plan may be adjusted proportionately by the Board to reflect stock dividends, stock splits, recapitalizations, mergers, consolidations, combinations or exchanges of shares, any spin-off or other distribution of assets of the Company to its shareholders, any partial or complete liquidation, or other similar corporate changes. Such adjustment shall be conclusive and binding for all purposes of the Plan.

9. Withholding Taxes

The Company shall have the right to require the payment (through withholding from any amount payable from the Company to the Non-Employee Director or otherwise) of any withholding taxes required by federal, state, local or foreign law in respect of any award.

10. Resale Restrictions, Assignment and Transfer

Once awarded, the shares of the Company's Common Stock received by Non-Employee Directors may be freely transferred, assigned, pledged or otherwise subjected to lien, subject to restrictions imposed by the Securities Act of 1933, as amended, and subject to the trading restrictions imposed by Section 16 of the Securities Exchange Act of 1934, as amended.

11. Funding

The Plan shall be unfunded. The Company shall not be required to establish any special or separate fund or to make any other segregation of assets to assure the payment of any award under the Plan.

12. Prior Directors' Stock Plan Superseded

Upon this Plan's approval by the shareholders of the Company, this Plan shall supersede the Miller Industries, Inc. Non-Employee Director Stock Option Plan (the "Prior Plan"). Thereafter, no further awards shall be made under the Prior Plan, but any awards previously granted shall remain outstanding subject to the terms and conditions of such Prior Plan.

13. Duration, Amendments and Terminations

The Plan shall terminate on the day prior to the 10^{th} anniversary of the Effective Date and no further stock awards will be made under the Plan after such date. The Board of Directors may sooner terminate the Plan or amend the Plan in whole or in part at any time and from time to time; provided, however, that to the extent required by the rules of the exchange on which the Company's shares of Common Stock are listed or applicable law, no amendment shall be effective unless approved by the shareholders of the Company at an annual or special meeting

ANNEX B

INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT ACCOUNTANTS

To the Shareholders and the
Board of Directors of Miller Industries, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Miller Industries, Inc. and its subsidiaries at December 31, 2002 and 2001 and April 30, 2001, and the results of their operations and their cash flows for the year ended December 31, 2002, the eight month period ended December 31, 2001 and the years ended April 30, 2001 and 2000, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index, presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Notes 2 and 8 to the consolidated financial statements, subsequent to December 31, 2002, the Company was in default of certain covenants under its senior and subordinated credit facility agreements, and its subordinated credit facility matures on July 23, 2003. The senior and subordinated credit facility agreements contain certain cross-default provisions and provide for the acceleration of amounts due as well as other remedies in the event of default. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. Management's actions and plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 7 to the financial statements, the Company changed its method of assessing impairment of intangible assets in 2002.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia
April 11, 2003, except as to Notes 2 and 8 for which the date is May 1, 2003

MILLER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2002 AND 2001, AND APRIL 30, 2001

(In thousands, except share data)

	December 31, 2002	December 31, 2001	April 30, 2001
ASSETS			
CURRENT ASSETS:			
Cash and temporary investments	$2,097	$9,863	$6,627
Accounts receivable, net of allowance for doubtful accounts of $805, $3,023 and $2,853 at December 31, 2002, and 2001 and April 30, 2001, respectively	46,616	66,555	75,104
Inventories, net	27,815	60,114	67,835
Deferred income taxes	0	12,421	5,371
Prepaid expenses and other	748	12,178	12,010
Current assets of discontinued operations held for sale	32,366	0	0
Total current assets	109,642	161,131	166,947
PROPERTY, PLANT, AND EQUIPMENT, net	23,121	53,122	58,564
GOODWILL, net	11,619	33,435	46,736
PATENTS, TRADEMARKS, AND OTHER PURCHASED PRODUCT RIGHTS, net	537	1,101	834
OTHER ASSETS	1,841	4,174	8,206
NONCURRENT ASSETS OF DISCONTINUED OPERATIONS HELD FOR SALE	15,417	0	0
	$162,177	$252,963	$281,287
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Current portion of long-term obligations	$35,244	$12,405	$7,213
Accounts payable	25,213	36,366	43,064
Accrued liabilities and other	6,147	24,759	25,356
Current liabilities of discontinued operations held for sale	53,212	0	0
Total current liabilities	119,816	73,530	75,633
LONG-TERM OBLIGATIONS, less current portion	1,214	91,562	99,121
DEFERRED INCOME TAXES	0	3,028	0
NONCURRENT LIABILITIES OF DISCONTINUED OPERATIONS HELD FOR SALE	1,450	0	0
COMMITMENTS AND CONTINGENCIES (Notes 8, 9 and 11)			
SHAREHOLDERS' EQUITY:			
Preferred stock, $.01 par value; 5,000,000 shares authorized, none issued or outstanding	0	0	0
Common stock, $.01 par value; 100,000,000 shares authorized, 9,341,436, and 9,341,753 shares issued and outstanding at December 31, 2002 and 2001, and April 30, 2001, respectively	93	93	93
Additional paid-in capital	145,088	145,088	145,088
Accumulated deficit	(103,790)	(58,096)	(36,509)
Accumulated other comprehensive loss	(1,694)	(2,242)	(2,139)
Total shareholders' equity	39,697	84,843	106,533
	$162,177	$252,963	$281,287

The accompanying notes are an integral part of these consolidated balance sheets.

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MILLER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2002, EIGHT MONTHS ENDED DECEMBER 31, 2001 AND YEARS ENDED APRIL 30, 2001 AND 2000 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	December 31, 2002	December 31, 2001	April 30, 2001	April 30, 2000
NET SALES	**$203,059**	$142,445	$212,885	$261,907
COSTS AND EXPENSES:				
Costs of operations	**174,516**	122,753	181,517	220,602
Selling, general and administrative expenses	**17,434**	12,547	20,663	22,791
Special Charges	**--**	1,794	--	2,770
Interest expense, net	**4,368**	1,055	2,137	6,036
Total costs and expenses	**196,318**	138,149	204,317	252,199
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	**6,741**	4,296	8,568	9,708
INCOME TAX PROVISION (BENEFIT)	**3,217**	2,419	2,533	6,505
INCOME (LOSS) FROM CONTINUING OPERATIONS	**3,524**	1,877	6,035	3,203
DISCONTINUED OPERATIONS:				
(Loss) from discontinued operations, before taxes	**(26,146)**	(24,041)	(18,176)	(96,159)
Income tax provision (benefit)	**1,260**	(577)	(5,707)	(19,813)
(Loss) from discontinued operations	**(27,406)**	(23,464)	(12,469)	(76,346)
NET LOSS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING METHOD	**(23,882)**	(21,587)	(6,434)	(73,143)
Cumulative effect of change in accounting principle	**(21,812)**	--	--	--
NET LOSS	$ **(45,694)**	$ (21,587)	$ (6,434)	$ (73,143)
BASIC INCOME (LOSS) PER COMMON SHARE:				
Income from continuing operations	$ **0.38**	$ 0.20	$ 0.65	$ 0.34
Loss from discontinued operations	**(2.93)**	(2.51)	(1.34)	(8.17)
Cumulative effect of change in accounting principle	**(2.34)**	--	--	--
Basic income (loss) per common share	$ **(4.89)**	$ 2.31	$ (0.69)	$ (7.83)
DILUTED INCOME (LOSS) PER COMMON SHARE:				
Income from continuing operations	$ **0.38**	$ 0.20	$ 0.65	$ 0.34
Loss from discontinued operations	**(2.93)**	(2.51)	(1.34)	(8.17)
Cumulative effect of change in accounting principle	**(2.34)**	--	--	--
Diluted income (loss) per common share	$ **(4.89)**	$ (2.31)	$ (0.69)	$ (7.83)
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic	**9,341**	9,341	9,341	9,339
Diluted	**9,348**	9,345	9,350	9,426

The accompanying notes are an integral part of these consolidated statements.

MILLER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2002, EIGHT MONTHS ENDED DECEMBER 31, 2001 AND YEARS ENDED APRIL 30, 2001 AND 2000
(In thousands, except share data)

	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Less	Total
BALANCE, April 30, 1999	$ 93	$ 144,981	$ 43,068	$ (839)	$ 187,303
Comprehensive loss:					
Net loss	0	0	(73,143)	0	(73,143)
Other comprehensive, net of tax:					
Foreign currency translation					
Adjustments	0	0	0	(439)	(439)
Comprehensive loss	0	0	(73,143)	(439)	(73,582)
Exercise of stock options	0	100	0	0	100
BALANCE, April 30, 2000	93	145,081	(30,075)	(1,278)	113,821
Comprehensive loss:					
Net loss	0	0	(6,434)	0	(6,434)
Other comprehensive, net of tax:					
Foreign currency translation					
Adjustments	0	0	0	(861)	(861)
Comprehensive loss	0	0	(6,434)	(861)	(7,295)
Exercise of stock options	0	7	0	0	7
BALANCE, April 30, 2001	93	145,088	(36,509)	(2,139)	106,533
Net loss	0	0	(21,587)	0	(21,587)
Other comprehensive, net of tax:					
Foreign currency translation					
Adjustments	0	0	0	(91)	(91)
Unrealized loss on financial instruments	0	0	0	(12)	(12)
Comprehensive loss	0	0	(21,587)	(103)	(21,690)
BALANCE, December 31, 2001	93	145,088	(58,096)	(2,242)	84,843
Net loss	0	0	(45,694)	0	(45,694)
Other comprehensive, net of tax:					
Foreign currency translation					
Adjustments	0	0	0	788	788
Unrealized loss on financial instruments	0	0	0	(240)	(240)
Comprehensive loss	0	0	(45,694)	548	(45,146)
BALANCE, December 31, 2002	$ 93	$ 145,088	$ (103,790)	$ (1,694)	$ 39,697

The accompanying notes are an integral part of these consolidated statements

MILLER INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2002, EIGHT MONTHS ENDED DECEMBER 31, 2001 AND YEARS ENDED APRIL 30, 2001 AND 2002
(In thousands)

	December 31, 2002	December 31, 2001	April 30, 2001	April 30, 2000
OPERATING ACTIVITIES:				
Net loss	**$(45,694)**	$(21,587)	$(6,434)	$(73,143)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Loss from discontinued operations	**27,406**	23,464	12,469	76,346
Depreciation and amortization	**6,554**	4,192	6,585	4,563
Provision for doubtful accounts	**563**	168	25	105
Cumulative effect of change in accounting principle	**21,812**	0	0	0
Special charges and other operating expenses, net	**0**	1,794	0	2,770
(Gain) Loss on disposals of property, plant, and equipment	**(4)**	(19)	(5)	(3)
Deferred income tax (benefit) provision	**3,726**	3,476	(1,202)	(12,730)
Paid in kind interest	**574**	0	0	0
Proceeds from tax refunds	**9,046**	0	0	0
Changes in operating assets and liabilities:				
Accounts receivable	**(1,742)**	3,467	10,422	(8,329)
Inventories	**5,286**	6,825	9,189	147
Prepaid expenses and other	**(102)**	1,429	(1,052)	629
Other assets	**(33)**	158	(1,716)	(374)
Accounts payable	**637**	(5,014)	572	6,090
Accrued liabilities and other	**(2,446)**	(6,067)	(2,335)	10,677
Net cash provided by operating activities from continuing operations	**25,583**	12,286	26,518	6,748
Net cash (used in) provided by operating activities from discontinued operations	**(5,993)**	(2,480)	(4,647)	1,772
Net cash provided operating activities	**19,590**	9,806	21,871	8,520
INVESTING ACTIVITIES:				
Purchases of property, plant, and equipment	**(1,090)**	(532)	(1,501)	(3,828)
Proceeds from sale of property, plant, and equipment	**52**	24	91	16
Payments received on notes receivables	**142**	151	314	--
Net cash used in investing activities from continuing operations	**(896)**	(357)	(1,096)	(3,812)
Net cash provided by (used in) investing activities from discontinued operations	**19,134**	192	9,377	(3,799)
Net cash provided by (used in) investing activities	**18,238**	(165)	8,281	(7,611)
FINANCING ACTIVITIES:				
Net (payments) borrowings under senior credit facility	**(1,310)**	25,885	0	0
Borrowings under subordinated credit facility	**--**	14,000	0	0
Net (payments) borrowings under former credit facility	**--**	(23,543)	(15,298)	(1,679)
Payments on long-term obligations	**(4,948)**	(2,122)	(701)	(1,063)
Borrowings under long-term obligations	**78**	0	0	43
Additions to deferred financing costs	**(1,699)**	(3,348)	0	0
Termination of interest rate swap	**(239)**	0	0	0
Proceeds from exercise of stock options	**0**	0	7	100
Net cash (used in) provided by financing activities from continuing operations	**(8,118)**	10,872	(15,992)	(2,599)
Net cash used in financing activities from discontinued operations	**(36,232)**	(17,132)	(13,169)	(1,452)
Net cash used in financing activities	**(44,350)**	(6,260)	(29,161)	(4,051)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND TEMPORARY INVESTMENTS	**508**	(145)	(354)	(199)
NET CHANGE IN CASH AND TEMPORARY INVESTMENTS	**(6,014)**	3,236	637	(3,341)
CASH AND TEMPORARY INVESTMENTS, beginning of period	**9,863**	6,627	5,990	9,331
CASH AND TEMPORARY INVESTMENTS-DISCONTINUED OPERATIONS, end of period	**1,752**	0	0	0
CASH AND TEMPORARY INVESTMENTS, end of period	**$2,097**	$ 9,863	$ 6,627	$ 5,990

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash payments for interest	**$7,392**	$ 5,693	$13,981	$13,254
Cash payments for income taxes	**$ 581**	$ 383	$ 690	$ 2,094

The accompanying notes are an integral part of these consolidated statements.

MILLER INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND NATURE OF OPERATIONS

Miller Industries, Inc. and subsidiaries ("the Company") has historically been an integrated provider of vehicle towing and recovery equipment. As further described in Note 3, during the year ended December 31, 2002, the Company's management and board of directors made the decision to divest of the remainder of its towing services segment, as well as the operations of the distribution group of the towing and recovery equipment segment. The principal markets for the Company's towing and recovery equipment are approximately 150 independent distributors and users of towing and recovery equipment located primarily throughout the United States and other customers throughout the world. The Company's products are marketed under the brand names of Century, Challenger, Holmes, Champion, Eagle, Jige, Boniface, Vulcan, and Chevron.

The Company markets its towing and recovery services in the United States through its wholly-owned subsidiary RoadOne, Inc.

2. GOING CONCERN

The towing and recovery equipment manufacturing and towing services industries are highly competitive. Certain competitors may have substantially greater financial and other resources than the Company. These industries are also subject to a number of external influences, such as general economic conditions, interest rate levels, consumer confidence, and general credit availability. Demand for the Company's equipment has been negatively impacted by cost pressures facing its customers. Continuation of these pressures could impact the Company's ability to service its debt.

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As more fully described below, subsequent to December 31, 2002, the Company was in default of certain covenants under its senior ("Senior Credit Facility") and subordinated ("Junior Credit Facility") credit facility agreements, and its subordinated credit facility matures on July 23, 2003. The senior and subordinated credit facility agreements contain certain cross-default provisions and provide for acceleration of amounts due as well as other remedies in the event of default. These circumstances raise substantial doubt about the Company's ability to continue as a going concern.

The Junior Credit Facility, under which $14.4 million was outstanding December 31, 2002 matures on July 23, 2003. There is no assurance that the Company will be able to repay or refinance the outstanding principal and interest under the Junior Credit Facility on the maturity date thereof. If the Company fails to repay all outstanding principal, interest and any other amounts due and owing under the Junior Credit Facility on the maturity date, such failure will constitute an event of default under the Junior Credit Facility and will also trigger an event of default under the Senior Credit Facility cross-default provisions. A total of $42.4 million (continuing and discontinuing operations) was outstanding under the Senior Credit Facility at December 31, 2002. In such case, the junior lender agent would be prevented from taking any enforcement action against the Company, its subsidiaries or their respective assets in respect of such event of default until the earlier of: (i) the date which is 120 days (subject to extension to 270 days by notice from senior lender agent to junior lender agent) after the date upon which the junior lender agent gives notice of enforcement to the senior lender agent pursuant to the terms of the Intercreditor Agreement; (ii) the acceleration of the maturity of the obligations of the Company under the

Senior Credit Facility by the senior lender agent, and (iii) the commencement of any bankruptcy, insolvency or similar proceeding against the Company or certain of its subsidiaries. The resulting event of default under the Senior Credit Facility if the Company does not repay all of the obligations under the Junior Credit Facility could result in the acceleration of the amounts due under the Senior Credit Facility as well as other remedies if not waived by the senior lenders. There is no assurance that the Company will be able to obtain such a waiver from the senior lenders or a waiver from the junior lenders of any event of default that would occur as a result of the failure by the Company to repay or refinance the outstanding principal and interest under the Junior Credit Facility on the maturity date.

Subsequent to December 31, 2002, the Company was in default under certain covenants under its Senior and Junior Credit Facility agreements. While the Company has on several occasions negotiated amendments to its credit facilities that waived certain defaults and brought the Company back into compliance, waivers typically require payment of substantial additional fees, and there can be no assurance that the lenders will agree to any future waivers or amendments. The Company’s bank facilities are collateralized by liens on all of the Company’s assets. The liens give the lenders the right to foreclose on the assets of the Company under certain defined events of default and such foreclosure could allow the lenders to gain control of the operations of the Company.

On September 13, 2002, the Company entered into the Third Amendment to Credit Agreement in connection with its Senior Credit Facility. Pursuant to the Third Amendment, the amount of the mandatory periodic reductions in the RoadOne revolving loan commitment amount, as established in the April 15, 2002 Second Amendment to Senior Credit Agreement, were increased by amounts calculated based on updated asset appraisals completed in September 2002. Consequently, the Company will need to repay outstanding loans and permanently reduce the RoadOne loan commitment under its Senior Credit Facility over the life of the loan and prior to the maturity date. Pursuant to the terms of the Second and Third Amendments, the failure by the Company to repay outstanding loans and to reduce the RoadOne revolving loan commitment by the amounts and the times required pursuant to these amendments will result in increased interest rates on the senior loans and/or the occurrence of an event of default under the Senior Credit Facility.

In addition, pursuant to the Third Amendment, the amount of availability that can be generated for used inventory considered as eligible inventory for collateral purposes was limited to $4.3 million (subject to downward adjustments upon certain sales of sales of assets and stock by the Company and certain of its subsidiaries) through February 28, 2003 and reduced to $0 thereafter. The Sixth Amendment (discussed below 2003 Amendments) lowered the $4.3 million limit and eliminated the further requirement for reduction to $0 after February 28, 2003.

On November 14, 2002, the Company entered into the Fourth Amendment to the Senior Credit Facility, which granted waivers from the senior lenders of violations of certain financial covenants for the quarter ended September 2002. There were no violations under the Junior Credit Facility. The Amendment also reduced the level of certain financial covenants for future periods, basing them strictly on the results of the towing and recovery equipment segment for those periods. In addition, the amendment revised the Road One revolving commitment amount based on the plan to sell all remaining towing service operations, reducing the commitment amount to $15.0 million at November 30, 2002, $12.0 million at December 31, 2002, $9.0 million at January 31, 2003, $6.0 million at February 28, 2003 and reducing to zero as of March 31, 2003.

On February 28, 2003, the Company entered into the Fifth Amendment to the Senior Credit Facility. Pursuant to the Fifth Amendment, the date upon which the amount of certain used inventory taken in trade for collateral purposes is reduced to $-0- was extended from February 28, 2003 to March 31, 2003.

In addition, the Fifth Amendment revised the RoadOne revolving commitment reducing the amount to $9.0 million at February 28, 2003 and $-0- as of March 31, 2003.

On April 1, 2003, the Company entered into the Sixth Amendment to the Senior Credit Facility. The Sixth Amendment among other things, revised the RoadOne revolving commitment, extending the time by one year for the reduction thereof to $9.0 million from March 31, 2003 to March 31, 2004 and extending the time for reduction to $-0- from March 31, 2003 to March 31, 2004. The amount of availability that can be generated for used inventory considered as eligible inventory for collateral purposes was reduced to $2.7 million with no further required reductions.

Meeting the new repayment schedule will require that the Company sell its remaining towing services businesses according to its contemplated schedule on acceptable terms. While the Company believes its timetable for sales is achievable, there can be no assurance that the schedule can be met. Failure to achieve the Company’s timetable for such sales or cash flow projections could result in failure to comply with the amended debt service requirements. Such non-compliance would result in additional events of default, which if not waived by the lending groups, would result in the acceleration of the amounts due under the credit facility as well as other remedies. In such case, the Company would seek to refinance the remaining balances, but there is no assurance that the Company would be able to obtain any such refinancing. If the Company were unable to refinance the credit facility on acceptable terms or find an alternative source of repayment for the credit facility, the Company’s business and financial condition would be materially and adversely affected.

Prior to making the determination to sell all of its remaining towing services operations, the Company had focused on cost reduction and expense control, as well as other opportunities for improving operating cash flows to improve liquidity. The Company had also disposed of certain underperforming RoadOne assets and operations in order to improve liquidity and to reduce expenses and debt. As described in Note 3, in October 2002, the Company decided to sell all remaining towing services operations. During 2002, the Company sold 29 towing services markets for proceeds of $23.5 million, which have been used to reduce the RoadOne revolver. The Company also made the decision in the fourth quarter of 2002 to divest of the operations of the distribution group of the towing and recovery equipment segment. The Company may also be subject to inefficiencies, management distractions, additional expenses and uncertainties resulting from the rapid wind down of the infrastructure that was developed to provide support to the over 100 towing services locations and nine distribution locations. Administrative services such as insurance and surety bond coverage must be maintained for all remaining Company operations, but such services could become more expensive to maintain as the size of the remaining operations decrease. Although the Company believes that it can manage the wind down effectively, there can be no assurance that such will be the case. Even if the Company is able to manage the wind down effectively, it may nevertheless have an adverse impact on the Company’s results of operations.

In addition, the Company has experienced difficulty in maintaining its insurance and surety bond coverage primarily as a result of disruption in these markets resulting from the events of September 11th, 2001, general economic conditions and the Company’s operating results. Prospective purchasers of towing services and distribution businesses have also experienced these difficulties, which could have an adverse impact on the ability of such purchasers to affect business acquisitions at prices satisfactory to the Company.

The Company received a tax refund of approximately $4.2 million during the quarter ended June 30, 2002, which was used to reduce the RoadOne revolver and cured the over-advance position that existed at that time. An additional tax refund of $4.6 million was received during the quarter ended September 30, 2002, with proceeds used to further reduce the borrowings under the RoadOne revolver.

All of these efforts have resulted in approximately $28.1 million in reductions to the RoadOne revolver since December 31, 2001. Additionally, the towing and recovery equipment revolver and the term loan have been reduced $10.9 million and $4.1 million, respectively, during the current fiscal year.

The consolidated financial statements do not include any adjustments that might result from the resolution of these matters.

3. DISCONTINUED OPERATIONS

During the fourth quarter of the year ended December 31, 2002, the Company's management and board of directors made the decision to divest of its remaining towing services segment, as well as the operations of the distribution group of the towing and recovery equipment segment.

During the year ended December 31, 2002, the Company disposed of assets in 29 underperforming towing service markets, as well as assets in other markets of its towing services segment. Total proceeds from the sales were $23.5 million which included $22.7 million in cash and $0.8 million in notes receivable. Losses on the sales of discontinued operations were $5.1 million. Subsequent to year end, the Company entered into agreements for the sale of four towing service markets and certain other assets with proceeds of approximately $1.6 million.

At December 31, 2002, the Company had entered into agreements for the disposition of three of the nine locations of the distribution group. Subsequent to year end, the Company sold one distributor location with total proceeds of approximately $1.9 million in cash and $0.8 million subordinated notes receivable.

In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the assets for the towing services segment and the distribution group are considered a "disposal group" and are no longer being depreciated. All assets and liabilities and results of operations associated with these assets have been separately presented in the accompanying financial statements at December 31, 2002. The statements of operations and related financial statement disclosures for all prior years have been restated to present the towing services segment and the distribution group as discontinued operations separate from continuing operations. Results of operations for the towing services segment and the distribution group reflect interest expense for debt directly attributing to these businesses, as well as an allocation of corporate debt based on intercompany balances.

The operating results for the discontinued operations of the towing services segment and the distributor group for the year ended December 31, 2002, the eight months ended December 31, 2001, and the years ended April 30, 2001 and 2000 were as follows (in thousands):

	Year Ended December 31, 2002			Eight Months Ended December 31, 2001			Year Ended April 30, 2001			Year Ended April 30, 2000		
	Dist.	Towing	Total	Dist.	Towing	Total	Dist.	Towing	Total	Dist.	Towing	Total
Net Sales	$ 85,353	$ 121,569	$ 206,922	$ 60,555	$ 100,953	$ 161,508	$ 100,322	$ 182,255	$ 282,577	$ 112,280	$ 207,942	$ 320,222
Operating income (loss)	(982)	(1,930)	(2,912)	(2,171)	(15,600)	(17,771)	366	(3,944)	(3,578)	(5,439)	(82,727)	(88,166)
Net loss before taxes	(6,619)	(19,527)	(26,146)	(5,036)	(19,005)	(24,041)	(6,749)	(11,427)	(18,176)	(7,223)	(88,936)	(96,159)
Loss from discontinued operations	(7,179)	(20,227)	(27,406)	(5,074)	(18,390)	(23,464)	(6,749)	(5,720)	(12,469)	(7,223)	(69,123)	(76,346)

The following assets and liabilities are reclassified as held for sale at December 31, 2002 (in thousands):

	Year Ended December 31, 2002		
	Dist.	Towing	Total
Cash and temporary investments	$ 1,443	$ 309	$ 1,752
Accounts receivable, net	2,604	4,894	7,498
Inventories	19,559	--	19,559
Prepaid expenses and other current assets	170	3,387	3,557
Current assets of discontinued operations held for sale	23,776	8,590	32,366
Property, plant and equipment	--	13,368	13,368
Other long-term assets	--	2,049	2,049
Noncurrent assets of discontinued operations held for sale	--	15,417	15,417
Current portion of long-term debt	12,632	11,484	24,116
Accounts payable	5,710	7,841	13,551
Accrued liabilities and other	4,169	11,376	15,545
Current liabilities of discontinued operations held for sale	22,511	30,701	53,212
Long-term debt	0	1,450	1,450
Noncurrent liabilities of discontinued operations held for sale	$ 0	$ 1,450	$ 1,450

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles 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 amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

The accompanying consolidated financial statements include the accounts of Miller Industries, Inc. and its subsidiaries. All significant intercompany transactions and balances have been eliminated.

Cash and Temporary Investments

Cash and temporary investments include all cash and cash equivalent investments with original maturities of three months or less, primarily consisting of overnight repurchase agreements.

Fair Value of Financial Instruments

The carrying values of cash and temporary investments, accounts receivable, accounts payable, and accrued liabilities are reasonable estimates of their fair values because of the short maturity of these financial instruments. The carrying values of long-term obligations are reasonable estimates of their fair values based on the rates available for obligations with similar terms and maturities.

Inventories

Inventory costs include materials, labor, and factory overhead. Inventories are stated at the lower of cost or market, determined on a first-in, first-out basis. Inventories for continuing operations at December 31, 2002 and consolidated operations at December 31, 2001, and April 30, 2001 consisted of the following (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001
Chassis	$ 1,316	$ 8,157	$ 8,650
Raw materials	10,993	12,187	14,133
Work in process	7,746	9,614	10,544
Finished goods	7,760	30,156	34,508
	$ 27,815	$ 60,114	$ 67,835

Property, Plant, and Equipment

Property, plant, and equipment are recorded at cost. Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of the assets. Accelerated depreciation methods are used for income tax reporting purposes. Estimated useful lives range from 20 to 30 years for buildings and improvements and 5 to 10 years for machinery and equipment, furniture and fixtures, and software costs. Expenditures for routine maintenance and repairs are charged to expense as incurred. Expenditures related to major overhauls and refurbishments of towing services equipment that extend the related useful lives are capitalized. Internal labor is used in certain capital projects.

Property, plant, and equipment for continuing operations at December 31, 2002 and consolidated operations at December 31, 2001, and April 30, 2001 consisted of the following (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001
Land	$ 1,734	$ 3,858	$ 4,052
Buildings and improvements	18,696	19,672	22,444
Machinery and equipment	11,046	58,633	58,256
Furniture and fixtures	5,416	9,336	9,724
Software costs	5,598	5,041	4,707
	42,490	96,540	99,183
Less accumulated depreciation	(19,369)	(43,418)	(40,619)
	$ 23,121	$ 53,122	$ 58,564

The Company recognized $3,566,000, $2,496,000, $3,864,000 and $3,209,000 in depreciation expense for continuing operations for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000, respectively. Depreciation expense for discontinued operations was $2,822,000, $3,530,000, $5,820,000 and $10,689,000 for the year ended December 31, 2002, the eight months ended December 31, 2001, and the fiscal years ended April 30, 2001 and 2000, and is included in the loss from discontinued operations in the consolidated statement of operations.

The Company capitalizes costs related to software development in accordance with established criteria, and amortizes those costs to expense on a straight-line basis over five years. System development costs not meeting proper criteria for capitalization are expensed as incurred.

Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding. Diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common and potential dilutive common shares outstanding. Diluted net income per share takes into consideration the assumed exercise of outstanding stock options resulting in approximately 7,000, 4,000, 9,000 and 87,000 potential dilutive common shares for the year ended December 31, 2002, the eight months ended December 31, 2001, and the years ended April 30, 2001 and 2000, respectively.

On October 1, 2001, the Company effected a one-for-five reverse common stock split. All historical and per share amounts have been retroactively restated to reflect the reverse common stock split.

Goodwill and Long-Lived Assets

Goodwill is accounted for in accordance with SFAS No. 141 "Business Combinations" and SFAS No. 142 "Goodwill and Other Intangible Assets". Upon adoption of these standards in January 2002, the Company ceased to amortize goodwill (see Note 7 for further discussion).

In accordance with SFAS No. 144, “Accounting for the Impairment of Long-Lived Assets”, management evaluates the carrying value of long-lived assets when significant adverse changes in economic value of these assets requires an analysis, including property and equipment and other intangible assets. With the adoption of SFAS No. 144, in January 2002, a long-lived asset is considered impaired when its fair value is less than its carrying value. In that event, a loss is calculated based on the amount the carrying value exceeds the fair value which is estimated based on future cash flows. Prior to adopting SFAS No. 144, a long-lived asset was considered impaired when undiscounted cash flows or fair value, whichever was more readily determinable, to be realized from such asset was less than the carrying value.

Accumulated amortization of goodwill was $2,140,000, for continuing operations at December 31, 2002 and $4,373,000 and $4,550,000 for consolidated operations at December 31, 2001 and April 30, 2001, respectively. Amortization expense for continuing operations for the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000, was $272,000, $410,000, and $398,000, respectively. Amortization expense for discontinued operations was $751,000, $1,146,000, and $2,393,000 for the eight months ended December 31, 2001, and the fiscal years ended April 30, 2001 and 2000, and is included in the loss from discontinued operations in the consolidated statement of operations.

Patents, Trademarks, and Other Purchased Product Rights

The cost of acquired patents, trademarks, and other purchased product rights is capitalized and amortized using the straight-line method over various periods not exceeding 20 years. Total accumulated amortization of these assets was $1,219,000 for continuing operations at December 31, 2002 and $1,080,000 and $961,000 for consolidated operations at December 31, 2001 and April 30, 2001. Amortization expense for continuing operations for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000 was $162,000, $112,000, $168,000, and $134,000, respectively. Amortization expense for discontinued operations was $149,000, $7,000, and $5,000 for the year ended December 31, 2002, the eight months ended December 31, 2001, and the fiscal year ended April 30, 2001, and is included in the loss from discontinued operations in the consolidated statement of operations. Based on the current amount of intangible assets subject to amortization, the estimated amortization expense for the succeeding five years are as follows: 2003 - $144,000; 2004 - $141,000; 2005 - $140,000; 2006 - $113,000; and 2007 - $-0-. As acquisitions and dispositions of intangible assets occur in the future, these amounts may vary.

Deferred Financing Costs

All deferred financing costs are included in other assets of continuing operations and are amortized over the terms of the respective obligations. Total accumulated amortization of deferred financing costs at December 31, 2002, and 2001, and April 30, 2001 was $3,227,000, $349,000, and $2,968,000, respectively. Amortization expense for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000 was $2,878,000, $1,272,000, $2,127,000, and $961,000, respectively, and is included in interest expense in the accompanying consolidated statements of operations.

Accrued Liabilities and Other

Accrued liabilities and other consisted of the following for continuing operations at December 31, 2002 and for consolidated operations at December 31, 2001, and April 30, 2001 (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001
Accrued wages, commissions, bonuses, and benefits	$ 3,447	$ 10,713	$ 12,665
Accrued income taxes	590	676	635
Accrued special charge	--	1,089	2,023
Accrued Insurance	10	3,712	3,469
Other	2,100	8,569	6,564
	$ 6,147	$ 24,759	$ 25,356

Stock-Based Compensation

The Company accounts for its stock-based compensation plans under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". The Company has adopted the disclosure option of SFAS No. 123, "Accounting for Stock-Based Compensation". Accordingly, no compensation cost has been recognized for stock option grants since the options have exercise prices equal to the market value of the common stock at the date of grant.

For SFAS No. 123 purposes, the fair value of each option grant has been estimated as of the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions for grants in the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, 2000, and 1999, respectively: expected dividend yield of 0%; expected volatility of 84%, 72%, 71%, and 59%; risk-free interest rate of 3.84%, 4.28%, 6.10%, and 6.13%; and expected lives of 3.0 years for the year ended December 31, 2002, 5.0 years for the eight months ended December 31, 2001 and 5.5 years for the fiscal years ended April 30, 2001, and 2000. Using these assumptions, the fair value of options granted in the year ended December 31, 2002, the eight months ended December 31, 2001, and the fiscal years ended April 30, 2001 and 2000 is approximately $53,000, $355,000, $300,000, and $1,259,000, respectively, which would be amortized as compensation expense over the vesting period of the options.

Had compensation cost for stock option grants in the fiscal year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001 and 2000, been determined based on the fair value at the grant dates consistent with the method prescribed by SFAS No. 123, the Company's net loss and net loss per share would have been adjusted to the pro forma amounts indicated below:

	December 31, 2002		December 31, 2001		April 30, 2001		April 30, 2000	
Net loss available to common stockholders, as reported	$	(45,694)	$	(21,587)	$	(6,434)	$	(73,143)
Add: Stock-based employee compensation expense included in reported net loss, net of related tax effects		--		--		--		--
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects		(400)		226		(1,783)		(2,596)
Net loss available to common stockholders, pro forma	$	(46,094)	$	(21,361)	$	(8,217)	$	(75,739)
Loss per common share:								
Basic and diluted, as reported	$	(4.89)	$	(2.31)	$	(0.69)	$	(7.83)
Basic and diluted, pro forma	$	(4.93)	$	(2.29)	$	(0.88)	$	(8.11)

Product Warranty

The Company provides a one-year limited product and service warranty on certain of its products. The Company provides for the estimated cost of this warranty at the time of sale. Warranty expense for continuing operations for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000 was $1,489,000, $1,271,000, $2,126,000, and $2,079,000, respectively.

Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash investments and trade accounts receivable. The Company places its cash investments with high-quality financial institutions and limits the amount of credit exposure to any one institution. The Company's trade receivables are primarily from independent distributors of towing and recovery equipment and towing service customers. Such receivables are generally not collateralized for towing service customers. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses.

Revenue Recognition

Revenue is recorded by the Company when equipment is shipped to independent distributors or other customers. Revenue from towing services (discontinued operations) is recognized when services are performed.

Financial Instruments

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. Changes in the derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting. The adoption of SFAS No. 133 did not have a material effect on the Company's financial statements. See Note 9 for additional discussions.

Recent Accounting Pronouncements

In April 2002, the FASB issued SFAS No. 145, "Rescission of SFAS Nos. 4, 44, and 64, Amendment of SFAS No. 13, and Technical Corrections as of April 2002." This Statement rescinds SFAS No. 4, "Reporting Gains and Losses from Extinguishment of Debt", and an amendment of that Statement, SFAS No. 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements." This Statement also rescinds SFAS No. 44, "Accounting for Intangible Assets of Motor Carriers." This Statement amends SFAS No. 13, "Accounting for Leases", to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. SFAS No. 145 will be effective for fiscal 2003, which begins January 1, 2003. Management does not expect the adoption of this statement to have a material impact on the Company's results of operations or financial position.

FASB has issued SFAS No. 146, “Accounting for Exit or Disposal Activities”. SFAS No. 146 addresses the recognition, measurement, and reporting of costs that are associated with exit and disposal activities, including costs related to terminating a contract that is not a capital lease and termination benefits that employees who are involuntarily terminated receive under the terms of a one-time benefit arrangement that is not an ongoing benefit arrangement or an individual deferred-compensation contract. SFAS No. 146 supersedes Emerging Issues Task Force Issue No. 94-3, “Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)” and requires liabilities associated with exit and disposal activities to be expensed as incurred. SFAS No. 146 will be effective for exit or disposal activities of the Company that are initiated after December 31, 2002.

Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation, with no impact on previously reported shareholders’ equity or net income (loss).

5. FISCAL YEAR CHANGE

Effective December 31, 2001, the Company changed its fiscal year end from April 30 to December 31. The table below summarizes selected financial data for the eight months ended December 31, 2001 and December 31, 2000.

	Eight months ended December 31, 2001	Eight months ended December 31, 2000 (unaudited)
	(in thousands)	
Net Sales	$142,445	$136,551
Depreciation and amortization	2,880	2,941
Special charges and other operating expenses, net	1,794	-0-
Operating income (loss)	5,351	5,495
Interest expense, net	1,055	5,546
Income from continuing operations	1,877	4,296

6. SPECIAL CHARGES

During the year ended December 31, 2002, the eight months ended December 31, 2001, and the fiscal year ended April 30, 2000, the Company recorded special charges and other net operating expenses for asset impairments and the rationalization of certain operations, as follows (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2000
Towing Services (included in discontinued operations)			
Impairment of goodwill	$ --	$ 10,778	$ 50,542
Impairment of long-lived assets	1,533	2,644	18,576
Special charges and rationalization of operations	8,658	--	6,041
	$ 10,191	13,422	75,159
Towing and Recovery Equipment:			
Impairment of goodwill			
Continuing Operations	--	564	--
Discontinued Operations	--	916	4,967
		1,480	4,967
Impairment of long-lived assets			
Continuing Operations	--	1,230	2,770
Discontinued Operations	1,637	540	--
	1,637	1,770	2,770
	$ 11,828	$ 16,672	$ 82,896

During the twelve months ended April 30, 2000, the Company recorded pretax, special charges of $6,041,000 for costs related to the rationalization of its towing services operations. These charges include approximately $4,589,000 for the cost of early termination of certain employment contracts, approximately $857,000 for the cost of early termination of facility leases and $595,000 for losses on the disposal of certain excess equipment and other property-related charges. At December 31, 2002, approximately $5,638,000 had been charged against the related reserves. The remaining reserve will be utilized as payments are made under the terms of employment termination agreements and facility leases.

The Company periodically reviews the carrying amount of long-lived assets and goodwill in both its towing services and towing equipment segments to determine if those assets may be recoverable based upon the future operating cash flows expected to be generated by those assets. As a result of such review during the eight months ended December 31, 2001 and the fiscal year ended April 30, 2000, the Company concluded that the carrying value of such assets in certain towing services markets and certain assets within the Company’s towing and recovery equipment segment were not fully recoverable.

Impairment charges of $10,778,000 and $50,542,000 were recorded for the eight months ended December 31, 2001 and the fiscal year ended April 30, 2000, respectively, to write-down the goodwill in certain towing services markets to their estimated fair value. Additionally, charges of $10,191,000, $2,644,000 and $18,576,000 were recorded for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal year ended April 30, 2000 to write-down the carrying value of certain long-lived assets (primarily property and equipment) and other special changes in related markets to estimated fair value. The Company determined fair value for these assets on a market by market basis taking into consideration various factors affecting the valuation in each market.

The Company also reviewed the carrying values of the goodwill associated with certain investments within its towing and recovery equipment segment. This evaluation indicated that the recorded amounts of goodwill for certain of these investments were not fully recoverable. Impairment charges of $1,480,000 and $4,967,000 were recorded to reduce the carrying amounts of the goodwill to estimated fair value at December 31, 2001 and April 30, 2000, respectively. The Company recorded $1,637,000, $1,770,000 and $2,770,000 of additional costs related to the write-down of the carrying value of other long-lived assets of its towing and recovery equipment segment for the year ended December 31, 2002 the eight months ended December 31, 2001 and the twelve months ended April 30, 2000.

In accordance with SFAS No. 121 and APB No. 17, the Company wrote-off goodwill and long-lived assets of $3,250,000 and $7,737,000 associated with the towing and recovery equipment segment as of December 31, 2001 and April 30, 2000, respectively. Additionally, during the eight months ended December 31, 2001 and the fiscal year ended April 30, 2000, the Company wrote-off goodwill and long-lived assets associated with the towing services segment of $13,422,000 and $69,118,000, respectively. Management believes its long-lived assets are appropriately valued following the impairment charges.

7. GOODWILL AND OTHER LONG-LIVED ASSETS

In June 2001, the FASB issued SFAS No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets" (collectively the "Standards"). The Standards were effective for fiscal years beginning after December 15, 2001. Companies with fiscal years beginning after March 15, 2001 could early adopt, but only as of the beginning of that fiscal year and only if all existing goodwill was evaluated for impairment by the end of that fiscal year. SFAS No. 141 requires companies to recognize acquired identifiable intangible assets separately from goodwill if control over the future economic benefits of the asset results from contractual or other legal rights or the intangible asset is capable of being separated or divided and sold, transferred, licensed, rented, or exchanged. The Standards require the value of a separately identifiable intangible asset meeting any of the criteria to be measured at its fair value. SFAS No. 142 requires that goodwill not be amortized and that amounts recorded as goodwill be tested for impairment. Annual impairment tests have to be performed at the lowest level of an entity that is a business and that can be distinguished, physically and operationally and for internal reporting purposes, from the other activities, operations, and assets of the entity.

Upon adoption of SFAS No. 142 in January 2002, the Company ceased to amortize goodwill. In lieu of amortization, the Company is required to perform an initial impairment review of goodwill in 2002 and an annual impairment review thereafter. As a result of impairment reviews, the Company wrote-off goodwill of $2,886,000 in the towing equipment segment and $18,926,000 in the towing services segment during the year ended December 31, 2002. The write-off has been accounted for as a cumulative effect of change in accounting principle to reflect application of the new accounting standards.

Had the Company applied the non-amortization of goodwill provisions of SFAS No. 142 in the eight months ended December 31, 2001, and the years ended April 30, 2001 and 2000 reported net loss and basic and diluted loss per share would have been as follows (in thousands):

	December 31, 2001	April 30, 2001	April 30, 2000
Net loss:			
As reported	$ (21,587)	$ (6,434)	$ (73,143)
Goodwill amortization			
Continuing operations	272	410	398
Discontinued operations	751	1,146	2,393
Pro forma loss	$ (20,564)	$ (4,878)	$ (70,352)
Basic loss per share			
As reported	$ (2.31)	$ (0.69)	$ (7.83)
Goodwill amortization			
Continuing operations	0.03	0.04	0.04
Discontinued operations	0.08	0.12	0.26
Pro forma basic loss per share	$ (2.20)	$ (0.53)	$ (7.53)
Diluted loss per share			
As reported	$ (2.31)	$ (0.69)	$ (7.83)
Goodwill amortization			
Continuing operations	0.03	0.04	0.04
Discontinued operations	0.08	0.12	0.25
Pro forma diluted loss per share	$ (2.20)	$ (0.53)	$ (7.54)

8. LONG-TERM OBLIGATIONS AND LINE OF CREDIT

Long-Term Obligations

Long-term obligations consisted of the following for continuing operations at December 31, 2002 and for consolidated operations at December 31, 2001, and April 30, 2001 and 2000 (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001
Outstanding borrowings under Senior Credit Facility	$19,740	$85,463	$100,000
Outstanding borrowings under Junior Credit Secured Facility	14,431	14,000	0
Mortgage notes payable, weighted average interest rate of 4.37%, payable in monthly installments, maturing 2003 to 2011	1,500	1,674	2,568
Equipment notes payable, weighted average interest rate of 12.51%, payable in monthly installments, maturing 2003 to 2005	601	822	926
Other notes payable, weighted average interest rate of 6.06%, payable in monthly installments, maturing 2003 to 2006	186	2,008	2,840
	36,458	103,967	106,334
Less current portion	(35,244)	(12,405)	(7,213)
	$1,214	$91,562	$99,121

The December 31, 2002 figures do not include $22.7 million outstanding under the Senior Credit Facility relating to discontinued operations. Certain equipment and manufacturing facilities are pledged as collateral under the mortgage and equipment notes payable.

2001 Credit Facility

In July 2001, the Company entered into a new four year senior credit facility (the "Senior Credit Facility") with a syndicate of lenders to replace the existing credit facility. As part of this agreement, the previous credit facility was reduced with proceeds from the Senior Credit Facility and amended to provide for a $14.0 million subordinated secured facility. The Senior Credit Facility originally consisted of an aggregate $102.0 million revolving credit facility and an $8.0 million term loan. The revolving credit facility provides for separate and distinct loan commitment levels for the Company's towing and recovery equipment segment and RoadOne segment, respectively. At December 31, 2002, $29.4 million and $10.0 million, respectively were outstanding under the towing and recovery equipment segment and RoadOne portions of the revolving credit facility. In addition, $3.0 million was outstanding under the senior term loan, and $14.4 million was outstanding under the subordinated secured facility.

Availability under the revolving Senior Credit Facility is based on a formula of eligible accounts receivable, inventory and fleet vehicles as separately calculated for the towing and recovery equipment segment and the RoadOne segment, respectively. Borrowings under the term loan are collateralized by the Company's property, plant, and equipment. The Company is required to make monthly amortization payments on the term loan of $167,000. The Senior Credit Facility bears interest at the option of the Company at either the rate of LIBOR plus 2.75% or prime rate (as defined) plus 0.75% on the revolving portion and LIBOR plus 3.0% or prime rate (as defined) plus 1.0% on the term portion.

The Senior Credit Facility matures in July 2005 and is collateralized by substantially all the assets of the Company. The Senior Credit Facility contains requirements relating to maintaining minimum excess availability at all times and minimum quarterly levels of earnings before income taxes, depreciation and amortization (as defined) and a minimum quarterly fixed charge coverage ratio (as defined). In addition, the Senior Credit Facility contains restrictions on capital expenditures, incurrence of indebtedness, mergers and acquisitions, distributions and transfers and sales of assets. The Senior Credit Facility also contains requirements related to weekly and monthly collateral reporting.

The subordinated credit facility ("Junior Credit Facility") is by its terms expressly subordinated only to the Senior Credit Facility. The subordinated secured facility matures on July 23, 2003 and bears interest at 6.0% over the prime rate. The Company is required to make quarterly amortization payments on the Junior Credit Facility of $875,000 beginning not later than May 2002 provided that certain conditions are met, including satisfying a fixed charge coverage ratio test and a minimum availability limit. The Junior Credit Facility is collateralized by certain specified assets of the Company and by a second priority lien and security interest in substantially all other assets of the Company. The Junior Credit Facility contains requirements for certain fees to be paid at six month intervals beginning in January 2002 based on the outstanding balance of the subordinated secured facility at the time. The Junior Credit Facility also contains provisions for the issuance of warrants for up to 0.5% of the outstanding shares of the Company's common stock in July 2002 and up to an additional 1.5% in July, 2003. The number of warrants which may be issued would be reduced pro rata as the balance of the Junior Credit Facility is reduced. On July 23, 2002, the Company issued 47,417 warrants for the purchase of common stock in conjunction with these related provisions.

The Junior Credit Facility contains, among other restrictions, requirements for the maintenance of certain financial covenants and imposes restrictions on capital expenditures, incurrence of indebtedness, mergers and acquisitions, distributions and transfers and sales of assets.

There is no assurance that the Company will be able to repay or refinance the outstanding principal and interest under the Junior Credit Facility on the maturity date thereof. If the Company fails to repay all outstanding principal, interest and any other amounts due and owing under the Junior Credit Facility on the maturity date, such failure will constitute an event of default under the Junior Credit Facility and will also trigger an event of default under the Senior Credit Facility cross-default provisions. In such case, the junior lender agent would be prevented from taking any enforcement action against the Company, its subsidiaries or their respective assets in respect of such event of default until the earlier of: (i) the date which is 120 days (subject to extension to 270 days by notice from senior lender agent to junior lender agent) after the date upon which the junior lender agent gives notice of enforcement to the senior lender agent pursuant to the terms of the Intercreditor Agreement; (ii) the acceleration of the maturity of the obligations of the Company under the Senior Credit Facility by the senior lender agent, and (ii) the commencement of any bankruptcy, insolvency or similar proceeding against the Company or certain of its subsidiaries. The resulting event of default under the Senior Credit Facility if the Company does not repay all of the obligations under the Junior Credit Facility could result in the acceleration of the amounts due under the Senior Credit Facility as well as other remedies if not waived by the senior lenders. There is no assurance that the Company will be able to obtain such a waiver from the senior lenders or a waiver from the junior lenders of any event of default that would occur as a result of the failure by the Company to repay or refinance the outstanding principal and interest under the Junior Credit Facility on the maturity date.

2002 Amendments

The Company was in an over-advance position under its credit facility during the first quarter of 2002. On February 28, 2002 the Company entered into a Forbearance Agreement and First Amendment to its Senior Credit Agreement with the lenders under the Senior Credit Facility, as amended by that certain Amendment to Forbearance Agreement dated as of March 18, 2002 and that certain Second Amendment to the Forbearance Agreement dated as of March 29, 2002 (as so amended, the "Forbearance Agreement"). As a result of a revised asset appraisal conducted by the senior lenders, the senior lenders determined that the amounts outstanding under the Senior Credit Facility should be lowered below the amount then outstanding under the Senior Credit Facility, causing the Company to be over-advanced on its line of credit which resulted in the occurrence of an event of default under the Senior Credit Facility and a corresponding event of default under the Junior Credit Facility. The Forbearance Agreement and subsequent amendments waived the Company's overadvance under the Senior Credit Facility and amended the terms of the credit agreement to, among other things, (i) permanently reduce the commitment levels to $42.0 million for the towing and recovery equipment segment and $36.0 million for the RoadOne segment portion of the revolving credit facility and $6,611,000 for the term loan facility, (ii) eliminate the Company's ability to borrow funds at a LIBOR rate of interest, and (iii) increase the interest rate to a floating rate of interest equal to the prime rate plus 2.75%.

On April 15, 2002 the Company amended the Senior Credit Facility, pursuant to which, among other things: (i) the senior lenders waived the overadvance event of default and other events of default, (ii) interest on advances will be charged at the prime rate (as defined) plus 2.75% on the revolving portion and the term portion, subject to substantial upward adjustments in the interest rate on and after certain specified dates based on the amounts outstanding under the revolving loan commitment relating to RoadOne (escalating at generally quarterly intervals from prime plus 4.50% as of October 1, 2002 to prime plus 14.00% as of April 1, 2005) and (iii) the revolving loan commitment amount relating to RoadOne is subject to mandatory reductions over time commencing August 12, 2002, which reductions will require a mandatory repayment of portions of outstanding loans at specified dates and the failure to timely make such repayments shall result in an event of default under the bank credit agreements. The RoadOne revolving commitment amount, which was set at $36.0 million through the April 15, 2002 amendment, is scheduled to be reduced as follows: August 12, 2002- to $34.0 million; October 2, 2002 - to $30.0 million; March 31, 2003 - to $27.0 million; thereafter- quarterly reductions of $3.0 million through June 30, 2005. On April 15, 2002 the Company also amended the Junior Credit Facility, pursuant to which, among other things, (i) the junior lenders waived the events of default, and (ii) extended the time for payment of certain scheduled amortization payments. On April 15, 2002, the junior lender agent, the senior lender agent and the Company entered into an Amended and Restated Intercreditor and Subordination Agreement, pursuant to which, among other things, subject to certain terms and conditions, the junior lenders have agreed to defer the required payment of amortization payments under the Junior Credit Facility until November 20, 2002, April 5, 2003 and May 20, 2003.

On September 13, 2002, the Company entered into the Third Amendment to the Senior Credit Facility. Pursuant to the Third Amendment, the amount of the mandatory periodic reductions in the RoadOne revolving loan commitment amount, as established in the April 15, 2002 Second Amendment to Senior Credit Agreement, were increased by amounts calculated based on updated asset appraisals completed in September 2002. Consequently, the Company will need to repay outstanding loans and permanently reduce the RoadOne loan commitment under its Senior Credit Facility over the life of the loan and prior to the maturity date. Pursuant to the terms of the Second and Third Amendments, the failure by the Company to repay outstanding loans and to reduce the RoadOne revolving loan commitment by the amounts and the times required pursuant to these amendments will result in increased interest rates on the senior loans and/or the occurrence of an event of default under the Senior Credit Facility.

In addition, pursuant to the Third Amendment, the amount of availability that can be generated for used inventory considered as eligible inventory for collateral purposes was limited to $4.3 million (subject to downward adjustments upon certain sales of sales of assets and stock by the Company and certain of its subsidiaries) through February 28, 2003 and reduced to $0 thereafter. The Sixth Amendment (discussed below 2003 Amendments) lowered the $4.3 million limit and eliminated the further requirement for reduction to $0 after February 28, 2003.

On November 14, 2002, the Company entered into the Fourth Amendment to the Senior Credit Facility, which granted waivers from the Senior Lenders of violations of certain financial covenants for the quarter ended September 2002. There were no violations under the Junior Credit Facility. The Amendment also reduced the level of certain financial covenants for future periods, basing them strictly on the results of the towing and recovery equipment segment for those periods. In addition, the amendment revised the Road One revolving commitment amount based on the plan to sell all remaining towing service operations, reducing the commitment amount to $15.0 million at November 30, 2002, $12.0 million at December 31, 2002, $9.0 million at January 31, 2003, $6.0 million at February 28, 2003 and reducing to zero as of March 31, 2003.

2003 Amendments

On February 28, 2003, the Company entered into the Fifth Amendment to the Senior Credit Facility. Pursuant to the Fifth Amendment, the date upon which the amount of certain used inventory taken in trade for collateral purposes is reduced to $-0- was extended from February 28, 2003 to March 31, 2003. In addition, the Fifth Amendment revised the RoadOne revolving commitment reducing the amount to $9.0 million at February 28, 2003 and $-0- as of March 31, 2003.

On April 1, 2003, the Company entered into the Sixth Amendment to Senior Credit Facility. The Sixth Amendment, among other things, revised the RoadOne revolving commitment, extending the time by one year for the reduction thereof to $-0- from March 31, 2003 to March 31, 2004. The amount of availability that can be generated for used inventory considered as eligible inventory for collateral purposes was reduced to $2.7 million with no further required reductions.

Meeting the new repayment schedule for the RoadOne revolving commitments as described above under 2002 Amendments to Senior Credit Facility and 2003 Amendments to Senior Credit Facility will require that the Company sell its towing services businesses according to its contemplated schedule on acceptable terms. While the Company believes its timetable for sales is achievable, there can be no assurance that the schedule can be met.

Subsequent to April 1, 2003, the Company was in default under certain covenants under its Senior and Junior Credit Facility agreements. Accordingly, amounts outstanding under these Facilities are presented as current liabilities in the accompanying December 31, 2002 consolidated balance sheet. Waivers of such covenants typically require payment of substantial additional fees, and there can be no assurance that the lenders will agree to any future waivers or amendments. The Company’s bank facilities are collateralized by liens on all of the Company’s assets. The liens give the lenders the right to foreclose on the assets of the Company under certain defined events of default and such foreclosure could allow the lenders to gain control of the operations of the Company.

The Company could be required to find alternative funding sources, such as sale of assets or other financing sources. If the Company were unable to refinance the credit facility on acceptable terms or find an alternative source of repayment for the credit facility, the Company’s business and financial condition would be materially and adversely affected. There is no assurance that the Company would be able to obtain any such refinancing or that it would be able to sell assets on terms that are acceptable to the Company or at all.

Prior to making the determination to sell all of its remaining towing services operations, the Company had focused on cost reduction and expense control, as well as other opportunities for improving operating cash flows, to improve liquidity. The Company has also disposed of certain underperforming RoadOne assets and operations in order to improve liquidity and to reduce expenses and debt. As described in Note 3, in October 2002, the Company decided to sell all remaining towing services operations. The Company received a tax refund of approximately $4.2 million during the quarter ended June 30, 2002, which also reduced the RoadOne revolver and cured the overadvance position that existed at that time. An additional tax refund of approximately $4.6 million was received during the quarter ended September 30, 2002, with proceeds used to further reduce the borrowings under the RoadOne revolver. All of these efforts have resulted in $28.1 million in reductions to the RoadOne revolver since December 31, 2001. Additionally, the towing and recovery equipment revolver and the term loan have been reduced $10.9 million and $4.1 million, respectively, during the current fiscal year.

Future maturities of long-term obligations after giving effect to the aforementioned events of default at December 31, 2002 are as follows (in thousands):

	Continuing Operations	Discontinued Operations	Total
2003	$ 35,244	$ 24,116	$ 59,360
2004	407	739	1,146
2005	211	454	665
2006	118	257	375
2007	107	-	107
Thereafter	371	-	371
	$ 36,458	$ 25,566	$ 62,024

9. FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

SFAS No. 133 "Accounting for Derivative Instruments and Hedging Activities", establishes accounting and reporting standards requiring that every derivative instrument (including certain derivatives embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. SFAS No. 133 requires that changes in the derivatives fair value be recognized currently in earnings unless specific hedge criteria are met. Special accounting for qualifying hedges allows a derivative’s gains and losses to offset related results on the hedged item on the income statement, and requires that the Company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting.

In October 2001, the Company obtained interest rate swaps as required by terms in its Senior Credit Facility to hedge exposure to market fluctuations. The interest rate swaps cover $40.0 million in notional amounts of variable rate debt and with fixed rates ranging from 2.535% to 3.920%. The swaps expire annually from October 2002 to October 2004. Because the Company hedges only with derivatives that have high correlation with the underlying transaction pricing, changes in derivatives fair values and the underlying pricing largely offset. The hedges were deemed to be fully effective resulting in a pretax loss of $12,000 recorded in Other Comprehensive Loss at December 31, 2001. Upon expiration of these hedges, the amount recorded in Other Comprehensive Loss will be reclassified into earnings as interest. Subsequent to year end December 31, 2001, the borrowing base was converted from LIBOR to prime, which rendered the swap ineffective as a hedge. Accordingly, concurrent with the conversion, the Company prematurely terminated the swap in February 2002 at a cost of $341,000. The resulting loss will be recorded in Other Comprehensive Loss in February 2002 and reclassified to earning as interest expense over the term of the Senior Credit Facility.

As described in Note 8, the Junior Credit Facility contains provisions for the issuance of warrants of up to 0.5% of the outstanding shares of the Company’s common stock on July 2002 and up to an additional 1.5% in July 2003. The warrants were valued as of July 2001 based on the estimated relative fair value using the Black Scholes model with the following assumptions: risk-free rate of 4.9% estimated life of 7 years, 72% volatility and no dividend yield. Accordingly, the Company has recorded a liability and makes periodic mark to market adjustments, which are reflected in the accompanying consolidated statement of operations in accordance with EITF Issue 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock”. At December 31, 2002, the related liability was $362,000 and is included in accrued liabilities in the accompanying consolidated financial statements.

10. STOCK-BASED COMPENSATION PLANS

In accordance with the Company's stock-based compensation plans, the Company may grant incentive stock options as well as non-qualified and other stock-related incentives to officers, employees, and non-employee directors of the Company. Options vest ratably over a two to four-year period beginning on the grant date and expire ten years from the date of grant. Shares available for granting options at December 31, 2002 and 2001, and April 30, 2001 were approximately 0.5 million, 0.4 million, and 0.5 million, respectively.

A summary of the activity of stock options for the year ended December 31, 2002, the eight months ended December 31, 2001 and the years ended April 30, 2001, and 2000, is presented below (shares in thousands):

	December 31, 2002		December 31, 2001		April 30, 2001		April 30, 2000	
	Shares Under Option	Weighted Average Exercise Price	Shares Under Option	Weighted Average Exercise Price	Shares Under Option	Weighted Average Exercise Price	Shares Under Option	Weighted Average Exercise Price
Outstanding at Beginning of Period	948	$19.49	789	$23.36	1,010	$32.61	1,033	$37.13
Granted	28	3.37	175	3.38	100	6.11	160	14.56
Exercised	--	--	---	----	(1)	11.67	(8)	12.73
Forfeited and cancelled	(215)	16.91	(16)	34.43	(320)	47.20	(175)	43.56
Outstanding at End of Period	761	$19.58	948	$19.49	789	$23.36	1,010	$32.61
Options exercisable at year end	648	$22.22	646	$25.18	588	$25.76	665	$32.73
Weighted average fair value of options granted		$1.88		$1.92		$3.60		$9.50

A summary of options outstanding under the Company's stock-based compensation plans at December 31, 2002 is presented below (shares in thousands):

Exercise Price Range			Shares Under Option	Weighted Average Exercise Price of Options Outstanding	Weighted Average Remaining Life	Options Exercisable	Weighted Average Exercise Price of shares Exercisable
$ 3.05	-	$17.50	428	$ 8.15	5.2	315	$ 9.48
18.89	-	27.41	158	19.45	3.4	158	19.45
28.75	-	38.44	87	34.78	4.1	87	34.78
43.96	-	64.38	61	54.73	3.0	61	54.73
67.50	-	84.06	27	73.49	3.7	27	73.49
		Total	761	$ 19.58	4.5	648	$ 22.22

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11. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has entered into various operating leases for buildings, office equipment, and trucks. Rental expense under these leases for continuing operations was $487,000, $489,000, $642,000, and $624,000, for the year ended December 31, 2002, the eight months ended December 31, 2001 and the fiscal years ended April 30, 2001, and 2000, respectively. Rental expense under these leases for discontinued operations was $10,395,000, $7,934,000, $13,111,000, and $13,988,000, for the year ended December 31, 2002, the eight months ended December 31, 2001, and the fiscal years ended April 30, 2001 and 2002, respectively. The lease and rental expense from discontinued operations includes approximately $640,000 annually in payments to former owners of businesses that the Company has acquired and covers properties used in the acquired business' operations.

At December 31, 2002, future minimum lease payments under non-cancelable operating leases for the next five fiscal years are as follows (in thousands):

	Continuing Operations	Discontinued Operations	Total
2003	$347	$6,995	$7,342
2004	253	5,173	5,426
2005	130	3,218	3,348
2006	63	1,681	1,744
2007	45	579	624

Contingencies

The Company is, from time to time, a party to litigation arising in the normal course of its business. Litigation is subject to various inherent uncertainties, and it is possible that some of these matters could be resolved unfavorably to the Company, which could result in substantial damages against the Company. The Company has established accruals for matters that are probable and reasonably estimable and maintains product liability and other insurance that management believes to be adequate. Management believes that any liability that may ultimately result from the resolution of these matters in excess of available insurance coverage and accruals will not have a material adverse effect on the consolidated financial position or results of operations of the Company.

12. INCOME TAXES

Deferred tax assets and liabilities are determined based on the differences between the financial and tax bases of existing assets and liabilities using the currently enacted tax rates in effect for the year in which the differences are expected to reverse.

The (benefit) provision for income taxes on income from continuing operations consisted of the following for the year ended December 31, 2002, the eight months ended December 31, 2001 and the years ended April 30, 2001, and 2000 (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001	April 30, 2000
Current:				
Federal	$ (4,247)	$ --	$ 2,476	$ 4,847
State	297	319	--	1,400
Foreign	533	388	190	594
	(3,417)	707	2,666	6,841
Deferred:				
Federal	6,620	1,863	(179)	(168)
State	(177)	206	(21)	(20)
Foreign	191	(357)	67	(148)
	6,634	1,712	(133)	(336)
	$ 3,217	$ 2,419	$ 2,533	$ 6,505

The principal differences between the federal statutory tax rate and the income expense (benefit) from continuing operations for the year ended December 31, 2002, the eight months ended December 31, 2001, and the years ended April 30, 2001 and 2000 were as follows (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001	April 30, 2000
Federal statutory tax rate	34.0%	34.0%	34.0%	34.0%
State taxes, net of federal tax benefit	1.2%	9.7%	(0.3)%	9.3%
Non-deductible goodwill amortization and impairment charges	0.2%	5.7%	2.0%	21.5%
Excess of foreign tax over US tax on foreign income	7.6%	0.2%	2.5%	1.0%
Other	4.7%	6.7%	(8.6)%	1.2%
Effective tax rate	47.7%	56.3%	29.6%	67.0%

Deferred income tax assets and liabilities at December 31, 2002 and 2001 and April 30, 2001 reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting and income tax reporting purposes. Temporary differences and carry forwards which give rise to deferred tax assets and liabilities at December 31, 2002 and 2001 and April 30, 2001 are as follows (in thousands):

	December 31, 2002	December 31, 2001	April 30, 2001
Deferred tax assets:			
Allowance for doubtful accounts	$ 305	$ 1,149	$ 724
Accruals and reserves	1,326	5,892	4,526
Federal net operating loss carryforward	17,542	15,776	12,482
Deductible goodwill and impairment charges	(33)	4,758	948
Other	272	1,545	1,667
Total deferred tax assets	19,412	29,120	20,347
Less valuation allowance	(13,601)	(7,111)	-
Net deferred tax asset	5,811	22,009	20,347
Deferred tax liabilities:			
Property, plant, and equipment	5,811	7,454	7,433
Other	--	5,162	2,386
Total deferred tax liabilities	5,811	12,616	9,819
Net deferred tax asset	$ --	$ 9,393	$ 10,528

Included in the Company's noncurrent assets of discontinued operations at December 31, 2002, is a net noncurrent deferred tax asset of $7.2 million relating primarily to tax deductible goodwill and reserves that are not deductible for tax purposes until paid. In addition, the Company's noncurrent liabilities of discontinued operations at December 31, 2002, include noncurrent deferred tax liability of $2.7 million related primarily to differences in the book and tax bases of fixed assets. The net deferred tax asset of $4.4 million has a full valuation allowance.

As of December 31, 2002, the Company had federal net operating loss carryforwards of approximately $50.4 million which will expire between 2004 and 2022. While the majority of these loss carryforwards are associated with the Company's discontinued operations, the Company has classified the related deferred tax asset and valuation allowance as a component of continuing operations since it believes it will be able to retain these tax attributes. In addition, the Company had charitable contributions and capital loss carryforwards of $1.4 million that may be carried forward through 2006 and an AMT credit carryforward of $0.2 million, which may be carried forward indefinitely.

A consolidated valuation allowance of $7.1 million related to rationalization of net operating loss carryforwards generated by the Company's discontinued operations was established as of December 31, 2001. The allowance reflects the Company's recognition that continuing losses from operations and certain liquidity matters discussed in Note 2 indicate that it is more likely than not that certain future tax benefits will not be realized as a result of future taxable income. At December 31, 2002, the Company recorded a full valuation allowance against its net deferred tax asset from continuing and discontinuing operations totalling approximately $18.0 million.

As of December 31, 2002, the Company has state net operating loss carryforwards of approximately $97.0 million. As the Company believes that realization of the benefit of these state losses is remote, it has not recorded deferred tax assets associated with these losses.

The Company received a tax refund of approximately $4.2 million during the quarter ended June 30, 2002, which was used to reduce the RoadOne revolver and cured the over-advance position that existed at that time. An additional tax refund of $4.6 million was received during the quarter ended September 30, 2002, with proceeds used to further reduce the borrowings under the RoadOne revolver.

13. PREFERRED STOCK

The Company has authorized 5,000,000 shares of undesignated preferred stock which can be issued in one or more series. The terms, price, and conditions of the preferred shares will be set by the board of directors. No shares have been issued.

14. EMPLOYEE BENEFIT PLANS

During 1996, the Company established a contributory retirement plan for all full-time employees with at least 90 days of service. Effective January 1, 1999, the Company split the plan into two identical plans by operating segment. As a result of the Company's decision to dispose of its towing services operations the two separate plans will be combined to form a consolidated plan effective January 1, 2003. These plans are designed to provide tax-deferred income to the Company's employees in accordance with the provisions of Section 401 (k) of the Internal Revenue Code.

These plans provide that each participant may contribute up to 15% of his or her salary. The Company matches 33.33% of the first 3% of participant contributions. Matching contributions vest over a period of five years. Company contributions to the plans were not significant in 2001, 2000, and 1999.

15. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following is a summary of the unaudited quarterly financial information for the twelve months ended December 31, 2002 and 2001 (in thousands, except per share data):

	Net Sales	Operating Income (Loss)	Loss From Discontinued Operations	Net Income (Loss)(a)	Basic Net Loss Per Share	Diluted Net Loss Per Share
Year ended December 31, 2002:						
First quarter	$ 47,805	$ 2,688	$(1,213)	$(22,047)	$(2.36)	$(2.36)
Second quarter	54,159	2,740	(2,016)	(342)	(0.04)	(0.04)
Third quarter	47,771	1,491	(586)	(962)	(0.10)	(0.10)
Fourth quarter	53,324	4,190	(23,591)	(22,343) (b)	(2.39)	(2.39)
Total	$203,059	$11,109	$(27,406)	$(45,694)	$(4.89)	$(4.89)
Year ended December 31, 2001:						
First quarter	$ 49,490	$ 1,827	$(1,459)	$ (1,949)	$(0.20)	$(0.20)
Second quarter	62,613	4,319	(7,915)	29	(0.00)	(0.00)
Third quarter	53,017	2,179	(697)	(719)	(0.08)	(0.08)
Fourth quarter	53,859	2,236	(15,869)	(17,725)(b)	(1.90)	(1.90)
Total	$218,979	$10,561	$(25,940)	$(20,364)	$(2.18)	$(2.18)

(a) The income tax provision (benefit) has been allocated by quarter based on the effective rate for the twelve months ended December 31, 2002 and 2001.

(b) The results for the three months ended December 31, 2002 and December 31, 2001 reflect asset impairments and other special charges of $11,828,000 and $16,672,000 as discussed in Note 6.

MILLER INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)
(Unaudited)

	September 30, 2003	December 31, 2002
ASSETS		
CURRENT ASSETS		
Cash and temporary investments	$ 5,340	$ 2,097
Accounts receivable, net	39,805	46,616
Inventories, net	29,604	27,815
Prepaid expenses and other	1,443	748
Current assets of discontinued operations held for sale	26,249	32,366
Total current assets	102,441	109,642
PROPERTY, PLANT AND EQUIPMENT, net	21,608	23,121
GOODWILL, net	11,619	11,619
OTHER ASSETS, net	1,253	2,378
NONCURRENT ASSETS OF DISCONTINUED OPERATIONS HELD FOR SALE	7,483	15,417
	$ 144,404	$ 162,177
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term obligations	$ 32,510	$ 35,244
Accounts payable	33,702	25,213
Accrued liabilities and other	4,107	6,147
Current liabilities of discontinued operations held for sale	38,778	53,212
Total current liabilities	109,097	119,816
LONG-TERM OBLIGATIONS, less current portion	912	1,214
NONCURRENT LIABILITIES OF DISCONTINUED OPERATIONS HELD FOR SALE	1,013	1,450
COMMITMENTS AND CONTINGENCIES (Notes 7 and 9)		
SHAREHOLDERS' EQUITY:		
Preferred stock, $.01 par value; 5,000,000 shares authorized, none issued or outstanding	0	0
Common stock, $.01 par value; 100,000,000 shares authorized, 9,341,436 shares issued and outstanding at September 30, 2003 and December 31, 2002, respectively	93	93
Additional paid-in capital	145,088	145,088
Accumulated deficit	(111,677)	(103,790)
Accumulated other comprehensive loss	(122)	(1,694)
Total shareholders' equity	33,382	39,697
	$ 144,404	162,177

The accompanying notes are an integral part of these condensed consolidated balance sheets

MILLER INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30, 2003	2002	Nine Months Ended September 30, 2003	2002
NET SALES:				
Towing and Recovery Equipment	**$ 50,321**	$ 47,771	**$ 142,225**	$ 149,735
Towing Services	**–**	7,005	**13,952**	21,655
	50,321	54,776	**156,177**	171,390
COSTS AND EXPENSES:				
Costs of operations				
Towing and Recovery Equipment	**44,611**	41,376	**123,660**	128,784
Towing Services	**–**	5,880	**10,618**	17,078
	44,611	47,256	**134,278**	145,862
Selling, general and administrative expenses	**4,271**	5,454	**13,250**	15,617
Interest expense, net	**3,347**	607	**4,786**	2,476
Loss on disposition	**–**	–	**682**	–
Total costs and expenses	**52,229**	53,317	**152,996**	163,955
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	**(1,908)**	1,459	**3,181**	7,435
INCOME TAX PROVISION	**82**	610	**1,785**	2,930
INCOME (LOSS) FROM CONTINUING OPERATIONS	**(1,990)**	849	**1,396**	4,505
DISCONTINUED OPERATIONS:				
Loss from discontinued operations, before taxes	**(4,845)**	(2,242)	**(11,089)**	(8,317)
Income tax provision	**–**	(431)	**(1,806)**	(2,272)
Loss from discontinued operations	**(4,845)**	(1,811)	**(9,283)**	(6,045)
NET LOSS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE:	**(6,835)**	(962)	**(7,887)**	(1,540)
Cumulative effect of change in accounting principle	**–**	–	**–**	(21,812)
NET LOSS	$ **(6,835)**	$ (962)	$ **(7,887)**	$ (23,352)
BASIC INCOME (LOSS) PER COMMON SHARE:				
Income (loss) from continuing operations	**$ (0.21)**	$ 0.09	**$ 0.15**	$ 0.49
Loss from discontinued operations	**(0.52)**	(0.19)	**(0.99)**	(0.65)
Cumulative effect of change in accounting principle	**–**	–	**–**	(2.34)
Basic income (loss) per common share	**$ (0.73)**	$ (0.10)	**$ (0.84)**	$ (2.50)
DILUTED INCOME (LOSS) PER COMMON SHARE:				
Income (loss) from continuing operations	**$ (0.21)**	$ 0.09	**$ 0.15**	$ 0.49
Loss from discontinued operations	**(0.52)**	(0.19)	**(0.99)**	(0.65)
Cumulative effect of change in accounting principle	**–**	–	**–**	(2.34)
Diluted income (loss) per common share	**$ (0.73)**	$ (0.10)	**$ (0.84)**	$ (2.50)
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic	**9,341**	9,341	**9,341** &n	