

Morningstar[®] Document ResearchSM

FORM 10-K

P&F INDUSTRIES INC - PFIN

Filed: March 31, 2008 (period: December 31, 2007)

Annual report with a comprehensive overview of the company

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[ITEM 8. Financial Statements](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the Fiscal Year Ended December 31, 2007

or

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

Commission File Number 1-5332

P&F INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

22-1657413

(I.R.S. Employer Identification Number)

445 Broadhollow Road, Suite 100, Melville, New York

(Address of principal executive offices)

11747

(Zip Code)

Registrant's telephone number, including area code: **(631) 694-9800**

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

(Title of each class)

(Name of each exchange on which registered)

Class A Common Stock, \$1.00 par value

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's Class A Common Stock held by non-affiliates of the registrant, based on the last sale price on June 30, 2007 (the last business day of the registrant's most recently completed second fiscal quarter), was approximately \$25,340,000.

As of March 27, 2008, there were 3,637,462 shares of the registrant's Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K incorporates by reference information from the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders to be held May 29, 2008.

P&F INDUSTRIES, INC.
FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007

TABLE OF CONTENTS

| | <u>Page</u> |
|---|-------------|
| <u>PART I</u> | |
| <u>Item 1.</u> Business | 2 |
| <u>Item 1A.</u> Risk Factors | 5 |
| <u>Item 1B.</u> Unresolved Staff Comments | 8 |
| <u>Item 2.</u> Properties | 8 |
| <u>Item 3.</u> Legal Proceedings | 8 |
| <u>Item 4.</u> Submission of Matters to a Vote of Security Holders | 8 |
| <u>PART II</u> | |
| <u>Item 5.</u> Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 9 |
| <u>Item 6.</u> Selected Financial Data | 9 |
| <u>Item 7.</u> Management's Discussion and Analysis of Financial Condition and Results of Operations | 9 |
| <u>Item 7A.</u> Quantitative and Qualitative Disclosures About Market Risk | 22 |
| <u>Item 8.</u> Financial Statements and Supplementary Data | 23 |
| <u>Item 9.</u> Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 62 |
| <u>Item 9A(T)</u> Controls and Procedures | 62 |
| <u>Item 9B.</u> Other Information | 63 |
| <u>PART III</u> | |
| <u>Item 10.</u> Directors, Executive Officers and Corporate Governance | 64 |
| <u>Item 11.</u> Executive Compensation | 64 |
| <u>Item 12.</u> Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 64 |
| <u>Item 13.</u> Certain Relationships and Related Transactions, and Director Independence | 64 |
| <u>Item 14.</u> Principal Accountant Fees and Services | 64 |
| <u>PART IV</u> | |
| <u>Item 15.</u> Exhibits and Financial Statement Schedules | 65 |
| - | 70 |

FORWARD LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 (the "Reform Act") provides a safe harbor for forward-looking statements made by or on behalf of P&F Industries, Inc. and subsidiaries (the "Company"). The Company and its representatives may, from time to time, make written or verbal forward-looking statements, including statements contained in the Company's filings with the Securities and Exchange Commission and in its reports to stockholders. Generally, the inclusion of the words "believe," "expect," "intend," "estimate," "anticipate," "will," their opposites and similar expressions identify statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and that are intended to come within the safe harbor protection provided by those sections. Any forward-looking statements contained herein, including those related to the Company's future performance, are based upon the Company's historical performance and on current plans, estimates and expectations. Such forward-looking statements are subject to various risks and uncertainties, including those identified in Item 1A of this Annual Report on Form 10-K, which may cause actual results to differ materially from the forward looking statements. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

PART I

ITEM 1. Business

P&F Industries, Inc. ("P&F") is a Delaware corporation incorporated on April 19, 1963. P&F and each of its subsidiaries are herein referred to collectively as the "Company." In addition, the words "we", "our" and "us" refer to the Company. The Company operates in two primary lines of business, or segments: (i) tools and other products ("Tools") and (ii) hardware and accessories ("Hardware").

Tools

We conduct our Tools business through a wholly owned subsidiary, Continental Tool Group, Inc. ("Continental"), which in turn currently operates through its wholly owned subsidiaries, Florida Pneumatic Manufacturing Corporation ("Florida Pneumatic") and Hy-Tech Machine, Inc. ("Hy-Tech").

Florida Pneumatic

Florida Pneumatic imports, manufactures and sells pneumatic hand tools, primarily for the industrial, retail and automotive markets, and imports and sells compressor air filters. This line of products includes sanders, grinders, drills, saws and impact wrenches. These tools are similar in appearance and function to electric hand tools, but are powered by compressed air, rather than directly by electricity. Air tools, as they are also called, are generally less expensive to operate, offer better performance and weigh less than their electrical counterparts. Florida Pneumatic imports or manufactures approximately seventy-five types of pneumatic hand tools, most of which are sold at prices ranging from \$50 to \$1,000, under the names "Florida Pneumatic" and "Universal Tool," as well as under the trade names or trademarks of several private label customers. These Florida Pneumatic products are sold to distributors, retailers and private label customers through in-house sales personnel and manufacturers' representatives. Users of Florida Pneumatic's hand tools include industrial maintenance and production staffs, do-it-yourself mechanics, automobile mechanics and auto body personnel.

Florida Pneumatic purchases nearly 90% of its pneumatic tools from a Far East trading company that owns or represents 21 individual factories in Japan, Taiwan and China. Of the total pneumatic tool purchases in 2007, approximately 7% are bought from Japan, 26% from Taiwan and 66% from China. Florida Pneumatic manufactures certain of its pneumatic tools at its factory in Jupiter, Florida and also imports its air filters. There are redundant sources for every product purchased and manufactured.

Florida Pneumatic also markets, through its Berkley Tool division ("Berkley"), a product line which includes pipe and bolt dies, pipe taps, wrenches, vises and stands, pipe and tubing cutting equipment, hydrostatic test pumps, and replacement electrical components for a widely-used brand of pipe cutting and threading machines. Florida Pneumatic markets Berkley's products through industrial distributors and contractors. We source our Berkley product line from China, Israel as well as domestic sources.

In addition, through its Franklin Manufacturing ("Franklin") division, Florida Pneumatic imports a line of door and window hardware. Franklin imports and packages approximately 275 types of hardware products, including locksets, deadbolts, door and window security hardware, rope-related hardware products and fire escape ladders. Franklin's products generally range in price from under \$1.00 to \$30.00, and are sold to retailers, wholesalers and private label accounts through manufacturers' representatives and in-house sales support personnel. Nearly all of Franklin's sales are of products imported from China.

The primary competitive factors in the pneumatic hand tool market are price, service and brand-name awareness. The primary competitive factors in Berkley's business are price and service. The primary competitive factors in Franklin's business are price, service, skill in packaging and point-of-sale

marketing. Florida Pneumatic's products are sold off the shelf, and no material backlog of orders exists. The business is not seasonal, but it may be subject to significant periodic changes resulting from holiday sales promotions by customers.

Hy-Tech

In February 2007, Continental, through a newly formed subsidiary, Hy-Tech, acquired substantially all of the operating assets of two companies that were not affiliated with the Company, Hy-Tech Machine, Inc., a Pennsylvania corporation, and Quality Gear & Machine, Inc. and certain real property from another unaffiliated third party, HTM Associates.

Hy-Tech manufactures and distributes pneumatic tools and parts for industrial applications. Hy-Tech manufactures approximately sixty types of industrial pneumatic tools, most of which are sold at prices ranging from \$300 to \$7,000, under the names "ATP", "Thaxton", "THOR" and "Eureka", as well as under the trade names or trademarks of other private label customers. This line of products includes grinders, drills, saws, impact wrenches and pavement breakers.

Hy-Tech's products are sold to distributors and private label customers through in-house sales personnel and manufacturers' representatives. Users of Hy-Tech's tools include refineries, chemical plants, power generation facilities, the heavy construction industry, oil and mining companies and heavy industry. Hy-Tech's products are sold off the shelf, and are also produced to customer's orders. The business is not seasonal, but it may be subject to significant periodic changes resulting from scheduled shutdowns in refineries, power generation facilities and chemical plants.

The primary competitive factors in the industrial pneumatic tool market are quality, breadth of products and availability of products, customer service and technical support.

Hardware

We conduct our Hardware business through a wholly owned subsidiary, Countrywide Hardware Inc. ("Countrywide"), which in turn operates through its wholly owned subsidiaries, Nationwide Industries, Inc. ("Nationwide"), Woodmark International, L.P. ("Woodmark") and Pacific Stair Products, Inc. ("Pacific Stair").

Nationwide

Nationwide is an importer and manufacturer of door, window and fencing hardware, including rollers, hinges, window operators, sash locks, custom zinc castings and door closers. Nationwide's products are sold through in-house sales personnel and manufacturers' representatives to distributors, retailers and OEM customers. End users of Nationwide's products include contractors, home builders, pool and patio distributors, OEM/private label customers and general consumers.

Most of Nationwide's sales are of products imported from Taiwan and China. Nationwide currently out-sources the manufacturing of approximately 94% of its product with several overseas factories, while retaining design, QC, patent and trademark control. There are redundant sources for most products whether through dual manufacturing arrangements or back up buy/sell arrangements. Nationwide manufactures approximately 6% of its products sold including rollers, hinges and pool enclosure products at its facility in Tampa, Florida. Additionally, Nationwide distributes its products to its customers located in the western U.S. through the warehouse leased by our Pacific Stair subsidiary, located in Vista, California.

Nationwide's sales are somewhat seasonal, with revenues typically increasing during the spring and summer months. The majority of Nationwide's products are sold off the shelf.

The primary competitive factors in Nationwide's business are price, quality, product availability and service.

Woodmark

Woodmark is an importer and distributor of residential hardware and other accessories for new construction and home improvement applications, including wood and iron stair parts as well as kitchen and bath hardware such as residential plumbing fixtures.

Woodmark's stair products are sold through in-house sales personnel and manufacturers' representatives to: a) traditional one- and two-step distributors of construction components who in turn sell to carpenters, home builders and the retail channel; b) distributors who specialize in stair parts and staircase installation; and c) stair parts manufacturers who outsource certain components from other manufacturers. Woodmark's residential plumbing fixtures are sold through in-house sales personnel and manufacturers' representatives to plumbing wholesalers and distributors, purchasing cooperatives and OEMs in manufactured housing, and recreational vehicle industries as well as to distributors specializing in maintenance and repair supplies.

Woodmark purchases most of its stair parts and kitchen and bath products through a longstanding relationship with a Far East trade partner that owns or represents four individual factories in China and Taiwan. Of the total stair parts and kitchen and bath product purchases, approximately 70% are bought from China and 10% from Taiwan. There are redundant sources for most products purchased and manufactured.

The primary competitive factors in Woodmark's business are price, quality and product availability.

Pacific Stair

In January 2006 we, through a newly formed subsidiary, Pacific Stair Products, Inc., ("Pacific Stair"), purchased substantially all the operating assets of Pacific Stair Products, a California corporation. Pacific Stair is a manufacturer of premium stair rail products and a distributor of Woodmark's staircase components to the building industry, primarily in southern California and the southwestern region of the United States.

Similar to Woodmark, Pacific Stair's products are sold through in-house sales personnel to: a) traditional one- and two-step distributors of construction components who in turn sell to carpenters, home builders and the retail channel; b) distributors who specialize in stair parts and staircase installation; and c) stair parts manufacturers who outsource certain components from other manufacturers.

The primary competitive factors in Pacific Stair's business are price, quality and product availability.

Significant Customers

The Tools segment has one customer that accounted for approximately 19.1% and 17.8%, of consolidated revenue for the years ended December 31, 2007, and 2006, respectively, as well as 26.3% and 37.8% of consolidated accounts receivable as of December 31, 2007 and 2006, respectively. A second customer accounted for 8.4% and 9.8%, of consolidated revenues for the years ended December 31, 2007 and 2006, respectively, and 9.1% and 11.5% of consolidated accounts receivable as of December 31, 2007 and 2006, respectively. We have been informed that we will be phased out as a vendor for this second customer, likely commencing sometime during the second quarter of 2008. We do not believe this will have a significant impact on our consolidated operating earnings for the full year of 2008. Although this customer generated significant revenue in recent years, they have generated

little profit due to the many required marketing and servicing costs associated with maintaining this customer. There are no significant customers in the Hardware segment.

Discontinued Operations

Green Manufacturing Inc. ("Green")

Green was primarily engaged in the manufacture, development and sale of heavy-duty welded custom designed hydraulic cylinders sold for use as integrated components on a variety of equipment and machinery manufactured by others. Green also manufactured a line of access equipment for the petro-chemical and bulk storage industries. This product line consisted of bridges, platforms, walkways and stairways, constructed of steel or aluminum and generally installed outdoors. In addition, Green marketed a small line of diggers used primarily as attachments to small tractors for light farm work. This product line was marketed through farm equipment dealers and wholesalers. We sold the principal assets of Green between December 2004 and July 2005 in three transactions pursuant to three separate asset purchase agreements with non-affiliated third parties.

Embassy Industries Inc. ("Embassy")

Embassy was engaged in the manufacture and sale of baseboard heating products, sold nationally for use in hot-water heating systems installed in single family homes, multi-unit dwellings and commercial and industrial buildings. Embassy's products were sold principally to wholesalers by manufacturers' representatives and in-house sales personnel. Embassy's products were also sold to other manufacturers for incorporation into their products and for distribution on a private-label basis. Embassy also imported a line of radiant heating systems. These systems include the tubing, manifolds, controls and installation supplies. Embassy also provided computer software that aids in the design of the system. In October 2005, Embassy sold substantially all of its operating assets, including, among others, machinery and equipment, inventory, accounts receivable and certain intangibles, to a non-affiliated third party. In June 2007, Embassy sold the real property to a different non-affiliated third party.

Employees

We employed 274 persons as of December 31, 2007, of which 261 were full-time employees. None of these employees are represented by a union. We believe that our relationships with our employees are satisfactory.

ITEM 1A. Risk Factors

A wide range of factors could materially affect our performance. In addition to the factors affecting specific business operations identified in connection with the description of these operations and the financial results of these operations elsewhere in this report, the following factors, among others, could adversely affect our results of operations or financial position:

- *The strength of the retail economy in the United States.* Our business is subject to economic conditions in its major markets, including recession, inflation, deflation, general weakness in retail, industrial, and housing markets. In particular, a significant portion of our products are tied to new residential construction. The strength of such market depends on new housing starts which are a function of many factors beyond our control, including interest rates, employment levels, availability of credit and consumer confidence. New housing starts declined in 2006 and 2007 and the pace may continue at the lower levels or decline further. Such economic conditions could have an adverse effect on our results of operations or financial position.

- *Our ability to maintain mutually beneficial relationships with key customers.* We have several key customers, including two customers that, in the aggregate, constituted approximately 28% of our consolidated revenues for 2007. We have been informed that we will be phased out as a vendor for one of these customers which is likely to occur sometime during the second quarter of 2008. Further loss of significant customers or a material negative change in our relationships with our significant customers could have a material adverse effect on our business, results of operations or financial position.
- *Adverse changes in currency exchange rates or raw material commodity prices.* A majority of our products are manufactured outside the United States, of which a significant amount is purchased in the local currency. As a result, we are exposed to movements in the exchange rates of various currencies against the United States dollar which could have an adverse effect on our results of operations or financial position. We believe our most significant foreign currency exposures are the Japanese yen, the Taiwan dollar ("TWD") and the Chinese Renminbi ("RMB"). We purchase approximately \$51 million of products from China and Taiwan. These purchases are made in U.S. dollars. However, if either or both the TWD or RMB, were to strengthen materially in relation to the U.S. dollar, there could be an adverse effect on our business, results of operations or financial position. We are also subject to currency risk with respect to the yen, however we generally purchase yen forward to mitigate the exposure.
- *Impairment of long-lived assets and goodwill.* The inability of certain of our subsidiaries to generate future cash flows sufficient to support the recorded amounts of goodwill, other intangible assets and other long-lived assets related to those subsidiaries could result in future impairment charges.
- *Unforeseen interruptions in the manufacturing ability of certain foreign suppliers.* Our foreign suppliers may encounter interruption in their ability to continue to provide us with products on a short-term or long-term basis. Although we believe that there are redundant sources available and maintain multiple sources for certain of our products, there may be costs and delays associated with securing such sources and there can be no assurance that such sources would provide the same quality of product at similar prices.
- *Unforeseen inventory adjustments or changes in purchasing patterns.* We make purchasing decisions based upon a number of factors including an assessment of market needs and preferences, manufacturing lead times and cash flow considerations. To the extent that our assumptions result in inventory levels being too high or too low, there could be a material adverse effect on our business, results of operations or financial position.
- *Market acceptance of new products.* There can be no assurance that the market continues its acceptance of the new products we introduced in recent years or will accept new products scheduled for introduction in 2008. There can also be no assurance that the level of sales generated from these new products relative to our expectations will materialize, based on existing investments in productive capacity and commitments by us to fund advertising and product promotions in connection with the introduction of these new products.
- *Increased competition.* The domestic markets in which we sell our products are highly competitive on the basis of price, quality, availability, post-sale service and brand-name awareness. A number of competing companies are well-established manufacturers that compete on a global basis.
- *Price reductions.* Price reductions taken by us in response to customer and competitive pressures, as well as price reductions or promotional actions taken in order to drive demand, may not result in anticipated sales necessary to offset the associated costs.

- *Interest rates.* Interest rate fluctuations and other capital market conditions could have a material adverse effect on our business, results of operations or financial position.
- *Litigation.* The effects of litigation and product liability exposures, as well as other risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission and public announcements could have a material adverse effect on our business, results of operations or financial position. Further, while we maintain insurance policies to protect against most potential exposures, events may arise against which we may not be adequately insured. (See "Item 3—Legal Proceedings".)
- *Substantial debt and debt service requirements.* The amount of our debt could have important consequences. For example, it could: increase our vulnerability to general adverse economic and industry conditions; limit our ability to fund future capital expenditures, working capital and other general corporate requirements; require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt; limit our flexibility in planning for, or reacting to, changes in our business; place us at a competitive disadvantage compared with competitors that have less debt; and limit our ability to borrow additional funds, even when necessary to maintain adequate liquidity.
- *Compliance with financial covenants.* Under the terms of our credit agreement, we are required to adhere to certain financial covenants. At December 31, 2007 we were not in compliance with one of the financial covenants; however, the banks waived compliance with such financial covenant. We also anticipate that we may not be in compliance with a financial covenant during 2008. If we are not able to secure a waiver or an amendment to the credit agreement or we are not in compliance with any financial covenant at any time in the future and such non-compliance is not waived, our access to funds may be adversely affected, debt may become due immediately, and/or certain of our assets securing our debt could be foreclosed.
- *Retention of key personnel.* Our success depends to a significant extent upon the abilities and efforts of our key personnel. The loss of the services of any of our key personnel or our inability to attract and retain qualified personnel in the future could have a material adverse effect on our business, results of operations or financial position.
- *Acquisition of businesses.* Part of our business strategy is to opportunistically acquire complementary businesses and dispose of non-complementary businesses. If we fail to develop and integrate any acquired business or dispose of any businesses effectively, our earnings may be adversely affected. In addition, our management team will need to devote substantial time and attention to the acquisition and integration of the acquired businesses, which could distract them from their other duties and responsibilities.
- *Regulatory environment.* We cannot anticipate the impact of changes in laws and regulations, including changes in accounting standards, taxation requirements, including tax rate changes, new tax laws and revised tax law interpretations, and environmental laws, in both domestic and foreign jurisdictions.
- *Unforeseen events.* We cannot anticipate the impact of unforeseen events, including war or terrorist activities, on economic conditions and consumer confidence on our business.

The risk factors described above are not intended to be all-inclusive. There can be no assurance that we have correctly identified and appropriately assessed all factors affecting our business or that the publicly available and other information with respect to these matters is complete and correct. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial also may adversely impact us. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on our business, results of operations or financial position.

ITEM 1B. Unresolved Staff Comments

None

ITEM 2. Properties

Tools

Florida Pneumatic owns a 72,000 square foot plant facility which is located in Jupiter, Florida. The property is subject to a mortgage. Hy-Tech owns a 51,000 square foot facility which is located in Cranberry Township, Pennsylvania and leases a 10,000 square foot facility located in Punxsutawney, Pennsylvania.

Hardware

Countrywide owns the 56,250 square foot plant facility located in Tampa, Florida in which Nationwide conducts its business. Countrywide leases part of its facility to a non-affiliated tenant. The facility is subject to a mortgage. Woodmark leases three plant facilities from non-affiliated landlords. One facility is 55,000 square feet and is located in Plano, Texas and is subject to a lease which expires July 2011. The second facility is 17,500 square feet and is located in Austell, Georgia. This facility is subject to a lease expiring May 2010. A third plant facility is leased from a non-affiliated landlord on a month-to-month basis. Pacific Stair leases two plant facilities; a 25,400 square foot warehouse located in Vista California from a non-affiliated landlord with the lease term expiring in July 2008 and a 12,700 square foot manufacturing facility also located in Vista, California with a lease term expiring in August 2008.

Each facility either provides adequate space for the operations of the respective subsidiary for the foreseeable future or can be modified or expanded to provide additional space. Our executive offices of approximately 5,000 square feet are located in an office building in Melville, New York and are leased from a non-affiliated landlord with a lease term expiring in March 2013.

Embassy sold its 75,000 square foot facility which was located in Farmingdale New York in 2007.

ITEM 3. Legal Proceedings

We are a defendant or co-defendant in various actions brought about in the ordinary course of conducting our business. We do not believe that any of these actions are material to our financial position.

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

No matters were submitted to a vote of security holders during the last quarter of the period covered by this Annual Report on Form 10-K.

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our Class A Common Stock trades on the Nasdaq Global Market under the symbol PFIN. The range of the high and low closing sales prices for our Class A Common Stock during the last two years were as follows:

| 2007 | High | Low |
|----------------|----------|----------|
| | | |
| First Quarter | \$ 13.94 | \$ 11.50 |
| Second Quarter | 13.99 | 10.22 |
| Third Quarter | 11.68 | 9.82 |
| Fourth Quarter | 11.70 | 5.27 |
| 2006 | High | Low |
| First Quarter | \$ 14.73 | \$ 11.10 |
| Second Quarter | 14.91 | 11.90 |
| Third Quarter | 12.28 | 9.01 |
| Fourth Quarter | 12.46 | 9.90 |

As of March 24, 2008, there were approximately 1,100 holders of record of our Class A Common Stock and the closing sale price of our stock as reported by the The Nasdaq Global Market was \$6.15. We have not declared any cash dividends on its Class A Common Stock since its incorporation in 1963 and have no plans to declare any cash dividends in the foreseeable future.

Issuer Purchases of Equity Securities

On September 5, 2007, we issued a press release announcing that our Board of Directors had extended the time during which we may purchase shares under our previously announced share repurchase program to September 30, 2008. We are authorized to repurchase up to 150,000 shares of Class A Common Stock under such program. We have not re-purchased any of our Class A common shares during 2007.

ITEM 6. Selected Financial Data

Not required

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

Overall, as illustrated in the table below, consolidated 2007 revenue of \$110,825,000 decreased \$908,000 or 0.8% compared to \$111,733,000 reported for 2006. Similarly, for the year 2007 we incurred a decrease in gross margin of \$1,139,000 or 3.4% points from 2006 results.

Our overall financial condition to a large extent is reflective of the general economy, in particular the new home sector. The prolonged down-turn in the number of new homes constructed in the U.S., most notably in the southwest region, continues to adversely affect revenue and gross margin reported at Countrywide, our Hardware segment. According to the U.S. Department of Commerce Census data, new single-unit housing starts were 1,218,000, 1,655,000 and 1,636,000 for 2007, 2006 and 2005, respectively. The fall-off of single unit housing starts from 2006 to 2007 of 437,000 or 26.4% highlights the sluggishness in the sector.

Revenue and gross margin at Continental, our Tools segment increased primarily as the result of our acquisition in February 2007 of Hy-Tech, which reported revenue of \$14,490,000 and gross margin of 37.3%. While this segment has not, to date, been materially adversely affected by the housing downturn and sluggish economy, we did incur gross margin erosion of 3.4% points on revenue of approximately \$44,374,000, which is slightly less than the prior year revenue.

In accordance with generally accepted accounting principles we are required to evaluate the carrying value of our intangible assets at least once a year. We determined that certain intangible assets were impaired. As a result we recorded impairment charges of approximately \$23,462, 000 during the fourth quarter of 2007. We believe these impairment charges are primarily the result of the continuing down-turn of the number on new homes being constructed.

During the second quarter of 2007, Embassy completed the sale of real property it owned, located in Farmingdale, New York. The transaction resulted in a pre-tax gain of approximately \$5,100,000. Approximately \$1,200,000 of the sale price was applied to settle a mortgage; the balance was used to pay down debt.

Results of operations for our businesses acquired are reported in the Consolidated Financial Statements from the date of acquisition. As such, results for Hy-Tech have been included since February 12, 2007 and Pacific Stair products since January 3, 2006.

Please refer to the result of operations data provided within this section for further information.

| | Net revenue | | Change | |
|--------------|----------------|----------------|-----------------|---------|
| | 2007 | 2006 | Amount | % |
| Hardware | \$ 51,511,000 | \$ 67,076,000 | \$ (15,565,000) | (23.2)% |
| Tools | 59,314,000 | 44,657,000 | 14,657,000 | 32.8 |
| Consolidated | \$ 110,825,000 | \$ 111,733,000 | \$ (908,000) | 0.8% |

KEY INDICATORS

Economic Measures

As noted above the most critical economic indicator affecting our overall performance for the foreseeable future is new housing starts. During 2007 revenue for our Hardware segment fell proportionate to the decrease in new housing starts.

Another key economic measure relevant to us is the cost of metals, especially various types of steel and aluminum. Also important is the value of the dollar in relation to the Japanese yen ("yen") and the Taiwan dollar ("TWD"), as we purchase a significant portion of its products from these two countries. Purchases from Chinese sources are made in U.S. dollars. However, if the Chinese currency, the Renminbi ("RMB"), were to be revalued against the dollar, there could be a significant negative impact on the cost of our products.

Operating Measures

Key operating measures we use to manage our operating segments are: orders; shipments; development of new products; controlling customer churn; inventory levels and productivity. These measures are recorded and monitored at various intervals, including daily, weekly and monthly. To the extent these measures are relevant, they are discussed in the detailed sections for each operating segment.

Financial Measures

Key financial measures we use to evaluate the results of our business include: revenue; gross margin; selling, general and administrative expenses; earnings before interest; taxes and bonus; operating cash flows and capital expenditures; return on sales; return on assets; days sales outstanding and inventory turns. These measures are reviewed at monthly, quarterly and annual intervals and compared to historical periods as well as established objectives. To the extent that these measures are relevant, they are discussed in the detailed sections for each operating segment.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Certain of these accounting policies require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, revenues and expenses. On an ongoing basis, we evaluate estimates, including those related to bad debts, inventory reserves, goodwill and intangible assets and warranty reserves. We base our estimates on historical data and experience, when available, and on various other assumptions that are believed to be reasonable under the circumstances, the combined results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Our critical accounting policies are further described below.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been provided, the sale price is fixed or determinable, and collectibility is reasonably assured. We sell our goods on terms which transfer title and risk of loss at a specified location, typically shipping point, port of loading or port of discharge, depending on the final destination of the goods. Revenue recognition from product sales occurs when all factors are met, including transfer of title and risk of loss, which occurs either upon shipment by us or upon receipt by customers at the location specified in the terms of sale. Other than standard product warranty provisions, our sales arrangements provide for no other, or insignificant, post-shipment obligations. We do offer rebates and other sales incentives, promotional allowances or discounts, from time to time and for certain customers, typically related to customer purchase volume, all of which are fixed or determinable and are classified as a reduction of revenue and recorded at the time of sale. We periodically evaluate whether an allowance for sales returns is necessary. Historically, we have experienced little, if any, sales returns. If we believe there are potential sales returns, we would provide any necessary provision against sales.

Accounts Receivable and Allowance for Doubtful Accounts

Senior management reviews accounts receivable on a monthly basis to determine if any receivables will potentially be uncollectible. Analysis of customer history, financial data and the overall economic environment is performed. In addition, balances outstanding for more than 90 days are evaluated for possible inclusion in the accounts receivable reserve. Collection agencies may also be utilized if management so determines.

We record an allowance for doubtful accounts based on specifically identified amounts that are believed to be uncollectible. We also record as an additional allowance a certain percentage of aged accounts receivable, based on historical experience and our assessment of the general financial conditions affecting our customer base. If actual collection experience changes, revisions to the allowance may be required. We have a limited number of customers with individually large amounts due at any given balance sheet date. Any unanticipated change in the creditworthiness of any of these customers could have a material affect on our results of operations in the period in which such changes

or events occur. After all reasonable attempts to collect an account receivable have failed, the amount of the receivable is written off against the allowance. Based on the information available, we believe that our allowance for doubtful accounts as of December 31, 2007 was adequate. However, actual write-offs might exceed the recorded allowance.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out method or the weighted average method. The inventory balance, which includes materials, labor and manufacturing overhead costs, is recorded net of an allowance for obsolete or unmarketable inventory. Such allowance is based upon both historical experience and management's understanding of market conditions and forecasts of future product demand. In addition, items in inventory in excess of one year's usage are compared to the allowance for adequacy. If the actual amount of obsolete or unmarketable inventory significantly exceeds the estimated allowance, our cost of sales, gross profit and net earnings would be significantly affected.

Goodwill and Other Intangible Assets

Goodwill is carried at cost. Goodwill is not amortized but is subject to an annual test for impairment at the reporting unit level (operating segment or one level below an operating segment) and between annual tests in certain circumstances. In accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"), we test goodwill for impairment on an annual basis in the fourth quarter or more frequently if we believe indicators of impairment might exist. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair value of the Company's reporting units with the reporting unit's carrying amount, including goodwill. The Company generally determines the fair value of its reporting units using the income approach methodology of valuation that includes the expected present value of future cash flows and the market valuation approach. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill.

Intangible assets other than goodwill are carried at cost less accumulated amortization. Intangible assets are generally amortized on a straight-line basis over the useful lives of the respective assets, generally five to twenty-five years. Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of any impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the amount the carrying value exceeds the fair value of the asset.

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 141 ("SFAS 141"). SFAS 141 replaced Accounting Principles Board ("APB") Opinion 16 "Business Combination" and requires the use of the purchase method for all business combinations initiated after June 30, 2001.

ACQUISITIONS

Hy-Tech Machine, Inc.

On February 14, 2007, pursuant to an Asset Purchase Agreement (the "Hy-Tech APA") effective as of February 12, 2007, Hy-Tech acquired substantially all of the assets (the "Hy-Tech Purchased

Property") of Hy-Tech Machine, Inc., a Pennsylvania corporation, and Quality Gear & Machine, Inc., a Pennsylvania corporation (collectively, the "Hy-Tech Sellers"). The purchase price consisted of \$16,900,000 in cash, subject to adjustments, plus the assumption of certain payables and liabilities and the obligation to make certain contingent payments based on factors described in the Hy-Tech APA. The purchase price was negotiated on the basis of the Hy-Tech Sellers historical financial performance. The Hy-Tech Purchased Property was used by the Hy-Tech Sellers in the business of, among other things, manufacturing and selling pneumatic tools and other tool products.

In connection with this acquisition, Hy-Tech contemporaneously entered into an Agreement of Sale with HTM Associates, a Pennsylvania general partnership comprised of certain shareholders of the Hy-Tech Sellers ("HTM"), pursuant to which Hy-Tech purchased certain real property located in Cranberry Township, Pennsylvania from HTM for \$2,200,000 in cash. The acquisition of the Hy-Tech Purchased Property and the real property was financed through our senior credit facility. (See Notes 2 and 9 to the Notes to Consolidated Financial Statements.)

Pacific Stair Products, Inc.

Pursuant to an Asset Purchase Agreement (the "PSP APA"), dated December 20, 2005, between Pacific Stair Products, a California corporation ("Old PSP"), and Pacific Stair Products, Inc., a then newly-formed Delaware corporation ("Pacific Stair") and wholly-owned subsidiary of Countrywide, effective January 3, 2006, Pacific Stair purchased substantially all of the operating assets of Old PSP. The total purchase price for the assets was approximately \$5,233,000, subject to adjustments, plus the assumption of certain liabilities and obligations by Pacific Stair. The assets purchased included, among others, accounts receivable, inventory, machinery and equipment and certain intangibles. Pacific Stair is a manufacturer of premium stair rail products and a distributor of staircase components to the building industry, primarily in southern California and the southwestern region of the United States. As a result of this transaction, Countrywide increased its purchasing power and geographic distribution. The acquisition was financed through our credit facility. (See Note 9 to the Notes to Consolidated Financial Statements.)

DISCONTINUED OPERATIONS

Green

Green was primarily engaged in the manufacture, development and sale of heavy-duty welded custom designed hydraulic cylinders sold for use as integrated components on a variety of equipment and machinery manufactured by others. Green also manufactured a line of access equipment for the petro-chemical and bulk storage industries. This product line consisted of bridges, platforms, walkways and stairways, constructed of steel or aluminum and generally installed outdoors. In addition, Green marketed a small line of diggers used primarily as attachments to small tractors for light farm work. This product line was marketed through farm equipment dealers and wholesalers. We sold the principal assets of Green between December 2004 and July 2005 in three transactions pursuant to three separate asset purchase agreements with non-affiliated third parties.

Embassy

Embassy was engaged in the manufacture and sale of baseboard heating products, sold nationally for use in hot-water heating systems installed in single family homes, multi-unit dwellings and commercial and industrial buildings. Embassy's products were sold principally to wholesalers by manufacturers' representatives and in-house sales personnel. Embassy's products were also sold to other manufacturers for incorporation into their products and for distribution on a private-label basis. Embassy also imported a line of radiant heating systems. These systems include the tubing, manifolds, controls and installation supplies. Embassy also provided computer software that aids in the design of

the system. In October 2005, Embassy sold substantially all of its operating assets, including, among others, machinery and equipment, inventory, accounts receivable and certain intangibles, to a non-affiliated third party. In June 2007, Embassy sold the real property to a different non-affiliated third party.

The following amounts related to Embassy and Green have been segregated from the Company's continuing operations and are reported as assets held for sale and assets and liabilities of discontinued operations in the consolidated balance sheets:

| | December 31, | |
|---|--------------|--------------|
| | 2007 | 2006 |
| Asset held for sale and assets of discontinued operations: | | |
| Current: | | |
| Prepaid expenses | \$ 56,000 | \$ 350,000 |
| Asset held for sale | — | 577,000 |
| Sub-total | 56,000 | 927,000 |
| Long-term: | | |
| Other receivable | 9,000 | 40,000 |
| Total assets held for sale and assets of discontinued operations | \$ 65,000 | \$ 967,000 |
| Liabilities of discontinued operations: | | |
| Current: | | |
| Accounts payable and accrued expenses | \$ 30,000 | \$ 190,000 |
| Mortgage payable | — | 1,254,000 |
| Sub-total | 30,000 | 1,444,000 |
| Long-term: | | |
| Pension Obligation | 342,000 | 353,000 |
| Total liabilities of discontinued operations | \$ 372,000 | \$ 1,797,000 |

Results of operations for Embassy and Green are included from the beginning of each fiscal period presented through the respective dates of asset disposition, and have been segregated from continuing operations and reflected as discontinued operations approximately as follows:

| | Year Ended December 31, | |
|---|-------------------------|-----------|
| | 2007 | 2006 |
| Net revenue | \$ — | \$ — |
| Earnings (loss) from operation of discontinued operations, before taxes | \$ 119,000 | \$ 17,000 |
| Income tax (expense) benefit | (27,000) | 53,000 |
| Earnings (loss) from operation of discontinued operations | 92,000 | 70,000 |
| Gain on sale of discontinued operations, before taxes | 5,095,000 | — |
| Income tax expense | (2,058,000) | — |
| Gain on sale of discontinued operations | 3,037,000 | — |
| Earnings from discontinued operations | \$ 3,129,000 | \$ 70,000 |

RESULTS OF OPERATIONS

2007 compared to 2006

The table below presents our net revenue for the years presented.

| | Year Ended December 31, | | Change | |
|-------------------|-------------------------|----------------|-----------------|---------|
| | 2007 | 2006 | Amount | % |
| Tools | | | | |
| Florida Pneumatic | \$ 44,374,000 | \$ 44,657,000 | \$ (283,000) | (0.6)% |
| Hy-Tech | 14,940,000 | N/A | 14,940,000 | N/A |
| Total | \$ 59,314,000 | \$ 44,657,000 | \$ 14,657,000 | 32.8% |
| Hardware | | | | |
| Woodmark | \$ 31,852,000 | \$ 42,940,000 | \$ (11,088,000) | (25.8)% |
| Pacific Stair | 3,681,000 | 6,178,000 | (2,497,000) | (40.4) |
| Nationwide | 15,978,000 | 17,958,000 | (1,980,000) | (11.0) |
| Total | \$ 51,511,000 | \$ 67,076,000 | \$ (15,565,000) | (23.2) |
| Consolidated | \$ 110,825,000 | \$ 111,733,000 | \$ (908,000) | (0.8)% |

REVENUE

Tools

Revenue for the Tools segment increased \$14,657,000 primarily the result of the acquisition of Hy-Tech which occurred in February 2007 and contributed \$14,940,000. Hy-Tech markets its products primarily to the pneumatic air tool industrial sector. The decrease in Florida Pneumatic's revenue of \$283,000 resulted from a decrease in retail sales of \$386,000 and a decrease of \$694,000 in Berkley, automotive, filters, and OEM sales, offset by an increase of \$677,000 in sales at Franklin, as a result of increased sales to a large customer, and an increase of \$120,000 in industrial sales, primarily attributable to additional new products added during the year.

Hardware

As previously noted, this segment has been hardest hit by the continuing down-turn in the number of new homes being constructed. For the year ended December 31, 2007, revenue generated through the sale of our stair products was \$29,707,000, a decrease of \$10,066,000 or approximately 25.3% when compared to \$39,773,000 reported for the year ended December 31, 2006. Similarly, sales of our kitchen & bath products decreased \$3,519,000 or 38% when comparing this year's results of \$5,825,000 to that of the prior year results of \$9,344,000.

The decrease at Nationwide we believe is also related to the sluggish real estate market in the southeastern portion of the U.S.A., as well as increased competitive pressures. When comparing the revenue generated for the years ending December 31, 2007 to 2006, from Nationwide, which markets patio, fence and OEM products, there were decreases of \$1,261,000 or 45%; \$235,000 or 2% and \$484,000 or 11% respectively. In the aggregate, revenue, on a year over year basis, slid \$1,980,000 or 11% to \$15,978,000 in 2007 from \$17,958,000 in 2006.

GROSS MARGIN

| | Year Ended December 31, | | Change | |
|----------------------------------|-------------------------|--------------|---------------|---------|
| | 2007 | 2006 | Amount | % |
| Tools | \$17,090,000 | \$13,129,000 | \$3,961,000 | 30.2% |
| As percent of respective revenue | 28.8% | 29.4% | (0.6)% | |
| Hardware | \$15,752,000 | \$20,852,000 | \$(5,100,000) | (24.5)% |
| As percent of respective revenue | 30.6% | 31.1% | (0.5)% | |
| Consolidated | \$32,842,000 | \$33,981,000 | \$(1,139,000) | (3.4)% |
| As percent of respective revenue | 29.6% | 30.4% | (0.8)% | |

Tools

Gross margin percentage at Florida Pneumatic decreased to 26.0% for the year ended December 31, 2007, a decrease of 3.4% points from 29.4% for the year ended December 31, 2006. This was principally the result of: (i) price concessions to a major retail customer and (ii) decreased shipments to another retailer which adversely affected fixed manufacturing/warehouse overhead absorption. Further, our mix of products shifted during 2007 compared to 2006. During 2007, Florida Pneumatic sold more promotional items than in the prior year, adversely contributing to the gross margin. It should be noted that while price concessions were granted, revenue generated from this customer increased \$1,263,000, or 6.4%. Also contributing to the decrease in gross margin were increases in raw materials adversely affecting gross margin at our Franklin hardware division. Hy-Tech's results of operations are from February 12, 2007, the effective date of the acquisition. Its gross margins for the period commencing with date of acquisition through December 31, 2007 of \$5,657,000 or 37.3% are generally in line with its historical results.

Hardware

Gross margin as a percent of respective net revenue for the stairs products sold within this segment of 35.9% reflects an increase of 1.7% points from 34.2% for the year ended December 31, 2006. Specifically, gross margin at Pacific Stair for the year ended December 31, 2007 was 1.7%, down from the prior year percentage of 39.0%. This decrease is due primarily to severe under absorption of fixed costs. Stair sales at Woodmark generated a gross margin of 35.7% for the year ended December 31, 2007, an increase of 2.4%. The most significant factor contributing to the gross margin percentage improvement was the proportionate increase in shipments from our warehouses with a corresponding decrease of direct or full container sales. Product shipped directly from our warehouses will generate higher gross margin percentages than full container drop-shipped orders. During 2007, we shipped more products directly from our warehouse than during 2006, resulting in the gross margin percentage reported for the year ended December 31, 2007 to be greater than that of the prior year. Gross profit for the kitchen and bath product line as a percentage of revenue increased 1% when comparing the years ended December 31, 2007 and 2006.

Our gross margin at Nationwide of 38.1% for the year ended December 31, 2007 reflects a decrease of 3.8% from the 41.9% reported for the year ended December 31, 2006. This decrease is primarily due to increases in our cost of sales. The cost increases arose early in 2007 in steel, zinc and aluminum products imported from our Pacific rim vendors. In general, our selling prices were held constant. However, in some instances we were required to lower our selling prices in highly competitive situations to key customers.

Selling, general and administrative expenses

Selling, general and administrative expenses ("SG&A") include salaries and related costs, commissions, travel, administrative facilities, communications costs and promotional expenses for our

direct sales and marketing staff, administrative and executive salaries and related benefits, legal, accounting and other professional fees as well as amortization and depreciation and general corporate overhead and certain engineering expenses.

Consolidated SG&A were \$28,100,000 for the year ended December 31, 2007, an increase of \$2,571,000 when compared to \$25,529,000 incurred during the year ended December 31, 2006. Additionally, as a percentage of revenue, for the year ended December 31, 2007 SG&A increased to 25.4% from 22.8% for the prior year. A key factor affecting the fluctuation in SG&A was the acquisition of Hy-Tech in February 2007, which added \$2,949,000 of SG&A during 2007. Excluding Hy-Tech's impact, our SG&A for the full year ended December 31, 2007 decreased approximately \$272,000 from the prior year. Items affecting our SG&A include reductions in commissions, travel, professional fees and depreciation, offset by increases in bad debts expenses and salaries. However, excluding Hy-tech's revenue and SG&A from the year ended December 31, 2007 totals, our SG&A as a percentage of revenue would have been 26.4%, 3.6% points higher than SG&A as a percentage of 2006 revenue. This percentage increase is primarily due to the fact that most of our SG&A expenses are fixed.

Impairment of goodwill and other intangible assets

In accordance with the provisions of SFAS 142, we recorded an impairment charge of \$23,462,000 relating to goodwill and other intangible assets during the fourth quarter of 2007. During 2007 the country witnessed a deteriorating new home construction sector. This was compounded by general sluggishness in sectors of the economy that directly drive our businesses, sales degradation and pricing concessions to certain key customers within our Tools segment and the loss of key customers in our Hardware segment. As a result, certain of our subsidiaries were unable to demonstrate an ability to generate sufficient discounted future cash flows to support the recorded amounts of goodwill, other intangible assets and other long-lived assets related to those subsidiaries, necessitating the aggregate impairment charge. If the sectors in which our subsidiaries operate, including among other things, new home construction further declines, we could incur additional impairment charges in future periods.

Interest expense—net

Net interest expense increased \$945,000, or 47.9%, from approximately \$1,973,000 incurred during the year ended December 31, 2006 to approximately \$2,918,000 for the year ended December 31, 2007. Interest expense of approximately \$986,000 on the borrowings associated with the Hy-Tech acquisition was the primary factor for the increase. Other components include: (i) Interest expense on borrowings under our revolving credit loan facility was \$607,000, a \$179,000 increase over the prior year, as lower average borrowings were adversely impacted by higher average interest rates; (ii) Interest expense on trade financing at Florida Pneumatic increased approximately \$72,000 as a result of higher average borrowings and higher interest rates; (iii) Interest expense on borrowings under the term loan facility relating to the Woodmark acquisition decreased by approximately \$206,000 as lower average borrowings during the period due to repayments were offset by slightly higher average interest rates and (iv) Interest expense on Woodmark's acquisition-related notes decreased by approximately \$88,000 as these notes were settled during 2007.

Income taxes

The effective tax rates applicable to (loss) earnings from continuing operations for the years ended December 31, 2007 and 2006 were (20.4)% and 41.2%, respectively. We generally apply a standard tax rate to our (loss) earnings. The key factor affecting the current year's effective tax rate was the asset impairment charges recorded in accordance with SFAS 142. The effective tax rates applicable to earnings from continuing operations for the year ended December 31, 2006 exceeded our standard rate

primarily due to an unexpected accrual for an uncertain tax position resulting from a then pending state audit, which was settled in 2007.

DISCONTINUED OPERATIONS

Embassy effectively ceased all operating activities during 2006. In June 2007 Embassy received \$6,300,000 for the sale of real property and used the after-tax proceeds to satisfy the mortgage on the building of approximately \$1,200,000 and reduce its long-term debt. We reported a pre-tax gain from the sale of approximately \$5,100,000. We sold the principal assets of Green between December 2004 and July 2005 in three transactions pursuant to three separate asset purchase agreements with non-affiliated third parties.

LIQUIDITY AND CAPITAL RESOURCES

Our cash flows from operations can be somewhat cyclical, typically with the greatest demand in the second and third quarters followed by positive cash flows in the fourth quarter as receivables and inventories trend down. Due to our strong asset base, predictable cash flows and favorable banking relationships, we believe we have adequate access to capital, if and when needed. We monitor average days sales outstanding, inventory turns and capital expenditures to project liquidity needs and evaluate return on assets employed.

We gauge our liquidity and financial stability by the measurements shown in the following table:

| | December 31, | |
|----------------------|---------------|---------------|
| | 2007 | 2006 |
| Working Capital | \$ 24,000,000 | \$ 21,168,000 |
| Current Ratio | 1.95 to 1 | 1.83 to 1 |
| Shareholders' Equity | \$ 37,986,000 | \$ 51,521,000 |

In connection with our acquisition of Woodmark in 2004, we are potentially liable for additional payments to the sellers. Should the amount of Woodmark's earnings before interest and taxes for the year ending December 31, 2008 exceed \$5,100,000, Woodmark would be required to make a payment in an amount equal to 40% of this excess on June 30, 2009. Any such additional payment will be treated as additional goodwill.

Contemporaneously with the acquisition of Hy-Tech in February 2007, we executed and delivered Amendment No. 7 to Credit Agreement with the banks. The amendment, among other things, added Continental Tool Group, Inc. and Hy-Tech Machine, Inc. as additional co-borrowers and provides for new term loans in amounts not to exceed \$19,000,000. Commencing on January 31, 2008 the principal on this new term loan note shall be payable in 25 consecutive quarterly installments of $\frac{1}{25}$ of the aggregate principal amount outstanding as at January 31, 2008. From the date of the amendment through January 31, 2008, we were to make payments consisting of interest only. However during the fourth quarter of 2007 we paid down \$5,000,000 of this term loan by increasing our borrowings under the short term credit facility. This new term loan note shall mature on January 31, 2014. The amendment also provides for the amendment and restatement of certain existing term loan notes. We have the option to pay interest at a rate based on either the fluctuating prime rate, LIBOR (London InterBank Offered Rate) or a combination of the two rates.

The revolving credit loan facility provides for a maximum of \$18,000,000, with various sublimits, for direct borrowings, letters of credit, bankers' acceptances and equipment loans. Direct borrowings under the revolving credit loan facility are secured by our accounts receivable, inventory and equipment and are cross-guaranteed by each of our subsidiaries. These borrowings bear interest at either LIBOR plus the currently applicable loan margin or the prime interest rate. At December 31, 2007 and December 31, 2006, the applicable loan margins added to LIBOR were 1.75% and 1.45%, respectively.

At December 31, 2007, and December 31, 2006, the balances outstanding on the revolving credit loan facility were \$8,000,000 and \$3,000,000, respectively. There are no commitment fees for any unused portion of this credit facility and there were no open letters of credit at December 31, 2007.

The foreign exchange line provides for the availability of up to \$10,000,000 in foreign currency forward contracts. These contracts fix the exchange rate on future purchases of Japanese yen needed for payments to foreign suppliers. The total amount of foreign currency forward contracts outstanding under the foreign exchange line at December 31, 2007 based on that day's closing spot rate, was approximately \$252,000.

Under the terms of the credit agreement, we are required to adhere to certain financial covenants. At December 31, 2007, we were not in compliance with one of the financial covenants. Subsequent to December 31, 2007, the banks waived compliance with such financial covenant.

We anticipate that we may not be in compliance with a financial covenant during 2008. However, based upon discussions with the banks, we are confident that the banks will waive our noncompliance of this financial covenant at March 31, 2008 and amend the credit agreement. We believe that such amendment to the credit agreement will enable us to be in compliance with this covenant in future periods. Accordingly, we have not reclassified to current liabilities the long-term portions of our bank debts. However, there can be no assurances that we will be able to secure such amendment.

Embassy participated in a multi-employer pension plan until it sold substantially all of its operating assets in October 2005. This plan provided defined benefits to all of its union workers. Contributions to this plan were determined by the union contract. Embassy does not administer the plan funds and does not have any control over the plan funds. As a result of Embassy's withdrawal from the plan, it recorded the net present value of a withdrawal liability of approximately \$369,000, which is payable in quarterly installments of approximately \$8,200 from May 2006 through February 2026. The balance at December 31, 2007 was \$342,000 and is reported in Liabilities of Discontinued Operations. Further, in connection with our sale of Embassy, we recorded the net present value of a receivable of approximately \$90,000, which is scheduled to be collected at approximately \$8,200 per quarter from May 2006 through May 2009.

In June 2007, Embassy received \$6,300,000 for the sale of real property and used the after-tax proceeds to satisfy the mortgage on the building of approximately \$1,200,000 and reduce its long-term debt. We reported a pre-tax gain from the sale of approximately \$5,100,000.

Cash decreased \$6,000 from \$1,340,000 as of December 31, 2006 to \$1,334,000 as of December 31, 2007. Our total borrowings increased from \$22,619,000 at December 31, 2006 to \$34,049,000 at December 31, 2007, due primarily to borrowings in connection with the acquisition of Hy-Tech. Cash provided by operating activities of continuing operations for the years ended December 31, 2007 and 2006 were approximately \$7,791,000, and \$11,553,000, respectively. We believe that cash on hand derived from operations and cash available through borrowings under our credit facilities will be sufficient to allow us to meet our foreseeable working capital needs.

The total percent of debt to total book capitalization (debt plus equity) increased from 30.5% at December 31, 2006 to 47.3% at December 31, 2007.

Capital spending was approximately \$1,301,000 and \$1,549,000 for the years ended December 31, 2007 and December 31, 2006, respectively. Capital expenditures currently planned for 2008 are expected to approximate \$1,000,000, some of which may be financed through our credit facilities. Projected 2008 capital expenditures relate to new products, expansion of existing product lines and replacement of equipment.

OFF-BALANCE SHEET ARRANGEMENTS

Our foreign exchange line provides for the availability of up to \$10,000,000 in foreign currency forward contracts. These contracts fix the exchange rate on future purchases of foreign currencies needed for payments to foreign suppliers. We have not purchased forward contracts on New Taiwan dollars ("TWD"). The total amount of foreign currency forward contracts outstanding at December 31, 2007, based on that day's closing spot rate, was approximately \$252,000.

Florida Pneumatic imports approximately 8% of its purchases from Japan, with payment due in Japanese yen. As a result, we are subject to the effects of foreign currency exchange fluctuations. We use a variety of techniques to protect ourselves from any adverse effects from these fluctuations, including increasing selling prices, obtaining price reductions from our overseas suppliers, using alternative supplier sources and entering into foreign currency forward contracts. During the year ended December 31, 2007, the relative values of the U.S dollar in relation to the Japanese yen, and to a lesser extent the TWD, were just slightly above fiscal 2007 averages. There can be no assurance as to the future trend of this value.

IMPACT OF INFLATION

We believe that the effects of changing prices and inflation on our financial position and its results of operations are immaterial.

ENVIRONMENTAL MATTERS

Although it is difficult to identify precisely the portion of capital expenditures or other costs attributable to compliance with environmental laws and regulations, we do not expect such expenditures or other costs to have a material adverse effect on our financial position and its results of operations.

NEW ACCOUNTING PRONOUNCEMENTS

Adoption of New Accounting Pronouncements

In February 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments—an amendment of Financial Accounting Standards (SFAS) SFAS No. 133 and 140." SFAS No. 155 allows companies to elect to measure at fair value entire financial instruments containing embedded derivatives that would otherwise have to be accounted for separately. It also requires companies to identify interests in securitized financial assets that are freestanding derivatives or contain embedded derivatives that would have to be accounted for separately, clarifies which interest- and principal-only strips are subject to SFAS No. 133, and amends SFAS No. 140 to revise the conditions of a qualifying special purpose entity due to the new requirement to identify whether interests in securitized financial assets are freestanding derivatives or contain embedded derivatives. SFAS No. 155 was effective for all financial instruments acquired, issued or subject to a remeasurement event after the beginning of a company's first fiscal year that began after September 15, 2006. The adoption of this statement did not have a material effect on our financial position or results of operations.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets—an amendment of SFAS No. 140." SFAS No. 156 requires the recognition of a servicing asset or liability each time a company undertakes an obligation to service a financial asset in certain situations. It requires all separately recognized servicing assets and liabilities to be initially measured at fair value, if practical. SFAS No. 156 was effective as of the beginning of a company's first fiscal year that began after September 15, 2006. The adoption of this statement did not have a material effect on our financial position or results of operations.

Effect of Newly Issued But Not Yet Effective Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 provides a new single authoritative definition of fair value and provides enhanced guidance for measuring the fair value of assets and liabilities and requires additional disclosures related to the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 will become effective as of January 1, 2008. We are currently evaluating the impact that the adoption of SFAS 157 may have on our financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Liabilities, Including an amendment of FASB Statement No. 115", ("SFAS 159"). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 is effective as of the beginning of fiscal 2008. We are currently evaluating the impact that the adoption of SFAS 159 may have on our financial position or results of operations.

In December 2007, the FASB issued Statement 141 (revised 2007), *Business Combinations* (Statement 141R) to change how an entity accounts for the acquisition of a business. When effective, Statement 141R will replace existing Statement 141 in its entirety. Statement 141R carries forward the existing requirements to account for all business combinations using the acquisition method (formerly called the purchase method). In general, Statement 141R will require acquisition-date fair value measurement of identifiable assets acquired, liabilities assumed, and non-controlling interests in the acquiree. Statement 141R will eliminate the current cost-based purchase method under Statement 141. The new measurement requirements will result in the recognition of the full amount of acquisition-date goodwill, which includes amounts attributable to non-controlling interests. The acquirer will recognize in income any gain or loss on the remeasurement to acquisition-date fair value of consideration transferred or of previously acquired equity interests in the acquiree. Neither the direct costs incurred to effect a business combination nor the costs the acquirer expects to incur under a plan to restructure an acquired business will be included as part of the business combination accounting. As a result, those costs will be charged to expense when incurred, except for debt or equity issuance costs, which will be accounted for in accordance with other generally accepted accounting principles. Statement 141R will also change the accounting for contingent consideration, in process research and development, contingencies, and restructuring costs. In addition, changes in deferred tax asset valuation allowances and acquired income tax uncertainties in a business combination that occur after the measurement period will impact income taxes under Statement 141R. Statement 141R is effective for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2008. Early adoption is prohibited. We intend to adopt Statement 141R effective January 1, 2009 and apply its provisions prospectively. We are evaluating the impact that the adoption of Statement 141R will have on our financial statements.

In December 2007, the SEC staff issued Staff Accounting Bulletin (SAB) 110, *Share-Based Payment*, which amends SAB 107, *Share-Based Payment*, to permit public companies, under certain circumstances, to use the simplified method in SAB 107 for employee option grants after December 31, 2007. Use of the simplified method after December 2007 is permitted only for companies whose historical data about their employees' exercise behavior does not provide a reasonable basis for estimating the expected term of the options. We currently use the simplified method to estimate the expected term for employee option grants as adequate historical experience is not available to provide a reasonable estimate. SAB 110 is effective for employee options granted after December 31, 2007. We intend to adopt SAB 110 effective January 1, 2008 and continue applying the simplified method until enough historical experience is readily available to provide a reasonable estimate of the expected term for employee option grants.

In December 2007, the FASB issued Statement 160, *Non-controlling Interests in Consolidated Financial Statements: an amendment of ARB No. 51*. The new Statement changes the accounting for, and the financial statement presentation of, non-controlling equity interests in a consolidated subsidiary. Statement 160 replaces the existing minority-interest provisions of Accounting Research Bulletin (ARB) 51, *Consolidated Financial Statements*, by defining a new term—*non-controlling interests*—to replace what were previously called *minority interests*. The new standard establishes *non-controlling interests* as a component of the equity of a consolidated entity. The underlying principle of the new standard is that both the controlling interest and the non-controlling interests are part of the equity of a single economic entity: the consolidated reporting entity. Classifying non-controlling interests as a component of consolidated equity is a change from the current practice of treating minority interests as a mezzanine item between liabilities and equity or as a liability. The change affects both the accounting and financial reporting for non-controlling interests in a consolidated subsidiary. Statement 160 includes reporting requirements intended to clearly identify and differentiate the interests of the parent and the interests of the non-controlling owners. The reporting requirements are required to be applied retrospectively. Statement 160 is effective for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2008. Early adoption is prohibited. We intend to adopt Statement 160 effective January 1, 2009 and apply its provisions prospectively. We will also present comparative financial statements that reflect the retrospective application of the disclosure and presentation provisions when it applies the requirements of Statement 160. We are evaluating the impact that the adoption of Statement 160 will have on its financial statements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Not Required

ITEM 8. Financial Statements

P&F INDUSTRIES, INC. AND SUBSIDIARIES

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY DATA**

| | Page |
|---|-------------|
| <u>Report of Independent Registered Public Accounting Firm</u> | 24 |
| <u>Consolidated Balance Sheets as of December 31, 2007 and 2006</u> | 25 |
| <u>Consolidated Statements of Operations for the years ended December 31, 2007 and 2006</u> | 26 |
| <u>Consolidated Statements of Shareholders' Equity for the years ended December 31, 2007 and 2006</u> | 27 |
| <u>Consolidated Statements of Cash Flows for the years ended December 31, 2007 and 2006</u> | 28 |
| <u>Notes to Consolidated Financial Statements</u> | 31 |
| <u>Schedule II—Valuation and Qualifying Accounts for the years ended December 31, 2007 and 2006</u> | 61 |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors
P&F Industries, Inc.

We have audited the accompanying consolidated balance sheets of P&F Industries, Inc. and Subsidiaries (the "Company") as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and cash flows for the years then ended. Our audits of the basic financial statements included the financial statement Schedule II—Valuation and Qualifying Accounts, as of and for the years ended December 31, 2007 and 2006 ("financial statement schedule"). 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 in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of P&F Industries, Inc. and Subsidiaries as of December 31, 2007 and 2006, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ Grant Thornton LLP
Melville, New York
March 27, 2008

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

| | December 31, | |
|--|---------------|---------------|
| | 2007 | 2006 |
| ASSETS | | |
| CURRENT | | |
| Cash | \$ 1,334,167 | \$ 1,339,882 |
| Accounts receivable—net | 12,883,095 | 12,685,388 |
| Notes and other receivables | 393,525 | 1,174,401 |
| Inventories—net | 31,736,103 | 26,692,615 |
| Deferred income taxes—net | 1,397,000 | 980,000 |
| Asset held for sale | — | 576,535 |
| Assets of discontinued operations | 56,142 | 350,138 |
| Income tax refund receivable | 225,524 | 1,356,310 |
| Prepaid expenses and other current assets | 1,171,279 | 1,369,403 |
| | <hr/> | <hr/> |
| TOTAL CURRENT ASSETS | 49,196,835 | 46,524,672 |
| PROPERTY AND EQUIPMENT | | |
| Land | 1,549,773 | 1,174,773 |
| Buildings and improvements | 7,613,514 | 5,716,144 |
| Machinery and equipment | 15,563,078 | 9,249,720 |
| | <hr/> | <hr/> |
| | 24,726,365 | 16,140,637 |
| Less accumulated depreciation and amortization | 10,010,179 | 8,411,447 |
| | <hr/> | <hr/> |
| NET PROPERTY AND EQUIPMENT | 14,716,186 | 7,729,190 |
| GOODWILL | 4,594,028 | 24,921,473 |
| OTHER INTANGIBLE ASSETS—net | 11,103,534 | 10,897,333 |
| DEFERRED INCOME TAXES—net | 3,445,000 | — |
| ASSETS OF DISCONTINUED OPERATIONS | 9,400 | 40,436 |
| OTHER ASSETS—net | 204,684 | 311,721 |
| | <hr/> | <hr/> |
| TOTAL ASSETS | \$ 83,269,667 | \$ 90,424,825 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Short-term borrowings | \$ 8,000,000 | \$ 3,000,000 |
| Accounts payable | 5,042,046 | 6,760,659 |
| Income taxes payable | 524,780 | 435,237 |
| Accrued compensation | 1,805,120 | 2,158,279 |
| Other accrued liabilities | 3,489,703 | 3,999,246 |
| Current maturities of long-term debt | 6,305,423 | 7,559,681 |
| Liabilities of discontinued operations | 30,236 | 1,443,822 |
| | <hr/> | <hr/> |
| TOTAL CURRENT LIABILITIES | 25,197,308 | 25,356,924 |
| LONG-TERM DEBT, less current maturities | 19,744,173 | 12,059,758 |
| LIABILITIES OF DISCONTINUED OPERATIONS | 342,367 | 352,971 |
| DEFERRED INCOME TAXES—net | — | 1,134,000 |

| | | |
|---|---------------|---------------|
| TOTAL LIABILITIES | 45,283,848 | 38,903,653 |
| COMMITMENTS AND CONTINGENCIES | | |
| SHAREHOLDERS' EQUITY | | |
| Preferred stock—\$10 par; authorized—2,000,000 shares; no shares outstanding | — | — |
| Common stock | | |
| Class A—\$1 par; authorized—7,000,000 shares; issued—3,956,431 and 3,850,367 shares, respectively | 3,956,431 | 3,850,367 |
| Class B—\$1 par; authorized—2,000,000 shares; no shares issued | — | — |
| Additional paid-in capital | 10,166,662 | 9,191,598 |
| Retained earnings | 26,756,514 | 40,850,384 |
| Treasury stock, at cost (318,969 and 272,607 shares, respectively) | (2,893,788) | (2,371,177) |
| TOTAL SHAREHOLDERS' EQUITY | 37,985,819 | 51,521,172 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 83,269,667 | \$ 90,424,825 |

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

| | Year Ended December 31, | |
|---|-------------------------|----------------|
| | 2007 | 2006 |
| Net revenue | \$ 110,824,751 | \$ 111,732,731 |
| Cost of sales | 77,982,902 | 77,751,900 |
| Gross profit | 32,841,849 | 33,980,831 |
| Selling, general and administrative expenses | 28,100,060 | 25,528,659 |
| Impairment of goodwill and other intangible assets | 23,461,973 | — |
| Operating (loss) income | (18,720,184) | 8,452,172 |
| Interest expense—net | 2,917,902 | 1,973,308 |
| (Loss) earnings from continuing operations before income taxes | (21,638,086) | 6,478,864 |
| Income tax (benefit) expense | (4,415,000) | 2,668,000 |
| (Loss) earnings from continuing operations before discontinued operations | (17,223,086) | 3,810,864 |
| Discontinued operations (net of taxes): | | |
| Earnings from operation of discontinued operations (net of tax expense of \$27,000 in 2007 and (benefit) of \$53,000 in 2006) | 92,665 | 70,401 |
| Gain on sale of asset of discontinued operations (net of tax expense of \$2,058,000 for 2007) | 3,036,551 | — |
| Earnings from discontinued operations | 3,129,216 | 70,401 |
| Net (loss) earnings | \$ (14,093,870) | \$ 3,881,265 |
| Basic (loss) earnings per common share: | | |
| Continuing operations | \$ (4.77) | \$ 1.06 |
| Discontinued operations | 0.87 | 0.02 |
| | \$ (3.90) | \$ 1.08 |
| Diluted (loss) earnings per common share: | | |
| Continuing operations | \$ (4.77) | \$ 1.01 |
| Discontinued operations | 0.87 | 0.02 |
| | \$ (3.90) | \$ 1.03 |
| Weighted average common shares outstanding: | | |
| Basic | 3,612,905 | 3,579,254 |
| Diluted | 3,612,905 | 3,783,728 |

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

| | Total | Class A Common Stock, \$1 Par | | Additional paid-in capital | Retained earnings | Treasury Stock | |
|---|---------------|-------------------------------|--------------|----------------------------|-------------------|----------------|----------------|
| | | Shares | Amount | | | Shares | Amount |
| Balance—January 1, 2006 | \$ 47,716,210 | 3,814,367 | \$ 3,814,367 | \$ 8,947,855 | \$ 36,969,119 | (244,576) | \$ (2,015,131) |
| Net earnings | 3,881,265 | — | — | — | 3,881,265 | — | — |
| Issuance of Class A common stock upon exercise of stock options | 208,580 | 36,000 | 36,000 | 172,580 | — | — | — |
| Shares surrendered as payment for exercise of stock options | (61,850) | — | — | — | — | (5,000) | (61,850) |
| Purchase of Class A common Stock | (294,196) | — | — | — | — | (23,031) | (294,196) |
| Stock-based compensation | 71,163 | — | — | 71,163 | — | — | — |
| Balance—December 31, 2006 | 51,521,172 | 3,850,367 | 3,850,367 | 9,191,598 | 40,850,384 | (272,607) | (2,371,177) |
| Net loss | (14,093,870) | — | — | — | (14,093,870) | — | — |
| Issuance of Class A common stock upon exercise of stock options | 644,967 | 106,064 | 106,064 | 538,903 | — | — | — |
| Shares surrendered as payment for exercise of stock options | (522,611) | — | — | — | — | (46,362) | (522,611) |
| Tax benefits from exercise of stock options | 84,000 | — | — | 84,000 | — | — | — |
| Stock-based compensation | 352,161 | — | — | 352,161 | — | — | — |
| Balance—December 31, 2007 | \$ 37,985,819 | 3,956,431 | \$ 3,956,431 | \$ 10,166,662 | \$ 26,756,514 | (318,969) | \$ (2,893,788) |

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Year ended December 31, | |
|---|-------------------------|--------------|
| | 2007 | 2006 |
| Cash Flows from Operating Activities of Continuing Operations: | | |
| Net (loss) earnings | \$ (14,093,870) | \$ 3,881,265 |
| Earnings from discontinued operations—net of taxes | (3,129,216) | (70,401) |
| Adjustments to reconcile net (loss) earnings to net cash provided by operating activities of continuing operations: | | |
| Non-cash charges and credits: | | |
| Depreciation and amortization | 1,600,541 | 902,696 |
| Amortization of other intangible assets | 1,234,299 | 1,197,500 |
| Amortization of other assets | 12,417 | 6,000 |
| Impairment of goodwill and other intangible assets | 23,461,973 | — |
| Provision for losses on accounts receivable—net | 359,719 | 33,491 |
| Stock-based compensation | 352,161 | 71,163 |
| Deferred income taxes—net | (5,161,000) | 672,000 |
| (Gain) on disposal of fixed assets | — | (29,763) |
| Changes in operating assets and liabilities, net of assets and liabilities acquired | | |
| Accounts receivable | 2,583,990 | 425,371 |
| Notes and other receivables | 780,876 | 1,570,592 |
| Inventories | 1,752,904 | (180,350) |
| Income tax refund receivable | 1,130,786 | — |
| Prepaid expenses and other current assets | 252,459 | (1,618,013) |
| Other assets | 189,620 | 490,660 |
| Accounts payable | (1,718,613) | 4,762,596 |
| Income taxes payable | 89,543 | (930,909) |
| Accruals and other | (1,907,947) | 369,210 |
| Total adjustments | 21,884,512 | 7,671,843 |
| Net cash provided by operating activities of continuing operations | 7,790,642 | 11,553,108 |

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

| | Year ended December 31, | |
|---|-----------------------------|-----------------------------|
| | 2007 | 2006 |
| Cash Flows from Investing Activities of Continuing Operations: | | |
| Capital expenditures | \$ (1,300,857) | \$ (1,549,264) |
| Purchase of certain assets, net of certain liabilities, of Hy-Tech Machine, Inc. | (19,100,000) | — |
| Purchase of certain assets, net of certain liabilities, of Pacific Stair Products, Inc. | — | (5,232,916) |
| Additional payments for acquisition-related expenses of Hy-Tech Machine, Inc. | (912,741) | — |
| Additional purchase price adjustment of Hy-Tech Machine, Inc. | (752,598) | — |
| Additional payments for acquisition-related expenses of Pacific Stair Products, Inc. | — | (364,595) |
| Additional purchase price adjustment of Pacific Stair Products, Inc. | — | 37,613 |
| Proceeds from disposal of fixed assets | 26,733 | 58,750 |
| | <u> </u> | <u> </u> |
| Net cash used in investing activities of continuing operations | (22,039,463) | (7,050,412) |
| Cash Flows from Financing Activities of Continuing Operations: | | |
| Proceeds from short-term borrowings | 20,500,000 | 13,500,000 |
| Repayments of short-term borrowings | (15,500,000) | (13,500,000) |
| Proceeds from term loan | 19,000,000 | — |
| Repayments of term loan | (8,800,000) | (3,800,000) |
| Principal payments on long-term debt | (3,769,843) | (211,941) |
| Proceeds from exercise of stock options | 122,356 | 146,730 |
| Tax benefits from the exercise of stock options | 84,000 | — |
| Purchase of Class A common stock | — | (294,196) |
| | <u> </u> | <u> </u> |
| Net cash provided by (used in) financing activities of continuing operations | 11,636,513 | (4,159,407) |
| Cash Flows from Discontinued Operations: | | |
| Net cash used in operating activities | (1,233,841) | (661,878) |
| Net cash provided by investing activities | 5,094,551 | — |
| Net cash used in financing activities | (1,254,117) | (113,153) |
| | <u> </u> | <u> </u> |
| Net cash provided by (used in) discontinued operations | 2,606,593 | (775,031) |
| | <u> </u> | <u> </u> |
| NET DECREASE IN CASH | (5,715) | (431,742) |
| Cash at beginning of year | 1,339,882 | 1,771,624 |
| | <u> </u> | <u> </u> |
| Cash at end of year | \$ 1,334,167 | \$ 1,339,882 |
| | <u> </u> | <u> </u> |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for: | | |
| Interest | \$ 3,137,000 | \$ 1,916,000 |
| | <u> </u> | <u> </u> |
| Income taxes | \$ 2,340,000 | \$ 4,586,000 |
| | <u> </u> | <u> </u> |

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

Non-cash investing and financing activities were as follows:

During the year ended December 31, 2007, the Company received 46,362 shares of Class A Common Stock in connection with the exercise of options to purchase 96,664 shares of Class A Common Stock. The value of these shares was recorded at \$522,611.

During the year ended December 31, 2006, the Company received 5,000 shares of Class A Common Stock in connection with the exercise of options to purchase 15,000 shares of Class A Common Stock. The value of these shares was recorded at \$61,850.

In connection with the sale of certain assets of Embassy in October 2005, the Company recorded a receivable of approximately \$1,233,000 related to escrow monies due, subject to certain conditions of release, and a working capital adjustment. During 2006, the Company received approximately \$833,000. The balance of \$400,000 was collected during 2007.

In connection with the sale of certain assets of Green's Agricultural Division in July 2005, the Company received interest-bearing promissory notes of approximately \$305,000, as adjusted. During 2006, these notes were satisfied.

In connection with the sale of certain assets of Green's Access Division in February 2005, the Company received interest-bearing promissory notes of approximately \$877,000, as adjusted. During 2006, these notes were satisfied.

In connection with the sale of certain assets of Green's Cylinder Division in December 2004, the Company received an interest bearing promissory note of approximately \$686,000, payable monthly through December 2005. In addition, the Company entered into a finished goods inventory purchase agreement with the buyer and recorded a receivable of approximately \$889,000, which was collected in 2006.

In connection with the Company's acquisition of Woodmark in June 2004, the Company issued a note payable to the sellers in the amount of \$1,218,000. The Company also assumed a note payable to the sellers in the amount of \$2,190,000, both of which were paid in 2007.

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

P&F INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 1—SUMMARY OF ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements contained herein include the accounts of P&F Industries, Inc. and its subsidiaries ("P&F"). All significant intercompany balances and transactions have been eliminated.

P&F conducts its business operations through two of its wholly-owned subsidiaries: Continental Tool Group, Inc. ("Continental") and Countrywide Hardware, Inc. ("Countrywide"). On June 29, 2007, P&F transferred its sole and direct ownership interest in Florida Pneumatic Manufacturing Corporation ("Florida Pneumatic") to Continental. P&F and its subsidiaries are herein referred to collectively as the "Company." In addition, the words "we", "our" and "us" refer to the Company.

Continental conducts its business operations through Florida Pneumatic and Hy-Tech Machine, Inc., ("Hy-Tech"). Florida Pneumatic is engaged in the importation, manufacture and sale of pneumatic hand tools, primarily for the industrial, retail and automotive markets, and the importation and sale of compressor air filters. Florida Pneumatic also markets, through its Berkley Tool division ("Berkley"), a line of pipe cutting and threading tools, wrenches and replacement electrical components for a widely-used brand of pipe cutting and threading machines. In addition, through its Franklin Manufacturing ("Franklin") division, Florida Pneumatic imports a line of door and window hardware. In February 2007, Hy-Tech acquired substantially all of the operating assets of Hy-Tech Machine, Inc., a Pennsylvania corporation, and Quality Gear & Machine, Inc. and certain real property from HTM Associates. Hy-Tech is primarily engaged in the manufacture and distribution of pneumatic tools and parts for industrial applications.

Countrywide conducts its business operations through Nationwide Industries, Inc. ("Nationwide"), Woodmark International, L.P. ("Woodmark"), a limited partnership between Countrywide and WILP Holdings, Inc., a subsidiary of P&F, and Pacific Stair Products, Inc. ("Pacific Stair"). Nationwide is an importer and manufacturer of door, window and fencing hardware. Woodmark is an importer of builders' hardware, including staircase components and kitchen and bath hardware and accessories. Pacific Stair manufactures premium stair rail products and distributes Woodmark's staircase components to the building industry, primarily in southern California and the southwestern region of the United States.

The Company's wholly-owned subsidiary, Embassy Industries, Inc. ("Embassy"), was engaged in the manufacture and sale of baseboard heating products and the importation and sale of radiant heating systems until it exited that business in October 2005 through the sale of substantially all of its non-real estate assets. Embassy sold its real estate assets in June 2007.

The Company's wholly-owned subsidiary, Green Manufacturing, Inc. ("Green"), was primarily engaged in the manufacture, development and sale of heavy-duty welded custom designed hydraulic cylinders, a line of access equipment for the petro-chemical industry and a line of post hole digging equipment for the agricultural industry until it exited those businesses between December 2004 and July 2005. Green has effectively ceased all operating activities.

The assets and liabilities and results of operations of Embassy and Green have been segregated and reported separately as discontinued operations in the Consolidated Condensed Financial Statements.

Basis of Financial Statement Presentation

The Company prepares its consolidated financial statements in accordance with generally accepted accounting principles in the United States. Certain of these accounting policies require the Company to make estimates and judgments that affect the reported amounts of assets, liabilities and the related 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. On an ongoing basis, the Company evaluates estimates, including those related to bad debts, inventory reserves, goodwill and intangible assets. The Company bases its estimates on historical data and experience, when available, and on various other assumptions that are believed to be reasonable under the circumstances, the combined results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been provided, the sale price is fixed or determinable, and collectibility is reasonably assured. The Company sells its goods on terms which transfer title and risk of loss at a specified location, typically shipping point, port of loading or port of discharge, depending on the final destination of the goods. Revenue recognition from product sales occurs when all factors are met, including transfer of title and risk of loss, which occurs either upon shipment by the Company or upon receipt by customers at the location specified in the terms of sale. Other than standard product warranty provisions, the Company's sales arrangements provide for no other, or insignificant, post-shipment obligations. The Company does offer rebates and other sales incentives, promotional allowances or discounts, from time to time and for certain customers, typically related to customer purchase volume, all of which are fixed or determinable and are classified as a reduction of revenue and recorded at the time of sale. The Company periodically evaluates whether an allowance for sales returns is necessary. Historically, the Company has experienced little, if any, sales returns. If the Company believes there are potential sales returns, the Company would provide any necessary provision against sales.

Shipping and Handling Costs

The Company generally does not bill customers for shipping and handling costs. Expenses for shipping and handling costs are included in selling, general and administrative expenses, and totaled approximately \$2,785,000 and \$2,723,000 for the years ended December 31, 2007 and 2006, respectively.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits, and short-term investments with maturities of three months or less from the date of acquisition. There were no cash equivalents at December 31, 2007 and 2006. The Company maintains cash balances at various financial institutions. At December 31, 2007, these financial institutions held approximately \$2,376,000 in excess of amounts insured by the Federal Deposit Insurance Corporation and other government agencies.

Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, notes and other receivables, accounts payable and short-term debt, approximate fair value as of December 31, 2007 and 2006 because of the relatively short-term maturity of these financial instruments. The carrying amounts reported for long-term debt approximate fair value as of December 31, 2007 and 2006 because, in general, the interest rates underlying the instruments fluctuate with market rates.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are customer obligations due under normal trade terms. The Company sells its products to retailers, distributors and original equipment manufacturers involved in a variety of industries, hardware, tools and mobile equipment. The Company performs continuing credit evaluations of its customers' financial condition, and although the Company generally does not require collateral, letters of credit may be required from customers in certain circumstances.

Senior management reviews accounts receivable on a monthly basis to determine if any receivables will potentially be uncollectible. Analysis of customer history, financial data and the overall economic environment is performed. In addition, balances outstanding for more than 90 days are evaluated for possible inclusion in the accounts receivable reserve. Collection agencies may also be utilized if management so determines.

The Company records an allowance for doubtful accounts based on specifically identified amounts that are believed to be uncollectible. The Company also records as an additional allowance a certain percentage of aged accounts receivable, based on historical experience and the Company's assessment of the general financial conditions affecting its customer base. If actual collection experience changes, revisions to the allowance may be required. The Company has a limited number of customers with individually large amounts due at any given balance sheet date. Any unanticipated change in the creditworthiness of any of these customers could have a material affect on the Company's results of operations in the period in which such changes or events occur. After all reasonable attempts to collect an account receivable have failed, the amount of the receivable is written off against the allowance. Based on the information available, the Company believes that its allowance for doubtful accounts as of December 31, 2007 was adequate. However, actual write-offs might exceed the recorded allowance.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of temporary cash investments, accounts receivable and notes receivables. The Company places its cash in overnight money market instruments with high quality financial institutions, which, by policy, limit the amount of credit exposure in any one financial instrument. The Company principally sells its products domestically to customers in diversified industries. (See Note 14).

Use of Estimates

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, possible disclosure of contingent assets and liabilities at the date of the financial instruments and the reported amounts of revenue and expenses during the reporting period. On an on-going basis P&F evaluates its estimates, including those related to collectibility of account receivable, valuation of inventories, recoverability of goodwill and intangible assets and income taxes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not apparent from other sources. Actual results may differ from those estimates under different assumptions or conditions.

Reclassifications

Certain items from the prior year have been reclassified to conform to the current year presentation.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out method or the weighted average method. The inventory balance which includes raw materials, labor and manufacturing overhead costs, is recorded net of an allowance for obsolete or unmarketable inventory. Such allowance is based upon both historical experience and Management's understanding of market conditions and forecasts of future product demand. If the actual amount of obsolete or unmarketable inventory significantly exceeds the estimated allowance, the Company's cost of sales, gross profit and net earnings would be significantly affected.

Property and Equipment and Depreciation and Amortization

Property and equipment are stated at cost less accumulated depreciation and amortization. The Company capitalizes items in excess of \$1,000. Minor replacements and maintenance and repair items are charged to expense as incurred. Upon disposal or retirement of assets, the cost and related accumulated depreciation are removed from the Company's consolidated balance sheet.

Depreciation of buildings and machinery and equipment is computed by using the straight-line method over the estimated useful lives of the assets. Buildings are depreciated over periods ranging from 10 to 31.5 years, and machinery and equipment is depreciated over periods ranging from 3 to 12 years. Leasehold improvements are amortized over the life of the lease or the useful life of the related asset, whichever is shorter.

Long-Lived Assets

The Company reviews long-lived assets whenever events or changes in circumstances indicate that the carrying value of any of these assets may not be recoverable. In that regard, the Company will assess the recoverability of such assets based upon estimated undiscounted cash flow forecasts. If an asset impairment is identified, the asset is written down to fair value based on discounted cash flow or another fair value measure.

Goodwill and Other Intangible Assets

Goodwill is carried at cost. Goodwill is not amortized but is subject to an annual test for impairment at the reporting unit level (operating segment or one level below an operating segment) and between annual tests in certain circumstances. In accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"), we test goodwill for impairment on an annual basis in the fourth quarter or more frequently if we believe indicators of impairment might exist. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair value of the Company's reporting units with the reporting unit's carrying amount, including goodwill. The Company generally determines the fair value of its reporting units using the income approach methodology of valuation that includes the expected present value of future cash flows and the market valuation approach. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill.

Intangible assets other than goodwill are carried at cost less accumulated amortization. Intangible assets are generally amortized on a straight-line basis over the useful lives of the respective assets, generally five to twenty-five years. Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual

disposition. Measurement of any impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the amount the carrying value exceeds the fair value of the asset.

In July 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141 ("SFAS 141"). SFAS 141 replaced Accounting Principles Board Opinion 16 "Business Combination" and requires the use of the purchase method for all business combinations initiated after June 30, 2001.

Warranty Liability

The Company offers its customers certain warranties against product defects for periods ranging from one to three years, depending on the specific product and terms of the customer purchase agreement. However, certain products were sold in the past with lifetime warranties. The Company's typical warranties require it to repair or replace the defective products during the warranty period at no cost to the customer. At the time the product revenue is recognized, the Company records a liability for estimated costs under its warranties. The costs are estimated based on historical experience. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the amounts necessary. While the Company believes that its estimated liability for product warranties is adequate and that the judgment applied is appropriate, the estimated liability for the product warranties could differ materially from future actual warranty costs.

Income Taxes

The Company files a consolidated Federal tax return. P&F Industries, Inc. and certain of its subsidiaries file a combined tax return in New York State. All subsidiaries file other state and local tax returns on a stand-alone basis.

In June 2006, the FASB issued Interpretation, or FIN, No. 48, "Accounting for Uncertainty in Income Taxes". FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FAS No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 was effective for fiscal years beginning after December 15, 2006. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of any change in the tax rate is recognized in income in the period that includes the enactment date of such change. Income tax-related interest and penalties are recorded as a component of the provision for income taxes.

Advertising

The Company expenses its costs of advertising in the period in which they are incurred. Advertising costs for the years ended December 31, 2007 and 2006 were \$2,048,000 and \$1,844,000, respectively.

(Loss) Earnings Per Common Share

Basic (loss) earnings per common share excludes any dilution. It is based upon the weighted average number of shares of common stock outstanding during the year. Diluted (loss) earnings per common share reflects the effect of shares of common stock issuable upon the exercise of options, unless the effect on earnings is antidilutive.

Diluted (loss) earnings per common share is computed using the treasury stock method. Under this method, the aggregate number of shares of common stock outstanding reflects the assumed use of proceeds from the hypothetical exercise of any outstanding options or warrants to purchase shares of the Company's Class A Common Stock. The average market value for the period is used as the assumed purchase price.

The following table sets forth the computation of basic and diluted (loss) earnings per common share:

| | Year Ended December 31, | |
|--|-------------------------|---------------------|
| | 2007 | 2006 |
| Numerator: | | |
| Numerator for basic and diluted (loss) earnings per common share: | | |
| (Loss) earnings from continuing operations | \$ (17,223,000) | \$ 3,811,000 |
| Discontinued operations, net of taxes | 3,129,000 | 70,000 |
| Net (loss) earnings | \$ (14,094,000) | \$ 3,881,000 |
| Denominator: | | |
| Denominator for basic (loss) earnings per share—weighted average common shares outstanding | 3,613,000 | 3,579,000 |
| Effect of dilutive securities: | | |
| Stock options | — | 205,000 |
| Denominator for diluted (loss) earnings per share—adjusted Weighted average common shares and assumed conversions | 3,613,000 | 3,784,000 |

At December 31, 2007 and 2006, and during the years then ended, there were outstanding stock options whose exercise prices were higher than the average market values for the respective periods. These options are anti-dilutive and were excluded from the computation of earnings per share during the year ended December 31, 2006. The weighted average anti-dilutive options outstanding for the years ended December 31, 2007 and 2006 were 59,453 and 29,000, respectively. Diluted loss per share for the year ended December 31, 2007 was the same as basic loss per share as the inclusion of the effect of common share equivalents then outstanding would be anti-dilutive. At December 31, 2007 there were approximately 162,000 options omitted from the calculations as they would have had an anti-dilutive effect.

Stock-Based Compensation

On January 1, 2006, the Company adopted the provisions of FASB issuance of SFAS No. 123(R), "Share-Based Payment" ("Statement 123(R)"), which revises FASB SFAS No. 123, "Accounting for Stock-Based Compensation" ("Statement 123"), and supersedes APB Opinion 25, "Accounting for Stock Issued to Employees". Statement 123(R) requires the Company to recognize expense related to the fair value of our stock-based compensation awards, including employee stock options.

As a result of adopting Statement 123(R), the Company's net (loss) earnings for the years ended December 31, 2007 and December 31, 2006 were approximately \$352,000 and \$71,000 lower than if we had continued to account for stock-based compensation under APB Opinion 25. Compensation expense is recognized in the selling, general and administrative expenses line item of the Company's statements of operations on a straight-line basis over the vesting periods. There are no capitalized stock-based compensation costs at December 31, 2007 and 2006. There were no options granted during fiscal 2006.

We estimated the fair value of the Company's common stock options using the following assumptions for the year ended December 31, 2007.

| | |
|--|---------|
| Risk-free interest rate | 5.2% |
| Expected term (in years) | 8.2 |
| Volatility | 34.9% |
| Dividend yield | 0% |
| Weighted-average fair value of options granted | \$ 5.68 |

The fair values of the Company's common stock options were estimated on the date of the grant using the Black-Scholes pricing model with the following assumptions: (i) the expected term was based on historical exercises and terminations; (ii) the expected volatility of our shares of common stock was determined using historical volatilities based on historical stock prices over a period of time equal to the expected life of the options; (iii) the dividend yield is 0% as the Company has historically not declared dividends and does not expect to declare any in the future and (iv) with respect to risk-free interest rate, the Company applies the ten year treasury bill interest rate as of the date of the grant.

The expected term of stock options represents the weighted average period the stock options are expected to remain outstanding. Because we consider our options to be "plain vanilla", we estimated the expected term using a modified version of the simplified method of calculation, as prescribed by SAB No.107. This modified calculation uses the actual life for options that have been settled, and a uniform distribution assumption for the options still outstanding. Under SAB 107, options are considered to be "plain vanilla" if they have the following characteristics: granted "at-the-money"; exercisability is conditioned upon service through a vesting date; termination of service prior to vesting results in forfeiture; limited exercise period following termination of service; and options are non-transferable and non-hedgeable.

Treasury Stock

Treasury stock is recorded at net acquisition cost. Gains and losses on disposition are recorded as increases or decreases to additional paid-in capital with losses in excess of previously recorded gains charged directly to retained earnings.

Derivative Financial Instruments

The Company uses derivatives to reduce its exposure to fluctuations in foreign currencies, principally Japanese yen. Derivative products, specifically foreign currency forward contracts, are used to hedge the foreign currency market exposures underlying certain debt and forecasted transactions with foreign vendors. The Company does not enter into such contracts for speculative purposes.

For derivative instruments that are designated and qualify as fair value hedges (i.e., hedging the exposure to changes in the fair value of an asset or a liability or an identified portion thereof that is attributable to a particular risk), the gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedge item attributable to the hedged risk are recognized in (loss) earnings in the current period. For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure of variability in the expected future cash flows that would be attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a

component of accumulated comprehensive income (loss) (a component of shareholders' equity) and reclassified into (loss) earnings in the same period or periods during which the hedged transaction affects (loss) earnings. The remaining gain or loss on the derivative instrument, if any (i.e., the ineffective portion and any portion of the derivative instrument excluded from the assessment of effectiveness), is recognized in (loss) earnings in the current period. For derivative instruments not designated as hedging instruments, changes in the fair market values are recognized in (loss) earnings as a component of cost of sales. At December 31, 2007 and 2006, all of the Company's derivative instruments are not designated as fair value hedging instruments.

The Company accounts for changes in the fair value of its foreign currency contracts by marking them to market and recognizing any resulting gains or losses through its statements of operations. The Company also marks its yen-denominated payables to market, recognizing any resulting gains or losses in its statements of operations. At December 31, 2007, the Company had foreign currency forward contracts, maturing in 2007, to purchase Japanese yen at contracted forward rates. The value of these contracts at December 31, 2007, based on that day's closing spot rate, was approximately \$255,000, which was the approximate value of the Company's yen-denominated accounts payable. During the years ended December 31, 2007 and 2006 the Company recorded in its cost of sales net realized gains of approximately \$18,000 and \$39,000, respectively, on foreign currency transactions. At December 31, 2007 and 2006, the Company had no material unrealized gains or losses on foreign currency transactions.

Adoption of New Accounting Pronouncements

In February 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments—an amendment of Financial Accounting Standards ("SFAS") SFAS No. 133 and 140." SFAS No. 155 allows companies to elect to measure at fair value entire financial instruments containing embedded derivatives that would otherwise have to be accounted for separately. It also requires companies to identify interests in securitized financial assets that are freestanding derivatives or contain embedded derivatives that would have to be accounted for separately, clarifies which interest- and principal-only strips are subject to SFAS No. 133, and amends SFAS No. 140 to revise the conditions of a qualifying special purpose entity due to the new requirement to identify whether interests in securitized financial assets are freestanding derivatives or contain embedded derivatives. SFAS No. 155 was effective for all financial instruments acquired, issued or subject to a re-measurement event after the beginning of a company's first fiscal year that began after September 15, 2006. The adoption of this statement did not have a material effect on our financial position or results of operations.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets—an amendment of SFAS No. 140." SFAS No. 156 requires the recognition of a servicing asset or liability each time a company undertakes an obligation to service a financial asset in certain situations. It requires all separately recognized servicing assets and liabilities to be initially measured at fair value, if practical. SFAS No. 156 was effective as of the beginning of a company's first fiscal year that began after September 15, 2006. The adoption of this statement did not have a material effect on our financial position or results of operations.

Effect of Newly Issued But Not Yet Effective Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 provides a new single authoritative definition of fair value and provides enhanced guidance for measuring the fair value of assets and liabilities and requires additional disclosures related to the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 will become effective as of

January 1, 2008. The Company is currently evaluating the impact that the adoption of SFAS 157 may have on our financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Liabilities, Including an amendment of FASB Statement No. 115", ("SFAS 159"). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 is effective as of the beginning of fiscal 2008. The Company is currently evaluating the impact that the adoption of SFAS 159 may have on our financial position or results of operations.

In December 2007, the FASB issued Statement 141 (revised 2007), *Business Combinations* (Statement 141R) to change how an entity accounts for the acquisition of a business. When effective, Statement 141R will replace existing Statement 141 in its entirety. Statement 141R carries forward the existing requirements to account for all business combinations using the acquisition method (formerly called the purchase method). In general, Statement 141R will require acquisition-date fair value measurement of identifiable assets acquired, liabilities assumed, and non-controlling interests in the acquiree. Statement 141R will eliminate the current cost-based purchase method under Statement 141. The new measurement requirements will result in the recognition of the full amount of acquisition-date goodwill, which includes amounts attributable to non-controlling interests. The acquirer will recognize in income any gain or loss on the re-measurement to acquisition-date fair value of consideration transferred or of previously acquired equity interests in the acquiree. Neither the direct costs incurred to effect a business combination nor the costs the acquirer expects to incur under a plan to restructure an acquired business will be included as part of the business combination accounting. As a result, those costs will be charged to expense when incurred, except for debt or equity issuance costs, which will be accounted for in accordance with other generally accepted accounting principles. Statement 141R will also change the accounting for contingent consideration, in process research and development, contingencies, and restructuring costs. In addition, changes in deferred tax asset valuation allowances and acquired income tax uncertainties in a business combination that occur after the measurement period will impact income taxes under Statement 141R. Statement 141R is effective for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2008. Early adoption is prohibited. The Company intends to adopt Statement 141R effective January 1, 2009 and apply its provisions prospectively. The Company is evaluating the impact that the adoption of Statement 141R will have on its financial statements.

In December 2007, the SEC staff issued Staff Accounting Bulletin (SAB) 110, *Share-Based Payment*, which amends SAB 107, *Share-Based Payment*, to permit public companies, under certain circumstances, to use the simplified method in SAB 107 for employee option grants after December 31, 2007. Use of the simplified method after December 2007 is permitted only for companies whose historical data about their employees' exercise behavior does not provide a reasonable basis for estimating the expected term of the options. The Company currently uses the simplified method to estimate the expected term for employee option grants as adequate historical experience is not available to provide a reasonable estimate. SAB 110 is effective for employee options granted after December 31, 2007. The Company intends to adopt SAB 110 effective January 1, 2008 and continue applying the simplified method until enough historical experience is readily available to provide a reasonable estimate of the expected term for employee option grants.

In December 2007, the FASB issued Statement 160, *Non-controlling Interests in Consolidated Financial Statements: an amendment of ARB No. 51*. The new Statement changes the accounting for, and the financial statement presentation of, non-controlling equity interests in a consolidated subsidiary. Statement 160 replaces the existing minority-interest provisions of Accounting Research Bulletin (ARB) 51, *Consolidated Financial Statements*, by defining a new term—*non-controlling interests*—to replace what were previously called *minority interests*. The new standard establishes *non-controlling interests* as a component of the equity of a consolidated entity. The underlying principle

of the new standard is that both the controlling interest and the non-controlling interests are part of the equity of a single economic entity: the consolidated reporting entity. Classifying non-controlling interests as a component of consolidated equity is a change from the current practice of treating minority interests as a mezzanine item between liabilities and equity or as a liability. The change affects both the accounting and financial reporting for non-controlling interests in a consolidated subsidiary. Statement 160 includes reporting requirements intended to clearly identify and differentiate the interests of the parent and the interests of the non-controlling owners. The reporting requirements are required to be applied retrospectively. Statement 160 is effective for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2008. Early adoption is prohibited. The Company intends to adopt Statement 160 effective January 1, 2009 and apply its provisions prospectively. The Company will also present comparative financial statements that reflect the retrospective application of the disclosure and presentation provisions when it applies the requirements of Statement 160. The Company is evaluating the impact that the adoption of Statement 160 will have on its financial statements.

NOTE 2—ACQUISITIONS

Hy-Tech Machine, Inc.

On February 14, 2007, pursuant to an Asset Purchase Agreement (the "Hy-Tech APA") effective as of February 12, 2007, Hy-Tech, a Delaware corporation and a wholly-owned subsidiary of Continental, acquired substantially all of the assets (the "Hy-Tech Purchased Property") of Hy-Tech Machine, Inc., a Pennsylvania corporation, and Quality Gear & Machine, Inc., a Pennsylvania corporation (collectively, the "Hy-Tech Sellers"). The purchase price consisted of \$16,900,000 in cash, subject to adjustments, plus the assumption of certain payables and liabilities and the obligation to make certain contingent payments based on factors described in the Hy-Tech APA. The purchase price was negotiated on the basis of the Hy-Tech Sellers' historical financial performance. The Hy-Tech Purchased Property was used by the Hy-Tech Sellers in the business of, among other things, manufacturing and selling pneumatic tools and other tool products.

In connection with this acquisition, Hy-Tech contemporaneously entered into an Agreement of Sale with HTM Associates, a Pennsylvania general partnership comprised of certain shareholders of the Hy-Tech Sellers ("HTM"), pursuant to which Hy-Tech purchased certain real property located in Cranberry Township, Pennsylvania from HTM for \$2,200,000 in cash. The acquisition of the Hy-Tech Purchased Property and the real property was financed through the Company's senior credit facility.

The Company also agreed to make additional payments ("Contingent Consideration") to the Sellers. The amount of Contingent Consideration is to be based on a percentage of the average increase in earnings before interest, taxes, depreciation and amortization ("EBITDA") over a two-year period from the date of acquisition, over a base year EBITDA of \$4,473,000. In addition, the Company has agreed to make a further additional payment ("Additional Contingent Consideration"), subject to certain conditions related to an exclusive supply agreement with a major customer and, to a certain extent and subject to certain provisions, the achievement of Contingent Consideration. This Additional Contingent Consideration may not exceed \$1,900,000. Any such additional payments for Contingent Consideration or Additional Contingent Consideration, if any, would be payable on or about ninety days subsequent to the second anniversary of the acquisition date and will be treated by the Company as additions to goodwill.

Contemporaneously with this acquisition, the Company executed and delivered Amendment No. 7 to Credit Agreement with the two banks. The amendment, among other things, added Continental and Hy-Tech as additional co-borrowers and provides for new term loans in amounts not to exceed \$19,000,000. The principal on the new term loan notes are payable in 25 consecutive quarterly installments of $\frac{1}{25}$ of the aggregate principal amount outstanding on January 31, 2008, commencing on

January 31, 2008. From the date of the amendment through January 31, 2008, monthly payments of interest only were required and were remitted to the bank. The Company and the co-borrowers have the option to pay interest at a rate based on either the fluctuating prime rate, LIBOR or a combination of the two rates. The new term loan notes shall mature on January 31, 2014. The amendment also provided for the amendment and restatement of certain existing term loan notes. The revolving credit loan facility provides for a maximum of \$18,000,000, with various sublimits, for direct borrowings, letters of credit, bankers' acceptances and equipment loans.

The purchase price for this acquisition was as follows:

| | | |
|--|----|-------------------|
| Cash paid at closing from new borrowings | \$ | 19,100,000 |
| Direct acquisition costs | | 912,000 |
| | | <u>20,012,000</u> |
| Total purchase price prior to net asset adjustment | | 20,012,000 |
| Net asset adjustment | | 753,000 |
| | | <u>753,000</u> |
| Total purchase price | \$ | <u>20,765,000</u> |

The following table presents the estimated fair values of the net assets acquired and the amount allocated to goodwill:

| | | |
|---|----|-------------------|
| Accounts receivable, net | \$ | 3,141,000 |
| Inventories, net | | 6,797,000 |
| Other current assets | | 54,000 |
| Other assets | | 95,000 |
| Property and equipment | | 7,313,000 |
| Identifiable intangible assets: | | |
| Backlog | \$ | 94,000 |
| Customer relationships | | 3,076,000 |
| Trademark | | 199,000 |
| Engineering drawings | | 290,000 |
| | | <u>3,659,000</u> |
| | | <u>21,059,000</u> |
| Less: liabilities assumed | | 1,045,000 |
| Deferred tax | | 165,000 |
| | | <u>1,210,000</u> |
| Total fair value of net assets acquired | | 19,849,000 |
| Goodwill | | 916,000 |
| | | <u>916,000</u> |
| Total estimated purchase price | \$ | <u>20,765,000</u> |

The Company obtained a final valuation of the identifiable intangible assets through an independent third-party. The excess of the total purchase price over the fair value of the net assets acquired, including the value of the identifiable intangible assets, has been allocated to goodwill. Goodwill will be amortized, for fifteen years, for tax purposes but not for financial reporting purposes. The fair values and estimated lives of the identifiable intangible assets are based on current information and are subject to change. The intangible assets subject to amortization will be amortized over fifteen years for tax purposes. For financial reporting purposes, useful lives have been assigned as follows:

| | |
|------------------------|------------|
| Backlog | 6 months |
| Customer relationships | 6-13 years |
| Trademark | Indefinite |
| Engineering drawings | 20 years |

The following table summarizes, on an unaudited pro forma basis, the combined results of operations of the Company and Hy-Tech as though the acquisition transaction had occurred as of January 1, 2006. The pro forma amounts give effect to appropriate adjustments for amortization of intangible assets, interest expense and income taxes. The pro forma amounts presented are not necessarily indicative of either the actual consolidated operating results had the acquisition transaction occurred as of January 1, 2006 or of future consolidated operating results.

| | Year Ending December 31, | |
|--|--------------------------|----------------|
| | 2007 | 2006 |
| Net revenue | \$ 113,004,000 | \$ 129,607,000 |
| Net (loss) earnings | \$ (13,911,000) | \$ 4,594,000 |
| (Loss) earnings per share of common stock | | |
| Basic | \$ (3.85) | \$ 1.28 |
| Diluted | \$ (3.85) | \$ 1.21 |

Pacific Stair Products, Inc.

Pursuant to an Asset Purchase Agreement (the "PSP APA"), dated December 20, 2005, between Pacific Stair Products, a California corporation ("Old PSP"), and Pacific Stair Products, Inc., a then newly-formed Delaware corporation ("Pacific Stair") and a wholly-owned subsidiary of Countrywide, effective January 3, 2006, Pacific Stair purchased substantially all of the operating assets of Old PSP. The total purchase price for the assets was approximately \$5,233,000, subject to adjustments, plus the assumption of certain liabilities and obligations by Pacific Stair. The assets purchased pursuant to the PSP APA include, among others, accounts receivable, inventory, machinery and equipment and certain intangibles. Certain assets were retained by Old PSP including cash and title to any real property. Pacific Stair is a manufacturer of premium stair rail products and a distributor of staircase components to the building industry, primarily in southern California and the southwestern region of the United States. As a result of this transaction, Countrywide has increased its purchasing power and geographic distribution. The acquisition was financed through the Company's credit facility with Citibank. The consolidated financial statements presented herein include the results of operations for Pacific Stair from the date of acquisition.

The purchase price for this acquisition, negotiated on the basis of Pacific Stair's historical financial performance, was as follows:

| | |
|---|--------------|
| Cash paid at closing from short-term borrowings | \$ 5,233,000 |
| Purchase price reduction for working capital adjustment | (38,000) |
| Direct acquisition costs | 214,000 |
| Total purchase price | \$ 5,409,000 |

The following table presents the estimated fair values of the net assets acquired and the amount allocated to goodwill:

| | | | |
|---|----|-----------|-----------|
| Accounts Receivable | \$ | 576,000 | |
| Inventories | | 335,000 | |
| Property and equipment | | 250,000 | |
| Identifiable intangible assets: | | | |
| Customer relationships | \$ | 1,800,000 | |
| Trade-name | | 1,450,000 | |
| Non-compete and employment agreements | | 50,000 | 3,300,000 |
| | | | 4,461,000 |
| Less: liabilities assumed | | | 2,000 |
| Total fair value of net assets acquired | | | 4,459,000 |
| Goodwill | | | 950,000 |
| Total purchase price | \$ | | 5,409,000 |

The Company obtained an independent third-party valuation of the identifiable intangible assets. The excess of the total purchase price over the fair value of the net assets acquired, including the value of the identifiable intangible assets, had been allocated to goodwill. Goodwill will be amortized, for fifteen years, for tax purposes but not for financial reporting purposes. The fair values of the identifiable intangible assets were based on then current information and are subject to change. The intangible assets subject to amortization will be amortized over fifteen years for tax purposes. For financial reporting purposes, useful lives had been assigned as follows:

| | |
|---------------------------------------|------------|
| Customer relationships | 25 years |
| Trade-name | Indefinite |
| Non-compete and employment agreements | 5 years |

During 2006, the Company recorded goodwill of approximately \$950,000 related to the acquisition of certain assets of Pacific Stair and recorded net additions to goodwill of approximately \$150,000 related to earn out payments pursuant to the terms of the asset purchase agreement.

NOTE 3—DISCONTINUED OPERATIONS

Embassy Industries, Inc.

Pursuant to an Asset Purchase Agreement (the "Embassy APA"), dated as of October 11, 2005, among P&F, Embassy, Mestek, Inc. ("Mestek") and Embassy Manufacturing, Inc., a wholly-owned subsidiary of Mestek ("EMI"), Embassy sold substantially all of its operating assets to EMI. Certain assets were retained by Embassy, including, but not limited to, cash and title to any real property owned by Embassy at the consummation of the sale to EMI. Embassy has effectively ceased all operating activities.

On July 24, 2006, Embassy received a letter (the "Purchaser Letter") from counsel to J. D'Addario & Company, Inc., a New York corporation ("Purchaser"), purporting to terminate that certain contract entered into by Embassy and Purchaser on January 13, 2006 (the "Agreement", and as amended, the "Contract of Sale"). Pursuant to the Contract of Sale, Embassy agreed to sell its Farmingdale, New York premises (the "Farmingdale Premises") to Purchaser for a purchase price of \$6,403,000.

The Purchaser Letter purports to terminate the Contract of Sale based upon Purchaser's assertion that Embassy had not satisfied certain requirements and demands that the escrow agent return the

down-payment with accrued interest, and that Purchaser be reimbursed for the costs of survey and title examination.

Embassy informed Purchaser that its purported termination of the Contract of Sale was in default of its obligation to consummate the purchase of the Farmingdale Premises under the terms of the Contract of Sale. On August 2, 2006, Purchaser instituted an action against Embassy in the Supreme Court of the State of New York, County of Suffolk, for breach of contract and return of down-payment, seeking \$650,000, together with costs of title and survey and interest thereon, and the cost of the action. The down-payment remains in escrow pending resolution of this matter. Embassy believes the action is without merit and intends to vigorously defend it.

In June 2007, Embassy received approximately \$6,300,000 from the sale of the real property it owned, used the after-tax proceeds from the sale to satisfy the mortgage on the building of approximately \$1,200,000 and to reduce its long-term debt. The Company recorded a pre-tax gain from the sale of approximately \$5,100,000.

Green

Green was primarily engaged in the manufacture, development and sale of heavy-duty welded custom designed hydraulic cylinders sold for use as integrated components on a variety of equipment and machinery manufactured by others. Green also manufactured a line of access equipment for the petro-chemical and bulk storage industries. This product line consisted of bridges, platforms, walkways and stairways, constructed of steel or aluminum and generally installed outdoors. In addition, Green marketed a small line of diggers used primarily as attachments to small tractors for light farm work. This product line was marketed through farm equipment dealers and wholesalers. We sold the principal assets of Green between December 2004 and July 2005 in three transactions pursuant to three separate asset purchase agreements with non-affiliated third parties. During 2007 and 2006, Green received commission income from one of the non-affiliated third parties. These amounts are included in the earnings from discontinued operations.

The following amounts related to Embassy and Green have been segregated from the Company's continuing operations and are reported as assets held for sale and assets and liabilities of discontinued operations in the consolidated balance sheets:

| | December 31, | |
|---|-------------------|---------------------|
| | 2007 | 2006 |
| Asset held for sale and assets of discontinued operations: | | |
| Current: | | |
| Prepaid expenses | \$ 56,000 | \$ 350,000 |
| Asset held for sale | — | 577,000 |
| Sub-total | 56,000 | 927,000 |
| Long-term: | | |
| Other receivable | 9,000 | 40,000 |
| Total assets held for sale and assets of discontinued operations | \$ 65,000 | \$ 967,000 |
| Liabilities of discontinued operations: | | |
| Current: | | |
| Accounts payable and accrued expenses | \$ 30,000 | \$ 190,000 |
| Mortgage payable | — | 1,254,000 |
| Sub-total | 30,000 | 1,444,000 |
| Long-term: | | |
| Pension Obligation | 342,000 | 353,000 |
| Total liabilities of discontinued operations | \$ 372,000 | \$ 1,797,000 |

Results of operations for Embassy and Green and have been segregated from continuing operations and reflected as discontinued operations approximately as follows:

| | Year Ended December 31, | |
|--|-------------------------|------------------|
| | 2007 | 2006 |
| Earnings from operation of discontinued operations, before taxes | \$ 119,000 | \$ 17,000 |
| Income tax (expense) benefit | (27,000) | 53,000 |
| Earnings from operation of discontinued operations | 92,000 | 70,000 |
| Gain on sale of assets held for sale, before taxes | 5,095,000 | — |
| Income tax (expense) | (2,058,000) | — |
| Gain on sale of assets held for sale | 3,037,000 | — |
| Earnings from discontinued operations | \$ 3,129,000 | \$ 70,000 |

NOTE 4—ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Accounts receivable—net consists of:

| | December 31, | |
|---------------------------------|----------------------|----------------------|
| | 2007 | 2006 |
| Trade accounts receivable | \$ 13,502,000 | \$ 12,908,000 |
| Allowance for doubtful accounts | 619,000 | 223,000 |
| | <u>\$ 12,883,000</u> | <u>\$ 12,685,000</u> |

NOTE 5—INVENTORIES

Inventories—net consist of:

| | December 31, | |
|--|----------------------|----------------------|
| | 2007 | 2006 |
| Raw material | \$ 2,525,000 | \$ 2,537,000 |
| Work in process | 2,156,000 | 334,000 |
| Finished goods | 30,620,000 | 25,651,000 |
| | <u>35,301,000</u> | <u>28,522,000</u> |
| Reserve for obsolete and slow-moving inventories | (3,565,000) | (1,829,000) |
| | <u>\$ 31,736,000</u> | <u>\$ 26,693,000</u> |

NOTE 6—GOODWILL AND OTHER INTANGIBLE ASSETS

We performed our annual impairment test of goodwill during the fourth quarter based on conditions as of November 30, 2007, in accordance with SFAS 142, and determined that goodwill at Florida Pneumatic and the operating units within the Countrywide segment were impaired necessitating a charge of approximately \$21,243,000. Further, as a result of this impairment analysis it was determined that the carrying value of the vendor relationships in other intangible assets was fully impaired. As such we wrote off the balance of approximately \$2,219,000. We believe the intangible assets that were impaired are essentially the result of the significant reduction in new home construction during the year, which is a critical component to our business along with the general economic down-turn in the geographical sectors in which we market our products.

During 2006 and 2005, according to the U.S. Department of Commerce Census data, new single-unit housing starts were 1,655,000 and 1,636,000, respectively. However, during 2007, according to the same source, new single-unit housing starts had decreased to 1,218,000. The fall-off of single unit housing starts from 2006 to 2007 was 437,000, or 26.4%. Additionally, during 2007 gross margin percentage at Florida Pneumatic slipped to 26.0%, a decrease of 3.4% points from 29.4% for the year ended December 31, 2006, resulting in a decrease in gross profit of approximately \$1,600,000. This was principally the result of price concessions to a major retail customer and decreased shipments to another retailer. Additionally, during 2007 Florida Pneumatic sold more promotional items than in the prior year. Promotional items generally are sold at lower gross margins, contributing to the lower gross margin for 2007. All of these factors highlight the key elements driving the decrease in value of goodwill.

The changes in the carrying amounts of goodwill are as follows:

| | Consolidated | Tools and other products | Hardware and accessories |
|-------------------------------------|---------------|-----------------------------|-----------------------------|
| Balance, January 1, 2006 | \$ 23,821,000 | \$ 2,394,000 | \$ 21,427,000 |
| Goodwill acquired during the year | 1,100,000 | — | 1,100,000 |
| Balance, December 31, 2006 | 24,921,000 | 2,394,000 | 22,527,000 |
| Goodwill acquired during the year | 916,000 | 916,000 | — |
| Goodwill impairment during the year | (21,243,000) | (2,394,000) | (18,849,000) |
| Balance, December 31, 2007 | \$ 4,594,000 | \$ 916,000 | \$ 3,678,000 |

The changes in other intangible assets were as follows:

| | December 31, 2007 | | December 31, 2006 | |
|--|-------------------|-----------------------------|-------------------|-----------------------------|
| | Cost | Accumulated amortization | Cost | Accumulated amortization |
| Other intangible assets: | | | | |
| Customer relationships | \$ 14,130,000 | \$ 4,117,000 | \$ 10,960,000 | \$ 3,055,000 |
| Vendor relationship | — | — | 890,000 | 223,000 |
| Non-compete and Employment agreements | 810,000 | 780,000 | 810,000 | 719,000 |
| Trademark | 699,000 | — | 2,140,000 | — |
| Drawings | 290,000 | 12,000 | | |
| Licensing | 105,000 | 21,000 | 105,000 | 11,000 |
| Total | \$ 16,034,000 | \$ 4,930,000 | \$ 14,905,000 | \$ 4,008,000 |

The table above reflects impairment charges aggregating approximately \$2,219,000 recorded in the Hardware segment. Woodmark and Pacific Stair both reported decreases in revenue during 2007, primarily the result of the significant downturn in housing starts, which is a key factor for both subsidiaries, as well as the loss of a key customer. There were no impairment charges recorded in the Tools segment.

Amortization expense for intangible assets subject to amortization was approximately \$1,234,000 and \$1,198,000 for the years ended December 31, 2007 and 2006, respectively. Amortization expense for each of the next five years is estimated to be as follows 2008—\$916,000; 2009—\$917,000; 2010—\$916,000; 2011—\$907,000 and 2012—\$906,000. The weighted average amortization period for intangible assets was 13.1 years and 14.1 years at December 31, 2007 and 2006, respectively.

NOTE 7—SHORT-TERM BORROWINGS

The Company entered into a credit agreement, as amended (the "credit agreement"), with two banks in 2004. This agreement includes a revolving credit loan facility, which provides a total of \$18,000,000 for direct borrowings, with various sublimits for letters of credit, bankers' acceptances and equipment loans. There are no commitment fees for any unused portion of this credit facility. The credit agreement expires in June 2008 and is subject to annual review by the lending banks. Direct borrowings under the revolving credit loan facility are secured by the Company's accounts receivable, inventory and equipment and are cross-guaranteed by each of the Company's subsidiaries. These borrowings bear interest at either LIBOR plus the currently applicable loan margin or the prime interest rate. At December 31, 2007 and 2006, the applicable loan margins added to LIBOR were 1.75% and 1.45%, respectively. The weighted average interest rate on short-term borrowings for the years ended December 31, 2007 and 2006 were 7.42% and 7.11%, respectively. At December 31, 2007

and 2006, the balances outstanding on the revolving credit loan facility were \$8,000,000 and \$3,000,000, respectively.

The credit agreement also includes a foreign exchange line, which provides for the availability of up to \$10,000,000 in foreign currency forward contracts. These contracts fix the exchange rate on future purchases of foreign currencies needed for payments to foreign suppliers. The total amount of foreign currency forward contracts outstanding under the foreign exchange line at December 31, 2007, based on that day's closing spot rate, was approximately \$252,000.

Under the terms of the credit agreement, the Company is required to adhere to certain financial covenants. At December 31, 2007, the Company was not in compliance with one of the financial covenants. Subsequent to December 31, 2007, the banks waived compliance with such financial covenant.

The Company anticipates that it may not be in compliance with a financial covenant during 2008. However, based upon discussions with the banks, the Company is confident that the banks will waive the Company's non-compliance of this financial covenant at March 31, 2008 and amend the credit agreement. We believe that such amendment to the credit agreement will enable us to be in compliance with this covenant in future periods. Accordingly the Company has not reclassified to current liabilities the long-term portions of its bank debts. However, there can be no assurances that the Company will be able to secure such amendment.

NOTE 8—WARRANTY LIABILITY

Changes in the Company's warranty liability, included in other accrued liabilities were as follows:

| | Year Ended December 31, | |
|--|-------------------------|------------|
| | 2007 | 2006 |
| Balance, beginning of year | \$ 368,000 | \$ 419,000 |
| Warranties issued and changes in estimated pre-existing warranties | 1,034,000 | 473,000 |
| Actual warranty costs incurred | (850,000) | (524,000) |
| Balance, end of year | \$ 552,000 | \$ 368,000 |

NOTE 9—LONG-TERM DEBT

The Company's credit agreement also included a term loan facility, which provided a maximum commitment of \$34,000,000 to finance acquisitions subject to the approval of the lending banks. There are no commitment fees for any unused portion of this credit facility. Borrowings under the term loan are secured by the Company's accounts receivable, inventory and equipment and are cross-guaranteed by each of the Company's subsidiaries. These borrowings bear interest at either LIBOR plus the currently applicable loan margin or the prime interest rate. At December 31, 2007 and 2006, the applicable loan margins added to LIBOR were 2.00% and 1.50%, respectively. The Company borrowed \$29,000,000 against this facility to finance the Woodmark acquisition transaction, and there was \$9,800,000 and \$13,600,000 outstanding against the term loan facility at December 31, 2007 and 2006, respectively.

In connection with the acquisition of Hy-Tech in February 2007, the Company executed and delivered Amendment No. 7 to Credit Agreement with the two banks. The amendment, among other things, added Continental and Hy-Tech as additional co-borrowers and provides for new term loans in amounts not to exceed \$19,000,000. The Company paid down \$5,000,000 through increasing its short-term borrowings, which effectively reduced the term loan attributable to the acquisition of Hy-Tech to \$14,000,000 as at December 31, 2007. The principal on the new term loans are payable in

25 consecutive quarterly installments of $\frac{1}{25}$ of the aggregate principal amount outstanding on January 31, 2008, commencing on January 31, 2008. From the date of the amendment through January 31, 2008, monthly payments shall be made of interest only. The Company and the co-borrowers have the option to pay interest at a rate based on either the fluctuating prime rate, LIBOR or a combination of the two rates. The new term loan notes shall mature on January 31, 2014.

Long-term debt consists of:

| | December 31, | |
|---|----------------------|----------------------|
| | 2007 | 2006 |
| Term loan—\$950,000 (plus interest at LIBOR plus the applicable loan margin) payable quarterly through June 2010, and the balance of \$300,000 payable in September 2010 | \$ 9,800,000 | \$ 13,600,000 |
| Term loan—\$560,000 (plus interest at LIBOR plus the applicable loan margin) payable quarterly commencing January 31, 2008 through January 31, 2014. | 14,000,000 | — |
| Note payable to former owners of Woodmark—lump sum payment, plus interest payable monthly, due in June 2007. At December 31, 2006, the applicable rate was LIBOR plus 1.5% | — | 2,190,000 |
| Note payable to former owners of Woodmark—lump sum payment due in June 2007. This non-interest bearing note was discounted at inception using the Company's borrowing rate of 3.04%. Amount includes \$95,833 of imputed interest expense recorded through December 31, 2006. | — | 1,314,000 |
| Mortgage loan—\$11,244 (plus interest at LIBOR plus 155 basis points) payable monthly through May 2009, when a final payment of approximately \$1,090,000 is due(a) | 1,270,000 | 1,406,000 |
| Mortgage loan—\$16,388 (including interest at 7.09%) payable monthly through March 2014(a) | 979,000 | 1,110,000 |
| | <u>26,049,000</u> | <u>19,620,000</u> |
| Less current maturities | <u>6,305,000</u> | <u>7,560,000</u> |
| | <u>\$ 19,744,000</u> | <u>\$ 12,060,000</u> |

- (a) These mortgages payable relate to land and buildings of certain of the Company's subsidiaries. Property with a net book value of approximately \$4,419,000 and \$4,611,000 at December 31, 2007 and December 31, 2006, respectively have been pledged as collateral.

The aggregate amounts of the long-term debt scheduled to mature in each of the years ended December 31 are approximately as follows: 2008—\$6,305,000; 2009—\$7,318,000; 2010—\$4,591,000; 2011—\$2,402,000; 2012—\$2,414,000; 2013—\$2,427,000 and thereafter—\$593,000. The expense on long-term debt was approximately \$2,107,000 and \$1,430,000 for the years ended December 31, 2007 and 2006, respectively. The balance of Embassy's mortgage loan, which was approximately \$1,254,000 at December 31, 2006 and was included in "Liabilities of Discontinued Operations" on the consolidated balance sheet (see Note 3), was paid in full in July 2007.

For the years ended December 31, 2007 and 2006, the Company recorded interest expense of \$2,918,000 and \$1,973,000, respectively, net of interest income of approximately \$16,000 and \$32,000, respectively.

NOTE 10—CAPITAL STOCK TRANSACTIONS

During the year ended December 31, 2007 the Company did not repurchase any of its Class A common shares. However, during the year ended December 31, 2006, the Company purchased 23,031

shares of its Class A Common Stock, at a cost of \$294,196 in connection with a program to repurchase shares. In September 2006, the Company's Board of Directors authorized the purchase of an additional 37,450 shares up to a share repurchase maximum of 150,000 shares and extended the time during which the Company may repurchase such shares by an additional year to September 30, 2007. In September 2007, the Company's Board of Directors extended this program by an additional year to September 30, 2008.

During 2007 and 2006, the Company received 46,362 and 5,000 shares, respectively, of Class A Common Stock in connection with the exercise of options to purchase 96,664 shares and 15,000 shares, respectively, of Class A Common Stock. The value of these shares was recorded at \$522,611 and \$61,850, respectively.

In connection with its Stockholder Rights Plan, the Company entered into a Rights Agreement (as amended) and distributed as a dividend to each holder of Class A Common Stock a preferred stock purchase right. These rights entitle the stockholders, in certain circumstances, to purchase one one-thousandth of a share of the Company's Series A Junior Participating Preferred Stock for \$10. The Stockholder Rights Plan, which expires in August 2014, is intended to protect, among other things, the interests of the Company's stockholders in the event the Company is confronted with coercive or unfair takeover tactics.

NOTE 11—STOCK OPTIONS

The Company's 2002 Incentive Stock Option Plan (the "Current Plan") authorizes the issuance, to employees and directors, of options to purchase a maximum of 1,100,000 shares of Class A Common Stock. These options must be issued within ten years of the effective date of the Plan and are exercisable for a ten year period from the date of grant, at prices not less than 100% of the market value of the Class A Common Stock on the date the option is granted. Options granted to any 10% stockholder are exercisable for a five year period from the date of grant, at prices not less than 110% of the market value of the Class A Common Stock on the date the option is granted. Options typically vest immediately. In the event options granted contain a vesting schedule over a period of years, the Company recognizes compensation cost for these awards on a straight-line basis over the service period. The Current Plan, which terminates in 2012, is the successor to the Company's 1992 Incentive Stock Option Plan (the "Prior Plan").

In June 2007 the Company granted 92,500 options to purchase the Company's Class A common shares, 49,500 which were to officers and members of the board of directors of the Company. Of the options granted to the officers and members of the board of directors, 49,000 have an exercise price of \$11.20 and 500 have an exercise price of \$11.38. The options granted to the officers and members of the board of directors vest as to one third on each of the anniversary dates in 2008, 2009 and 2010. The remaining 43,000 options granted have an exercise price of \$11.20 and were fully vested as of the date of the grant. All options granted in June 2007 have a ten year life.

The following table contains information on the status of our stock options:

| | Number of Shares | Weighted Average Exercise Price per share | Aggregate Intrinsic Value |
|---------------------------------------|---------------------|---|---------------------------------|
| Outstanding, January 1, 2006 | 596,900 | \$ 7.58 | |
| Exercised | (36,000) | 5.79 | |
| Outstanding, December 31, 2006 | 560,900 | 7.69 | |
| Granted | 92,500 | 11.20 | |
| Exercised | (106,064) | 6.08 | |
| Expired | (13,900) | 9.41 | |
| Outstanding, December 31, 2007 | 533,436 | \$ 8.58 | \$ — |
| Vested, December 31, 2007 | 461,609 | \$ 8.27 | \$ — |

The following is a summary of changes in non-vested shares:

| | December 31, | | | |
|---------------------------------------|------------------|---|------------------|---|
| | 2007 | | 2006 | |
| | Option Shares | Weighted Average Grant-Date Fair Value | Option Shares | Weighted Average Grant-Date Fair Value |
| Non-vested shares, beginning of year | 49,488 | \$ 3.77 | 72,149 | \$ 4.05 |
| Granted | 45,000 | 6.52 | — | — |
| Vested | (22,661) | 4.68 | (22,661) | 4.68 |
| Forfeited | — | | — | |
| Non-vested shares, end of year | 71,827 | \$ 5.20 | 49,488 | \$ 3.77 |

The Company recognizes compensation cost over the requisite service period. However, the exercisability of the respective non-vested options, which are at pre-determined dates on a calendar year, do not necessarily correspond to the period(s) in which straight-line amortization of compensation cost is recorded.

Other Information

As of December 31, 2007, the Company had approximately \$203,000 of total unrecognized compensation cost related to non-vested awards granted under our share-based plans, which we expect to recognize over a weighted-average period of 1.4 years.

The Company received cash from options exercised during the years ended December 31, 2007 and 2006 of approximately \$122,000 and \$147,000, respectively. The impact of these cash receipts is included in financing activities in the accompanying consolidated statements of cash flows. Statement 123(R) requires that cash flows from tax benefits attributable to tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) be classified as financing cash flows.

There were options available for issuance under the Current Plan as of December 31 of each year as follows: 2007—590,900 and 2006—683,400. Of the options outstanding at December 31, 2007, 366,936 were issued under the Current Plan and 166,500 were issued under the Prior Plan.

The following table summarizes information about stock options outstanding and exercisable at December 31, 2007:

| Range of Exercise Prices | Options outstanding | | | Options Exercisable | | |
|--------------------------|---------------------|---|---------------------------------|---------------------|-----------------------|---------------------------------|
| | Number outstanding | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number exercisable | Weighted Average Life | Weighted Average Exercise Price |
| \$6.00 | 109,436 | 4.5 | \$ 6.00 | 109,436 | 4.5 | \$ 6.00 |
| \$7.88 | 152,500 | 0.2 | 7.88 | 152,500 | 0.2 | 7.88 |
| \$7.90–\$8.06 | 115,688 | 6.5 | 8.05 | 115,688 | 6.5 | 8.05 |
| \$8.75 | 2,000 | 2.3 | 8.75 | 2,000 | 2.3 | 8.75 |
| \$8.87 | 24,812 | 1.3 | 8.87 | — | — | — |
| \$8.94 | 12,000 | 1.2 | 8.94 | 12,000 | 1.2 | 8.94 |
| \$14.44–\$16.68 | 24,500 | 7.5 | 16.50 | 22,485 | 7.5 | 16.50 |
| \$11.20–\$11.38 | 92,500 | 9.5 | 11.20 | 47,500 | 9.5 | 11.20 |
| \$6.00–\$16.68 | 533,436 | 4.5 | \$ 8.58 | 461,609 | | \$ 8.27 |

NOTE 12—INCOME TAXES

Income tax (benefit) expense on continuing operations in the consolidated statements of operations consists of:

| | Year Ended December 31, | |
|-----------------------|-------------------------|---------------------|
| | 2007 | 2006 |
| Current: | | |
| Federal | \$ 1,030,000 | \$ 1,624,000 |
| State and local | (224,000) | 693,000 |
| Total current | 806,000 | 2,317,000 |
| Deferred: | | |
| Federal | (4,851,000) | 333,000 |
| State and local | (370,000) | 18,000 |
| Total deferred | (5,221,000) | 351,000 |
| Total | \$ (4,415,000) | \$ 2,668,000 |

Deferred tax assets (liabilities) consist of:

| | December 31, | |
|---|------------------|--------------------|
| | 2007 | 2006 |
| Deferred tax assets—current: | | |
| Bad debt reserves | \$ 229,000 | \$ 82,000 |
| Inventory reserves | 661,000 | 901,000 |
| Warranty and other reserves | 788,000 | 320,000 |
| | <u>1,678,000</u> | <u>1,303,000</u> |
| Valuation allowance | (24,000) | — |
| | <u>1,654,000</u> | <u>1,303,000</u> |
| Deferred tax liabilities—current: | | |
| Prepaid expenses | (257,000) | (323,000) |
| | <u>—</u> | <u>—</u> |
| Net deferred tax assets—current | \$ 1,397,000 | \$ 980,000 |
| Deferred tax assets—non-current | | |
| Intangibles | \$ 457,000 | \$ — |
| Goodwill | 3,373,000 | — |
| State Net operating loss | 51,000 | — |
| Other | 68,000 | — |
| | <u>3,949,000</u> | <u>—</u> |
| Valuation allowance | (153,000) | — |
| | <u>3,796,000</u> | <u>—</u> |
| Deferred tax liabilities—non-current: | | |
| Depreciation | (351,000) | (208,000) |
| Intangible assets | — | (135,000) |
| Goodwill | — | (791,000) |
| | <u>(351,000)</u> | <u>(1,134,000)</u> |
| Net deferred tax assets (liabilities)—non-current | \$ 3,445,000 | \$ (1,134,000) |

Under FAS 109, the Company recorded a full valuation allowance for the state tax benefit related to deferred tax assets, including a state net operating loss carry forward of approximately \$500,000 which expires in 2017. The Company believes it is more likely than not that the remaining tax benefits associated with these net deferred tax assets will be realized in the foreseeable future based upon its ability to generate sufficient income.

A reconciliation of the Federal statutory rate to the total effective tax rate applicable to (loss) earnings from continuing operations before income taxes is as follows:

| | Year ending December 31, | | | |
|---|--------------------------|---------------|---------------------|-------------|
| | 2007 | | 2006 | |
| | \$ | % | \$ | % |
| Federal income taxes computed at statutory rates | \$ (7,357,000) | (34.0) | \$ 2,203,000 | 34.0 |
| (Decrease) increase in taxes resulting from: | | | | |
| State and local taxes, net of Federal tax benefit | (250,000) | (1.1) | 469,000 | 7.2 |
| Increase in valuation allowance | 177,000 | 0.8 | — | — |
| Expenses not deductible for tax purposes | 73,000 | 0.3 | 74,000 | 1.2 |
| Goodwill impairment | 3,272,000 | 15.1 | — | — |
| Tax audit settlements | (319,000) | (1.5) | — | — |
| Other | (11,000) | — | (78,000) | (1.2) |
| Income tax (benefit) expense | \$ (4,415,000) | (20.4) | \$ 2,668,000 | 41.2 |

The Company adopted the provisions of FIN 48 on January 1, 2007. The cumulative effect of adopting FIN 48 did not have a material impact on the Company's financial position or results of operations. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

| | |
|--|------------------|
| Balance at January 1, 2007 | \$ 369,000 |
| Additions for tax positions related to prior years | 25,000 |
| Lapse of statute of limitations | (79,000) |
| Settlements with taxing authorities | (264,000) |
| Balance at December 31, 2007 | \$ 51,000 |

The FIN 48 liability at December 31, 2007 can be completely reduced within the next ten months with the lapse of the statute of limitations. The amount, if recognized, would favorably affect the Company's effective tax rate.

Interest and penalties related to income tax liabilities are included in income tax expense. During the year ended December 31, 2007, the Company recognized a net reduction of approximately \$138,000. The Company has approximately \$27,000 for the payment of interest accrued at December 31, 2007 and had approximately \$165,000 accrued on January 1, 2007 upon adoption of FIN 48.

In 2007, the Internal Revenue Service completed its examination of the Company's Federal tax returns for the years 2003 and 2004 and issued a Revenue Agent's Report that reported no change to the returns as filed. All examinations of tax years prior to 2003 have been completed.

In addition, the Company and certain of its subsidiaries file tax returns in the states of New York and Florida. During 2007, both New York and Florida completed examinations of tax returns ranging from 2001 through 2005. The completion of the audits resulted in a reduction of approximately \$264,000 in tax liabilities related to uncertain tax positions. All examinations of tax year prior to 2001 have been completed.

In June 2006, the FASB ratified the consensus reached by the Emerging Issues Task Force in Issue No. 06-3 ("EITF 06-3"), "How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (that is Gross versus Net Presentation)."

The scope of EITF 06-3 includes any tax assessed by a governmental authority that is directly imposed on revenue—producing activity between a seller and a customer and may include, but is not limited to, sales use, value added, and some excise taxes. EITF 06-3 also concluded that the presentation of taxes within its scope on either a gross (included in revenue and costs) or net (excluded from revenue) basis is an accounting policy decision subject to appropriate disclosure. EITF 06-3 is effective for periods beginning after December 15, 2006. The Company currently presents these taxes on a net basis and has elected not to change its presentation method.

NOTE 13—COMMITMENTS AND CONTINGENCIES

(a) P&F and certain of its subsidiaries have adopted a defined contribution pension plan, which covers substantially all non-union employees. Contributions to this plan were determined as a percentage of compensation. The amounts recognized as pension expense for this plan were approximately \$504,000 and \$400,000, for the years ended December 31, 2007 and 2006, respectively.

The Company maintains a defined contribution 401(k) plan, which covers all of their respective employees. Certain of the Company's subsidiaries provide for employer contributions to the plan, which are determined as a percentage of employee contributions. The amounts recognized as expense for this plan were approximately \$147,000 and \$96,000, for the years ended December 31, 2007 and 2006, respectively.

Embassy participated in a multi-employer pension plan until it sold substantially all of its operating assets in October 2005. This plan provided defined benefits to all of its union workers. Contributions to this plan were determined by the union contract. The Company does not administer the plan funds and does not have any control over the plan funds. As a result of Embassy's withdrawal from the plan, it estimated and recorded a withdrawal liability of approximately \$369,000, which is expected to be payable in quarterly installments of approximately \$8,200 from May 2006 through February 2026. At December 31, 2007 the outstanding amount of this withdrawal liability was approximately \$342,000, which is included in liabilities of discontinued operations. Further, in connection with our sale of Embassy, we recorded the net present value of a receivable of approximately \$90,000, which is scheduled to be collected at approximately \$8,200 per quarter from May 2006 through May 2009.

(b) Effective January 1, 2007, the Company entered into an employment agreement with its Chairman, President and Chief Executive Officer (the "officer") that supersedes a prior agreement dated May 30, 2001, as amended. The employment agreement provides for the officer to serve as the Company's President and Chief Executive Officer, and, if elected by the Board of Directors, Chairman of the Board, for a term expiring on December 31, 2011, unless sooner terminated pursuant to the provisions of the employment agreement. Pursuant to the employment agreement, the officer will receive a minimum annual base salary of \$975,000. The officer's base salary will be reviewed annually by the Board and may be increased, but not decreased, from time to time. The officer will be eligible for an annual discretionary incentive payment under the Company's Executive 162(m) Bonus Plan with a target of 90% of his then-current base salary. The officer will also receive (i) senior executive level employee benefits, (ii) an annual payment of \$45,064.37 to cover premiums on a life insurance policy, and (iii) a Company-provided automobile.

In the event the officer's employment is terminated by the Company without cause (as defined in the agreement), or the officer resigns for good reason (as defined in the agreement), then subject to his execution of a general release, the officer will continue to receive his base salary for 18 months, a pro rata bonus for the year of termination, and the Company will pay his monthly COBRA premiums until the earlier of (a) 18 months from the date of termination, (b) his becoming eligible for medical benefits from a subsequent employer, or (c) his becoming ineligible for COBRA.

In the event the officer's employment is terminated by the Company without cause or the officer resigns for good reason within two years following a change in control (as defined in the agreement)

or, under certain circumstances, within six months prior to a change in control, then subject to the officer's execution of a general release, he will receive the pro rata bonus, the COBRA payments, and a lump sum amount equal to the greater of (i) 18 months base salary or (ii) the lesser of (a) two times the sum of his base salary plus the amount of any bonus he received for the year prior to the change in control, or (b) 3% of the value on the date of the change in control of the Company's outstanding shares on a fully diluted basis immediately prior to the change in control. Notwithstanding the foregoing, amounts paid to the officer upon a change in control will be reduced to 2.99 times his "base amount" (as determined in accordance with Sections 280G of the Internal Revenue Code of 1986, as amended).

Pursuant to the employment agreement, during term of his employment and for a period of eighteen months after termination of his employment, the officer is prohibited from (i) competing with the Company, (ii) soliciting or hiring the Company's employees, representatives or agents, or (iii) soliciting any of the Company's customers. The employment agreement also prohibits the officer from using or disclosing any of the Company's non-public, proprietary or confidential information.

(c) Florida Pneumatic purchases nearly 90% of its pneumatic tools from a Far East trading company that owns or represents 21 individual factories in Japan, Taiwan and China. Of the total pneumatic tool purchases in 2007, approximately 7% are bought from Japan, 26% from Taiwan and 66% from China. There are redundant sources for every product purchased and manufactured.

(d) Woodmark purchases most of its stair parts and kitchen and bath products through a longstanding relationship with a Far East trade partner that owns or represents 4 individual factories in China and Taiwan. Of the total stair parts and kitchen and bath product purchases, approximately 70% are bought from China and 10% from Taiwan. There are redundant sources for most products purchased and manufactured.

(e) Pacific Stair purchases approximately 42% of its stair products from several suppliers in Mexico, China and Indonesia. Of the total stair products and materials purchased, approximately 21% are purchased from Mexico and 20% from China. There are redundant sources for every product purchased and manufactured.

(f) Most of Nationwide's sales are products imported from Taiwan and China. Nationwide currently out-sources the manufacturing of approximately 94% of its product with several overseas factories, while retaining design, QC, patent and trademark control. There are redundant sources for most products whether through dual manufacturing arrangements or back up buy/sell arrangements.

(g) At December 31, 2007 and December 31, 2006, the Company had noncancelable inventory purchase commitments totaling approximately \$9,562,000 and \$9,919,000, respectively.

(h) The Company is a defendant or co-defendant in various actions brought about in the ordinary course of conducting its business. The Company does not believe that any of these actions are material to the financial position of the Company.

(i) The Company leases certain facilities and equipment. Generally, the facility leases carry renewal provisions and require the Company to pay maintenance costs. Rental payments may be adjusted for increases in taxes and insurance above specified amounts. Rental expense for 2007 and 2006 amounted to approximately \$929,000 and \$860,000, respectively. Future minimum payments under

non-cancelable operating leases with initial or remaining terms of more than one year as of December 31, 2007, were as follows:

| | | |
|------------|----|------------------|
| 2008 | \$ | 876,000 |
| 2009 | | 664,000 |
| 2010 | | 589,000 |
| 2011 | | 412,000 |
| 2012 | | 244,000 |
| Thereafter | | 103,000 |
| | \$ | <u>2,888,000</u> |

NOTE 14—BUSINESS SEGMENTS

The Company has organized its business into two reportable business segments: "Tools and other products" and "Hardware and accessories". The Company is organized around these two distinct product segments, each of which has very different end users. For reporting purposes, Florida Pneumatic, and Hy-Tech are combined in the Tools and other products segment, while Woodmark, Pacific Stair and Nationwide are combined in the Hardware and accessories segment. Results for Hy-Tech for the year ending December 31, 2007 are from the February 12, 2007, the date of acquisition, while Pacific Stair data are from January 3, 2006, the date of acquisition. The Company evaluates segment performance based primarily on segment operating income. The accounting policies of each of the segments are the same as those described in Note 1.

The following table presents financial information by segment for the years ended December 31, 2007 and 2006. Segment operating income excludes general corporate expenses, interest expense and income taxes. Identifiable assets are those assets directly owned or utilized by the particular business segment.

| | <u>Consolidated</u> | <u>Tools and other products</u> | <u>Hardware and accessories</u> |
|--|---------------------|-------------------------------------|-------------------------------------|
| Year ended December 31, 2007 | | | |
| Net revenues from unaffiliated customers | \$ 110,825,000 | \$ 59,314,000 | \$ 51,511,000 |
| Segment operating (loss) income | \$ (13,017,000) | \$ 2,562,000 | \$ (15,579,000) |
| General corporate expense | (5,703,000) | | |
| Interest expense—net | (2,918,000) | | |
| (Loss) from continuing operations before income taxes | \$ (21,638,000) | | |
| Segment assets | \$ 76,960,000 | \$ 44,504,000 | \$ 32,456,000 |
| Corporate assets and assets of discontinued operations | \$ 6,310,000 | | |
| Total assets | \$ 83,270,000 | | |

| | Consolidated | Tools and other products | Hardware and accessories |
|---|----------------|-----------------------------|-----------------------------|
| Year ended December 31, 2006 | | | |
| Net revenues from unaffiliated customers | \$ 111,733,000 | \$ 44,657,000 | \$ 67,076,000 |
| Segment operating income | \$ 13,634,000 | \$ 3,417,000 | \$ 10,217,000 |
| General corporate expense | (5,182,000) | | |
| Interest expense—net | (1,973,000) | | |
| Earnings from continuing operations before income taxes | \$ 6,479,000 | | |
| Segment assets | \$ 85,054,000 | \$ 25,059,000 | \$ 59,995,000 |
| Corporate assets and assets of discontinued operations | 5,371,000 | | |
| Total assets | \$ 90,425,000 | | |

The Tools segment has one customer that accounted for approximately 19.1% and 17.8%, of consolidated revenue for the years ended December 31, 2007, and 2006, respectively, as well as 26.3% and 37.8% of consolidated accounts receivable as of December 31, 2007 and 2006, respectively.

A second customer accounted for 8.4% and 9.8%, of consolidated revenue for the years ended December 31, 2007 and 2006, respectively, and 9.1% and 11.5% of consolidated accounts receivable as of December 31, 2007 and 2006, respectively. The Company has been informed that it will be phased out as a vendor for this customer likely commencing sometime during the second quarter of 2008. We do not believe this will have a significant impact on the Company's consolidated results for the full year of 2008. There are no significant customers in the Hardware segment.

NOTE 15—RELATED PARTY TRANSACTIONS

(a) The Company and Sidney Horowitz, a director and father of Richard A. Horowitz, the Company's Chairman, Chief Executive Officer and President, were parties to a Consulting Agreement, which terminated on October 31, 2006, pursuant to which Mr. Sidney Horowitz received \$62,500 in consulting fees for the year ended December 31, 2006.

(b) One of the Company's directors is a principal of an insurance brokerage firm that the Company utilizes for the purchase of business-related insurance products. Total premiums paid through this insurance brokerage firm were \$305,000 and \$422,000 for the years ended December 31, 2007 and 2006, respectively.

(c) In connection with the purchase of certain assets, Pacific Stair entered into a lease agreement with the president of the company from which the assets were acquired by Pacific Stair, expiring in August 2008, for the manufacturing facility that he owns for average annual rental payments of approximately \$113,000. Such individual resigned as an officer and employee of Pacific Stair on December 31, 2006.

(d) In connection with the purchase of certain assets of Woodmark, the Company assumed certain notes, aggregating \$3,504,000 at December 31, 2006 to the then president of Woodmark. The notes were paid in full in July, 2007.

(e) The president of one of our subsidiaries is part owner of one of the subsidiary's vendors. During the year ended December 31, 2007, we purchased approximately \$959,000 of product from this

vendor. All transactions are conducted at arms length. The Company did not conduct any business with this vendor in 2006.

NOTE 16—UNAUDITED QUARTERLY RESULTS

| | Quarter Ended | | | |
|--|---------------|---------------|---------------|-----------------|
| | March 31, | June 30, | September 30, | December 31, |
| 2007 | | | | |
| Net revenue | \$ 24,958,887 | \$ 30,607,864 | \$ 30,353,224 | \$ 24,904,776 |
| Gross profit | \$ 7,747,603 | \$ 9,076,885 | \$ 8,368,188 | \$ 7,649,173 |
| Earnings (loss) from continuing operations | \$ 146,756 | \$ 230,347 | \$ 342,705 | \$ (17,942,894) |
| (Loss) earnings from discontinued operations, net of taxes | (20,967) | 3,029,226 | 120,620 | 337 |
| Net earnings (loss) | \$ 125,789 | \$ 3,259,573 | \$ 463,325 | \$ (17,942,557) |
| Basic earnings (loss) per common share: | | | | |
| Earnings (loss) from continuing operations | \$ 0.04 | \$ 0.07 | \$ 0.10 | \$ (4.93) |
| Earnings from discontinued operations, net of taxes | — | 0.84 | 0.03 | — |
| Net earnings (loss) | \$ 0.04 | \$ 0.91 | \$ 0.13 | \$ (4.93) |
| Diluted earnings (loss) per common share: | | | | |
| Earnings (loss) from continuing operations | \$ 0.04 | \$ 0.06 | \$ 0.09 | \$ (4.93) |
| (Loss) earnings from discontinued operations, net of taxes | (0.01) | 0.80 | 0.03 | — |
| Net earnings (loss) | \$ 0.03 | \$ 0.86 | \$ 0.12 | \$ (4.93) |
| Weighted average common shares outstanding: | | | | |
| Basic | 3,581,522 | 3,596,703 | 3,635,075 | 3,637,462 |
| Diluted | 3,802,179 | 3,796,962 | 3,789,357 | 3,637,462 |

| | Quarter Ended | | | |
|--|---------------|---------------|---------------|---------------|
| | March 31, | June 30, | September 30, | December 31, |
| 2006 | | | | |
| Net revenue | \$ 26,849,503 | \$ 28,860,361 | \$ 32,318,961 | \$ 23,703,906 |
| Gross profit | \$ 8,247,300 | \$ 9,408,252 | \$ 9,701,716 | \$ 6,623,562 |
| Earnings from continuing operations | \$ 871,956 | \$ 1,283,739 | \$ 1,495,429 | \$ 159,739 |
| Earnings (loss) from discontinued operations, net of taxes | 2,045 | 43,416 | (51,491) | 76,431 |
| Net earnings | \$ 874,001 | \$ 1,327,155 | \$ 1,443,938 | \$ 236,170 |
| Basic earnings per common share: | | | | |
| Earnings from continuing operations | \$.24 | \$.36 | \$.42 | \$.05 |
| Earnings (loss) from discontinued operations, net of taxes | — | .01 | (.02) | .02 |
| Net earnings | \$.24 | \$.37 | \$.40 | \$.07 |
| Diluted earnings per common share: | | | | |
| Earnings from continuing operations | \$.23 | \$.34 | \$.40 | \$.04 |
| Earnings (loss) from discontinued operations, net of taxes | — | .01 | (.01) | .02 |
| Net earnings | \$.23 | \$.35 | \$.39 | \$.06 |
| Weighted average common shares outstanding: | | | | |
| Basic | 3,583,942 | 3,577,760 | 3,577,760 | 3,577,760 |
| Diluted | 3,832,264 | 3,825,317 | 3,741,052 | 3,736,366 |

P&F INDUSTRIES INC. AND SUBSIDIARIES

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS

| Description | Column A | Column B | Column C | Column D | Column E |
|--|--------------------------------|--|-------------------------------------|------------|-----------------------|
| | Balance at Beginning of Period | Additions Charged (Credited) to Costs and Expenses | Additions Charged to Other Accounts | Deductions | Balance End of Period |
| <i>Allowance for doubtful accounts:</i> | | | | | |
| Year ended December 31, 2007 | \$ 223,077 | \$ 420,352 | \$ 36,000 | \$ 60,633 | \$ 618,796 |
| Year ended December 31, 2006 | \$ 189,586 | \$ 59,689 | \$ — | \$ 26,198 | \$ 223,077 |
| <i>Reserve for obsolete and slow moving inventories:</i> | | | | | |
| Year ended December 31, 2007 | \$ 1,829,325 | \$ 403,604 | \$ 1,896,975 | \$ 565,383 | \$ 3,564,521 |
| Year ended December 31, 2006 | \$ 1,981,196 | \$ 276,099 | \$ — | \$ 427,970 | \$ 1,829,325 |
| <i>Provision for warranty obligations:</i> | | | | | |
| Year ended December 31, 2007 | \$ 367,549 | \$ 1,034,674 | \$ — | \$ 850,225 | \$ 551,998 |
| Year ended December 31, 2006 | \$ 418,811 | \$ 472,512 | \$ — | \$ 523,774 | \$ 367,549 |

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

None.

Item 9A(T). Controls and Procedures

Evaluation of disclosure controls and procedures

We maintain disclosure and control procedures that are designed to ensure that information required to be disclosed in reports filed under to the Securities and Exchange Act of 1934 (Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2007. Based upon that evaluation, the chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2007.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act). This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made in accordance with the authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detention of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements

At the conclusion of the year ended December 31, 2007, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our internal control over financial reporting. Management based this assessment on criteria for effective internal control over financial reporting described in "Internal Control —Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon that evaluation, the chief executive officer and chief financial officer concluded that our internal controls over financial reporting was effective as of December 31, 2007.

Because of its inherent limitations, internal controls may not prevent or detect misstatements. A control system, no matter how well designed and operated, can only provide reasonable, not absolute, assurance that the control system's objectives will be met. Also, projections of any evaluation of effectiveness as to future periods are subject to the risk that controls may become inadequate because

of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

This annual report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal control over financial reporting during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by Part III (Items 10, 11, 12, 13 and 14) of this Annual Report on Form 10-K is incorporated by reference to the Company's definitive proxy statement in connection with its Annual Meeting of Stockholders scheduled to be held in 2008, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's year ended December 31, 2007.

Item 11. Executive Compensation

See Item 10.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

See Item 10.

Item 13. Certain Relationships and Related Transactions, and Director Independence

See Item 10.

Item 14. Principal Accountant Fees and Services

See Item 10.

PART IV

Item 15. Exhibits and Financial Statement Schedules

| | <u>Page</u> |
|---|-------------|
| a) List of Financial Statements, Financial Statement Schedules, and Exhibits | |
| (1) List of Financial Statements | |
| The consolidated financial statements of the Company and its subsidiaries are included in Item 8 of Part II of this report. | 23 |
| (2) List of Financial Statement Schedules | |
| The following financial statement schedules of the Company and its subsidiaries are included in Item 8 of Part II of this report following the consolidated financial statements: | |
| Schedule II—Valuation and Qualifying Account and Reserves | 61 |
| All other schedules for which provision is made in the applicable accounting regulations of the Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted. | |
| (3) List of Exhibits | 66 |

The following exhibits are either included in this report or incorporated herein by reference as indicated below:

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 2.1 | Asset Purchase Agreement, dated as of June 30, 2004, by and among WM Texas International, L.P., a Texas limited partnership formerly known as Woodmark International, L.P., SH Georgia, Inc., a Georgia corporation formerly known as Stair House, Inc., Samuel G. Sherstad, WM Texas GP, LLC, WM Texas Partners, LLC and Woodmark International, L.P., a Delaware limited partnership (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated July 14, 2004, and amended September 10, 2004). Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish, supplementally, a copy of any exhibit or schedule omitted from the Asset Purchase Agreement to the Commission upon request. |
| 2.2 | Asset Purchase Agreement, dated December 13, 2004, among Rosenboom Machine & Tool, Inc., Green Manufacturing, Inc. and P&F Industries, Inc. (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated December 17, 2004, and amended March 4, 2005). Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish, supplementally, a copy of any exhibit or schedule omitted from the Asset Purchase Agreement to the Commission upon request. |
| 2.3 | Amendment to Asset Purchase Agreement, dated June 8, 2005, among Rosenboom Machine & Tool, Inc., Green Manufacturing, Inc. and P&F Industries, Inc. (Incorporated by reference to Exhibit 2.7 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005). |
| 2.4 | Asset Purchase Agreement, dated as of February 2, 2005, between Green Manufacturing, Inc. and Benko Products, Inc. (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated February 4, 2005). Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish, supplementally, a copy of any exhibit or schedule omitted from the Asset Purchase Agreement to the Commission upon request. |
| 2.5 | Asset Purchase Agreement, dated as of October 11, 2005, between Embassy Industries, Inc. and Mestek, Inc. (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated October 12, 2005). Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish, supplementally, a copy of any exhibit or schedule omitted from the Asset Purchase Agreement to the Commission upon request. |
| 2.6 | Asset Purchase Agreement, effective as of February 12, 2007, Hy-Tech Machine, Inc., a Delaware corporation, Hy-Tech Machine, Inc., a Pennsylvania corporation, Quality Gear and Machine, Inc. and HTM Associates (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated February 14, 2007). Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish, supplementally, a copy of any exhibit or schedule omitted from the Asset Purchase Agreement to the Commission upon request. |
| 2.7 | Agreement of Sale, effective as of February 12, 2007, Hy-Tech Machine, Inc., and HTM Associates (Incorporated by reference to Exhibit 2.2 to the Registrant's Current Report on Form 8-K dated February 14, 2007). |
| 3.1 | Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004). |

- 3.2** By-laws of the Registrant, as amended (Filed herein).
- 4.1** Rights Agreement, dated as of August 19, 2004, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent (Incorporated by reference to Exhibit 1 to the Registrant's Registration Statement on Form 8-A dated August 19, 2004).
- 4.2** Credit Agreement, dated as of June 30, 2004, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated July 14, 2004).
- 4.3** Amendment to Credit Agreement, dated June 24, 2005, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 27, 2005).
- 4.4** Amendment No. 2 to Credit Agreement, dated December 27, 2005, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
- 4.5** Amendment No. 3 to Credit Agreement, dated February 13, 2006, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
- 4.6** Amendment No. 4 to Credit Agreement, dated May 11, 2006, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 4.6 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
- 4.7** Amendment No. 5 to Credit Agreement, dated June 29, 2006, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 30, 2006).

- 4.8** Amendment No. 6 to Credit Agreement, dated August 31, 2006, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated August 31, 2006).
- 4.9** Amendment No. 7 to Credit Agreement, dated February 12, 2007, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., Continental Tool Group, Inc., Hy-Tech Machine, Inc. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated February 14, 2007).
- 4.10** Amendment No. 8 to Credit Agreement, dated as of June 29, 2007, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., Continental Tool Group, Inc. and Hy-Tech Machine, Inc., and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 29, 2007).
- 4.11** Amendment No. 9 and Waiver to Credit Agreement, dated as of November 9, 2007, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., Continental Tool Group, Inc., Hy-Tech Machine, Inc. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007).
- 4.12** Amendment No. 10 and Waiver to Credit Agreement, dated as of March 25, 2008, by and among the Registrant, Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., Woodmark International, L.P., Pacific Stair Products, Inc., WILP Holdings, Inc., Continental Tool Group, Inc., Hy-Tech Machine, Inc. and Citibank, N.A., as Administrative Agent, and the lenders party thereto (Filed herein).
- 4.13** Certain instruments defining the rights of holders of the long-term debt securities of the Registrant are omitted pursuant to Section (b)(4)(iii)(A) of Item 601 of Regulation S-K. The Registrant agrees to furnish supplementally copies of these instruments to the Commission upon request.
- 10.1** Second Amended and Restated Employment Agreement, dated as of May 30, 2001 and amended October 24, 2005, between the Registrant and Richard A. Horowitz (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated by reference to Exhibits 10.1 and 10.2 to the Registrant's Current Report on Form 8-K dated October 28, 2005).

- 10.2** Amendment to the Second Amended and Restated Employment Agreement, dated as of October 24, 2005, between the Registrant and Richard A. Horowitz and the 1994 Richard A. Horowitz Family Trust (Incorporated by reference to Exhibits 10.1 and 10.2 to the Registrant's Current Report on Form 8-K dated October 28, 2005).
- 10.3** Agreement, dated as of October 24, 2005, among the Registrant, Richard A. Horowitz and the 1994 Richard A. Horowitz Family Trust (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated October 28, 2005).
- 10.4** Executive Employment Agreement, dated February 12, 2007, among the Registrant and Richard A. Horowitz (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated February 12, 2007).
- 10.5** 1992 Incentive Stock Option Plan of the Registrant, as amended and restated as of March 13, 1997 (Incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003).
- 10.6** 2002 Stock Incentive Plan of the Registrant (Incorporated by reference to Exhibit 4.7 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002).
- 10.7** Executive 162(m) Bonus Plan of the Registrant effective as of January 1, 2006 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated May 31, 2006).
- 10.8** Contract of Sale, dated January 13, 2006, between the Registrant and J. D'Addario & Company, Inc. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated January 13, 2006).
- 10.9** First Amendment to Contract of Sale, dated March 8, 2006, between the Registrant and J. D'Addario & Company, Inc. (Incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
- 10.10** Contract of Sale, dated February 26, 2007, between the Registrant and Tell Realty LLC (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated February 27, 2007).

- 21** Subsidiaries of the Registrant (Filed herein).

- 23.1** Consent of the Registrant's Independent Registered Public Accounting Firm (Filed herein).

- 31.1** Certification of Richard A. Horowitz, Principal Executive Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herein).
- 31.2** Certification of Joseph A. Molino, Jr., Principal Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herein).

- 32.1** Certification of Richard A. Horowitz, Principal Executive Officer of the Registrant, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herein).

- 32.2** Certification of Joseph A. Molino, Jr., Principal Financial Officer of the Registrant, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herein).

A copy of any of the foregoing exhibits to this Annual Report on Form 10-K may be obtained, upon payment of the Registrant's reasonable expenses in furnishing such exhibit, by writing to P&F Industries, Inc., 445 Broadhollow Road, Suite 100, Melville New York 11747, Attention: Corporate Secretary.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

P&F INDUSTRIES, INC.

(Registrant)

By: /s/ RICHARD A. HOROWITZ

Richard A. Horowitz
Chairman of the Board
President
Principal Executive Officer
Principal Operating Officer
Date: March 28, 2008

By: /s/ JOSEPH A. MOLINO, JR.

Joseph A. Molino, Jr.
Vice President
Principal Financial and
Accounting Officer
Date: March 28, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

| Name | Title | Date |
|-------------------------|----------|----------------|
| /s/ ROBERT L. DUBOFSKY | | |
| Robert L. Dubofsky | Director | March 28, 2008 |
| /s/ JEFFREY D. FRANKLIN | | |
| Jeffrey D. Franklin | Director | March 28, 2008 |
| /s/ ALAN GOLDBERG | | |
| Alan Goldberg | Director | March 28, 2008 |
| /s/ RICHARD A. HOROWITZ | | |
| Richard A. Horowitz | Director | March 28, 2008 |
| /s/ SIDNEY HOROWITZ | | |
| Sidney Horowitz | Director | March 28, 2008 |
| /s/ DENNIS KALICK | | |
| Dennis Kalick | Director | March 28, 2008 |
| /s/ KENNETH M. SCHERIFF | | |
| Kenneth M. Scheriff | Director | March 28, 2008 |
| /s/ MITCHELL A. SOLOMON | | |
| Mitchell A. Solomon | Director | March 28, 2008 |

/s/ ROBERT M. STEINBERG

Robert M. Steinberg

Director

March 28, 2008

/s/ MARC A. UTAY

Marc A. Utay

Director

March 28, 2008

**BY-LAWS OF
P&F INDUSTRIES, INC.
(AS AMENDED)**

ARTICLE I.

OFFICES

SECTION 1. Principal Office. The registered office of P&F Industries, Inc. (the "corporation") shall be located in such place as may be provided from time to time in the Certificate of Incorporation.

SECTION 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or as the business of the corporation may require.

ARTICLE II.

STOCKHOLDERS

SECTION 1. Annual Meetings. The annual meeting of the stockholders of the corporation shall be held at such place, within or without the State of Delaware, on such date and at such time as may be determined by the board of directors and as shall be designated in the notice of said meeting.

SECTION 2. Special Meetings. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be held at any place, within or without the State of Delaware, and may be called by resolution of the board of directors, or by the Chairman or the President.

SECTION 3. Notice and Purpose of Meetings. Written or printed notice of the meeting stating the place, day and hour of the meeting and, in case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or the President to each stockholder of record entitled to vote at such meeting.

SECTION 4. Quorum. The holders of a majority of the shares of capital stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 5. Order of Business. At each meeting of the stockholders, the Chairman of the Board, or,

in the absence of the Chairman of the Board, the President, shall act as chairman. The order of business at each meeting shall be as determined by the chairman of the meeting. The chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the corporation, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the voting polls.

At any annual meeting of stockholders, only such business shall be conducted as shall have been brought before the annual meeting (i) by or at the direction of the chairman of the meeting or (ii) by any stockholder who complies with the procedures set forth in this Section 5.

For business properly to be brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in proper written form to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation not more than 180 days nor less than 120 days in advance of the date of the corporation's proxy statement released to stockholders in connection with the previous year's annual meeting. To be in proper form, a stockholder's notice to the Secretary shall set forth in writing as to each matter the stockholder proposes to bring the annual meeting the following information: (i) a description of the business desired to be brought before the annual meeting, consisting of 500 or fewer words conforming to the requirements of Schedule 14A of the Regulations of the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Regulations"); (ii) the reasons for conducting such business at the annual meeting; (iii) the name and address, as they appear on the corporations books, of the stockholder proposing such business; (iv) the class and number of shares of the corporation's capital stock which are beneficially owned by the stockholder and the length of the time during which the stockholder beneficially owned such shares; and (v) any material interest of the stockholder in such business. Notwithstanding anything in these by-laws to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Section 5. The chairman of an annual meeting shall, if the facts warrant, determine and declare to the annual meeting that business was not properly brought before the annual meeting in accordance with the provisions of this Section 5 and, if he should so determine, he shall so declare to the annual meeting and any such business not properly brought before the annual meeting shall not be transacted.

SECTION 6. Voting Process. If a quorum is present or represented the affirmative vote of a majority of the shares of stock present or represented at the meeting shall be the act of the stockholders unless the vote of a greater number of shares of stock is required by law, by the Certificate of Incorporation or by these by-laws. Each outstanding share of stock having voting power, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders. A shareholder may vote either in person or by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. The term, validity and enforceability of any proxy shall be determined in accordance with the General Corporation Law of the State of Delaware.

ARTICLE III.

DIRECTORS

SECTION 1. Powers, Number, Qualification and Term. The property, affairs and business of the corporation shall be managed by its board of directors, consisting of ten persons. The directors shall be elected for three year terms to succeed those whose terms then expire. If a vacancy shall occur in any class, the director elected to fill that vacancy shall be elected for the remaining term of that class. The directors shall have the power at any time when a stockholders' meeting is not in session to increase or decrease their own number by an amendment to these By-laws. If the number of directors be increased, the additional directors shall be elected for such terms as shall maintain equality in the annual classes, as nearly as may be practicable. Vacancies created by an amendment increasing the number of directors may be filled like other vacancies by a majority of the directors in office at that time. If the number of directors be reduced, the terms of directors remaining in office need not be changed, but the terms of the directors elected to succeed them shall be changed to the extent necessary to maintain equality in the annual classes, as nearly as may be practicable. The number of directors shall never be less than three. Directors need not be stockholders.

SECTION 2. Quorum. A majority of the members of the board of directors then acting at a meeting duly assembled shall constitute a quorum for the transaction of business, unless a greater number is required by law, by the Certificate of Incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3. Vacancies. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, except insofar as otherwise provided in the case of a vacancy or vacancies occurring by reason of removal by the stockholders, the remaining directors, although less than a quorum, may, by a majority vote, elect a successor or successors for the unexpired term or terms.

SECTION 4. Place of Meetings. Meetings of the board of directors, regular or special, may be held either within or without the State of Delaware.

SECTION 5. First Meeting. The first meeting of each newly elected board of directors shall be held immediately following and at the place of the annual meeting of stockholders and no other notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing or the attendance of all the directors.

SECTION 6. Regular Meetings. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the board.

SECTION 7. Special Meetings. Special meetings of the board of directors may be called by the Chairman or the President or by the number of directors who then legally constitute a quorum. Notice of each special meeting shall, if mailed, be addressed to each director at his last known address at least four (4) days prior to the date on which the meeting is to be held; or such notice shall be sent to each director at such address by telegram, telex, or facsimile, or be delivered to him personally, not later than one full day before the date on which such meeting is to be held.

SECTION 8. Notice; Waiver. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 9. Action Without a Meeting. Any action required or permitted to be taken at a meeting of

the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. In addition, meetings of the board may be held by means of conference telephone as permitted by the General Corporation Law of the State of Delaware.

SECTION 10. Action. Except as otherwise provided by law or in the Certificate of Incorporation or these by-laws, if a quorum is present the affirmative vote of a majority of the members of the board of directors present will be required for any action.

SECTION 11. Removal of Directors. Subject to any contrary provisions of law, a director may be removed only for cause, either by affirmative vote of the holders of a majority of the outstanding shares of stock entitled to vote for the election of directors or by affirmative vote of at least two thirds of the remaining members of the board. A finding of cause shall be made only upon notice to the director to be removed and opportunity to respond to evidence that the director is unfit to serve.

SECTION 12. Nominations. Subject to the rights of the holders of any class or series of stock having a preference over the Class A common stock as to dividends or upon liquidation, nominations for the election of directors may be made by the board of directors or by any stockholder entitled to vote for the election of directors. Any stockholder entitled to vote for the election of directors at a meeting may nominate persons for election as directors only if written notice of such stockholder's intent to make such nomination is given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation not later than (i) with respect to an election to be held at an annual meeting of stockholders, not more than 180 nor less than 120 days in advance of the date of the corporation's proxy statement released to stockholders in connection with the previous year's annual meeting; and (ii) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: (a) the name and address as they appear in the corporation's books of the stockholder who intends to make the nomination; (b) the name and address of the person or persons to be nominated; (c) a representation of the stockholder listing the class and number of shares of stock of the corporation beneficially held by him or her and that he or she intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (d) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (e) such other information regarding each nominee proposed by such stockholder as would have been required to be included in a proxy statement filed pursuant to Schedule 14A of the Regulations had each nominee been nominated, or intended to be nominated, by the board of directors; and (f) the consent of each nominee to serve as a director of the corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

ARTICLE IV.

COMMITTEES

SECTION 1. Committees. The Board may, by resolution adopted by a majority of the whole Board, designate one or more committees, each of which shall, except as otherwise prescribed by law, have such authority of the Board as shall be specified in the resolution of the Board designating such committee. A majority of all the members of such committee may determine its action and fix the time and place of its meeting, unless the Board shall otherwise provide. The Board shall have the power at any time to change the membership of, to fill all vacancies in and to discharge any such committee, either with or without

cause.

SECTION 2. Procedure; Meetings; Quorum. Regular meetings of the committees of the Board, of which no notice shall be necessary, may be held at such times and places as shall be fixed by resolution adopted by a majority of the members thereof. Special meetings of the committees of the Board shall be called at the request of the Chairman or a majority of members thereof. So far as applicable, the provisions of Article III of these By-laws relating to notice, quorum and voting requirements applicable to meetings of the Board shall govern meetings of the committees of the Board. Each committee of the Board shall keep written minutes of its proceedings and circulate summaries of such written minutes to the Board before or at the next meeting of the Board.

ARTICLE V.

OFFICERS

SECTION 1. Number. The board of directors at its first meeting after each annual meeting of stockholders shall choose a Chairman, a President, a Secretary and a Treasurer, none of whom need be a member of the board. The board of directors may also choose one or more Executive Vice Presidents, one or more vice presidents, assistant secretaries and assistant treasurers. The board of directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors. Two or more offices may be held by the same person.

SECTION 2. Compensation. The salaries or other compensation of all officers of the corporation shall be fixed by the board of directors. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that he is also a director.

SECTION 3. Term; Removal; Vacancy. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer may be removed at any time, with or without cause, by the Affirmative vote of a majority of the whole board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

SECTION 4. Chairman. The Chairman shall, if one be elected, preside at all meetings of the board of directors and shall be the chief executive officer of the corporation.

SECTION 5. President. The President shall be the chief operating officer of the corporation, shall preside at all meetings of the stockholders and the board of directors in the absence of the Chairman, shall have general supervision over the business of the corporation and shall see that all directions and resolutions of the board of directors are carried into affect.

SECTION 6. Executive Vice President. The Executive Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. If there shall be more than one Executive Vice President, the Executive Vice Presidents shall perform such duties and exercise such powers in the absence or disability of the President, in the order determined by the board of directors. The vice presidents shall in the absence or disability of the President and of the Executive Vice Presidents, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. If there shall be more than one vice president, the vice presidents shall perform such duties and exercise such powers in the absence or disability of the President and of the

Executive Vice President, in the order determined by the board of directors.

SECTION 7. Secretary. The Secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or President, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have the authority to affix the same to an instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

SECTION 8. Assistant Secretary. The assistant secretary, if there shall be one, or if there shall be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such powers as the board of directors may from time to time prescribe.

SECTION 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the Chairman, the President and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all of his transactions as Treasurer and of the financial condition of the corporation.

SECTION 10. Assistant Treasurer. The assistant treasurer, if there shall be one, or, if there shall be more than one, the assistant treasurers in the order determined by the board of directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI.

CAPITAL STOCK

SECTION 1. Form. Shares of the capital stock of the corporation may be certificated or uncertificated, as provided under the General Corporation Law of the State of Delaware. Each stockholder, upon written request to the transfer agent or registrar of the corporation, shall be entitled to a certificate of the capital stock of the corporation in such form as may from time to time be prescribed by the board of directors. Such certificate shall bear the corporation's seal and shall be signed by the Chairman, the President, an Executive Vice President or vice president and by the Treasurer or an assistant treasurer or the Secretary or an assistant secretary. The corporation's seal and the signatures by corporation officers may be facsimiles if the certificate is manually countersigned by an authorized person on behalf of a transfer agent or registrar other than the corporation or its employee. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such officer, transfer agent or registrar were such officer, transfer agent or registrar at the time of its issue. Every certificate for shares of stock which are subject to any restriction on transfer and every certificate issued when the corporation is authorized to issue more than one class or series of stock shall contain such legend with respect thereto as is required by law. The corporation shall be permitted to issue fractional shares.

SECTION 2. Transfer of Shares. Stock of the corporation shall be transferable in the manner prescribed by applicable law and in these By-Laws. Transfers of stock shall be made on the books of the corporation, and in the case of certificated shares of stock, only by the person named in the certificate or by such person's attorney lawfully constituted in writing and upon the surrender of the certificate therefor, properly endorsed for transfer and payment of all necessary transfer taxes; or, in the case of uncertificated shares of stock, upon receipt of proper transfer instructions from the registered holder of the shares or by such person's attorney lawfully constituted in writing, and upon payment of all necessary transfer taxes and compliance with appropriate procedures for transferring shares in uncertificated form; provided, however, that such surrender and endorsement, compliance or payment of taxes shall not be required in any case in which the officers of the corporation shall determine to waive such requirement. With respect to certificated shares of stock, every certificate exchanged, returned or surrendered to the corporation shall be marked "Cancelled," with the date of cancellation, by the secretary or assistant secretary of the corporation or the transfer agent thereof. No transfer of stock shall be valid as against the corporation for any purpose until it shall have been entered in the stock records of the corporation by an entry showing from and to whom transferred.

SECTION 3. Lost Certificates. The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed. If such shares have ceased to be certificated, a new certificate shall be issued only upon written request to the transfer agent or registrar of the corporation.

ARTICLE VII.

INDEMNIFICATION

SECTION 1. (a) The corporation shall indemnify, subject to the requirements of subsection (d) of this Section, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests, of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify, subject to the requirements of subsection (d) of this Section, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Section, or in defense of any claim, issue or matter therein, the corporation shall indemnify him against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this Section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the

circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this Section. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred by a director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section shall not limit the corporation from providing any other indemnification or advancement of expenses permitted by law nor shall they be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Section.

(h) For the purposes of this Section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who in or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this Section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Section.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall, unless otherwise provided when authorized or ratified by the board of directors, continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs executors and administrators of such a person.

(k) For purposes of this Article the term "corporation" shall include wholly-owned subsidiaries of the corporation.

ARTICLE VIII.

GENERAL PROVISIONS

SECTION 1. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

SECTION 2. Fiscal Year. The fiscal year of the corporation shall be determined, and may be changed, by resolution of the board of directors.

SECTION 3. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IX.

AMENDMENTS

SECTION 1. These by-laws may be altered, amended, supplemented or repealed or new by-laws may be adopted by a resolution adopted by a majority of the whole board of directors at any regular or special meeting of the board.

Adopted by the Board of Directors of P&F Industries, Inc. on September 23, 1999.

**AMENDMENT NO. 10 AND WAIVER TO
CREDIT AGREEMENT**

AMENDMENT NO. 10 AND WAIVER, dated as of March 25, 2008 (the “Amendment and Waiver”) to the Credit Agreement, dated as of June 30, 2004, by and among **P&F INDUSTRIES, INC.**, a Delaware corporation (“P&F”), **FLORIDA PNEUMATIC MANUFACTURING CORPORATION**, a Florida corporation (“Florida Pneumatic”), **EMBASSY INDUSTRIES, INC.**, a New York corporation (“Embassy”), **GREEN MANUFACTURING, INC.**, a Delaware corporation (“Green”), **COUNTRYWIDE HARDWARE, INC.**, a Delaware corporation (“Countrywide”), **NATIONWIDE INDUSTRIES, INC.**, a Florida corporation (“Nationwide”), **WOODMARK INTERNATIONAL, L.P.**, a Delaware limited partnership (“Woodmark”), **PACIFIC STAIR PRODUCTS, INC.**, a Delaware corporation (“Pacific”), **WILP HOLDINGS, INC.**, a Delaware corporation (“WILP”), **CONTINENTAL TOOL GROUP, INC.**, a Delaware corporation (“Continental”) and **HY-TECH MACHINE, INC.**, a Delaware corporation (“Hy-Tech”; and collectively with P&F, Florida Pneumatic, Embassy, Green, Countrywide, Nationwide, Woodmark, Pacific, WILP and Continental, the “Co-Borrowers”), **CITIBANK, N.A.** and **HSBC BANK USA, NATIONAL ASSOCIATION** (formerly known as HSBC Bank USA) (collectively, the “Lenders”) and **CITIBANK, N.A.**, as Administrative Agent for the Lenders (as same has been and may be further amended, restated, supplemented or otherwise modified, from time to time, the “Credit Agreement”).

RECITALS

The Co-Borrowers, the Lenders and the Administrative Agent have agreed, subject to the terms and conditions of this Amendment and Waiver, to amend and waive certain provisions of the Credit Agreement as herein set forth.

Accordingly, in consideration of the premises and of the mutual covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. Amendment. The definition of “Consolidated Current Maturities on Long Term Debt” in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety to provide as follows:

“Consolidated Current Maturities on Long Term Debt” shall mean, on any date of determination, the aggregate principal payments made during the prior twelve (12) month period with respect to all Indebtedness which is classified as long term debt on the Consolidated financial statements of P&F and its Subsidiaries, as calculated in accordance with GAAP.

2. Waiver.

Compliance with Section 7.13(e) of the Agreement, No Consolidated Net Loss, is hereby waived for the fiscal year ended December 31, 2007, provided that Consolidated Net Loss was not greater than \$14,500,000 at the end of such fiscal year.

3. Conditions of Effectiveness

This Amendment and Waiver shall become effective as of the date hereof, upon receipt by the Bank of this Amendment and Waiver, duly executed by the Co-Borrowers.

3. Miscellaneous.

(a) Capitalized terms used herein and not otherwise defined herein shall have the same meanings as defined in the Credit Agreement.

(b) Except as expressly amended and waived hereby, the Credit Agreement shall remain in full force and effect in accordance with the terms thereof. The Credit Agreement is ratified and confirmed in all respects by the Co-Borrowers. The amendment and waiver herein contained are limited specifically to the matters set forth above and do not constitute directly or by implication an amendment or waiver of any other provision of the Credit Agreement or any Default or Event of Default which may occur or may have occurred under the Credit Agreement.

(c) Each Co-Borrower hereby represents and warrants that (i) the representations and warranties by the Co-Borrowers pursuant to the Credit Agreement and each other Loan Document are true and correct on the date hereof, and (ii) no Default or Event of Default exists.

(d) This Amendment and Waiver may be executed in one or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one agreement.

(e) This Amendment and Waiver shall constitute a Loan Document.

[next page is signature page]

IN WITNESS WHEREOF, the Co-Borrowers, the Lenders and the Administrative Agent have caused this Amendment and Waiver to be duly executed by their duly authorized officers as of the day and year first above written.

P&F INDUSTRIES, INC.
FLORIDA PNEUMATIC MANUFACTURING CORPORATION
EMBASSY INDUSTRIES, INC.
GREEN MANUFACTURING, INC.
COUNTRYWIDE HARDWARE, INC.
NATIONWIDE INDUSTRIES, INC.
WOODMARK INTERNATIONAL, L.P.
By: Countrywide Hardware, Inc., its General Partner
PACIFIC STAIR PRODUCTS, INC.
WILP HOLDINGS, INC.
CONTINENTAL TOOL GROUP, INC.
HY-TECH MACHINE, INC.

By: /s/ Joseph A. Molino, Jr.
Joseph A. Molino, Jr., the Vice President of each of the corporations named above

CITIBANK, N.A., as a Lender and as Administrative Agent

By: /s/ Stephen Kelly
Stephen Kelly, Vice President

HSBC BANK USA, NATIONAL ASSOCIATION, as a Lender

By: /s/ Raymond Fincken
Raymond Fincken, Vice President

[QuickLinks](#) -- Click here to rapidly navigate through this document

EXHIBIT 21

P&F INDUSTRIES, INC.

SUBSIDIARIES OF THE REGISTRANT

Continental Tool Group, Inc., a Delaware Corporation

Hy-TechMachine, Inc., a Delaware Corporation

Florida Pneumatic Manufacturing Corporation, a Florida Corporation

d/b/a Universal Tool

d/b/a Pipemaster

d/b/a Berkley Tool

d/b/a Franklin Manufacturing

Countrywide Hardware, Inc., a Delaware Corporation

Nationwide Industries, Inc., a Florida Corporation

Pacific Stair Products, Inc., a Delaware Corporation

WILP Holdings, Inc., a Delaware Corporation

Woodmark International L.P., a Delaware Limited Partnership

d/b/a Stair House

Embassy Industries, Inc., a New York Corporation

Green Manufacturing, Inc. a Delaware Corporation

QuickLinks

[EXHIBIT 21](#)

[P&F INDUSTRIES, INC.](#)

[SUBSIDIARIES OF THE REGISTRANT](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

EXHIBIT 23.1

P&F INDUSTRIES, INC.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 27, 2008, accompanying the consolidated financial statements and schedule included in the Annual Report of P&F Industries, Inc. and Subsidiaries on Form 10-K for the year ended December 31, 2007. We hereby consent to the incorporation by reference of said report in the Registration Statements of P&F Industries, Inc. and Subsidiaries, on Forms S-8 (File No. 333-22047, effective February 18, 1997 and File No. 333-90562, effective June 14, 2002).

/s/ Grant Thornton LLP

Melville, New York

March 27, 2008

QuickLinks

[EXHIBIT 23.1](#)

[P&F INDUSTRIES, INC.](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

P&F INDUSTRIES, INC.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard A. Horowitz, certify that:

1. I have reviewed this Annual Report of P&F Industries, Inc. on Form 10-K (this "report") for the year ended December 31, 2007;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date March 28, 2008

/s/ RICHARD A. HOROWITZ

Richard A. Horowitz
Principal Executive Officer

QuickLinks

[EXHIBIT 31.1](#)

[P&F INDUSTRIES, INC.](#)

[CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

P&F INDUSTRIES, INC.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph A. Molino, Jr., certify that:

1. I have reviewed this Annual Report of P&F Industries, Inc. on Form 10-K (this "report") for the year ended December 31, 2007;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date March 28, 2008

/s/ JOSEPH A. MOLINO, JR.

Joseph A. Molino, Jr.
Principal Financial Officer

QuickLinks

[EXHIBIT 31.2](#)

[P&F INDUSTRIES, INC.](#)

[CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

P&F INDUSTRIES, INC.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of P&F Industries, Inc. (the "Company") on Form 10-K for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard A. Horowitz, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date March 28, 2008

/s/ RICHARD A. HOROWITZ

Richard A. Horowitz
Principal Executive Officer

QuickLinks

[EXHIBIT 32.1](#)

[P&F INDUSTRIES, INC.](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

P&F INDUSTRIES, INC.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of P&F Industries, Inc. (the "Company") on Form 10-K for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph A. Molino, Jr., Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date March 28, 2008

/s/ JOSEPH A. MOLINO, JR.

Joseph A. Molino, Jr.
Principal Financial Officer

QuickLinks

[EXHIBIT 32.2](#)

[P&F INDUSTRIES, INC.](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)