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

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FORM 8-K/A
(Amendment No. 3)

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

Date of Report (Date of earliest event reported): **April 21, 2011**

GRIFFON CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware	1-06620	11-1893410
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

712 Fifth Avenue, 18th Floor New York, New York	10019
(Address of Principal Executive Offices)	(Zip Code)

(212) 957-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This Current Report on Form 8-K/A (Amendment No. 3) amends the Current Report on Form 8-K of Griffon Corporation (the "Company" or "Griffon") filed with the Securities and Exchange Commission (the "Commission") on October 1, 2010, as amended pursuant to a Form 8-K/A (Amendment No. 1) filed with the Commission on November 12, 2010 and as further amended pursuant to a Form 8-K/A (Amendment No. 2) filed with the Commission on November 16, 2010, related to the Company's acquisition of Ames True Temper, Inc. and certain affiliated companies ("ATT") from an affiliate of Castle Harlan, Inc., pursuant to a Stock Purchase Agreement dated as of July 19, 2010. This Form 8-K/A (Amendment No. 3) is filed for the following purposes:

- to replace the Unaudited Pro Forma Condensed Combined Statements of Operations for the year ending September 30, 2009 (previously filed as part of exhibit 99.1 to the Current Report on Form 8-K/A (Amendment No. 1) filed with the Commission on November 12, 2010) with a new schedule for the same period;

- to replace the Unaudited Pro Forma Condensed Combined Statements of Operations for the nine months ending June 30, 2010 (previously filed as part of exhibit 99.1 to the Current Report on Form 8-K/A, (Amendment No. 1) filed with the Commission on November 12, 2010) with a new schedule for the year ending September 30, 2010; and

- to replace the Supplemental Pro Forma Financial Information (Unaudited Pro Forma Financial Information for each of the quarters in Fiscal 2009 and 2010) (previously filed as exhibit 99.3 to the Current Report on Form 8-K/A (Amendment No. 2) filed with the Commission on November 16, 2010) with a new schedule for the same periods.

The pro forma financial information filed herewith has been modified to remove adjustments for deal costs and management fees that were reflected in the original pro forma financial information previously filed with the Commission. We replaced the unaudited pro forma condensed combined statements of operations for the nine months ending June 30, 2010 with the new schedule for the year ending September 30, 2010, as the full year information is now available. The purchase of ATT closed on September 30, 2010; therefore, the Unaudited Pro Forma Condensed Combined Balance Sheet at June 30, 2010 is replaced by the separate historical consolidated balance sheet of Griffon at September 30, 2010 (together with the related notes) included in Griffon's Annual Report on Form 10-K for the year ended September 30, 2010.

Also included as an exhibit to this Current Report on Form 8-K/A are the consolidated financial statements of, and the report of independent certified public accountants on, ATT Holding Co. for the fiscal year ended September 30, 2010.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The consolidated financial statements of, and the report of independent certified public accountants on, ATT Holding Co. for the fiscal year ended September 30, 2010 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(b) *Pro Forma Financial Information*

The unaudited pro forma condensed combined statements of operations for the fiscal year ended September 30, 2009 and 2010, in each case giving effect to the acquisition of ATT, is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The supplemental pro forma financial Information for each of the four quarters in fiscal 2009 and each of the four quarters in fiscal 2010, in each case giving effect to the acquisition of ATT, is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

(d) *Exhibits*

Exhibit Number	**Exhibit Title**
23.1	Consent of Grant Thornton LLP
99.1	Consolidated financial statements of, and the report of independent certified public accountants on, ATT Holding Co. for the fiscal year ended September 30, 2010.
99.2	Unaudited pro forma condensed combined statements of operations for the fiscal year ended September 30, 2009 and 2010, in each case giving effect to the acquisition of ATT.
99.3	Supplemental pro forma financial information for each of the four quarters in fiscal 2009 and each of the four quarters in fiscal 2010, in each case giving effect to the acquisition of ATT.

SIGNATURE

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

Dated April 21, 2011	GRIFFON CORPORATION.
	By: /s/ Douglas J. Wetmore
	Name: Douglas J. Wetmore
	Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 21, 2011 with respect to the consolidated financial statements of ATT Holding Co. included in this Current Report of Griffon Corporation on Form 8-K. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Griffon Corporation on Form S-3 (File No. 333-158273, effective May 18, 2009), Form S-4 (File No. 333-158274, effective May 18, 2009) and Forms S-8 (File No. 33-39090, effective February 22, 1991, File No. 33-62966, effective May 19, 1993, File No. 33-52319, effective February 18, 1994, File No. 333-21503, effective February 10, 1997, File No. 333-62319, effective August 26, 1998, File No. 333-84409, effective August 3, 1999, File No. 333-67760, effective August 17, 2001, File No. 333-88422, effective May 16, 2002, File No. 333-102742, effective January 27, 2003, File No. 333-131737, effective February 10, 2006, File No. 333-133833, effective May 5, 2006, File No. 333-149811, effective March 19, 2008, File No. 333-157190, effective February 9, 2009 and File No. 333-172162, effective February 10, 2011).

/s/ GRANT THORNTON LLP

Cincinnati, Ohio
April 21, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholder
ATT HOLDING CO.

We have audited the accompanying balance sheet of ATT Holding Co. (a Delaware corporation) and subsidiaries (the "Company") as of September 30, 2010, and the related statement of operations, stockholders' deficit, and cash flows for the period ended September 30, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ATT Holding Co. as of September 30, 2010, and the results of their operations and their cash flows for the period ended September 30, 2010, in conformity with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP

Cincinnati, Ohio
April 21, 2011

ATT HOLDING CO. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In Thousands, Except Shares and Per Share Amounts)

		September 30, 2010
Assets		
Current assets:		
Cash and cash equivalents	$	27,649
Trade receivables, net		52,483
Inventories, net		104,550
Prepaid expenses and other current assets		10,531
Total current assets		195,213
Property, plant and equipment, net		39,704
Intangibles, net		58,670
Goodwill		58,342
Other noncurrent assets		3,951
Total assets	$	355,880
Liabilities and stockholder's deficit		
Current liabilities:		
Trade payables	$	18,378
Accrued interest payable		5,118
Accrued expenses and other current liabilities		40,205
Revolving loan		11,000
Current portion of long-term debt and capital lease obligations		197
Total current liabilities		74,898
Deferred income taxes		14,535
Long-term debt		300,153
Accrued retirement benefits		59,579
Other liabilities		13,153
Total liabilities		462,318
Commitments and contingencies		
Stockholder's deficit:		
Preferred stock—Series A, $.0001 per share par value; 100,000 shares authorized; 62,495 shares issued and outstanding as of September 30, 2010 (Liquidation preference of $62,495)		—
Common stock—Class A, $.0001 per share par value; 1,600,000 shares authorized; 726,556 shares issued and outstanding as of September 30, 2010		—
Common stock—Class B, $.0001 per share par value; 300,000 shares authorized; 267,448 shares issued and outstanding as of September 30, 2010		—
Additional paid-in capital		111,176
Predecessor basis adjustment		(13,539)
Accumulated deficit		(155,797)
Accumulated other comprehensive loss		(48,278)
Total stockholder's deficit		(106,438)
Total liabilities and stockholder's deficit	$	355,880

The accompanying notes to the consolidated financial statements are an integral part of this statement.

ATT HOLDING CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands)

	Period ended September 30, 2010
Net sales	$ 427,917
Cost of goods sold	289,957
Gross profit	137,960
Selling, general and administrative expenses	91,884
Gain on disposal of fixed assets	(11)
Amortization of intangible assets	1,369
Impairment charges	102
Operating income	44,616
Interest expense	26,592
Other expense	662
Income before income taxes	17,362
Income tax expense	5,887
Net income	$ 11,475

The accompanying notes to the consolidated financial statements are an integral part of this statement.

ATT HOLDING CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDER'S DEFICIT
(In Thousands, Except Shares)

	(a) Series A Preferred Stock Shares	(a) Class A Common Stock Shares	(a) Class B Common Stock Shares	Additional Paid-in Capital	Predecessor Basis Adjustment	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholder's Deficit
Balance at October 3, 2009	62,495	726,556	267,448	$ 111,168	$ (13,539)	$ (167,272)	$ (41,931)	$ (111,574)
Net income	—	—	—	—	—	11,475	—	11,475
Other comprehensive income (loss):								
Foreign currency translation adjustment	—	—	—	—	—	—	3,512	3,512
Minimum pension liability, net of tax	—	—	—	—	—	—	(8,739)	(8,739)
Change in fair value of interest rate swaps, net of tax	—	—	—	—	—	—	(1,120)	(1,120)
Comprehensive income	—	—	—	—	—	—	—	5,128
Other	—	—	—	8	—	—	—	8
Balance at September 30, 2010	62,495	726,556	267,448	$ 111,176	$ (13,539)	$ (155,797)	$ (48,278)	$ (106,438)

(a) Par value per share as of September 30, 2010 is $0.0001.

The accompanying notes to the consolidated financial statements are an integral part of this statement.

ATT HOLDING CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In Thousands)

	Period ended September 30, 2010
Cash Flows from Operating Activities	
Net income	$ 11,475
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation expense	13,020
Amortization of intangible assets	1,369
Amortization of loan fees	2,182
Provision for bad debts	17
Provision for deferred taxes	1,455
Gain on disposal of property, plant and equipment	(11)
Amortization of bond discount	107
Foreign currency losses	144
Impairment charges other	300
Impairment charges related to acquisition of business	(198)
Changes in assets and liabilities:	
Trade receivables	(6,839)
Inventories	(9,483)
Prepaid expenses and other assets	(4,166)
Trade payables	(179)
Accrued expenses and other liabilities	9,876
Net cash provided by operating activities	19,069
Cash Flows from Investing Activities	
Acquisition of business	(12,735)
Cash paid for property, plant and equipment	(7,135)
Proceeds from the sale of property, plant and equipment	333
Net cash used in investing activities	(19,537)
Cash Flows from Financing Activities	
Repayments of long-term debt	(479)
Borrowings on revolver	118,620
Repayments of revolver	(125,120)
Principal payments under capital lease obligations	(89)
Net cash used in financing activities	(7,068)
Effect of exchange rate changes on cash	1,576
Decrease in cash and cash equivalents	(5,960)
Cash and cash equivalents at beginning of period	33,609
Cash and cash equivalents at end of period	$ 27,649
Supplemental Cash Flow Information	
Cash paid for interest	$ 24,769
Cash paid for income taxes	$ 2,525
Property, plant and equipment in trade accounts payable at end of period	$ 379
Equipment acquired under capital lease obligations	$ 531

The accompanying notes to the consolidated financial statements are an integral part of this statement.

1. Formation and Description of Business

ATT Holding Co. and its subsidiaries (the "Company") is a global provider of non-powered landscaping products that make work easier for homeowners and professionals. Products are sold primarily in the U.S. and Canada through (1) retail centers, including home centers and mass merchandisers, (2) wholesale chains, including hardware stores and garden centers and (3) industrial distributors. The Company offers the following 8 distinct product lines: long handle tools, wheelbarrows, planters, garden hoses and hose reels, snow tools, striking tools, pruning tools, and Hound Dog specialty tools.

The Company's fiscal year ends on the Saturday nearest to September 30 except for the fiscal year ended September 30, 2010. Due to the acquisition of the Company by Griffon Corporation ("Griffon"), fiscal 2010 ended on the same date the acquisition was completed, September 30, 2010. These financial statements represent the historical period immediately prior to the moment the acquisition was completed, and as such do not reflect any of the subsequent purchase accounting. See Note 17 for further information.

Prior to the acquisition, the Company was owned 87% by Castle Harlan, a New York based private-equity investment firm and 13% by current and prior management through their stakes in the Company's parent CHATT Holdings Inc.

2. Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the reporting period. These estimates may be adjusted due to changes in economic, industry or customer financial conditions, as well as, changes in technology or demand. Significant estimates include allowances for doubtful accounts receivable and returns, customer programs and contractual allowances, net realizable values of inventories, valuation of goodwill and intangible assets, pension assumptions, useful lives associated with depreciation and amortization of intangible and fixed assets, sales incentive accruals, product warranty costs, income tax and tax valuation reserves, legal reserves, insurance reserves and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results could differ from the estimates.

Principles of Consolidation

The accompanying consolidated financial statements contained herein include the accounts of ATT Holding Co. and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash equivalents represent short-term, highly liquid investments, which have maturities of 90 days or less when purchased. Cash equivalents primarily consist of overnight commercial paper, highly-rated liquid money market funds backed by U.S. Treasury securities and U.S. Agency securities, as well as insured bank deposits. The Company had cash in non-U.S. bank accounts of approximately $11,800 at September 30, 2010. The majority of these amounts are covered by government insurance or backed by government securities. The Company evaluates all institutions and funds that hold its cash and cash equivalents. The carrying amount of cash and cash equivalents approximates fair value.

Accounts Receivable

Accounts receivable is composed principally of trade accounts receivable that arise from the sale of goods on account and is stated at historical cost. Accounts receivable are reported net of an allowance for doubtful accounts, customer program reserves and cash discounts. The allowance for doubtful accounts is based on management's estimate of the amount of receivables that will actually be collected including consideration of historical levels of write-off. Accounts are considered past due based on how payments are received compared to the customer's credit terms. Accounts are written off when management determines the account is uncollectible. Finance charges are generally not assessed on past due accounts. Customer program reserves are management's estimates of amounts due for volume discounts and co-op advertising programs to certain customers. Cash discounts are management's estimate of the customers' ability to pay within the billing terms in order to receive the discount. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. Historically, credit losses have been within management's estimates. The provision related to the allowance for doubtful accounts was recorded in selling, general and administrative expenses in the accompanying consolidated statement of operations for the period ended September 30, 2010.

Trade receivables at September 30, 2010 are as follows:

Trade receivables	$ 64,851
Allowance for doubtful accounts	(372)
Customer programs and contractual allowances	(11,996)
	$ 52,483

The Company's two largest customers represented approximately 31% and 20% of the net sales for the period ended September 30, 2010. These customers represented 34% and 15% of trade receivables at September 30, 2010. The top ten largest customers represented approximately 73% of net sales for the period ended September 30, 2010.

Inventories

Inventories are stated at the lower of cost, which is determined by the first-in, first-out method, or market. Inventories include the cost of raw materials, labor and manufacturing overhead. The Company makes provisions for obsolete or slow-moving inventories as necessary to properly reflect inventory at the lower of cost or market.

Inventories at September 30, 2010 are as follows:

Finished goods	$ 69,267
Work in process	12,950
Raw materials	22,333
	$ 104,550

Investments in Joint Ventures

The Company has investments in three cooperative joint ventures in China with certain exclusive marketing rights to sell, outside China, products manufactured by the three separate joint ventures. The Company accounts for its joint venture investments in accordance with the cost method. Joint venture investments are included in other noncurrent assets in the accompanying consolidated balance sheet. The Company's interests in the joint ventures range between 25% and 35% and the Company does not share in either the profit or loss. The Company has minority representation on the board of directors of each joint venture and does not receive financial information for the joint ventures. The Company purchased finished goods and components from the joint ventures in the amount of $27,512 for the period ended September 30, 2010.

Property, Plant and Equipment

Property, plant and equipment are stated on the basis of cost less accumulated depreciation provided under the straight-line method. Buildings and building improvements are depreciated based on lives of 25 and 10 years, respectively. Land improvements and leasehold improvements are depreciated based on lives of 15 and 20 years (or less, depending on the life of the lease), respectively. Machinery and equipment is depreciated based on lives ranging from 3 to 7 years and furniture and fixtures based on lives ranging from 5 to 7 years. Expenditures for major additions and improvements are capitalized, while minor replacements, maintenance and repairs are charged to expense as incurred. When property is retired or otherwise disposed of, the costs and accumulated depreciation are removed from the accounts. Any resulting gain or loss is recognized currently. Construction in progress is comprised of ongoing development costs associated with upgrades and additions. Depreciation expense, which includes amortization of assets under capital leases, was $13,020 for the period ended September 30, 2010 and was calculated on a straight-line basis over the estimated useful lives of the assets.

For the period ended September 30, 2010 the Company had no recorded amounts for capitalized interest costs included in property, plant and equipment. The original cost of fully-depreciated property, plant and equipment remaining in use at September 30, 2010 was approximately $19,500.

A summary of property, plant and equipment at September 30, 2010 is as follows:

Land and improvements	$ 1,833
Buildings and improvements	20,565
Machinery and equipment	72,601
Furniture and fixtures	6,211
Computer hardware	3,978
Computer software	9,693
Assets under capital leases	338
Construction in progress	3,240
	118,459
Less accumulated depreciation	(78,755)
Net property, plant and equipment	$ 39,704

Definite—Lived Long-Lived Assets

The Company reviews long-lived assets for impairment, other than goodwill and indefinite-lived intangible assets which are separately tested for impairment, whenever circumstances change that indicate the recorded value of an asset may not be recoverable. If such indicators are present, the Company determines whether the sum of the estimated undiscounted future cash flows attributable to such assets is less than their carrying amount. An impairment loss based on the excess of the carrying amount of the assets over their fair value is recorded if the calculated future cash flows is less than the carrying amount of the assets. For the period ended September 30, 2010, the Company recorded no impairment charges related to fixed assets.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and intangible assets with indefinite useful lives are not subject to amortization and are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company performs its annual impairment tests for goodwill and trade names as of the period-end balance sheet date. Goodwill is tested on a geographic reporting unit basis.

The Company uses a two-step impairment approach in testing for goodwill impairment. The first step of testing includes three valuation techniques, publicly traded methodology, transaction methodology and discounted cash flow methodology with weightings of 40%, 20% and 40%, respectively.

Due to the acquisition of the Company by Griffon as discussed in Note 17, the Company did not perform the annual impairment testing for goodwill and indefinite-lived intangible assets as of September 30, 2010. Preliminary valuations performed in connection with the acquirers purchase accounting indicated that the fair value of the assets exceeded their carrying value.

The Company’s indefinite lived intangible assets consist solely of trade names. The relief from royalty method is used to estimate the fair value of the trade names. If the fair value exceeds the carrying value, no impairment is recorded. If the carrying value exceeds the fair value, an impairment charge is recorded for the difference.

During the period ended September 30, 2010, the Company reduced its forecast for Dynamic Design branded sales due to a shift in branding strategies by certain customers whereby the mix of sales was less heavily weighted with Dynamic Design branded product. This led the Company to conclude an interim impairment assessment should be performed. The Company concluded the reduction in forecasted branded sales led to a reduction in Dynamic Design’s trade name fair value. As a result, the Company recorded an impairment charge in the amount of $300 within the U.S. segment. The impairment is included in impairment charges in the accompanying consolidated statement of operations.

Debt Issuance Costs

The Company records deferred financing costs incurred in conjunction with its debt obligations within other noncurrent assets in the accompanying balance sheet. These costs are capitalized then amortized using the effective interest method over the lives of the associated debt to interest expense. Total deferred financing costs, net of accumulated amortization at September 30, 2010 were $2,820.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities at September 30, 2010 include the following amounts:

Accrued compensation and benefits	$ 22,194
Deferred tax liability	3,917
Other	14,094
	$ 40,205

Income Tax

Income taxes are accounted for under the asset and liability method. 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 operating loss and tax credit carryforwards. 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 a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred taxes is dependent upon the generation of future taxable income during the periods in which those temporary differences and net operating loss carryforwards become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

The Company recognizes the impact of a tax position in the consolidated financial statements if the position is more likely than not of being sustained under audit based on the technical merits of the position. The Company records interest and penalties on unrecognized tax benefits as income tax expense.

Revenue and Cost Recognition

Revenue is recognized upon shipment of products or delivery of products to the customer depending on the terms of the sale and whether persuasive evidence of an arrangement exists, the selling price is fixed and determinable and collectability is reasonably assured. The Company offers volume discounts and co-op advertising programs and store service support to certain of its customers. Discounts, co-op advertising program costs and store service fees are estimated and accrued for at the time of sale to the customer based on expected annual rates at established volume thresholds. The adequacy of accruals is re-assessed quarterly, monitoring the customer’s progress toward earning any applicable volume rebate. Discounts provided to customers and expenses associated with co-op advertising are recorded as a reduction of sales. Provisions are made for estimated sales returns and allowances, including product warranty costs, at the time of sale. Such amounts, which are included in net sales in the accompanying consolidated statement of operations, totaled $7,619 for the period ended September 30, 2010.

Shipping and Handling Costs

All shipping and handling costs are expensed as incurred. Costs incurred to ship product from the manufacturing facilities and distribution centers to customers are included in costs of goods sold in the accompanying consolidated statement of operations and totaled $9,917 for the period ended September 30, 2010. Costs to ship the product from manufacturing facilities to the main distribution center are included in selling, general and administrative expenses in the accompanying consolidated statement of operations and totaled $3,992 for the period ended September 30, 2010.

Advertising Costs

Advertising costs are expensed as incurred. Such amounts totaled $3,534 for the period ended September 30, 2010 and are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

Research and Development Costs

Research and development costs are expensed as incurred. Such amounts totaled $1,627 for the period ended September 30, 2010 and are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

Foreign Currency Translation

The financial statements of the Company's foreign operations are measured using the local currency as the functional currency. Assets and liabilities of foreign subsidiaries are translated at the exchange rates as of the balance sheet date. Resulting translation adjustments are recorded in the currency translation adjustment account, a separate component of accumulated other comprehensive (loss) income. Income and expense items are translated at average monthly exchange rates. Gains and losses from foreign currency transactions are included in other expense in the accompanying consolidated statement of operations.

Accumulated Other Comprehensive Loss

Comprehensive loss is defined as net income and other changes in stockholder's deficit from transactions and other events from sources other than stockholders. The components of and changes in other comprehensive loss at September 30, 2010 are as follows:

	Beginning Balance	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount	Ending Balance
Currency translation adjustment	$ 11,012	$ 3,512	$ —	$ 3,512	$ 14,524
Change in accrued benefit liability	(50,218)	(8,739)	—	(8,739)	(58,957)
Interest rate swaps	(2,725)	(1,120)	—	(1,120)	(3,845)
	$ (41,931)	$ (6,347)	$ —	$ (6,347)	$ (48,278)

Material Suppliers

During fiscal 2010 one supplier accounted for approximately 10% of the Company's total raw material purchases.

Pension and Other Postretirement Benefits

The Company uses certain assumptions in the calculation of the actuarial valuation of defined benefit plans. These assumptions include the weighted average discount rate, rates of increase in compensation levels and expected long-term rates of return on assets. The assumptions utilized in recording the Company's defined benefit plan obligations are believed to be reasonable based on experience and advice from independent actuaries; however, differences in actual experience or changes in assumptions may materially affect the Company's financial position or results of operations.

The Company recognizes in its consolidated balance sheet an asset for a defined benefit postretirement plan's overfunded status or a liability for a plan's underfunded status, measures a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the Company's fiscal year and recognizes changes in the funded status of a defined benefit postretirement plan in comprehensive income in the year in which the change occurs.

Fair Value of Financial Instruments

The Company's financial instruments include cash and cash equivalents, trade receivables, trade payables, derivatives and debt. Because of short term maturities, the carrying amounts of cash and cash equivalents, trade receivables, trade payables and the Revolving loan approximate fair value.

The Company's assets and liabilities that are measured at fair value, defined as the exit price or the price that would be received to sell the asset or paid to transfer the liability at the measurement date, on a recurring basis relate to the Company's derivative contracts which are mainly comprised of interest rate swaps and foreign currency forward contracts. The Company utilizes a present value technique to fair value each derivative contract. The Company calculates the present value of future expected cash flows using a discount rate commensurate with the underlying risk of the debtor. If the derivative represents a liability to the Company, the Company's incremental borrowing rate was utilized as the discount rate in the present value calculation. If the derivative represents an asset to the Company, the recorded value includes an estimate of a credit risk adjustment for the counterparty. No changes to valuation techniques were made during the period.

As of September 30, 2010, the Company's interest rate swaps are in a liability position and no foreign currency forward contracts are outstanding. The interest rate swaps were terminated on October 6, 2010. As a result, the Company recorded the liability to equal the termination fee for each interest rate swap as of September 30, 2010.

A fair value hierarchy exists that prioritizes the inputs to valuation techniques used to measure fair value into the following three categories (from highest to lowest priority):

- Level 1—Inputs that represent quoted prices for identical instruments in active markets.
- Level 2—Inputs that represent quoted prices for similar instruments in active markets, or quoted prices for identical instruments in non-active markets. Also includes valuation techniques whose inputs are derived principally from observable market data other than quoted prices, such as interest rates or other market-corroborated means.
- Level 3—Inputs that are largely unobservable, as little or no market data exists for the instrument being valued.

The Company is required to categorize all financial assets and liabilities required to be measured at fair value on a recurring basis into the above three levels. See Note 13 for further information.

Derivative Instruments and Hedging Activities

The Company's cash flows and earnings are subject to fluctuations resulting from changes in interest rates and foreign currency exchange rates. The Company manages the exposure to these market risks through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. The Company's policy does not allow speculation in derivative instruments for profit or execution of derivative instrument contracts for which there are no underlying exposures. Interest rate swaps are entered into to manage interest rate risk associated with the Company's variable-rate borrowings. Foreign currency forward contracts are entered into to manage exchange rate risk for portions of the Company's forecasted U.S. dollar purchases by the Canada segment. Accounting guidance requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the balance sheet.

Interest rate swaps were entered into to fix the variable interest rate portion of the Senior Floating Rate Notes. The Company swaps 3-month LIBOR rates for fixed interest rates to limit the exposure of changes in interest payments. The Company has structured all existing interest rate swap agreements to be perfectly effective. The Company designates the interest rate swaps as cash flow hedges. The change in fair values of the interest rate swaps are recorded within accumulated other comprehensive loss, net of deferred taxes. The remaining gain or loss, if any, is recognized currently in earnings. Gains and losses on the interest rate swaps are reclassified from accumulated other comprehensive income into earnings as interest expense on the Senior Floating Rate Notes is accrued. See Note 6 for further information regarding the notional amounts and duration of the interest rate swaps. See Notes 13 and 14 for further information regarding the fair value of the interest rate swaps.

Other than standard cross default provisions if a default occurs across the organization, no credit-risk related-contingent features exist for the Company's derivatives.

Accruals for Self-Insured Losses

The Company maintains insurance for certain risks, including workers' compensation, general liability and vehicle liability and is self insured for employee related health care benefits. The Company accrues for the expected costs associated with these risks by considering historical claims experience, demographic factors, severity factors and other relevant information. Costs are recognized in the period the claim is incurred, and the accruals include an actuarially determined estimate of claims incurred but not yet reported. The Company currently self- assumes its workers' compensation claims up to $150 per occurrence, and general and vehicle liability claims up to $150 per occurrence. Third-party insurance provides primary level coverage in excess of these deductible amounts up to certain specified limits.

Recent Accounting Pronouncements

Adopted

In February 2008, the Financial Accounting Standards Board ("FASB") issued new accounting guidance that defers the effective date of applying fair value guidance for one year for certain nonfinancial assets and nonfinancial liabilities. The Company adopted the new guidance during the thirteen week period ended January 2, 2010. The new guidance had no material effect on the Company's condensed consolidated financial statements. See Note 12 for further information.

In December 2007, the FASB issued new accounting guidance that establishes principles and requirements for how an acquirer in a business combination:

- Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree;
- Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and
- Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

The Company adopted the new guidance during the thirteen week period ended January 2, 2010. The new guidance became effective with the purchase of West Barrows Mix, Pty Ltd. See Note 3 for further information.

In December 2007, the FASB issued an amendment to existing accounting guidance to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also amends certain consolidation procedures for consistency with the requirements of the new accounting guidance. The Company adopted the amendment during the thirteen week period ended January 2, 2010. The amendment had no material effect on the Company's condensed consolidated financial statements.

In January 2010, the FASB issued an amendment to existing accounting guidance to require new fair value measurement disclosures related to transfers in and out of Level 1 and 2 in the fair value hierarchy and clarify disclosures related to level of disaggregation, inputs and valuation techniques. The Company adopted the amendment in the thirteen week period ended April 3, 2010. See Note 13 for further information.

In January 2010, the FASB issued an amendment to existing accounting guidance to require a reporting entity to adopt the guidance on employers' disclosures about postretirement benefit plan assets and categorize the plan assets into the fair value hierarchy. The Company adopted the amendment in the period ended September 30, 2010. See Note 8 for further information.

To Be Adopted

In June 2009, the FASB issued an amendment to existing accounting guidance to require entities to perform an analysis to determine whether its variable interests give it controlling interest in a variable interest entity. In addition, enhanced disclosures are required for any enterprise that holds a variable interest in a variable interest entity. The Company is required to adopt the amendment in the first quarter of fiscal 2011. The Company has not yet assessed the impact of adoption, if any, on its condensed consolidated financial statements.

In January 2010, the FASB issued an amendment to existing accounting guidance to require a reporting entity to present separately information about purchases, sales, issuances and settlements in the reconciliation required for activity in Level 3 fair value measurements. The Company is required to adopt the requirement for the reconciliation for activity in Level 3 fair value measurements in the first quarter of fiscal 2012. The Company has not yet assessed the impact of adoption, if any, on its condensed consolidated financial statements.

3. Purchase Accounting

Acquisition of West Barrows Mix Pty Ltd

On August 9, 2010, the Company acquired West Barrows Mix Pty Ltd ("WBM"), an Australian-based manufacturer and leading supplier of quality products for the hardware industry, pursuant to the Business Sale Agreement (the "Sale Agreement") between WBM and Ames True Temper Australia Pty Ltd ("ATT Australia") a wholly-owned subsidiary of the Company. Pursuant to the Sales Agreement, the Company acquired assets including trade receivables, inventory, trade payables and manufacturing assets. The Company also assumed the leases to five manufacturing and distribution facilities. The aggregate cash consideration paid by the Company was $12,735.

The acquisition was accounted for under Accounting Standards Codification 805, Business Combinations. Accordingly, the accounts of WBM, after adjustments to reflect fair market values assigned to assets and liabilities, have been included in the consolidated financial statements from the date of acquisition.

WBM was acquired to expand the Company's product lines and enhance the business base in Australia. The Company was able to negotiate a beneficial purchase price resulting in the bargain purchase and the Company recognized a gain of $198 in earnings included in impairment charges on the accompanying consolidated statement of operations for the period ended September 30, 2010.

The following table summarizes the fair value of the assets acquired and liabilities assumed as of the date of the acquisition and the amounts assigned to goodwill and intangible asset classifications:

Current assets	$ 6,638
Property, plant and equipment	889
Goodwill	(198)
Intangibles	5,972
Other assets	—
Total assets acquired	$ 13,301
Total liabilities assumed	(566)
Net assets acquired	$ 12,735

The amounts assigned to goodwill and major intangible asset classifications are as follows:

Goodwill	$ (198)
Trade names	1,838
Customer relationships	4,134
Total assets acquired	$ 5,774

4. Goodwill and Other Intangibles

Due to the acquisition of the Company by Griffon as discussed in Note 17, the Company did not perform the annual impairment testing for goodwill and the indefinite-lived intangible assets for the period ended September 30, 2010.

The changes in carrying amount of goodwill are as follows:

	United States	Canada	Total
Goodwill at October 3, 2009	$ 43,605	$ 13,889	$ 57,494
Currency translation adjustments	—	848	848
Goodwill at September 30, 2010	$ 43,605	$ 14,737	$ 58,342

The following table reflects the components of intangible assets other than goodwill at September 30, 2010:

	Gross Carrying Amount	Accumulated Amortization
Indefinite lived intangible assets:		
Trade names	$ 49,845	$ —
Finite lived intangible assets:		
Technology (patents)	1,356	1,189
Customer relationships	16,018	7,360
	17,374	8,549
	$ 67,219	$ 8,549

The cost of other acquired intangible assets, including primarily customer relationships, patents and covenants not to compete is amortized on a straight-line basis over the estimated lives of 3 to 19 years. The estimated aggregate amortization expense for each of the succeeding periods is as follows:

Fiscal 2011	$ 2,202
Fiscal 2012	2,112
Fiscal 2013	1,934
Fiscal 2014	1,433
Fiscal 2015	420
Thereafter	724
	$ 8,825

5. Income Taxes

Income (loss) before income taxes and the related provision for income taxes consist of the following:

	Period ended September 30, 2010
Income before provision for income taxes:	
Domestic	$ 7,177
Foreign	10,185
	$ 17,362
Income tax expense:	
Current:	
Federal	$ 290
State	612
Foreign	3,530
	4,432
Deferred:	
Federal	1,038
State	85
Foreign	332
	1,455
	$ 5,887

The reported income tax provisions differ from the amount based on United States federal income tax rates as follows:

	Period ended September 30, 2010
Statutory federal income tax expense	$ 5,843
State income tax expense (net of federal benefit)	319
Tax contingencies	308
Nondeductible other	829
Foreign income inclusions	3,281
Foreign income tax differential	(264)
Unremitted earnings	297
Change in valuation allowance	(4,404)
Foreign withholding tax	55
Other, net	(377)
	$ 5,887

The following table sets forth the tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities:

	September 30, 2010
Deferred tax assets:	
Accounts receivable	$ 535
Inventories	2,721
Accrued liabilities and other expenses	5,804
Pension	20,895
Derivative financial instruments	1,450
Other non-current items	4,836
Foreign tax credits	5,038
Foreign capital loss carryover	3,600
Net operating loss carryforwards	6,807
Total deferred tax assets	51,686
Valuation allowance	(37,288)
Deferred tax liabilities:	
Other current items	6,429
Plant and equipment, principally due to differences in depreciation	2,207
Intangible assets	13,580
Unremitted foreign earnings	9,712
Total deferred tax liabilities	31,928
Net deferred tax liabilities	$ (17,530)

As of September 30, 2010 a net current deferred tax liability of $3,917 is included in accrued expenses and other current liabilities in the accompanying consolidated balance sheet. As of September 30, 2010, a net current deferred tax asset of $922 is included in prepaid expenses and other current assets in the accompanying consolidated balance sheet.

The Company believes it is more likely than not that the benefits of these deductible differences and net operating loss carryforwards, net of existing valuation allowances will be realized at September 30, 2010. As a result of this assessment, the Company decreased the valuation allowance by $796. Of this amount, a decrease of $4,404 was recorded as a tax benefit and an increase of $3,608 was recorded through accumulated other comprehensive loss.

The Company has federal net operating loss carryforwards of approximately $11,028, state net operating loss carryforwards of approximately $32,730, and foreign net operating loss carryforwards of approximately $3,437 the majority of which will expire in 2025 through 2028. The Company also has a foreign capital loss carryforward of $13,702 which does not expire. All loss carryforward deferred tax assets are fully offset by valuation allowances.

	Unrecognized Tax Benefit
Balance as of October 3, 2009	$ 3,750
Settlements	(203)
Increase related to current year tax positions	845
Balance as of September 30, 2010	$ 4,392

During the period ended September 30, 2010 the Company recorded $156 of income tax expense to reflect additional interest and penalties on unrecognized tax benefits. At

September 30, 2010 the Company accrued $486 for interest and penalties on unrecognized tax benefits.

Of the total unrecognized tax benefit amount shown above, $1,116 if reversed would impact the effective rate. The Company does not expect any of the unrecognized tax benefit shown above to be settled during the period beginning on October 1, 2010.

The Company's U.S. federal tax return is no longer subject to income tax examination for years before 2007; the Canada and Ontario returns are no longer subject to income tax examination for years before 2006 and 2005, respectively. The Company's various state tax returns for the tax years ended October 1, 2005 through the present are also open to examination.

6. Debt Arrangements

Total indebtedness is as follows:

	September 30, 2010
Revolving Loan	$ 11,000
Senior Floating Rate Notes, net of unamortized discount of $134	149,866
Senior Subordinated Notes	150,000
Capital lease obligations	484
Total debt	311,350
Less:	
Short-term Revolving Loan	(11,000)
Current portion of capital lease obligations	(197)
Long-term	$ 300,153

	Maximum Borrowing Amount	Borrowing Base as of September 30, 2010	Letters of Credit Outstanding as of September 30, 2010	(b) Availability as of September 30, 2010	Interest Rate as of September 30, 2010	Expiration Date
Revolving Loan[a]	$ 130,000	(a)	$ 3,268	(a)	(a)	Apr 7, 2011

	Original Principal	(d) Interest Rate	(e) Interest Payments	Maturity Date	(f) Call Option Date
Senior Floating Rate Notes[a]	$ 150,000	LIBOR + 4 %	Jan 15, Apr 15, Jul 15, Oct 15	Jan 15, 2012	Jan 15, 2007
Senior Subordinated Notes[a]	150,000	10 %	Jan 15, Jul 15	Jul 15, 2012	Jul 15, 2008

(a) Due to the acquisition of the Company by Griffon as described in Note 17 the Company's Senior Floating Rate Notes, Senior Subordinated Notes and Revolving Loan were defeased.

(b) Total amount available is limited by the amount of eligible accounts receivable, inventory, machinery and equipment, and real estate less letters of credit outstanding.

(c) The interest rate applicable to the loans under the Revolving Loan is either 1) the "Eurodollar Rate" or London Interbank Offered Rate (LIBOR) plus a margin of 1.75% to 2.75%, or 2) the "Base Rate" plus a margin of 0.50% to 1.50%. The Base Rate is calculated at the higher of 1) the prevailing Federal Funds rate plus 50 basis points or 2) the administrative agent's prime interest rate plus an applicable rate determined by the Company's consolidated leverage ratio as defined by the Amended and Restated Senior Secured Credit Agreement.

(d) LIBOR represents the three month London Interbank Offered Rate which resets quarterly. LIBOR was .5% as of July 13, 2010. July 13, 2010 is the reset date for the October 15, 2010 interest payment.

(e) Interest payments are in cash and paid in arrears.

(f) The Senior Floating Rate Notes do not have a redemption premium. The Senior Subordinated Notes have a redemption price of 100% of principal on or after July 15, 2010.

Interest Rate Swaps

The Company's Senior Floating Rate Notes have an interest rate of 3-month LIBOR plus 4%. The Company has entered into interest rate swaps that fix the variable rate portion of the interest rate as follows:

	Receive	Pay	Notional Amount	(a) Effective Interest Rate
January 15, 2010 through January 15, 2011	3-month LIBOR	1.90%	150,000	5.90%
January 18, 2011 through January 15, 2012	3-month LIBOR	2.50%	150,000	6.50%

(a) Represents the effective interest rate on the respective portion of the Senior Floating Rate Notes including the contractual terms of the interest rate swap for the periods indicated.

7. Lease Arrangements

The Company leases certain distribution and production facilities, machinery, office equipment and vehicles under lease arrangements of varying terms. The most significant lease commitments involve distribution and production facilities with lease terms of up to 12 years.

	September 30, 2010
Rental expense for operating leases	$ 9,250

Future minimum rental commitments under noncancelable operating leases as of September 30, 2010 are as follows:

2011	$ 10,121
2012	9,197
2013	8,368
2014	7,191
2015	7,088
Thereafter	27,395
Total minimum lease payments	$ 69,360

8. Pension and Other Postretirement Benefits

The Company has one noncontributory defined benefit plan ("Pension Plan") covering substantially all of its United States employees. Also, the Company's subsidiary in Ireland administers a defined benefit pension plan. The benefits under these plans are based primarily on years of credited service and compensation as defined under the respective plan provisions. The Company also sponsors three Supplemental Executive Retirement Plans (SERP), which are nonqualified, unfunded plans designed to provide certain senior executives defined pension benefits in excess of the limits defined under Sections 415 and 401(a)(17) of the Internal Revenue Code. The Company also provides healthcare and life insurance benefits for certain groups of retirees through several plans. The benefits are at fixed amounts per retiree and are partially contributory by the retiree.

The assets of the Ames True Temper, Inc. Pension Plan are invested and managed by a third party investment advisor, which acts as both trustee and administrator. The Ames True Temper Benefits Committee meets quarterly to review current investment policy and to monitor the third party investment advisor's performance. The Company's funding policy is to contribute amounts to the plans sufficient to meet the minimum funding requirements set forth in the Employee Retirement Income Security Act of 1974, plus such amounts as the Company may determine to be appropriate from time to time. Also, the assets of the plan are invested in a manner consistent with the Fiduciary Standards of the Employee Retirement Income Security Act of 1974. Investment strategy is based on a rolling time horizon of three to five years. The investment objective is to achieve the highest possible return commensurate with the assumed level of risk. Based on key characteristics such as work force growth, plan maturity and assets vs. liabilities, a slightly conservative to normal risk portfolio asset mix structure has been adopted.

The Company's target asset allocation and actual weighted average asset allocations by asset category are as follows:

	Target Allocations September 30, 2010	Actual Allocations September 30, 2010
Domestic equity securities	48 %	52 %
Fixed income securities	32 %	33 %
International equity securities	15 %	16 %
Real estate	5 %	—

The Company's pension plan assets required to be measured at fair value and a description of the fair value methodology used is as follows:

	(Level 1)	(Level 2)	(Level 3)	Total
Government and agency securities	$ 2,030	$ 2,780	$ —	$ 4,810
Debt securities	—	15,255	—	15,255
Equity securities	60,807	4,023	—	64,830
Commingled funds	—	24,595	—	24,595
Total liabilities	$ 62,837	$ 46,653	$ —	$ 109,490

Government and agency securities are classified as Level 1 when quoted prices are available in an active market. When quoted prices are not available, government and agency securities are classified as Level 2. The fair values of debt securities are based on a compilation of observable market information or a broker quote in a non-active market. Equity securities reflect the closing price reported on a major market where the individual securities are traded. And the fair values of commingled funds are determined using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the trust/entity, minus its liabilities and then divided by the number of shares outstanding.

On April 11, 2008, the Company notified salaried and certain hourly associates that the Company was freezing benefit accruals under its Pension Plan and the SERP effective with the close of business on May 31, 2008. Participants under the Pension Plan accrued benefits through May 31, 2008 based on applicable years of benefit service and eligible compensation through that date. Service after May 31, 2008 count for vesting purposes and toward meeting the eligibility requirements for commencing a pension benefit under the Pension Plan, but do not count toward the calculation of the pension benefit amount. Compensation earned after May 31, 2008 similarly does not count toward the determination of the pension benefit amounts under the Pension Plan. In conjunction with the freezing of benefit accruals under the Pension Plan, the Company froze benefit accruals under the SERP effective with the close of business on May 31, 2008. On June 1, 2008, the Company provided certain participants in the Pension Plan and SERP with enhanced matching contributions under an existing 401(k) defined contribution pension plan (the “401(k) Plan”). The eligibility for and amount of enhanced matching contributions under the 401(k) Plan depend on an employee’s combined years of benefit accrual service and age under the Pension Plan projected through December 31, 2008. The change in the Pension Plan and SERP were accounted for as a curtailment and resulted in no curtailment gain or loss.

On November 10, 2009 the Company notified hourly associates at the Harrisburg, Pennsylvania facility that the Company was freezing benefit accruals associated with the location’s benefits (Harrisburg’s benefits) effective with the close of business on December 31, 2009. The change in Harrisburg’s benefits was accounted for as a curtailment and resulted in a curtailment loss of $261.

The Company’s 401(k) Plan covers substantially all of its eligible U.S. employees. The purpose of the plan is generally to provide additional financial security to employees during retirement. Participants in the 401(k) Plan may elect to contribute, on a pre-tax basis, a certain percent of their annual earnings with the Company matching a portion of these contributions. Expenses under the plan related to the Company’s matching contribution were $1,337 for the period ended September 30, 2010.

The Company’s Canadian subsidiary, Garant Inc., operates a group-registered retirement savings plan. The Company matches 50% of nonunion employee contributions, up to 3% of an employee’s base salary. The expenses related to the plan for the Company for the period ended September 30, 2010 were $106.

The following table contains the accumulated benefit obligation, a reconciliation of changes in the projected benefit obligation, fair value of plan assets and the funded status of the Company’s U.S. qualified defined benefit pension and non-qualified defined benefit pension plans and postretirement benefit plan with the amounts recognized in the Company’s consolidated balance sheet at September 30, 2010 as well as the accumulated benefit obligation and a reconciliation of changes in the projected benefit obligation, fair value of plan assets and the funded status of the Irish subsidiary’s defined benefit pension plan:

	Pension Benefits		Postretirement Benefits
	U.S. Plan September 30, 2010	Ireland Plan September 30, 2010	September 30, 2010
Accumulated benefit obligation	$ 159,187	$ 7,810	$ 1,640
Change in projected benefit obligation			
Projected benefit obligation at beginning of period	$ 148,679	$ 7,656	$ 1,578
Service cost	—	117	2
Interest cost	7,936	385	84
Curtailment	—	—	—
Participants' contributions	—	41	—
Assumption changes	—	—	—
Actuarial loss	11,224	1,342	100
Benefits paid	(8,652)	(671)	(124)
Effect of foreign currency	—	(492)	—
Projected benefit obligation at end of period	$ 159,187	$ 8,378	$ 1,640
Change in fair value of plan assets			
Fair value of plan assets at beginning of period	$ 99,222	$ 6,713	$ —
Actual return on plan assets	10,254	624	—
Employer contributions	2,269	125	124
Participants' contributions	—	41	—
Benefits paid	(8,652)	(411)	(124)
Plan expenses	—	(260)	—
Effect of foreign currency	—	(435)	—
Fair value of plan assets at end of period	$ 103,093	$ 6,397	$ —
Unfunded status	$ (56,094)	$ (1,981)	$ (1,640)
Net amount recognized on consolidated balance sheet at period end			
Current benefit liability (included in accrued expenses and other current liabilities)	$ (34)	$ —	$ (102)
Noncurrent benefit liability (included in accrued retirement benefits)	(56,060)	(1,981)	(1,538)
Net amount recognized at period end	$ (56,094)	$ (1,981)	$ (1,640)
Amounts recognized in accumulated other comprehensive loss (income) (pre-tax) at period end			
Net loss (gain)	$ 57,763	$ 2,495	$ (1,291)
Net amount recognized at period end	$ 57,763	$ 2,495	$ (1,291)
Weighted average assumptions			
Discount rate	4.88 %	4.50 %	4.88 %
Rate of compensation increase	—	3.50 %	—

	Pension Benefits U.S. Plan September 30, 2010	Pension Benefits Ireland Plan September 30, 2010	Other Benefits September 30, 2010
Other comprehensive loss (income)			
Net loss	$ 7,404	$ 1,091	$ 215
Amortization loss	—	(44)	—
Total	$ 7,404	$ 1,047	$ 215

The amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next period are shown below:

	U.S. Pension Benefits	U.S. Other Benefits	Ireland Pension Benefits
Amortization of net loss (gain)	$ 3,697	$ (115)	$ 44

Amounts recognized in the statements of operations related to the U.S. plan consist of:

	Pension Benefits September 30, 2010	Other Benefits September 30, 2010
Service cost	$ —	$ 3
Interest cost	7,936	84
Amortization of net loss (gain)	2,853	(115)
Expected return on plan assets	(9,288)	—
Net periodic benefit (credit) cost	$ 1,501	$ (28)
Weighted average assumptions:		
Discount rate	5.50%	5.50%
Expected return on plan assets	8.00%	—

Amounts recognized in the statements of operations related to the Irish plan consist of:

	September 30, 2010
Service cost	$ 117
Interest cost	385
Expected return on plan assets	(369)
Amortization of net loss	44
Net periodic benefit cost	$ 177
Weighted average assumptions:	
Discount rate	5.50%
Rate of compensation increase	3.75%
Expected return on plan assets	5.80%

The tables above set forth the historical components of net periodic pension cost and a reconciliation of the funded status of the pension and other postretirement benefit plans for the employees associated with the Company and are not necessarily indicative of the amounts to be recognized by the Company on a prospective basis.

The expected return on assets represents the Company's estimate of the long-term future return on plan assets based upon the mix of plan investments and historical return experience.

The Company anticipates making contributions of $5,575 to the U.S. defined benefit pension plans, $102 to its postretirement plan and $417 to the Irish pension plan during the fiscal year beginning on October 1, 2010.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid to participants in the U.S. pension and retiree plans and the Irish pension plan:

	U.S.		Ireland
	Pension Benefits	Other Benefits	Pension Benefits
2011	$ 8,831	$ 102	$ 362
2012	8,902	102	385
2013	9,063	102	380
2014	9,161	103	391
2015	9,287	103	402
Five year period beginning thereafter	49,192	518	1,956

9. Stockholder's Equity

CHATT Holdings Inc. owns 726,556 shares of Class A Common Stock, 124,859 warrants to purchase shares of Class A Common Stock, 267,448 shares of Class B Common Stock and 62,495 shares of Series A Preferred Stock, which constituted all of the outstanding securities of the Company. There were no changes to the legal composition of these equity securities.

Series A Preferred Stock

The Company is authorized to issue 100,000 shares of Series A Preferred Stock at a par value of $0.0001. There were 62,495 shares issued and outstanding as of September 30, 2010. Dividends on each share of the Series A Preferred Stock were accrued on a daily basis at the rate of 10% per annum of the Liquidation Value thereof plus all accumulated and unpaid dividends thereon from and including the date of issuance of such share to and including the first to occur of (i) the date on which the Liquidation Value of such share (plus all accrued and unpaid dividends thereon) is paid to the holder thereof in connection with the liquidation of the Company or the redemption of such share by the Company or (ii) the date on which such share is otherwise acquired by the Company. The Company had $54,051 accumulated, unrecorded and unpaid dividends as of September 30, 2010.

Upon any liquidation, dissolution or winding up of the Company, each holder of Series A Preferred Stock shall be entitled to be paid, before any distribution or payment is made upon any junior securities, an amount in cash equal to the aggregate Liquidation Value of all shares held by such holder plus all accrued and unpaid dividends thereon, and the holders of Series A Preferred Stock shall not be entitled to any further payment. The aggregate Liquidation Preference was $62,495 as of September 30, 2010 which excludes any accumulated dividends. The Series A Preferred Stock has no voting rights.

Class A and B Common Stock

The Company is authorized to issue 1,600,000 shares of Class A Common Stock at a par value of $0.0001. There were 726,556 shares issued and outstanding as of September 30, 2010. The Company is authorized to issue 300,000 shares of Class B Common Stock at a par value of $0.0001.

Class A Common Stock and Class B Common Stock shall be entitled to one vote for each share. With respect to the election of the Board of Directors, the holders of shares of Class B Common Stock shall have that number of votes equal to the lesser of (i) the number of shares outstanding or (ii) 29.99% of the voting power of the Company. With respect to the election of the Board of Directors, the holders of shares of Common Stock excluding Class B

Common Stock shall have the number of votes equal to the greater of (i) the number of shares outstanding or (ii) 70.01% of the voting power of the Company.

10. Segment Information

The Company has three operating segments, comprised of the United States, Canada and Other. All of the Company's revenues represent sales of similar products. All intercompany amounts are eliminated in the eliminations column. Segment information for the fiscal years ended September 30, 2010 representing the reportable segments currently utilized by the chief operating decision makers was as follows:

	Period Ended September 30, 2010					
	United States	Canada	Australia	Other	Eliminations	Consolidated
Net sales	$ 345,546	$ 74,865	$ 2,875	$ 4,631	$ —	$ 427,917
Intersegment sales	9,133	12,815	—	—	(21,948)	—
Operating income (loss)	31,140	15,573	(478)	(1,619)	—	44,616
Interest expense						26,592
Other expense						662
Income before income taxes						$ 17,362
Depreciation and amortization	11,999	2,006	183	201	—	14,389
Intangible impairment charges	300	—	—	—		300
Cash paid for property, plant and equipment	6,168	967	—	—		7,135

Segment assets as of September 30, 2010 are as follows:

United States	$ 273,509
Canada	61,153
Australia	15,596
Other	5,622
Total	$ 355,880

Long-lived assets as of September 30, 2010 are as follows:

United States	$ 28,503
Canada	8,537
Australia	951
Europe	1,713
Total	$ 39,704

11. Other Expense

Other expense consists of the following:

	Period ended September 30, 2010
Unrealized loss	$ 144
Realized loss	518
Total	$ 662

12. Related Party Transactions

The Company is party to a management agreement with Castle Harlan, Inc., an affiliate of the shareholder, under which Castle Harlan, Inc. provides business and organizational strategy, financial and investment management, advisory, merchant and investment banking services to the Company. The Company recorded expenses of $3,284 for the period ended September 30, 2010 related to the annual management fee plus expenses which are included in selling, general and administrative expenses in the accompanying consolidated statement of operations. The management fees are payable quarterly in advance in accordance with the management agreement. The amount payable to Castle Harlan, Inc. as of September 30, 2010 was $1 which is included in trade payables in the accompanying consolidated balance sheet.

13. Fair Value of Financial Instruments

The Company's financial assets and liabilities required to be measured at fair value on a recurring basis are as follows:

	September 30, 2010			
	(Level 1)	(Level 2)	(Level 3)	Total
Interest rate swaps	$ —	$ 3,845	$ —	$ 3,845
Total liabilities	$ —	$ 3,845	$ —	$ 3,845

Non-Financial Assets and Liabilities that are Measured at Fair Value on a Nonrecurring Basis

Non-financial assets and liabilities primarily include goodwill, indefinite-lived intangible assets and long-lived assets measured at fair value for impairment assessments and non-financial assets and liabilities measured at fair value in business combinations.

During the period ended September 30, 2010, the Company reduced its forecast for Dynamic Design branded sales due to a shift in branding strategies by certain customers whereby the mix of sales was less heavily weighted with Dynamic Design branded product. This led the Company to conclude an interim impairment assessment should be performed. The Company concluded the reduction in forecasted branded sales led to a reduction in Dynamic Design's trade name fair value. As a result, the Company recorded an impairment charge in the amount of $300 within the U.S. segment. The impairment is included in impairment charges in the accompanying condensed consolidated statement of operations. The fair value of the Dynamic Design trade name as of September 30, 2010 is as follows:

	(Level 1)	(Level 2)	(Level 3)	Total
Dynamic Design trade name	$ —	$ —	$ 2,700	$ 2,700
Total	$ —	$ —	$ 2,700	$ 2,700

14. Derivative Instruments and Hedging Activities

Fair values of derivative instruments as of September 30, 2010 are as follows:

		September 30, 2010					
		Asset Derivatives			Liability Derivatives		
Description of Derivative	Qualifies for Hedge Designation	Fair Value	Balance Sheet Location	Pretax Gain Recognized in OCI	Fair Value	Balance Sheet Location	Pretax Loss Recognized in OCI
Interest rate swaps	Yes	—	—	—	$ 741	(a)	$ 741
Interest rate swaps	Yes	—	—	—	3,104	(b)	3,104

(a) The interest rate swap is included in Accrued expenses and other current liabilities.

(b) The interest rate swap is included in Other liabilities.

The effect of derivative instruments on the accompanying consolidated statement of operations for the period ended September 30, 2010 is as follows:

September 30, 2010					
Description of Derivative	**Qualifies for Hedge Designation**	**Location of pretax gain or (loss) reclassed from AOCI into earnings**	**Amount of pretax gain or (loss) reclassed from AOCI into earnings**	**Location of pretax gain or (loss) recognized in earnings**	**Amount of pretax gain or (loss) recognized in earnings**
Foreign currency forward contracts	No	—	$ —	Other expense	$ (561)
Interest rate swaps	Yes	Interest expense	(2,556)	—	—

Due to the termination of the interest rate swaps, the Company does not expect any net pretax losses recognized in accumulated other comprehensive income as of September 30, 2010 to be reclassified into earnings within the next twelve months.

15. Commitments and Contingencies

During December 2004, a customer of the Company was named in litigation that involved UnionTools products. The complaint asserted causes of action against the defendant for improper advertisement to the end consumer. The allegation suggests that advertisements led the consumer to believe that the hand tools sold were manufactured within boundaries of the United States. The allegation asserts cause of action against the customer for common law fraud. In the event that an adverse judgment is rendered against the customer, there is a possibility that the customer would seek legal recourse against the Company for an unspecified amount in contributory damages. Presently, the Company cannot estimate the amount of loss, if any, if the customer were to seek legal recourse against the Company.

From approximately 1993 through 1999, the Company manufactured and sold 647,000 wheelbarrows with poly wheel hubs. Various claims were submitted, and lawsuits filed, to recover for injuries sustained while inflating tires on these wheelbarrows. In 2002, the Company participated in a voluntary “fast track” recall of these wheelbarrows with the Consumer Product Safety Commission (“CPSC”). The Company again voluntarily recalled these wheelbarrows in June 2004 in cooperation with the CPSC. However, less than 1% of the total products sold were returned, leaving an unknown number in service. To date, the Company has responded to 34 claims involving this product. All known claims have been resolved. Although the Company believes it has sufficient insurance coverage in place to cover these claims, a successful claim may exceed the limits of the Company’s coverage.

During fiscal 2009, an underground fuel tank with surrounding soil contamination was discovered at the Frankfort, NY site which is the result of historical facility operations prior to the Company’s ownership. The Company is actively working with the New York Department of Environmental Conservation and the New York State Department of Health to define remediation requirements. Due to changes in administrative proceedings the date the Company believes remediation will be completed has changed to December 2011 from December 2010. The change in the environmental liability for the Frankfort, NY site is as follows:

Balance as of October 3, 2009	$ 2,541
Adjustments to estimates	—
Payments	1,931
Balance as of September 30, 2010	$ 610

The Company is involved in lawsuits and claims, including certain environmental matters, arising out of the normal course of its business. In the opinion of management, the ultimate amount of liability, if any, under pending litigation will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

16. Other

The Company applied for relief under the U. S. Continued Dumping and Subsidy Offset Act of 2000, or "Byrd Amendment," as a result of foreign manufacturers selling certain tools at unfair prices within the U.S. market. During December 2009 the Company received a distribution of tariffs collected in the amount of $3,259. The amount was recorded within selling, general and administrative expenses in the accompanying consolidated statement of operations.

17. Subsequent Events

The Company has evaluated subsequent events and has determined that except as set forth below, there are no subsequent events that require disclosure.

On September 30, 2010, the Company was acquired by Griffon. Griffon purchased all the outstanding stock of the Company on a cash and debt-free basis, for $542 million in cash, subject to certain adjustments. As a result of the acquisition, the Company's Senior Floating Rate Notes, Senior Subordinated Notes and Revolving Loan were defeased and the related debt issuance costs of $2,820 were written off.

Griffon is a diversified management and holding company that conducts business through wholly-owned subsidiaries. Griffon overseas the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon conducts its operations through three businesses: Telephonics Corporation, Home and Building Products and Clopay Plastic Products Company.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS
(Dollars in thousands)

On September 30, 2010, Clopay Acquisition Corp. ("Clopay Acquisition"), a Delaware corporation and a wholly-owned subsidiary of Griffon Corporation ("Griffon"), completed its acquisition of Ames True Temper, Inc. ("ATT") from an affiliate of Castle Harlan, Inc., pursuant to a Stock Purchase Agreement (the "Purchase Agreement"), dated as of July 19, 2010 for $542 million, on a cash-free and debt-free basis and subject to certain adjustments. Griffon and ATT began joint operations on October 1, 2010.

On August 9, 2010, ATT purchased certain assets of West Barrows Mix Pty. Ltd. ("Westmix") for $12.7 million. The acquired assets included trade receivables, inventory, trade names and manufacturing assets, and ATT's assumption of the leases to five manufacturing and distribution facilities in Australia.

The unaudited, pro forma condensed combined statements of operations for the fiscal years ended September 30, 2010 and 2009 combine the historical consolidated statements of operations of Griffon, ATT and Westmix, giving effect to the acquisitions as if they had occurred on October 1, 2008. The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial statements to give effect to pro forma events that are (1) directly attributable to the acquisition, (2) factually supportable, and (3) with respect to the statements of operations, expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma condensed combined financial statements. In addition, the unaudited pro forma condensed combined financial information was based on and should be read in conjunction with the:

- separate historical financial statements of Griffon at and for the year ended September 30, 2010, and the related notes included in Griffon's Annual Report on Form 10-K for the year ended September 30, 2010;
- separate historical financial statements of ATT at and for the year ended October 3, 2009 and the related notes included in ATT's Annual Report on Form 10-K for the year ended October 3, 2009; and
- separate historical financial statements of ATT at and for the year ended September 30, 2010 and the related notes included in ATT's financial statements filed as an exhibit in this 8-K.

For ease of reference, all pro forma financial statements are based on Griffon's period-end date.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only and is not necessarily indicative of what the combined company's financial position or results of operations would have been had the acquisitions been completed as of the indicated dates. The unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. There were no material transactions between Griffon, ATT or Westmix during the periods presented in the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting under existing U.S. generally accepted accounting principles ("U.S. GAAP"), which are subject to change and interpretation. Griffon has been treated as the acquirer in the acquisition for accounting purposes.

The unaudited pro forma condensed combined financial information does not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the acquisitions, the costs to integrate the operations of Griffon, ATT and Westmix, or the costs necessary to achieve these cost savings, operating synergies or revenue enhancements.

UNAUDITED PRO FORMA CONDENSED COMBINED
STATEMENT OF OPERATIONS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009

($ in thousands)	For the Year Ended September 30, 2009					
	Historical					
	Griffon	Ames	Westmix	Pro Forma Adjustments (Note 4)		Pro Forma Combined
Revenue	$ 1,194,050	$ 452,191	$ 13,283	$ —		$ 1,659,524
Cost of goods and services	936,927	325,919	9,080	(2,680)	a	1,269,246
Gross profit	257,123	126,272	4,203	2,680		390,278
Selling, general and administrative expenses	230,736	85,163	2,194	1,109	b	319,202
Impairment	—	2,490	—	—		2,490
Loss (gain) on disposal of fixed assets	—	1,389	—	—		1,389
Restructuring and other related charges	1,240	2,126	—	—		3,366
Total operating expenses	231,976	91,168	2,194	1,109		326,447
Income from operations	25,147	35,104	2,009	1,571		63,831
Other income (expense)						
Interest expense	(11,552)	(29,708)	(147)	(4,293)	c	(45,700)
Gain (loss) from debt extinguishment, net	4,488	—	—	—		4,488
Other, net	1,522	524	—	2,282	d	4,328
Total other income (expense)	(5,542)	(29,184)	(147)	(2,011)		(36,884)
Income before taxes	19,605	5,920	1,862	(440)		26,947
Provision for income taxes	1,687	1,363	475	732	e	4,257
Income from continuing operations	17,918	4,557	1,387	(1,172)		22,690
Discontinued Operations:						
Income from operations of the discontinued Installation Services Business	1,230	—	—	—		1,230
Provision for income taxes	440	—	—	—		440
Income from discontinued operations	790	—	—	—		790
Net income	$ 18,708	$ 4,557	$ 1,387	$ (1,172)		$ 23,480
Basic earnings per common share						
Income from continuing operations	$ 0.31					$ 0.39
Income from discontinued operations	0.01					0.01
Net income	0.32					0.40
Weighted average shares outstanding	58,699					58,699
Diluted earnings per common share						
Income from continuing operations	$ 0.30					$ 0.38
Income from discontinued operations	0.01					0.01
Net income	0.32					0.40
Weighted average shares outstanding	59,002					59,002

UNAUDITED PRO FORMA CONDENSED COMBINED
STATEMENT OF OPERATIONS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

($ in thousands)	For the Year Ended September 30, 2010					
	Historical			Pro Forma Adjustments (Note 4)		Pro Forma Combined
	Griffon	Ames	Westmix			
Revenue	$ 1,293,996	$ 427,917	$ 15,718	$ —		$ 1,737,631
Cost of goods and services	1,005,692	289,957	9,586	(1,657)	a	1,303,578
Gross profit	288,304	137,960	6,132	1,657		434,053
Selling, general and administrative expenses	261,403	90,965	2,894	3,345	b	358,607
Impairment	—	642	—	—		642
Loss (gain) on disposal of fixed assets	—	(11)	—	—		(11)
Restructuring and other related charges	4,180	1,748	—	—		5,928
Total operating expenses	265,583	93,344	2,894	3,345		365,166
Income from operations	22,721	44,616	3,238	(1,688)		68,887
Other income (expense)						
Interest expense	(11,913)	(26,592)	(237)	(7,319)	c	(46,061)
Gain (loss) from debt extinguishment, net	(1,117)	—	—	—		(1,117)
Other, net	4,121	(662)	—	—		3,459
Total other income (expense)	(8,909)	(27,254)	(237)	(7,319)		(43,719)
Income before taxes	13,812	17,362	3,001	(9,007)		25,168
Provision for income taxes	4,308	5,887	924	(2,837)	e	8,283
Income from continuing operations	9,504	11,475	2,077	(6,170)		16,885
Discontinued Operations:						
Income from operations of the discontinued Installation Services Business	142	—	—	—		142
Provision for income taxes	54	—	—	—		54
Income from discontinued operations	88	—	—	—		88
Net income	$ 9,592	$ 11,475	$ 2,077	$ (6,170)		$ 16,973
Basic earnings per common share						
Income from continuing operations	$ 0.16					$ 0.29
Income from discontinued operations	0.00					0.00
Net income	0.16					0.29
Weighted average shares outstanding	58,974					58,974
Diluted earnings per common share						
Income from continuing operations	$ 0.16					$ 0.28
Income from discontinued operations	0.00					0.00
Net income	0.16					0.28
Weighted average shares outstanding	59,993					59,993

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Description of ATT Acquisition

On September 30, 2010, Griffon completed its acquisition of ATT, a global provider of non-powered landscaping products that make work easier for homeowners and professionals, from an affiliate of Castle Harlan, Inc., pursuant to a Stock Purchase Agreement, dated as of July 19, 2010. The consideration for the acquisition was $542 million in cash, on a cash and debt-free basis, subject to certain adjustments. The terms of the Stock Purchase Agreement were previously described in Griffon's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2010 (the "Original 8-K") and such description of the Stock Purchase Agreement is incorporated herein by reference. Such description of the Stock Purchase Agreement is qualified in its entirety by reference to the full text of the Stock Purchase Agreement, which is attached as Exhibit 2.1 to the Original 8-K.

On August 9, 2010, ATT completed its acquisition of certain assets of Westmix, an Australia-based manufacturer and leading supplier of quality products for the hardware industry, for $12.7 million. The acquired assets include trade receivables, inventory, trade names and manufacturing assets and ATT's assumption of leases to five manufacturing and distribution facilities in Australia.

2. Basis of Presentation

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting and was based on the historical financial statements of Griffon, ATT and Westmix. All pro forma financial statements use Griffon's period-end date.

The unaudited pro forma condensed combined financial information was prepared under existing U.S. GAAP, which is subject to change and interpretation.

The acquisition method of accounting under U.S. GAAP requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values at the acquisition date. Fair value is defined under U.S. GAAP as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." Market participants are assumed to be buyers and sellers in the principal (or most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. Fair value measurements can be highly subjective and it is possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Accordingly, the assets acquired and liabilities assumed were recorded at their respective fair values and added to those of Griffon. Financial statements and reported results of operations of Griffon for periods following completion of the acquisitions will reflect these values, and the related depreciation and amortization thereof, but will not be retroactively restated to reflect the historical financial position or results of operations of ATT or Westmix for periods prior to the acquisition.

Acquisition-related transaction costs (e.g., advisory, legal, valuation, other professional fees) and certain acquisition-related restructuring charges impacting the acquired company are not included as a component of consideration transferred but are accounted for as expenses in the periods in which the costs are incurred. The unaudited pro forma condensed combined financial statements reflect no restructuring and integration charges that may be incurred in connection with the acquisitions.

Certain immaterial reclassifications were made to the overall presentation of the ATT financial statements to conform to Griffon's presentation.

3. Accounting Policies

Griffon has not identified any differences in accounting policies that would have a material impact on the combined financial statements except as detailed below.

4. Pro Forma Adjustments

This note should be read in conjunction with *Note 1. Description of ATT Acquisition; Note 2. Basis of Presentation.*

Due to the immaterial nature of Westmix to Griffon, pro forma adjustments with respect to Westmix have been combined with ATT's pro forma adjustments for ease of presentation. Adjustments under the heading "Pro Forma Adjustments" represent the following:

(a) To adjust cost of goods and services for depreciation expense attributable to the fair value adjustment to ATT and Westmix property, plant and equipment acquired.

(b) To adjust for the amortization attributable to the fair value of intangible assets acquired and depreciation attributable to the fair value adjustment to property, plant and equipment acquired as follows:

(in thousands)	Year ended 9/30/09	Year ended 9/30/10
Elimination of ATT amortization	$ (1,214)	$ (1,368)
Estimated amortization expense of trademarks ($127 million over a 25 year life)*	5,088	5,088
Depreciation adjustment for fair market value	(2,765)	(375)
Totals	$ 1,109	$ 3,345

(c) To eliminate interest expense recorded by ATT and to recognize the cost of debt incurred by Griffon in connection with the acquisition of ATT as follows:

(in thousands)	Year ended 9/30/09	Year ended 9/30/10
Elimination of ATT interest expense, net	$ 29,855	$ 26,829
Interest expense for new debt	(34,148)	(34,148)
Totals	$ (4,293)	$ (7,319)

(d) ATT recorded foreign exchange charges related to intercompany notes as such notes were deemed short-term in nature based on ATT's plans to repatriate cash. Griffon considers the notes to be long term in nature based on Griffon's assessment of cash needs and its intentions regarding repatriation of cash. As such, the related foreign exchange gains and losses have been reversed and treated as a component of equity.

(e) Griffon has estimated an incremental 35% tax rate in assessing the tax impact of the combination of ATT with Griffon. The effective tax rate and tax accounts in the balance sheet of the combined company could be significantly different (either higher or lower) depending on post-acquisition activities, including tax planning opportunities, cash repatriation decisions and geographic mix of income.

5. Selling, General and Administrative Expenses

For the year ending September 30, 2009 and 2010, selling, general and administrative expenses included $3,431 and $3,284, respectively, of management fees from ATT's prior owner. For the year ending September 30, 2010, selling, general and administrative expenses included $17,791 of costs incurred by ATT and Griffon in connection with Griffon's acquisition of ATT.

6. **Forward-looking Statements**

These Unaudited Pro Forma Condensed Consolidated Financial Statements, including the notes thereto, may contain, or may be deemed to contain, forward-looking statements within the meaning of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including, without limitation, statements regarding Griffon's, ATT's or Westmix's financial position, business strategy, benefits from the acquisition of ATT or Westmix, and the plans and objectives of Griffon's management for future operations, are forward-looking statements. Such statements relate to, among other things, income, earnings, cash flows, revenue, changes in operations, operating improvements, industries in which Griffon operates and the United States and global economies. Statements included herein that are not historical are hereby identified as "forward-looking statements" and may be indicated by words or phrases such as "anticipates," "supports," "plans," "projects," "expects," "believes," "should," "would," "could," "hope," "forecast," "management is of the opinion," "may," "will," "estimates," "intends," "explores," "opportunities," the negative of these expressions, use of the future tense and similar words or phrases. Such forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from those expressed in any forward-looking statements. These risks and uncertainties include, among others: current economic conditions and uncertainties in the housing, credit and capital markets; Griffon's ability to achieve expected savings from cost control, integration and disposal initiatives; the ability to identify and successfully consummate and integrate value-adding acquisition opportunities, including the acquisition of ATT; increasing competition and pricing pressures in the markets served by Griffon's operating companies; the ability of Griffon's operating companies to expand into new geographic and product markets and to anticipate and meet customer demands for new products and product enhancements and innovations; reduced military spending by the government on projects for which Griffon's Telephonics Corporation supplies products; increases in the cost of raw materials such as resin and steel; changes in customer demand; political events that could impact the worldwide economy; a downgrade in Griffon's credit ratings; changes in international economic conditions including interest rate and currency exchange fluctuations; the relative mix of products and services offered by Griffon's businesses, which impacts margins and operating efficiencies; short-term capacity constraints or prolonged excess capacity; unforeseen developments in contingencies, such as litigation; unfavorable results of government agency contract audits of Griffon's subsidiary, Telephonics Corporation; Griffon's ability to adequately protect and maintain the validity of patent and other intellectual property rights; the cyclical nature of the businesses of certain Griffon's operating companies; and possible terrorist threats and actions and their impact on the global economy. Readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date made. Griffon undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Exhibit 99.3

Supplemental Pro Forma Information

($ in thousands)	Fiscal 2009 Q1	Q2	Q3	Q4	FY	Fiscal 2010 Q1	Q2	Q3	Q4	FY
REVENUE:										
Home & Building Products	$ 204,437	$ 224,133	$ 231,938	$ 198,380	$ 858,888	$ 190,651	$ 225,607	$ 231,797	$ 184,946	$ 833,001
Plastics	112,689	100,269	94,762	105,035	412,755	102,016	115,583	122,288	130,227	470,114
Telephonics	80,827	96,567	94,126	116,361	387,881	103,619	116,190	100,413	114,294	434,516
Total consolidated revenue	$ 397,953	$ 420,969	$ 420,826	$ 419,776	$ 1,659,524	$ 396,286	$ 457,380	$ 454,498	$ 429,467	$ 1,737,631
INCOME BEFORE TAXES and DISCONTINUIED OPERATIONS:										
Segment profit before depreciation, amortization, restructuring and impairment:										
Home & Building Products (a)	$ 16,628	$ 8,498	$ 20,251	$ 20,373	$ 65,750	$ 25,661	$ 22,303	$ 30,230	$ 13,396	$ 91,590
Plastics	11,299	11,825	10,019	12,859	46,002	5,974	10,919	11,718	14,242	42,853
Telephonics	6,865	9,795	11,528	13,352	41,540	8,621	12,409	11,768	13,322	46,120
Total Segment profit before depreciation, amortization, restructuring and impairment	34,792	30,118	41,798	46,584	153,292	40,256	45,631	53,716	40,960	180,563
Unallocated amounts (b)	(3,699)	(4,009)	(5,531)	(4,721)	(17,960)	(5,531)	(6,860)	(7,497)	(14,311)	(34,199)
Gain (loss) from debt extinguishment, net	4,304	—	184	—	4,488	(18)	12	—	(1,111)	(1,117)
Net interest expense	(11,850)	(12,120)	(11,165)	(10,565)	(45,700)	(11,445)	(12,074)	(12,216)	(10,326)	(46,061)
Segment depreciation and amortization	(14,501)	(14,063)	(14,424)	(14,898)	(57,886)	(13,855)	(14,225)	(13,077)	(15,022)	(56,179)
Impairments (ATT)	(476)	(243)	(962)	(809)	(2,490)	—	—	(304)	(338)	(642)
Restructuring charges	—	(80)	(502)	(2,784)	(3,366)	(1,277)	(1,510)	(2,647)	(494)	(5,928)
Deal costs and predecessor management fees (c)	(806)	(832)	(841)	(952)	(3,431)	(845)	(817)	(2,107)	(7,500)	(11,269)
Income before taxes and discontinued operations	$ 7,764	$ (1,229)	$ 8,557	$ 11,855	$ 26,947	$ 7,285	$ 10,157	$ 15,868	$ (8,142)	$ 25,168
DEPRECIATION and AMORTIZATION:										
Segment:										
Home & Building Products (a)	$ 7,251	$ 7,273	$ 7,565	$ 7,210	$ 29,299	$ 6,616	$ 6,605	$ 6,065	$ 6,975	$ 26,261
Plastics	5,763	5,247	5,239	5,681	21,930	5,613	5,833	5,027	5,911	22,384
Telephonics	1,487	1,543	1,620	2,007	6,657	1,626	1,787	1,985	2,136	7,534
Total segment depreciation and amortization	14,501	14,063	14,424	14,898	57,886	13,855	14,225	13,077	15,022	56,179
Unallocated	71	315	88	62	536	82	84	91	82	339
Total consolidated depreciation and amortization	$ 14,572	$ 14,378	$ 14,512	$ 14,960	$ 58,422	$ 13,937	$ 14,309	$ 13,168	$ 15,104	$ 56,518
DEAL COSTS and PREDECESSOR MANAGEMENT FEES: (c)										
Home & Building Products (ATT)	$ 806	$ 832	$ 841	$ 952	$ 3,431	$ 845	$ 817	$ 2,107	$ 7,500	$ 11,269
Unallocated (ATT)	—	—	—	—	—	—	—	—	9,805	9,805
	$ 806	$ 832	$ 841	$ 952	$ 3,431	$ 845	$ 817	$ 2,107	$ 17,305	$ 21,074
INTEREST EXPENSE, net:										
Historic	$ 3,313	$ 3,583	$ 2,628	$ 2,028	$ 11,552	$ 2,908	$ 3,537	$ 3,679	$ 1,789	$ 11,913
Pro forma	11,850	12,120	11,165	10,565	45,700	11,445	12,074	12,216	10,326	46,061
PROVISION (BENEFIT) for INCOME TAXES:										
Historic	$ 997	$ (3,277)	$ 513	$ 3,454	$ 1,687	$ 830	$ (1,175)	$ 1,965	$ 2,688	$ 4,308
Pro forma (assumes 35% ATT tax rate)	2,642	(1,833)	1,197	2,251	4,257	1,626	2,079	5,085	(507)	8,283
INCOME from CONTINUING OPERATIONS:										
Historic	$ 2,066	$ (2,076)	$ 6,089	$ 11,839	$ 17,918	$ 4,180	$ 2,034	$ 4,989	$ (1,699)	$ 9,504
Pro forma (c)	5,122	604	7,360	9,604	22,690	5,659	8,078	10,783	(7,635)	16,885
DILUTED EARNINGS PER SHARE from CONTINUING OPERATIONS:										
Historic	$ 0.04	$ (0.04)	$ 0.10	$ 0.20	$ 0.30	$ 0.07	$ 0.03	$ 0.08	$ (0.03)	$ 0.16
Pro forma (c)	0.09	0.01	0.12	0.16	0.38	0.09	0.13	0.18	(0.13)	0.28

(a) Adjusted for management fee to be charged to Ames by GFF.

(b) Unallocated amounts typically include general corporate expenses not attributable to reportable segments.

(c) Includes all ATT and GFF costs related to the GFF acquisition of ATT, as well as management fees charged to ATT by predecessor ownership that will not continue under GFF ownership.

Supplemental Pro Forma Information

($ in thousands)	Fiscal 2009 Q1	Fiscal 2009 Q2	Fiscal 2009 Q3	Fiscal 2009 Q4	Fiscal 2009 FY	Fiscal 2010 Q1	Fiscal 2010 Q2	Fiscal 2010 Q3	Fiscal 2010 Q4	Fiscal 2010 FY
HOME & BUILDING PRODUCTS:										
Segment operating profit	$ 8,095	$ 70	$ 10,381	$ 8,618	$ 27,164	$ 16,923	$ 13,371	$ 19,107	$ (1,911)	$ 47,490
Depreciation and amortization	7,251	7,273	7,565	7,210	29,299	6,616	6,605	6,065	6,975	26,261
Impairments (ATT)	476	243	962	809	2,490	—	—	304	338	642
Restructuring charges	—	80	502	2,784	3,366	1,277	1,510	2,647	494	5,928
Deal costs and predecessor management fees	806	832	841	952	3,431	845	817	2,107	7,500	11,269
Segment profit before depreciation, amortization, impairments, restructuring and deal	$ 16,628	$ 8,498	$ 20,251	$ 20,373	$ 65,750	$ 25,661	$ 22,303	$ 30,230	$ 13,396	$ 91,590
PLASTICS:										
Segment operating profit	$ 5,536	$ 6,578	$ 4,780	$ 7,178	$ 24,072	$ 361	$ 5,086	$ 6,691	$ 8,331	$ 20,469
Depreciation and amortization	5,763	5,247	5,239	5,681	21,930	5,613	5,833	5,027	5,911	22,384
Segment profit before depreciation and amortization	$ 11,299	$ 11,825	$ 10,019	$ 12,859	$ 46,002	$ 5,974	$ 10,919	$ 11,718	$ 14,242	$ 42,853
TELEPHONICS:										
Segment operating profit	$ 5,378	$ 8,252	$ 9,908	$ 11,345	$ 34,883	$ 6,995	$ 10,622	$ 9,783	$ 11,186	$ 38,586
Depreciation and amortization	1,487	1,543	1,620	2,007	6,657	1,626	1,787	1,985	2,136	7,534
Segment profit before depreciation and amortization	$ 6,865	$ 9,795	$ 11,528	$ 13,352	$ 41,540	$ 8,621	$ 12,409	$ 11,768	$ 13,322	$ 46,120
TOTAL SEGMENTS:										
Segment operating profit	$ 19,009	$ 14,900	$ 25,069	$ 27,141	$ 86,119	$ 24,279	$ 29,079	$ 35,581	$ 17,606	$ 106,545
Depreciation and amortization	14,501	14,063	14,424	14,898	57,886	13,855	14,225	13,077	15,022	56,179
Impairments (ATT)	476	243	962	809	2,490	—	—	304	338	642
Restructuring charges	—	80	502	2,784	3,366	1,277	1,510	2,647	494	5,928
Deal costs and predecessor management fees	806	832	841	952	3,431	845	817	2,107	7,500	11,269
Segment profit before depreciation, amortization, impairments, restructuring and deal	$ 34,792	$ 30,118	$ 41,798	$ 46,584	$ 153,292	$ 40,256	$ 45,631	$ 53,716	$ 40,960	$ 180,563