

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

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

For the quarter ended: JUNE 30, 2001  
-----

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-16214  
-----

ALBANY INTERNATIONAL CORP.  
-----

(Exact name of registrant as specified in its charter)

DELAWARE  
-----

14-0462060  
-----

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

1373 BROADWAY, ALBANY, NEW YORK  
-----

12204  
-----

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

518-445-2200  
-----

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

The registrant had 25,305,732 shares of Class A Common Stock and 5,867,476  
shares of Class B Common Stock outstanding as of June 30, 2001.

ALBANY INTERNATIONAL CORP.

INDEX

Page No.  
-----

Part I Financial information

Item 1. Financial Statements

Consolidated statements of income and retained earnings -  
three and six months ended June 30, 2001 and 2000

1

Consolidated balance sheets - June 30, 2001 and December 31, 2000

2

Consolidated statements of cash flows - six months ended June 30, 2001 and 2000

3

Notes to consolidated financial statements

4-8

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

9-11

Part II Other information

Item 1: Legal Proceedings

12-13

Item 4. Submissions of Matters to a Vote of Security Holders

14

Item 6. Exhibits and Reports on Form 8-K

14

Item 1. Financial Statements

ALBANY INTERNATIONAL CORP.  
CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS  
(unaudited)

(in thousands except per share data)

Three Months Ended  
Six Months Ended  
June 30, June 30,  
2001 2000 2001

2000 - -----

-----

-----

--- \$207,078

\$212,987 Net sales

\$415,616 \$428,741

121,184 127,722

Cost of goods sold

242,597 256,156 -

-----

-----

-----

85,894 85,265

Gross profit

173,019 172,585

60,844 57,466

Selling,

technical, general

and research

expenses 117,248

116,743 - -----

-----

-----

-----

----- 25,050

27,799 Operating

income 55,771

55,842 7,746

10,333 Interest

expense, net

16,732 20,729

1,227 1,377 Other

expense, net 2,423

1,832 - -----

-----

-----

-----

----- 16,077 16,089

Income before

income taxes

36,616 33,281

5,333 6,918 Income

taxes 13,548

14,311 - -----

-----

-----

-----

----- 10,744 9,171

Income before

associated

companies 23,068

18,970 124 234

Equity in earnings

of associated

companies 133 442

- -----

-----

-----

-----

-----

10,868 9,405 Net

income before

cumulative effect

of a change in

accounting

principle 23,201

19,412 -- --

Cumulative effect

of change in

accounting

principle, net of

taxes (1,129) -- -

-----

-----

-----

-----

10,868 9,405 Net

income 22,072

19,412 325,843

286,561 Retained

earnings,  
beginning of  
period 314,639  
276,554 - -----  
-----  
-----  
-----  
----- \$336,711  
\$295,966 Retained  
earnings, end of  
period \$336,711  
\$295,966  
=====

=====

Earnings per share  
- basic: \$0.35  
\$0.31 Net income  
before cumulative  
effect of a change  
in accounting  
principle \$0.75  
\$0.64 0.00 0.00  
Cumulative effect  
of change in  
accounting  
principle (0.04)  
0.00 -----  
----- \$0.35  
\$0.31 Net income  
\$0.71 \$0.64 -----  
-----

Earnings per share  
- diluted: \$0.35  
\$0.31 Net income  
before cumulative  
effect of change  
in accounting  
principle \$0.74  
\$0.64 0.00 0.00  
Cumulative effect  
of change in  
accounting  
principle (0.03)  
0.00 -----  
----- \$0.35  
\$0.31 Net income  
\$0.71 \$0.64 -----  
-----

31,027 30,600  
Average number of  
shares used in  
basic earnings per  
share computations  
30,937 30,552  
31,370 30,600  
Average number of  
shares used in  
diluted earnings  
per share  
computations  
31,173 30,552

The accompanying notes are an integral part of the financial statements.

ALBANY INTERNATIONAL CORP.  
CONSOLIDATED BALANCE SHEETS  
(in thousands)

(unaudited)  
June 30,  
December 31,  
2001 2000 --  
-----  
-----

ASSETS Cash  
and cash  
equivalents  
\$ 4,509 \$  
5,359  
Accounts  
receivable,  
net 217,885  
236,810  
Inventories:  
Finished  
goods  
117,954  
119,619 Work  
in process  
53,150

54,408 Raw  
material and  
supplies  
39,051

42,846 -----  
-----

210,155  
216,873  
Deferred  
taxes 30,827  
27,711  
Prepaid  
expenses  
6,913 7,534  
-----

-----  
Total  
current  
assets  
470,289  
494,287  
Property,  
plant and  
equipment,  
net 359,627  
387,658  
Investments  
in  
associated  
companies  
4,036 4,300  
Intangibles  
144,745  
161,709  
Deferred  
taxes 18,265  
19,095 Other  
assets  
44,936  
45,203 -----  
-----

----- Total  
assets \$  
1,041,898 \$  
1,112,252  
=====

=====

LIABILITIES  
AND

SHAREHOLDERS'

EQUITY Notes

and loans

payable \$

14,137 \$

37,760

Accounts

payable

35,982

47,005

Accrued

liabilities

73,879

80,678

Current

maturities

of long-term

debt 36,944

44,092

Income taxes

payable and

deferred

13,113

12,499 -----  
-----

----- Total

current

liabilities

174,055

222,034

Long-term

debt 378,699

398,087

Other

noncurrent

liabilities

141,316

129,741

Deferred

taxes and

other

credits

31,364

37,473 -----  
-----

----- Total  
liabilities

725,434  
 787,335 -----  
 -----  
 SHAREHOLDERS'  
 EQUITY  
 Preferred  
 stock, par  
 value \$5.00  
 per share;  
 authorized  
 2,000,000  
 shares; none  
 issued -- --  
 Class A  
 Common  
 Stock, par  
 value \$.001  
 per share;  
 authorized  
 100,000,000  
 shares;  
 issued  
 27,502,918  
 in 2001 and  
 27,138,064  
 in 2000 27  
 27 Class B  
 Common  
 Stock, par  
 value \$.001  
 per share;  
 authorized  
 25,000,000  
 shares;  
 issued and  
 outstanding  
 5,867,476 in  
 2001 and  
 5,869,457 in  
 2000 6 6  
 Additional  
 paid in  
 capital  
 230,431  
 223,897  
 Retained  
 earnings  
 336,711  
 314,639  
 Accumulated  
 items of  
 other  
 comprehensive  
 income:  
 Translation  
 adjustments  
 (197,306)  
 (165,691)  
 Derivative  
 valuation  
 adjustment  
 (5,531) --  
 Pension  
 liability  
 adjustment  
 (2,223)  
 (2,223) -----  
 -----  
 362,115  
 370,655 Less  
 treasury  
 stock (Class  
 A), at cost  
 (2,197,186  
 shares in  
 2001 and  
 2,201,232 in  
 2000) 45,651  
 45,738 -----  
 -----  
 ----- Total  
 shareholders'  
 equity  
 316,464  
 324,917 -----  
 -----  
 Total  
 liabilities  
 and  
 shareholders'  
 equity \$  
 1,041,898 \$  
 1,112,252

=====  
=====

The accompanying notes are an integral part of the financial statements.

2

ALBANY INTERNATIONAL CORP.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)  
(in thousands)

Six Months Ended June 30, 2001	2000
-----	
----	
OPERATING ACTIVITIES	
Net income \$	
22,072	\$
19,412	
Adjustments to reconcile net cash provided by operating activities:	
Equity in earnings of associated companies	
(133)	(442)
Depreciation and amortization	
28,940	31,792
Provision for deferred income taxes, other credits and long-term liabilities	
2,262	3,492
Increase in cash surrender value of life insurance, net of premiums paid	
(1,334)	
(1,257)	
Unrealized currency transaction (gains)/losses	
(553)	47
Loss on disposition of assets	
27	
1,952	Shares contributed to ESOP
2,953	
2,642	Tax benefit of options exercised
407	
Changes in operating assets and liabilities:	
Accounts receivable	
19,478	11,664
Inventories	
6,718	(886)
Prepaid expenses	
621	
14	Accounts payable
(11,022)	
(14,104)	
Accrued liabilities	
(3,222)	(464)
Income taxes payable	
3,007	
2,174	Other, net
274	1,019
-----	
---- Net cash provided by operating	

activities  
70,495 57,055

-----  
----  
INVESTING  
ACTIVITIES  
Purchases of  
property,  
plant and  
equipment  
(11,560)  
(18,466)  
Purchased  
software  
(473) (519)  
Proceeds from  
sale of  
assets 33  
8,364 -----  
-----  
Net cash used  
in investing  
activities  
(12,000)  
(10,621) ----  
-----

FINANCING  
ACTIVITIES  
Proceeds from  
borrowings  
26,682 15,808  
Principal  
payments on  
debt (76,335)  
(56,084)  
Proceeds from  
options  
exercised  
3,174 -----  
-----  
Net cash used  
in financing  
activities  
(46,479)  
(40,276) ----  
-----

Effect of  
exchange rate  
changes on  
cash flows  
(12,866)  
(10,830) ----  
-----

Decrease in  
cash and cash  
equivalents  
(850) (4,672)  
Cash and cash  
equivalents  
at beginning  
of year 5,359  
7,025 -----  
-----

Cash and cash  
equivalents  
at end of  
period \$  
4,509 \$ 2,353  
=====  
=====

The accompanying notes are an integral part of the financial statements.

ALBANY INTERNATIONAL CORP.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. MANAGEMENT OPINION

In the opinion of management the accompanying unaudited consolidated financial statements contain all adjustments, consisting of only normal, recurring adjustments, necessary for a fair presentation of results for such periods. The results for any interim period are not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. These consolidated financial statements should be read in conjunction with financial statements and notes thereto for the year ended December 31, 2000.

2. ACCOUNTING FOR DERIVATIVES

The Financial Accounting Standards Board (FASB) issued, then subsequently amended, Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", which the Company adopted effective January 1, 2001. SFAS 133 requires that all derivative instruments (including instruments embedded in other contracts) are recognized on the balance sheet at their fair value and changes in fair value are recognized immediately in earnings, unless the derivatives qualify as hedges in accordance with the Standard. The change in fair value for those derivatives that qualify as hedges are recorded in other comprehensive income.

The Company has a lease for manufacturing facilities that must be recorded under the provisions of SFAS 133 due to the lease payments being denominated in a nonfunctional currency. The Company has also entered into interest rate swap agreements that qualify as cash flow hedges in accordance with the Standard.

At January 1, 2001, the Company's financial statements were adjusted to record a cumulative effect of accounting for the lease described above in accordance with SFAS 133:

(in thousands)  
 Adjustments to fair value of derivatives \$(1,882)  
 Income tax benefit 753 ---  
 Cumulative effect of change in accounting principle \$(1,129) -  
 -----

A reconciliation of marking to market of interest rate swap agreements resulted in recording a noncurrent liability with an offset to the separate component of shareholders' equity labeled, "Derivative valuation adjustment", as follows:

Six Months Ended Three Months Ended (in thousands) June 30, 2001 June 30, 2001  
 Transition adjustments as of January 1, 2001  
 \$(4,888) \$  
 -- Current period (decrease) increase in fair value (643)  
 3,494 ----  
 -----  
 - Total (decrease) increase in fair value during the period \$(5,531) \$  
 3,494 ----  
 -----  
 -

Gains or losses on forward exchange contracts that function as an economic hedge against currency fluctuation effects on future revenue streams are recorded in "Other expense, net".

Gains or losses on forward exchange contracts that are designated a hedge of a foreign operation's net assets and/or long-term intercompany loans are recorded in "Translation adjustments", a separate component of shareholders' equity. These contracts reduce the risk of currency exposure on foreign currency net assets and do not exceed the foreign currency amount being hedged. To the extent the above criteria are not met, or the related assets are sold, extinguished, or terminated, activity associated with such hedges is recorded in "Other expense, net".



All open positions on forward exchange contracts are valued at fair value using the estimated forward rate of a matching contract.

Gains or losses on futures contracts have been recorded in "Other expense, net". Open positions have been valued at fair value using quoted market rates.

### 3. OTHER EXPENSE, NET

Included in other expense, net for the six months ended June 30 are: currency transactions, \$0.8 million income in 2001 and \$0.5 million income in 2000; amortization of debt issuance costs and loan origination fees, \$1.1 million in 2001 and \$1.2 million in 2000, \$1.0 million expense in 2001 related to the SFAS 133 lease adjustment, and \$1.1 million in 2001 and 2000 for other miscellaneous expenses, none of which are significant in 2001 and 2000.

Included in other expense, net for the three months ended June 30 are: currency transactions, \$0.1 million in expense for 2001 and \$0.2 million expense in 2000; amortization of debt issuance costs and loan origination fees, \$0.5 million in 2001 and \$0.6 million in 2000, \$0.2 million expense in 2001 related to the SFAS 133 lease adjustment, and \$0.4 million in 2001 and \$0.6 million in 2000 for other miscellaneous expenses, none of which are significant, in 2001 and 2000.

### 4. EARNINGS PER SHARE

Net income per share is computed using the weighted average number of shares of Class A and Class B Common Stock outstanding during the period. Diluted net income per share includes the effect of all potentially dilutive securities.

The amounts used in computing earnings per share, including the effect on income and the weighted average number of shares of potentially dilutive securities, are as follows:

	Six Months Ended Three Months Ended June 30, 2001	2000
Income		
available to common stockholders	\$22,072	\$19,412
	\$10,868	\$9,405

INCOME AVAILABLE TO COMMON STOCKHOLDERS:

Income available to common stockholders \$22,072 \$19,412 \$10,868 \$9,405

- WEIGHTED AVERAGE NUMBER OF SHARES: Weighted average number of shares used in net income per share 30,937 30,552 31,027 30,600 Effect of dilutive securities: Stock options 236

```

-- 343 -- --
-----
-----
-----
Weighted
average
number of
shares used
in diluted
net income
per share
31,173
30,552
31,370
30,600 -----
-----
--

```

For the three months and six months ended June 30, 2000, all options were excluded from the computation of diluted net income per share because the options' exercise price was greater than the average market price of the common shares for the period.

5. COMPREHENSIVE INCOME/(LOSS)

Total comprehensive income/(loss) consists of:

```

-----
-----
-----
-----
-----
-----
-----
-----
----- Six
Months Ended
Three Months
Ended June
30, June 30,
(in
thousands)
2001 2000
2001 2000 -
-----
-----
-----
-----
-----
-----
-----
-----
----- Net
income $
22,072 $
19,412 $
10,868 $
9,405 Other
comprehensive
loss, before
tax: Foreign
currency
translation
adjustments
(31,615)
(29,829)
(3,894)
(11,277)
Income tax
related to
items of
other
comprehensive
income --
248 -- 248
Swap
transition
adjustment
as of
January 1,
2001 (4,888)
-- -- --
Current
period
(decrease)
increase in
fair values
of swaps
(643) --
3,494 -- ---
----- Total
comprehensive
(loss)

```





There has been no material change in the total assets of the reportable segments between December 31, 2000 and June 30, 2001.

#### 7. INCOME TAXES

The Company's effective tax rate for the first six months of 2001 and 2000 was 37% and 43%, respectively. During the second quarter of 2001, the Company's estimated tax rate was reduced from 40% to 37%. The effect of the rate change for the first six months was fully recognized in the second quarter.

#### 8. SUPPLEMENTARY CASH FLOW INFORMATION

Interest paid for the six months ended June 30, 2001 and 2000 was \$17.3 million and \$17.2 million, respectively.

Taxes paid for the six months ended June 30, 2001 and 2000 was \$8.9 million and \$7.9 million respectively.

7

#### 9. CONTINGENCIES

The Company is a defendant in a number of proceedings for injuries allegedly suffered as a result of exposure to asbestos-containing products formerly manufactured by the Company. It is the position of the Company that any exposure to asbestos from products manufactured by the Company would be insufficient to cause asbestos-related injury to any plaintiff. In 2001, the Company was named as defendant in additional proceedings. The Company believes all asbestos-related claims to be without merit. While there can be no assurance as to their outcome, based upon its current understanding of the policies of insurance available, its recent settlement experience, how settlement amounts have been allocated to such policies, the absence of any judgements against the Company, and the defenses available, the Company believes that the ultimate resolution of the aforementioned proceedings is unlikely to have a material effect on its financial position, results of operations or cash flows.

#### 10. RECENT ACCOUNTING PRONOUNCEMENTS:

On June 29, 2001, Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations", was approved by the Financial Accounting Standards Board (FASB). SFAS No. 141 requires the purchase method of accounting to be used for all business combinations initiated after June 30, 2001. The Company does not expect the adoption of this Standard to have a material effect on its financial statements.

On June 29, 2001, SFAS No. 142, "Goodwill and Other Intangible Assets" was approved by the FASB. SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of this statement. The Company plans to adopt SFAS No. 142 on its effective date of January 1, 2002. Goodwill amortization expense is estimated to be approximately \$7.5 million for 2001. Except for the elimination of goodwill amortization expense, the Company is currently assessing, but has not yet determined the impact of SFAS 142 on its consolidated financial position or results of operation.

8

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2001

The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto.

#### RESULTS OF OPERATIONS:

Net sales decreased to \$207.1 million for the three months ended June 30, 2001 as compared to \$213.0 million for the same period in 2000. The effect of the stronger U.S. dollar as compared to the second quarter of 2000 was to decrease net sales by \$10.5 million. Excluding the effects of the stronger U.S. dollar, 2001 net sales were up 2.2% as compared to the second quarter of 2000.

Net sales decreased to \$415.6 million for the six months ended June 30, 2001 as compared to \$428.7 million for the same period in 2000. The effect of the stronger U.S. dollar as compared to the first half of 2000 was to decrease net sales by \$21.6 million. Excluding the effect of currency translation rates, net sales were up 2.0% as compared to 2000.

Geographically, net sales in the second quarter were up 3.2% in the United States, making year to date sales flat as compared to 2000. Invoiced trade sales in Canada increased 4.1% for the second quarter of 2001 and 2.5% for the first half of 2001, as compared to 2000. For the three and six month periods ended June 30, 2001, European sales increased in local currencies and were down in U.S. dollars, in comparison to the same periods in 2000. Net sales in the High Performance Door segment were up 3.5% for the second quarter, and 5.1% for the first half, in comparison to 2000.

Gross profit was 41.5% of net sales for the three months ended June 30, 2001 as compared to 40.0% for the same period in 2000 bringing the six month result to 41.6% for 2001 as compared to 40.3% for 2000. Second quarter variable costs, as

a percent of net sales, were 35.9% in 2001 and 34.6% in 2000. For the first half of 2001, variable costs as a percentage of net sales were 35.3% in 2001 and 34.7% in 2000. The higher variable cost percentage in 2001 is due to a higher percentage of net sales being generated by the High Performance Door business.

Selling, technical, general and research expenses, were 5.9% higher in the second quarter of 2001, in comparison to 2000. Excluding the effect of currency rates, these costs were 10.2% higher. For the first half of 2001, selling, technical, general and research expenses, excluding the effect of currency rates, were 4.7% higher than 2000. The higher costs in 2001 were due principally to an insurance benefit received in 2000, increases in salaries and benefits, and the unfavorable change in the remeasurement of foreign currency transactions incurred principally in Europe.

Second quarter operating income decreased 9.9% to \$25.1 million, compared to the second quarter of 2000. Excluding the effects of changes in currency translation rates, the decrease was 3.3%. For the first six months of 2001, operating income was flat in comparison to 2000. Excluding currency effects, operating income for the first half of 2001 was 7.1% higher than the comparable period of 2000.

9

Interest expense, net, decreased \$2.6 million in the second quarter of 2001, as compared to the same period in 2000. For the first half of 2001, interest expense, net was 19.3% lower than the first six months of 2000. The decrease in interest expense was due to lower total debt and lower average interest rates.

During the second quarter, the Company reduced its annual estimated tax rate from 40% to 37%, which had the effect of increasing net income during the first six months of 2001 by \$1.1million, all of which was reflected in the second quarter.

The Company is taking steps to remove at least \$25 million from its existing cost structure by the end of 2002. The cost reduction will be accomplished by a combination of consolidating product lines and production facilities, reducing sales and administration costs, and reorganizing our high performance door business in Europe. A restructuring charge in the second half of this year will result from these actions.

Effective January 1, 2001, the Company adopted the provisions of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities". The Company has a lease of manufacturing facilities in Italy that is impacted by this Standard. The cumulative after-tax effect of adopting this standard was a charge to earnings of \$1.1 million.

Reasons for the changes in operating results for the three month period ended June 30, 2001 as compared to the corresponding period in 2000 are similar to those which affected the six month comparisons, except where specifically noted.

#### LIQUIDITY AND CAPITAL RESOURCES:

Accounts receivable decreased \$18.9 million since December 31, 2000. Excluding the effect of the stronger U.S. dollar, accounts receivable decreased \$8.4 million. Inventories decreased \$6.7 million during the six months ended June 30, 2001. Excluding the effect of the stronger U.S. dollar, inventories increased \$0.5 million.

During the first six months of 2001, total debt decreased \$50.2 million. The Company's debt structure provides approximately \$165 million in committed and available unused debt capacity with financial institutions. Management believes that this debt capacity, in combination with informal commitments and expected free cash flows, should be sufficient to meet anticipated operating requirements and normal business opportunities which support corporate strategies.

Capital expenditures for the six months ended June 30, 2001 were \$11.6 million as compared to \$18.5 million for the same period last year. The Company anticipates that capital expenditures, including leases, will be no more than \$40 million for the full year and will continue to finance these expenditures with cash from operations and existing credit facilities.

Free cash flow, defined as cash provided by operating activities, less capital expenditures and cash dividends, improved to \$58.9 million for the six months ended June 30, 2001, compared to \$38.6 million for the comparable period of 2000.

The Company improved its leverage ratio, as defined in its principal credit agreements, to 2.52 at June 30, 2001, compared to 2.68 at the end of 2000.

10

#### RECENT ACCOUNTING PRONOUNCEMENTS:

On June 29, 2001, Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations", was approved by the Financial Accounting Standards Board (FASB). SFAS No. 141 requires the purchase method of accounting be used for all business combinations initiated after June 30, 2001. The Company does not expect the adoption of this Standard to have a material effect on its financial statements.

On June 29, 2001, SFAS No. 142, "Goodwill and Other Intangible Assets" was approved by the FASB. SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill,

including goodwill recorded in past business combinations, will cease upon adoption of this statement. The Company plans to adopt SFAS No. 142 on its effective date of January 1, 2002. Goodwill amortization expense is estimated to be approximately \$7.5 million for 2001. Except for the elimination of goodwill amortization expense, the Company is currently assessing, but has not yet determined the impact of SFAS 142 on its consolidated financial position or results of operations.

#### FORWARD-LOOKING STATEMENTS

This Form 10-Q contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements include statements about such matters as future earnings, pricing, markets, cost reductions, new products, paper industry consolidation and outlook, tax rate, inventory and accounts receivable reduction, capital expenditures, and amortization. Actual future events and circumstances (including future performance, results and trends) could differ materially from those set forth in such statements due to various factors. These factors include even more competitive marketing conditions resulting from customer consolidations, possible softening of customer demand, unanticipated events or circumstances related to recently acquired businesses, the occurrence of unanticipated events or difficulties relating to divestiture, joint venture, operating, capital, global integration and other projects, changes in currency exchange rates, changes in general economic and competitive conditions, technological developments, and other risks and uncertainties, including those detailed in the Company's filings with the Securities and Exchange Commission.

11

#### Part II - Other Information

##### Item 1. Legal Proceedings

The Company is named as a defendant in a number of suits by plaintiffs claiming injury as a result of exposure to asbestos-containing products formerly manufactured by the Company. The Company's subsidiary, Brandon Drying Fabrics, Inc., is named as a defendant in most of these same proceedings.

##### ALBANY INTERNATIONAL CORP.

The Company was named as a defendant in two actions in state court in Louisiana, seeking damages from the Company and approximately fifty other defendants (including primary suppliers of asbestos, asbestos abatement and removal companies, paper machine builders, pump manufacturers, insulation and building materials suppliers, boiler manufacturers and other suppliers of products alleged to have contained asbestos) for injuries allegedly suffered by approximately 2,000 employees at two paper mills in Bogalusa and St. Francisville, Louisiana, due to exposure to asbestos. Liberty Mutual, the underwriter of insurance coverage applicable to these claims, defended these matters on the Company's behalf, subject to a standard reservation of any rights under the applicable policies.

The information identified during the discovery process suggests that the Company's production of asbestos-containing paper machine clothing products was limited to certain dryer fabrics marketed to paper mills during the period from 1967 to 1976. Other companies that manufactured asbestos-containing dryer fabrics prior to or during this period are also named as defendants in most of these proceedings. It is the position of the Company and the other paper machine clothing defendants that there was insufficient exposure to asbestos from any paper machine clothing products to cause asbestos-related injury to any plaintiff. Furthermore, asbestos contained in the Company's products was encapsulated in a resin-coated yarn woven into the interior of the fabric, further reducing the likelihood of fiber release.

Discovery by both plaintiffs and defendants in the Bogalusa proceeding was essentially completed in late 1998. The first trial commenced in January 1999. (All claims relating to this first trial against the Company were settled prior to that time.) A unanimous jury verdict in favor of the remaining defendants (including two dryer fabric producers) was returned in early March 1999.

All remaining claims against Albany International Corp. pending in each of the Bogalusa and St. Francisville proceedings (approximately 2,000 plaintiffs in the aggregate) were settled during 2000. All settlement amounts were funded by Liberty Mutual.

The Company currently remains a defendant in a number of asbestos proceedings involving an aggregate of approximately 4,700 claimants.

One proceeding, in Jefferson County, Mississippi, accounts for 1,400 claimants. Based upon preliminary work histories provided by counsel, it appears that as many as half of these plaintiffs were never employed in paper mills. Of the remaining cases, a large number do not provide sufficient employment histories to determine whether the claimants would have ever had any contact with any asbestos-containing dryer fabrics sold by the Company.

A second proceeding, in Jones County, Mississippi, accounts for another approximately 2,100 claimants. Based on preliminary histories, it appears that as many as three-quarters of these plaintiffs were never

12





Class A  
 Class B  
 Class A  
 Class B  
 Class A  
 Class B --  
 -----  
 ---  
 -  
 -----  
 -----  
 -----  
 Francis L.  
 McKone  
 21,208,703  
 58,649,250  
 403,200 -  
 - -- Frank  
 R.  
 Schmeler  
 21,206,367  
 58,649,250  
 404,536 -  
 - --  
 Thomas R.  
 Beecher,  
 Jr  
 21,208,371  
 58,649,250  
 402,532 -  
 - --  
 Charles B.  
 Buchanan  
 21,208,371  
 58,649,250  
 402,532 -  
 - -- G.  
 Allan  
 Stenshamn  
 19,879,903  
 58,649,250  
 1,731,000  
 - - -- Dr.  
 Joseph G.  
 Morone  
 21,344,237  
 58,649,250  
 266,666 -  
 - --  
 Christine  
 L.  
 Standish  
 19,879,698  
 58,649,250  
 1,731,205  
 - - --  
 Erland E.  
 Kailbourne  
 21,344,237  
 58,649,250  
 266,666 -  
 - --  
 Barbara P.  
 Wright  
 21,344,237  
 58,649,250  
 266,666 -  
 - -- James  
 L. Ferris  
 21,344,341  
 58,649,250  
 266,562 -  
 - -- John  
 C.  
 Standish  
 21,208,272  
 58,649,250  
 402,631 -  
 - --

In the vote on the motion to appoint the firm of PricewaterhouseCoopers L.L.P.  
 as the Company's auditor for 2001, the number of votes cast for, the number cast  
 against, and the number of votes abstaining with respect to such resolution were  
 as follows:

Number of  
 Votes For  
 Number of  
 Votes  
 Against  
 Number of  
 Votes  
 Abstaining  
 Broker  
 Nonvotes  
 Class A

