INTERNATIONAL ASSETS HOLDING CORP
Form 3
January 10, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*

COFRANCESCO, JR. EDWARD R.
(Last) (First) (Middle)

250 PARK AVENUE S. SUITE 200
(Street)

WINTER PARK FL 32789
(City) (State) (Zip)

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2. Date of Event Requiring Statement (Month/Day/Year)

JANUARY 1, 2002

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL ASSETS HOLDING CORPIRATION -- IAAC

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5. Relationship of Reporting Person to Issuer
(Check all applicable)

[_] Director [_] 10% Owner
[X] Officer (give title below) [_] Other (specify below)

EXECUTIVE VICE PRESIDENT

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6. If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing (Check applicable line)

[X] Form Filed by One Reporting Person

[_] Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indire (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conve sion Exerc Price Deriv Secur
	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	
INTERNATIONAL ASSETS HOLDING CORP. OPTIONS	12/22/01*	12/22/10	COMMON	20,000	2.12
INTERNATIONAL ASSETS HOLDING CORP. OPTIONS	12/22/02**	12/22/11	COMMON	20,000	0.6

Explanation of Responses: STOCK OPTIONS GRANTED TO EMPLOYEE OF THE ISSUER. *6666 BECOME EXERCISABLE ON 12/22/01; AN ADDITIONAL 6666 BECOME EXERCISABLE ON 12/22/02; AN ADDITIONAL 6668 BECOME EXERCISABLE ON 12/22/03. **6666 BECOME EXERCISABLE ON 12/22/02; AN ADDITIONAL 6666 BECOME EXERCISABLE ON 12/22/03; AN ADDITIONAL 6668 BECOME EXERCISABLE ON 12/22/04.

/S/ EDWARD R. COFRANCESCO, JR. 01/08/02

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

may not, however, award to any one person in any calendar year options to purchase common stock equal to more than 10% of the total number of shares authorized under the plan, and it may not award incentive options first exercisable in any calendar year whose underlying shares have a fair market value greater than $100,000 determined at the time of grant.

The compensation committee will determine the exercise price and term of any option in its discretion, however, the exercise price may not be less than 100% of the fair market value of a share of common stock on the date of grant. In the case of any incentive stock option, the option must be exercised within 10 years of the date of grant. The exercise price of an incentive option awarded to a person who owns stock constituting more than 10% of our voting power may not be less than 110% of such fair market value on such date and the option must be exercised within five years of the date of grant.

Restricted Stock. Under the plan, the compensation committee may award restricted stock subject to the conditions and restrictions, and for the duration that it determines in its discretion.

Stock Appreciation Rights. Provided that our common stock is traded on an established securities market, the compensation committee may grant stock appreciation rights, or SARs, subject to the terms and conditions contained in the plan. Under the plan, the exercise price of an SAR must equal the fair market value of a share of our common stock on the date the SAR was granted. Upon exercise of a SAR, the grantee will receive an amount in shares of our common stock equal to the difference between the fair market value of a share of common stock on the date of exercise and the exercise price of the SAR, multiplied by the number of shares as to which the SAR is exercised.

Performance Awards. The compensation committee may grant performance awards contingent upon achievement by the grantee or by us, of set goals and objectives regarding specified performance criteria, over a specified performance cycle. Awards may include specific dollar-value target awards, performance units, the value of which is established at the time of grant, and/or performance shares, the value of which is equal to the fair market value of a share of common stock on the date of grant. The value of a performance award may be fixed or fluctuate on the basis of specified performance criteria. A performance award may be paid out in cash and/or shares of common stock or other securities.

Amendment and Termination of the Plan. The board may amend or terminate the plan in its discretion, except that no amendment will become effective without prior approval of our stockholders if such approval is necessary for continued compliance with the performance-based compensation exception of Section 162(m) of the Internal Revenue Code or any stock exchange listing requirements.

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If not previously terminated by the board, the plan will terminate on the tenth anniversary of its adoption.

401(k) Plan

We maintain the Roller Bearing Company of America 401(k) Retirement Plan, or the 401(k) Plan, a plan established pursuant to Section 401(k) of the Internal Revenue Code, for the benefit of our non-union employees. All non-union employees who have completed six months of service with us are entitled to participate. Subject to various limits, employees are entitled to defer up to 25% of their annual salary on a pre-tax basis and up to an additional 10% of their annual salary on an after-tax basis. We previously matched 50% of an employee's pre-tax contribution up to 10% of annual salary. Effective October 1, 2001, we suspended matching contributions to the 401(k) Plan. Employees vest in our contributions ratably over three years.

Effective April 3, 2004, we resumed matching contributions to our 401(k) Plan at a rate of 25% of an employee's pre-tax contribution up to 4% of annual salary. We also maintain a smaller 401(k) plan for non-union employees at our Miller bearing facility. We also maintain three 401(k) plans for our union employees. Subject to various limits, union employees are entitled to defer up to 25% of their annual salary on a pre-tax basis. We make employer contributions (matching and, in some cases, non-elective contributions) based on requirements in applicable collective bargaining agreements.

Supplemental Retirement Plan

Effective September 1, 1996, we adopted a non-qualified supplemental retirement plan, or SERP, for a select group of highly compensated and management employees designated by our board of directors. The SERP allows eligible employees to elect to defer until termination of their employment the receipt of up to 25% of their current salary. We make contributions equal to the lesser of 50% of the deferrals or 3.5% of the employee's annual salary, which vest in full after three years of service following the effective date of the SERP. Accounts are paid, either in a lump sum or installments, upon retirement, death or termination of employment. Accounts are generally payable from our general assets although it is intended that we set aside in a "rabbi trust" invested in annuity contracts amounts necessary to pay benefits. Employees' rights to receive payments are subject to the rights of our creditors.

Compensation Committee Interlocks and Insider Participation

The current compensation of our executive officers, other than our Chief Executive Officer's, which was determined in accordance with his employment agreement with us, was determined by our Chief Executive Officer in consultations with our board of directors. Our compensation committee was formed on November 9, 2004, which has undertaken responsibility for oversight with respect to executive compensation issues. See "Management Committees of our Board of Directors Compensation Committee." No member of our compensation committee will serve as a member of the board of directors or compensation committee of an entity that has one or more executive officers serving as a member of our board of directors or compensation committee.

Dr. Hartnett Employment Agreement

On July 1, 2005, we entered into a new employment agreement with Dr. Hartnett. Under the terms of the employment agreement, Dr. Hartnett was employed as our Chief Executive Officer. The term of Dr. Hartnett's employment agreement is set to expire on July 1, 2010.

Dr. Hartnett's current agreement provides for a base salary for the fiscal year 2006 of $556,896 before giving effect to a one-time reduction of $180,000 for nine-months in fiscal 2006 described below. Dr. Hartnett's base salary is subject to an automatic annual increase effective December 1 of each year during the term in a percentage amount equal to the greater of (i) five percent (5%) or (ii) the percentage change in the consumer price index for the prior year. Dr. Hartnett is also entitled to an annual performance bonus with respect to each fiscal year during which he remains an employee in an amount determined as a percentage of Dr. Hartnett's base salary, based on the amount by which our performance exceeds (or fails to meet) EBITDA targets in an operating plan. Dr. Hartnett's employment agreement has been amended to effectuate the terms of a settlement agreement which, among other things, provides for the payment to Dr. Hartnett of a special cash bonus in the amount of $45,000 for each of fiscal years 2007 through 2010. The settlement agreement also provides for a one-time special bonus of $5.2 million and a one-time reduction in his base salary of $180,000 for nine-months in fiscal 2006. See "Related Party Transactions Dr. Hartnett Settlement Bonus."

The employment agreement also contains non-competition provisions prohibiting Dr. Hartnett from competing against us during the term of the employment agreement and for two years thereafter without our prior written consent. Dr. Hartnett is also entitled to certain additional benefits (beyond those generally available to our employees) including medical and hospitalization insurance and additional life insurance. We are also required to maintain an apartment in Los Angeles for use by Dr. Hartnett while on business.

RELATED PARTY TRANSACTIONS

Except as described below, since March 29, 2001, we have not been a party to, nor have we currently proposed, any transaction or series of similar transactions in which the amount exceeds $60,000, and in which any director, executive officer, holder of more than 5% of our common stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than compensation agreements and other agreements, which are described in the "Management" section of this prospectus. We believe that each of the following transactions, other than the loans to our executives, are on terms no less favorable than we could obtain from an unrelated third party.

Set forth below is a summary of certain agreements and arrangements, as well as other transactions between us and related parties which have taken place during our most recent fiscal year or agreements with respect to transactions entered into in our prior fiscal years among related parties and other material agreements which remain in effect as of April 2, 2005.

Sale of Class B Exchangeable Convertible Participating Preferred Stock

On July 29, 2002, Dr. Hartnett purchased 10,000 shares and Whitney Investor, through an affiliate, purchased 230,000 shares of Class B Exchangeable Convertible Participating Preferred Stock of RBCI in exchange for gross proceeds of $24.0 million, referred to as the 2002 Class B Sale. In connection with the purchase, we paid a closing fee of $750,000, plus fees and expenses of approximately $50,000 in connection with its investment in us, to Whitney, and we amended the terms of our management services agreement with Whitney. Following the closing of the sale, we utilized the proceeds from the sale and certain of our cash on hand to repurchase approximately $30.4 million in principal amount at maturity of our 13% Senior Subordinated Discount Debentures. This repurchase satisfied our obligation to make a scheduled redemption payment relating to such debt in December 2002. For more information on Whitney Investor's beneficial ownership of our equity securities, see "Principal and Selling Stockholders."

The holders of our Class B preferred stock are entitled to an 8% per annum accumulating dividend and are further entitled to participate in any dividends paid to the holders of shares of our common stock. The Class B preferred stock is subject to conversion by us or exchange by the holders thereof. In either situation, each share of Class B preferred stock would yield a number of shares of our Class A common stock determined by reference to a formula set forth in our Amended and Restated Certificate of Incorporation (which includes anti-dilution protections), a number of shares of our Class C redeemable preferred stock also determined by reference to a formula set forth in our amended and restated certificate of incorporation and one share of Class D preferred stock. Any holders of Class C preferred stock would be entitled to an 8% per annum accumulating dividend. The Class C preferred stock is subject to redemption by us at our option but is not subject to mandatory redemption. The Class D preferred stock entitles the holders thereof, upon liquidation, to a payment determined by reference to a formula set forth in our amended and restated certificate of incorporation.

Dr. Hartnett Loan

In connection with a recapitalization which took place in May of 1997, we loaned Dr. Hartnett, our President and Chief Executive Officer, $500,000 to purchase shares of our capital stock. The loan does not bear interest and is due on the earlier of (i) June 23, 2007, (ii) the consummation of a sale of our company or (iii) the consummation of an initial public offering by us. The loan is secured by a pledge of Dr. Hartnett's shares of RBCI to us. The loan will be repaid in full upon the consummation of this offering.

Dr. Hartnett Settlement Bonus

Letter Agreement

On June 17, 2005 we entered into a Letter Agreement among us, Dr. Hartnett and Whitney which approved the terms of the Pre-Offering Transactions, including the termination of the Whitney Management Services Agreement upon consummation of this offering, the freezing of our existing stock option plans and the approval of our 2005 Long-Term Incentive Plan, and the terms of a Settlement Bonus (as described below) between us and Dr. Hartnett.

Dr. Hartnett Settlement Bonus

We have agreed to pay Dr. Hartnett a one-time special cash bonus of $5.2 million in the first half of fiscal 2006 to reimburse Dr. Hartnett for taxes owed by him in connection with a previous stock sale by Dr. Hartnett to Whitney. We will be required to take a charge equal to approximately $5.2 million in the first half of 2006. In connection with such transaction, we expect to receive offsetting cash tax benefits equal to approximately $5.2 million, and accordingly this transaction is expected to be cash neutral to us. Additionally, in connection with such arrangement, Dr. Hartnett's salary is reduced by $180,000 for nine-months in fiscal 2006 to compensate us for interest expense to be incurred by us as a result of timing differences between the payment of the $5.2 million to Dr. Hartnett and the offsetting tax benefits. We have also agreed to pay Dr. Hartnett a special cash bonus of $45,000 in each of the fiscal years 2007 through 2010.

Amended and Restated Stockholders Agreement; Registration Rights

On February 6, 2003, in connection with an investment in us by Dr. Hartnett and Whitney V, L.P., or Whitney V, we entered into an Amended and Restated Stockholders' Agreement with Dr. Hartnett, Hartnett Family Investments, L.P., or the Hartnett Partnership, Whitney V and the Whitney Investor. We will amend this agreement upon the consummation of this offering to make any necessary modifications in order to eliminate provisions related to transfer restrictions, information and observer rights and provisions with respect to seats on our board of directors as a result of the consummation of the Pre-Offering Transactions. The stockholders' agreement also contains provisions with respect to registration rights that will remain in place after this offering is consummated. The principal terms of this agreement include:

Piggyback Registration. Whenever we propose to register a public offering of our common stock, upon any request by Dr. Hartnett or Whitney Investor, we are required to include their shares in the offering, subject to customary cutback provisions.

Demand Registration. Commencing on the earlier of (1) 6 months after an effective date of an initial public offering of our common stock and (2) February 6, 2006, the holders of the majority of shares owned by Whitney Investor or permitted transferees shall have the right, on two occasions, to demand that we prepare and file with the Securities and Exchange Commission a registration statement to permit the public offering of the shares owned by those parties demanding such registration. This right will be made subject to a lock-up agreement between Whitney Investor and our underwriters in connection with this offering which will prevent Whitney Investor from exercising this right until the applicable lock-up period of 180 days has either expired or been waived.

We will bear all registration expenses, except underwriting discounts and selling commissions, incurred in connection with the registrations described above. We have agreed with Dr. Hartnett and Whitney Investor (or their permitted transferees) to indemnify each other against certain liabilities, including liabilities under federal and state securities laws.

Class A Preferred Stock Transaction

In February 2003, we raised capital from Dr. Hartnett and Whitney V, an affiliate of Whitney Investor. On February 6, 2003, Dr. Hartnett and Whitney V bought an aggregate of 1,008.41 shares of our Class A preferred stock for $3 per share, or an aggregate purchase price of approximately $3.0 million. The Class A preferred stock was the most senior of our capital stock in terms of liquidation preference and was entitled to an accrued dividend at 8% per annum. In connection with the sale of the Class A preferred stock, we paid to Whitney closing fees in the amount of $200,000, and reimbursed Whitney for expenses of approximately $35,000 incurred in connection with the purchase. Pursuant to the terms of the Purchase Agreement for the Class A preferred stock, on February 10, 2003, we exercised our option to repurchase such stock for the purchase price plus all accrued dividends. Accordingly, no Class A preferred stock is outstanding as of the date hereof. The purpose of this transaction was to provide an infusion to our equity capital and to the equity capital of our subsidiary RBCA in order to cure defaults of certain covenants contained in our credit agreement and in the indentures governing our Discount Debentures and previously outstanding RBCA notes. These defaults resulted from RBCA having made certain restricted payments in the fourth quarter of 2002 at a time when it technically was not permitted to do so. Such payments included (1) advances in the amounts of $519,000 and $450,000 that RBCA made to our subsidiary, Schaublin Holding, on December 10, 2002 and December 13, 2002, respectively, in connection with an acquisition by Schaublin of Myonic, and (2) a dividend in the amount of approximately $2.5 million that RBCA made to us on December 13, 2003 for purposes of financing an interest payment due on our Discount Debentures. As a result of the equity infusion, the defaults described above were cured or waived. This transaction was unanimously approved by the disinterested members of our board of directors and the terms thereof were unanimously determined by such board of directors to have been no less favorable to us than those that could be obtained on the date thereof in arm's-length dealings with a person who was not an affiliate of ours.

Amended and Restated Management Services Agreement

On July 29, 2002, in connection with the investment in us by Dr. Hartnett and an affiliate of Whitney Investor, we entered into an Amended and Restated Management Services Agreement with Whitney. Pursuant to the agreement, Whitney provides us certain services in exchange for an annual advisory fee of approximately $500,000 (subject to reduction upon the occurrence of specified circumstances). In addition, on July 29, 2002 we paid Whitney a one-time fee of approximately $750,000 as a closing fee in connection with Whitney's investment in our Class B preferred stock, plus fees and expenses of approximately $50,000 in connection with its investment in us. Pursuant to the agreement, Whitney agreed to provide and has from time to time provided services which include, but are not limited to, general management consulting services, identification, support, negotiation and analysis of potential acquisitions and dispositions, monitoring compliance with financing agreements, strategic planning including evaluating major strategic alternatives. This agreement will be terminated upon consummation of this offering on terms agreeable to Whitney and us.

Pre-Offering Transactions

As of April 2, 2005, prior to giving effect to our 5-for-2 stock split, there were 2,481,007 shares of our Class A common stock and 100 shares of our Class B common stock outstanding. Additionally, as of such date and prior to giving effect to our 5-for-2 stock split, there were outstanding (1) warrants and options to purchase up to an additional 764,494 shares of our Class A common stock, (2) warrants and options to purchase 549,146 shares of our Class B common stock, and (3) 240,000 shares of our Class B exchangeable convertible participating preferred stock, or Class B preferred stock, which was convertible into shares of Class A common stock, Class C preferred stock and Class D preferred stock. Dr. Hartnett owned all of our Class B common stock, options and warrants to purchase Class B common stock, as well as 10,000 shares of our Class B preferred stock. Dr. Hartnett's shares of Class B common stock entitled him majority voting control with respect to our capital stock. The balance of 230,000 shares of Class B preferred stock was held by Whitney Investor.

The following transactions, referred to as the Pre-Offering Transactions, will occur prior to the completion of this offering:

Recapitalization

We currently have three classes of capital stock outstanding: Class B preferred stock, Class A common stock and Class B common stock. Prior to the consummation of this offering, we will effectuate a series of transactions in order to, among other things, simplify our capital structure. Our simplified capital structure will have two classes of authorized capital stock (common stock and preferred stock), of which only shares of common stock will be outstanding after the offering. The recapitalization transaction will involve a number of steps to be effectuated contemporaneously with the consummation of the Refinancing Transaction (discussed below) and this offering. These steps will be as follows:

Stock Split. We will amend our certificate of incorporation to effect a 5-for-2 stock split of our common stock.

Conversion of Class B Preferred Stock. Immediately prior to the consummation of the Recapitalization, all outstanding shares of Class B preferred stock will be converted in accordance with their terms into 1,846,396 (on a post stock split basis) shares of Class A common stock, shares of Class C preferred stock and shares of Class D preferred stock. All shares of Class C and Class D preferred stock will be redeemed with cash or common stock as described below.

Redemption of Class C Preferred Stock. Immediately after the conversion of the Class B preferred stock, we shall use proceeds from this offering and the Refinancing Transaction to redeem all outstanding Class C preferred stock, including any accrued and unpaid dividends, for an aggregate redemption price determined in accordance with our pre-offering certificate of incorporation. Assuming a August 1, 2005 redemption date, the aggregate redemption price of the Class C preferred stock would be approximately $30.5 million. This amount will increase at a rate of approximately 0.02% for each additional day that the Class C preferred stock remains outstanding as a result of preferred dividends which will continue to accrue thereon.

Repurchase of Class D Preferred Stock. Immediately after the conversion of the Class B preferred stock, we shall repurchase all of the outstanding Class D preferred stock for an aggregate repurchase price equal to $8.0 million payable as follows: $4.0 million of the repurchase price shall be paid in cash using proceeds from this offering and the Refinancing Transaction, and $4.0 million shall be paid in shares of our Class A common stock based on the offering price (before giving effect to underwriters' discounts or commissions).

Reclassification of Class A Common Stock and Class B Common Stock. Immediately after the transactions described above, we will amend and restate our certificate of incorporation to provide for, among other things, authorized capital stock of 60.0 million shares of common stock and 10.0 million shares of preferred stock after giving effect to a 5-for-2 stock split. As a result, all of our Class A common stock and Class B common stock (including shares of Class A common stock issued upon conversion of the Class B preferred stock and repurchase of the Class D preferred stock) will be reclassified as common stock, on a one-for-one basis.

Stock Options and Warrants. Following the reclassification of our shares, all outstanding options and warrants to purchase our Class A common stock and Class B common stock will become exercisable into shares of our newly created common stock in accordance with the terms of our stock option plans and stock option and warrant agreements. We will freeze our existing

1998 Stock Option Plan and 2001 Stock Option Plan such that no further awards or grants may be made under them. We will establish a new 2005 Long-Term Incentive Plan which will provide for the issuance of stock options or other equity awards equal to 1,139,170 shares of common stock. Of these options, 683,502 will be awarded to Dr. Hartnett upon the consummation of this offering at the offering price, subject to vesting, and the remainder will be reserved for grants to our employees (other than Dr. Hartnett) at the discretion of our compensation committee. With the exception of options and warrants that are exercised in connection with this offering, substantially all outstanding options and warrants to purchase common stock held by our employees will be subject to a lock-up period of not less than 180 days (2.5% of our pro forma fully diluted shares of common stock will be subject to a lock-up period of 90 days) following the date of this prospectus. See "Use of Proceeds" and "Pre-Offering Transactions."

Refinancing Transaction

We have entered into a commitment letter with GE Capital to amend and restate our existing Senior Credit Facility to increase borrowings under our Term Loan by $40.0 million and to reduce the interest rate on our Revolving Credit Facility and Term Loan by approximately 1.00%, referred to as the Refinancing Transaction. The Refinancing Transaction is subject to customary terms and conditions, including consummation of this offering. We expect to close the Refinancing Transaction simultaneously with the closing of this offering. The proceeds from the Refinancing Transaction and the proceeds from this offering will be used for the purposes described under "Use of Proceeds."

PRINCIPAL AND SELLING STOCKHOLDERS

Except as set forth in the footnotes below, the following table sets forth information known to us with respect to the beneficial ownership of our common stock as of April 2, 2005 prior to the offering of common stock contemplated hereby, and as adjusted to reflect the Pre-Offering Transactions and the sale of common stock in this offering including the exercise of options and warrants pursuant to a net share settlement as described below, by (1) each stockholder known by us to own beneficially more than 5% of our common stock, (2) each of the named executive officers, (3) each of our directors and (4) all of our directors and executive officers as a group. The table below assumes no exercise of the underwriters' overallotment option. Beneficial ownership is determined in accordance with the rules of the SEC. Such rules provide that in computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days after April 2, 2005 are deemed outstanding. Such shares are not deemed outstanding for purposes of computing percentage ownership of any other person.

Some of the selling stockholders will be selling shares in this offering that they will acquire by exercising options and warrants through a net share settlement. The selling stockholders acquired the securities being sold in this offering under exemptions from applicable requirements of the Securities Act of 1933.

If the offering price differs from $15.00 per share, the midpoint of the range on the front cover of this prospectus, the 870,000 shares of common stock to be sold by the selling stockholders from the exercise of options and warrants will not change; however the number of options and warrants needed to be exercised pursuant to a net share settlement will be adjusted to reflect the actual offering price.

To the extent that any successor(s) to the selling stockholders wish to sell under this prospectus, we will file a supplement to this prospectus identifying such successor(s) as a selling stockholder.

Dr. Hartnett is offering 295,444 shares, all of which he will acquire upon exercising 303,539 warrants pursuant to a net share settlement. In addition, 405,556 shares will be sold through a limited partnership, Hartnett Family Investments, L.P., of which Dr. Hartnett is a general partner as a result of the exercise of 416,668 warrants to purchase common stock by such partnership pursuant to a net share settlement.

Unless otherwise indicated in the footnotes below (1) the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable and (2) unless otherwise indicated, the address of each of the individuals listed in the table is RBC Bearings Incorporated, One Tribology Center, Oxford, CT 06478.

Name	Shares Beneficially Owned Prior to the Offering Number	Shares Beneficially Owned Prior to the Offering Percentage	Number of Shares Offered(k)	Shares Beneficially Owned After the Offering(l) Number	Shares Beneficially Owned After the Offering(l) Percentage
Dr. Michael J. Hartnett	1,484,286(e)	15.3%	295,444	1,408,581(m)	8.4%
Daniel A. Bergeron	16,667(f)	*		16,667	*
Phillip H. Beausoleil	87,792(f)	1.0%	26,000	61,079	*
Thomas C. Crainer	58,100(f)	*	17,000	40,634	*
Richard J. Edwards	193,800(f)	2.3%	64,000	128,046	*
Robert Anderson	28,217(f)	*		28,217	*
Richard R. Crowell	28,217(f)(g)	*		28,217(g)	*
Dr. Amir Faghri	1,667(f)	*		1,667	*
William P. Killian	26,409(h)	*		26,409	*
Michael Stone(a)(b)	7,945,681	95.5%	1,030,099	6,915,582	44.7%
Whitney RBHC Investor, LLC(c)**	7,945,681(i)	95.5%	1,030,099	6,915,582	44.7%
Hartnett Family Investments, L.P.**	416,668(j)	4.8%	405,556		
Ronald E. Lemansky**	84,150(f)(g)	1.0%	27,000	56,410(g)	*
Christopher S. Thomas**	91,250(f)	1.1%	16,000	72,702	*
Other**	195,918	2.3%	133,901	61,496	*
All directors and officers as a group (10 persons)(d)	10,287,504	97.3%	1,838,099	8,655,099	50.6%

* Less than 1%.

** Not a named executive officer or director.

(a) Mr. Stone maintains his address at c/o Whitney & Co., 177 Broad Street, Stamford, Connecticut, 06901.

(b) Shares of common stock owned by Whitney RBHC Investor, LLC. The Managing Member of Whitney RBHC Investor, LLC is Whitney V, L.P., the general partner of which is Whitney Equity Partners V, LLC. Mr. Stone is a Managing Member of Whitney Equity Partners V, LLC and for the purposes of Section 13 of the Exchange Act, he may be deemed to share voting and dispositive power over such shares and to be a beneficial owner of such securities. Mr. Stone disclaims beneficial ownership of securities held by Whitney RBHC Investor, LLC, except to the extent of his pecuniary interest in such securities.

(c) Whitney RBHC Investor, LLC maintains its address at 177 Broad Street, Stamford, Connecticut, 06901.

(d) Includes 416,668 shares of common stock beneficially owned by Dr. Hartnett as a result of his general partnership interest in the Hartnett Partnership.

(e) Consists of (1) options and warrants granted to Dr. Hartnett to purchase up to 1,395,990 shares of our common stock that are currently exercisable or exercisable within 60 days of April 2, 2005, and (2) 88,296 shares of our common stock as a result of the conversion and repurchase of Class B and Class D preferred stock in connection with the Pre-Offering Transactions. The above amount does not include 416,668 shares of common stock beneficially owned by Dr. Hartnett as a result of his interest in Hartnett Family Investments, L.P. (the "Hartnett Partnership"). Dr. Hartnett would be deemed to beneficially own at total of 1,900,954 shares of common stock, or 18.8% of our common stock including the interests of the Hartnett Partnership. See footnotes (d) and (j).

(f) Consists of shares of our Class A common stock or Class A common stock issuable upon exercise of stock options and warrants that are currently exercisable or exercisable within 60 days of, April 2, 2005.

(g) Does not reflect 43,760 shares of common stock purchased by Richard R. Crowell from Ronald E. Lemansky in July 2005.

(h) Consists of shares of our common stock issuable upon exercise of stock options currently exercisable or exercisable within 60 days of April 2, 2005. Mr. Killian maintains his address at Unit 1801/1802, 888 Boulevard of the Arts, Sarasota, Florida 34236.

(i) Shares of common stock, owned by Whitney RBHC Investor, LLC. The Managing Member of Whitney RBHC Investor, LLC is Whitney V, L.P. Whitney V, L.P. disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.

(j) Shares of common stock owned by Hartnett Family Investments, L.P., a Delaware limited partnership, whose general partner is Dr. Hartnett. Dr. Hartnett, by virtue of his general partnership interest, would be deemed to beneficially own all of the shares of Hartnett Family Investments, L.P.

(k) Represents the number of shares of common stock received upon the exercise of stock options and warrants pursuant to a net share settlement. Assuming an initial offering price of $15.00 per share, the midpoint of the range set forth on the front cover of this prospectus, each of the following selling stockholders will exercise the following number of options or warrants, set forth after their respective names in order to receive the number of shares of common stock set forth in the "Number of Shares Offered" column on a net share settlement basis: Dr. Michael J. Hartnett (303,539); Phillip H. Beausoleil (26,713); Thomas C. Crainer (17,466); Richard J. Edwards (65,754); Hartnett Family Investments, L.P. (416,668); Ronald E. Lemansky (27,740); Christopher S. Thomas (18,548); and Other (19,521).

(l) Assumes the underwriters' overallotment option is not exercised. In the event that the underwriters' overallotment option is exercised in full, the following persons will sell the additional number of shares set forth after their respective names: Whitney RBHC Investor, LLC (286,982) and Dr. Michael J. Hartnett (194,702).

(m) Includes 201,167 shares of common stock issuable upon exercise of stock options issued to Dr. Hartnett simultaneously with this offering pursuant to our 2005 Long-Term Incentive Plan out of a total of 683,502 such options, one third of which are vested and exercisable within 60 days.

DESCRIPTION OF CAPITAL STOCK

General

Pursuant to the Pre-Offering Transactions which will take place prior to completion of this offering, and upon completion of the offering, we will be authorized to issue 60.0 million shares of common stock, $0.01 par value, and 10.0 million shares of preferred stock, $0.01 par value. In addition, upon completion of this offering, there will be no preferred stock outstanding, as all of the outstanding preferred stock will be converted into shares of common stock or will be redeemed or repurchased with a portion of the net proceeds from this offering or common stock. See "Use of Proceeds" and "Related Party Transactions Pre-Offering Transactions." As of April 2, 2005, prior to giving effect to our 5-for-2 stock split, there were 2,481,007 shares of our Class A common stock and 100 shares of our Class B common stock outstanding. Additionally, as of such date, there were outstanding (1) warrants and options to purchase up to an additional 764,494 shares of our Class A common stock, (2) warrants and options to purchase 549,146 shares of our Class B common stock, and (3) 240,000 shares of our Class B exchangeable convertible participating preferred stock, or Class B preferred stock, which was convertible into shares of Class A common stock, Class C straight preferred stock and Class D straight preferred stock. Dr. Hartnett owned all of our Class B common stock, options and warrants to purchase Class B common stock, as well as 10,000 shares of our Class B preferred stock. Dr. Hartnett's shares of Class B common stock entitled him majority voting control with respect to our capital stock. As of April 2, 2005 there were 8 holders of our Class A and Class B common stock. The balance of 230,000 shares of Class B preferred stock was held by Whitney Investor. The following description of our capital stock does not purport to be complete and is subject to and qualified in its entirety by our amended and restated certificate of incorporation and bylaws, which are included as exhibits to the Registration Statement of which this prospectus forms a part, and by the provisions of applicable Delaware law.

Common Stock

Upon the completion of this offering, there will be 15,458,833 shares of common stock outstanding and 1,139,170 shares reserved for issuance under our 2005 Long-Term Incentive Plan, of which 683,502 options to purchase shares will be issued. Our 1998 and 2001 Stock Option Plans will be frozen prior to this offering and no additional options or other equity securities will be issued under these plans. The holders of common stock will be entitled to one vote per share on all matters to be voted upon by the stockholders. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock will be entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available for that purpose. In the event of a liquidation, dissolution or winding up of our company, the holders of common stock will be entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding. The common stock will have no preemptive or conversion rights or other subscription rights. There will be no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock will be fully paid and nonassessable, and the shares of common stock to be issued upon the closing of this offering will be fully paid and nonassessable.

Preferred Stock

Pursuant to our amended and restated certificate of incorporation to be filed prior to the completion of this offering, our board of directors will be authorized, subject to any limitations prescribed by law, without stockholder approval, from time to time to issue up to an aggregate of 10.0 million shares of preferred stock, $0.01 par value per share, in one or more series, each of the series to have such rights and preferences, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by our board of directors.

The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of holders of any preferred stock that may be issued in the future. Issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for others to acquire, or of discouraging others from attempting to acquire, a majority of our outstanding voting stock. We have no present plans to issue any shares of preferred stock.

Delaware Anti-Takeover Law and Charter and Bylaw Provisions

Provisions of Delaware law and our certificate of incorporation and bylaws could make it more difficult to acquire us by means of a tender offer, a proxy contest or otherwise and the removal of incumbent officers and directors. These provisions, summarized below, are expected to discourage types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging takeover or acquisition proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

We are subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the "business combination" or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested stockholder status, did own) 15% or more of a corporation's voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

Registration Rights

Subject to limitations contained in our Amended and Restated Stockholders Agreement dated February 6, 2003, between us, Dr. Hartnett, the Hartnett Partnership and Whitney Investor, the holders of the majority of shares owned by Whitney Investor or its affiliates or permitted transferees shall have the right, on two occasions, to demand that we prepare and file with the Securities and Exchange Commission a registration statement to permit the public offering of the shares owned by those parties demanding such registration. This right will be made subject to a lock-up agreement between Whitney Investor and our underwriters in connection with this offering which, unless waived, will prevent Whitney Investor from exercising this right until 180 days after the date of this Prospectus. Whenever we propose to register a public offering of our common stock, upon any request by Dr. Hartnett or Whitney Investor, we are required to include their shares in the offering, subject to customary cutback provisions.

We will bear all registration expenses, except underwriting discounts and selling commissions, incurred in connection with the registrations described above. We have agreed with Dr. Hartnett and Whitney Investor (or their permitted transferees) to indemnify each other against certain liabilities, including liabilities under federal and state securities laws.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is LaSalle Bank National Association.

DESCRIPTION OF CERTAIN INDEBTEDNESS

Senior Credit Facility

On June 29, 2004, we entered into a senior credit facility totaling $165 million, or the Senior Credit Facility, summarized below. The following description does not purport to be complete and is qualified in its entirety by reference to the Senior Credit Facility.

The Senior Credit Facility consists of (1) the 6.5-year $55.0 million Revolving Credit Facility (including the $25.0 million letter of credit subfacility available for the issuance of letters of credit) and (2) the 6.5-year $110.0 million Term Loan. The credit agreement requires us to make annual amortization payments (payable in quarterly installments) equal to 1% of the balance of the Term Loan in years one through six and the remaining balance is due at maturity in 2010.

Mandatory prepayments in respect of the Term Loan or permanent reductions to the commitments under the Revolving Credit Facility, as applicable, are required in an amount equal to, (a) 100% of the net cash proceeds from all asset sales and dispositions by us and our subsidiaries, subject to certain exceptions, (b) 100% of the net cash proceeds from extraordinary receipts (including, without limitation, proceeds from certain key-man life policies) and (c) 100% of the net cash proceeds from equity issuances by us and our subsidiaries, subject to certain exceptions; provided that in the event of certain qualified public offerings of equity securities by us, net cash proceeds thereof shall be used first to repay our outstanding Discount Debentures until paid in full; second 50% of any remaining proceeds must be used to repay our Second Lien Term Loan and third, any remaining proceeds, up to 50% may be used to make restricted payments, including redemptions of our common and preferred stock, and up to 50% may be used to repay our Second Lien Term Loan and any remaining unused balance may be used for general corporate purposes. This offering will constitute a qualified public offering as defined under the Senior Credit Facility. Accordingly, all of the outstanding Discount Debentures will be paid in full out of the proceeds from this offering. We will also retire all outstanding indebtedness under our Second Lien Term Loan.

Voluntary prepayments and commitment reductions are permitted in whole or in part, without premium or penalty, subject to minimum prepayment or reduction requirements, provided that voluntary prepayments of LIBOR loans on a date other than the last day of the relevant interest period will be subject to the payment of customary breakage costs, if any.

The Revolving Credit Facility bears interest at a floating rate, and at RBCA's option so long as no event of default has occurred or is continuing, of either the higher of the base rate on corporate loans or the federal funds rate plus 50 basis points, plus 1.75%; or the offered rate for deposits on U.S. Dollars in the London interbank market for the relevant interest period which is published by the British Bankers Association, or LIBOR rate, plus 3.00%. The Term Loan bears interest at a floating rate, at our option so long as no event of default has occurred or is continuing, of either the higher of the base rate on corporate loans posted by at least 75% of the nation's 30 largest banks published in *The Wall Street Journal*, or Base Rate, or the federal funds rate plus 50 basis points, plus 2.50%; or LIBOR plus 3.75%. As of April 2, 2005, the blended interest rate on the Senior Credit Facility and Second Lien Term Loan (discussed below) was 7.6%.

In addition, the lenders under the Revolving Credit Facility are entitled to be paid a fee on unused commitments under that facility at a rate equal to 0.50% per annum, payable monthly in arrears. With respect to the letter of credit subfacility, an additional fee, equal to the product of the average daily undrawn face amount of all letters of credit issued, guaranteed or supported by risk participation agreements multiplied by a per annum rate equal to the applicable margin applied to LIBOR rate loans, i.e., 3.0% is payable monthly in arrears together with any fees and charges incurred by the administrative agent to a letter of credit issuer.

During the existence of any default under the credit agreement, the applicable margins applied to all obligations under the senior credit facilities would increase by 2% per year.

The credit agreement documentation contains customary representations and warranties and customary covenants restricting our, and our domestic subsidiaries' ability to, among other things and subject to various exceptions, (1) declare dividends, make distributions or redeem or repurchase capital stock, (2) prepay, redeem or repurchase other debt, (3) incur liens or grant negative pledges, (4) make loans and investments, (5) incur additional indebtedness or guarantees, (6) amend or otherwise alter our organizational documents or any debt and other material agreements, (7) make capital expenditures, (8) engage in mergers, acquisitions and asset sales, (9) conduct transactions with affiliates, (10) alter the nature of our businesses, (11) change our fiscal quarter or our fiscal year, (12) engage in "sale-leaseback" transactions, (13) cancel indebtedness owing to us or our subsidiaries or (14) prohibit restricted subsidiaries from funding dividends or distributions or repaying intercompany loans. We and our subsidiaries also will be required to comply with specified financial covenants (including, without limitation, a leverage ratio and a fixed charge coverage ratio) and various affirmative covenants.

Events of default under the credit agreement include, but are not limited to, (1) our failure to pay principal, interest, fees or other amounts under the credit agreement when due or after expiration of a grace period, (2) any representation or warranty proving to have been materially incorrect when made, (3) covenant defaults, with respect to certain covenants, subject to a grace period, (4) bankruptcy events, (5) a cross default to certain other debt, (6) unsatisfied final judgments over a threshold, (7) a change of control, (8) ERISA defaults and (9) the invalidity or impairment of any loan document or any security interest.

In addition, the credit agreement includes customary provisions regarding breakage or redeployment costs incurred in connection with prepayments, changes in capital adequacy and capital requirements or their interpretation, illegality, unavailability, reserves without proration or offset and payments free and clear of withholding.

Subject to customary terms and conditions, including the consummation of this offering, we will amend and restate our existing Senior Credit Facility to increase our borrowings under our Term Loan by $40.0 million in connection with the Refinancing Transaction effective as of the closing of this offering. This would also lower the interest rate on the Term Loan (1) from Base Rate, or the federal funds rate plus 50 basis points, plus 2.50% to Base Rate, or the federal funds rate plus 50 basis points, plus 1.50% or (2) from LIBOR plus 3.75% to LIBOR plus 2.75%. Availability under our Revolving Credit Facility will no longer be based on the underlying value of the collateral, but instead will be based on a multiple of our EBITDA and the amount of our indebtedness otherwise outstanding. In addition, the maturity of the Term Loan will be extended to the sixth anniversary of the date of such amendment and restatement.

After giving effect to the amendment and restatement of our Senior Credit Facility upon consummation of this offering, all of our obligations under the Senior Credit Facility will be unconditionally guaranteed by us and each existing and subsequently acquired or organized subsidiary other than foreign subsidiaries after the consummation of this offering. The obligations under the Term Loan and the Revolving Credit Facility (including the guarantees) will be secured by substantially all of our present and future assets and all present and future assets of each guarantor, including but not limited to (1) a first-priority pledge of all of RBCA's outstanding capital stock owned by us, (2) a first-priority pledge of all of the outstanding capital stock owned by us or any guarantor in any domestic subsidiary, (3) a first-priority pledge of 66% and 65.34% of the outstanding capital stock of RBC Schaublin Holdings S.A. and RBC de Mexico S de R. L. de C.V., respectively and (4) a perfected first-priority security interests in all of our present and future assets and the present and future assets of each guarantor, subject to certain limited exceptions.

The proceeds from the Refinancing Transaction, together with the proceeds from this offering, will be used for the purposes described under the heading "Use of Proceeds." See "Pre-Offering Transactions Refinancing Transaction," "Prospectus Summary The Offering" and "Use of Proceeds."

Second Lien Term Loan

On June 29, 2004, we entered into a Second Lien Term Loan totaling $45.0 million with a seven year maturity. The Second Lien Term Loan is secured by a second priority security interest in the assets secured by the Term Loan and the Revolving Credit Facility set forth above, pursuant to an intercreditor agreement. The Second Lien Term Loan bears interest at a floating rate, at our option so long as no event of default has occurred or is continuing, of either the higher of the Base Rate or the federal funds rate plus 50 basis points, plus 7.25%; or LIBOR plus 8.50%. All of our outstanding indebtedness under the Second Lien Term Loan will be repaid out of the proceeds from this offering and the Refinancing Transaction.

Swiss Credit Facility

On December 8, 2003, Schaublin Holding S.A. entered into a bank credit facility with Credit Suisse Zurich providing for 10.0 million swiss francs or approximately $8.0 million in term loan, or Swiss Term Loan, and up to 2.0 million swiss francs, or approximately $1.6 million, of revolving credit loans and letters of credit, referred to as the Swiss Revolver. We have pledged 99.4% of the present and future share capital of Schaublin (1,366 shares) to the agent under this credit facility to secure Schaublin's obligation thereunder. This credit facility contains customary representation and warranties, affirmative and negative covenants and events of defaults, as well as certain financial covenants applicable solely to Schaublin. The Swiss Term Loan is payable in semi-annual installments ranging from approximately $0.4 million to approximately $1.0 million and matures on March 31, 2009. The Swiss Terms Loan bears interest at variable rates, calculated at LIBOR plus a margin which varies based on debt capacity ratios determined annually, payable quarterly. On November 8, 2004, we amended the Swiss Credit Facility to increase the Swiss Revolver to 4.0 million swiss francs, or approximately $3.5 million. As of April 2, 2005, $6.2 million was outstanding under the Swiss Term Loan, and no loans or letters of credit were outstanding under the Swiss Revolver.

Industrial Revenue Bonds

During fiscal 1995, we entered into a loan agreement with the South Carolina Jobs Economic Development Authority, or SC JEDA, which provides for borrowings up to $10.7 million under two industrial development revenue bonds, or IRBs. During fiscal 1999 we entered into an additional loan agreement with the SC JEDA which provides for borrowings up to $3.0 million under an industrial development revenue bond. Additionally, during fiscal 2000, we entered into a loan agreement with the California Infrastructure and Economic Development Bank, or CIEDB, which provides for borrowings up to $4.8 million under an industrial development revenue bond (the CIEDB Series 1999 IRB). The proceeds from these IRBs are restricted for working capital requirements and capital expenditure purposes.

On March 1, 2002, we retired the unused portion of the SC JEDA Series 1998 IRB of $1.8 million by asking the state of South Carolina to collapse the bond to just the amount of money that had been used, thereby reducing the debt and the restricted marketable securities balances by $1.8 million.

As of April 2, 2005, $18.3 million of the proceeds have been expended (including accumulated interest of $1.6 million), and the remaining $0.01 million is invested by the trustee in marketable securities.

The SC JEDA Series 1994 A IRB, SC JEDA Series 1994 B IRB and the SC JEDA Series 1998 IRB are secured by a letter of credit issued under the letter of credit subfacility under the Revolving Credit Facility. The CIEDB Series 1999 IRB is likewise secured by an irrevocable direct-pay letter of credit issued by one of our existing lenders.

As of April 2, 2005, we had $16.7 million aggregate principal amount of our industrial revenue bonds outstanding.

SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this offering, we will have 15,458,833 shares of our common stock outstanding. If the underwriters exercise their overallotment option in full, we will have a total of 16,415,051 shares of our common stock outstanding. Of these shares, all of the shares sold in this offering will be freely tradable without restriction or further registration under the Securities Act, unless such shares are purchased by "affiliates" as that term is defined in Rule 144 under the Securities Act. The remaining shares of common stock held by existing stockholders are "restricted securities" as that term is defined in Rule 144 under the Securities Act, described below.

We cannot make any predictions as to the number of shares that may be sold in the future or the effect, if any, that sales of these shares, or the availability of these shares for future sale, will have on the prevailing market prices of our common stock. Sales of a significant number of shares of our common stock in the public market, or the perception that these sales could occur, could adversely affect prevailing market prices of our common stock and could impair our ability to raise equity capital in the future.

Lock-Up Agreements

We, our executive officers, substantially all of our directors, stockholders, option holders and warrant holders have agreed, subject to exceptions, that we or they will not, for a period of not less than 180 days (or 90 days with respect to 2.5% of our pro forma fully diluted shares of common stock) after the date of this prospectus (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of our common stock or any securities convertible into or exchangeable or exercisable for common stock, or file, or cause to be filed, any registration statement under the Securities Act of 1933, as amended, with respect to any of the foregoing securities, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the locked-up securities, whether any such swap or transaction is to be settled by delivery of common stock or other securities, in cash or otherwise, without the prior written consent of Merrill Lynch & Co., which may release all or a portion of the shares subject to this lock-up agreement at any time without prior notice.

The 180-day restricted period will be automatically extended if (1) during the last 17 days of the 180-day restricted period the Company issues an earnings release or material news or a material event relating to the Company occurs or (2) prior to the expiration of the 180-day restricted period, the Company announces that it will release earnings results or becomes aware that material news or a material event will occur during the 16-day period beginning on the last day of the 180-day restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event. In addition, the lock-up provision will not restrict broker-dealers from engaging in market making and similar activities conducted in the ordinary course of their business.

Rule 144

In general, under Rule 144, as currently in effect, beginning 90 days after the date of this prospectus, a person who has beneficially owned shares of our common stock for at least one year would be entitled to sell within any three-month period a number of shares that does not exceed the greater of: 1% of the number of shares of common stock then outstanding, which will equal approximately 154,588 shares immediately after this offering; or the average weekly trading volume of our common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about us.

Rule 144(k)

Under Rule 144(k), a person who is not deemed to have been one of our affiliates at any time during the 90 days preceding a sale, and who has beneficially owned the shares proposed to be sold for at least two years, including the holding period of any prior owner other than an affiliate, is entitled to sell the shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

Rule 701

Rule 701, as currently in effect, permits resales of shares in reliance upon Rule 144 but without compliance with certain restrictions, including the holding period requirement, of Rule 144. Any of our employees, officers, directors or consultants who purchased shares under a written compensatory plan or contract may be entitled to rely on the resale provisions of Rule 701. Rule 701 permits affiliates to sell their Rule 701 shares under Rule 144 without complying with the holding period requirements of Rule 144. Rule 701 further provides that non-affiliates may sell their shares in reliance on Rule 144 without having to comply with the holding period, public information, volume limitation or notice provisions of Rule 144. All holders of Rule 701 shares who have not satisfied the holding period requirements of Rule 144 are required to wait until 90 days after the date of this prospectus before selling their shares. In addition, substantially all of our shares held by existing stockholders are subject to lock-up agreements and will only become eligible for sale at the earlier of the expiration of the 180-day lock-up agreements (or 90 days with respect to 2.5% of our pro forma fully diluted shares of common stock) or sooner upon obtaining the prior written consent of Merrill Lynch & Co.

Stock Options

Not sooner than 90 days after the offering, we intend to file a Registration Statement on Form S-8 registering shares of common stock subject to outstanding options or reserved for future issuance under our stock option plans or warrants. As of April 2, 2005, after giving effect to the Pre-Offering Transactions and the exercise of stock options and warrants pursuant to a net share settlement by the selling stockholders, options to purchase a total 3,071,653 shares would have been outstanding. We will also be able to issue 455,668 additional options after this offering under our 2005 Long-Term Incentive Plan. Common stock issued upon exercise of outstanding vested options or warrants, other than common stock issued to our affiliates is available for immediate resale in the open market, subject to the applicable lock-up agreements, as described above, and in compliance with Rule 144. Substantially all of our option holders and warrant holders will execute lock-up agreements of not less than 90 days with the underwriters.

Registration Rights

Beginning 180 days after the date of this offering, Dr. Hartnett, the Hartnett Partnership and Whitney Investor, who collectively will beneficially own 50.9% of our common stock, will be able to require us to conduct a registered public offering of their shares. Whitney Investor has demand rights on two occasions. In addition, Dr. Hartnett and Whitney Investor have piggyback registration rights to have their shares included for sale in subsequent registered offerings of our common stock, subject to customary cut-back provisions. See "Description of Capital Stock Registration Rights." Registration of such shares under the Securities Act would, except for shares purchased by affiliates, result in such shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of such registration.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a summary of the material U.S. federal income and estate tax consequences of the acquisition, ownership and disposition of our common stock by a non-U.S. holder. As used in this summary, the term "non-U.S. holder" means a beneficial owner of our common stock that is not, for United States federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity classified as a corporation for these purposes) created or organized in or under the laws of the United States or of any political subdivision of the United States;
- a partnership (including any entity or arrangement classified as a partnership for these purposes);
- an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust, if (1) a United States court is able to exercise primary supervision over the trust's administration and one or more "United States persons" (within the meaning of the U.S. Internal Revenue Code) has the authority to control all of the trust's substantial decisions, or (2) the trust has a valid election in effect under applicable U.S. Treasury regulations to be treated as a "United States person."

An individual may be treated as a resident of the United States in any calendar year for United States federal income tax purposes, instead of a nonresident, by, among other ways, being present in the United States on at least 31 days in that calendar year and for an aggregate of at least 183 days during a three-year period ending in the current calendar year. For purposes of this calculation, an individual would count all of the days present in the current year, one-third of the days present in the immediately preceding year and one-sixth of the days present in the second preceding year. Residents are taxed for U.S. federal income purposes as if they were U.S. citizens.

If a partnership or other pass-through entity (including an entity or arrangement treated as a partnership or other type of pass-through entity for U.S. federal income tax purposes) owns our common stock, the tax treatment of a partner or beneficial owner of the partnership or other pass-through entity may depend upon the status of the partner or beneficial owner and the activities of the partnership or entity and by certain determinations made at the partner or beneficial owner level. Partners and beneficial owners in partnerships or other pass-through entities that own our common stock should consult their own tax advisors as to the particular U.S. federal income and estate tax consequences applicable to them.

This summary does not discuss all of the aspects of U.S. federal income and estate taxation that may be relevant to a non-U.S. holder in light of the non-U.S. holder's particular investment or other circumstances. In particular, this summary only addresses a non-U.S. holder that holds our common stock as a capital asset (generally, investment property) and does not address:

- special U.S. federal income tax rules that may apply to particular non-U.S. holders, such as financial institutions, insurance companies, tax-exempt organizations, U.S. expatriates, and dealers and traders in securities or currencies;
- non-U.S. holders holding our common stock as part of a conversion, constructive sale, wash sale or other integrated transaction or a hedge, straddle or synthetic security;

- any U.S. state and local or non-U.S. or other tax consequences; and

- the U.S. federal income or estate tax consequences for the beneficial owners of a non-U.S. holder.

This summary is based on provisions of the U.S. Internal Revenue Code of 1986, as amended, applicable U.S. Treasury regulations and administrative and judicial interpretations, all as in effect or in existence on the date of this prospectus. Subsequent developments in U.S. federal income or estate tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income and estate tax consequences of purchasing, owning and disposing of our common stock as set forth in this summary. Each non-U.S. holder should consult a tax advisor regarding the U.S. federal, state, local and non-U.S. income and other tax consequences of acquiring, holding and disposing of our common stock.

Dividends

We do not anticipate paying cash dividends on our common stock in the foreseeable future. See "Dividend Policy." In the event, however, that we pay dividends on our common stock, we will have to withhold a U.S. federal withholding tax at a rate of 30%, or a lower rate under an applicable income tax treaty, from the gross amount of the dividends paid to a non-U.S. holder. Non-U.S. holders should consult their own tax advisors regarding their entitlement to benefits under a relevant income tax treaty.

In order to claim the benefit of an applicable income tax treaty, a non-U.S. holder will be required to provide a properly executed U.S. Internal Revenue Service Form W-8BEN (or other applicable form) in accordance with the applicable certification and disclosure requirements. Special rules apply to partnerships and other pass-through entities and these certification and disclosure requirements also may apply to beneficial owners of partnerships and other pass-through entities that hold our common stock. A non-U.S. holder that is eligible for a reduced rate of U.S. federal withholding tax under an income tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the U.S. Internal Revenue Service. Non-U.S. holders should consult their own tax advisors regarding their entitlement to benefits under a relevant income tax treaty and the manner of claiming the benefits.

Dividends that are effectively connected with a non-U.S. holder's conduct of a trade or business in the United States and, if required by an applicable income tax treaty, are attributable to a permanent establishment maintained by the non-U.S. holder in the United States, will be taxed on a net income basis at the regular graduated rates and in the manner applicable to United States persons. In that case, we will not have to withhold U.S. federal withholding tax if the non-U.S. holder provides a properly executed U.S. Internal Revenue Service Form W-8ECI (or other applicable form) in accordance with the applicable certification and disclosure requirements. In addition, a "branch profits tax" may be imposed at a 30% rate, or a lower rate under an applicable income tax treaty, on dividends received by a foreign corporation that are effectively connected with the conduct by that foreign corporation of a trade or business in the United States.

Gain on Disposition of Common Stock

A non-U.S. holder generally will not be taxed on any gain recognized on a disposition of our common stock unless:

- the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States and, if required by an applicable income tax treaty, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States; in these cases, the gain will be taxed on a net income basis at the regular graduated rates and in the manner applicable to United States persons (unless an applicable income tax treaty provides otherwise) and, if the non-U.S. holder is a foreign corporation, the "branch profits tax" described above may also apply;

the non-U.S. holder is an individual who holds our common stock as a capital asset, is present in the United States for more than 182 days in the taxable year of the disposition and meets other requirements (in which case, except as otherwise provided by an applicable income tax treaty, the gain, which may be offset by U.S. source capital losses, generally will be subject to a flat 30% U.S. federal income tax, even though the non-U.S. holder is not considered a resident alien under the U.S. Internal Revenue Code); or

we are or have been a "U.S. real property holding corporation" for U.S. federal income tax purposes at any time during the shorter of the five-year period ending on the date of disposition or the period that the non-U.S. holder held our common stock.

Generally, a corporation is a "U.S. real property holding corporation" if the fair market value of its "U.S. real property interests" equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests plus its other assets used or held for use in a trade or business. The tax relating to stock in a U.S. real property holding corporation generally will not apply to a non-U.S. holder whose holdings, direct and indirect, at all times during the applicable period, constituted 5% or less of our common stock, provided that our common stock was regularly traded on an established securities market. We believe that we are not currently, and we do not anticipate becoming in the future, a U.S. real property holding corporation.

Our common stock has been approved for quotation on the Nasdaq National Market, a nationally recognized U.S. securities exchange. Although not free from doubt, our common stock should be considered to be regularly traded on an established securities market for any calendar quarter during which it is regularly quoted on the securities exchange by brokers or dealers that hold themselves out to buy or sell our common stock at the quoted price. If we were to be a U.S. real property holding corporation and if our common stock were not considered to be regularly traded on a nationally recognized securities exchange at any time during the applicable calendar year, then a non-5% holder would be taxed for U.S. federal income tax purposes on any gain realized on the disposition of our common stock on a net income basis as if the gain were effectively connected with the conduct of a U.S. trade or business by the non-5% holder during the taxable year and, in such case, the person acquiring our common stock from a non-5% holder generally would have to withhold 10% of the amount of the proceeds from the disposition. Such withholding may be reduced or eliminated pursuant to a withholding certificate issued by the U.S. Internal Revenue Service in accordance with applicable U.S. Treasury regulations. We urge all non-U.S. holders to consult their own tax advisors regarding the application of these rules to them.

Federal Estate Tax

Our common stock that is owned or treated as owned by an individual who is not a U.S. citizen or resident of the United States (as specially defined for U.S. federal estate tax purposes) at the time of death will be included in the individual's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax or other treaty provides otherwise and, therefore, may be subject to U.S. federal estate tax.

Information Reporting and Backup Withholding Tax

Dividends paid to a non-U.S. holder may be subject to U.S. information reporting and backup withholding. A non-U.S. holder will be exempt from backup withholding if the non-U.S. holder provides a properly executed U.S. Internal Revenue Service Form W-8BEN or otherwise meets documentary evidence requirements for establishing its status as a non-U.S. holder or otherwise establishes an exemption.

The gross proceeds from the disposition of our common stock may be subject to U.S. information reporting and backup withholding. If a non-U.S. holder sells our common stock outside the United States through a non-U.S. office of a non-U.S. broker and the sales proceeds are paid to the non-U.S. holder outside the United States, then the U.S. backup withholding and information reporting requirements generally will not apply to that payment. However, U.S. information reporting, but not U.S. backup withholding, will apply to a payment of sales proceeds, even if that payment is made outside the United States, if a non-U.S. holder sells our common stock through a non-U.S. office of a broker, such broker does not have documentary evidence in its files that the non-U.S. holder is not a United States person and certain other conditions are met (unless the non-U.S. holder otherwise establishes an exemption) and the broker:

- is a United States person;
- derives 50% or more of its gross income in specified periods from the conduct of a trade or business in the United States;
- is a "controlled foreign corporation" for U.S. federal income tax purposes; or
- is a foreign partnership, if at any time during its tax year either one or more of its partners are United States persons who in the aggregate hold more than 50% of the income or capital interests in the partnership or the foreign partnership is engaged in a United States trade or business.

If a non-U.S. holder receives payments of the proceeds from a sale of our common stock to or through a U.S. office of a broker, the payment is subject to both U.S. backup withholding and information reporting unless the non-U.S. holder provides a properly executed U.S. Internal Revenue Service Form W-8BEN certifying that the non-U.S. Holder is not a "United States person" or the non-U.S. holder otherwise establishes an exemption.

A non-U.S. holder generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed the non-U.S. holder's U.S. federal income tax liability by filing a refund claim with the U.S. Internal Revenue Service.

UNDERWRITING

We intend to offer the shares through the underwriters. Merrill Lynch, Pierce, Fenner & Smith Incorporated, KeyBanc Capital Markets, a division of McDonald Investments, Inc., and Jefferies & Company, Inc. are acting as representatives of the underwriters named below. Subject to the terms and conditions described in a purchase agreement among us, the selling stockholders and the underwriters, we and the selling stockholders have agreed to sell to the underwriters, and the underwriters severally have agreed to purchase from us and the selling stockholders, the number of shares listed opposite their names below.

Underwriter	Number of Shares
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
KeyBanc Capital Markets, a division of McDonald Investments, Inc.	
Jefferies & Company, Inc.	
Total	8,288,000

The underwriters have agreed to purchase all of the shares sold under the purchase agreement if any of these shares are purchased. If an underwriter defaults, the purchase agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the purchase agreement may be terminated.

We and the selling stockholders have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the purchase agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Commissions and Discounts

The representatives have advised us and the selling stockholders that the underwriters propose initially to offer the shares to the public at the initial public offering price on the cover page of this prospectus and to dealers at that price less a concession not in excess of $ per share. The underwriters may allow, and the dealers may reallow, a discount not in excess of $ per share to other dealers. After the initial public offering, the public offering price, concession and discount may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us and the selling stockholders. The information assumes either no exercise or full exercise by the underwriters of their overallotment option.

	Per Share	Without Option	With Option
Public offering price	$	$	$
Underwriting discount	$	$	$
Proceeds, before expenses, to us	$	$	$
Proceeds, before expenses, to the selling stockholders	$	$	$

The expenses of the offering, not including the underwriting discount, are estimated at $1.8 million and are payable by us.

Overallotment Option

We and the selling stockholders have granted options to the underwriters to purchase up to an aggregate of 1,243,200 additional shares of our common stock at the public offering price less the underwriting discount, consisting of 761,516 shares from us and 481,684 shares from the selling stockholders. The underwriters may exercise this option for 30 days from the date of this prospectus solely to cover any overallotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter's initial amount reflected in the above table.

No Sales of Similar Securities

We, our executive officers, substantially all of our directors, stockholders, option holders and warrant holders have agreed, with exceptions, not to sell or transfer any common stock for 180 days (or 90 days with respect to 2.5% of our pro forma fully diluted shares of common stock) after the date of this prospectus without first obtaining the written consent of Merrill Lynch. Specifically, we and these other individuals have agreed not to directly or indirectly:

- offer, pledge, sell or contract to sell any common stock,
- sell any option or contract to purchase any common stock,
- purchase any option or contract to sell any common stock,
- grant any option, right or warrant for the sale of any common stock,
- lend or otherwise dispose of or transfer any common stock,
- request or demand that we file a registration statement related to the common stock; or
- enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. The 180-day restricted period will be automatically extended if (1) during the last 17 days of the 180-day restricted period we issue an earnings release or material news or a material event relating to us occurs or (2) prior to the expiration of the 180-day restricted period, we announce that we will release earnings results or becomes aware that material news or a material event will occur during the 16-day period beginning on the last day of the 180-day restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event. In addition, the lock-up provision will not restrict broker-dealers from engaging in market making and similar activities conducted in the ordinary course of their business.

Merrill Lynch has informed us that while it does not currently expect to release the entities or persons bound by the lock-up arrangements, including affiliates, prior to the end of the lock-up period, it retains the right to do so at any time without notice at its sole discretion.

Stock Exchange Listing

Our shares of common stock have been approved for quotation on the Nasdaq National Market under the symbol "ROLL." In order to meet the requirements for listing on the exchange, the underwriters may be required to undertake to sell a minimum number of shares to a minimum number of beneficial owners as required by Nasdaq.

Before this offering, there has been no public market for our common stock. The initial public offering price will be determined through negotiations among us, the selling stockholders and the representatives. In addition to prevailing market conditions, the factors to be considered in determining the initial public offering price are:

- the valuation multiples of publicly traded companies that the representatives believe to be comparable to us,
- our financial information,
- the history of, and the prospects for, our company and the industry in which we compete,
- an assessment of our management, our past and present operations, and the prospects for, and timing of, our future revenues,
- the present state of our development; and
- the above factors in relation to market values and various valuation measures of other companies engaged in activities similar to ours.

An active trading market for the shares may not develop. It is also possible that after the offering the shares will not trade in the public market at or above the initial public offering price.

The underwriters do not expect to sell more than 5% of the shares in the aggregate to accounts over which they exercise discretionary authority.

Price Stabilization, Short Positions and Penalty Bids

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

If the underwriters create a short position in the common stock in connection with the offering, i.e., if they sell more shares than are listed on the cover of this prospectus, the representatives may reduce that short position by purchasing shares in the open market. The representatives may also elect to reduce any short position by exercising all or part of the overallotment option described above. Purchases of the common stock to stabilize its price or to reduce a short position may cause the price of the common stock to be higher than it might be in the absence of such purchases.

The representatives may also impose a penalty bid on underwriters and selling group members. This means that if the representatives purchase shares in the open market to reduce the underwriters' short position or to stabilize the price of such shares, they may reclaim the amount of the selling concession from the underwriters and selling group members who sold those shares. The imposition of a penalty bid may also affect the price of the shares in that it discourages resales of those shares.

Neither we nor any of the underwriters makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor any of the underwriters makes any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Selling Restrictions

Each underwriter has agreed that (i) it has not offered or sold, and prior to the six months after the date of issue of the shares will not offer or sell any shares to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995, (ii) it has complied, and will comply with, all applicable provisions of the Financial Services and Markets Act 2000 of Great Britain ("FSMA") with respect to anything done by it in relation to the shares in, from or otherwise involving the United

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Kingdom and (iii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any shares in circumstances in which section 21(1) of the FSMA does not apply to the issuer.

Internet Distribution

Merrill Lynch will be facilitating Internet distribution for this offering to certain of its Internet subscription customers. Merrill Lynch intends to allocate a limited number of shares for sale to its online brokerage customers. An electronic prospectus is available on the Internet Web site maintained by Merrill Lynch. Other than the prospectus in electronic format, the information on the Merrill Lynch Web site is not part of this prospectus.

Other Relationships

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us. They have received customary fees and commissions for these transactions.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for us by Kirkland & Ellis LLP, New York, New York. Certain legal matters will be passed upon for the underwriters by Fried, Frank, Harris, Shriver & Jacobson LLP, New York, New York.

EXPERTS

The consolidated financial statements of RBC Bearings Incorporated at April 2, 2005 and April 3, 2004, and for each of the three years in the period ended April 2, 2005, appearing in this Prospectus and Registration Statement have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

Valuation Research Corporation, in a consent filed with the Registration Statement, of which this prospectus is a part, has consented to the use of its name in this prospectus and to the reference to Valuation Research Corporation under the heading "Experts" in this prospectus. We retained Valuation Research Corporation, an independent valuation firm, to conduct an independent valuation analysis of the fair value of our common stock at each stock option grant date during fiscal 2005 on a retrospective basis for the purpose of assisting us with respect to our determination of a stock-based compensation expense, and we referred to its expertise based on the reputation and experience of said firm in valuation matters.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed a registration statement on Form S-1, including relevant exhibits and schedules, under the Securities Act with the SEC for the common stock we are offering by this prospectus. This prospectus, which contains a part of the registration statement, does not include all of the information contained in the registration statement. You should read the registration statement and its exhibits for additional information. Statements in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete. In each instance, reference is made to the copy of such document or contract filed as an exhibit to the registration statement, and each such statement is qualified in all respects by such reference. As a result of this offering, we will also be required to file annual, quarterly and current reports, proxy statements and other information with the SEC.

You may read and copy all or any portion of the registration statement or any reports, statements or other information that we file at the SEC's Public Reference Room at 100 F Street, N.E., Room 1024, Washington D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the Securities and Exchange Commission. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings, including the registration statement, are also available to the public on the Internet at the SEC's web site at *http://www.sec.gov*.

RBC Bearings Incorporated

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
RBC Bearings Incorporated

We have audited the accompanying consolidated balance sheets of RBC Bearings Incorporated as of April 2, 2005 and April 3, 2004, and the related consolidated statements of operations, stockholders' deficit and comprehensive income (loss), and cash flows for each of the three years in the period ended April 2, 2005. Our audits also included the financial statement schedule on page F-41. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of RBC Bearings Incorporated at April 2, 2005 and April 3, 2004, and the consolidated results of its operations and its cash flows for each of the three years in the period ended April 2, 2005, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

Hartford, Connecticut
June 10, 2005, except for Note 21
as to which the date is June 13, 2005 and
Note 22 as to which this date is
August 2, 2005

RBC Bearings Incorporated

Consolidated Balance Sheets

(dollars in thousands, except share and per share data)

	April 2, 2005	April 3, 2004
ASSETS		
Current assets:		
Cash	$ 2,635	$ 3,250
Accounts receivable, net of allowance for doubtful accounts of $628 in 2005 and $770 in 2004	53,967	44,516
Inventory	95,654	90,504
Deferred income taxes	4,509	2,342
Prepaid expenses and other current assets	2,226	2,454
Total current assets	158,991	143,066
Property, plant and equipment, net	55,343	56,249
Goodwill	25,150	25,150
Intangible assets, net of accumulated amortization of $949 in 2005 and $449 in 2004	3,333	2,853
Deferred financing costs, net of accumulated amortization of $1,280 in 2005 and $7,849 in 2004	4,755	5,628
Other assets	2,597	1,800
Total assets	$ 250,169	$ 234,746
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 19,243	$ 13,618
Accrued expenses and other current liabilities	10,621	13,276
Current portion of long-term debt	8,245	10,421
Capital lease obligations	226	201
Total current liabilities	38,335	37,516
Long-term debt, less current portion	211,834	204,803
Capital lease obligations, less current portion	205	225
Other non-current liabilities	7,554	8,487
Total liabilities	257,928	251,031
Commitments and contingencies (Note 17)		
Class C redeemable preferred stock, $.01 par value; authorized shares: 900,000 in 2005 and 2004; none issued and outstanding		
Stockholders' deficit:		
Class A preferred stock, $.01 par value; authorized shares: 15,500 in 2005 and 2004; none issued and outstanding		
Class B exchangeable convertible participating preferred stock, $.01 par value; authorized shares: 240,000 in 2005 and 2004; issued and outstanding shares: 240,000 in 2005 and 2004	2	2
Class D preferred stock, $.01 par value; authorized shares: 240,000 in 2005 and 2004; none issued and outstanding		
Class A voting common stock, $.01 par value; authorized shares: 20,000,000 in 2005 and 2004; issued and outstanding shares: 6,202,519 in 2005 and 6,188,653 in 2004	62	62

	April 2, 2005	April 3, 2004
Class B super voting common stock, $.01 par value; authorized shares: 2,500,000 in 2005 and 2004; issued and outstanding shares: 250 in 2005 and 2004		
Additional paid-in capital	34,252	33,448
Deferred compensation	(349)	
Accumulated other comprehensive loss	(2,532)	(3,343)
Accumulated deficit	(39,194)	(46,454)
Total stockholders' deficit	(7,759)	(16,285)
Total liabilities and stockholders' deficit	$ 250,169	$ 234,746

See accompanying notes.

RBC Bearings Incorporated

Consolidated Statements of Operations

(dollars in thousands, except share and per share data)

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004 (53 weeks)**	**March 29, 2003**
Net sales	$ 243,016	$ 187,331	$ 172,860
Cost of sales	174,602	135,433	124,086
Gross margin	68,414	51,898	48,774
Operating expenses:			
Selling, general and administrative	32,749	28,107	26,647
Other, net	3,526	1,662	1,424
Total operating expenses	36,275	29,769	28,071
Operating income	32,139	22,129	20,703
Interest expense, net	19,669	20,380	21,023
Loss (gain) on early extinguishment of debt	6,950		(780)
Other non-operating expense (income)	(355)	16	298
Income before income taxes	5,875	1,733	162
Provision for (benefit from) income taxes	(1,385)	1,070	113
Net income	7,260	663	49
Preferred stock dividends	(2,280)	(2,144)	(1,313)
Participation rights of preferred stock in undistributed earnings	(1,142)		
Net income (loss) available to common stockholders	$ 3,838	$ (1,481)	$ (1,264)
Net income (loss) per common share:			
Basic:			
Class A common stock	$ 0.62	$ (0.24)	$ (0.20)
Class B common stock	$ 0.62	$ (0.24)	$ (0.20)
Diluted:			
Class A common stock	$ 0.40	$ (0.24)	$ (0.20)
Class B common stock	$ 0.00	$ (0.24)	$ (0.20)
Weighted average common shares:			
Basic:			
Class A common stock	6,202,365	6,188,653	6,188,653
Class B common stock	250	250	250
Diluted:			
Class A common stock	9,552,579	6,188,653	6,188,653
Class B common stock	1,302,005	250	250

See accompanying notes.

RBC Bearings Incorporated

Consolidated Statements of Stockholders' Deficit and Comprehensive Income (Loss)

(dollars in thousands)

	Preferred Stock		Common Stock							
	Shares	**Amount**	**Shares**	**Amount**	**Additional Paid-in Capital**	**Deferred Compensation**	**Accumulated Other Comprehensive Loss**	**Accumulated Deficit**	**Total Stockholders' Deficit**	**Comprehensive Income/ (Loss)**
Balance at March 30, 2002		$	6,188,903	$ 62	$ 10,561	$	$ (1,024)	$ (47,166)	$ (37,567)	
Net income								49	49	$ 49
Issuance of Class B preferred stock	240,000	2			22,887				22,889	
Issuance of Class A preferred stock					3,025				3,025	
Repurchase of Class A preferred stock					(3,025)				(3,025)	
Currency translation adjustments							(1,455)		(1,455)	(1,455)
Minimum pension liability adjustment, net of taxes of $1,043							(1,565)		(1,565)	(1,565)
Comprehensive loss										$ (2,971)
Balance at March 29, 2003	240,000	2	6,188,903	62	33,448		(4,044)	(47,117)	(17,649)	
Net income (53 weeks)								663	663	$ 663
Currency translation adjustments							63		63	63
Minimum pension liability adjustment, net of taxes of $425							638		638	638
Comprehensive income										$ 1,364
Balance at April 3, 2004	240,000	2	6,188,903	62	33,448		(3,343)	(46,454)	(16,285)	
Net income								7,260	7,260	$ 7,260
Grants of options to purchase Class A common stock at below fair market value					769	(769)				
Amortization of deferred stock compensation						420			420	

	Preferred Stock		Common Stock							
Exercise of stock options			13,866		35				35	
Currency translation adjustments							488		488	488
Minimum pension liability adjustment, net of taxes of $338							323		323	323
Comprehensive income										$ 8,071
Balance at April 2, 2005	240,000	$ 2	6,202,769	$ 62	$ 34,252	$ (349)	$ (2,532)	$ (39,194)	$ (7,759)	

See accompanying notes.

RBC Bearings Incorporated

Consolidated Statements of Cash Flows

(dollars in thousands)

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004 (53 weeks)**	**March 29, 2003**
Cash flows from operating activities:			
Net income	$ 7,260	$ 663	$ 49
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	8,285	8,838	8,714
Deferred income taxes (benefit)	(3,113)	2,219	401
Amortization of intangible assets	500	344	105
Amortization of deferred financing costs and debt discount	1,113	1,580	3,304
Amortization of deferred stock compensation	420		
Loss on disposition of assets	1,778	236	858
Loss (gain) on early extinguishment of debt (non-cash portion)	4,303		
Other	21		28
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(9,251)	(4,447)	1,032
Inventory	(4,725)	44	(8,713)
Prepaid expenses and other current assets	232	652	(688)
Other non-current assets	(377)	2,718	(2,631)
Accounts payable	5,451	(309)	(1,009)
Accrued expenses and other current liabilities	(1,879)	(5,507)	1,693
Other non-current liabilities	(150)	513	880
Net cash provided by operating activities	9,868	7,544	4,023
Cash flows from investing activities:			
Acquisition of businesses, net of cash acquired	(755)	(5,944)	(2,822)
Purchase of property, plant and equipment	(9,526)	(4,951)	(6,522)
Proceeds from sale of assets	274		
Other		101	1,143
Net cash used in investing activities	(10,007)	(10,794)	(8,201)
Cash flows from financing activities:			
Net (decrease) increase in revolving credit facility	2,500	(6,083)	(20,018)
Issuance of Class B preferred stock, net of fees			22,889
Retirement of senior secured discount debentures			(28,766)
Issuance of Class A preferred stock			3,025
Repurchase of Class A preferred stock			(3,025)
Proceeds from exercise of stock options	35		
Retirement of senior subordinated notes payable	(110,000)		
Proceeds from new credit facility	155,000		
Proceeds from senior credit facility		10,000	40,664
Payments on term loans	(43,190)	(7,741)	(5,328)
Principal payments on capital lease obligations	(282)	(173)	(457)
Restructure of foreign debt			7,127
Financing fees paid in connection with senior credit facility	(4,400)	(1,090)	(3,226)
Proceeds from Swiss credit facility		7,971	
Retirement of RBCA's senior credit facility			(10,974)
Net cash provided by (used in) financing activities	(337)	2,884	1,911
Effect of exchange rate changes on cash	(139)	63	(1,365)

	Fiscal Year Ended		
Cash and cash equivalents:			
Decrease during the year	(615)	(303)	(3,632)
Cash, at beginning of year	3,250	3,553	7,185
Cash, at end of year	$ 2,635	$ 3,250	$ 3,553
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$ 20,301	$ 19,073	$ 15,745
Income taxes	$ 207	$ 321	$ 671

See accompanying notes.

RBC Bearings Incorporated

Notes to Consolidated Financial Statements

(dollars in thousands, except share and per share data)

1. Organization and Business

RBC Bearings Incorporated ("Company", collectively with its subsidiaries), is a Delaware corporation. The Company operates in four reportable business segments roller bearings, plain bearings, ball bearings, other and corporate in which it manufactures roller bearing components and assembled parts and designs and manufactures high-precision roller and ball bearings. The Company sells to a wide variety of original equipment manufacturers ("OEMs") and distributors who are widely dispersed geographically. In fiscal 2005, 2004 and 2003, no one customer accounted for more than 5.0% of the Company's sales. The Company's segments are further discussed in Note 20.

2. Summary of Significant Accounting Policies

General

The consolidated financial statements include the accounts of RBC Bearings Incorporated, Roller Bearing Company of America, Inc. ("RBCA") and its wholly-owned subsidiaries, Industrial Tectonics Bearings Corporation ("ITB"), RBC Linear Precision Products, Inc. ("LPP"), RBC Nice Bearings, Inc. ("Nice"), Bremen Bearings, Inc. ("Bremen"), Miller Bearings, Inc. ("Miller"), Tyson Bearings., Inc. ("Tyson"), Schaublin, RBC de Mexico ("Mexico"), RBC Oklahoma, Inc. ("RBC Oklahoma") and RBC Aircraft Products, Inc. ("API"), as well as its Transport Dynamics ("TDC"), Heim ("Heim") and Engineered Components ("ECD") and US Bearings ("USB") divisions. All material intercompany balances and transactions have been eliminated in consolidation.

The Company has a fiscal year consisting of 52 or 53 weeks, ending on the Saturday closest to March 31. Based on this policy, fiscal years 2005 and 2003 contained 52 weeks and fiscal year 2004 contained 53 weeks.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Inventory

Inventories are stated at the lower of cost or market, using the first-in, first-out method.

Shipping and Handling

The sales price billed to customers includes the costs associated with shipping and handling, which is included in net sales. The costs to the Company for shipping and handling are included in cost of sales.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation and amortization of property, plant and equipment, including equipment under capital leases, is provided for by the straight-line method over the estimated useful lives of the respective assets or the lease term, if shorter. Amortization of assets under capital leases is reported within depreciation and amortization. The cost of equipment under capital leases is equal to the lower of the net present value of the minimum lease payments or the fair market value of the leased equipment at the inception of the lease. Expenditures for normal maintenance and repairs are charged to expense as incurred.

The estimated useful lives of the Company's property, plant and equipment follows:

Buildings	10 39 years
Machinery and equipment	3 10 years
Leasehold improvements	Shorter of the term of lease or estimated useful life

Recognition of Revenue and Accounts Receivable and Concentration of Credit Risk

The Company recognizes revenue only after the following four basic criteria are met:

Persuasive evidence of an arrangement exists;

Delivery has occurred or services have been rendered;

The seller's price to the buyer is fixed or determinable; and

Collectibility is reasonably assured.

Revenue is recognized upon the passage of title, which is at the time of shipment. Accounts receivable, net of applicable allowances, is recorded when goods are shipped.

The Company sells to a large number of OEMs and distributors who service the aftermarket. The Company's credit risk associated with accounts receivable is minimized due to its customer base and wide geographic dispersion. The Company performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral or charge interest on outstanding amounts. At April 2, 2005 and April 3, 2004, the Company had no significant concentrations of credit risk.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company reviews the collectibility of its receivables on an ongoing basis taking into account a combination of factors. The Company reviews potential problems, such as past due accounts, a bankruptcy filing or deterioration in the customer's financial condition, to ensure the Company is adequately accrued for potential loss. Accounts are considered past due based on when payment was originally due. If a customer's situation changes, such as a bankruptcy or creditworthiness, or there is a change in the current economic climate, the Company may modify its estimate of the allowance for doubtful accounts. The Company will write-off accounts receivable after reasonable collection efforts have been made and the accounts are deemed uncollectible.

Goodwill and Amortizable Intangible Assets

Goodwill (representing the excess of the amount paid to acquire a company over the estimated fair value of the net assets acquired) and intangible assets with indefinite useful lives are not amortized but instead are tested for impairment annually, or when events or circumstances indicate that its value may have declined. Impairment exists when the carrying amount of goodwill exceeds its fair market value. The Company's goodwill impairment test is performed by comparing the net present value of projected cash flows to the carrying value of goodwill. The Company utilizes discount rates determined by management to be similar with the level of risk in its current business model. The Company performs the annual impairment testing during the fourth quarter of each fiscal year and has determined that, to date, no impairment of goodwill exists. Although no changes are expected, if the actual results of the Company are less favorable than the assumptions the Company makes regarding estimated cash flows, the Company may be required to record an impairment charge in the future.

Definite-lived intangible assets are being amortized on a straight-line basis over their estimated useful lives of 5 to 15 years. Also included in intangible assets is an asset relating to the Company's minimum pension liability, as further described in Note 13.

Deferred Financing Costs

Deferred financing costs are amortized by the effective interest method over the lives of the related credit agreements (5 to 23 years).

Income Taxes

The Company accounts for income taxes using the liability method, which requires it to recognize a current tax liability or asset for current taxes payable or refundable and a deferred tax liability or asset for the estimated future tax effects of temporary differences between the financial statement and tax reporting bases of assets and liabilities to the extent that they are realizable. Deferred tax expense (benefit) results from the net change in deferred tax assets and liabilities during the year.

Temporary differences relate primarily to the timing of deductions for depreciation, goodwill amortization relating to the acquisition of operating divisions, basis differences arising from acquisition accounting, pension and retirement benefits, and various accrued and prepaid expenses. Deferred tax assets and liabilities are recorded at the rates expected to be in effect when the temporary differences are expected to reverse.

Net Income (Loss) Per Common Share

Basic net income (loss) per common share for both Class A and Class B common stock is computed by dividing net income (loss) available to common stockholders for each class of common stock by the weighted-average number of common shares outstanding for each class of common stock. The Company also has outstanding Class B convertible participating preferred stock (the Class B preferred stock participates in all undistributed earnings with the Class A and Class B common stock). The Company allocates earnings to Class A and Class B common stockholders under the two-class method as required by Emerging Issues Task Force Issue No. 03-6, "Participating Securities and the Two-Class Method under FASB Statement No. 128." The two-class method is an earnings allocation method under which basic net income per share is calculated for the Company's Class A and Class B common stock and its Class B convertible participating preferred stock considering both accrued preferred stock dividends and participation rights in undistributed earnings as if all such earnings had been distributed during the year. Since the Company's Class B convertible participating preferred stock is not contractually responsible to share in the Company's losses, in applying the two-class method to compute basic net income per common share, no allocation is made to the Class B preferred stock if an undistributed net loss results from reducing net income by the accrued preferred stock dividends.

Diluted net income (loss) per common share for the Class A common stock is computed by dividing net income (loss) by the sum of the weighted-average number of Class A common shares, dilutive Class A common share equivalents then outstanding using the treasury stock method and the assumed conversion of the Class B convertible participating preferred stock to Class A common shares (if-converted method). If the if-converted method is anti-dilutive (that is, the if-converted method results in a higher net income per common share amount than basic net income per share calculated under the two-class method), then the two-class method is used to compute diluted net income (loss) per Class A common share, including the effect of Class A common share equivalents. Diluted net income (loss) per common share for the Class B common stock is computed under the two-class method, including the effect of Class B common share equivalents. Common share equivalents consist of the incremental Class A and Class B common shares issuable upon the exercise of stock options and warrants.

If the above calculations result in a net loss available to Class A and Class B common stockholders (due to a net loss for the period or the effect of accrued preferred stock dividends) and if the effect of including common shares equivalents and the assumed conversion of preferred stock, or use of the two-class method, is anti-dilutive, then diluted net loss per Class A and Class B common share will equal basic net loss per Class A and Class B common share.

The table below reflects the calculation of weighted-average shares outstanding for each year presented as well as the computation of basic and diluted net income (loss) per common share:

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004 (53 weeks)**	**March 29, 2003**
Numerator:			
Net income	$ 7,260	$ 663	$ 49
Preferred stock dividends	(2,280)	(2,144)	(1,313)
Participation rights of preferred stock in undistributed earnings*	(1,142)		
Numerator for basic and diluted net income (loss) per common share income (loss) available to common stockholders under the two-class method(a)	3,838	(1,481)	(1,264)
Preferred stock dividends and participation rights of preferred stock	3,422	2,144	1,313
Numerator for diluted net income (loss) per common share income (loss) available to common stockholders after assumed conversion of preferred stock(b)	$ 7,260	$ 663	$ 49
Allocation of (a):			
Class A common stock	$ 3,838	$ (1,481)	$ (1,264)
Class B common stock	**	**	**
	$ 3,838	$ (1,481)	$ (1,264)
Allocation of (b):			
Class A common stock	$ 7,260	$ 663	$ 49
Class B common stock	**	**	**
	$ 7,260	$ 663	$ 49

Denominator:						
Denominator for basic net income (loss) per common share weighted-average shares(c)		6,202,615		6,188,903		6,188,903
Effect of dilution due to employee stock options and warrants		2,805,574		2,185,327		2,703,079
Effect of dilution due to convertible preferred stock		1,846,395		1,846,395		1,229,245
Denominator for diluted net income (loss) per common share adjusted weighted-average shares(d)		10,854,584		10,220,625		10,121,227
Allocation of (c):						
Class A common stock		6,202,365		6,188,653		6,188,653
Class B common stock		250		250		250
		6,202,615		6,188,903		6,188,903
Allocation of (d):						
Class A common stock		9,552,579		9,180,837		8,837,000
Class B common stock		1,302,005		1,039,788		1,284,227
		10,854,584		10,220,625		10,121,227
Basic net income (loss) per common share:						
Class A common stock	$	0.62	$	(0.24)	$	(0.20)
Class B common stock	$	0.62	$	(0.24)	$	(0.20)
Diluted net income (loss) per common share:						
Class A common stock	$	0.40	$	(0.24)	$	(0.20)
Class B common stock	$	0.00	$	(0.24)	$	(0.20)

*

Since the Company's Class B convertible participating preferred stock is not contractually responsible to share in the Company's losses, in applying the two-class method to compute basic net income per common share, no allocation is made to the Class B preferred stock if an undistributed net loss results from reducing net income by the preferred stock dividends.

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The allocation of income (loss) available to common stockholders holding Class B common stock results in an amount which rounds to zero due to the small amount of outstanding Class B common stock. However, the mathematics results in a net income (loss) per Class B common share amount as reflected in the consolidated statements of operations.

For additional disclosures regarding the outstanding preferred stock and the employee stock options and warrants, see Note 16.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are used for, but not limited to, the accounting for the allowance for doubtful accounts, valuation of inventories, accrued expenses, depreciation and amortization, income taxes and tax valuation reserves, pension and post-retirement obligations and the valuation of options and warrants.

Impairment of Long-Lived Assets

The Company assesses the net realizable value of its long-lived assets and evaluates such assets for impairment whenever indicators of impairment are present.

For amortizable long-lived assets to be held and used, if indicators of impairment are present, management determines whether the sum of the estimated undiscounted future cash flows are less than the carrying amount. The amount of asset impairment, if any, is based on the excess of the carrying amount over its fair value, which is estimated based on projected discounted future operating cash flows using a discount rate reflecting the Company's average cost of funds. To date, no indicators of impairment exist.

Long-lived assets to be disposed of by sale or other means are reported at the lower of carrying amount or fair value, less costs to sell.

Foreign Currency Translation and Transactions

Assets and liabilities of the Company's foreign operations are translated into U.S. dollars using the exchange rate in effect at the balance sheet date. Results of operations are translated using the average exchange rate prevailing throughout the period. The effects of exchange rate fluctuations on translating foreign currency assets and liabilities into U.S. dollars are included in accumulated other comprehensive loss, while gains and losses resulting from foreign currency transactions, which were not material for any of the fiscal years presented, are included in selling, general and administrative expenses. Net income of the Company's foreign operations for fiscal 2005, 2004 and 2003 amounted to $2,148, $2,242 and $3,068, respectively. Net assets of the Company's foreign operations were $24,368 and $22,960 at April 2, 2005 and April 3, 2004, respectively.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash, accounts receivable, prepaids and other current assets, and accounts payable and accruals approximate their fair value.

The carrying amounts of the Company's Senior Subordinated notes payable and discount debentures approximate fair value and are estimated based on the quoted market price of similar debt instruments. The carrying amounts of the Company's borrowings under its New Credit Facility, Senior Credit Facility, Swiss Credit Facility and Industrial Development Revenue Bonds approximate fair value, as these obligations have interest rates which vary in conjunction with current market conditions.

Early Extinguishment of Debt

Statement of Financial Accounting Standards ("SFAS") No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13 and Technical Corrections", addresses the reporting of gains and losses resulting from the extinguishment of debt, accounting for sale-leaseback transactions and rescinds or amends other existing authoritative pronouncements. SFAS No. 145 requires that any gain or loss on extinguishment of debt that does not meet the criteria of Accounting Principles Board Opinion ("APB") No. 30 for classification as an extraordinary item shall not be classified as extraordinary and shall be included in earnings from continuing operations. The (loss) gain on early extinguishment of debt in fiscal year 2005 and 2003, respectively, have been classified as non-operating income in the accompanying consolidated statements of operations.

Accumulated Other Comprehensive Loss

The components of comprehensive income (loss) that relate to the Company are net income, foreign currency translation adjustments and pension plan additional minimum liability, all of which are presented in the consolidated statements of stockholders' deficit and comprehensive income (loss).

The following summarizes the activity within each component of accumulated other comprehensive income (loss):

	Currency Translation	Minimum Pension Liability	Total
Balance at March 30, 2002	$ 88	$ (1,112)	$ (1,024)
Currency translation	(1,455)		(1,455)
Minimum pension liability		(1,565)	(1,565)
Balance at March 29, 2003	(1,367)	(2,677)	(4,044)
Currency translation	63		63
Minimum pension liability		638	638
Balance at April 3, 2004	(1,304)	(2,039)	(3,343)
Currency translation	488		488
Minimum pension liability		323	323
Balance at April 2, 2005	$ (816)	$ (1,716)	$ (2,532)

Stock-Based Compensation

The Company accounts for options and warrants granted to employees using the intrinsic value method pursuant to APB No. 25, "Accounting for Stock Issued to Employees," under which compensation cost is recognized only if the exercise price of grants issued is below the fair market value of the Company's common stock at the date of grant. Had compensation cost for these grants been determined based on the fair value at the grant dates consistent with SFAS No. 123, "Accounting for Stock-Based Compensation," the Company's net income would have been reduced to the following pro forma amounts:

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Net income, as reported	$ 7,260	$ 663	$ 49
Plus: stock-based compensation expense included in reported net income, net of tax	264		
Less: stock-based compensation expense determined under fair value method, net of tax	(540)	(131)	(56)
Pro forma net income (loss)	$ 6,984	$ 532	$ (7)
Net income (loss) per common share, as reported:			
Basic:			
Class A common stock	$ 0.62	$ (0.24)	$ (0.20)
Class B common stock	$ 0.62	$ (0.24)	$ (0.20)
Diluted:			
Class A common stock	$ 0.40	$ (0.24)	$ (0.20)
Class B common stock	$ 0.00	$ (0.24)	$ (0.20)
Net income (loss) per common share, pro forma:			
Basic:			
Class A common stock	$ 0.57	$ (0.26)	$ (0.21)
Class B common stock	$ 0.57	$ (0.26)	$ (0.21)
Diluted:			
Class A common stock	$ 0.37	$ (0.26)	$ (0.21)
Class B common stock	$ 0.00	$ (0.26)	$ (0.21)

For purposes of the pro forma disclosures, the estimated fair value of the options and warrants is amortized to expense over the service period that generally is the option or warrant vesting period. The weighted average fair value per share of options and warrants granted was $8.17 in fiscal 2005, $1.58 in fiscal 2004 and $1.18 in fiscal 2003.

The fair value for the Company's options and warrants was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions.

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Dividend yield	0.0%	0.0%	0.0%
Expected weighted-average life	3.0	3.0	3.0
Risk-free interest rate	3.5%	3.5%	3.5%
Expected volatility	0.4%	0.1%	0.1%

The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options and warrants which have no vesting restrictions and are fully transferable. In addition, option and warrant valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because our warrants have characteristics significantly different from those of traded options and warrants, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models do not necessarily provide a reliable single measure of the fair value of its options and warrants.

Recent Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4." The amendments made by SFAS No. 151 clarify that abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) should be recognized as current-period charges and require the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities. The guidance is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. It is not believed that the adoption of SFAS No. 151 will have a material impact on the consolidated financial position, results of operations or cash flows of the Company.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share-Based Payment." SFAS No. 123(R) will require that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. SEAS No. 123(R) covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. SFAS No. 123(R) replaces FASB Statement No. 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." SFAS No. 123, as originally issued in 1995, established as preferable a fair value-based method of accounting for share-based payment transactions with employees. However, that Statement permitted entities the option of continuing to apply the guidance in APB Opinion No. 25, as long as the footnotes to financial statements disclosed what net income would have been had the preferable fair value-based method been used. Public entities will be required to apply SFAS No. 123(R) as of the beginning of the first fiscal year beginning after June 15, 2005. SFAS No. 123(R) permits public companies to adopt its requirements using one of two methods:

1. A "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS No. 123(R) for all share-based payments granted after the effective date and (b) based on requirements of SFAS No. 123 for all awards granted to employees prior to the effective date of SFAS No. 123(R) that remain unvested on the effective date.

2. A "modified retrospective" method which includes the requirements of the modified prospective method described above, but also permits entities to restate, based on the amount previously recognized under SFAS No. 123 for purpose of pro forma disclosures, either (a) all prior periods presented or (b) prior interim periods of the year of adoption.

The Company is currently evaluating these transition methods and determining the effect on the Company's consolidated results of operations and whether the adoption will result in amounts that are similar to the current pro forma disclosures under SFAS No. 123. For fiscal 2005, the Company will continue to disclose stock-based compensation information in accordance with SFAS No. 148, "Accounting for Stock-Based Compensation Transition and Disclosure an Amendment of FASB Statement No. 123," and SFAS No. 123.

3. Acquisitions

Effective December 22, 2004, RBCA purchased certain net assets of the US Bearings division of Network Electronic Corporation, a manufacturer of lined and unlined spherical, rod-end and other specialty bearings located in Chatsworth, California. The total consideration paid was $1,228. The purchase price allocation is as follows: inventory ($522), property, plant and equipment ($585), intangible assets ($438) and accrued expenses ($317). All of the products associated with the acquisition are complementary with products already provided by other Company businesses. US Bearings is included in the plain bearings reportable segment.

Effective December 22, 2003, API, a wholly-owned subsidiary of RBCA, purchased the airframe control bearing business of The Timken Company, located in Torrington, CT. The total consideration paid was $5,471 after the final purchase price adjustment of $473 in 2005. The purchase price allocation is as follows: accounts receivable ($379), inventory ($3,911), property, plant and equipment ($2,439), intangible assets ($1,136) and accrued expenses ($2,394). The products associated with the acquisition are complementary with products already provided by other Company businesses. API is included in the roller bearings reportable segment.

In a transaction effective in December 2002, RBCA, through its wholly-owned subsidiary, Schaublin, SA, purchased all of the outstanding capital stock of myonic SAS ("Myonic"). The capital stock of Myonic was purchased from myonic AG, a Swiss corporation. Myonic is engaged in the sale of bearings manufactured by Schaublin and third parties. The total consideration paid by the Company was $2,822, of which $1,722 was allocated to goodwill, which is expected to be deductible for income tax purposes. The corporate name of Myonic has since been changed to RBC France SAS. RBC France is included in the plain bearings reportable segment.

The results of operations subsequent to the effective dates of the acquisitions are included in the results of operations of the Company. Unaudited pro forma consolidated results of operations of the Company, based upon pre-acquisition unaudited historical information provided for the years ended April 2, 2005, April 3, 2004 and March 29, 2003, as if the USB, API and Myonic acquisitions took place on March 31, 2002, are as follows:

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Net sales	$ 244,566	$ 211,451	$ 209,867
Net income	$ 7,352	$ 3,290	$ 4,081
Net income per common share:			
Basic:			
Class A common stock	$ 0.63	$ 0.14	$ 0.34
Class B common stock	$ 0.63	$ 0.14	$ 0.34
Diluted:			
Class A common stock	$ 0.41	$ 0.10	$ 0.24
Class B common stock	$ 0.00	$ 0.00	$ 0.00

4. Allowance for Doubtful Accounts

The activity in the allowance for doubtful accounts consists of the following:

Fiscal Year Ended	Balance at Beginning of Year	Additions	Write-offs	Balance at End of Year
April 2, 2005	$ 770	$ 472	$ (614)	$ 628
April 3, 2004	744	378	(352)	770
March 29, 2003	621	123		744

5. Inventory

Inventory consists of the following:

	April 2, 2005	April 3, 2004
Raw materials	$ 5,598	$ 3,611
Work in process	27,959	25,798
Finished goods	62,097	61,095
	$ 95,654	$ 90,504

6. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	April 2, 2005	April 3, 2004
Land	$ 7,176	$ 6,983
Buildings and improvements	16,136	15,492
Machinery and equipment	108,701	105,143
	132,013	127,618
Less: accumulated depreciation and amortization	76,670	71,369
	$ 55,343	$ 56,249

7. Disposal of Fixed Assets

During the year ended April 2, 2005, the Company had a non-cash charge of $1,778 on the loss on sale and disposal of property, plant and equipment related to the consolidation of production lines and outsourcing certain components to low-cost producers. During the years ended April 3, 2004 and March 29, 2003, the Company had non-cash charges of $236 and $858, respectively, on the loss on disposal of property, plant and equipment related to the consolidation of production lines. All amounts were classified as an "other, net" operating expense in the consolidated statements of operations.

8. Goodwill and Amortizable Intangible Assets

Goodwill balances, by segment, consist of the following:

	April 2, 2005	April 3, 2004
Roller	$ 15,673	$ 15,673
Plain	9,477	9,477
	$ 25,150	$ 25,150

The Company's definite-lived intangible assets, consisting primarily of acquired distribution agreements and customer lists, are amortized over their estimated useful lives of 5 to 15 years. Also included in intangible assets is an asset relating to the Company's minimum pension liability, as further described in Note 13.

Amortization expense for definite-lived intangible assets during fiscal year 2005, 2004 and 2003 was $500, $344 and $105, respectively. Estimated amortization expense for the five succeeding fiscal years and thereafter is as follows:

2006	$ 598
2007	561
2008	452
2009	212
2010	204
2011 and thereafter	744

9. Accrued Expenses and Other Current Liabilities

The significant components of accrued expenses and other current liabilities are as follows:

	April 2, 2005	April 3, 2004
Employee compensation and related benefits	$ 3,150	$ 3,782
Interest	3,140	4,742
Other	4,331	4,752
	$ 10,621	$ 13,276

10. Debt

During fiscal 1998, the Company issued $110,000 aggregate principal amount of $9^{5}/_{8}$% Senior Subordinated Notes due 2007 ("Notes"). The Notes paid interest semi-annually and had an original maturity date of June 15, 2007, but could be redeemed at the Company's option earlier under certain conditions specified in the indenture (the "Indenture") pursuant to which the Notes were issued. The Notes were unsecured and subordinate to all existing and future Senior Indebtedness (as defined in the Indenture) of the Company. The Notes were fully, unconditionally and irrevocably guaranteed jointly and severally, on a senior subordinated basis, by each of the domestic wholly-owned subsidiaries of RBCA. The Notes were repaid on June 29, 2004.

During fiscal 1998, the Company issued $40,000 of Senior Subordinated Discount Debentures ("Debentures") due in 2009, which had an aggregate principal amount at maturity of $74,882. During fiscal 2003, the Company made principal payments on this debt of $30,400. At April 2, 2005, the principal amount due at maturity is $38,562. The Debentures accrue interest at 13% per annum, payable semi-annually, and mature on June 15, 2009. The Debentures are callable at any point at a premium to the principal amount declining to par at the end of June 2008. Additionally, the Company may, at any time at its option, redeem the Debentures, in whole or in part, with the net cash proceeds from one or more public equity offerings by the Company. The Debentures are senior secured obligations of the Company, senior in right of payment to all existing and future subordinated indebtedness of the Company. The Debentures are secured by all of the outstanding common stock of RBCA.

RBCA and its domestic subsidiaries entered into a $94,000 senior secured credit facility ("Senior Credit Facility"), dated May 30, 2002, with General Electric Capital Corporation, as agent and lender, Congress Financial Corporation (Western), as lender, GECC Capital Markets Group, as lead arranger, and other lenders signatory thereto from time to time, consisting of a $40,000 term loan ("Term Loans") and a $54,000 revolving credit facility ("Revolving Credit Facility"). This credit facility was amended and restated on December 19, 2003 to add a further $10,000 term loan ("Term Loan B"). In connection with this credit facility, RBCA and its domestic subsidiaries granted liens and mortgages on substantially all of their existing and future personal and real property. In addition, RBCA pledged all of its capital stock in its domestic subsidiaries and a portion of its capital stock in its directly-owned foreign subsidiaries.

The proceeds from the Term Loans were used to pay off RBCA's senior credit facility, dated June 23, 1997, by and between RBCA, Credit Suisse First Boston, as administrative agent, and the lenders thereto, to pay fees and expenses with respect to the new credit facility and for other corporate purposes. The Revolving Credit Facility was available for issuances of letters of credit of up to $25,000 and for loans in connection with acquisitions, working capital needs or other general corporate purposes.

On June 19, 2003, RBCA further amended and restated the Senior Credit Facility in order to increase its liquidity and to facilitate the funding of RBCA's foreign operations. The Senior Credit Facility included a structure under which RBCA could include certain of its foreign assets within the "collateral borrowing base" that sets forth the amounts that RBCA could borrow under its Revolving Credit Facility. As part of this amendment, RBCA created intercompany loan and asset pledge arrangements (including pledges of certain foreign assets) that were all ultimately assigned to the lenders as further collateral to secure the borrowings under the Senior Credit Facility.

The Senior Credit Facility was secured by substantially all of the Company's assets. Under the terms of the Senior Credit Facility, the Company was required to comply with various operational and financial covenants, including minimum EBITDA, minimum fixed charge coverage, total interest coverage and maximum leverage ratio, as defined in the credit agreements.

In addition, the Senior Credit Facility placed limitations on the Company's capital expenditures in any fiscal year, restricted its ability to pay dividends, required the Company to obtain the lenders' consents to certain acquisitions and contained mandatory prepayment provisions which included prepayments from the sale of the Company's stock and 50% of excess cash flow, as defined. The Senior Credit Facility was refinanced on June 29, 2004.

On June 29, 2004, the Company closed a $210,000 debt refinancing agreement (the "New Credit Facility") led and arranged by General Electric Capital Corporation. The agreement provides a $55,000 revolving credit agreement (the "New Revolving Credit Facility"), a $110,000 term loan (the "New Term Loan"), and a $45,000 second lien term loan (the "SCIL Loan"). Each loan is secured by a lien against substantially all of the assets of the Company and subjects the Company to standard affirmative and negative covenants, as well as financial leverage tests. The proceeds were used to refinance the Senior Credit Facility and to redeem outstanding debt. Most notably, concurrently with funding, the Company issued a notice of redemption to the noteholders of the $9^{5}/_{8}$% Senior Subordinated Notes issued pursuant to an indenture and due June 15, 2007. The requisite funds, approximately $113,000 (101.6041% of the principal amount), were irrevocably put on deposit with the trustee, Bank of New York, for redemption July 29, 2004. This amount included a redemption premium of $1,765 that was recorded as a loss on extinguishment of debt, as was $4,303 in unamortized deferred finance fees associated with this debt and $882 in interest expense during the call period. Deferred finance fees of $4,400 were capitalized associated with the new debt refinancing arrangement.

Approximately $20,300 of the New Revolving Credit Facility is being utilized to provide letters of credit to secure RBCA's obligations relating to certain Industrial Development Revenue Bonds and insurance programs. As of April 2, 2005, RBCA had the ability to borrow up to an additional $26,095 under the New Revolving Credit Facility.

The New Revolving Credit Facility bears interest at a floating rate of either the higher of the base rate on corporate loans or the federal funds rate plus 50 basis points, plus 1.75%; or LIBOR plus 3.00%. The Company has the right to elect the applicable interest rate on the New Revolving Credit

Facility. The New Term Loan bears interest at a floating rate of either the higher of the base rate on corporate loans or the federal funds rate plus 50 basis points, plus 2.50%; or LIBOR plus 3.75%. The Company has the right to elect the applicable interest rate on the New Term Loan. The SCIL Loan bears interest at a floating rate of either the higher of the base rate on corporate loans or the federal funds rate plus 50 basis points, plus 7.25%; or LIBOR plus 8.50%. The Company has the right to elect the applicable interest rate on the SCIL Loan. As of April 2, 2005, the blended interest rate on the outstanding New Credit Facility was 7.57%.

On December 8, 2003, Schaublin entered into a bank credit facility (the "Swiss Credit Facility") with Credit Suisse providing for 10,000 swiss francs, or approximately $7,971, of term loans (the "Swiss Term Loans") and up to 2,000 swiss francs, or approximately $1,600, of revolving credit loans and letters of credit (the "Swiss Revolving Credit Facility"). RBCA pledged 99.4% of the present and future share capital of Schaublin (1,366 shares) against this facility. On November 8, 2004, Schaublin amended the Swiss Credit Facility to increase the Swiss Revolving Credit Facility to 4,000 swiss francs, or approximately $3,500. Borrowings under the Swiss Credit Facility bear interest at a floating rate of LIBOR plus 2.25%. As of April 2, 2005, there were no borrowings outstanding under the Swiss Revolving Credit Facility.

In connection with the purchase of Tyson, the Company entered into a loan for $1,072 with the former owner of Tyson for the purchase of certain leasehold improvements, which are included in property, plant and equipment. This loan bears interest at 9.0% and is paid monthly. The term of the loan is for 75 months and ends in June 2005.

During fiscal 1995, the Company entered into a loan agreement with the South Carolina Jobs Economic Development Authority ("SC JEDA") which provides for borrowings up to $10,700 under two industrial development revenue bonds (Series 1994 A and B) and, during fiscal 1999, the Company entered into an additional loan agreement with the SC JEDA which provides for borrowings up to $3,000 under an industrial development revenue bond (Series 1998). The interest rate is variable and based on the 90-day U.S. Treasury Bill rate. Additionally, during fiscal 2000, the Company entered into a loan agreement with the California Infrastructure and Economic Development Bank which provides for borrowings up to $4,800 under an industrial development revenue bond (Series 1999) (collectively, "Bonds"). The interest rate on the Bonds is variable and based on the Bond Market Association 7-day Municipal Swap Index. The proceeds from the Bonds are restricted for working capital requirements and capital expenditure purposes. On March 1, 2002, the Company retired the unused portion of the Series 1998 bonds of $1,845. As of April 2, 2005, $18,254 of the proceeds have been expended (including accumulated interest of $1,611), and the remaining $12 is invested by the trustee in marketable securities. The Series 1994 A and B bonds and the Series 1998 bonds are secured by an irrevocable direct-pay letter of credit issued by one of the Company's lenders. The letter of credit is equal to the aggregate principal amount of the bonds plus not less than forty-five days' interest thereon, calculated at 12% per annum ($12,026 at April 2, 2005). The Series 1999 bonds are likewise secured by an irrevocable direct-pay letter of credit issued by one of the Company's lenders. The Company's obligation to its lenders is secured pursuant to the provisions of the Credit Facility and is equal to the aggregate principal amount of the bonds plus not less than fifty days' interest thereon, calculated at 12% per annum ($4,879 at April 2, 2005).

The balances payable under all borrowing facilities are as follows:

	April 2, 2005	April 3, 2004
$9^5/_8$% Senior Subordinated Notes Payable	$	$ 110,000
13% Senior Subordinated Discount Debentures	37,949	37,806
New Credit Facility		
New Term Loan, payable in quarterly installments of $275, commencing October 1, 2004, with final payment of $103,125 due December 29, 2010; bears interest at variable rates (weighted average interest rate was 6.21% for the fiscal year ended April 2, 2005), payable monthly and upon maturity at prime or LIBOR, plus an applicable margin, at the Company's election	109,175	
SCIL Loan, payable June 29, 2011; bears interest at variable rates (weighted average interest rate was 11.21% for the fiscal year ended April 2, 2005), payable monthly and upon maturity at prime or LIBOR, plus an applicable margin, at the Company's election.	45,000	
New Revolving Credit Facility; bears interest at variable rates (weighted average interest rate was 7.29% for the fiscal year ended April 2, 2005), payable monthly and upon maturity at prime or LIBOR, plus an applicable margin, at the Company's election	5,000	
Senior Credit Facility		
Term Loans, payable in quarterly installments of $1,428, commencing September 30, 2002, with final payment of $12,857 due May 30, 2007; bears interest at variable rates (weighted average interest rate was 4.61% for the fiscal year ended April 3, 2004), payable monthly and upon maturity at prime or LIBOR, at the Company's election		30,000
Term Loan B, payable May 30, 2007; bears interest at variable rates (weighted average interest rate was 4.24% for the fiscal year ended April 3, 2004), payable monthly and upon maturity at prime or LIBOR, at the Company's election		10,085
Revolving Credit Facility (weighted average interest rate was 3.81% for the fiscal year ended April 3, 2004)		2,500
Swiss Credit Facility		
Term Loan, payable in semi-annual installments ranging from approximately $400, commencing March 31, 2004, to approximately $1,000 from September 30, 2005, with final payment due March 31, 2009; bears interest at variable rates (weighted average interest rate was 3.84% and 3.49% for the fiscal years ended April 2, 2005 and April 3, 2004, respectively), plus an applicable margin, payable quarterly	6,233	7,480
Other Loans	67	698

Industrial Development Revenue Bonds		
Series 1994 A, due in annual installments of $180 beginning September 1, 2006, graduating to $815 on September 1, 2014, with final payment due on September 1, 2017; bears interest at a variable rate (weighted average interest rate was 1.79% and 1.43% for the fiscal years ended April 2, 2005 and April 3, 2004, respectively), payable monthly through December 2017	$ 7,700	$ 7,700
Series 1994 B, bears interest at a variable rate (weighted average interest rate was 1.79% and 1.43% for the fiscal years ended April 2, 2005 and April 3, 2004, respectively), payable monthly through December 2017	3,000	3,000
Series 1998, bears interest at variable rates (weighted average interest rate was 4.40% and 3.81% for the fiscal years ended April 2, 2005 and April 3, 2004, respectively), payable monthly through December 2021.	1,155	1,155
Series 1999, bearing interest at variable rates (weighted average interest rate was 3.57% and 3.30% for the fiscal years ended April 2, 2005 and April 3, 2004, respectively), payable monthly through April 2024	4,800	4,800
Total Debt	220,079	215,224
Less: Current Portion	8,245	10,421
Long-Term Debt	$ 211,834	$ 204,803

The current portion of long-term debt as of April 2, 2005 and April 3, 2004 includes $5,000 and $2,500, respectively, of borrowings on the revolving credit facilities.

The Company's exposure to interest rate risk is derived from its outstanding variable-rate debt obligations which primarily consist of the New Credit Facility. The Company is subject to fluctuating interest rates on $182.1 million of debt. In December 2004, RBCA entered into an interest rate cap agreement with LaSalle Bank on $50 million of notes payable. The agreement caps the LIBOR interest rate at five percent and matures on December 31, 2005. The interest rate cap agreement is being accounted for as an economic hedge, with the change in fair market value being applied to operations. There was no material impact on the financial statements of the Company for the year ended April 2, 2005 of the interest rate cap agreement. At April 2, 2005 and April 3, 2004, the weighted average interest rate on the Company's debt was approximately 8.54% and 8.60%, respectively.

Maturities of debt during each of the following five fiscal years and thereafter are as follows:

2006	$ 8,245
2007	2,761
2008	2,554
2009	2,139
2010	39,049
Thereafter	165,331

11. Obligations Under Capital Leases

Machinery and equipment additions under capital leases amounted to $270, $458 and $0 in fiscal 2005, 2004 and 2003, respectively. The average imputed rate of interest on capital leases at each year end is 5.9%, 4.4% and 7.0% in fiscal 2005, 2004 and 2003, respectively.

Included in property, plant and equipment are the following assets held under capital leases:

	April 2, 2005	April 3, 2004
Machinery and equipment	$ 5,227	$ 6,512
Accumulated depreciation	(4,520)	(5,612)
	$ 707	$ 900

Future minimum lease payments under capital leases at April 2, 2005 are as follows:

2006	$ 245
2007	204
2008	11
Total minimum lease payments	460
Less: amount representing interest	29
Present value of net minimum lease payments	431
Less: current maturities	226
Non-current capital lease obligations	$ 205

12. Other Non-Current Liabilities

The significant components of other non-current liabilities consist of:

	April 2, 2005	April 3, 2004
Additional minimum pension liability	$ 3,299	$ 3,979
Other post-retirement benefits	2,826	2,995
Other	1,429	1,513
	$ 7,554	$ 8,487

13. Pension Plans

At April 2, 2005, the Company has noncontributory defined benefit pension plans covering union employees in its Heim division plant in Fairfield, Connecticut, its Nice subsidiary plant in Kulpsville, Pennsylvania, its Bremen subsidiary plant in Plymouth, Indiana and its Tyson subsidiary plant in Glasgow, Kentucky.

Plan assets are comprised primarily of equity securities. The plans provide benefits of stated amounts based on a combination of an employee's age and years of service. The Company uses a December 31 measurement date for its plans. The Company expects to contribute approximately $1,700 to its pension plans in fiscal year 2006.

The following table sets forth net periodic benefit cost of the Company's plans for the three fiscal years in the period ended April 2, 2005:

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004**	**March 29, 2003**
Components of net periodic benefit cost:			
Service cost	$ 507	$ 497	$ 361
Interest cost	944	923	894
Expected return on plan assets	(972)	(803)	(912)
Amortization of prior service cost	19	19	(4)
Amortization of losses	239	343	108
Net periodic benefit cost	$ 737	$ 979	$ 447

The following tables set forth the funded status of the Company's defined benefit pension plans, the amount recognized in the balance sheet at April 2, 2005 and April 3, 2004, and the principal weighted-average assumptions inherent in their determination:

	April 2, 2005	**April 3, 2004**
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 15,420	$ 14,420
Service cost	507	497
Interest cost	944	923
Plan amendments	160	246
Actuarial loss	48	117
Benefits paid	(844)	(783)
Benefit obligation at end of year	16,235	15,420
Change in plan assets:		
Fair value of plan assets at beginning of year	10,789	9,143
Actual return on plan assets	1,603	1,760
Employer contributions	1,250	669
Benefits paid	(844)	(783)
Fair value of plan assets at end of year	12,798	10,789
Reconciliation of funded status at end of year:		
Underfunded status	(3,437)	(4,631)
Unrecognized prior service cost	444	302
Unrecognized actuarial net loss	2,855	3,677
Net amount recognized in the balance sheet	$ (138)	$ (652)
Amounts recognized in the balance sheet:		
Minimum pension liability	$ (3,437)	$ (4,631)
Intangible asset	562	583
Accumulated other comprehensive loss	2,737	3,396
Net amount recognized in the balance sheet	$ (138)	$ (652)

Benefits under the union plans are not a function of employees' salaries; thus, the accumulated benefit obligation equals the projected benefit obligation.

The assumptions used in determining the net periodic benefit cost information are as follows:

	FY2005	FY2004	FY2003
Discount rate	6.25%	6.50%	7.25%
Expected long-term rate of return on plan assets	9.00%	9.00%	9.00%

The discount rate used in determining the funded status as of April 2, 2005 and April 3, 2004 is 5.9% and 6.25%, respectively.

In developing the overall expected long-term return on plan assets assumption, a building block approach was used in which rates of return in excess of inflation were considered separately for equity securities and debt securities. The excess returns were weighted by the representative target allocation and added along with an appropriate rate of inflation to develop the overall expected long-term return on plan assets assumption.

The Company recorded a minimum pension liability of $3,437 and $4,631 at April 2, 2005 and April 3, 2004, respectively. This liability represents the amount by which the accumulated benefit obligation exceeds the sum of the fair market value of plan assets. The additional minimum pension liability at April 2, 2005 and April 3, 2004 of $3,299 and $3,979, respectively, is offset by an intangible asset to the extent of previously unrecognized prior service cost. The intangible assets of $562 and $583 at April 2, 2005 and April 3, 2004, respectively, are included on the line item entitled "Intangible assets" in the consolidated balance sheet. The remaining amounts of $1,716 and $2,039, net of deferred income taxes of $1,021 and $1,359, respectively, are recorded as a component of stockholders' deficit on the line item titled "Accumulated other comprehensive loss" in the consolidated balance sheet at April 2, 2005 and April 3, 2004, respectively. The intangible asset in 2005 and 2004 is greater than the unrecognized prior service cost because two of the Company's plans have an unrecognized negative prior service cost.

The Company's investment program objective is to achieve a rate of return on plan assets which will fund the plan liabilities and provide for required benefits while avoiding undue exposure to risk to the plan and increases in funding requirements. The Company's target allocation of plan assets was 100 percent equity investments at April 2, 2005 and April 3, 2004.

The following benefit payments, which reflect future service as appropriate, are expected to be paid. The benefit payments are based on the same assumptions used to measure the Company's benefit obligation at the end of fiscal 2005.

2006	$	823
2007		866
2008		869
2009		918
2010		1,003
2011 2016		6,326

In addition, the Company has a defined contribution plan under Section 401(k) of the Internal Revenue Code for all of its employees not covered by a collective bargaining agreement. The plan is funded by eligible participants through employee contributions and by Company contributions equal to a percentage of eligible employee compensation. Effective October 1, 2001, the Company suspended matching contributions to this plan. Effective April 4, 2004, the Company resumed a program of employer matching contributions to this plan. Employer contributions under this plan amounted to $355 in fiscal 2005.

Effective September 1, 1996, the Company adopted a non-qualified Supplemental Executive Retirement Plan ("SERP") for a select group of highly compensated management employees designated by the Board of Directors of the Company. The SERP allows eligible employees to elect to defer, until termination of their employment, the receipt of up to 25% of their current salary. The Company makes contributions equal to the lesser of 50% of the deferrals, or 3.5% of the employees' annual salary, which vest in full after three years of service following the effective date of the SERP. Employer contributions under this plan amounted to $67, $58, and $52 in fiscal 2005, 2004 and 2003, respectively.

14. Post-retirement Health Care and Life Insurance Benefits

The Company, for the benefit of employees at its Heim, West Trenton, Nice, Tyson and Bremen facilities, sponsors contributory defined benefit health care plans that provide post-retirement medical and life insurance benefits to union employees who have attained certain age and/or service requirements while employed by the Company. The plans are unfunded and costs are paid as incurred. Post-retirement benefit obligations are included in "Other non-current liabilities" in the consolidated balance sheet.

The Company uses a March 31 measurement date for its plans. The Company expects to contribute approximately $250 to its post-retirement benefit plans in fiscal year 2006.

On December 8, 2003, the Medicare Prescription Drug Improvement and Modernization Act of 2003 (the "Act") was signed into law. The Company's prescription drug benefit for all post-retirement plans is capped at a set amount each month, which is paid to the retirees so they can obtain prescription drug coverage. As such, the Company is not self-insured for prescription drugs and the Act has no impact on the recorded obligation.

Information with respect to the post-retirement medical and life insurance plans follows:

	April 2, 2005	April 3, 2004
Accumulated benefit obligation at beginning of year	$ 4,163	$ 4,995
Service cost	121	238
Interest cost	217	249
Plan amendments	(482)	(1,300)
Actuarial loss	(119)	317
Benefits paid	(172)	(336)
Accumulated benefit obligation at end of year	3,728	4,163
Unrecognized prior service cost	643	658
Unrecognized net loss	(1,545)	(1,826)
	$ 2,826	$ 2,995

Components of net periodic post-retirement benefit cost are as follows:

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Service cost	$ 121	$ 238	$ 55
Interest cost	217	249	319
Prior service cost amortization	(496)	(481)	(71)
Amount of loss recognized	161	172	91
	$ 3	$ 178	$ 394

During fiscal 2004, the plans were amended to contractually limit the benefit to be provided for certain groups of current and future retirees. As a result, there is no health care trend associated with these groups. The discount rate used in determining the accumulated post-retirement benefit obligation was 5.9% at April 2, 2005 and 6.25% at April 3, 2004. The discount rate used in determining the net periodic benefit cost was 6.25% for fiscal 2005, 6.50% for fiscal 2004 and 7.25% for fiscal year 2003.

The following benefit payments, which reflect future service as appropriate, are expected to be paid. The benefit payments are based on the same assumptions used to measure the Company's benefit obligation at the end of fiscal 2005.

2006	$ 250
2007	252
2008	265
2009	286
2010	314
2011 2016	1,625

15. Income Taxes

Income (loss) before income taxes for the Company's domestic and foreign operations are as follows:

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Domestic	$ 3,278	$ (860)	$ (3,182)
Foreign	2,597	2,593	3,344
	$ 5,875	$ 1,733	$ 162

The provision for (benefit from) income taxes consists of the following:

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004**	**March 29, 2003**
Current:			
Federal	$ 915	$ (1,299)	$ (493)
State	364	(201)	(71)
Foreign	449	351	276
	1,728	(1,149)	(288)
Deferred:			
Federal	(2,644)	1,921	352
State	(469)	298	49
	(3,113)	2,219	401
Total	$ (1,385)	$ 1,070	$ 113

A reconciliation of income taxes computed using the U.S. federal statutory rate to that reflected in operations follows:

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004**	**March 29, 2003**
Income taxes using U.S. federal statutory rate	$ 1,998	$ 589	$ 55
State income taxes, net of federal benefit	(66)	58	(13)
Officer's life insurance	44	59	57
Meals and entertainment	55	38	61
ETI benefit	(66)	(70)	(70)
Adjustment of taxes to tax returns as filed	849	225	(1)
Foreign rate differential	(434)		
Impact of indefinite postponement of remittances of undistributed earnings of foreign subsidiaries	(3,781)		
Other	16	171	24
	$ (1,385)	$ 1,070	$ 113

Net deferred tax assets consist of the following:

	April 2, 2005	April 3, 2004
Deferred tax assets:		
Post-retirement benefits	$ 990	$ 1,117
Employee compensation accruals	731	769
Alternative minimum tax credits	1,912	1,558
Net operating losses	2,100	3,694
Inventory	3,492	2,133
Stock warrants	2,103	2,103
Pension	1,021	1,359
Other	1,214	1,150
Total deferred tax assets	13,563	13,883
Deferred tax liabilities:		
Property, plant and equipment	(6,555)	(6,743)
Unremitted foreign earnings		(3,781)
Amortizaton of goodwill	(1,836)	(964)
Total deferred tax liabilities	(8,391)	(11,488)
Net deferred tax assets	$ 5,172	$ 2,395

The Company has reduced income tax expense by $3,781 in fiscal 2005 for the undistributed earnings of its foreign subsidiaries on which U.S. income taxes were previously recorded. The Company has reassessed its needs internationally and has determined that, despite the benefits introduced by the American Jobs Creation Act of 2004, its undistributed foreign earnings of approximately $18,000 at April 2, 2005 will be re-invested indefinitely based upon the need for cash in its foreign operations, potential foreign acquisitions and the Company's inability to remit cash back to the United States under its current foreign debt obligations. The amount of unrecognized deferred tax liability relating to undistributed foreign earnings at April 2, 2005 is approximately $4,232.

At April 2, 2005, the Company has federal and state net operating loss carryforwards of approximately $5,519 and $6,953, respectively, to offset future income taxes, which expire at various dates through 2024. In addition, the Company has alternative minimum tax credit carryforwards of approximately $1,912. The net operating loss carryforwards may be subject to certain limitations provided in IRC Sections 382 and 383. The Company's tax returns are subject to review and examination by various taxing authorities, which could result in changes to accrued tax estimates.

16. Stockholders' Deficit

Class A Preferred Stock. The Class A Preferred Stock is the most senior of the Company's capital stock for the purposes of the payment of dividends and distributions upon a liquidation or deemed liquidation event. The holders of Class A Preferred Stock are entitled to an accrued dividend at a rate of 8% per annum payable when and if declared by the Company's board of directors. As of April 2, 2005, no dividends have accrued on the Class A Preferred Stock. The stated value of the Class A Preferred Stock is $3,000 per share. Except to the extent required by law, holders of Class A Preferred Stock have no voting rights.

Class B Exchangeable Convertible Participating Preferred Stock. The Class B Preferred Stock ranks junior to the Class A Preferred Stock, is on par with the Class C Preferred Stock, and is senior to all other classes of stock with respect to payment of dividends. The Class B Preferred Stock ranks junior to the Class A Preferred Stock, and is senior to all other classes of stock with respect to distributions upon a liquidation or deemed liquidation event.

The Class B Preferred Stock is subject to conversion by the Company or exchange by the holders thereof. In either situation, each share of Class B Preferred Stock would yield upon conversion (i) a number of shares of Class A Common Stock determined by multiplying the number of shares of Class B Preferred Stock to be converted by the stated value of the Class B Preferred Stock and dividing the result by the conversion price then in effect, (ii) a number of shares of Class C Preferred Stock determined by multiplying the number of Class B Preferred Stock to be converted by the sum of the stated value of the shares and the amount of all unpaid dividends thereon and dividing the result by the stated value of the Class C Preferred Stock, and (iii) one share of Class D Preferred Stock. The stated value of the Class B Preferred Stock is $100 per share. The Class B Preferred Stock is subject to mandatory conversion upon the consummation of an Initial Public Offering or an Organic Transaction (each as defined in the Company's Amended and Restated Certificate of Incorporation). Diluted net income (loss) per share reflects the assumed conversion of the Class B Preferred Stock.

The Class B Preferred Stock entitles the holders thereof, upon a liquidation or deemed liquidation event, to a payment of its stated value plus an amount determined by reference to a formula set forth in the Company's Amended and Restated Certificate of Incorporation. The holders of Class B Preferred Stock are entitled to an accrued dividend at a rate of 8% per annum payable when and if declared by the Company's board of directors. Such dividends shall accrue whether or not they have been declared and whether or not there are profits. The holders of Class B Preferred Stock are further entitled to participate in any dividends paid to the holders of shares of Common Stock. As of April 2, 2005, the amount of accumulated undeclared and unpaid dividends on the Class B Preferred Stock equaled approximately $5.7 million. Except to the extent required by law, holders of Class B Preferred Stock have no voting rights.

During July 2002, two investors in the Company purchased an aggregate of 240,000 shares of its Class B Exchangeable Convertible Participating Preferred Stock in exchange for gross proceeds of $24,000. In connection with the purchase, the Company paid a fee of $750 to one of the investors and amended the terms of the Whitney (a related party) management services agreement. Following the closing of the sale, the Company utilized the proceeds from the sale and certain of the Company's cash on hand to repurchase approximately $30,400 (Note 10) in principal amount at maturity of certain debt. This repurchase satisfied the Company's obligation to make a scheduled redemption payment relating to such debt. The Company recognized a pre-tax gain on the extinguishment of this debt obligation of approximately $780, net of transaction expenses of $406, during fiscal 2003, which has been recorded as non-operating income.

Class C Redeemable Preferred Stock. The Class C Preferred Stock ranks junior to the Class A Preferred Stock, on par with the Class B Preferred Stock, and senior to all other classes of stock with respect to payment of dividends. The Class C Preferred Stock ranks junior to the Class A Preferred Stock and Class B Preferred Stock, and senior to all other classes of stock with respect to distributions upon a liquidation or deemed liquidation event.

The holders of Class C Preferred Stock are entitled to an accrued dividend at a rate of 8% per annum payable when and if declared by the Company's board of directors. As of April 2, 2005, no dividends have accrued on the Class C Preferred Stock. The Class C Preferred Stock is subject to redemption by the Company at its option. If shares of Class C Preferred Stock are issued in exchange for shares of Class B Preferred Stock, the Company is required to redeem such shares no later than one business day following the day of such issuance. The stated value of the Class C Preferred Stock is $100 per share. Except to the extent required by law, holders of Class C Preferred Stock have no voting rights.

Class D Preferred Stock. The Class D Preferred Stock ranks junior to the Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock, and senior to all other classes of stock with respect to the payment of dividends and distributions upon a liquidation or deemed liquidation event. The Class D Preferred Stock entitles the holders thereof, upon a liquidation or deemed liquidation event, to a payment determined by reference to a formula set forth in the Company's Amended and Restated Certificate of Incorporation. Except to the extent required by law, holders of Class D Preferred Stock have no voting rights.

Class A and Class B Common Stock. The Company has 6,202,519 shares of Class A Common Stock outstanding held by 7 holders, and 250 shares of Class B Common Stock outstanding held by Dr. Michael J. Hartnett, the Company's founder and Chief Executive Officer. In addition, as of April 2, 2005, there were outstanding warrants and options to purchase up to an additional 1,911,235 shares of the Company's Class A Common Stock and 1,372,865 shares of Class B Common Stock.

Holders of Class A Common Stock are entitled to one vote per share. Until certain events occur, the holders of Class B Common Stock are entitled to 51% of the voting power of the Company's issued and outstanding common stock.

Stock Option Plans

2001 Stock Option Plan

The RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) 2001 Stock Option Plan was adopted in fiscal 2002 and amended and restated on October 24, 2003. The terms of the 2001 option plan provide for the grant of options or warrants to purchase up to 1,008,553 shares of Class A Common Stock to officers and employees of, and consultants (including members of the Company's board of directors) of, the Company and its subsidiaries selected by the CEO to participate in the plan. Options granted may be either incentive stock options (under Section 422 of the Internal Revenue Code) or non-qualified stock options. The 2001 option plan, which expires in July 2011, is governed by the Company's board of directors, or a committee to which the board delegates its responsibilities.

1998 Stock Option Plan

Effective February 18, 1998, the Company adopted the RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) 1998 Stock Option Plan. The terms of the 1998 option plan provide for the grant of options or warrants to purchase up to 8,413,990 shares of Class A Common Stock to officers and employees of, and consultants (including members of the Company's board of directors) to, the Company and its subsidiaries. Options granted may be either incentive stock options (under Section 422 of the Internal Revenue Code) or non-qualified stock options. The 1998 option plan, which expires on December 31, 2008, is governed by the Company's board of directors or a committee to which the board delegates its responsibilities.

The exercise price of options granted under the 2001 and 1998 option plans is determined by the board of directors, but in no event is less than 100% of the fair market value of the Class A Common Stock.

A summary of the status of the Company's warrants and stock options outstanding as of April 2, 2005, April 3, 2004 and March 29, 2003, and changes during the years ended on those dates, is presented below:

	Number Of Class A Common Stock Warrants/Options	**Weighted Average Exercise Price**
Outstanding, March 30, 2002	1,511,942	$ 0.75
Awarded fiscal 2003	285,243	12.00
Cancelled fiscal 2003	(78,800)	9.98
Outstanding, March 29, 2003	1,718,385	2.12
Awarded fiscal 2004	93,250	9.80
Cancelled fiscal 2004	(45,075)	4.81
Outstanding, April 3, 2004	1,766,560	2.46
Awarded fiscal 2005	179,575	8.00
Exercised fiscal 2005	(13,866)	2.49
Cancelled fiscal 2005	(21,034)	8.07
Outstanding, April 2, 2005	1,911,235	2.98

Certain members of management left the Company during fiscal 2003 without exercising the vested portion of 41,025 Class A warrants and, accordingly, the warrants were cancelled.

The Company has also issued warrants to purchase 1,372,865 shares of Class B Supervoting Common Stock to Dr. Hartnett, the Company's CEO. There has been no warrant activity with respect to the Class B Supervoting Common Stock during fiscal 2005, 2004 and 2003.

The Company has awarded 179,575 options to purchase Class A Common Stock at an exercise price of $8.00 during the year ended April 2, 2005. Determining the fair value of the Company's Class A Common Stock requires making subjective and complex judgments and estimates. The Company employed the market approach to estimate the enterprise value. The market approach involves applying an appropriate market multiple, compared to like public companies in the Company's industry, to the operating performance for the twelve months ended April 3, 2004 and the actual and projected operating performance for the twelve months ended April 2, 2005. The options awarded during the year ended April 2, 2005 were based on this valuation and approved by the Company's board of directors.

The Company has reassessed the value of its Class A Common Stock given the significant improvement in the Company's operating performance during the fiscal year ended April 2, 2005 as well as the pending initial public offering. This retrospective review indicated that the fair value of the Class A Common Stock was in excess of the option exercise price ($8.00 per share) at the various grant dates. As a result, deferred compensation of $769,000 was recorded for the intrinsic value of the stock (based on the 179,575 options granted during fiscal 2005), which is being amortized over the vesting period. During the fiscal year ended April 2, 2005, approximately $420,000 was recorded as compensation expense.

The following table summarizes information about stock options and warrants outstanding at April 2, 2005:

Exercise Price and Weighted Average Exercise Price	Options/Warrants Outstanding	Weighted Average Contractual Life	Options/Warrants Exercisable
Class A			
$0.40	1,192,118	2.3 years	1,192,118
$2.06	252,375	2.8 years	252,375
$12.00	253,992	7.5 years	237,324
$8.00	203,750	8.5 years	101,250
$3.20	9,000	8.5 years	6,000
	1,911,235		1,789,067
Class B			
$0.40	1,060,365	2.3 years	1,060,365
$2.06	312,500	2.3 years	312,500
	1,372,865		1,372,865

17. Commitments and Contingencies

The Company leases factory facilities under non-cancelable operating leases, which expire on various dates through February 2009, with rental expense aggregating $2,045, $1,801 and $1,657 in fiscal 2005, 2004 and 2003, respectively.

The Company also has non-cancelable operating leases for transportation, computer and office equipment, which expire at various dates. Rental expense for fiscal 2005, 2004 and 2003 aggregated $1,172, $579 and $747, respectively.

The aggregate future minimum lease payments under operating leases are as follows:

2006	$	2,863
2007		2,640
2008		2,087
2009		1,940
2010		498
Thereafter		3,005
	$	13,033

The Company entered into an agreement with Whitney, a related party, whereby a quarterly management services fee is paid for certain consulting and management advisory services, as directed by the board of directors of the Company and agreed to by Whitney. Such ongoing fees aggregated $450, $450 and $375 for fiscal 2005, 2004 and 2003, respectively. At both April 2, 2005 and April 3, 2004, amounts payable to Whitney were $338.

As of April 2, 2005, approximately 29% of the Company's hourly employees in the U.S. and abroad were represented by labor unions. One of the collective bargaining agreements covering approximately 50 employees (4.2% of the Company's hourly employees) expires in October 2005.

The Company enters into government contracts and subcontracts that are subject to audit by the government. In the opinion of the Company's management, the results of such audits, if any, are not expected to have a material impact on the financial condition or results of operations of the Company.

The Company is subject to federal, state and local environmental laws and regulations, including those governing discharges of pollutants into the air and water, the storage, handling and disposal of wastes and the health and safety of employees. The Company also may be liable under the Comprehensive Environmental Response, Compensation, and Liability Act or similar state laws for the costs of investigation and cleanup of contamination at facilities currently or formerly owned or operated by the Company, or at other facilities at which the Company may have disposed of hazardous substances. In connection with such contamination, the Company may also be liable for natural resource damages, government penalties and claims by third parties for personal injury and property damage. Agencies responsible for enforcing these laws have authority to impose significant civil or criminal penalties for non-compliance. The Company believes it is currently in material compliance with all applicable requirements of environmental laws. The Company does not anticipate material capital expenditures for environmental controls in fiscal years 2006 or 2007.

Investigation and remediation of contamination is ongoing at some of the Company's sites. In particular, state agencies have been overseeing groundwater monitoring activities at the Company's facilities in Hartsville, South Carolina and Fairfield, Connecticut. At Hartsville, the Company is monitoring low levels of contaminants in the groundwater caused by former operations. The state will permit the Company to cease monitoring activities after two consecutive sampling periods demonstrate contaminants are below action levels. In connection with the purchase of the Fairfield, Connecticut facility in 1996, the Company agreed to assume responsibility for completing clean-up efforts previously initiated by the prior owner. The Company submitted data to the state that the Company believes demonstrates that no further remedial action is necessary, although the state may require additional clean-up or monitoring. Although there can be no assurance, the Company does not expect any of those to be material.

The Company received notice in 2003 from the U.S. Environmental Protection Agency that the Company had been named a potentially responsible *de minimis* party for past disposal of hazardous substances at the Operating Industries, Inc. Landfill in Monterey, Calif. Any such disposal would have been conducted prior to the Company's ownership, and the Company notified the former owners of a potential claim for indemnification based on the indemnity described above. The Company is currently negotiating a *de minimis* settlement with the U.S. Environmental Protection Agency and expects that any settlement, even if the Company is unsuccessful in obtaining indemnification, will not be material to its financial position or results of operations.

There are various claims and legal proceedings against the Company relating to its operations in the normal course of business, none of which the Company believes is material to its financial position or results of operations. The Company currently maintains insurance coverage for product liability claims.

18. Other Expense, Net

Other expense, net is comprised of the following:

	Fiscal Year Ended		
	April 2, 2005	April 3, 2004	March 29, 2003
Management fees	$ 474	$ 525	$ 375
Loss on disposition of assets	1,989	236	858
Write-off of acquisition costs		399	
Provision for doubtful accounts	472	378	123
Other expense	591	124	68
	$ 3,526	$ 1,662	$ 1,424

19. Related Party Transactions

The Company has loaned Dr. Michael J. Hartnett, President and Chief Executive Officer of the Company and RBCA, $500 to purchase shares of capital stock of the Company. The loan does not bear interest and is due on the earlier of (i) June 23, 2007, (ii) the consummation of a sale of the Company or (iii) the consummation of an initial public offering of the Company. The loan is secured by a pledge of Dr. Hartnett's shares in the Company.

20. Reportable Segments

The Company operates through operating segments for which separate financial information is available, and for which operating results are evaluated regularly by the Company's chief operating decision maker in determining resource allocation and assessing performance. Those operating segments with similar economic characteristics and that meet all other required criteria, including nature of the products and production processes, distribution patterns and classes of customers, are aggregated as reportable segments. Certain other operating segments do not exhibit the common attributes mentioned above and do not meet the quantitative thresholds for separate disclosure, and their information is combined and disclosed as "Other". There is also a segment reflecting corporate charges.

The Company has four reportable business segments engaged in the manufacture and sale of the following:

Roller Bearings. Roller bearings are anti-friction bearings that use rollers instead of balls. The Company manufactures four basic types of roller bearings: heavy duty needle roller bearings with inner rings, tapered roller bearings, track rollers and aircraft roller bearings.

Plain Bearings. Plain bearings are produced with either self-lubricating or metal-to-metal designs and consist of several sub-classes, including rod end bearings, spherical plain bearings and journal bearings. Unlike ball bearings, which are used in high-speed rotational applications, plain bearings are primarily used to rectify inevitable misalignments in various mechanical components.

Ball Bearings. The Company manufactures four basic types of ball bearings: high precision aerospace, airframe control, thin section and commercial ball bearings which are used in high-speed rotational applications,

Other. Other consists of two minor operating locations that do not fall into the above segmented categories. The Company produces precision ground ball bearing screws at its Linear Precision Products (LPP) plant that offer repeatable positioning accuracy in machine tools, transfer lines, robotic handling and semiconductor equipment. The Company's Schaublin location produces precision machine tool collets that provide effective part holding and accurate part location during machining operations.

Corporate. Corporate consists of expenses incurred at the corporate office.

The accounting policies of the reportable segments are the same as those described in Note 2. Segment performance is evaluated based on segment net sales, operating income and total assets. Items not allocated to segment operating income include corporate administrative expenses and certain other amounts. Identifiable assets by reportable segment consist of those directly identified with the segment's operations. Corporate assets consist of cash, fixed assets and certain prepaid expenses.

	Fiscal Year Ended		
	April 2, 2005	**April 3, 2004**	**March 29, 2003**
Net External Sales			
Roller	$ 92,281	$ 63,106	$ 60,788
Plain	93,250	77,578	67,448
Ball	41,881	35,801	34,038
Other	15,604	10,846	10,586
	$ 243,016	$ 187,331	$ 172,860
Operating Income			
Roller	$ 17,030	$ 11,259	$ 8,459
Plain	22,647	18,573	16,782
Ball	9,070	6,676	7,009
Other	797	378	1,779
Corporate	(17,405)	(14,757)	(13,326)
	$ 32,139	$ 22,129	$ 20,703
Total Assets			
Roller	$ 43,113	$ 36,784	$ 33,029
Plain	115,930	104,824	99,058
Ball	26,438	21,145	20,440
Other	8,287	6,689	8,206
Corporate	56,401	65,304	71,623
	$ 250,169	$ 234,746	$ 232,356
Capital Expenditures			
Roller	$ 3,496	$ 2,108	$ 2,201
Plain	2,669	1,535	2,187
Ball	936	795	563
Other	784	349	420
Corporate	1,641	164	1,151
	$ 9,526	$ 4,951	$ 6,522

Depreciation & Amortization			
Roller	$ 2,618	$ 2,453	$ 2,298
Plain	2,501	2,568	2,341
Ball	1,300	1,549	1,638
Other	1,281	1,178	956
Corporate	1,085	1,434	1,586
	$ 8,785	$ 9,182	$ 8,819
Geographic External Sales			
Domestic	$ 215,381	$ 166,763	$ 155,579
Foreign	27,635	20,568	17,281
	$ 243,016	$ 187,331	$ 172,860
Geographic Long-Lived Assets			
Domestic	$ 52,566	$ 52,956	$ 53,798
Foreign	2,777	3,293	3,974
	$ 55,343	$ 56,249	$ 57,772
Intersegment Sales			
Roller	$ 7,275	$ 1,669	$ 1,818
Plain	1,982	880	1,787
Ball	4,073	397	18
Other	10,147	6,349	5,135
	$ 23,477	$ 9,295	$ 8,758

All intersegment sales are eliminated in consolidation.

21. Subsequent Event One-time Special Cash Bonus to CEO

On June 13, 2005, subject to the approval of the Company's senior lenders under the New Credit Facility and Second Lien Term Loan, the Board of Directors agreed to pay the CEO a one-time special cash bonus of $5.2 million on or prior to June 30, 2005 to reimburse the CEO for taxes owed by him in connection with a previous stock sale by the CEO to Whitney. As such, the Company will record a charge of $5.2 million in the first quarter of fiscal 2006. In connection with such transaction, the Company will receive offsetting cash tax benefits of approximately $5.2 million.

22. Subsequent Event Stock Split

On August 2, 2005, the Company's Board of Directors approved a 5-for-2 stock split of its common stock. All share and per share information in the consolidated financial statements has been retroactively restated to reflect the stock split for all years presented.

Schedule II-Valuation and Qualifying Accounts

Allowance for Doubtful Accounts

The activity in the allowance for doubtful accounts consists of the following:

Fiscal Year Ended	Balance at Beginning of Year	Additions	Write-offs	Balance at End of Year
April 2, 2005	$ 770	$ 472	$ (614)	$ 628
April 3, 2004	744	378	(352)	770
March 29, 2003	621	123		744

Through and including , 2005 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

8,288,000 Shares

Common Stock

PROSPECTUS

Merrill Lynch & Co.

KeyBanc Capital Markets

Jefferies & Company, Inc.

, 2005

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses, other than underwriting discounts and commissions, payable by RBC Bearings Incorporated in connection with the offer and sale of the securities being registered. All amounts are estimates except the SEC registration fee and the NASD filing fee.

SEC registration fee	$	17,949.16
NASD filing fee		15,538.00
Nasdaq National Market listing fee		95,000.00
Transfer Agent's Fee		20,000.00
Printing and engraving costs		525,000.00
Legal fees and expenses		1,050,000.00
Accounting fees and expenses		675,000.00
Additional Director's & Officer's Insurance Premium		180,000.00
Miscellaneous		125,000.00
Total	$	2,703,487.16

Item 14. Indemnification of Directors and Officers

Delaware. The General Corporation Law of the State of Delaware ("DGCL") authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. The certificates of incorporation of the Delaware registrants include a provision that eliminates the personal liability of directors for monetary damages for actions taken as a director, except for liability for breach of duty of loyalty; for acts or omissions not in good faith or involving intentional misconduct or knowing violation of law; under Section 174 of the DGCL (unlawful dividends and stock repurchases); or for transactions from which the director derived improper personal benefit.

The certificates of incorporation of the Delaware registrants provide that these registrants must indemnify their directors and officers to the fullest extent authorized by the DGCL and must also pay expenses incurred in defending any such proceeding in advance of its final disposition upon delivery of an undertaking, by or on behalf of an indemnified person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified under this section or otherwise.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, provision of our certificate of incorporation, our by laws, agreement, vote of stockholders or disinterested directors or otherwise.

The purchase agreement to be entered into between RBC Bearings Incorporated and the underwriters in connection with this offering will include provisions pursuant to which the underwriters indemnify the directors and officers of RBC Bearings Incorporated.

RBC Bearings Incorporated maintains insurance to protect itself and its directors and, officers and those of its subsidiaries against any such expense, liability or loss, whether or not it would have the power to indemnify them against such expense, liability or loss under applicable law.

Item 15. Recent Sales of Unregistered Securities

Set forth in chronological order is information regarding all securities sold and employee stock options granted since April 1, 2002 by us. Also included is the consideration, if any, received for such securities, and information relating to the section of the Securities Act of 1933, as amended, and the rules of the Securities and Exchange Commission pursuant to which the following issuances were exempt from registration. None of these securities were issued under the Securities Act. No award of options involved any sale under the Securities Act. No sale of securities involved the use of an underwriter and no commissions were paid in connection with the sales of any securities. All shares amounts set forth in this Item 15 are prior to giving effect to our 5-for-2 stock split which will be completed prior to the consummation of this offering.

1. At various times during the period from April 2002 through July 2005, we granted options pursuant to our 2001 Stock Option Plan, as amended, to purchase an aggregate of 186,697 shares of our Class A Common Stock to employees and directors at exercise prices of $8.00, $20.00 and $30.00.

Following the reclassification of our shares, all outstanding options to purchase our Class A Common Stock will become exercisable into shares of our newly created common stock in accordance with the terms of our 2001 Stock Option Plan, as amended. With the exception of options that are exercised in connection with this offering, we expect that substantially all outstanding options to purchase common stock held by our employees will be subject to a lock-up period of not less than 180 days following the date of this prospectus.

2. During fiscal year 2005, upon the exercise of options granted pursuant to our 2001 Stock Option Plan, as amended, we issued 16,056 shares of our Class A Common Stock for an aggregate purchase price of $34,542.80 to one of our former directors and his affiliates.

3. During fiscal year 2005, upon the exercise of options granted pursuant to our 1998 Stock Option Plan, as amended, we issued 10,000 shares of our Class A Common Stock for an aggregate purchase price of $134,347.70 to one of our employees and, upon the exercise of warrants pursuant to a warrant agreement between us and such employee, we issued 7,504 shares of our Class A Common Stock for an aggregate purchase price of $74,987.47 to the employee.

4. On July 29, 2002, we issued and sold 240,000 shares of Class B Exchangeable Convertible Participating Preferred Stock of RBCI for an aggregate purchase price of $24.0 million to Dr. Hartnett and an affiliate of Whitney RBHC Investor, LLC.

5. On February 6, 2003, we issued and sold 1,008.41 shares of Class A preferred stock for $3 per share, or an aggregate purchase price of approximately $3.0 million to Dr. Hartnett and an affiliate of Whitney RBHC Investor, LLC. On February 10, 2002, we exercised our option to repurchase such stock for the purchase price plus all accrued dividends. Accordingly, no Class A preferred stock is outstanding as of the date hereof.

The issuances of the securities described in paragraph 1 were exempt from registration under the Securities Act under Rule 701, as transactions pursuant to compensatory benefit plans and contracts relating to compensation as provided under such Rule 701. The recipients of such options and common stock were our employees and directors, who received the securities under our compensatory benefit plans or a contract relating to compensation. Appropriate legends were affixed to the share certificates issued in such transactions. All recipients either received adequate information from us or had adequate access, through their employment with us or otherwise, to information about us.

The issuances of the securities described in paragraphs 2 through 5 were exempt from registration under the Securities Act in reliance on Section 4(2) because the issuance of securities to recipients did not involve a public offering. The recipients of securities in each such transaction represented their intention to acquire the securities for investment only and not with a view to resale or distribution thereof, and appropriate legends were affixed to share certificates and warrants issued in such transactions. Each of the recipients of securities in the transactions described in paragraphs 2 through 5 were accredited persons and had adequate access, through employment, business or other relationships, to information about us.

Item 16. Exhibits and Financial Statement Schedules

(a)

Exhibit. The following exhibits are filed as part of this Registration Statement.

1.1	Form of Purchase Agreement.**
3.1	Form of Amended and Restated Certificate of Incorporation of RBC Bearings Incorporated dated , 2005.
3.2	Certificate of Amendment to Certificate of Incorporation of RBC Bearings Incorporated dated August 8, 2005.
3.3	Form of Bylaws of RBC Bearings Incorporated.**
4.3	Form of stock certificate for common stock.**
5.1	Form of Opinion of Kirkland & Ellis LLP.**
10.1	Indenture, dated as of June 15, 1997 between RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) and the United States Trust Company of New York.**
10.2	Stock Option Plan of RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.), dated as of February 18, 1998 with form of agreement.**
10.3	Form of Stock Transfer Restriction Agreement between RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) and certain of its stockholders.**
10.4	Amended and Restated 2001 Stock Option Plan of RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.), dated October 24, 2003.**
10.5	Form of 2005 Long Term Equity Incentive Plan.**
10.6	Agreement of Lease between Robear West Trenton Associates, L.P. and Roller Bearing Company of America, Inc., dated February 10, 1999, for West Trenton, New Jersey premises.**
10.7	First Amendment to Office Lease, dated July 26, 2004, between Robear West Trenton Associates, L.P. and Roller Bearing Company of America, Inc.**
10.8	Indenture of Lease dated March 31, 2004 between Roller Bearing Company of America, Inc., and Raymond Hunicke, LLC, a Connecticut limited liability company.**
10.9	Executed counterpart of the Pledge and Security Agreement, dated as of September 1, 1994, between Roller Bearing Company of America, Inc., Heller Financial, Inc. and Mark Twain Bank.**
10.10	Loan Agreement, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Roller Bearing Company of America, Inc. with respect to the Series 1994A Bonds.**
10.11	Agreement between Bremen, Indiana Plant of SKF USA, Inc. and International Union Automobile, Aerospace and Agricultural Workers of America, U.A.W., Local 1368, expires October 29, 2005.**
10.12	Trust Indenture, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Mark Twain Bank, as Trustee, with respect to the Series 1994A Bonds.**
10.13	Loan Agreement, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Roller Bearing Company of America, Inc., with respect to the Series 1994B Bonds.**

10.14	Trust Indenture, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Mark Twain Bank, as Trustee, with respect to the Series 1994B Bonds.**
10.15	Collective Bargaining Agreement between Heim, the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, U.A.W., and Amalgamated Local 376, U.A.W., expires January 31, 2008.**
10.16	Nice Union Agreement, between Nice Ball Bearings, Inc. and United Steelworkers of America, Local 6816-12, expires January 31, 2008.**
10.17	Collective Bargaining Agreement between Roller Bearing Company of America, Inc. and the International Union U.A.W. and its Local 502, expires June 30, 2007.**
10.18	Collective Bargaining Agreement between Tyson Bearing Company, Inc. and the United Steelworkers of America, AFL-CIO, Local 7461-01, expires June 13, 2008.**
10.19	Employment Agreement, effective as of July 1, 2005, between the Company and Michael J. Hartnett, Ph.D.
10.20	Amended and Restated Promissory Note, dated as of December 15, 2000, for $500,000, made by Michael J. Hartnett, Ph.D. and payable to Roller Bearing Company of America, Inc.**
10.21	Loan Agreement, dated as of April 1, 1999, by and between California Infrastructure and Economic Development Bank and Roller Bearing Company of America, Inc.**
10.22	Indenture Of Trust, dated as of April 1, 1999, between California Infrastructure and Economic Development Bank and U.S. Bank Trust National Association, as Trustee.**
10.23	Tax Regulatory Agreement, dated as of April 1, 1999, by and among California Infrastructure and Economic Development Bank, U.S. Bank Trust National Association, as Trustee, and Roller Bearing Company of America, Inc.**
10.24	Lease Agreement, dated as of December 17, 1999, between Schaublin SA and RBC Schaublin SA.**
10.25	Lease by and among ABCS Properties, LLC, Michael H. Short and Lynn C. Short and Bremen Bearings, Inc. dated August 31, 2001.**
10.26	Fourth Amended and Restated Credit Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and lender and GECC Capital Markets Group, Inc.**
10.27	Security Agreement, dated May 30, 2002, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.28	Pledge Agreement, dated May 30, 2002, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.29	SCIL Credit Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc. and certain of its domestic subsidiaries, General Electric Capital Corporation, as SCIL agent and GECC Capital Markets Group as Lead Arranger.**
10.30	Security Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as Agent for SCIL Lenders.**
10.31	Pledge Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as Agent for SCIL Lenders.**

10.32	Master Reaffirmation and Amendment to Loan Documents, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.33	Lease Agreement dated May 17, 2004 by and between Shadowmoss Properties, LLC, a South Carolina limited liability company and Roller Bearing Company of America, Inc.**
10.34	Credit Agreement, dated December 8, 2003, between Credit Suisse and Schaublin SA.**
10.35	Amendment No. 1 to Credit Agreement, dated November 8, 2004, between Credit Suisse and Schaublin SA.**
10.36	Letter Agreement by and among RBC Bearings Incorporated, Roller Bearing Company of America, Inc. Whitney & Co. and Dr. Michael J. Hartnett dated June 17, 2005.**
10.37	Second Amended and Restated Stockholders' Agreement by and among RBC Bearings Incorporated, Whitney RBHC Investors, LLC, Whitney V.L.P., Dr. Michael J. Hartnett and Hartnett Family Investments, L.P. dated February 6, 2003.
10.38	Form of Amendment No. 1 to the Second Amended and Restated Stockholders' Agreement by and among RBC Bearings Incorporated, Whitney RBHC Investors, LLC, Whitney V.L.P., Dr. Michael J. Hartnett and Hartnett Family Investments, L.P. dated February 6, 2003.
14.1	Code of Ethics of the Registrant.**
21.2	Subsidiaries of the Registrant.**
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).**
23.3	Consent of Valuation Research Corporation.**
23.4	Consent of The Freedonia Group, Incorporated.**
24.1	Powers of Attorney.**

*
To be filed by amendment.

**
Previously filed.

(b)
Financial Statement Schedules

Schedule II-Valuation and Qualifying Accounts

The schedule entitled "Schedule II Valuation and Qualifying Accounts" set forth on page F-39 of the Company's Consolidated Financial Statements is hereby incorporated by reference herein.

Item 17. Undertakings

1.
The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

2.
Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification by the registrant against such liabilities, other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding, is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter

has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

3. The undersigned registrant hereby undertakes that

(i) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(ii) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act, as amended, the registrant has duly caused this Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oxford, Connecticut on August 8, 2005.

RBC BEARINGS INCORPORATED

By: /s/ DANIEL A. BERGERON

Name: Daniel A. Bergeron
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Amendment No. 4 to the Registration Statement has been signed by the following persons in the capacities indicated on August 8, 2005.

Signature	Title
* Dr. Michael J. Hartnett	Chief Executive Officer (Principal Executive Officer and Chairman)
/s/ DANIEL A. BERGERON Daniel A. Bergeron	Chief Financial Officer (Principal Financial and Accounting Officer)
Robert Anderson	Director
* Richard R. Crowell	Director
* William P. Killian	Director
* Michael Stone	Director
* Dr. Amir Faghri	Director

*By: /s/ DANIEL A. BERGERON

Daniel A. Bergeron
as attorney-in-fact

EXHIBIT INDEX

1.1	Form of Purchase Agreement.**
3.1	Form of Amended and Restated Certificate of Incorporation of RBC Bearings Incorporated dated , 2005.
3.2	Certificate of Amendment to Certificate of Incorporation of RBC Bearings Incorporated dated August 8, 2005.
3.3	Form of Bylaws of RBC Bearings Incorporated.**
4.3	Form of stock certificate for common stock.**
5.1	Form of Opinion of Kirkland & Ellis LLP.**
10.1	Indenture, dated as of June 15, 1997 between RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) and the United States Trust Company of New York.**
10.2	Stock Option Plan of RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.), dated as of February 18, 1998 with form of agreement.**
10.3	Form of Stock Transfer Restriction Agreement between RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.) and certain of its stockholders.**
10.4	Amended and Restated 2001 Stock Option Plan of RBC Bearings Incorporated (f/k/a Roller Bearing Holding Company, Inc.), dated October 24, 2003.**
10.5	Form of 2005 Long Term Equity Incentive Plan.**
10.6	Agreement of Lease between Robear West Trenton Associates, L.P. and Roller Bearing Company of America, Inc., dated February 10, 1999, for West Trenton, New Jersey premises.**
10.7	First Amendment to Office Lease, dated July 26, 2004, between Robear West Trenton Associates, L.P. and Roller Bearing Company of America, Inc.**
10.8	Indenture of Lease dated March 31, 2004 between Roller Bearing Company of America, Inc., and Raymond Hunicke, LLC, a Connecticut limited liability company.**
10.9	Executed counterpart of the Pledge and Security Agreement, dated as of September 1, 1994, between Roller Bearing Company of America, Inc., Heller Financial, Inc. and Mark Twain Bank.**
10.10	Loan Agreement, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Roller Bearing Company of America, Inc. with respect to the Series 1994A Bonds.**
10.11	Agreement between Bremen, Indiana Plant of SKF USA, Inc. and International Union Automobile, Aerospace and Agricultural Workers of America, U.A.W., Local 1368, expires October 29, 2005.**
10.12	Trust Indenture, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Mark Twain Bank, as Trustee, with respect to the Series 1994A Bonds.**
10.13	Loan Agreement, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Roller Bearing Company of America, Inc., with respect to the Series 1994B Bonds.**
10.14	Trust Indenture, dated as of September 1, 1994, between the South Carolina Job Economic Development Authority and Mark Twain Bank, as Trustee, with respect to the Series 1994B Bonds.**
10.15	Collective Bargaining Agreement between Heim, the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, U.A.W., and Amalgamated Local 376, U.A.W., expires January 31, 2008.**

10.16	Nice Union Agreement, between Nice Ball Bearings, Inc. and United Steelworkers of America, Local 6816-12, expires January 31, 2008.**
10.17	Collective Bargaining Agreement between Roller Bearing Company of America, Inc. and the International Union U.A.W. and its Local 502, expires June 30, 2007.**
10.18	Collective Bargaining Agreement between Tyson Bearing Company, Inc. and the United Steelworkers of America, AFL-CIO, Local 7461-01, expires June 13, 2008.**
10.19	Employment Agreement, dated as of July 1, 2005, between the Company and Michael J. Hartnett, Ph.D.
10.20	Amended and Restated Promissory Note, dated as of December 15, 2000, for $500,000, made by Michael J. Hartnett, Ph.D. and payable to Roller Bearing Company of America, Inc.**
10.21	Loan Agreement, dated as of April 1, 1999, by and between California Infrastructure and Economic Development Bank and Roller Bearing Company of America, Inc.**
10.22	Indenture Of Trust, dated as of April 1, 1999, between California Infrastructure and Economic Development Bank and U.S. Bank Trust National Association, as Trustee.**
10.23	Tax Regulatory Agreement, dated as of April 1, 1999, by and among California Infrastructure and Economic Development Bank, U.S. Bank Trust National Association, as Trustee, and Roller Bearing Company of America, Inc.**
10.24	Lease Agreement, dated as of December 17, 1999, between Schaublin SA and RBC Schaublin SA.**
10.25	Lease by and among ABCS Properties, LLC, Michael H. Short and Lynn C. Short and Bremen Bearings, Inc. dated August 31, 2001.**
10.26	Fourth Amended and Restated Credit Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and lender and GECC Capital Markets Group, Inc.**
10.27	Security Agreement, dated May 30, 2002, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.28	Pledge Agreement, dated May 30, 2002, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.29	SCIL Credit Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc. and certain of its domestic subsidiaries, General Electric Capital Corporation, as SCIL agent and GECC Capital Markets Group as Lead Arranger.**
10.30	Security Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as Agent for SCIL Lenders.**
10.31	Pledge Agreement, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as Agent for SCIL Lenders.**
10.32	Master Reaffirmation and Amendment to Loan Documents, dated June 29, 2004, by and among Roller Bearing Company of America, Inc., certain of its domestic subsidiaries, General Electric Capital Corporation, as agent and Lender.**
10.33	Lease Agreement dated May 17, 2004 by and between Shadowmoss Properties, LLC, a South Carolina limited liability company and Roller Bearing Company of America, Inc.**
10.34	Credit Agreement, dated December 8, 2003, between Credit Suisse and Schaublin SA.**
10.35	Amendment No. 1 to Credit Agreement, dated November 8, 2004, between Credit Suisse and Schaublin SA.**

10.36	Letter Agreement by and among RBC Bearings Incorporated, Roller Bearing Company of America, Inc. Whitney & Co. and Dr. Michael J. Hartnett dated June 17, 2005.**
10.37	Second Amended and Restated Stockholders' Agreement by and among RBC Bearings Incorporated, Whitney RBHC Investors, LLC, Whitney V.L.P., Dr. Michael J. Hartnett and Hartnett Family Investments, L.P. dated February 6, 2003.
10.38	Form of Amendment No. 1 to the Second Amended and Restated Stockholders' Agreement by and among RBC Bearings Incorporated, Whitney RBHC Investors, LLC, Whitney V.L.P., Dr. Michael J. Hartnett and Hartnett Family Investments, L.P. dated February 6, 2003.
14.1	Code of Ethics of the Registrant.**
21.2	Subsidiaries of the Registrant.**
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).**
23.3	Consent of Valuation Research Corporation.**
23.4	Consent of The Freedonia Group, Incorporated.**
24.1	Powers of Attorney.**

*
To be filed by amendment.

**
Previously filed.

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