MIDDLEBY CORP
Form 10-Q/A
March 28, 2003

FORM 10-Q/A

Amendment No. 1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

|X| Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended June 29, 2002

or

|_| Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File No. 1-9973

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**36-3352497** (I.R.S. Employer Identification No.)
1400 Toastmaster Drive, Elgin, Illinois (Address of Principal Executive Offices)	**60120** (Zip Code)

Registrant s Telephone No., including Area Code (847) 741-3300

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

As of August 9, 2002, there were 8,973,547 shares of the registrant s common stock outstanding.

THE MIDDLEBY CORPORATION AND SUBSIDIARIES

QUARTER ENDED JUNE 29, 2002

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Explanatory Note

This amendment on Form 10-Q/A (Amendment No. 1) amends the company s quarterly report on Form 10-Q for the period ended June 29, 2002, as filed with the Securities and Exchange Commission on August 19, 2002, and is being filed to reflect the restatement of the company s consolidated financial statements. The significant effects of this restatement on the financial statements are presented in Note 2 to the consolidated financial statements and Item 2 in Part I of this amended quarterly report on Form 10-Q/A (Amendment No. 1). This amendment incorporates certain revisions to historical financial data and related descriptions but is not intended to update other information presented in this quarterly report as originally filed, except where specifically noted.

This amended quarterly report on Form 10-Q/A (Amendment No. 1) contains certain forward-looking statements that are based on the beliefs of, and estimates made by and information currently available to the company s management. The words expect, anticipate, intend, plan and simil expressions identify forward-looking statements. These statements are subject to risks and uncertainties. Actual results could differ materially from those discussed here. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in Factors That May Affect Our Future Operating Results and elsewhere in the company s annual report on Form 10-K/A (Amendment No. 1).

PART I. FINANCIAL INFORMATION

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Amounts)
(Unaudited)

	(as restated(1)) Jun. 29, 2002	Dec. 29, 2001
ASSETS		
Cash and cash equivalents	$ 3,498	$ 5,997
Accounts receivable, net of reserve for doubtful accounts of $3,447 and $2,913	29,219	25,158
Inventories, net	27,283	29,115
Prepaid expenses and other	1,176	1,178
Current deferred taxes	11,723	11,291
Total current assets	72,899	72,739
Property, plant and equipment, net of accumulated depreciation of $24,580 and $22,185	28,941	30,598
Goodwill	74,005	74,005
Other intangibles	26,300	26,466
Other assets	6,808	7,589
Total assets	$ 208,953	$ 211,397
LIABILITIES AND STOCKHOLDERS EQUITY		
Current maturities of long-term debt	$ 13,500	$ 10,047
Accounts payable	16,654	11,491
Accrued expenses	38,946	38,438
Total current liabilities	69,100	59,976
Long-term debt	70,043	86,152
Long-term deferred tax liability	8,698	8,698
Other non-current liabilities	17,705	17,162
Stockholders equity:		
Preferred stock, $.01 par value; nonvoting; 2,000,000 shares authorized; none issued		
Common stock, $.01 par value; 20,000,000 shares authorized; 11,026,021 and 11,024,396 issued in 2002 and 2001, respectively	110	110
Shareholder receivable	(290)	(290)
Paid-in capital	54,013	53,884
Treasury stock at cost; 2,052,474 shares in 2002 and 2001, respectively	(11,997)	(11,997)
Retained earnings (accumulated deficit)	2,825	(1,029)
Accumulated other comprehensive loss	(1,254)	(1,269)
Total stockholders equity	43,407	39,409
Total liabilities and stockholders equity	$ 208,953	$ 211,397

(1) See Note 2.

See accompanying notes

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THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(In Thousands, Except Per Share Amounts)
(Unaudited)

	Three Months Ended		**Six Months Ended**	
	Jun. 29, 2002	**Jun. 30, 2001**	**Jun. 29, 2002**	**Jun. 30, 2001**
Net sales	$ 62,478	$ 25,293	$ 116,969	$ 50,040
Cost of sales	40,957	17,059	77,555	33,634
Gross profit	21,521	8,234	39,414	16,406
Selling and distribution expenses	7,312	3,561	14,533	7,178
General and administrative expenses	6,013	2,425	11,964	5,143
Income from operations	8,196	2,248	12,917	4,085
Interest expense and deferred financing amortization	3,024	178	6,122	333
Loss (gain) on acquisition financing derivatives	579		(14)	
Other (income) expense, net	(311)	398	(89)	596
Earnings before income taxes	4,904	1,672	6,898	3,156
Provision for income taxes	2,090	996	3,044	1,931
Net earnings	$ 2,814	$ 676	$ 3,854	$ 1,225
Net earnings per share:				
Basic	$ 0.31	$ 0.08	$ 0.43	$ 0.14
Diluted	$ 0.31	$ 0.08	$ 0.43	$ 0.14
Weighted average number of shares:				
Basic	8,974	8,981	8,973	8,987
Dilutive stock options(1)	108	17	58	19
Diluted	9,082	8,998	9,031	9,006

(1) Excludes 65,000 and 183,000 of stock options for the three and six months ended June 30, 2001 respectively, with exercise prices from $7.06 to $9.63 which were anti-dilutive.

See accompanying notes

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THE MIDDLEBY CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)
(Unaudited)

	Six Months Ended	
	Jun. 29, 2002	**Jun. 30, 2001**
	(as restated(1))	
Cash flows from operating activities-		
Net earnings	$ 3,854	$ 1,225
Adjustments to reconcile net earnings to cash provided by operating activities:		
Depreciation and amortization	3,711	1,855
Non-cash portion of tax provision	(432)	1,205
Unrealized (gain) loss on derivative financial instruments	(14)	
Unpaid interest on seller notes (2)	1,277	
Unpaid interest on subordinated senior notes (2)	254	
Changes in assets and liabilities-		
Accounts receivable, net	(4,061)	3,147
Inventories, net	1,832	(1,254)
Prepaid expenses and other assets	(36)	(1,135)
Accounts payable	5,163	(3,022)
Accrued expenses and other liabilities	1,188	(4,331)
Net cash provided by (used in) operating activities	12,736	(2,310)
Cash flows from investing activities-		
Net additions to property and equipment	(824)	(271)
Net cash (used in) investing activities	(824)	(271)
Cash flows from financing activities-		
Proceeds (repayments) under revolving credit facilities, net	(12,885)	3,717
Repayments of senior secured bank notes	(1,500)	
Repurchase of treasury stock		(173)
Other financing activities, net	(42)	9
Net cash (used in) provided by financing activities	(14,427)	3,553
Effect of exchange rates on cash and cash equivalents	16	(96)

Changes in cash and cash equivalents-		
Net (decrease) increase in cash and cash equivalents	(2,499)	8766
Cash and cash equivalents at beginning of year	5,997	3,704
Cash and cash equivalents at end of quarter	$ 3,498	$ 4,580
Supplemental disclosure of cash flow information:		
Interest paid	$ 2,992	$ 232
Income taxes paid	$ 2,878	$ 325

(1) See Note 2.

(2) Represents an increase in principal balance of debt associated with interest paid in kind.

See accompanying notes

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 29, 2002
(Unaudited)

1) Summary of Significant Accounting Policies

The consolidated financial statements have been prepared by The Middleby Corporation (the company), pursuant to the rules and regulations of the Securities and Exchange Commission, the financial statements are unaudited and certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the company believes that the disclosures are adequate to make the information not misleading. These financial statements should be read in conjunction with the financial statements and related notes contained in the company s 2001 Form 10-K/A and 2002 First Quarter Form 10-Q/A.

In the opinion of management, the financial statements contain all adjustments necessary to present fairly the financial position of the company as of June 29, 2002 and December 29, 2001, and the results of operations for the six months ended June 29, 2002 and June 30, 2001 and cash flows for the six months ended June 29, 2002 and June 30, 2001.

2) Restatement and Reclassifications

Subsequent to the issuance of the company s financial statements for the quarter ended June 29, 2002, it was determined that a deferred tax liability associated with the intangible assets acquired in connection with the Blodgett acquisition should have been recorded in accordance with Statement of Accounting Standards (SFAS) No. 109, Accounting for Income Taxes . The impact of this revision had no effect on net earnings or earnings per share for the three-month and six-month periods ended June 29, 2002.

In addition, the company has made certain reclassifications to the prior year financial statements. These reclassifications are primarily to the classification of cash, accounts payable and individual components of stockholders equity.

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The effects of the restatement and reclassifications for the second quarter 2002 is as follows (in thousands):

	June 29, 2002	
	As Previously Reported	**As Restated**
At period end:		
Cash	$ 813	$ 3,498
Goodwill	63,327	74,005
Deferred taxes	1,980	
Total assets	197,570	208,953
Accounts payable	$ 13,969	$ 16,654
Long-term deferred tax liability		8,698
Shareholder receivable		(290)
Paid-in capital	53,723	54,013
Total liabilities and stockholders equity	197,570	208,953

3) New Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141 Business Combinations . This statement addresses financial accounting and reporting for business combinations initiated after June 30, 2001, superceding Accounting Principles Board (APB) Opinion No. 16 Business Combinations and SFAS No. 38 Accounting for Preacquisition Contingencies of Purchased Enterprises . All business combinations in the scope of this statement are to be accounted for using the purchase method of accounting. The company has accounted for its acquisition of Blodgett Holdings, Inc. (Blodgett) in accordance with SFAS No. 141.

In June 2001, the FASB issued SFAS No. 142 Goodwill and Other Intangible Assets , superceding APB Opinion No. 17, Intangible Assets . This statement addresses how intangible assets that are acquired individually or with a group of other assets (excluding assets acquired in a business combination) should be accounted for in financial statements upon their acquisition. This statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. In accordance with this statement, goodwill and certain other intangible assets with indefinite lives will no longer be amortized, but evaluated for impairment based upon financial tests related to the current value for the related assets. As a result there may be more volatility in reported income than under the previous standards because impairment losses are likely to occur irregularly and in varying amounts. The company adopted this statement in the first quarter of fiscal 2002. Upon initial adoption of this statement, the company determined that no impairment of goodwill or other intangible assets had occurred. Goodwill of $74.0 million and other intangible assets(trademarks) of $26.3 million have been accounted for consistently with the nonamortization provisions of this statement. As of June 29, 2002, the company does not have any intangible assets subject to amortization. The company recorded goodwill amortization, which reduced net income by $135,000 from $811,000 or $0.09 per share in the second quarter of 2001 and $270,000 from $1,495,000 or $0.17 per share in the first six months of 2001.

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In June 2001, the FASB issued SFAS No. 143 Accounting for Asset Retirement Obligations . This statement addresses financial accounting and reporting obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs, and requires that such costs be recognized as a liability in the period in which incurred. This statement is effective for financial statements issued for fiscal years beginning after June 15, 2002. The company does not expect the adoption of this statement to have a material impact to the financial statements.

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 supercedes SFAS No. 121 and requires that one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired and broadens the presentation of discontinued operations to include more disposal transactions. This statement is effective for financial statements issued for fiscal years beginning after December 15, 2001. The adoption of SFAS No. 144 did not have a material impact on the company s financial position, results of operations or cash flows.

In April 2002, the FASB issued SFAS No. 145, Rescission of FASB Statements SFAS No. 4, 44 and 64, Amendment of FASB Statement No. 13 and Technical Corrections. SFAS No. 145 eliminates the current requirement that gains and losses on debt extinguishment must be classified as extraordinary items in the income statement. Instead, such gains and losses will be classified as extraordinary items only if they are deemed to be unusual and infrequent. The changes related to debt extinguishment will be effective for fiscal years beginning after May 15, 2002, and the changes related to lease accounting will be effective for transactions occurring after May 15, 2002. The company will apply this guidance beginning in fiscal 2003.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. This statement requires recording costs associated with exit or disposal activities at their fair values when a liability has been incurred. Under previous guidance, certain exit costs were accrued upon management s commitment to an exit plan, which is generally before an actual liability has been incurred. This statement is effective for financial statements issued for fiscal years beginning after December 31, 2002. The company will apply this guidance prospectively.

4) Comprehensive Income

The company reports changes in equity during a period, except those resulting from investment by owners and distribution to owners, in accordance with SFAS No. 130, Reporting Comprehensive Income.

Components of comprehensive income were as follows (in thousands):

	Three Months Ended		**Six Months Ended**	
	Jun. 29, 2002	**Jun. 30, 2001**	**Jun. 29, 2002**	**Jun. 30, 2001**
Net earnings	$ 2,814	$ 676	$ 3,854	$ 1,225
Cumulative translation adjustment	(55)	312	15	380
Comprehensive income	$ 2,759	$ 988	$ 3,869	$ 1,605

Accumulated other comprehensive income (loss) is comprised of minimum pension liability of $1.1 million as of June 29, 2002 and December 29, 2001, respectively, as well as foreign currency translation adjustments of $0.2 million as of June 29, 2002 and December 29, 2001, respectively.

5) Inventories

Inventories are composed of material, labor and overhead and are stated at the lower of cost or market. Costs for Blodgett inventory have been determined using the last-in, first-out (LIFO) method. Had the inventories been valued using the first-in, first-out (FIFO) method, the amount would not have differed materially from the amounts as determined using the LIFO method. Costs for Middleby inventory have been determined using the first-in, first-out (FIFO) method. The company estimates reserves for inventory obsolescence and shrinkage based on its judgment of future realization. Inventories at June 29, 2002 and December 29, 2001 are as follows:

	Jun. 29, 2002	Dec. 29, 2001
	(In thousands)	
Raw materials and parts	$ 6,036	$ 7,201
Work-in-process	4,887	5,355
Finished goods	16,360	16,559
	$ 27,283	$ 29,115

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6) Accrued Expenses

Accrued expenses consist of the following:

	Jun. 29, 2002	Dec. 29, 2001
	(In thousands)	
Accrued payroll and related expenses	$ 11,061	$ 6,586
Accrued customer rebates	3,361	3,933
Accrued commissions	1,620	1,321
Accrued warranty	10,069	9,179
Accrued acquisition costs	529	3,200
Accrued severance and plant closures	2,303	6,497
Other accrued expenses	10,003	7,722
	$ 38,946	$ 38,438

7) Acquisition Integration

On December 21, 2001 the company established reserves through purchase accounting associated with $4.0 million in severance related obligations and $6.9 million in facility costs related to the acquired Blodgett business operations.

Severance obligations of $4.0 million were established in conjunction with reorganization initiatives established during 2001 and completed during the first half of 2002. During the first quarter of 2002, the company reduced headcount at the acquired Blodgett operations by 123 employees. This headcount reduction included most functional areas of the company and included a reorganization of the executive management structure. During the second quarter of 2002, the company further reduced headcount at the Blodgett operations by 30 employees in conjunction with the consolidation and exit of two manufacturing facilities. Production for the Blodgett combi-oven, conveyor oven, and deck oven lines were moved from two facilities located in Williston and Shelburne, Vermont into existing manufacturing facilities in Burlington, Vermont and Elgin, Illinois. The second quarter headcount reductions predominately related to the manufacturing function.

Reserves of $6.9 million for facility closure costs predominately relate to lease obligations for three manufacturing facilities that were exited in 2001 and 2002. During the second quarter of 2001, prior to the acquisition, reserves were established for lease obligations associated with a manufacturing facility in Quakertown, Pennsylvania that was exited when production at this facility was relocated to an existing facility in Bow, New Hampshire. The lease associated with the exited facility extends through December 11, 2014. The facility is currently subleased for a portion of the lease term through July 2006. During the second quarter of 2002, the company exited leased facilities in Williston and Shelburne, Vermont in conjunction with the company s manufacturing consolidation initiatives. The Williston lease extends through June 30,2005 and the Shelburne lease extends through December 11, 2014. Neither of these facilities has been subleased although the company is performing an active search for subtenants. Total lease obligations under the three facilities are anticipated to amount to approximately $14.7 million. The reserves are reflected net of anticipated sublease income associated with the three facilities.

A summary of the reserve balance activity is as follows (in thousands):

	Balance Dec 29, 2001	**Asset Write-offs**	**Cash Payments**	**Balance June 29, 2002**
Severance obligations	$ 3,947	$	$ 2,538	$ 1,409
Facility closure and lease obligations	6,928		288	6,640
Total	$ 10,875	$	$ 2,826	$ 8,049

As of the end of the second quarter, all actions pertaining to the company s restructuring initiatives have been completed. At this time, management believes the remaining reserve balance is adequate to cover the remaining costs identified at June 29, 2002.

8) Financial Instruments

In June 1998, the FASB issued SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities . SFAS No. 133, as amended, establishes accounting and reporting standards for derivative instruments. The statement requires an entity to recognize all derivatives as either assets or liabilities and measure those instruments at fair value. Derivatives that do not qualify as a hedge must be adjusted to fair value in earnings. If the derivative does qualify as a hedge under SFAS No. 133, changes in the fair value will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a hedge s change in fair value will be immediately recognized in earnings.

Foreign Exchange: The company has entered into derivative instruments, principally forward contracts to reduce exposures pertaining to fluctuations in foreign exchange rates. As of June 29, 2002 the company had forward contracts to purchase $3.4 million U.S. Dollars with various foreign currencies, all of which mature in the next fiscal quarter. The fair value of these forward contracts amounts to $(0.2) million at the end of the quarter.

Interest rate swap: On January 11, 2002, in accordance with the senior bank agreement, the company entered into an interest rate swap agreement with a notional amount of $20.0 million to fix the interest rate applicable to certain of its variable-rate debt. The agreement swaps one-month LIBOR for a fixed rate of 4.03% and is in effect through December 31, 2004. As of June 29, 2002, the fair value of this derivative financial instrument was $(0.3) million. This net loss was recorded in earnings for the six-month period.

Stock warrant rights: In conjunction with subordinated senior notes issued in connection with the financing for the Blodgett acquisition, the company issued 362,226 stock warrant rights and 445,100 conditional stock warrant rights to the subordinated senior noteholder. The warrant rights allow the noteholder to purchase Middleby common stock at $4.67 per share through their expiration on December 21, 2011. The conditional stock warrant rights are exercisable in the circumstance that the noteholder fails to achieve certain prescribed rates of return as defined per the note agreement. After March 15, 2007 or upon a Change in Control as defined per the note agreement, the subordinated senior noteholder has the ability to require the company to repurchase these warrant rights at the fair market value. The obligation pertaining to the repurchase of the warrant rights is recorded in Other Non-Current Liabilities at fair market value utilizing a Black-Schole s valuation model. As of June 29, 2002, the fair value of the warrant rights was assessed at $3.0 million. The change in the fair value of the stock warrant rights during the first six months amounted to $0.3 million and was recorded as a gain in the income statement for the six month period ended June 29, 2002. The company may experience volatility in earnings caused by fluctuations in the market value of the stock warrant rights resulting from changes in Middleby s stock price, interest rates, or other factors that are incorporated into the valuation of these financial instruments.

9) Segment Information

The company operates in two reportable operating segments defined by management reporting structure and operating activities.

The worldwide manufacturing divisions operate through the Cooking Systems Group. This business segment has manufacturing facilities in Illinois, New Hampshire, North Carolina, Vermont and the Philippines. This business segment supports four major product groups, including conveyor oven equipment, core cooking equipment, counterline cooking equipment, and international specialty equipment. Principal product lines of the conveyor oven product group include Middleby Marshall ovens, Blodgett ovens and CTX ovens. Principal product lines of the core cooking equipment product group include the Southbend product line of ranges, steamers, convection ovens, broilers and steam cooking equipment, the Blodgett product line of convection and combi ovens, MagiKitch n charbroilers and catering equipment and the Pitco Frialator product line of fryers. The counterline cooking and warming equipment product group includes toasters, hot food servers, foodwarmers and griddles distributed under the Toastmaster brand name. The international specialty equipment product group is primarily comprised of food preparation tables, undercounter refrigeration systems, ventilation systems and component parts for the U.S. manufacturing operations.

The International Distribution Division provides integrated design, export management, distribution and installation services through its operations in China, India, Korea, Mexico, Spain, Taiwan and the United Kingdom. The division sells the company s product lines and certain non-competing complementary product lines throughout the world. For a local country distributor or dealer, the company is able to provide a centralized source of foodservice equipment with complete export management and product support services.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The company evaluates individual segment performance based on operating income. Management believes that intersegment sales are made at established arms-length transfer prices.

The following table summarizes the results of operations for the company s business segments (1):

	Cooking Systems Group	**International Distribution**	**Corporate and Other (2)**	**Eliminations (3)**	**Total**
Three months ended June 29, 2002					
Net sales	$ 59,946	$ 9,446	$ (9)	$ (6,905)	$ 62,478
Operating income (loss)	10,435	485	(2,458)	(266)	8,196
Depreciation expense	1,171	42	69		1,282
Capital expenditures	518	66	7		591

Six months ended June 29, 2002					
Net sales	$ 112,266	$ 16,292	$ 70	$ (11,659)	$ 116,969
Operating income (loss)	17,418	488	(4,573)	(416)	12,917
Depreciation expense	2,332	82	67		2,481
Capital expenditures	740	75	9		824
Total assets	187,273	17,529	15,433	(10,982)	208,953
Long-lived assets (4)	129,817	420	5,817		136,054
Three months ended June 30, 2001					
Net sales	$ 23,787	$ 4,820	$	$ (3,314)	$ 25,293
Operating income (loss)	2,999	(337)	(414)		2,248
Depreciation expense	615	43	50		708
Capital expenditures	48	(24)			24
Six months ended June 30, 2001					
Net sales	$ 47,446	$ 10,184	$	$ (7,590)	$ 50,040
Operating income (loss)	5,563	(532)	(1,046)	100	4,085
Depreciation expense	1,223	82	98		1,403
Capital expenditures	122	6	143		271
Total assets	55,941	16,977	15,013	(10,982)	76,949
Long-lived assets (4)	18,407	1,048	12,233		31,688

(1) Non-operating expenses are not allocated to the operating segments. Non-operating expenses consist of interest expense and deferred financing amortization, gains and losses on acquisition financing derivatives, and other income and expenses items outside of income from operations.

(2) Includes corporate and other general company assets and operations.

(3) Includes elimination of intercompany sales, profit in inventory and intercompany receivables. Intercompany sale transactions are predominantly from the Cooking Systems Group to the International Distribution Division.

(4) Long-lived assets of the Cooking Systems Group includes assets located in the Philippines which amounted to $2,853 and $3,081 in 2002 and 2001, respectively.

Net sales by major geographic region, including those sales from the Cooking Systems Group direct to international customers, were as follows (in thousands):

	Three Months Ended		**Six Months Ended**	
	Jun. 29, 2002	**Jun. 30, 2001**	**Jun. 29, 2002**	**Jun. 30, 2001**
United States and Canada	$ 51,098	$ 18,829	$ 95,121	$ 36,536
Asia	4,501	3,254	8,384	6,452
Europe and Middle East	5,222	1,935	10,281	4,542
Latin America	1,657	1,275	3,183	2,510
Net Sales	$ 62,478	$ 25,293	$ 116,969	$ 50,040

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (Unaudited).

Restatement

Subsequent to the issuance of the company s financial statements for the quarter ended June 29, 2002, it was determined that a deferred tax liability associated with the intangible assets acquired in connection with the Blodgett acquisition should have been recorded in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes . The impact of this revision had no effect on net earnings or earnings per share for the three-month and six-month periods ended June 29, 2002.

See Note 2 to the financial statements for summary of principle effects of restatement. The following discussion and analysis gives effect to the restatement.

Acquisition

On December 21, 2001, the company completed its acquisition of Blodgett Holdings, Inc. (Blodgett) from Maytag Corporation.

The company has accounted for this business combination using the purchase method to record a new cost basis for the assets acquired and liabilities assumed. The allocation of the purchase price and acquisition costs to the assets acquired and liabilities assumed is subject to change pending additional information that may come to the attention of the company pertaining to the fair values of acquired assets and liabilities and the settlement of post-close adjustments to the purchase price with the seller. The difference between the purchase price and the fair value of the assets acquired and liabilities assumed was recorded as goodwill. Under SFAS No. 142, goodwill and certain other intangible assets with indefinite lives acquired in conjunction with the Blodgett acquisition will be subject to the nonamortization provisions of this statement from the date of acquisition.

The consolidated financial statements include the operating results and the financial position of Blodgett for the period subsequent to its acquisition on December 21, 2001. The results of operations prior to and including December 21, 2001 are not reflected in the consolidated statements.

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Informational Note

This report contains forward-looking statements subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The company cautions readers that these projections are based upon future results or events and are highly dependent upon a variety of important factors which could cause such results or events to differ materially from any forward-looking statements which may be deemed to have been made in this report, or which are otherwise made by or on behalf of the company. Such factors include, but are not limited to, volatility in earnings resulting from goodwill impairment losses which may occur irregularly and in varying amounts; changes in the value of stock warrant rights issued in conjunction with the acquisition financing caused by fluctuations in Middleby s stock price and other valuation factors; variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; changing market conditions; the impact of competitive products and pricing; the timely development and market acceptance of the company s products; the availability and cost of raw materials; the ability to successfully integrate the acquired operations of Blodgett; and other risks detailed herein and from time-to-time in the company s SEC filings, including the 2001 report on Form 10-K/A.

Net Sales Summary
(dollars in thousands)

	Three Months Ended				Six Months Ended			
	Jun. 29, 2002		Jun. 30, 2001		Jun. 29, 2002		Jun. 30, 2001	
	Sales	Percent	Sales	Percent	Sales	Percent	Sales	Percent
Business Divisions								
Cooking Systems Group:								
Core cooking equipment	$ 43,605	69.8	$ 9,640	38.1	$ 80,237	68.6	$ 19,807	39.6
Conveyor oven equipment	12,114	19.4	9,882	39.1	24,200	20.7	19,060	38.1
Counterline cooking equipment	2,711	4.3	2,931	11.6	5,222	4.5	5,746	11.4
International specialty equipment	1,516	2.5	1,334	5.2	2,607	2.2	2,833	5.7
Total Cooking Systems Group	59,946	96.0	23,787	94.0	112,266	96.0	47,446	94.8
International Distribution (1)	9,446	15.1	4,820	19.1	16,292	13.9	10,184	20.4
Intercompany sales (2)	(6,914)	(11.1)	(3,314)	(13.1)	(11,589)	(9.9)	(7,590)	(15.2)
Other								
Total	$ 62,478	100.0	$ 25,293	100.0	$ 116,969	100.0	$ 50,040	100.0

(1) Consists of sales of products manufactured by Middleby and products manufactured by third parties.

(2) Consists primarily of the elimination of sales to the company s International Distribution Division from Cooking Systems Group.

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Results of Operations

The following table sets forth certain consolidated statements of earnings items as a percentage of net sales for the periods.

	Three months ended		Six months ended	
	Jun. 29, 2002	Jun. 30, 2001	Jun. 29, 2002	Jun. 30, 2001
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	65.6	67.4	66.3	67.2
Gross profit	34.4	32.6	33.7	32.8

Selling, general and administrative expenses	21.3	23.7	22.7	24.6
Income from operations	13.1	8.9	11.0	8.2
Interest expense and deferred financing amortization, net	4.8	0.7	5.2	0.7
Loss (gain) on acquisition financings derivatives	0.9			
Other expense, net	(0.4)	1.6	(0.1)	1.2
Earnings before income taxes	7.8	6.6	5.9	6.3
Provision for income taxes	3.3	3.9	2.6	3.9
Net Earnings	4.5%	2.7%	3.3%	2.4%

Three Months Ended June 29, 2002 Compared to Three Months Ended June 30, 2001

NET SALES. Net sales for the second quarter of fiscal 2002 were $62.5 million as compared to $25.3 million in the second quarter of 2001. The increase in net sales resulted from the incremental business associated with the acquired Blodgett operations. On a proforma basis in the second quarter of 2001 net sales for combined Middleby and Blodgett amounted to $58.3 million. Net sales in the second quarter of 2002 increased over the combined net sales of the prior year quarter, primarily at the acquired Blodgett operations.

Net sales at the Cooking Systems Group amounted to $59.9 million in the second quarter of 2002 as compared to $23.8 million in the prior year quarter. Core cooking equipment sales amounted to $43.6 million as compared to $9.6 million, primarily due to the addition of the acquired product lines which amounted to $33.4 million in the second quarter.

Excluding the acquired product lines, core product sales increased by $0.6 million due to improved market conditions as compared to the prior year quarter and the addition of sales personnel. Conveyor oven equipment sales amounted to $12.1 million as compared to $9.9 million in the prior year quarter. The increase in conveyor oven sales resulted from the addition of $1.7 million in Blodgett conveyor ovens and $0.5 million of increased sales of Middleby Marshall conveyor ovens resulting from sales of remanufactured ovens. Counterline cooking equipment sales decreased to $2.7 million from $2.9 million in the prior year. International specialty equipment sales increased to $1.5 million from $1.3 million as a result of increased fryer production for the U.S. market.

Net sales at the International Distribution Division increased by $4.6 million to $9.4 million, due in part to the addition of Frialator International - a distribution operation in the United Kingdom, which was acquired as part of the Blodgett purchase. Net sales of Frialator International amounted to $2.0 million. Excluding the impact of Frialator International, the sales of this division increased by $2.6 million, primarily due to the revenues associated with the acquired product lines which began to be distributed through this division late in the first quarter of 2002.

GROSS PROFIT. Gross profit increased to $21.5 million from $8.2 million in the prior year period as a result of the increased sales volumes resulting from the acquisition. The gross margin rate was 34.4% in the quarter as compared to 32.6% in the prior year quarter. The increase in the overall gross margin rate is largely attributable to greater leverage and an improved cost structure resulting from the increased volume associated with the acquisition. As part of the cost structure improvements, the company consolidated manufacturing for several Blodgett product lines into existing manufacturing operations, enabling the exit of two production facilities during the second quarter.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Combined selling, general, and administrative expenses increased from $6.0 million in the second quarter of 2001 to $13.3 million in the second quarter of 2002. The increased expense reflects the incremental cost associated with the acquired Blodgett operations. As a percentage of net sales operating expenses amounted to 21.3% in the second quarter of 2002 versus 23.7% in the prior year reflecting improved leverage on the greater combined sales base.

NON-OPERATING EXPENSES. Interest and deferred financing amortization costs increased to $3.0 million from $0.2 million in the prior year as a result of increased interest expense associated with the debt incurred to finance the Blodgett acquisition. The loss on acquisition related financing derivatives amounted $0.6 million and consisted primarily of a loss on the company s interest rate swap agreement. Other income was $0.3 million in the current year compared to other expense of $0.4 million in the prior year quarter due primarily to foreign exchange gains, which resulted from the weakening U.S. dollar.

INCOME TAXES. A tax provision of $2.1 million, at an effective rate of 43%, was recorded during the quarter. This compared to a provision $1.0 million at a 60% rate in the prior year quarter. The reduction in the effective rate reflects improved earnings at foreign operations, for which the prior year reflected tax losses with no recorded benefit.

Six Months Ended June 29, 2002 Compared to Six Months Ended June 30, 2001

NET SALES. Net sales in the six-month period ended June 29, 2002 were $117.0 million as compared to $50.0 million in the six-month period ended June 30, 2001. The increase in net sales resulted from the incremental business associated with the acquired Blodgett operations. On a proforma basis in the six month period ended June 30, 2001 net sales for combined Middleby and Blodgett amounted to $112.7 million.

Net sales at the Cooking Systems Group for the six-month period ended June 29, 2002 amounted to $112.3 million as compared to $47.4 million in the prior year six-month period. Core cooking equipment sales amounted to $80.2 million as compared to $19.8 million, primarily due to the addition of Blodgett product lines which amounted to $61.3 million in the six-month period. Conveyor oven equipment sales amounted to $24.2 million as compared to $19.1 million in the prior year six-month period. The increase in conveyor oven sales resulted from the addition of $3.3 million in Blodgett conveyor ovens and $1.8 million of increased sales of Middleby Marshall conveyor ovens resulting from sales of remanufactured ovens and market share gains. Counterline cooking equipment sales decreased to $5.2 million from $5.7 million in the prior year. International specialty equipment sales decreased slightly to $2.6 million from $2.8 million as a result of lower sales into the Philippines which has been impacted by a slowed economy and reduced foreign investment due in part to the political environment in that country.

Net sales at the International Distribution Division increased by $6.1 million to $16.3 million, due in part to the addition of Frialator International - a distribution operation in the United Kingdom, which was acquired as part of the Blodgett purchase. Net sales of Frialator International amounted to $3.9 million. Excluding the sales from Frialator International, sales increased $2.2 million primarily due to revenues associated in the acquired product lines, which began to be distributed by this division late in the first quarter of 2002.

GROSS PROFIT. Gross profit increased to $39.4 million from $16.4 million in the prior year period as a result of the increased sales volumes resulting from the acquisition. The gross margin rate was 33.7% for the six-month period as compared to 32.8% in the prior year period. The increase in the overall gross margin rate is largely attributable to greater leverage and an improved cost structure resulting from the increased volume associated with the acquisition. As part of the cost structure improvements, the company consolidated manufacturing for several Blodgett product lines into existing manufacturing operations, enabling the exit of two production facilities during the second quarter.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Combined selling, general, and administrative expenses increased from $12.3 million for the six-month period ended June 30, 2001 to $26.5 million for the six-month period ended June 29, 2002. The increased expense reflects the incremental cost associated with the acquired Blodgett operations. As a percentage of net sales operating expenses amounted to 22.7% in the six-month period ended June 29, 2002 versus 24.6% in the prior year reflecting improved leverage on the greater combined sales base.

NON-OPERATING EXPENSES. Interest and deferred financing amortization costs increased to $6.1 million from $0.3 million in the prior year as a result of increased interest expense associated with the debt incurred to finance the Blodgett acquisition. Other income was $0.1 million in the current year compared to other expense of $0.6 million in the prior year due to the favorable impact of foreign exchange fluctuations.

INCOME TAXES. A tax provision of $3.0 million, at an effective rate of 44%, was recorded for the six-month period, as compared to a provision of $1.9 million at 61% rate in the prior year period. The reduction in the effective rate reflects improved earnings at foreign operations, for which the prior year reflected tax losses with no recorded benefit.

Financial Condition and Liquidity

During the six months ended June 29, 2002, cash and cash equivalents decreased by $2.5 million to $3.5 million at June 29, 2002 from $6.0 million at December 29, 2001. Net borrowings decreased from $96.2 million at December 29, 2001 to $83.5 million at June 29, 2002.

OPERATING ACTIVITIES. Net cash provided by operating activities before changes in assets and liabilities was $8.6 million in the six months ended June 29, 2002 as compared to $4.3 million in the prior year period. Net cash provided by operating activities after changes in assets and liabilities was $12.7 million as compared to net cash used of $2.3 million in the prior year period. Cash provided by operating activities included $1.5 million of borrowings on subordinated notes representing unpaid interest, which is added to the principal balance of the notes consistent with financing agreements.

During the six months ended June 29, 2002, accounts receivable increased $4.1 million due to increased sales. Inventories decreased $1.8 million due to inventory reduction measures. Accounts payable increased $5.2 million due to increased inventory purchases on higher volumes and management of vendor payments to enhance cash flows. Accrued expenses and other liabilities increased $1.2 million primarily due to the increase of incentive compensation accruals, offset in part by the payment of accrued severance obligations associated with headcount reductions completed during the first half of the year.

INVESTING ACTIVITIES. During the six months ending June 29, 2002, the company had capital expenditures of $0.8 million associated with enhancements to existing manufacturing facilities required to consolidate the production for several product lines that were moved from two manufacturing facilities that were closed in the second quarter.

FINANCING ACTIVITIES. Net borrowings decreased by $12.7 million during the six months ending June 29, 2002. The repayment of debt included a $1.5 million scheduled term loan payment and $12.9 million in payments on the company s revolving credit facility.

At June 29, 2002, the company was in compliance with all covenants pursuant to its borrowing agreements. Management believes that future cash flows from operating activities and borrowing availability under the revolving credit facility will provide the company with sufficient financial resources to meet its anticipated requirements for working capital, capital expenditures and debt amortization for the foreseeable future.

New Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141 Business Combinations . This statement addresses financial accounting and reporting for business combinations initiated after June 30, 2001, superceding APB Opinion No. 16 Business Combinations and SFAS No. 38 Accounting for Preacquisition Contingencies of Purchased Enterprises . All business combinations in the scope of this statement are to be accounted for using the purchase method of accounting. The company has accounted for its acquisition of Blodgett Holdings, Inc. (Blodgett) in accordance with SFAS No. 141.

In June 2001, the FASB issued SFAS No. 142 Goodwill and Other Intangible Assets , superceding APB Opinion No. 17, Intangible Assets . This statement addresses how intangible assets that are acquired individually or with a group of other assets (excluding assets acquired in a business combination) should be accounted for in financial statements upon their acquisition. This statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. In accordance with this statement, goodwill and certain other intangible assets with indefinite lives will no longer be amortized, but evaluated for impairment based upon financial tests related to the current value for the related assets. As a result there may be more volatility in reported income than under the previous standards because impairment losses are likely to occur irregularly and in varying amounts. The company has adopted this statement in the first quarter of fiscal 2002. Upon initial adoption of this statement, the company has determined no impairment of goodwill or other intangible assets had occurred. Goodwill of $74.0 million and other intangible assets(trademarks) of $26.3 million have been accounted for consistently with the nonamortization provisions of this statement. As of June 29, 2002, the company does not have any intangible assets subject to amortization. In the first six months of 2001, the company had recorded goodwill amortization, which reduced net income by $270,000 from $1,495,000 or $0.17 per share.

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In June 2001, the FASB issued SFAS No. 143 Accounting for Asset Retirement Obligations . This statement addresses financial accounting and reporting obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs, and requires that such costs be recognized as a liability when the recognition criteria in FASB Concepts Statement No. 5 Recognition and Measurement in the Financial Statements of Business Enterprises are met. This statement is effective for financial statements issued for fiscal years beginning after June 15, 2002. The company does not expect the adoption of this statement to have a material impact to the financial statements.

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 supercedes SFAS No. 121 and requires that one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired and broadens the presentation of discontinued operations to include more disposal transactions. This statement is effective for financial statements issued for fiscal years beginning after December 15, 2001. The adoption of SFAS No. 144 did not have a material impact on the company s financial position, results of operations or cash flows.

In April 2002, the FASB issued SFAS No. 145, Rescission of FASB Statements SFAS No. 4, 44 and 64, Amendment of FASB Statement No. 13 and Technical Corrections . SFAS No. 145 eliminates the current requirement that gains and losses on debt extinguishment must be classified as extraordinary items in the income statement. Instead, such gains and losses will be classified as extraordinary items only if they are deemed to be unusual and infrequent. The changes related to debt extinguishment will be effective for fiscal years beginning after May 15, 2002, and the changes related to lease accounting will be effective for transactions occurring after May 15, 2002. The company will apply this guidance beginning in fiscal 2003.

In June 2002, the FASB issued Statement No. 146, Accounting for Costs Associated with Exit or Disposal Activities . This Statement requires recording costs associated with exit or disposal activities at their fair values when a liability has been incurred. Under previous guidance, certain exit costs were accrued upon management s commitment to an exit plan, which is generally before an actual liability has been incurred. This statement is effective for financial statements issued for fiscal years beginning after December 31, 2002. The company will apply this guidance prospectively.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

The company is exposed to market risk related to changes in interest rates. The following table summarizes the maturity of the company s debt obligations.

Twelve Month Period Ending	Fixed Rate Debt	Variable Rate Debt
	(In thousands)	
June 30, 2003	$	$ 13,500
June 30, 2004		9,750
June 30, 2005		8,750
June 30, 2006		8,000
June 30, 2007	43,543	

$ 43,543	$ 40,000

Fixed rate obligations of $43.5 million due in the twelve month period ending June 29, 2007 include $22.2 million of subordinated senior notes which bear an interest rate of 15.5%, of which 2% is payable in kind, for which the unpaid interest will be added to the principal balance of the notes. The subordinated senior notes are reflected net of a debt discount of $3.1 million, representing the unamortized balance of the prescribed value of warrants issued in connection with the notes. Additional fixed rate debt consists of approximately $21.3 million of notes due to Maytag arising from the acquisition of Blodgett. The notes bear interest at an average rate of approximately 12.4%. The amount of notes due to Maytag is subject to change pending post closing purchase price adjustments as provided for under provisions of the purchase agreement.

Variable rate debt consists of $1.0 million of borrowings under a $27.5 million revolving credit facility, which becomes due in December 2005, and $39.0 million in senior bank notes. As of June 29, 2002 the revolving credit facility had borrowing availability of $22.9 million based upon the company s collateral base as determined per the senior bank agreement. The company had $0.8 million outstanding in letters of credit and $1.0 million in cash borrowings against this facility at the end of the second quarter. The secured senior bank notes are comprised of two separate tranches of debt. The first tranche of debt for $36.0 million is repaid on a quarterly basis over the four-year term ending December 2005. The second tranche of debt for $3.0 million matures with a single payment in December 2005. The secured revolving credit facility and $36.0 million senior bank note bear interest at a rate of 3.25% above LIBOR, or 5.09% as of June 29, 2002. The $3.0 million senior bank note accrues interest at a rate of 4.5% above LIBOR, or 6.34% as of June 29, 2002.

Acquisition Financing Derivative Instruments

On January 11, 2002, in accordance with the senior bank agreement, the company entered into an interest rate swap agreement, with a notional amount of $20.0 million to fix the interest rate applicable to certain of its variable-rate debt. The agreement swaps one-month LIBOR for a fixed rate of 4.03% and is in effect through December 31, 2004. As of June 29, 2002, the fair value of this derivative financial instrument was $(0.3) million. This net loss was recorded in earnings for the six-month period.

In conjunction with subordinated senior notes issued in connection with the financing for the Blodgett acquisition, the company issued 362,226 stock warrant rights and 445,100 conditional stock warrant rights to the subordinated senior noteholder. The warrant rights allow the noteholder to purchase Middleby common stock at $4.67 per share through their expiration on December 21, 2011. The conditional stock warrant rights are exercisable in the circumstance that the noteholder fails to achieve certain prescribed rates of return as defined per the note agreement. After March 15, 2007 or upon a Change in Control as defined per the note agreement, the subordinated senior noteholder has the ability to require the company to repurchase these warrant rights at the fair market value. The obligation pertaining to the repurchase of these warrant rights is recorded in Other Non-Current Liabilities at fair market value utilizing a Black-Scholes valuation model. As of June 29, 2002, the fair value of the warrant rights was assessed at $3.0 million. The change in the fair value of the stock warrant rights during the first six months amounted to $0.3 million and was recorded as a gain in the income statement for the six month period ended June 29, 2002. The company may experience volatility in earnings caused by fluctuations in the market value of the stock warrant rights resulting from changes in Middleby s stock price, interest rates, or other factors that are incorporated into the valuation of these financial instruments.

Foreign Exchange Derivative Financial Instruments

The company uses foreign currency forward purchase and sale contracts with terms of less than one year, to hedge its exposure to changes in foreign currency exchange rates. The company s primary hedging activities are to mitigate its exposure to changes in exchange rates on intercompany and third party trade receivables and payables. The company does not currently enter into derivative financial instruments for speculative purposes. In managing its foreign currency exposures, the company identifies and aggregates naturally occurring offsetting positions and then hedges residual balance sheet exposures. The following table summarizes the forward and option purchase contracts outstanding at June 29, 2002, the fair value of which was $(0.2) million at the end of the quarter:

Sell	Purchase	Maturity
1,000,000 Euro	$ 913,300 U.S. Dollars	August 26, 2002
689,655 British Pounds	$1,000,000 U.S. Dollars	July 19, 2002
1,000,000 British Pounds	$1,481,000 U.S. Dollars	August 30, 2002

PART II. OTHER INFORMATION

The company was not required to report the information pursuant to Items 1 through 6 of Part II of Form 10-Q for the three months ended June 29, 2002, except as follows:

Item 2. Changes in Securities

c) During the second quarter of fiscal 2002, the company issued 625 shares of the company s common stock to a division executive and 1,000 shares to a company director, pursuant to the exercise of stock options, for $2,812.50 and $1,875.00, respectively. Such options were granted at an exercise price of $4.50 and $1.875 per share, respectively. As certificates for the shares were legended and stop transfer instructions were given to the transfer agent, the issuance of such shares was exempt under the Securities Act of 1933, as amended, pursuant to Section 4(2) thereof, as transactions by an issuer not involving a public offering.

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

On May 16, 2002, the company held its 2002 Annual Meeting of Stockholders. The following persons were elected as directors to hold office until the 2003 Annual Meeting of Stockholders: Selim A. Bassoul, Robert R. Henry, A. Don Lummus, John R. Miller III, Philip G. Putnam, David P. Riley, Sabin C. Streeter, William F. Whitman, Jr., Laura B. Whitman and Robert L. Yohe. The number of shares cast for, withheld and abstained with respect to each of the nominees were as follows:

Nominee	For	Withheld	Abstained
Bassoul	6,383,009	2,958	0
Henry	6,384,209	1,758	0
Lummus	6,384,209	2,258	0
Miller	6,384,209	1,758	0
Putnam	6,384,209	1,758	0
Riley	6,384,209	1,758	0
Streeter	6,384,184	1,783	0
Whitman, W.	6,383,509	2,458	0
Whitman, L.	6,383,684	2,283	0
Yohe	6,383,709	2,258	0

The stockholders voted to amend The Middleby Corporation Management 1998 Stock Incentive Plan to increase by 300,000 the number of shares available for grants and to permit a one-time grant to Selim A. Bassoul of options for 200,000 shares. 6,364,857 shares were cast for ratification, 18,752 shares were cast against ratification and 2,358 shares abstained. There were no broker non-votes with respect to either of these proposals.

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Item 6. Exhibits and Reports on Form 8-K

a) Exhibits The following Exhibits are incorporated by reference to the company s Form 10-Q for the fiscal period ended June 29, 2002 filed on August 19, 2002:

Exhibit 10(A) - Amendment No. 3 to Amended and Restated Employment Agreement of William F. Whitman, dated April 16, 2002.

Exhibit 10(B) Severance Agreement of Selim A. Bassoul, dated April 16, 2002.

Exhibit 10(C) - Employment Agreement of Selim A. Bassoul, dated May 16, 2002.

Exhibit 10(D) - Severance Agreement of David B. Baker, dated June 21, 2002.

Exhibit 10(E) Amended 1998 Stock Incentive Plan dated May 16, 2002.

The following Exhibits are filed herewith:

Exhibit 99.1 - Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 99.2 - Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b) Reports on Form 8-K

On July 25, 2002 the company filed a report on Form 8-K, in response to Item 4, Changes in Registrant s Certifying Accountant.

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SIGNATURE

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

THE MIDDLEBY CORPORATION
(Registrant)

Date March 28, 2003

By: /s/ David B. Baker

David B. Baker
Vice President, Chief Financial Officer
and Secretary

CERTIFICATIONS

I, Selim A. Bassoul, President and Chief Executive Officer (principal executive officer), certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of The Middleby Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: March 28, 2003

/s/ Selim A. Bassoul

Selim A. Bassoul
President and Chief Executive Officer of The Middleby Corporation

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I, David B. Baker, Chief Financial Officer (principal financial officer), certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of The Middleby Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: March 28, 2003

/s/ David B. Baker

David B. Baker
Chief Financial Officer of The Middleby Corporation