DIXON TICONDEROGA CO
Form 10-K
December 29, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2003 Commission file number 1-8689

DIXON TICONDEROGA COMPANY

(Exact name of Company as specified in its charter)

Form 10-K

X --- Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934 (Fee Required) for the fiscal year ended September 30, 2003.

--- Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934 (No Fee Required) for the transaction period from _____ to _____.

Delaware	23-0973760
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
195 International Parkway, Heathrow, FL	32746
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (407) 829-9000

Title of each class	Name of each exchange on which registered
Common Stock, $1.00 par value	American Stock Exchange

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

Based on the closing sales price on December 9, 2003, the aggregate market value of the voting stock held by non-affiliates of the Company was $7,760,188.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of December 9, 2003: 3,202,149 shares of common stock, $1.00 Par Value.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

incorporated by reference in Part III of Form 10-K or any amendment to this Form 10-K. [ ]

Documents Incorporated by Reference:
Proxy statement to security holders incorporated into Part III for the fiscal year ended September 30, 2003.

PART I

ITEM 1. BUSINESS

RECENT EVENTS AND BUSINESS STRATEGIES

Dixon Ticonderoga Company (hereinafter the "Company") achieved significantly improved operating results in fiscal 2003 as a result of its strategic initiatives over the past several years aimed at improving profitability through the rationalization of manufacturing operations and other cost reduction efforts. The Company's operating income increased approximately $1.8 million in the current fiscal year.

The Company has continued its emphasis on debt reduction following the successful restructuring of its senior and subordinated debt arrangements in early fiscal 2003. Total long-term debt and notes payable have been reduced by approximately $9 million or 21% since the end of fiscal 2001.

The final phase of the Company's aggressive manufacturing consolidation initiative was also completed in fiscal 2003, resulting in the shutdown of its Sandusky, Ohio manufacturing facility. As a further cost reduction strategy, in fiscal 2003 the Company entered into a distribution arrangement with a third party logistics partner located in Statesville, North Carolina.

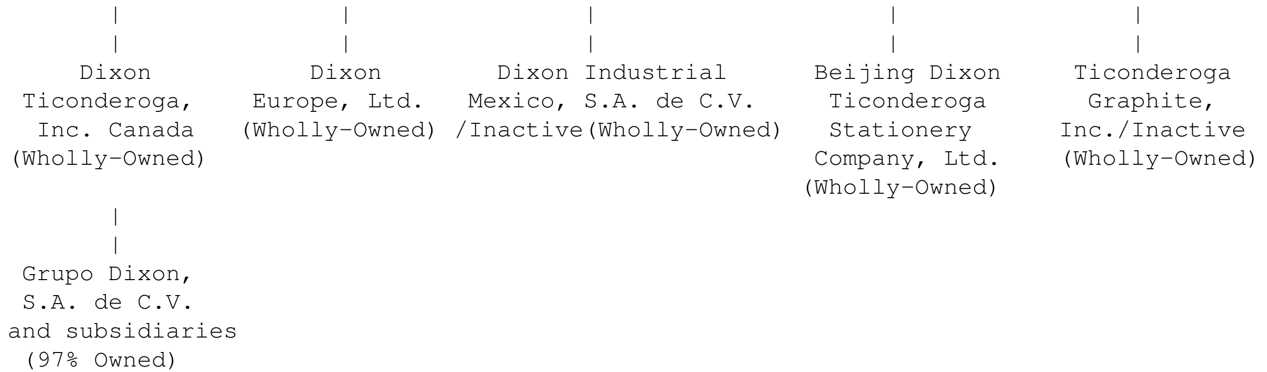
In addition, the Company's China subsidiary, Beijing Dixon Ticonderoga Stationery Company, Ltd., continued its expansion in 2003. The subsidiary not only increased further its production of wood slats used by the U.S. and Mexico in pencil manufacturing, but also began to produce colored and graphite pencils for export sale. This entity also acts as a sourcing arm, providing certain new and innovative products for international sale, while assisting in securing other critical raw materials used in production in the U.S. and Mexico.

Effective July 2003, the Company completed the sale of its last Industrial Group business, its New Castle Refractories division, to local management. The Company received proceeds of approximately $3 million, used to reduce senior debt, and a note receivable in the amount of $500,000. (See Note 13 to Consolidated Financial Statements.)

Further information regarding these matters is included elsewhere in this Annual Report on Form 10-K.

COMPANY ORGANIZATION

Dixon Ticonderoga Company
(Parent)



INDUSTRY SEGMENTS

The Company has one principal continuing business segment: its Consumer Group. This segment's primary operations are the manufacture and sale of writing and drawing pencils, pens, artist materials, felt tip markers, industrial markers, lumber crayons, correction materials and allied products.

Certain financial information regarding net revenues, operating profits and identifiable assets for the years ended September 30, 2003, 2002 and 2001, is contained in Note 12 to Consolidated Financial Statements.

CONSUMER GROUP

The Company manufactures its leading brand Ticonderoga(R) and a full line of pencils in Versailles, Missouri. The Company manufactures and markets advertising specialty pencils, pens and markers through its promotional products division. The Company also manufactures and markets Wearever(R) and Dixon(R) pen writing products as well as Prang(R) and Ticonderoga(R) lines of markers, mechanical pencils and allied products.

Through fiscal 2002, the Company manufactured some or all of its Prang(R) brand of soy-bean based and wax crayons, chalks, dry and liquid tempera, water colors and art materials, in Sandusky, Ohio. Commencing in fiscal 2003, these products are manufactured by the Company's majority-owned (97%) subsidiary, Grupo Dixon, S.A. de C.V. (Grupo Dixon).

Under a licensing agreement with NASCAR(R), The Company markets pencils and pens with the NASCAR brand and features certain top NASCAR(R) drivers. Also, under an agreement with Warner Bros. Consumer Products, the Company also markets in Canada a line of pencils, pens and related products featuring the famous Looney Tunes(R) and Scooby Doo(R) characters.

Dixon Ticonderoga Inc., a wholly-owned subsidiary with a distribution center in Newmarket, Ontario, and a manufacturing plant in Acton Vale, Quebec, Canada, is engaged in the sale in Canada of black and color writing and drawing pencils, pens, lumber crayons, correction materials, erasers, rubber bands and allied products. It also distributes certain of the school product lines. The Acton Vale plant also produces eraser products and correction materials for distribution by the U.S. Consumer group.

Grupo Dixon is engaged, through its subsidiaries, in the manufacture and sale in Mexico of black and color writing and drawing pencils, correction materials, lumber crayons and allied products. Grupo Dixon also manufactures and sells in Mexico, under its Vinci(R) brand, certain products of the type previously manufactured at the Sandusky facility, as well as marker products and modeling clay. Grupo Dixon also manufactures special markers for industrial use,

all of which are marketed and sold together with the Prang(R) products discussed above, by the U.S. Consumer division.

Dixon Europe, Limited, a wholly-owned subsidiary of the Company, is engaged in the distribution of many Dixon consumer products in the United Kingdom and other European countries.

Beijing Dixon Ticonderoga Stationery Company, Ltd., a wholly-owned subsidiary of the Company, is principally engaged in the manufacture of wood slats for pencil manufacturing and the sourcing and distribution of certain consumer products for international sale by the Company. In addition, the subsidiary has recently begun to manufacture colored and graphite pencils for export sale.

The Company's international operations are subject to certain risks inherent in carrying on business abroad, including the risk of currency fluctuations, currency remittance restrictions and unfavorable political conditions. It is the Company's opinion that there are presently no material political risks involved in doing business in the foreign countries (i.e. Mexico, Canada, Europe and China) in which its operations are being conducted.

INDUSTRIAL GROUP (DISCONTINUED OPERATIONS)

Effective July 2003, the Company completed its sale of the New Castle Refractories division, the last business of its Industrial Group. This division, with plants located in Ohio, Pennsylvania and West Virginia, had manufactured various types of non-graphitic refractory kiln furniture used by the ceramic and glass industries; firebrick, silicon-carbide brick, various types and designs of non-graphitic refractory special shapes for ferrous and nonferrous metal industries; refractory shapes for furnace linings and industrial furnace construction; various grades of insulating firebrick and graphite stopper heads. (See Note 13 to Consolidated Financial Statements.)

DISTRIBUTION

Consumer products manufactured and/or marketed in the U.S. are distributed nationally through wholesale, commercial and retail stationers, school supply houses, industrial supply houses, blueprint and reproduction supply firms, art material distributors and retailers. In an effort to enhance service levels (especially with large retail customers), the Company entered into a strategic distribution arrangement with a third-party located in Statesville, North Carolina early in fiscal 2003. The consumer products manufactured and/or marketed by the Canada, Mexico and Europe subsidiaries are distributed nationally in these countries from leased facilities and sold through wholesalers, distributors, school supply houses and retailers.

RAW MATERIALS

Wood slats for pencil manufacturing can be considered a strategic raw material for the Company's business and are purchased from various suppliers in the U.S., Indonesia and China (including the Company's wholly-owned China subsidiary). There were no significant raw material shortages of any consequence during 2003 nor are any expected in the near future.

TRADEMARKS, PATENTS AND COPYRIGHTS

The Company owns a large number of trademarks, patents and copyrights related to products manufactured and marketed by it, which have been secured over many years. These have been of value in the growth of the business and should continue to be of value in the future. However, in the opinion of the Company, its business generally is not dependent upon or at risk with respect to the protection of any patent or patent application or the expiration of any patent.

SEASONAL ASPECTS OF THE BUSINESS

Greater portions (approximately 61% in 2003) of the Company's sales occur in the third and fourth fiscal quarters of the year due to shipments of back-to-school orders to its distribution network. This practice as well as certain extended customer payment terms, which are standard for this industry, requires the Company to increase its bank borrowings during the period between shipment and payment.

COMPETITION

The Company is engaged in a highly competitive business with a number of competitors, some of whom are larger and have greater resources than the Company. Important to the Company's market position are the quality and performance of its products, its marketing, customer service and distribution systems and the reputation developed over the many years that the Company has been in business.

RESEARCH AND DEVELOPMENT

The Company employs approximately 32 full-time professional employees in the area of quality control and product development. For accounting purposes, research and development expenses in any year presented in the accompanying Consolidated Financial Statements represent less than 1% of revenues.

EMPLOYEES

The total number of persons employed by the Company was approximately 1,596 of which 294 were employed in the United States. The Company does not unlawfully discriminate on the basis of race, color, creed, pregnancy, religion, sex, national origin, age, disability, veteran status, marital status or other characteristics protected by law.

ITEM 2. PROPERTIES

The properties of the Company, set forth in the following table are owned and are collateralized under the Company's senior and subordinated debt agreements. The Heathrow, Florida, property, is also subject to a separate mortgage agreement. (See Note 4 to Consolidated Financial Statements.) Most of the buildings are of steel frame and masonry or concrete construction.

LOCATION	SQUARE FEET OF FLOOR SPACE

Heathrow, Florida (Corporate Headquarters)	33,000
Versailles, Missouri	120,000
Sandusky, Ohio (Idle)	276,000
Acton Vale, Quebec, Canada (Dixon Ticonderoga Inc.)	32,000
Beijing, China (Beijing Dixon Ticonderoga Stationery Company, Ltd.)	25,000

The Company's Mexico subsidiary leases a 300,000 square-foot facility near Mexico City, used for distribution and certain manufacturing operations, as well as its corporate headquarters. The Company's Canada subsidiary leases 12,000 square feet in Newmarket, Ontario and its Europe subsidiary leases 3,000 square feet in Peterborough, England for distribution and office space.

ITEM 3. LEGAL PROCEEDINGS

The Company believes that there are no pending actions which will have a material adverse effect on the Company's financial condition or results of operations. (Also see Note 14 to Consolidated Financial Statements.)

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR THE COMPANY'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS

Dixon Ticonderoga Company common stock is traded on the American Stock Exchange under the symbol "DXT". The following table sets forth the low and high per share prices as per the American Stock Exchange closing prices for the applicable quarter.

QUARTER ENDING	FISCAL 2003		FISCAL 2002	
	LOW	HIGH	LOW	HIGH
December 31	$1.15	$1.95	$1.10	$2.50
March 31	1.35	1.95	1.62	1.75
June 30	1.62	3.50	1.45	2.00

September 30	2.84	4.05	1.10	1.63

The Board of Directors has indefinitely suspended the payment of dividends which is also restricted under the Company's new debt agreements. (See Note 4 to Consolidated Financial Statements.)

The number of record holders of the Company's common stock at December 5, 2003 was 412.

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES
FOR THE FIVE YEARS ENDED SEPTEMBER 30, 2003
(in thousands, except per share amounts)

	2003	2002	2001	2000	1999
REVENUES	$ 88,838	$ 88,591	$ 88,319	$ 88,867	$ 95,041
INCOME (LOSS) FROM CONTINUING OPERATIONS	$ (849)	$ (683)	$ 620	$ (733)	$ 399
INCOME (LOSS) FROM DISCONTINUED OPERATIONS	(579)	123	(1,100)	(65)	6,283
NET INCOME (LOSS)	$ (1,428)	$ (560)	$ (480)	$ (798)	$ 6,682
EARNINGS (LOSS) PER COMMON SHARE (BASIC):					
CONTINUING OPERATIONS	$ (.27)	$ (.22)	$ .20	$ (.23)	$ .12
DISCONTINUED OPERATIONS	(.18)	.04	(.35)	(.02)	1.83
NET INCOME (LOSS)	$ (.45)	$ (.18)	$ (.15)	$ (.25)	$ 1.95
EARNINGS (LOSS) PER COMMON SHARE (DILUTED):					
CONTINUING OPERATIONS	$ (.27)	$ (.22)	$ .20	$ (.23)	$ .12
DISCONTINUED OPERATIONS	(.18)	.04	(.35)	(.02)	1.83
NET INCOME (LOSS)	$ (.45)	$ (.18)	$ (.15)	$ (.25)	$ 1.95
TOTAL ASSETS	$ 72,034	$ 79,409	$ 86,091	$ 86,718	$ 92,888
LONG-TERM DEBT	$ 12,511	$ 16,383 [3]	$ 2,018 [2]	$ 30,210	$ 39,400 [1]
DIVIDENDS PER COMMON SHARE	$ -	$ -	$ -	$ -	$ -

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1The increase in long-term debt in 1999 is attributable to the refinancing of the Company's previous revolving credit agreement under a five-year facility.
2The reduction in long-term debt is due to reclassification of the Company's senior credit facility and subordinated notes to current maturities of long-term debt while in default.
3The increase in long-term debt in 2002 is attributable to the October 2002 restructuring of the Company's subordinated notes, previously classified as current maturities of long-term debt in 2001. (See Note 4 to Consolidated Financial Statements.)

ITEM 7. MANAGEMENT ' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SUMMARY OF RESULTS OF OPERATIONS

Discontinued operations:

Effective July 2003, the Company completed its sale of the New Castle Refractories division, the last business of its Industrial group. The Industrial Group had revenues of $8,021,000, $9,169,000 and $9,529,000 in 2003, 2002 and 2001, respectively. Income (loss) from discontinued operations (before provisions in 2001 for loss on disposal, described below) was ($578,000), $123,000 and ($56,000) in 2003, 2002 and 2001, respectively (including pre-tax gains on sales of assets of $208,000 and $1,202,000 in 2002 and 2001, and income tax benefit (expense) of ($77,000) and $29,000 in 2002 and 2001, respectively). Interest expense of $270,000, $342,000 and $427,000 has been allocated to discontinued operations in 2003, 2002 and 2001, respectively.

In fiscal 2001, the Company also recorded an anticipated loss on disposal of $1,570,000 (or $1,044,000 after tax benefit) including provisions for a loss on the sale of the New Castle Refractories division of $468,000, for the termination of that division's pension plans of $432,000 and for operating losses of $670,000. For financial reporting purposes, the Company is accounting for the disposition of its Industrial Segment as a discontinued operation and, accordingly, its statements of operations present the results of the discontinued Industrial Segment separately from the results of continuing operations. Since a discussion of the results of the Industrial Segment is not meaningful to an understanding of the continuing Consumer business, all discussions comparing the results of operations refer to the continuing operations of the U.S. and Foreign divisions of the Consumer Group. (For further information regarding discontinued operations, see Note 13 to Consolidated Financial Statements.)

Continuing operations:

2003 vs 2002:

Income from continuing operations before taxes and minority interest

improved by $3,128,000 in 2003. Special items, including the effects of restructuring and related costs; debt refinancing costs; investment banking and related costs; and other income, net are set forth in the table below (in thousands):

	2003	2002
Income (loss) from continuing operations before income taxes and minority interest	$ 1,937	$ (1,191)
Restructuring and related costs	487	1,573
Debt refinancing costs	625	-
Investment banking and related costs	483	-
Other income, net	(1,052)	(253)
	$ 2,480	$ 129

Restructuring costs decreased $1,086,000 in 2003 as the Company entered the final completion stage of its plant consolidation initiative. Debt refinancing costs consists of the write-off of costs from the former debt arrangements in connection with the Company's October 2002 debt restructuring. Investment banking and related costs were incurred in connection with unconsummated mergers and acquisition activity pursued through the Company's investment bankers. For further information regarding special items, see Notes 8, 9 and 10 to Consolidated Financial Statements.

U.S. Consumer accounted for the majority of this net improvement, as the Company's manufacturing consolidation efforts led to significantly improved gross margins. Higher revenues and a decrease of approximately $400,000 in interest costs also contributed to the U.S. improvement. Foreign Consumer operating income also improved in all geographic areas due principally to higher gross margins from lower pencil raw materials costs and improved manufacturing overhead efficiencies.

2002 vs. 2001:

Income before taxes, minority interest and discontinued operations decreased $2,159,000. Restructuring costs increased $705,000 as the Company announced its final phase of plant consolidations. (See Note 10 to Consolidated Financial Statements.) Administrative costs in the U.S. increased primarily due to higher bank financing costs and the prior year administrative expenses reflecting a $575,000 reduction for settlement of a lawsuit. Higher administrative expenses were partially offset by lower interest costs as interest expense decreased $300,000 in 2002.

REVENUES

Revenues in 2003 increased $247,000 over the prior year. The changes are as follows:

	Decrease (in thousands)	% Increase (Decrease)		
		Total	Volume	Price / Mix
U.S.	$ 1,401	3	5	(2)
Foreign	(1,154)	(3)	(7)	4

U.S. Revenue increased primarily in the educational market. Foreign revenue decreases were primarily in Mexico where an approximate 10% reduction in the value of the peso resulted in a decline of approximately $2.7 million. This decrease was partially offset by Mexico price increases, an increase in the value of the Canadian dollar and higher volume in Europe.

Overall 2002 revenues increased $271,000 from the prior year. The changes are as follows:

	Increase (Decrease) (in thousands)	% Increase (Decrease) Total	Volume	Price / Mix
U.S.	$ (3,153)	(6)	(3)	(3)
Foreign	3,424	10	13	(3)

U.S. Revenue decreased in the educational and promotional products markets primarily due to customer consolidations and their related inventory reduction efforts. Revenue increased in the retail channel, principally in the office supply superstores, partially offsetting reductions in other channels. Foreign revenue increased primarily in Mexico due to higher volume with existing mass market customers and additional government business.

While the Company has operations in Canada, Mexico and the U.K., historically only the operating results in Mexico have been materially impacted by currency fluctuations. There has been a significant devaluation of the Mexican peso at least once in each of the last three decades, the last one being in August of 1998. In the short term after such devaluations, consumer confidence has been shaken, leading to an immediate reduction in revenues in the months following the devaluation. Then, after the immediate shock, and as the peso stabilizes, revenues tend to grow. Selling prices tend to rise over the long term to offset any inflationary increases in costs. The peso, as well as any currency value, depends on many factors including international trade, investor confidence and government policy, to name a few. These factors are

impossible for the Company to predict, and thus, an estimate of potential effect on results of operations for the future cannot be made. This currency risk in Mexico is presently managed through occasional foreign currency hedges, local currency financing and by export sales to the U.S. denominated in U.S. dollars.

OPERATING INCOME

In 2003, operating income increased $1,826,000 as compared to the prior year. Special items, including restructuring and related costs; debt refinancing costs; and investment banking and related costs are as set forth in the table below (in thousands):

	2003	2002
Operating income	$ 4,470	$ 2,644
Restructuring and related costs	487	1,573
Debt refinancing costs	625	-
Investment banking and related costs	483	-
	$ 6,065	$ 4,217

For further information regarding the aforementioned special items, see Notes 8 and 10 to Consolidated Financial Statements.

U.S. operating income improved approximately $1.1 million principally due to the aforementioned manufacturing cost savings from plant consolidation efforts and higher revenue resulting in gross margin increases of approximately $800,000. In addition, selling and administrative expenses decreased overall, despite significantly higher legal, tax and audit professional fees. The reduction was principally due to lower sales and marketing salaries and related expenses, reflecting recent cost reduction activities. Foreign operating profit increased $700,000 as savings from consolidation efforts in Mexico and lower raw material costs and increased production resulted in higher profits in China. All of the aforementioned manufacturing efficiencies and costs savings contributed to a decrease in overall consolidated cost of sales (61.9% of revenues as compared to 64.5% in the prior year).

Operating income decreased $2,712,000 in 2002 from the prior year. U.S. operating income decreased $2,998,000 (excluding restructuring charges) due to the aforementioned lower revenues and increased administrative costs. U.S. administrative costs also increased principally due to the prior year reflecting a reduction for legal settlements of $575,000 and significantly higher bank financing costs (approximately $417,000). These factors were primarily responsible for an increase in selling and administrative costs (30.5% of sales as compared to 28.7% of sales in the prior year). Restructuring and related costs increased $705,000 as the Company announced its final phase of its consolidation plan. Foreign operating profit increased $1,111,000 principally due to higher revenue described above.

INCOME TAXES

As more fully described in Note 5 to Consolidated Financial Statements, in fiscal 2003 the Company provided additional valuation allowances for certain U.S. deferred tax assets in the amount of $2,232,000. Despite the significant improvement in U.S. operating results in 2003 described above, the Company again incurred tax losses in the U.S. Accordingly, the Company recorded the additional valuation allowances with respect to the related tax assets as of September 30, 2003.

MINORITY INTEREST

Minority interest represents 3% of the net income of the consolidated subsidiary, Grupo Dixon, S.A. de C.V., ($42,000, $51,000 and $31,000 in fiscal 2003, 2002 and 2001, respectively), equivalent to the extent of the investment of the minority shareholders.

CURRENT ECONOMIC ENVIRONMENT AND EVENTS

Although not directly impacted by recent events in the U.S. and abroad, management believes that softening economic conditions have recently affected and could continue to affect the retail mass or other markets served by the Company's Consumer Group and thus could lead to reduced overall revenues. In addition, certain expenses which have risen recently (such as insurance costs) could continue to trend significantly higher in the coming years due to recent events.

LIQUIDITY AND CAPITAL RESOURCES

Despite significantly improved results from operations, the Company's cash

flows used in operating activities approximated $400,000 in fiscal 2003. The Company has generated annual cash flows from operating activities exceeding $4 million on average for the previous three fiscal years. After significant prior year reductions in inventories from its strict inventory management plan, the Company did not significantly reduce inventories in 2003, except from the sale of its New Castle Refractories division. Certain safety stock levels were increased as new manufacturing processes were implemented in Mexico. However, the Company did extinguish certain significant liabilities aggregating approximately $3.3 million in 2003 (consisting principally of deferred interest and restructuring charges). Cash flows from accounts receivable also decreased approximately $1.2 million in 2003 due to large Mexico government sales late in the fiscal year having payment terms extending beyond September 30, 2003.

The Company's 2003 investing activities provided approximately $3.3 million in cash flows as compared with 2002 when $1.3 million in cash flows were used for purchase of plant and equipment, net of the effects of disposals. Major capital projects are discretionary in nature with no material purchase commitments. Capital expenditures are usually funded from operations and existing lending and leasing arrangements. In 2003, the Company's net capital expenditures were only $427,000, due to shrinking manufacturing facilities. Cash flows were provided from the sale of the aforementioned division assets and proceeds from the sale of securities received from insurance company demutualizations.

In October 2002, the Company completed a financing agreement with a new senior lender and its existing subordinated lenders to restructure its present U.S. debt through fiscal 2005. Foothill Capital Corporation provided a three-year $28 million senior debt facility which replaced the Company's previous senior debt with a consortium of lenders. The new senior debt arrangement provided approximately $5 million in increased working capital liquidity for operations and to make certain subordinated debt payments.

The senior debt facility includes a $25 million revolving loan, which bears interest at either the prime rate (4.0% at September 30, 2003), plus 0.75%, or the prevailing LIBOR rate (approximately 1.3% at September 30, 2003), plus 3.5%. Borrowings under the revolving loan are based upon 85% of eligible U.S. and Canada accounts receivable, as defined; 50% of certain accounts receivable having extended payment terms; and varying advance rates for U.S. and Canada raw materials and finished goods inventories. The facility also includes term loans aggregating an initial amount of $3 million, which bear interest at either the prime rate, plus 1.5%, or the prevailing LIBOR rate, plus 4.25%. These loans are payable in monthly installments of $50,000, plus interest, with the balance due in a balloon payment in October 2005. The loan agreement also contains restrictions regarding the payment of dividends as well as subordinated debt payments (discussed below), a requirement to maintain a minimum level of earnings before interest, taxes, depreciation and amortization and net worth and a limitation on the amount of annual capital expenditures. To better balance and manage overall interest rate exposure, the Company previously executed an interest rate swap agreement that effectively fixed the rate of interest on $8 million of its senior debt at 8.98% through August 2005.

These financing arrangements are collateralized by the tangible and intangible assets of the U.S. and Canada operations (including accounts receivable, inventories, property, plant and equipment, patents and trademarks) and a guarantee by and pledge of capital stock of the Company's subsidiaries. As of September 30, 2003, the Company had approximately $14 million of unused lines of credit available.

In October 2002, the Company also reached agreement with the holders of $16.5 million of Senior Subordinated Notes to restructure the notes, extending the maturity date to 2005. The Company is only required to pay monthly installments of $50,000 through December 2003 and $150,000 per month from

January 2004 through the maturity date. However, the Company paid $1 million in principal (and $2.1 million of accrued interest) at closing of the new senior debt facility and made additional payments to its subordinated lenders of approximately $2.1 million in fiscal 2003. Payments to the subordinated lenders are subject to certain restrictions imposed under the senior debt facility. Interest on the balance of subordinated debt is paid quarterly. If the Company is unable to make scheduled and additional excess payments totaling at least $8 million by 2005 (due to restrictions imposed under the new senior debt facility or otherwise) the noteholders will receive warrants equivalent to approximately 1.6% of the diluted common shares outstanding for each $1 million in unpaid principal. The Company made sufficient payments in fiscal 2003 and expects to do so in fiscal 2004 to avoid the issuance of any such warrants, at least through that date. Any warrants received or earned will be relinquished if the notes are paid in full during the term of the new agreement. The agreement also grants the subordinated lenders a lien on Company assets (junior in all aspects to the new senior debt collateral agreements described above). The interest rate on the notes is 12.5% through maturity in October 2005. The new subordinated note agreement includes certain other provisions, including restrictions as to the payment of dividends and the elimination or adjustment of financial covenants contained in the original agreement to conform to those contained in the new senior debt agreements.

In addition, the Company's Mexican subsidiary had approximately $12.5 million in bank lines of credit ($6 million unused) as of September 30, 2003, currently expiring at various dates from January 2004 through December 2004, which bear interest at a rate based upon either a floating U.S. bank rate or the rate of certain Mexican government securities. The Company is presently reviewing other debt proposals for this subsidiary. The Company relies heavily upon the availability of the lines of credit in the U.S. and Mexico for liquidity in its operations.

The Company believes that amounts available from its lines of credit under its senior debt and under lines of credit available to its Mexican subsidiary are sufficient to fulfill all current and anticipated operating requirements of its business through 2005. The Company's Mexican subsidiary cannot assure that each of its lines of credit will continue to be available after their respective expiration dates, or that replacement lines of credit will be secured. However, the Company believes there should be sufficient amounts available under its present or future facilities or lines of credit to cover any potential shortfalls due to any expiring lines of credit.

Refer to Notes 3 and 4 to Consolidated Financial Statements for further description of the aforementioned financing arrangements.

The Company has been assisted by investment bankers and certain other outside consultants to advise it in evaluating certain strategic alternatives, including capital restructuring, mergers and acquisitions, and/or other measures designed to maximize shareholder value. (See Note 8 to Consolidated Financial Statements.)

RECENT ACCOUNTING PRONOUNCEMENTS

In April 2003, the FASB issued Statement No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" which amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contacts and for hedging activities under FASB Statement No. 133, "Accounting for Derivative instruments and Hedging Activities". Statement No. 149 provides greater clarification of the characteristics of a derivative instrument so that contracts with similar characteristics will be accounted for consistently. In general, the statement is effective for contracts with similar characteristics will be accounted for

consistently. In general, the statement is effective for contracts entered into or modified after June 30, 2003, and for hedging relationships designated after June 30, 2003. The Company did not enter into or modify any of their derivative financial instruments (which consists of only an interest rate swap agreement) since June 30,2 003 and thus the adoption of Statement No. 149 did not have any impact on the Company's consolidated financial statements.

In May 2003, the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity", which clarifies the accounting for certain financial instruments with characteristics of both liabilities and equity and requires that those instruments be classified as liabilities in statements of financial position. Previously, many of those financial instruments were classified as equity. Statement No. 150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective a the beginning of the first interim period beginning after June 15, 2003. As the Company does not have any of these financial instruments, the adoption of Statement No. 150 is not expected to have any impact on the Company's consolidated financial statements.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. The following accounting policies require management to make estimates and assumptions. These estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the period that they are determined to be necessary. If actual results differ significantly from management's estimates, the financial statements could be materially impacted.

The Company promotes its products with significant marketing activities, including advertising, consumer incentives and trade promotions. Advertising costs are expensed as incurred. The Company records consumer incentive and trade promotion costs as a reduction of revenues in the year in which these programs are offered, based upon estimates of utilization and redemption rates that are developed from historical information.

Accounts receivable is recorded net of allowance for doubtful accounts. The Company regularly reviews the adequacy of its accounts receivable allowance after considering the size of the accounts receivable, the age of each invoice, each customer's expected ability to pay and the collection history with each customer. The allowance for doubtful accounts represents management's best estimate, but changes in circumstances relating to accounts receivable may result in a requirement for additional allowances in the near future.

Inventories are stated at the lower of cost or market. The Company regularly reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on the Company's estimated forecast of product demand. The Company's estimate of forecasted product demand may prove to be inaccurate, in which case the Company may have understated or overstated the provision required for excess and obsolete inventory. In the future, if the company's inventory is determined to be overvalued, the Company would be required to recognize such costs in its cost of goods sold at the time of such determination. Likewise if the Company's inventory is determined to be undervalued, the Company may have over-reported costs of goods sold. Therefore, although the Company makes every effort to ensure the accuracy of its forecasts of future product demand, any significant unanticipated changes in demand could have a significant impact on the value of inventory and the Company's reported operating results.

Long-lived assets, such as property, plant and equipment, are reviewed for impairment when events and circumstances indicate that the carrying amount of an asset may not be recoverable. When such events occur, the Company compares the carrying amount of the assets to undiscounted expected future cash flows. Should this comparison indicate that there is an impairment, the amount of the impairment is calculated using discounted expected future cash flows. If the estimate of an asset's future cash flows is significantly different from the asset's actual cash flows, the Company may over- or under-estimate the value of an asset's impairment. A long-lived asset's value is also dependent upon its estimated useful life. A change in the useful life of a long-lived asset could result in higher or lower depreciation and amortization expense. If the asset's actual life is different than its estimated life, the asset could be over-valued or under-valued.

Restructuring and related costs reserves are recorded in connection with the restructuring initiatives as they are announced. These reserves include estimates pertaining to employee severance costs, the settlement of contractual obligations and other matters. Although management does not anticipate significant changes, the actual costs may differ from these estimates, resulting in further charges or reversals of previously recorded charges.

The carrying value of the Company's net deferred tax assets assumes that the Company will be able to generate sufficient future taxable income in certain jurisdictions, based on estimates and assumptions. If these estimates and related assumptions change in the future, the Company may be required to record additional valuation allowances against its deferred tax assets resulting in additional income tax expense in the Company's Consolidated Statement of Operations. Management evaluates the recoverability of the deferred tax assets quarterly and assesses the need for additional valuation allowances quarterly. In fiscal 2003, the Company provided additional valuation allowances for certain U.S. deferred tax assets, as more fully described above and in Note 5 to Consolidated Financial Statements.

FORWARD-LOOKING STATEMENTS

The statements in this Annual Report on Form 10-K that are not purely historical are "forward-looking statements" within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934, including statements about the Company's expectations, beliefs, intentions or strategies regarding the future. Forward-looking statements include statements regarding, among other things, the effects of the devaluation of the Mexican peso; the sufficiency and continued availability of the Company's lines of credit and its ability to meet its current and anticipated obligations and operating requirements, including payments due under its subordinated debt; management's expectation as to the Company's ability to avoid the issuance of warrants to its subordinated lenders; management's expectation for continuing savings from the restructuring and cost-reduction program; the Company's ability to increase revenues in its core businesses; and its expectations regarding the Company's ability to utilize certain tax benefits in the future. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those expressed or implied by such forward-looking statements. Such risks include (but are not limited to) the risk that the shareholders ownership will be diluted by the issuance of common stock to the Company's subordinated lenders; the Company's lenders will not continue to fund the Company in the future; the cancellation of the lines of credit available to the Company's Mexico subsidiary; the inability to maintain and/or secure new sources of capital; manufacturing inefficiencies; difficulties encountered with the consolidation and cost-reduction program; increased competition; decreases in revenues; U.S. and foreign economic factors; foreign currency exchange risk; interest rate fluctuation risk; and the

inability to generate taxable income to utilize certain tax benefits in the future, among others.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As discussed elsewhere, the Company is exposed to the following principal market risks (i.e. risks of loss arising from adverse changes in market rates): foreign exchange rates and interest rates on debt.

The Company's exposure to foreign currency exchange rate risk in its international operations is principally limited to Mexico and, to a lesser degree, Canada. Approximately 39% of the Company's fiscal 2003 net revenues were derived in Mexico and Canada, combined (exclusive of intercompany activities). Foreign exchange transaction gains and losses arise from monetary assets and liabilities denominated in currencies other than the business unit's functional local currency. It is estimated that a 10% change in both the Mexican peso and Canadian dollar exchange rates would impact reported operating profit by approximately $500,000. This quantitative measure has inherent limitations because it does not take into account the changes in customer purchasing patterns or any adjustment to the Company's financing or operating strategies in response to such a change in rates. Moreover, this measure does not take into account the possibility that these currency rates can move in opposite directions, such that gains from one may offset losses from another.

In addition, the Company's cash flows and earnings are subject to changes in interest rates. As of September 30, 2003, approximately 47% of total short and long-term debt is fixed, at rates between 8% and 12.5%. The balance of the Company debt is variable, principally based upon the prevailing U.S. bank prime rate or LIBOR rate. An interest rate swap, which expires in 2005, fixes the rate of interest on $8 million of this debt at 8.98%. A change in the average prevailing interest rates of the remaining debt of 1% would have an estimated impact of $100,000 upon the Company's pre-tax results of operations and cash flows. This quantitative measure does not take into account the possibility that the prevailing rates (U.S. bank prime and LIBOR) can move in opposite directions and that the Company has, in most cases, the option to elect either as the determining interest rate factor.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

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Information required by other schedules called for under Regulation S-X is either not applicable or is included in the Consolidated Financial Statements or Notes thereto.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Shareholders and Board of Directors of
Dixon Ticonderoga Company

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Dixon Ticonderoga Company and its subsidiaries at September 30, 2003 and 2002, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2003 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit 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.

PricewaterhouseCoopers LLP
Orlando, Florida
December 12, 2003

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2003 AND 2002

	2003	2002
ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,032,974	$ 2,589,493
Receivables, less allowance for doubtful accounts of $1,429,222 in 2003 and $1,381,780 in 2002	28,326,743	29,179,803
Inventories	26,439,361	28,761,337
Other current assets	2,350,813	3,914,817
Total current assets	58,149,891	64,445,450
PROPERTY, PLANT AND EQUIPMENT:		
Land and buildings	6,737,943	10,881,021
Machinery and equipment	8,288,647	16,948,612
Furniture and fixtures	1,307,980	1,607,449
	16,334,570	29,437,082
Less accumulated depreciation	(8,225,067)	(19,641,894)
	8,109,503	9,795,188
OTHER ASSETS	5,774,649	7,872,957
	$72,034,043	$82,113,595
LIABILITIES AND SHAREHOLDERS' EQUITY:		
CURRENT LIABILITIES:		
Notes payable	$ 6,382,065	$ 7,463,458
Current maturities of long-term debt	13,227,965	12,341,735
Accounts payable	9,102,711	8,819,499
Accrued liabilities	8,496,182	12,485,494
Total current liabilities	37,208,923	41,110,186
LONG-TERM DEBT	12,510,860	16,383,106
DEFERRED INCOME TAXES AND OTHER	894,601	1,183,467
MINORITY INTEREST	578,530	583,841
COMMITMENTS AND CONTINGENCIES		

SHAREHOLDERS' EQUITY:		
Preferred stock, par $1, authorized 100,000 shares, none issued	-	-
Common stock, par $1, authorized 8,000,000 shares, issued 3,710,309 shares in 2003 and 2002	3,710,309	3,710,309
Capital in excess of par value	3,547,567	3,593,826
Retained earnings	23,679,772	25,107,752
Accumulated other comprehensive loss	(6,238,403)	(5,640,262)
	24,699,245	26,771,625
Less shareholder loans	(557,721)	(557,721)
Less treasury stock, at cost (508,160 shares in 2003 and 517,477 shares in 2002)	(3,300,395)	(3,360,909)
	20,841,129	22,852,995
	$72,034,043	$82,113,595

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

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED SEPTEMBER 30, 2003, 2002 AND 2001

	2003	2002	2001
REVENUES	$ 88,837,615	$ 88,590,730	$ 88,319,455
COSTS AND EXPENSES:			
Cost of goods sold	54,978,678	57,132,999	56,732,494
Selling and administrative expenses	27,793,534	27,240,511	25,363,628
Provision for restructuring and related costs	486,866	1,573,235	867,666
Debt refinancing costs	624,662	-	-
Investment banking and related costs	483,493	-	-
	84,367,233	85,946,745	82,963,788
OPERATING INCOME	4,470,382	2,643,985	5,355,667
OTHER INCOME, NET	1,052,500	252,676	-
INTEREST EXPENSE	(3,585,729)	(4,087,731)	(4,387,700)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES (BENEFIT) AND MINORITY INTEREST	1,937,153	(1,191,070)	967,967
INCOME TAXES (BENEFIT)	2,744,420	(559,064)	316,933

	(807,267)	(632,006)	651,034
MINORITY INTEREST	42,221	51,214	31,267
INCOME (LOSS) FROM CONTINUING OPERATIONS	(849,488)	(683,220)	619,767
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF APPLICABLE INCOME TAXES (BENEFIT)	(578,492)	123,297	(1,099,639)
NET LOSS	$ (1,427,980)	$ (559,923)	$ (479,872)
EARNINGS (LOSS) PER COMMON SHARE (BASIC):			
Continuing operations	$ (.27)	$ (.22)	$ .20
Discontinued operations	(.18)	.04	(.35)
Net loss	$ (.45)	$ (.18)	$ (.15)
EARNINGS (LOSS) PER COMMON SHARE (DILUTED):			
Continuing operations	$ (.27)	$ (.22)	$ .20
Discontinued operations	(.18)	.04	(.35)
Net loss	$ (.45)	$ (.18)	$ (.15)

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

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE YEARS ENDED SEPTEMBER 30, 2003, 2002 AND 2001

	2003	2002	2001
NET LOSS	$ (1,427,980)	$ (559,923)	$ (479,872)
OTHER COMPREHENSIVE LOSS:			
Cumulative effect adjustment to recognize fair value of cash flow hedge	-	-	(54,205)
Adjustment to recognize fair value of cash flow hedge	(138,672)	(115,934)	(451,388)
Foreign currency translation			

adjustments	(459,469)	(1,422,647)	(502,511)
TOTAL COMPREHENSIVE LOSS	$(2,026,121)	$(2,098,504)	$(1,487,976)

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

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED SEPTEMBER 30, 2003, 2002 AND 2001

	Common Stock $1 Par Value	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Shareho Loan
BALANCE, September 30, 2000	$ 3,710,309	$ 3,700,272	$26,147,547	$ (3,093,577)	$ (55
Net loss			(479,872)		
Other comprehensive loss				(1,008,104)	
Employee Stock Purchase Plan (9,415 shares)		(30,137)			
BALANCE, September 30, 2001	3,710,309	3,670,135	25,667,675	(4,101,681)	(55
Net loss			(559,923)		
Other comprehensive loss				(1,538,581)	
Employee Stock Purchase Plan (15,370 shares)		(76,309)			
BALANCE, September 30, 2002	3,710,309	3,593,826	25,107,752	(5,640,262)	(55
Net loss			(1,427,980)		
Other comprehensive loss				(598,141)	
Employee Stock Purchase Plan (9,317 shares)		(46,259)			
BALANCE, September 30, 2003	$ 3,710,309	$ 3,547,567	$23,679,772	$ (6,238,403)	$ (55

The accompanying notes are an integral part of the consolidated financ

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2003, 2002 AND 2001

	2003	2002	2001
Cash flows from operating activities:			
Net income (loss) from continuing operations	$ (849,488)	$ (683,220)	$ 619,767
Net income (loss) from discontinued operations	(578,492)	123,297	(1,099,639)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	2,414,819	2,322,692	2,219,658
Deferred taxes	2,504,854	(2,334,000)	(534,000)
Provision for doubtful accounts receivable	315,026	193,979	151,263
Debt refinancing costs	624,662	-	-
Gain on sale of assets	-	(208,290)	(1,202,448)
Gain on sale of securities received from insurance companies demutualizations	(672,291)	-	-
Income attributable to minority interest	42,221	51,214	31,267
(Income) loss attributable to foreign currency exchange	(433,461)	(215,955)	52,071
Changes in assets [(increase)decrease] and liabilities [increase (decrease)]:			
Receivables, net	(1,230,691)	(7,574)	(660,434)
Inventories	(348,379)	6,226,836	474,990
Other current assets	(109,737)	(457,698)	(134,308)
Accounts payable and accrued liabilities	(3,278,476)	3,673,182	1,039,899
Other assets	1,191,249	(250,686)	210,519
Net cash provided by (used in) operating activities	(408,184)	8,433,777	1,168,605
Cash flows from investing activities:			
Purchases of plant and equipment, net	(426,775)	(1,520,088)	(2,009,467)
Proceeds on sale of assets	2,988,616	208,290	1,276,063
Proceeds on sale of securities received from insurance companies demutualizations	737,321	-	-
Net cash provided by (used in) investing activities	3,299,162	(1,311,798)	(733,404)

	2003	2002	2001
Cash flows from financing activities:			
Proceeds from long-term debt	14,449,123	-	138,566
Proceeds from (principal reductions of) notes payable	(564,975)	1,716,828	2,779,894
Principal reductions of long-term debt	(17,435,139)	(6,101,200)	(2,728,952)
Deferred refinancing costs	(549,193)	(955,628)	-
Other non-current liabilities	(100,545)	40,736	6,759
Employee Stock Purchase Plan	14,255	23,516	31,013
Net cash provided by (used in) financing activities	(4,186,474)	(5,275,748)	227,280
Effect of exchange rate changes on cash	(261,023)	(101,037)	(266,634)
Net increase (decrease) in cash and cash equivalents	(1,556,519)	1,745,194	395,847
Cash and cash equivalents, beginning of year	2,589,493	844,299	448,452
Cash and cash equivalents, end of year	$ 1,032,974	$ 2,589,493	$ 844,299

Supplemental disclosures:

Cash paid during the year for:			
Interest	$ 5,684,833	$ 3,033,931	$ 4,647,079
Income taxes	882,246	1,677,478	2,434,487

Non-cash investing and financing activities:

In fiscal 2003, the Company accepted a note receivable due August 2010 in the amount of $500,000 as partial consideration for the sale of its Newcastle Refractories division.

In fiscal 2001, the Company accepted a note receivable due May 2006 in the amount of $1.64 million as consideration for the sale of an idle building in Deer Lake, Pennsylvania.

The accompanying notes are an integral part of the consolidated inancial statements.

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Business:

Dixon Ticonderoga Company is a diversified manufacturer and marketer of writing and art products. Its largest customers are school products distributors and mass merchandisers, although none account for over 8% of revenues.

Principles of consolidation:

The consolidated financial statements include the accounts of Dixon Ticonderoga Company and all of its subsidiaries (the "Company"). All significant intercompany transactions and balances have been eliminated in consolidation. Minority interest represents the minority shareholders' proportionate share (3%) of the equity of the Company's Grupo Dixon, S.A. de C.V. subsidiary.

Revenue recognition:

Revenues are comprised of gross sales from the shipment of product to customers, net of provisions for product returns, customer discounts (such as volume rebates), co-op advertising and other related discounts. The Company recognizes sales when the following has occurred: evidence of a sales arrangement exists; shipment of product to the customer; the price is fixed or determinable; and collectibility is reasonably assured. An estimate of sales returns and allowances is recorded in the period that the related product is shipped.

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 dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Translation of foreign currencies:

In accordance with Financial Accounting Standards Board (FASB) Statement No. 52, the Company has determined that each foreign subsidiary's functional currency is their local currency. All assets and liabilities are translated at period-end exchange rates. All revenues and expenses are translated using average exchange rates during that period. Translation gains and losses are reflected as a separate component of other comprehensive loss. Gains and losses from foreign currency transactions are

included in the accompanying Consolidated Statement of Operations. Total foreign currency exchange gains (losses) included in operating income were approximately $433,000, $216,000 and ($52,000) for fiscal years 2003, 2002 and 2001.

Cash and cash equivalents:

Cash and cash equivalents include investment instruments with a maturity of three months or less at time of purchase.

Inventories:

Inventories are stated at the lower of cost or market. The Company regularly reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on the estimated forecast of product demand.

Certain inventories amounting to $7,512,000 and $13,034,000 at September 30, 2003 and 2002, respectively, are stated on the last-in, first-out (LIFO) method of determining inventory costs. Under the first-in, first-out (FIFO) method of accounting, these inventories would be ($266,000) and $1,007,000 (lower) higher at September 30, 2003 and 2002, respectively. All other inventories are valued for using the FIFO method.

Inventories consist of (in thousands):

	September 30, 2003	2002
Raw material	$10,486	$11,014
Work in process	2,198	2,718
Finished goods	13,755	15,029
	$26,439	$28,761

Property, plant and equipment:

Property, plant and equipment are stated at cost. Depreciation is provided principally on a straight-line basis over the estimated useful lives of the respective assets. The range of estimated useful lives by class of property, plant and equipment are as follows:

Buildings and improvements	10 - 25 years
Machinery and equipment	5 - 15 years
Furniture and fixtures	3 - 5 years

When assets are sold or retired, their cost and related accumulated depreciation are removed from the accounts. Any gain or loss is included in income.

Impairment of long-lived assets:

Long-lived assets used in the Company's operations, including cost in

excess of net assets of businesses acquired, are reviewed for impairment when events and circumstances indicate that the carrying amount of an asset may not be recoverable. The primary indicators of recoverability are the associated current and forecasted undiscounted operating cash flows. Asset impairments in connection with the Company's restructuring programs are identified and measured using the estimated net proceeds from their ultimate sale or abandonment. (See Note 10.) The Company's policy is to record an impairment loss when it is determined that the carrying amount of the asset exceeds its fair value.

Stock-based compensation:

The Company accounts for compensation cost related to employee stock options and other forms of employee stock-based compensation plans in accordance with the requirements of Accounting Principles Board (APB) Opinion 25 and related interpretations. APB 25 requires compensation cost for stock-based compensation plans to be recognized based on the difference, if any, between the fair market value of the stock on the date of grant and the option exercise price. The Company provides additional proforma disclosures as required under FASB Statement No. 123, "Accounting For Stock-Based Compensation", as amended by FASB Statement No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure".

Pro forma net loss and net loss per share would have been as follows if the fair value estimates were used to record compensation expense:

	2003	2002	2001
Net loss, as reported	$(1,427,980)	$ (559,923)	$ (479,872)
Deduct: total stock-based employee compensation expense determined under the fair value based method, net of related tax effects	(73,601)	(102,431)	(25,409)
Pro forma net loss	$(1,501,581)	$ (662,354)	$ (505,281)
Loss per share:			
Basic, as reported	$ (.45)	$ (.18)	$ (.15)
Basic, pro forma	$ (.47)	$ (.21)	$ (.16)
Diluted, as reported	$ (.45)	$ (.18)	$ (.15)
Diluted, pro forma	$ (.47)	$ (.21)	$ (.16)

Income taxes:

The Company recognizes deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax

bases of assets and liabilities. The Company regularly reviews its deferred tax assets, by taxing jurisdiction, for recoverability and establishes a valuation allowance based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences. If there is a material change in the actual effective tax rates or time period within which the underlying temporary differences become taxable or deductible, the Company could be required to establish further valuation allowances against all or a significant portion of its deferred tax assets resulting in a substantial increase in the Company's effective tax rate and a material negative impact on its operating results and financial position. In fiscal 2003, the Company provided additional valuation allowances for certain U.S. deferred tax assets, as more fully described in Note 5.

Derivative instruments and hedging activities:

The Company adopted FASB Statement No.133, "Accounting for Derivative Instruments and Hedging Activities", as amended by FASB Statement No.137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133", an amendment of FASB Statement No.133, and FASB Statement No.138 "Accounting for Certain Derivative Instruments and Certain Hedging Activities", an amendment of Statement No. 133 (referred to hereafter as "FAS 133") on October 1, 2000. As a result, the Company records the fair value of interest rate swaps designated as cash flow hedges in other liabilities with the offset in the other comprehensive income (loss) component of shareholders' equity. Upon adoption, the Company recorded its interest rate swap designated as a cash flow hedge with a fair value of $86,314 in other liabilities. Other comprehensive loss was increased $54,205 (net of tax benefit of $32,109) as a cumulative effect adjustment for this accounting change. During the years ended September 30, 2003, 2002 and 2001, the Company also recognized an adjustment to increase (decrease) the fair value of this cash flow hedge of ($203,408), $184,309 and $718,773, respectively, in other liabilities. Other comprehensive loss was increased $138,672, $115,934 and $451,388 (net of tax expense (benefit) of $342,080, ($68,375) and ($267,385), respectively) during these periods.

The Company utilizes interest rate swap agreements to provide an exchange of interest payments computed on notional amounts that will offset any undesirable change in cash flows or fair value resulting from market rate changes on designated hedged bank borrowings. The Company limits the credit risks of the interest rate agreements by initiating the transactions with counterparties with significant financial positions, such as major financial institutions.

FAS 133 requires companies to recognize all of its derivative instruments as either assets or liabilities in the balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a Company must designate the hedging instrument, based upon the exposure being hedged, as either a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation. For derivative instruments that are designated and qualify as a cash flow hedge (such as the Company's interest rate swap agreements), the effective portion of the gain or loss on the derivative instrument is

reported as a component of other comprehensive loss and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in current earnings during the period of the change in fair values. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of the change in fair values.

The Company has entered into an interest rate swap agreement through August 2005 that effectively converts $8 million of its floating-rate debt to a fixed-rate basis, thus reducing the impact of interest-rate changes on future interest expense. The fair values of interest rate instruments are estimated by obtaining quotes from brokers and are the estimated amounts that the Company would receive or pay to terminate the agreements at the reporting date, taking into account current interest rates and other relevant factors.

Recent accounting pronouncements:

In April 2003, the FASB issued Statement No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" which amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". Statement No. 149 provides greater clarification of the characteristics of a derivative instrument so that contracts with similar characteristics will be accounted for consistently. In general, the statement is effective for contracts entered into or modified after June 30, 2003, and for hedging relationships designated after June 30, 2003. The Company did not enter into or modify any of their derivative financial instruments (which consists of only an interest rate swap agreement) since June 30, 2003 and thus the adoption of Statement No. 149 did not have any impact on the Company's consolidated financial statements.

In May 2003, the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity", which clarifies the accounting for certain financial instruments with characteristics of both liabilities and equity and requires that those instruments be classified as liabilities in statements of financial position. Previously, many of those financial instruments were classified as equity. Statement No. 150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. As the Company does not have any of these financial instruments, the adoption of Statement No. 150 is not expected to have any impact on the Company's consolidated financial statements.

Reclassifications:

Certain prior year amounts have been reclassified to conform with the current year classifications.

(2) ACCRUED LIABILITIES:

The major components of accrued liabilities are as follows (in thousands):

	September 30, 2003	September 30, 2002
Interest (see Note 4)	$ 1,180	$ 2,844
Salaries and wages	1,014	1,110
Employee benefit plans	417	540
Income taxes	2,965	3,174
Other	2,920	4,817
	$ 8,496	$ 12,485

(3) NOTES PAYABLE:

The Company's Mexico subsidiary had bank lines of credit totaling approximately $12.5 million, under which $6.4 and $7.5 million of unsecured notes payable were outstanding as of September 30, 2003 and 2002, respectively. The notes, which currently mature at varying dates from January 2004 through December 2004, bear interest (weighted average interest rate of approximately 7.4% and 4.5% at September 30, 2003 and 2002, respectively) based upon either a floating U.S. bank rate or the rate of certain Mexican government securities and are renewable annually.

(4) LONG-TERM DEBT:

Long-term debt consists of the following (in thousands):

	September 30, 2003	September 30, 2002
Senior Subordinated Notes	$ 13,342	$ 16,500
Bank notes payable	8,348	8,208
Bank term loan	2,216	2,025
Building mortgage	1,833	1,992
	25,739	28,725
Less current maturities	(13,228)	(12,342)
	$ 12,511	$ 16,383

In October 2002, the Company completed a financing agreement with a new senior lender and its existing subordinated lenders to restructure its present U.S. debt through fiscal 2005. Foothill Capital Corporation has provided a three-year $28 million senior debt facility which replaces the Company's previous senior debt (bank notes payable and bank term loan) with a consortium of lenders. The new senior debt arrangement provides approximately $5 million in increased working capital liquidity for operations and to make certain subordinated debt payments.

The senior debt facility includes a $25 million revolving loan, which bears interest at either the prime rate (4.0% at September 30, 2003), plus 0.75%, or the prevailing LIBOR rate (approximately 1.3% at September 30, 2003), plus 3.5%. Borrowings under the revolving loan are based upon 85% of eligible U.S. and Canada accounts receivable, as defined; 50% of certain accounts receivable having extended payment terms; and varying advance rates for U.S. and Canada raw materials and finished goods inventories. The facility also includes term loans aggregating an initial amount of $3 million, which bear interest at either the prime rate, plus 1.5%, or the prevailing LIBOR rate, plus 4.25%. These loans are payable in monthly installments of $50,000, plus interest, with the balance due in a balloon payment in October 2005. The loan agreement also contains restrictions regarding the payment of dividends as well as subordinated debt payments (discussed below), a requirement to maintain a minimum level of earnings before interest, taxes, depreciation and amortization and net worth and a limitation on the amount of annual capital expenditures. To better balance and manage overall interest rate exposure, the Company previously executed an interest note swap agreement that effectively fixed the rate of interest on $8 million of its senior debt at 8.98% through August 2005.

These financing arrangements are collateralized by the tangible and intangible assets of the U.S. and Canada operations (including accounts receivable, inventories, property, plant and equipment, patents and trademarks) and a guarantee by and pledge of capital stock of the Company's subsidiaries. The new senior debt agreements include provisions which suggest the debt could become payable upon demand under certain circumstances and thus, this debt has been classified as current maturities of long-term debt. As of September 30, 2003 the Company had approximately $14 million of unused lines of credit available.

In October 2002, the Company also reached agreement with the holders of $16.5 million of Senior Subordinated Notes to restructure the notes, extending the maturity date to 2005. The Company is required to pay monthly installments of $50,000 through December 2003 and $150,000 per month from January 2004 through the maturity date. However, the Company paid $1 million in principal (and $2.1 million of accrued interest) at closing of the new senior debt facility and made additional payments to its subordinated lenders of approximately $2.2 million in fiscal 2003. Payments to the subordinated lenders are subject to certain restrictions imposed under the senior debt facility. Interest on the balance of subordinated debt is paid quarterly. If the Company is unable to make scheduled and additional excess payments totaling at least $8 million by 2005 (due to restrictions imposed under the new senior debt facility or otherwise) the noteholders will receive warrants equivalent to approximately 1.6% of the diluted common shares outstanding for each $1 million in unpaid principal. Any warrants received or earned will be relinquished if the notes are paid in full during the term of the new agreement. The agreement also grants the subordinated lenders a lien on Company assets (junior in all aspects to the new senior debt collateral agreements described above). The interest rate on the subordinated notes is 12.5% through maturity in October 2005. In addition, the Company has due in October 2005 previously deferred payable-in-kind (PIK) interest in the amount of $642,000, included in accrued interest at September 30, 2003. (See Note 2). The new subordinated note agreement includes certain other provisions, including restrictions as to the payment of dividends and the elimination or adjustment of financial covenants contained in the original agreement to conform to those contained in the new senior debt agreements.

The Company also has a mortgage agreement with respect to its corporate headquarters building in Heathrow, Florida. The mortgage (in the original amount of $2.73 million) is for a period of 15 years and bears interest at 8.1%.

Carrying values of the Senior Subordinated Notes, the bank notes payable and term loan are reasonable estimates of fair value as interest rates are based on prevailing market rates.

Aggregate maturities of long-term debt are as follows (in thousands):

2004	$ 13,228
2005	3,437
2006	7,802
2007	219
Thereafter	1,053
	$ 25,739

(5) INCOME TAXES:

The components of net deferred tax asset recognized in the accompanying consolidated balance sheet are as follows (in thousands):

	2003	2002
U.S. current deferred tax assets (included in other current assets)	$ -	$ 1,514
Foreign current deferred tax liability (included in accrued liabilities)	(1,455)	(818)
U.S. and foreign, noncurrent deferred tax asset (included in other assets and deferred income taxes and other)	602	2,829
Net deferred tax asset (liability)	$ (853)	$ 3,525
Deferred tax assets:		
U.S. tax credit carryforwards	$ -	$ 2,610
Provisions for losses from discontinued operations	48	174
Depreciation	157	214
Accrued pension	683	653
Interest	266	386
Other accrued expenses	481	430
Installment sale and related expenses	(248)	(197)
Other items, net	289	96
Foreign net operating loss carryforward	602	512
Valuation allowance	(1,676)	(512)
Total deferred tax asset	602	4,366
Deferred tax liabilities:		
Inventories	(791)	(748)
Property, plant and equipment	(108)	(93)
Valuation allowance	(556)	-
Total deferred tax liability	(1,455)	(841)

Net deferred tax asset (liability)	$ (853)	$ 3,525

It is the policy of the Company to accrue deferred income taxes on temporary differences related to the financial statement carrying amounts and tax bases of investments in foreign subsidiaries which are expected to reverse in the foreseeable future. In fiscal 2003, the Company provided additional valuation allowances for certain U.S. deferred tax assets in the amount of $2,232,000 due to continuing U.S. taxable losses. The Company again incurred tax losses in the U.S., partially due to certain costs (Notes 8 and 10) and discontinued operations, among other factors. Accordingly, the Company recorded the additional valuation allowances with respect to the related tax assets as of September 30, 2003.

At September 30, 2003 and 2002, the Company had valuation allowances against certain deferred tax assets totaling $2,232,000 and $512,000, respectively. These valuation allowances relate to tax assets in jurisdictions where there is significant probability that the benefit of the assets will not be realized in the associated tax returns.

The provision (benefit) for income taxes from continuing operations is comprised of the following (in thousands):

	2003	2002	2001
Current:			
U.S. Federal	$ -	$ 640	$ (352)
State	95	(40)	(12)
Foreign	474	1,175	1,215
	569	1,775	851
Deferred:			
U.S. Federal	2,050	(2,081)	(199)
State	-	(206)	(71)
Foreign	125	(47)	264
	2,175	(2,334)	(534)
	$ 2,744	$ (559)	$ 317

Foreign deferred tax provision (benefit) is comprised principally of temporary differences related to Mexico asset purchases. The U.S. deferred expense in 2003 principally reflects the establishment of valuation allowances against certain net deferred assets, as discussed above. The U.S. deferred (benefit) in 2002 and 2001 result primarily from expenses accrued but not yet deductible for taxes and tax credit carryforwards.

The differences between the provision (benefit) for income taxes from continuing operations computed at the U.S. statutory federal income tax rate and the provision (benefit) from continuing operations in the accompanying consolidated financial statements are as follows (in

thousands):

	2003	2002	2001
Amount computed using statutory rate	$ 659	$ (533)	$ 329
Foreign income	(518)	(178)	(28)
State taxes, net of federal benefit	63	(162)	(54)
Permanent differences	-	149	168
Valuation allowances	2,232	-	-
Other	308	165	(98)
Provision (benefit) for income taxes	$ 2,744	$ (559)	$ 317

(6) EMPLOYEE BENEFIT PLANS:

Prior to 2002, the Company maintained several defined benefit pension plans covering substantially all union employees. During 2002, several plans related to the Company's Industrial Group (discontinued operations) were terminated, leaving one defined benefit plan covering the remaining Company's U.S. Consumer division union employees. The benefits are based upon fixed dollar amounts per years of service. The assets of the various plans (principally corporate stocks and bonds, insurance contracts and cash equivalents) are managed by independent trustees. The policy of the Company is to fund the minimum annual contributions required by applicable regulations.

The following tables set forth the plans' funded status and other information for the fiscal years ended September 30, 2003 and 2002 (in thousands):

	September 30,	
	2003	2002
Change in benefit obligation:		
Obligation at beginning of year	$1,762	$3,831
Service cost	50	90
Interest cost	118	123
Actuarial gain	179	154
Benefit payments	(294)	(2,436)
Obligation at end of year	$1,815	$1,762

Change in market value of plan assets:		
Market value at beginning of year	$2,108	$3,489
Actual return on plan assets	251	445
Employer contributions	146	610
Benefit payments	(294)	(2,436)
Market value at end of year	$2,211	$2,108
Prepaid pension asset:		
Projected benefit obligation	$(1,815)	$(1,762)
Plan assets at market value	2,211	2,108
Projected benefit obligation less than plan assets	396	346
Unrecognized net (gain) loss from past experience different from assumptions	37	(69)
Unrecognized net obligation being recognized over periods from 10 to 16 years	2	164
Prepaid pension asset	$ 435	$ 441

Net periodic pension costs include the following components (in thousands):

	2003	2002	2001
Service costs - benefits earned during period	$ 50	$ 90	$ 178
Interest cost on projected benefit obligation	118	123	245
Expected return on plan assets	(186)	(153)	(248)
Curtailment loss	162	-	-
Net amortization and deferral	-	12	76
Net periodic pension cost	$ 144	$ 72	$ 251

In determining the projected benefit obligation, the weighted average discount rates utilized were 6.5%, 6.4% and 6.4% for the periods ended September 30, 2003, 2002 and 2001, respectively. The expected long-term rates of return on assets used in determining net periodic pension cost ranged from 7.5 % to 8.0 % in all years presented above. There are no assumed rates of increase in compensation expense in any year, as benefits are fixed and do not vary with compensation levels.

The Company also maintains two defined-contribution plans (401k) for all non-union domestic employees and certain union employees who meet minimum service requirements, as well as a supplemental deferred contribution plan for certain executives. Company contributions under the plans consist of a basic amount of up to 3% of the compensation of participants for the plan year, and for those participants who elected to make voluntary contributions to the plan, matching contributions up to an additional 4%, as specified in the plan. Charges to operations for these plans for the years ended September 30, 2003, 2002 and 2001 were $240,000, $243,000 and $588,000, respectively.

In addition, the Company has a defined benefit retirement plan, which provides supplemental benefits for certain key executive officers, upon retirement, disability or death. The benefits are similar to those provided under the 401(k) plans, but are funded through the purchase of certain life insurance products. As of September 30, 2003 and 2002, the net liability under the plan (included in accrued liabilities), was $633,000 and $504,000, respectively. Amounts charged to expense under the plan totaled $93,000 and $118,000 in 2003 and 2002, respectively. There was no net expense under this plan in 2001.

(7) SHAREHOLDERS' EQUITY:

The Company provides an Employee Stock Purchase Plan under which shares of its common stock can be issued to eligible employees. Among the terms of this plan, eligible employees may purchase through payroll deductions shares of the Company's common stock up to 10 % of their compensation at the lower of 85 % of the fair market value of the stock on the first or last day of the plan year (May 1 and April 30). On May 1, 2003, 2002 and 2001, 9,317, 15,370 and 9,415 shares, respectively, were issued under this plan. At September 30, 2003, there are 47,619 shares available for future purchases under the plan.

The Company has also granted non-qualified options to key employees, under the 1988 Dixon Ticonderoga Company Executive Stock Plan, to purchase shares of its common stock at the market price on the date of grant. Under the 1988 Plan (as amended) options vest 25 % after one year; 25 % after two years; and 50 % after three years, and remain exercisable for a period of five years from the date of vesting. All options expire three months after termination of employment. At September 30, 2003, there were 183,000 options outstanding and no shares available for future grants under the 1988 Plan.

In addition, the Dixon Ticonderoga Company 1999 Stock Option Plan (the "1999 Plan") was adopted in fiscal 1999, covering a maximum aggregate 300,000 shares. Under the 1999 Plan, qualified incentive stock options or non-qualified stock options can be granted to employees at the market price on the date of grant and which will vest on the same basis as the 1988 Plan described above. Non-qualified options under the 1999 Plan may also be issued to Company outside directors at the market price on the date of grant and which may vest over varying periods. In 2001, 159,800 options were granted to employees under the 1999 Plan. At September 30, 2003 there were 171,600 options outstanding and 128,400 shares available for future grants under the 1999 Plan.

The following table summarizes the combined stock options activity for 2003, 2002 and 2001.

	2003		2002		2001	
	Number of Shares	Option Price	Number of Shares	Option Price	Number of Shares	Option Price
Options outstanding at beginning of year						
					27,000	$8.63
			21,250	6.75	34,125	6.75
	2,500	7.13	2,500	7.13	10,750	7.13
	231,000	8.88	231,000	8.88	258,000	8.88
			2,500	12.88	2,500	12.88
	10,000	11.38	10,000	11.38	10,000	11.38
	25,000	11.00	25,000	11.00	30,000	11.00
	5,000	4.25	5,000	4.25	7,500	4.25
			2,500	3.81		
	147,300	3.70	147,300	3.70		
	10,000	4.75	10,000	4.75		
Options granted						
					10,000	4.75
					2,500	3.81
					147,300	3.70
Options expired or canceled						
	(5,000)	4.25			(2,500)	4.25
					(27,000)	8.63
			(21,250)	6.75	(12,875)	6.75
	(59,250)	8.88			(27,000)	8.88
	(1,250)	7.13			(8,250)	7.13
	(5,000)	11.00			(5,000)	11.00
			(2,500)	12.88		
			(2,500)	3.81		
	(5,700)	3.70				
	354,600		430,800		457,050	

The Company has adopted the disclosure-only provisions of FASB Statement No. 123, as amended by FASB Statement No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" and, accordingly, there is no compensation expense recognized for its stock option plans.

Pro forma information related to the fair value of stock-based compensation is presented in Note 1. The pro forma amounts were estimated using the Black-Scholes valuation model assuming no dividends, expected volatility of 36% for all years presented, an average risk-free interest rate of 4.7% for all years presented and expected lives of approximately six years for all

grants prior to 2001 and eight years thereafter. No options were granted in

2002 or 2003. The weighted average fair value estimates of options granted in 2001 was $2.47. The weighted average remaining lives of options granted in 2001 were 5.5 years.

In the past, the Company made loans under the aforementioned stock option plans to certain shareholders who are executive officers, for the purchase of Company common stock pursuant to the exercise of stock options. The loans must be repaid at the time the underlying shares of common stock are sold. Interest on a portion of the loans accrues at a rate of 8%. Total shareholder loans approximated $558,000 at September 30, 2003 and 2002. No such loans have been granted since late 1999.

In 1995, the Company declared a dividend distribution of one Preferred Stock Purchase Right on each share of Company common stock. Each Right will entitle the holder to buy one-thousandth of a share of a new series of preferred stock at a price of $30.00 per share. The Rights will be exercisable only if a person or group (other than the Company's chairman, Gino N. Pala, and his family members) acquires 20% or more of the outstanding shares of common stock of the Company or announces a tender offer following which it would hold 30% or more of such outstanding common stock. The Rights entitle the holders other than the acquiring person to purchase Company common stock having a market value of two times the exercise prices of the Right. If, following the acquisition by a person or group of 20% or more of the Company's outstanding shares of common stock, the Company were acquired in a merger or other business combination, each Right would be exercisable for that number of the acquiring Company's shares of common stock having a market value of two times the exercise prices of the Right. The Company may redeem the Rights at one cent per Right at any time until ten days following the occurrence of an event that causes the Rights to become exercisable for common stock. The Rights expire ten years from the date of distribution.

(8) OTHER COSTS:

In connection with the completion of its debt restructuring in October 2002, the Company expensed approximately $625,000 of deferred financing costs associated with its previous senior debt with a consortium of lenders (which was repaid) and its previous subordinated debt agreements (which were substantially modified). This expense is included in operating income as debt refinancing costs in the accompanying Consolidated Financial Statements.

The Company also incurred approximately $483,000 in professional fees and other costs related to unconsummated mergers and acquisitions activity pursued by the Company through its investment bankers. These costs are included in operating income as investment banking and related costs in the accompanying Consolidated Financial Statements.

(9) OTHER INCOME:

Other income, net in fiscal 2003 includes $672,000 of gains from the sale of securities received by the Company as a policyholder following the demutualizations of certain insurance companies. Additionally, the Company received $380,000 and $253,000 in import duty rebates in 2003 and 2002, respectively.

(10) RESTRUCTURING AND RELATED COSTS:

The Company began fiscal 2001 with reserves of approximately $1 million, previously provided in connection with its Restructuring and Cost Reduction Program, which was intended to improve overall financial performance in the future. The program included manufacturing plant closure and consolidation, as well as personnel reduction in manufacturing, sales and marketing and corporate activities. Approximately 300 employees (principally plant workers) were affected by the prior phases of the program. The carrying amount of property and equipment held for disposal at that time approximated $3.1 million. Management disposed of these remaining assets in 2001.

In fiscal 2001, the Company incurred approximately $868,000 in costs (principally in Mexico) directly related to the restructuring program which were not eligible for recognition in prior periods and thus expensed as incurred in 2001.

In fiscal 2002, the Company provided $418,000 in additional charges, principally for lease termination and employee costs related to the completion of prior phases of the restructuring program.

Also in fiscal 2002, the Company provided approximately $1,155,000 for restructuring and improvement related costs in connection with the final phase of its Restructuring and Cost Reduction Program, which included a plant closure and further consolidation of its manufacturing operations into the Company's Mexico facility and additional personnel reductions, primarily in manufacturing and corporate activities. An additional 120 employees (principally plant workers) were affected by the final phase of the program. The carrying amount of additional property held for disposal from this final phase is approximately $200,000.

In fiscal 2003, the Company incurred an additional $487,000 in restructuring costs related primarily to holding costs of a closed manufacturing facility (not accruable in advance) and additional severance related to personnel reductions in 2003.

The restructuring and impairment related charges and subsequent utilization for the three fiscal years ended September 30, 2003 are summarized below (in thousands):

	Employee severance and related costs	Losses from impairment, sale and abandonment of property and equipment	Total
Reserve balances at September 30, 2000	$ 673	$ 312	$ 985
2001 restructuring and impairment related charges	-	868	868
Utilized in fiscal 2001	(334)	(1,180)	(1,514)

Reserve balances at September 30, 2001	339	-	339
Additional fiscal 2002 provisions	135	283	418
2002 restructuring and impairment related charges	1,110	45	1,155
Total 2002 restructuring and impairment related charges	1,245	328	1,573
Utilized in fiscal 2002	(474)	(283)	(757)
Reserve balances at September 30, 2002	1,110	45	1,155
2003 restructuring and impairment related charges	163	324	487
Utilized in fiscal 2003	(1,183)	(369)	(1,552)
Reserve balances at September 30, 2003	$ 90	$ -	$ 90

(11) EARNINGS PER COMMON SHARE:

Basic earnings (loss) per common share is calculated by dividing net income (loss) by the weighted average number of shares outstanding. Diluted earnings per common share is based upon the weighted average number of shares outstanding, plus the effects of potentially dilutive common shares [consisting of stock options (Note 7) and stock warrants (Note 4)]. For the years ended September 30, 2003, 2002 and 2001, options and warrants to purchase 354,600, 730,800 and 607,250 shares of common stock, respectively, were excluded from the computation of diluted earnings (loss) per share as such options and warrants were anti-dilutive.

Weighted average common shares used in the calculation of earnings (loss) per share are as follows:

Year	Basic	Diluted
2003	3,196,714	3,196,714
2002	3,183,866	3,183,866
2001	3,171,190	3,176,609

(12) LINE OF BUSINESS REPORTING:

Due to the Company's sale of its Industrial Group (Note 13), the Company's continuing operations only consist of one principal business segment - its Consumer Group. The following information sets forth certain additional data pertaining to its operations as of September 30, 2003, 2002 and 2001 for the years then ended (in thousands).

	Revenues	Operating Profit (Loss)	Identifiable Assets

2003:			
United States	$ 53,087	$ (910)	$ 35,844
Canada	8,705	914	6,414
Mexico	25,569	3,731	25,965
United Kingdom	1,321	107	1,277
China	156	628	2,534
2002:			
United States	$ 51,685	$ (1,747)	$ 41,127
Canada	8,694	792	5,879
Mexico	27,098	3,445	26,120
United Kingdom	1,094	29	642
China	20	125	1,435
2001:			
United States	$ 54,837	$ 2,076	$ 44,598
Canada	8,435	527	5,673
Mexico	23,813	2,849	29,012
United Kingdom	1,046	(26)	674
China	188	(70)	1,363

(13) DISCONTINUED OPERATIONS:

In September 2001, the Company formalized its decision to offer for sale its New Castle Refractories division, the last business of its Industrial Group. Accordingly, related operating results of the Industrial Group have been reported as discontinued operations in the accompanying Consolidated Financial Statements for all periods presented. In December 2002, the Company entered into an agreement to sell this division to local management. The transaction closed effective July 31, 2003. At closing, the Company received consideration of $500,000 in the form of a seven-year amortizing note receivable and net cash proceeds of approximately $3 million, utilized to reduce its senior debt. The Company retained tax and certain other net liabilities of approximately $800,000.

Net revenues and income (loss) from discontinued operations are as follows (in thousands):

	2003	2002	2001
Net revenues	$ 8,021	$ 9,169	$ 9,529
Income (loss) from discontinued operations before income taxes	$ (578)	$ 200	$ (85)
Income tax benefit (expense)	-	(77)	29
	(578)	123	(56)
Loss on disposal of Industrial Group	-	-	(1,570)
Income tax benefit	-	-	526
	-	-	(1,044)
Income (loss) from discontinued	$ (578)	$ 123	$(1,100)

Earnings (loss) per share (basic)	$ (0.18)	$ .04	$ (0.35)
Earnings (loss) per share (diluted)	$ (0.18)	$ .04	$ (0.35)

Income (loss) from discontinued operations includes pre-tax gains on sales of assets of $208 and $1,202 in 2002 and 2001, respectively, attributable to the sale of the Company's Graphite and Lubricants division. In addition, interest expense of $270, $342 and $427 has been allocated to income (loss) from discontinued operations in 2003, 2002 and 2001, respectively, based upon the identifiable assets of such operations. The loss on disposal in 2001 includes the anticipated loss on the sale of the New Castle Refractories division of $468, a provision for the termination of that division's pension plans of $432, and a provision for anticipated operating losses of $670.

Assets and liabilities relating to discontinued operations, included in the accompanying Consolidated Balance Sheet as of September 30, 2002 are as follows (in thousands):

Current assets	$ 3,905
Property, plant and equipment, net	386
Current liabilities	(1,254)
Long-term liabilities and other, net	(813)
Net assets of discontinued operations	$ 2,224

(14) COMMITMENTS AND CONTINGENCIES:

The Company has entered into employment agreements with four executives which provide for the continuation of salary (currently aggregating $68,700 per month) and related employee benefits for a period of 24 months following their termination of employment under certain changes in control of the Company. In addition, all options held by the executives would become immediately exercisable upon the date of termination and remain exercisable for 90 days thereafter. The Company has also entered into various agreements with six additional employees which provide for continuation of salaries (averaging $6,800 each per month) for periods up to 16 months under certain circumstances.

In December 2002, the Company entered into a strategic distribution arrangement with a third-party logistics partner to provide turn-key distribution of the Company's products to its U.S. customers through June 2005. The Company incurred approximately $933,000 under this arrangement in 2003. The minimum remaining payments under the related contract are approximately $945,000 in 2004 and $709,000 in 2005.

The Company leases certain manufacturing equipment under a five-year noncancelable operating lease arrangement. The rental expense under this lease was $433,000, $410,000 and $372,000 in 2003, 2002 and 2001, respectively. Annual future minimum rental payments are approximately $372,000 per year in 2004 and $93,000 in 2005.

The Company, in the normal course of business, is party in certain litigation. In 1996, a decision was rendered by the Superior Court of New Jersey in Hudson County finding the Company responsible for $1.94 million

in certain environmental clean-up costs relating to a claim under New Jersey's Environmental Clean-Up Responsibility Act (ECRA) by a 1984 purchaser of industrial property from the Company. All subsequent appeals were denied and as a result of the judgment, the Company paid $3.6 million in 1998 to satisfy this claim in full, including all accrued interest. The Company continued to pursue other responsible parties for indemnification and/or contribution to the payment of this claim and in fiscal 2000 the Company reached settlements with its various insurers for reimbursement of legal costs. In 2001, a pending malpractice suit against its previous legal counsel was settled and the Company received $575,000 (reflected as a reduction in selling and administrative expenses).

The Company is involved in various legal proceedings incident to the conduct of its business. The Company does not expect the proceedings to have a material effect on the Company's future results of operations or financial position.

The Company assesses the extent of environmental matters on an ongoing basis. In the opinion of management (after taking into account accruals of approximately $269,000 as of September 30, 2003), the resolution of these matters will not materially affect the Company's future results of operations or financial position.

(15) RELATED PARTY TRANSACTIONS

A member of the Company's board of directors is a partner of a law firm which represents the Company in various legal matters. The Company incurred approximately $241,000, $33,000 and $20,000 for professional services rendered by this firm in the fiscal years ended September 30, 2003, 2002 and 2001, respectively.

(16) SUMMARY OF QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

(In Thousands, Except Per Share Data):

2003:	First	Second	Third	Fourth	
Revenues (a)	$15,870	$18,893	$26,940	$27,135	
Income (loss) from continuing operations	(933)	146	1,850	(1,912)	(c)
Income (loss) from discontinued operations	-	(252)	(59)	(267)	(c)
Net income (loss)	(933)	(106)	1,791	(2,179)	(c)
Earnings (loss) per share: (b)					
Continuing operations:					
Basic	(.29)	.04	.58	(.60)	
Diluted	(.29)	.04	.58	(.60)	
Discontinued operations:					
Basic	-	(.07)	(.02)	(.08)	
Diluted	-	(.07)	(.02)	(.08)	
Net income (loss):					
Basic	(.29)	(.03)	.56	(.68)	
Diluted	(.29)	(.03)	.56	(.68)	

2002:	First	Second	Third	Fourth
Revenues (a)	$17,496	$17,928	$28,148	$25,019
Income (loss) from continuing operations	(775)	(656)	1,358	(610)
Income (loss) from discontinued operations	-	131	-	(8)
Net income (loss)	(775)	(525)	1,358	(618)
Earnings (loss) per share: (b)				
Continuing operations:				
Basic	(.24)	(.21)	.43	(.19)
Diluted	(.24)	(.21)	.43	(.19)
Discontinued operations:				
Basic	-	.04	-	-
Diluted	-	.04	-	-
Net income (loss):				
Basic	(.24)	(.17)	.43	(.19)
Diluted	(.24)	(.17)	.43	(.19)

(a) Certain reclassifications were made to classify certain sales incentives as reductions of gross revenues and/or increases in cost of goods sold that were previously classified as selling expenses (See Note 1 to Consolidated Financial Statements).
(b) Calculated independently for each period, and consequently, the sum of the quarters may differ from the annual amount.
(c) The fourth quarter of fiscal 2003 reflects the impact of providing for additional valuation allowances for the Company's U.S. deferred tax assets in the amounts of $2,232 and $190, included in continuing operations and discontinued operations, respectively (see Note 5).

DIXON TICONDEROGA COMPANY AND SUBSIDIARIES

SCHEDULE II -- VALUATION AND QUALIFYING ACCOUNTS

FOR THE THREE YEARS ENDED SEPTEMBER 30, 2001, 2000 and 1999

Description	Balance at Beginning of Period	Additions Charged to Income	Additions to (Deductions From) Reserves	Balance at Close of Period
Allowance for Doubtful Accounts:				
Year Ended September 30, 2003	$ 1,381,780	$ 315,026	$ (267,584) (1)	$ 1,429,222
Year Ended September 30, 2002	$ 1,482,524	$ 193,979	$ (294,723) (1)	$ 1,381,780
Year Ended September 30, 2001	$ 1,418,908	$ 151,263	$ (87,647) (1)	$ 1,482,524

(1) Write-off of accounts considered to be uncollectible (net of recoveries).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Within the 90-day period prior to the date of this report, the Company's Co-Chief Executive Officers, Chief Financial Officer and Chief Accounting Officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures and concluded that such disclosure controls and procedures are effective. There have been no significant changes in internal controls or in other factors, which could significantly affect internal controls subsequent to the date that the officers carried out their evaluations.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

Certain information required under this Item with respect to Directors and Executive Officers will be contained in the Company's 2003 Proxy Statement, pursuant to Regulation 14A, which is incorporated herein by reference.

The following table sets forth the names and ages of the Company's Executive Officers, together with all positions and offices held with the Company by such Executive Officers. All Executive Officers are subject to re-election or re-appointment by the Board of Directors at the first Directors' Meeting succeeding the next Annual Meeting of shareholders.

Name	Age	Title
Gino N. Pala (Father-in-law of Richard F. Joyce)	75	Chairman of the Board since February 1989; President and Chief Executive Officer or Co-Chief Executive Officer since 1978.
Richard F. Joyce (Son-in-law of Gino N. Pala)	48	Vice Chairman of the Board since January 1990; President and Co-Chief Executive Officer since March 1999; prior thereto President and Chief Operating Officer, Consumer Group, since March, 1996; Executive Vice President and Chief Legal Executive

		since February 1991; Corporate Counsel since July 1990.
Richard A. Asta	47	Executive Vice President of Finance and Chief Financial Officer since February 1991; prior thereto Senior Vice President - Finance and Chief Financial Officer since March 1990; and Director since May 1999.
Leonard D. Dahlberg, Jr.	52	Executive Vice President of Operations since August 2000; Executive Vice President of Procurement since April 1999; prior thereto Executive Vice President, Industrial Group, since March 1996; Executive Vice President of Manufacturing / Consumer Products division since August 1995; Senior Vice President of Manufacturing since February 1993; Vice President of Manufacturing since March 1990.
John Adornetto	62	Vice President and Corporate Controller since January 1991; prior thereto Corporate Controller since September 1978.
Diego Cespedes Creixell	45	President, Grupo Dixon S.A. de C.V., since August 1996 and Director since May 2000.

ITEM 11. EXECUTIVE COMPENSATION

Information required under this Item will be contained in the Company's 2003 Proxy Statement which is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information required under this Item will be contained in the Company's 2003 Proxy Statement which is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information required under this Item will be contained in the Company's 2003 Proxy Statement which is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required under this Item will be contained in the Company's 2003 Proxy Statement which is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND REPORTS ON FORM 8-K

(a) Documents filed as part of this report:

1. Financial statements

   See index under Item 1. Financial Information.

2. Exhibits

   The following exhibits are required to be filed as part of this Annual Report on Form 10-K:

   (2) a. Share Purchase Agreement by and among Dixon Ticonderoga de Mexico, S.A. de C.V., and by Grupo Ifam, S.A. de C.V., and Guillermo Almazan Cueto with respect to the capital stock of Vinci de Mexico, S.A. de C.V., (English translation). 4

   (2) b. Asset Purchase Agreement dated February 9, 1999, by and between Dixon Ticonderoga Company, as Seller and Asbury Carbons, Inc., as Buyer. 6

   (2) c. Asset Purchase Agreement dated December 23, 2002, between Dixon Ticonderoga Company, as Seller and New Castle Refractories Company, Inc., Inc., as Buyer with addenda.

   (3) (i) Restated Certificate of Incorporation2

   (3) (ii) Amended and Restated Bylaws1

   (4) a. Specimen Certificate of Company Common Stock2

   (4) b. Amended and Restated Stock Option Plan3

   (10) a. First Modification of Amended and Restated Revolving Credit Loan and Security Agreement by and among Dixon Ticonderoga Company, Dixon Ticonderoga, Inc., First Union Commercial Corporation, First National Bank of Boston and National Bank of Canada1

   (10) b. 12.00% Senior Subordinated Notes, Due 2003, Note and Warrant Purchase Agreement1

   (10) c. 12.00% Senior Subordinated Notes, Due 2003, Common Stock Purchase Warrant Agreement1

   (10) d. License and Technological Agreement between Carborundum Corporation and New Castle Refractories Company, a division of Dixon Ticonderoga Company1

   (10) e. Equipment Option and Purchase Agreement between Carborundum Corporation and New Castle Refractories Company, a division of Dixon Ticonderoga Company1

(10) f. Product Purchase Agreement between Carborundum Corporation and New Castle Refractories Company, a division of Dixon Ticonderoga Company1

(10) g.Second Modification of Amended and Restated Revolving Credit Loan and Security Agreement by and among Dixon Ticonderoga Company, Dixon Ticonderoga, Inc., First Union Commercial Corporation, First National Bank of Boston and National Bank of Canada5

(10) h. Third Modification of Amended and Restated Revolving Credit Loan and Security Agreement, Amendment to Loan Documents and Assignment by and among Dixon Ticonderoga Company, Dixon Ticonderoga, Inc., First Union Commercial Corporation, BankBoston, N.A., National Bank of Canada and LaSalle Bank.7

(10) i. First Modification of Amended and Restated Term Loan Agreement and Assignment by and among Dixon Ticonderoga Company, Dixon Ticonderoga, Inc., First Union Commercial Corporation, BankBoston, N.A., National Bank of Canada and LaSalle Bank.7

(10) j. Amendment No. 1 to 12.00% Senior Subordinated Notes, Due 2003, Note and Warrant Purchase Agreement.7

(10) k. Fourth Modification of Amended and Restated Revolving Credit Loan and Security Agreement.8

(10) l. Second Modification of Amended and Restated Term Loan Agreement.8

(10) m. Amendment No. 2 to Note and Warrant Purchase Agreement.8

(10) n. Loan and Security Agreement by and among Dixon Ticonderoga Company and its Subsidiaries and Foothill Capital Corporation.10

(10) o. Dixon Ticonderoga Company Amended and Restated Note and Warrant Purchase Agreement, 12.5% Senior Subordinated Notes, due October 3, 2005.10

(21) Subsidiaries of the Company.

(23) Consent of Independent Certified Public Accountants.

(31.1) Chairman of the Board and Co-Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(31.2) Vice Chairman of the Board and Co-Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(31.3) Executive Vice President of Finance and Chief Financial Officer Certification pursuant to Exchange Act Rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(32.1) Chairman of the Board and Co-Chief Executive Officer

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(32.2) Vice Chairman of the Board and Co-Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(32.3) Executive Vice President of Finance and Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

1Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1996, file number 0-2655, filed in Washington, D.C.

2Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1997, file number 0-2655, filed in Washington, D.C.

3Incorporated by reference to Appendix 3 to the Company's Proxy Statement dated January 27, 1997, filed in Washington, D.C.

4Incorporated by reference to the Company's Current Report on Form 8-K dated December 12, 1997, filed in Washington D.C.

5Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1998, file number 0-2655, filed in Washington, D.C.

6Incorporated by reference to the Company's Current Report on Form 8-K dated March 2, 1999, filed in Washington D.C.

7Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1999, file number 0-2655, filed in Washington, D.C.

8Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 2000, file number 0-2655, filed in Washington, D.C.

9Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 2002, file number 0-2655, filed in Washington, D.C.

10Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2002, file number 0-2655, filed in Washington, D.C.

(b) Reports on Form 8-K:

On August 15, 2003, the Company filed a Form 8-K which included as an exhibit its press release dated August 13, 2003, regarding its third fiscal quarter results.

SIGNATURES

Pursuant to the requirements of Section 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

DIXON TICONDEROGA COMPANY

/s/ Gino N. Pala

Gino N. Pala, Chairman of Board and
Co-Chief Executive Officer

Pursuant to the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Company in the capacities indicated.

Signature	Title / Date
/s/ Gino N. Pala Gino N. Pala	Chairman of Board, Co-Chief Executive Officer and Director Date: December 29, 2003
/s/ Richard F. Joyce Richard F. Joyce	Vice Chairman of Board, Co-Chief Executive Officer, President and Director Date: December 29, 2003
/s/ Richard A. Asta Richard A. Asta	Executive Vice President of Finance, Chief Financial Officer and Director Date: December 29, 2003
/s/ Diego Cespedes Creixell Diego Cespedes Creixell	President, Grupo Dixon S.A. de C.V., and Director Date: December 29, 2003
/s/ Philip M. Shasteen Philip M. Shasteen	Director Date: December 29, 2003
/s/ Ben Berzin, Jr. Ben Berzin, Jr.	Director Date: December 29, 2003
/s/ Kent Kramer Kent Kramer	Director Date: December 29, 2003
/s/ John Ritenour John Ritenour	Director Date: December 29, 2003
/s/ Wesley D. Scovanner Wesley D. Scovanner	Director Date: December 29, 2003