

INTERTAPE POLYMER GROUP INC  
Form 6-K  
March 29, 2010

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

FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of March, 2010

Commission File Number 1-10928

INTERTAPE POLYMER GROUP INC.

9999 Cavendish Blvd., Suite 200, Ville St. Laurent, Quebec, Canada, H4M 2X5

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  
Form 20-F \_\_\_\_\_ Form 40-F  X

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

SIGNATURES

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

INTERTAPE POLYMER GROUP INC.

Date: March 29, 2010

By: /s/ Bernard J. Pitz

Bernard J. Pitz, Chief Financial Officer

TSX SYMBOL: ITP

**Intertape Polymer Group Inc.**

**Reports 2009 Fourth Quarter and Annual Results**

**Montréal, Québec and Bradenton, Florida March 29, 2010** Intertape Polymer Group Inc. (TSX: ITP) ( Intertape or the Company ) today released results for the three months and year ended December 31, 2009. All dollar amounts are US denominated unless otherwise indicated.

Customers began moderate restocking initiatives during the fourth quarter of 2009. As a result, and with the benefit of innovative new product introductions and some improvement in the overall economy, the Company experienced growth in sales and made progress toward a return to traditional gross profit levels, said Intertape's Chairman, Eric E. Baker. Historically, due to seasonality and fewer business days, fourth quarter sales are generally lower than those of the year's previous quarters, yet 2009 fourth quarter sales almost equaled those of this year's third quarter. Despite this top line success, a number of factors reduced profitability including increases in resin-based raw material costs, the previously announced closure of the Hawkesbury, Ontario operations, and other charges that are not expected to continue at the same level in the future. Pricing pressure also had a negative impact on our gross margin as we were unable to pass on the majority of raw-material cost increases to our customers. Despite these challenges, Intertape's rigorous cash management throughout the year allowed the Company to reduce its debt and current liabilities by \$44.4 million in 2009.

Net loss for the fourth quarter of 2009 was \$8.5 million (\$0.14 per share, both basic and diluted) compared to a net loss of \$99.8 million (\$1.69 per share, both basic and diluted), which included a \$66.7 million charge for goodwill impairment, for the same period in 2008. Results for the quarter were negatively impacted by several items including increases in resin-based raw materials and \$3.4 million in other costs which were higher than normal. In addition, the on-going strike in Brantford, Ontario continued to impact results. The strike costs are expected to continue, but decline over time. Net loss for the full year totaled \$14.4 million (\$0.24 per share, both basic and diluted) compared to a net loss of \$92.8 million (\$1.57 per share, both basic and diluted) in 2008.

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Fourth quarter sales were \$160.8 million, a 5.0% increase compared to \$153.1 million for the fourth quarter of 2008 and down sequentially by only 1.8% from the third quarter of 2009, a percentage decline far below historical levels.

Sales for the Tapes & Films ( T&F ) Division for the quarter increased by 10.3% to \$135.3 million while sales for the Engineered Coated Products ( ECP ) Division declined by 16.3% to \$25.5 million. For the year 2009, sales were \$615.5 million, representing a decrease of 16.5% compared to \$737.2 million for 2008.

Gross profit for the fourth quarter totaled \$20.2 million, compared to a negative gross profit of \$5.5 million a year ago, reflecting positive gross profit contributions from both Divisions as opposed to negative contributions from both Divisions for the same period in 2008. The gross margin increased to 12.5%, from negative 3.6% in the fourth quarter of 2008, as a result of a significant increase in the gross margin of the T&F Division and to a lesser extent from the ECP Division. Gross profit and gross margin for the year 2009 were \$82.9 million and 13.5% respectively, compared to \$78.3 million and 10.6% for 2008.

Selling, general and administrative ( SG&A ) expenses were \$20.0 million for the fourth quarter of 2009, \$4.1 million higher than the \$15.9 million for the fourth quarter of 2008. The increase in SG&A expenses is primarily due to increased selling costs associated with higher sales. For the year 2009, SG&A expenses were \$69.8 million compared to \$68.2 million for the same period in 2008.

Fourth quarter 2009 EBITDA and adjusted EBITDA were \$6.7 million and \$7.9 million, respectively,

compared to negative \$80.6 million and positive \$3.1 million for the fourth quarter in 2008. For the year 2009, EBITDA and adjusted EBITDA were \$41.9 and \$43.1 million, respectively, compared to negative \$28.2 million and positive \$55.5 million for the same period in 2008. A reconciliation of these non-GAAP financial measures to the most directly comparable GAAP measures is set forth below.

### EBITDA and Adjusted EBITDA Reconciliation to Net Loss

(in millions of US dollars)

(Unaudited)

| For the periods ended December 31,   | Three months |        | Twelve months |        | 2007  |
|--|--------------|--------|---------------|--------|-------|
|  | 2009         | 2008   | 2009          | 2008   |       |
|  | \$           | \$     | \$            | \$     | \$    |
| Net loss As reported   | (8.5)        | (99.8) | (14.4)        | (92.8) | (8.4) |
| Add Back:  |              |        |               |        |       |
| Financial expenses, net of amortization  | 2.8          | 5.6    | 14.6          | 18.7   | 23.9  |
| Refinancing expense, net of amortization   |              |        |               | 2.9    |       |
| Income taxes   | 2.7          | 4.4    | 4.0           | 3.4    | 12.3  |
| Depreciation and amortization  | 9.7          | 9.2    | 37.7          | 39.6   | 38.9  |
| EBITDA   | 6.7          | (80.6) | 41.9          | (28.2) | 66.7  |
| Impairment of property, plant and equipment  | 0.1          | 0.4    | 0.1           | 0.4    |       |
| Gross profit margin compression  |              | 16.6   |               | 16.6   |       |
| Manufacturing facility closures, restructuring, strategic alternatives and other charges | 1.1          |        | 1.1           |        | 8.1   |
| Impairment of goodwill   |              | 66.7   |               | 66.7   |       |
| Adjusted EBITDA  | 7.9          | 3.1    | 43.1          | 55.5   | 74.8  |

The Company generated cash flows from operating activities in the fourth quarter of 2009 of \$24.5 million compared to \$12.2 million in the fourth quarter of 2008. The continued focus on effective cash management resulted in positive working capital changes of \$21.0 million during the fourth quarter of 2009 consisting of \$8.1 million from trade accounts receivable, \$4.0 million from inventories and \$8.1 million from accounts payable and accrued liabilities. For the year 2009, the Company generated cash flows from operating activities of \$34.9 million compared to \$20.8 million in 2008.

During the fourth quarter of 2009, the Company repurchased Senior Subordinated Notes having a notational amount of \$6.3 million. Total debt for 2009 decreased by \$34.4 million to \$217.0 million from \$251.4 million at the end of

2008. As of December 31, 2009, although it was not in effect, the Company

was in compliance with the financial covenant of its asset based loan (ABL), a fixed charge coverage ratio of 1.0 to 1.0. As of December 31, 2009 the fixed charge coverage ratio was 1.38. This covenant becomes effective only when unused availability drops below \$25.0 million. As of December 31, 2009, cash and unused availability under the ABL was \$45.1 million. During the first quarter of 2010, the Company has maintained availability under the ABL in excess of \$25.0 million and expects to remain above that level throughout the year.

## Segmented Information

### Tapes & Films Division

Sales for the T&F Division for the fourth quarter were \$135.3 million, representing a 10.3% increase compared to \$122.6 million for the fourth quarter of 2008. Sales volume increased approximately 23% compared to the fourth quarter of 2008. Sales volumes were strong across all product lines. Selling prices were approximately 7% lower than in the fourth quarter of 2008, primarily due to lower market prices for resin-based materials. Sales for the T&F Division for full-year 2009 totaled \$512.8 million compared to \$592.2 million for 2008, a 13.4% decrease. Sales volume for the year declined approximately 5% compared to 2008. The remainder of the decline was largely attributable to selling prices which were approximately 6% lower due to a decline in the market prices for resin-based raw materials.

Fourth quarter gross profits for the T&F Division totaled \$18.8 million compared to negative \$2.8 million for the fourth quarter of 2008. Gross margins increased to 13.9% from negative 2.3% a year ago reflecting the improved sales volume and cost reduction initiatives which were partially offset by price increases of raw materials. T&F Division gross profits and gross margins for the year 2009 were \$76.5 million and 14.9%, respectively, and \$67.4 million and 11.4%, respectively in 2008.

T&F Division's EBITDA for the fourth quarter of 2009 was \$9.4 million compared to negative \$9.0 million for the comparable period a year ago. For the year 2009 and 2008, the T&F Division's EBITDA was \$45.8 million and \$38.1 million, respectively.

### Tapes and Films Division EBITDA Reconciliation to Net Earnings

(in millions of US dollars)

(unaudited)

|                                    | <u>Three months</u> |      | <u>Twelve months</u> |      |      |
|------------------------------------|---------------------|------|----------------------|------|------|
| For the periods ended December 31, | 2009                | 2008 | 2009                 | 2008 | 2007 |

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|  | \$  | \$     | \$   | \$   | \$   |
|--|-----|--------|------|------|------|
| Divisional earnings (loss) before impairment of goodwill and income taxes (recovery) | 1.8 | (16.5) | 16.0 | 8.7  | 39.2 |
| Depreciation and amortization  | 7.6 | 7.5    | 29.8 | 29.4 | 30.1 |
| EBITDA   | 9.4 | (9.0)  | 45.8 | 38.1 | 69.3 |
| Add back:  |     |        |      |      |      |
| Gross profit margin compression  |     | 13.9   |      | 13.9 |      |
| Adjusted EBITDA  | 9.4 | 4.9    | 45.8 | 52.0 | 69.3 |

**Engineered Coated Products Division**

Sales for the ECP Division for the fourth quarter of 2009 were \$25.5 million, representing a 16.3% decrease compared to \$30.5 million for the fourth quarter a year ago. Sales volume and selling prices decreased approximately 13% and 6%, respectively when compared to the fourth quarter of



2008. Lower market prices for resin-based materials combined with pricing pressure continued to impact selling prices during the quarter. For the year 2009, sales for the ECP Division totaled \$102.6 million compared to \$144.9 million for 2008, a 29.2% decrease. Sales volume for 2009 declined approximately 16% compared to 2008. The remainder of the decline was largely attributable to selling prices, which were approximately 7% lower due to lower market prices for resin-based materials. The launch of new products in the building and construction market, waste containment, and flexible packaging markets has helped to mitigate sales declines in existing products. The ECP Division had no or very limited prior presence in the waste containment and flexible packaging markets.

Gross profits for the ECP Division for the fourth quarter totaled \$1.4 million, representing a gross margin of 5.5%, compared to negative \$2.7 million and a gross margin of negative 8.7% for the fourth quarter of 2008 which was impacted by a write-down of inventory to net realizable value. ECP Division gross profits and gross margins for 2009 and 2008 were \$6.4 million (6.3%) and \$10.9 million (7.5%), respectively. Gross profit and gross margin were negatively impacted in 2009 by both lower prices and lower sales volume, as stated above.

The ECP Division's EBITDA for the fourth quarter was negative \$0.8 million compared to negative \$3.9 million for 2008. For the year 2009 and 2008, the ECP Division's EBITDA was \$0.5 million and \$3.6 million, respectively.

### **ECP Division EBITDA Reconciliation to Net Earnings**

(in millions of US dollars)

(unaudited)

| For the periods ended December 31,   | <u>Three months</u> |             | <u>Twelve months</u> |             | <b>2007</b> |
|--|---------------------|-------------|----------------------|-------------|-------------|
|  | <b>2009</b>         | <b>2008</b> | <b>2009</b>          | <b>2008</b> |             |
|  | \$                  | \$          | \$                   | \$          | \$          |
| Divisional earnings (loss) before impairment of goodwill and income taxes (recovery) | (2.8)               | (5.9)       | (6.1)                | (2.8)       | 4.2         |
| Depreciation and amortization  | 2.0                 | 2.0         | 6.6                  | 6.4         | 5.5         |
| EBITDA   | (0.8)               | (3.9)       | 0.5                  | 3.6         | 9.7         |
| Add back:  |                     |             |                      |             |             |
| Impairment of property, plant, and equipment and intangible assets                   |                     |             | 0.1                  |             |             |
| Gross profit margin compression  |                     | 2.7         |                      | 2.7         |             |
| Adjusted EBITDA  | (0.8)               | (1.2)       | 0.6                  | 6.3         | 9.7         |

### **Outlook**

As our operations show steady improvement, Intertape's two principal goals in 2010 are to continue to grow sales and reduce debt through stringent cash management, said Intertape's Executive Director, Melbourne F. Yull. Sales growth through the second half of 2009 was partially due to restocking by customers. Increased sales of our new products and new market penetrations also contributed to the sales increase and we anticipate both factors will continue into 2010. While the extent of any improvement in the economy remains unclear, we nonetheless anticipate sequential growth from the fourth quarter of 2009 to the first quarter of 2010 in sales and EBITDA. We are confident that the ECP Division will benefit going forward from its new product launches in the building and construction sectors, as well as more normalized operations in Brantford.

The Company plans to continue to reduce costs throughout 2010 by approximately \$12.5 million as a part of its ongoing productivity improvement programs, although not all such improvements are expected to contribute to an increase in earnings. Some of these savings will be offset by increased manufacturing costs and by pricing pressure in the marketplace. Gross margins will continue to be affected by expected additional resin-based raw material cost increases, thereby making improvement to our bottom line a function of pricing power. Current industry pressures preclude any immediate product selling price increases.

The most significant improvement the Company has seen in the first quarter of 2010 compared to the fourth quarter of 2009, is increased sales and improved product mix. Additionally, the fourth quarter of 2009 included \$3.4 million of costs that should not reoccur in the first quarter of 2010, concluded Mr. Yull.

### **Non-GAAP information**

This release contains non-GAAP financial measures, EBITDA and adjusted EBITDA. The Company believes the inclusion of such non-GAAP financial measures improves the transparency of the Company's disclosure, and is used by management and the Company's investors in evaluating the Company's performance. The Company has provided a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures.

A reconciliation of the Company's EBITDA and adjusted EBITDA, both non-GAAP financial measures, to GAAP net earnings (loss) is set out in the EBITDA reconciliation table above. EBITDA should not be construed as earnings (loss) before income taxes, net earnings (loss) or cash flows from operating activities as determined by GAAP. The Company defines EBITDA as net earnings (loss) before (i) income taxes (recovery); (ii) financial expenses, net of amortization; (iii) refinancing expense, net of amortization; (iv) amortization of other intangibles and capitalized software costs; and (v) depreciation. The Company defines adjusted EBITDA as EBITDA before manufacturing facility closures, restructuring, strategic alternatives and other charges, impairment of property, plant and equipment, impairment of goodwill and unprecedented gross profit margin compression. Other companies in the Company's industry may calculate EBITDA and adjusted EBITDA differently than the Company does. EBITDA and adjusted EBITDA are not measurements of financial performance under GAAP and should not be considered as alternatives to cash flows from operating activities or as alternatives to net earnings (loss) as indicators of the Company's operating performance or any other measures of performance derived in accordance with GAAP.

### **Effect of Correction of Prior Period Errors**

In the process of preparing the consolidated financial statements for the year ended December 31, 2009, errors totaling \$1.4 million were identified in prior period financial statements related to the accounting for trade receivables, medical claims liability, various accruals and employee benefit liabilities, valuation of parts and supplies and accounting for plant maintenance. The Company concluded that these items were immaterial and did not warrant the restatement of prior periods because they did not materially change the total mix of information for the affected periods or materially affect financial trends, individually or in the aggregate.

**Charges in the Fourth Quarter of 2009 That Were Higher Than Normal**

Results for the fourth quarter of 2009 included \$3.4 million of costs which were higher than normal. These costs included \$1.4 million related to the correction of accounting errors discussed above, \$1.1 million related to the closure of the Hawkesbury, Ontario operations, and other costs which were approximately \$0.9 million higher than normal, including outside service fees, litigation, severance, and loss on the disposal of other assets. Approximately \$0.3 million of additional costs related to the Hawkesbury closure are expected to be recognized in the first quarter of 2010; however, there are various other costs that are expected to decrease by approximately the same amount.

### **Conference Call**

A conference call to discuss Intertape's 2009 fourth quarter and full-year results will be held this Monday morning at 10 A.M. Eastern Time. Participants may dial 1-800-230-1766 (U.S. and Canada) and 1-612-332-0226 (International).

You may access a replay of the call by dialing 1-800-475-6701 (U.S. and Canada), or 1-320- 365-3844 (International), and entering the Access Code 150673. The recording will be available March 29, 2010 at 12:00 P.M. until Thursday, April 29, 2010 at 11:59 P.M., Eastern Time.

### **About Intertape Polymer Group**

Intertape Polymer Group is a recognized leader in the development and manufacture of specialized polyolefin plastic and paper based packaging products and complementary packaging systems for industrial and retail use. Headquartered in Montreal, Quebec and Sarasota/Bradenton, Florida, the Company employs approximately 1,969 employees with operations in 16 locations, including 13 manufacturing facilities in North America and one in Europe.

### **Safe Harbor Statement**

Certain statements and information included in this press release constitute forward-looking information within the meaning of applicable Canadian securities legislation and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may relate to the Company's future outlook and anticipated events, the Company's business, its operations, financial condition or results. Particularly, statements about the Company's objectives and strategies to achieve those objectives are forward-looking statements and are identified by terms such as believe, expect, intend, anticipate, and similar expressions. While these statements are based on certain factors and assumptions, which management considers to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied in such forward-looking statements. The risks include, but are not limited to, exchange rate risk, general business, economic and political conditions, fluctuations in the amount of available funds under the Company's ABL; ability to meet debt service obligations; cost and availability of raw materials; timing and market acceptance of new products; competition; international operations; compliance with environmental regulations; protection of intellectual property; and the reactions of the marketplace to the foregoing. A discussion of risk factors is also contained in the Company's filings with the Canadian securities regulators and the U.S. Securities and Exchange Commission (SEC). Except as required by applicable law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This press release contains certain non-GAAP financial measures as defined under SEC rules. The Company believes such non-GAAP financial measures improve the transparency of the Company's disclosures, and improves the period-to-period comparability of the Company's results from its core business operations. As required by SEC rules, the Company has provided a reconciliation of the measures to the most directly comparable GAAP measures.

FOR FURTHER INFORMATION PLEASE CONTACT:

MaisonBrison

Rick Leckner

514-731-0000

Intertape Polymer Group Inc.

**Consolidated Earnings**

Years ended December 31, 2009, 2008 and 2007  
(in thousands of US dollars, except per share amounts)

|  | 2009            | 2008     | 2007    |
|--|-----------------|----------|---------|
|  | \$              | \$       | \$      |
| <b>Sales</b>   | <b>615,462</b>  | 737,155  | 767,272 |
| Cost of sales  | <b>532,543</b>  | 658,900  | 650,931 |
| <b>Gross profit</b>  | <b>82,919</b>   | 78,255   | 116,341 |
| Selling, general and administrative expenses   | <b>69,820</b>   | 68,189   | 71,169  |
| Stock-based compensation expense (Note 15)   | <b>1,037</b>    | 1,268    | 1,780   |
| Research and development expenses  | <b>5,605</b>    | 5,610    | 4,135   |
| Financial expenses   |                 |          |         |
| Interest   | <b>15,888</b>   | 18,365   | 27,425  |
| Other  | <b>(148)</b>    | 1,425    | (206)   |
| Refinancing (Note 13)  |                 | 6,031    |         |
| Manufacturing facility closures, restructuring, strategic alternatives, and other charges (Note 4) | <b>1,091</b>    |          | 8,114   |
|  | <b>93,293</b>   | 100,888  | 112,417 |
| Earnings (loss) before impairment of goodwill and income taxes                                     |                 |          |         |
|  | <b>(10,374)</b> | (22,633) | 3,924   |
| Impairment of goodwill (Note 12)   |                 | 66,726   |         |
| Earnings (loss) before income taxes  | <b>(10,374)</b> | (89,359) | 3,924   |
| Income taxes (recovery) (Note 5)   |                 |          |         |
| Current  | <b>731</b>      | (566)    | 878     |
| Future   | <b>3,284</b>    | 4,006    | 11,439  |
|  | <b>4,015</b>    | 3,440    | 12,317  |
| <b>Net loss</b>  | <b>(14,389)</b> | (92,799) | (8,393) |
| Loss per share (Note 6)  |                 |          |         |
| Basic  | <b>(0.24)</b>   | (1.57)   | (0.19)  |
| Diluted  | <b>(0.24)</b>   | (1.57)   | (0.19)  |





**Intertape Polymer Group Inc.****Consolidated Comprehensive Income (Loss)**

Years ended December 31, 2009, 2008 and 2007  
(in thousands of US dollars)

|   | <b>2009</b>     | 2008      | 2007    |
|---|-----------------|-----------|---------|
|   | \$              | \$        | \$      |
| Net loss  | <b>(14,389)</b> | (92,799)  | (8,393) |
| Other comprehensive income (loss)   |                 |           |         |
| Changes in fair value of interest rate swap agreements, designated as cash flow hedges (net of future income taxes of nil; \$1,733 in 2008; 964 in 2007)  | <b>(1,747)</b>  | (2,950)   | (1,641) |
| Settlement of interest rate swap agreements, recorded in the consolidated earnings (net of income taxes of nil; \$1,080 in 2008)  | <b>1,812</b>    | 1,840     |         |
| Changes in fair value of investment in publicly traded securities designated as available-for-sale  | <b>1,044</b>    |           |         |
| Gain on sale of investment in publicly traded securities recorded in the consolidated earnings  | <b>(1,044)</b>  |           |         |
| Changes in fair value of forward foreign exchange rate contracts, designated as cash flow hedges (net of future income taxes of nil; \$151 in 2008)   | <b>3,640</b>    | (257)     |         |
| Settlement of forward foreign exchange rate contracts, recorded in the consolidated earnings (net of income taxes of nil)   | <b>(1,489)</b>  |           |         |
| Gain on forward foreign exchange rate contracts recorded in the consolidated earnings pursuant to recognition of the hedged item in cost of sales upon discontinuance of the related hedging relationships (net of income taxes of nil) | <b>(1,103)</b>  |           |         |
| Reduction in net investment in a foreign subsidiary (Note 3)  | <b>(125)</b>    | (899)     |         |
| Changes in accumulated currency translation adjustments   | <b>16,868</b>   | (32,644)  | 31,824  |
| Other comprehensive income (loss)   | <b>17,856</b>   | (34,910)  | 30,183  |
| <b>Comprehensive income (loss) for the year</b>   | <b>3,467</b>    | (127,709) | 21,790  |



**Intertape Polymer Group Inc.****Consolidated Shareholders Equity**

Years ended December 31, 2009, 2008 and 2007

(in thousands of US dollars, except for number of common shares)

|  | Common shares |              |                              |               | Accumulated<br>other<br>comprehensive<br>income | Total<br>shareholders<br>equity |
|--|---------------|--------------|------------------------------|---------------|---|---------------------------------|
|  | Number        | Amount<br>\$ | Contributed<br>surplus<br>\$ | Deficit<br>\$ |   |                                 |
| Balance as at<br>December 31, 2006   | 40,986,940    | 287,323      | 9,786                        | (59,532)      | 36,141  | 273,718                         |
| Cumulative impact of<br>accounting changes<br>relating to financial<br>instruments and hedges    |               |              |                              | 443           | 1,138   | 1,581                           |
| Balance as at December<br>31, 2006, as restated  | 40,986,940    | 287,323      | 9,786                        | (59,089)      | 37,279  | 275,299                         |
| Shares issued pursuant to<br>shareholders rights<br>offering (Note 15)                           | 17,969,408    | 60,851       |                              |               |   | 60,851                          |
| Stock-based compensation<br>expense  |               |              | 1,780                        |               |   | 1,780                           |
| Accelerated vesting of<br>stock options  |               |              | 290                          |               |   | 290                             |
| Net loss   |               |              |                              | (8,393)       |   | (8,393)                         |
| Changes in fair value of<br>interest rate swap<br>agreements, designated as<br>cash flows hedges |               |              |                              |               | (1,641)   | (1,641)                         |
| Changes in accumulated<br>currency translation<br>adjustments                                    |               |              |                              |               | 31,824  | 31,824                          |
| Balance as at<br>December 31, 2007   | 58,956,348    | 348,174      | 11,856                       | (67,482)      | 67,462  | 360,010                         |
| Cumulative impact of<br>accounting changes<br>relating to inventories                            |               |              |                              | (252)         |   | (252)                           |

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|  |            |         |        |           |          |          |
|--|------------|---------|--------|-----------|----------|----------|
| Balance as at December 31, 2007, as restated   | 58,956,348 | 348,174 | 11,856 | (67,734)  | 67,462   | 359,758  |
| Stock-based compensation expense   |            |         | 1,268  |           |          | 1,268    |
| Net loss   |            |         |        | (92,799)  |          | (92,799) |
| Changes in fair value of interest rate swap agreements, designated as cash flow hedges           |            |         |        |           | (2,950)  | (2,950)  |
| Settlement of interest rate swap agreements, recorded in the consolidated earnings               |            |         |        |           | 1,840    | 1,840    |
| Changes in fair value of forward foreign exchange rate contracts, designated as cash flow hedges |            |         |        |           | (257)    | (257)    |
| Reduction in net investment in a foreign subsidiary  |            |         |        |           | (899)    | (899)    |
| Changes in accumulated currency translation adjustments  |            |         |        |           | (32,644) | (32,644) |
| Balance as at December 31, 2008  | 58,956,348 | 348,174 | 13,124 | (160,533) | 32,552   | 233,317  |

**Intertape Polymer Group Inc.****Consolidated Shareholders Equity**

Years ended December 31, 2009, 2008 and 2007

(in thousands of US dollars, except for number of common shares)

|   | Common shares |              | Contributed<br>surplus | Deficit   | Accumulated<br>other<br>comprehensive<br>income | Total<br>shareholders<br>equity |
|---|---------------|--------------|------------------------|-----------|---|---------------------------------|
|   | Number        | Amount<br>\$ |                        |           |   |                                 |
| Balance as at December 31,<br>2008 (balance carried<br>forward)   | 58,956,348    | 348,174      | 13,124                 | (160,533) | 32,552  | 233,317                         |
| Repurchase of common<br>shares (Note 15)  | (5,298)       | (31)         |                        | 13        |   | (18)                            |
| Stock-based compensation<br>expense   |               |              | 1,037                  |           |   | 1,037                           |
| Net loss  |               |              |                        | (14,389)  |   | (14,389)                        |
| Changes in fair value of<br>interest rate swap<br>agreements, designated as<br>cash flow hedges             |               |              |                        |           | (1,747)   | (1,747)                         |
| Settlement of interest rate<br>swap agreements  |               |              |                        |           | 1,812   | 1,812                           |
| Changes in fair value of<br>investment in publicly<br>traded securities designated<br>as available-for-sale |               |              |                        |           | 1,044   | 1,044                           |
| Gain on sale of investment<br>in publicly traded securities<br>recorded in the<br>consolidated earnings     |               |              |                        |           | (1,044)   | (1,044)                         |
| Changes in fair value of<br>forward foreign exchange<br>rate contracts, designated<br>as cash flow hedges   |               |              |                        |           | 3,640<br>(1,489)                                | 3,640<br>(1,489)                |

|   |                   |                |               |                  |               |                |
|---|-------------------|----------------|---------------|------------------|---------------|----------------|
| Settlement of forward foreign exchange rate contracts, recorded in the consolidated earnings  |                   |                |               |                  |               |                |
| Gain on forward foreign exchange rate contracts recorded in the consolidated earnings pursuant to recognition of the hedged item in cost of sales |                   |                |               |                  | (1,103)       | (1,103)        |
| Reduction in a net investment in a foreign subsidiary   |                   |                |               |                  | (125)         | (125)          |
| Changes in accumulated currency translation adjustments   |                   |                |               |                  | 16,868        | 16,868         |
| <b>Balance as at December 31, 2009</b>  | <b>58,951,050</b> | <b>348,143</b> | <b>14,161</b> | <b>(174,909)</b> | <b>50,408</b> | <b>237,803</b> |

**Intertape Polymer Group Inc.****Consolidated Cash Flows**

Years ended December 31, 2009, 2008 and 2007  
(in thousands of US dollars)

|  | <b>2009</b>     | 2008     | 2007    |
|--|-----------------|----------|---------|
|  | \$              | \$       | \$      |
| <b><i>OPERATING ACTIVITIES</i></b>   |                 |          |         |
| Net loss   | <b>(14,389)</b> | (92,799) | (8,393) |
| Non-cash items   |                 |          |         |
| Depreciation and amortization  | <b>37,486</b>   | 36,538   | 38,902  |
| Accretion expense asset retirement obligation  | <b>40</b>       |          |         |
| Impairment of goodwill   |                 | 66,726   |         |
| Loss on disposal of property, plant and equipment  | <b>501</b>      | 532      | 460     |
| Property, plant and equipment impairment and other charges in connection with manufacturing facility closures, restructuring, strategic alternatives and other charges | <b>1,091</b>    |          | 1,373   |
| Write-off of debt issue expenses in connection with debt refinancing   |                 | 3,111    |         |
| Write-down of inventories  | <b>1,105</b>    | 7,703    |         |
| Reversal of a portion of a write-down of inventories   | <b>(2,082)</b>  |          |         |
| Impairment of property, plant and equipment  | <b>94</b>       | 424      |         |
| Write-down on classification as asset held-for-sale  | <b>123</b>      |          |         |
| Impairment of intangible assets  | <b>32</b>       |          |         |
| Future income taxes  | <b>3,284</b>    | 4,006    | 11,439  |
| Stock-based compensation expense   | <b>1,037</b>    | 1,268    | 1,780   |
| Pension and post-retirement benefits funding in excess of amounts expensed   | <b>1,308</b>    | (1,479)  | (2,356) |
| Gain on forward foreign exchange rate contracts  | <b>(650)</b>    |          |         |
| Changes in fair value of forward foreign exchange rate contracts upon discontinuance of the related hedging relationships  | <b>3</b>        |          |         |
| Unrealized foreign exchange loss   | <b>(76)</b>     |          |         |
| Gain on sale of publicly traded securities   | <b>(1,044)</b>  |          |         |
| Gain on repurchase of Senior Subordinated Notes  | <b>(818)</b>    |          |         |
| Foreign exchange gain resulting from the reduction in net investment in a foreign subsidiary   | <b>(125)</b>    | (899)    |         |
| Other  | <b>63</b>       |          |         |

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|  |                 |         |          |
|--|-----------------|---------|----------|
| Cash flows from operations before changes in working capital items | <b>26,983</b>   | 25,131  | 43,205   |
| Changes in working capital items                                   |                 |         |          |
| Trade receivables  | <b>3,177</b>    | 12,310  | 9,545    |
| Other receivables  | <b>1,231</b>    | (1,491) | (791)    |
| Inventories  | <b>16,272</b>   | (6,556) | (18,736) |
| Parts and supplies   | <b>(441)</b>    | (1,306) | (817)    |
| Prepaid expenses   | <b>(606)</b>    | 364     | 515      |
| Accounts payable and accrued liabilities                           | <b>(11,706)</b> | (7,664) | 4,835    |
|  | <b>7,927</b>    | (4,343) | (5,449)  |
| <b>Cash flows from operating activities</b>                        | <b>34,910</b>   | 20,788  | 37,756   |

***INVESTING ACTIVITIES***

|  |                 |          |          |
|--|-----------------|----------|----------|
| Property, plant and equipment                                    | <b>(13,141)</b> | (21,048) | (18,470) |
| Proceeds on the disposal of property, plant and equipment        | <b>18</b>       | 3,202    | 1,376    |
| Proceeds on disposal of investment in publicly traded securities | <b>1,044</b>    |          |          |
| Other assets   | <b>125</b>      | (795)    | (1,308)  |
| Intangible assets  | <b>(939)</b>    | (3,207)  |          |
| Goodwill   |                 |          | (300)    |
| <b>Cash flows from investing activities</b>                      | <b>(12,893)</b> | (21,848) | (18,702) |

***FINANCING ACTIVITIES***

|  |                 |           |          |
|--|-----------------|-----------|----------|
| Long-term debt   | <b>13,953</b>   | 160,119   | 73       |
| Repurchase of Senior Subordinated Notes and related expenses | <b>(5,317)</b>  |           |          |
| Debt issue expenses  |                 | (2,777)   | (2,269)  |
| Repayment of long-term debt                                  | <b>(42,928)</b> | (154,952) | (80,738) |
| Repurchase of common shares                                  | <b>(18)</b>     |           |          |
| Proceeds from shareholders' rights offering                  |                 |           | 62,753   |
| Shareholders' rights offering costs                          |                 |           | (1,902)  |
| <b>Cash flows from financing activities</b>                  | <b>(34,310)</b> | 2,390     | (22,083) |
| <b>Net increase (decrease) in cash</b>                       | <b>(12,293)</b> | 1,330     | (3,029)  |
| Effect of foreign currency translation adjustments           | <b>574</b>      | (1,469)   | 1,259    |
| Cash, beginning of year                                      | <b>15,390</b>   | 15,529    | 17,299   |
| Cash, end of year  | <b>3,671</b>    | 15,390    | 15,529   |

***SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION***

|                   |               |        |        |
|-------------------|---------------|--------|--------|
| Interest paid     | <b>15,754</b> | 20,264 | 25,513 |
| Income taxes paid | <b>548</b>    | 364    | 378    |



**Intertape Polymer Group Inc.****Consolidated Balance Sheets**

December 31, 2009 and 2008  
(in thousands of US dollars)

|  | <b>2009</b>    | 2008    |
|--|----------------|---------|
|  | \$             | \$      |
| <b>ASSETS</b>                                  |                |         |
| Current assets                                 |                |         |
| Cash   | <b>3,671</b>   | 15,390  |
| Trade receivables                              | <b>74,161</b>  | 75,467  |
| Other receivables (Note 7)                     | <b>3,052</b>   | 4,093   |
| Inventories (Note 8)                           | <b>79,001</b>  | 90,846  |
| Parts and supplies                             | <b>15,203</b>  | 14,119  |
| Prepaid expenses                               | <b>3,693</b>   | 3,037   |
| Derivative financial instruments (Note 21)     | <b>1,438</b>   |         |
| Asset held-for-sale                            | <b>149</b>     |         |
| Future income taxes (Note 5)                   | <b>11,860</b>  | 9,064   |
|  | <b>192,228</b> | 212,016 |
| Property, plant and equipment (Note 9)         | <b>274,470</b> | 289,763 |
| Other assets (Note 10)                         | <b>21,869</b>  | 22,364  |
| Intangible assets (Note 11)                    | <b>3,550</b>   | 3,956   |
| Future income taxes (Note 5)                   | <b>43,736</b>  | 47,067  |
|  | <b>535,853</b> | 575,166 |
| <b>LIABILITIES</b>                             |                |         |
| Current liabilities                            |                |         |
| Accounts payable and accrued liabilities       | <b>68,228</b>  | 78,249  |
| Installments on long-term debt (Note 13)       | <b>1,721</b>   | 623     |
|  | <b>69,949</b>  | 78,872  |
| Long-term debt (Note 13)                       | <b>215,281</b> | 250,802 |
| Pension and post-retirement benefits (Note 17) | <b>10,200</b>  | 9,206   |
| Derivative financial instruments (Note 21)     | <b>1,548</b>   | 2,969   |
| Other liabilities (Note 14)                    | <b>1,072</b>   |         |

|  |                  |           |
|--|------------------|-----------|
|  | <b>298,050</b>   | 341,849   |
| <b><i>SHAREHOLDERS EQUITY</i></b>                |                  |           |
| Capital stock (Note 15)                          | <b>348,143</b>   | 348,174   |
| Contributed surplus                              | <b>14,161</b>    | 13,124    |
| Deficit  | <b>(174,909)</b> | (160,533) |
| Accumulated other comprehensive income (Note 16) | <b>50,408</b>    | 32,552    |
|  | <b>(124,501)</b> | (127,981) |
|  | <b>237,803</b>   | 233,317   |
|  | <b>535,853</b>   | 575,166   |