ROPER INDUSTRIES INC /DE/
Form 424B5
November 29, 2004
Table of Contents

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Registration No. 333-119931

The information in this prospectus supplement and the accompanying prospectus is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where such offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated November 24, 2004

PROSPECTUS SUPPLEMENT

(To prospectus dated November 16, 2004)

4,100,000 Shares

Common Stock

Our common stock is listed on the New York Stock Exchange under the symbol ROP. On November 22, 2004, the last reported sale price for our common stock as reported on the New York Stock Exchange was $61.71 per share.

We will use the proceeds from this offering, together with stock options and borrowings under our amended and restated senior secured credit facility, which we refer to as our new senior secured credit facility, to pay for our acquisition of TransCore Holdings, Inc., or TransCore, repay our existing credit facility and pay related fees and expenses. The closing of this offering is conditioned upon the completion of our new senior secured credit facility and the TransCore acquisition. We expect this offering to close concurrently with our new senior secured credit facility and the TransCore acquisition. We refer you to Prospectus Supplement Summary Acquisition Financing and Related Transactions in this prospectus supplement.

Holders of shares purchased in this offering will initially be entitled to one vote per share. Holders of our common stock who have held their shares for at least four years without a change in beneficial ownership are entitled to five votes per share. If there is no change in beneficial ownership of the shares you purchase in this offering for at least four years, the shares will become entitled to five votes per share until a change in beneficial ownership occurs, at which time the shares will revert to one vote per share for a period of at least four years. See Description of Common Stock in the accompanying prospectus.

Investing in our common stock involves risks. See Risk Factors beginning on page S-18 of this prospectus supplement.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us	$	$

The underwriters may also purchase up to an additional 615,000 shares from us at the public offering price less the underwriting discount, within 30 days from the date of this prospectus supplement to cover any overallotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about December , 2004.

Sole Book-Running Manager

Merrill Lynch & Co.

JPMorgan **Wachovia Securities**

Robert W. Baird & Co.

Friedman Billings Ramsey

KeyBanc Capital Markets

The date of this prospectus supplement is , 2004.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
Prospectus Supplement Summary	S- 1
Risk Factors	S- 1 8
The Acquisition	S-26
Use of Proceeds	S-28
Capitalization	S-29
Price Range of Common Stock	S-30
Dividend Policy	S-30
Unaudited Pro Forma Consolidated Financial Information	S-31
Management s Discussion and Analysis of Financial Condition and Results of Operations	S-38

	Page
Roper	S-38
TransCore	S-52
Business	S-55
Management	S-69
Principal Stockholders	S-72
Shares Eligible for Future Sale	S-74
Material United States Federal Tax Consequences to Non-U.S. Holders	S-75
Underwriting	S-77
Legal Matters	S-79
Experts	S-79
Index to Financial Statements	F-1

Prospectus

	Page
About this Prospectus	i
Where You Can Find More Information	i
Roper Industries, Inc.	1
Special Note Regarding Forward-Looking Statements	3
Use of Proceeds	4
Ratio of Earnings to Fixed Charges	5

	Page
Description of Debt Securities	6
Description of Common Stock	14
Description of Stock Purchase Contracts and Equity Units	16
Plan of Distribution	17
Legal Matters	18
Experts	18

We have not authorized anyone to provide you with any information other than the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. This document may only be used where it is legal to offer and sell the

common stock.

This prospectus supplement is part of, and you should read it in conjunction with, the accompanying prospectus. Unless the context otherwise requires, references in this prospectus supplement to Roper, we, us and our and similar references refer to Roper Industries, Inc., a Delaware corporation, and its consolidated subsidiaries, including, after giving effect to the TransCore acquisition, TransCore. TransCore refers to TransCore Holdings, Inc., a Delaware corporation, and its consolidated subsidiaries.

This prospectus supplement and the accompanying prospectus contain some of our and TransCore s trademarks and service marks.

Market and industry data used throughout this prospectus supplement and the accompanying prospectus, including information relating to market share and trends, is based on our good faith estimates. These estimates were based on our review of internal surveys, independent industry publications and other publicly available information. Although we believe these sources are reliable, we have not independently verified this information.

Certain persons participating in this offering may engage in transactions that stabilize, maintain or otherwise affect the price of our common stock. Such transactions may include stabilization and the purchase of common stock to cover short positions. For a description of these activities, see Underwriting.

Table of Contents

Special Note Regarding Forward-Looking Statements

This prospectus supplement includes and incorporates by reference forward-looking statements within the meaning of the federal securities laws. All statements that are not historical facts are forward-looking statements. The words estimate, project, intend, expect, should, will, b anticipate and similar expressions identify forward-looking statements. In particular, this prospectus supplement contains forward-looking statements regarding the TransCore acquisition and its benefits to our business, and as described in the risk factor We may not be able to realize the anticipated benefits from the TransCore acquisition, and we may experience unforeseen liabilities in connection with the acquisition, we may not be able to realize these benefits to our business. Other forward-looking statements include statements regarding our expected financial position, business, financing plans, business strategy, business prospects, net sales, working capital, liquidity, capital needs, interest costs and income and potential acquisitions.

Forward-looking statements are estimates and projections reflecting our best judgment and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These statements are based on our management s beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. In particular, the forward-looking statements regarding the TransCore acquisition are subject to the risks described in Risk Factors. Important factors that could cause actual results to differ materially from our other estimates or projections contained in the forward-looking statements include:

- completion of the TransCore acquisition;
- if completed, our ability to integrate TransCore into our operations;
- our ability to finance the TransCore acquisition on satisfactory terms;
- any unforeseen liabilities associated with historical or future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- difficulty making acquisitions and successfully integrating acquired businesses;

increased product liability and insurance risks and costs;

increased directors and officers liability and other insurance costs;

increased warranty exposure;

future competition;

the cyclical nature of our markets;

changes in the supply of, or price for, parts and components;

environmental compliance costs and liabilities;

risks and costs associated with asbestos-related litigation;

Table of Contents

- potential write-offs of our intangible assets;
- our ability to successfully develop new products;
- failure to protect our technology;
- risk associated with TransCore s government contract work;
- trade tariffs that may be applied due to the U.S. government s delay in complying with certain WTO directives;
- terrorist attacks; and
- those factors listed in this prospectus supplement under Risk Factors, as well as those included in our SEC filings incorporated by reference in this prospectus supplement and the accompanying prospectus.

We believe our forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

The following summary highlights selected information in this prospectus supplement. The summary does not contain all of the information that may be important to you, and you should carefully read the entire prospectus supplement and accompanying prospectus before deciding whether to invest in our common stock. In August 2003, we changed our fiscal year-end from October 31 to December 31 to more closely align our reporting periods with those of our customers. In this prospectus supplement and the accompanying prospectus, references to our fiscal years mean a year ended October 31 for 1992 through 2002, and December 31 for 2003 and thereafter, and references to one of TransCore s years mean a year ended on January 31 following the year referenced. In this prospectus supplement, any pro forma information for Roper and TransCore relates to information for Roper for the year ended December 31, 2003 and for and as of the nine months ended September 30, 2004 and for TransCore for the year ended January 31, 2004 and for and as of the nine months ended October 31, 2004. For the year ended December 31, 2003, pro forma information for Roper also includes adjustments to reflect our acquisition of Neptune Technology Group Holdings, Inc., or NTGH, and related transactions, which occurred on December 29, 2003. In this prospectus supplement, we use the term adjusted EBITDA, which is a financial measure not calculated in accordance with generally accepted accounting principles, or GAAP. We include a reconciliation of this measure to the most directly comparable GAAP measure in Summary Consolidated Financial Data Roper, and Summary Consolidated Financial Data TransCore. Unless otherwise noted herein, the information in this prospectus supplement assumes no exercise of the underwriters overallotment options in this offering.

Roper Industries

We are a diversified industrial company that designs, manufactures and distributes energy systems and controls, scientific and industrial imaging products and related software, industrial technology products and instrumentation products and services. We market these products and services to selected segments of a broad range of markets including water and wastewater, oil and gas, research, power generation, medical, semiconductor, refrigeration, automotive and general industry.

We pursue consistent and sustainable growth in sales and earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added, engineered products and solutions and are capable of achieving growth and improving or maintaining high margins. We compete in many niche markets and believe that we are the market leader or a competitive alternative to the market leader in the majority of these markets.

We believe that our financial results reflect the high value we provide to our customers, our continuous improvement initiatives, our end market and geographic diversification and our ability to acquire and integrate businesses successfully. From fiscal 1992, the year of our initial public offering, through fiscal 2003, our net sales have grown at a compound annual growth rate of 23% and earnings from continuing operations have grown at a compound annual growth rate of 24%. In fiscal 2003, we generated net sales of $657 million, adjusted EBITDA of $124 million, or 19% of net sales, earnings from continuing operations before change in accounting principle of $48 million and net earnings of $45 million. During the nine months ended September 30, 2004, we generated net sales of $693 million, an increase of 42% over the prior year period, adjusted EBITDA of $149 million, or 21% of net sales, and an increase of 64%, cash flows from operating activities of $102 million, 76% higher than the prior year period, and net earnings of $69 million, 59% greater than the comparable prior year period. Our results of operations for the nine months ended September 30, 2004 benefited from our acquisition of Neptune Technology Group Holdings, Inc., or NTGH, made on December 29, 2003.

As described below, on October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore Holdings, Inc., or TransCore. TransCore is a leading provider of

Table of Contents

radio frequency identification (RFID) and satellite-based communication technologies and related services that are used by customers to automate and enhance business processes, increase productivity and improve security, largely for transportation-related applications in North America. Pro forma for the acquisition, we would have had net sales of $963 million and adjusted EBITDA of $203 million for the first three quarters of 2004.

Our Business Segments

Our operations are organized into four market-focused segments: Instrumentation, Industrial Technology, Energy Systems and Controls and Scientific and Industrial Imaging.

Instrumentation. Our Instrumentation segment provides sophisticated products and solutions that prepare material samples for analysis, test fluid products for physical and elemental properties, detect leaks in consumer and industrial products, perform spectrographic analyses and dispense fluids with extremely high precision. This segment focuses primarily on the test, inspection and measurement applications in oil and gas, research and industrial markets. Our primary business units in this segment are Acton Research/Integrated Designs, Logitech, PAC/Antek Instruments, Struers and Uson.

Industrial Technology. Our Industrial Technology segment provides products and solutions for improving our customers productivity. Industrial Technology offerings include centrifugal, gear, progressing cavity and diaphragm pumps; refrigeration controls and systems; rotating machinery and process controls; precision metering, measurement and valves for specialty applications; and water meter and automatic meter reading products and systems. This segment provides products and solutions largely for diverse industrial, energy, commercial refrigeration and water and wastewater markets. Our primary business units in this segment are Abel Pump, AMOT Controls, Cornell Pump, Flow Technology, Fluid Metering, Hansen Technologies, Neptune Technology and Roper Pump.

Energy Systems and Controls. Our Energy Systems and Controls segment provides control, monitoring and inspection systems and services, which improve the quality, safety and efficiency of customer equipment and processes, primarily in the energy markets. We offer our customers technologies for vibration measurement and monitoring of rotating and reciprocating machinery, control systems for turbomachinery and non-destructive testing solutions used primarily in power plant inspection and maintenance applications. Our primary business units in this segment are Compressor Controls, Metrix Instruments and Zetec.

Scientific and Industrial Imaging. Our Scientific and Industrial Imaging segment provides solutions that enable research in life and physical sciences and collect and analyze data for a variety of medical, industrial, safety, utility and other applications. Our products include high-performance digital imaging cameras, spectrographic systems, electron microscope accessories, high-speed digital video equipment and image processing software as well as rugged handheld computers. Our primary business units in this segment are DAP, Gatan, Media Cybernetics, QImaging, Photometrics, Princeton Instruments and Redlake.

Our Strengths

Strategic

Leadership in Niche Markets. We have developed and maintain a leading position in many of our markets. We believe our market positions are attributable to the technical sophistication of our products, the applications expertise used to create and implement our advanced products and systems and our service capabilities.

Diversified End Markets and Geographic Reach. Over the past decade, we have strategically expanded the number of end markets we serve to increase revenue and business stability and expand our opportunities for growth. During that same period, we grew our global presence to the degree that sales to customers outside the

Table of Contents

U.S. accounted for $378 million in fiscal 2003, up from $23 million in fiscal 1992. During fiscal 2003 we sold our products to customers in more than 130 different countries.

Disciplined Acquisition Process. Acquisitions are an important part of our growth strategy. We follow a disciplined acquisition process to complement our existing businesses and to migrate into higher growth areas. From fiscal 1992 through fiscal 2003, we completed 35 acquisitions for an aggregate investment of over $1.2 billion.

Experienced Management Team. Our company combines disciplined corporate leadership with entrepreneurial business unit management to create stockholder value. We support the growth of our business units by providing strategic direction, assisting in the development of strategic initiatives, encouraging best practices among our business unit management teams, developing our managers skills through focused forums, setting appropriate compensation policies and incentives and providing financial support.

Financial

Significant and Consistent Growth. Over a decade of disciplined execution of our operating and acquisition strategies has led to sustained growth in our net sales, net earnings and cash flow. From fiscal 1992 through fiscal 2003, our net sales and earnings from continuing operations before change in accounting principle per share have grown at compound annual growth rates of 23% and 24%, respectively. As a result of our strong operations management and emphasis on working capital improvement, our free cash flow (cash flows from operating activities minus capital expenditures) has exceeded net earnings every year since 1998. We consistently reinvest in research and development to maintain technological leadership in our markets. In the first nine months of fiscal 2004, net sales excluding acquisitions have grown approximately 6%.

Strong and Sustainable Margins. We have been able to obtain favorable pricing and attractive gross margins throughout the business cycle due to the high level of engineered content of our customer offerings and our market leadership positions. In each fiscal year since 1993, we have achieved gross margins of 50% or higher and our margins are well above those of most comparable industrial companies.

Attractive Cash Flow Characteristics. Our favorable margins and selective use of capital have allowed us to produce strong cash flows. All of our business units are actively focused on reducing capital intensity and improving contributions from working capital. From fiscal 1992 through fiscal 2003, we grew adjusted EBITDA by a compound annual growth rate of 22%. In the first nine months of fiscal 2004, we achieved adjusted EBITDA margins of 21% and generated $102 million of cash flows from operating activities.

Our Business Strategy

We create stockholder value through the disciplined execution of our strategy:

Engineered Content for Diverse Niche Markets. Our operating units grow their businesses through new product development and development of new applications for existing products to satisfy customer needs. In addition, our operating units continue to grow our customer base by expanding our distribution.

Strong Operations Management. We continuously seek to improve our operations to increase our margins and cash flow. Our business units employ initiatives such as process reengineering, lean manufacturing techniques and global sourcing to increase productivity and reduce costs. In the first nine months of fiscal 2004, we improved adjusted EBITDA margins by 350 basis points as compared with the comparable prior year period. During 2004, we reduced our net working capital as a percentage of net sales from 21% in the first quarter to 19% in the third quarter.

Table of Contents

Strategic Reinvestment of Cash Flow. We invest our strong cash flow in the development of new technologies and products, distribution channel management and operational improvements to drive organic growth and market expansion. We have increased our research and development spending by a compound annual growth rate of 36% since 1992, to $33 million in fiscal 2003, which represented 5% of our fiscal 2003 net sales. We also strategically invest our cash flow in a disciplined manner in acquisitions meeting our stated criteria:

- engineered, high value-added products and solutions;
- favorable financial results and returns;
- high gross margins;
- opportunities for enhanced growth and financial results; and
- new strategic solutions and products.

The TransCore Holdings, Inc. Acquisition

On October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore Holdings, Inc., or TransCore. The aggregate purchase price is $600 million, approximately $10 million of which is payable by issuance of options to purchase shares of our common stock in exchange for certain TransCore options held by five TransCore executives, and approximately $590 million of which is payable in cash. The aggregate purchase price is subject to certain adjustments as set forth in the merger agreement including a net working capital adjustment. Consummation of the acquisition is subject to customary closing conditions. Following the acquisition, we intend to operate TransCore as a new business segment.

TransCore

TransCore is a leading provider of radio frequency identification (RFID) and satellite-based communication technologies and related services that are used by customers to automate and enhance business processes, increase asset productivity and improve security, largely for transportation-related applications in North America. TransCore s net sales are derived predominately from proprietary RFID tags and readers, satellite-based communication hardware and accessories, software and services, which it provides primarily to tolling, traffic and transportation government agencies, trucking companies and freight brokers. TransCore combines its proprietary products, applications expertise and software to create complete solutions for customers in the following areas:

- *Comprehensive toll and traffic systems and processing*. TransCore designs, installs, integrates, maintains and operates systems for roadway toll collection and enforcement, data collection and traffic monitoring and control. We estimate that TransCore s customers in this market, which are primarily government entities, collect approximately 70% of U.S. toll revenue and process approximately 14 million toll transactions daily using systems TransCore designed or installed. TransCore services these customers in 24 of the 25 states that we believe have major toll roads.

Security and access control. TransCore has sold over 2 million of its tags, which are combined with its readers and software, for security applications for parking, buildings, campuses, airports and sovereign border access. We believe TransCore is the largest manufacturer of RFID tags and readers for transportation and security-related applications in North America.

Freight movement services. TransCore provides freight matching services, logistics and operations management software and outsourced business processing to small and mid-sized trucking companies, freight brokers, third-party logistics providers, shippers, railroads and marine operators. TransCore is the largest provider of freight matching services in North America, posting

more than 230,000 loads each day, which we estimate to be over one-half of the total U.S. spot market for truckload shipments. TransCore s more than 21,000 freight matching customers provide a ready channel for TransCore s asset tracking solutions.

Mobile asset tracking. TransCore provides RFID and satellite-based communication solutions that enable customers to monitor the location and status of mobile assets such as railcars, ships and trailers. In North America and China, TransCore s tags are used on nearly every railcar. TransCore s trailer tracking net sales are rapidly growing as customers recognize the benefits of higher asset utilization and lower operating costs, and we believe that at least 95% of this market is currently not served.

In addition to TransCore s existing markets, TransCore is currently extending its technology and expertise into emerging opportunities with attractive growth prospects. In homeland security, TransCore s solutions are currently being used to control 118 traffic lanes at 34 U.S. border crossings, up from 14 traffic lanes in 7 locations in 2002. TransCore has also developed an RFID-based tag solution that would enable states to increase vehicle regulatory compliance at lower costs and generate increased fees. Moreover, TransCore s supply chain security offerings enable continuous monitoring of shipments to ensure cargo security and integrity.

For the fiscal year ended January 31, 2004, TransCore had revenue of $338 million and adjusted EBITDA of $65 million. For the nine months ended October 31, 2004 TransCore had revenue of $270 million and adjusted EBITDA of $54 million compared to revenue of $253 million and adjusted EBITDA of $51 million for the nine months ended October 31, 2003. TransCore has approximately 1,875 employees throughout North America.

Strategic Benefits of the TransCore Acquisition

We expect to realize a number of strategic benefits as a result of the TransCore acquisition, including the following:

Establishing a Strong Technology Platform for RFID and Satellite-Based Communication Applications. TransCore has developed a strong and growing portfolio of RFID and satellite-based communication products, supported by over 100 patents. TransCore continues to develop next generation technologies, such as encrypted, battery-free tags with read/write capabilities, to support its leading position in its current markets and entry into new markets. We have identified TransCore technology which is complementary to products being sold by our existing business units, including possible RFID applications in automatic meter reading and security imaging, which may also enable us to expand our existing product lines and capabilities. TransCore s strong technology commitment is supported by approximately 1,100 technical employees.

Furthering Market Leadership in Niche Markets. TransCore is a market leader in its primary markets and has established a reputation for technical innovation. It is the only end-to-end provider of traffic and tolling solutions in North America, having sold more than 10 million RFID tags to customers who have used these tags in approximately 5 billion transactions. It has the highest market shares in freight matching and railcar tracking. TransCore enjoys many long-standing customer relationships, including its top ten customers in the traffic/tolling market, each of which has been a TransCore customer for more than 20 years. We believe that TransCore has the greatest accumulated breadth of applications expertise in its markets, led by an experienced and successful management team.

Expanding Our Growth Opportunities. We expect to benefit from the favorable demand characteristics of TransCore s markets. Since 1982, the amount of roadway in the U.S. has increased 6% while vehicle miles traveled increased 75%. TransCore s automated traffic and tolling solutions improve traffic flow and collect revenues that can be used to fund traffic infrastructure improvements. In addition, TransCore s RFID and

satellite-based communication technologies allow it to address emerging opportunities, such as asset tracking, electronic vehicle compliance and homeland security.

Enhancing Cash Flow Characteristics. TransCore generates substantial recurring revenue, primarily for services through multi-year contracts and subscription agreements. Approximately 59% of TransCore s fiscal 2004 revenue was recurring. Recurring revenue consists of all of our revenue from services. These services are consistently used period-to-period by TransCore s customers and include toll and traffic systems processing revenue generated primarily through multi-year contracts and freight movement and mobile asset tracking revenue generated under subscription agreements. TransCore has strong adjusted EBITDA margins and requires a relatively low on-going investment in working capital and capital expenditures, which creates high operating leverage.

Roper was incorporated in Delaware in 1981. Our principal executive offices are located at 2160 Satellite Boulevard, Suite 200, Duluth, Georgia 30097, and our telephone number is (770) 495-5100.

Acquisition Financing and Related Transactions

We are offering the common stock in connection with our acquisition of TransCore. We are acquiring TransCore for a cash purchase price of approximately $600.0 million, approximately $10.0 million of which is payable by issuance of options to purchase shares of our common stock in exchange for certain TransCore options held by five TransCore executives and approximately $590.0 million of which is payable in cash, as more fully described under The Acquisition. In connection with the TransCore acquisition, we will enter into an amended and restated $955.0 million senior secured credit facility consisting of a five-year term loan and a five-year revolving credit facility, which we refer to as our new senior secured credit facility. See Description of Certain Indebtedness. It is possible that we may increase the size of our new senior secured credit facility based upon market conditions and other factors. We expect this offering to close concurrently with the new senior secured credit facility and the TransCore acquisition in December 2004. The TransCore acquisition is not conditioned upon our receipt of the proceeds from this offering, and we have received a commitment for financing in an amount sufficient to consummate the acquisition and to refinance our existing credit facility.

The closing of this offering of our common stock is conditioned upon:

- the completion of our new senior secured credit facility; and
- the completion of the TransCore acquisition.

We will use the proceeds from this offering, together with stock options and borrowings under our new senior secured credit facility, to pay for the TransCore acquisition and repay our existing credit facility and pay related fees and expenses. In this prospectus supplement, we refer to all of the foregoing transactions as the Transactions. To the extent we adjust the size of this offering, we intend to make a corresponding adjustment to the amount we will borrow under our new senior secured credit facility to finance the TransCore acquisition.

The following table sets forth the estimated sources and uses of funds relating to the Transactions, assuming that the Transactions had occurred on September 30, 2004 (in millions):

Sources of Funds		Uses of Funds	
Common stock offered hereby(1)	$ 253.0	TransCore acquisition(5)	$ 600.0
Options to purchase common stock (2)	10.0	Repayment of indebtedness under our existing credit facility(4)	384.6
Borrowings under our new senior secured credit facility(3)(4)	700.0	Fees and expenses(6)	31.5
Cash-on-hand	53.1		
Total sources of funds	$ 1,016.1	Total uses of funds	$ 1,016.1

(1) Does not reflect the underwriting discounts and expenses payable by us in connection with the offering.

(2) At the closing of the TransCore acquisition, five TransCore executives will receive options to purchase shares of our common stock in exchange for their TransCore options. The number of options to be issued and the exercise price of the options are calculated by a formula based on, among other things, the value of the per share merger consideration to be received by TransCore stockholders in connection with the acquisition and the price of our common stock. In addition, the formula is subject to certain adjustments, including a net working

capital adjustment. Therefore, the value of the options to be issued could be greater or less than $10.0 million. Based on an assumed price of our common stock of $61.71, and assuming no purchase price adjustments, we expect to issue, in the aggregate, options to purchase approximately 195,000 shares of our common stock with a weighted average exercise price of approximately $17.45 to these executives. These executives may, at their option, receive restricted shares of our common stock in lieu of stock options.

(3) In connection with the Transactions, we will borrow $700.0 million under our new senior secured credit facility to repay indebtedness under our existing credit facility. After giving pro forma effect to these borrowings, we would have approximately $255.0 million available for borrowing under our new senior secured credit facility.

Table of Contents

(4) Upon the closing of the TransCore acquisition, the new senior secured credit facility will replace our existing credit facility. As of September 30, 2004, $384.6 million was outstanding under our existing credit facility. The weighted average interest rate on our existing credit facility as of September 30, 2004 was 4.07%. In connection with the repayment of indebtedness under our existing credit facility, we expect to incur a non-cash charge of $5.4 million, net of tax, in the fourth quarter of 2004.

(5) Includes TransCore s existing debt to be repaid in connection with the TransCore acquisition.

(6) Includes the underwriting discounts and other expenses incurred or to be incurred in connection with the Transactions.

The Offering

Common stock offered by us in this offering	4,100,000 shares
Common stock outstanding after the offering(1)	41,233,782 shares
Voting rights	Holders of all outstanding shares of our common stock vote together as one class on all matters submitted to a vote of our stockholders. Holders of shares purchased in this offering will initially be entitled to one vote per share. Holders of our common stock who have held their shares for at least four years without a change in beneficial ownership are entitled to five votes per share. If there is no change in beneficial ownership of the shares you purchase in this offering for at least four years, the shares will become entitled to five votes per share until a change in beneficial ownership occurs, at which time the shares will revert to one vote per share for a period of at least four years. See Description of Common Stock in the accompanying prospectus.
Use of proceeds	We intend to use the proceeds from this offering, together with stock options and borrowings under our new senior secured credit facility, to pay for the TransCore acquisition, repay our existing credit facility and pay related fees and expenses.
Risk factors	See Risk Factors beginning on page S-18 of this prospectus supplement for a discussion of factors you should consider carefully before deciding to invest in shares of our common stock.
New York Stock Exchange Symbol	ROP

(1) The number of shares of our common stock outstanding after the offering is based on the number of shares outstanding as of September 30, 2004 and excludes:

615,000 shares issuable upon any exercise of the underwriters overallotment option;

2,353,740 shares issuable upon the exercise of stock options outstanding as of September 30, 2004, which had a weighted average exercise price of $37.79 per share;

1,217,989 shares issuable upon the exercise of options reserved for grant under our stock option plans as of September 30, 2004;

3,616,349 shares reserved for issuance upon conversion of our senior subordinated convertible notes (however, this number is subject to reduction if we successfully complete the consent solicitation described under Management s Discussion and Analysis of Financial Condition and Results of Operations Roper Description of Certain Indebtedness Senior Subordinated Convertible Notes); and

approximately 195,000 shares reserved for issuance upon the exercise of options to be issued to five TransCore executives in connection with the TransCore acquisition, assuming a price of our common stock of $61.71 and no purchase price adjustments.

Table of Contents

Summary Consolidated Financial Data Roper

The following summary consolidated financial data for the end of each of the three fiscal years ended October 31, 2001, October 31, 2002 and December 31, 2003 and as of December 31, 2003 are derived from our audited consolidated financial statements. Our consolidated financial statements for each of the three fiscal years ended October 31, 2001, October 31, 2002 and December 31, 2003 and as of December 31, 2002 and 2003 were audited by PricewaterhouseCoopers LLP, independent registered public accounting firm. The summary consolidated financial data for the nine months ended September 30, 2003 and for and as of the nine months ended September 30, 2004 were derived from our unaudited consolidated financial statements and, in our opinion, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the data for those periods. Our results of operations for the nine months ended September 30, 2004 may not be indicative of results that may be expected for the full fiscal year.

You should read the table below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations Roper and our consolidated financial statements and related notes included elsewhere in this prospectus supplement.

	Year Ended October 31,		Year Ended December 31,	Nine Months Ended September 30,	
	2001(1)	2002(1)	2003(2)	2003	2004
				(unaudited)	
	(in thousands, except per share amounts and percentages)				
Statement of operations data:					
Net sales	$ 562,955	$ 617,462	$ 657,356	$ 487,562	$ 693,215
Gross profit	304,750	333,755	346,138	257,058	345,024
Income from operations	100,866	115,545	108,100	78,796	119,100
Earnings from continuing operations before change in accounting principle	57,415	66,438	48,061	46,164	69,066
Net earnings	55,839	40,053	45,239(3)	43,342	69,066
Earnings per common share from continuing operations before change in accounting principle:					
Basic	$ 1.87	$ 2.13	$ 1.52	$ 1.47	$ 1.87
Diluted	1.82	2.09	1.50	1.45	1.84
Net earnings per common share:					
Basic	$ 1.82	$ 1.28	$ 1.43	$ 1.38	$ 1.87
Diluted	1.77	1.26	1.41	1.36	1.84
Dividends per common share	$ 0.30	$ 0.33	$ 0.36	$ 0.26	$ 0.29
Other financial data:					
Loss on extinguishment of debt	$	$	$ 25,054	$	$
Cash flows from operating activities	102,439	86,758	71,293	57,770	101,559
Adjusted EBITDA(4)	131,491	104,194	124,106	90,707	148,945
Adjusted EBITDA margin(5)	23.4%	16.9%	18.9%	18.6%	21.5%
Capital expenditures	7,432	7,738	10,422	8,084	8,108

Table of Contents

	At December 31, 2003	At September 30, 2004
		(unaudited)
	(in thousands)	
Balance sheet data:		
Working capital(6)	$ 219,695	$ 262,246
Cash and cash equivalents	70,234	102,416
Total assets	1,514,995	1,573,138
Long-term debt, less current portion	630,186	594,746
Stockholders equity	655,781	755,506

	Year Ended December 31, 2003	Nine Months Ended September 30, 2004
	(in thousands, except percentages)	
Combined financial data:		
Pro forma adjusted EBITDA(4)(7)	$ 252,580	$ 202,487
Pro forma adjusted EBITDA margin(5)	21.2%	21.0%

(1) We filed an amendment to our annual report on Form 10-K for the fiscal year ended October 31, 2002 on November 3, 2003 to restate our consolidated financial statements as of October 31, 2001 and 2002 and for the three years ended October 31, 2002 to reflect the discontinued operations of our Petrotech operation and the realignment of our operations into four new segments. Amounts shown in the table reflect the restated amounts.

(2) In August 2003, we changed our fiscal year-end from October 31 to December 31 effective as of January 1, 2003, with the two months ended December 31, 2002 being the transition period. The summary consolidated financial data presented above does not include data for the transition period.

(3) Includes loss on extinguishment of debt of $25,054 recorded in connection with our acquisition of NTGH and related financing activities in 2003.

(4) Adjusted EBITDA is a supplemental non-GAAP financial measure. EBITDA is commonly defined as net earnings plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. Our definition of adjusted EBITDA is different from EBITDA because we also add the following items to net earnings: (a) loss from discontinued operations during each period, (b) loss on extinguishment of debt and (c) retention and stock related plans expense. However, adjusted EBITDA for Roper for the periods presented does not add back stock related plans expense to net earnings since none is applicable for the periods presented. Our adjusted EBITDA for the year ended December 31, 2003 is derived solely from financial data presented in our audited financial statements for the year ended December 31, 2003 and does not reflect the impact of our acquisition of NTGH until the closing of the NTGH acquisition on December 29, 2003. We use adjusted EBITDA, in addition to net earnings, operating income and cash flows from operating activities, to assess our performance and believe it is important for investors to be able to evaluate us using the same measures used by management. We believe this measure is an important indicator of our operational strength and the performance of our business because it provides a link between profitability and operating cash flow. In addition, we use adjusted EBITDA, as opposed to EBITDA, because adjusted EBITDA adds back to net earnings items we believe to be less relevant to our business core operating performance. We also understand that many investors use adjusted EBITDA, and similar measures, as supplemental measurement tools to help evaluate the performance and value of companies like ours, considering such measures to be important indicators of these businesses operational strength and performance.

We recorded a loss on extinguishment of debt in connection with our acquisition of NTGH and related financing activities in 2003 and we will record an additional loss on extinguishment of debt in connection with the Transactions. However, we believe that these losses are not expected to be an ongoing part of our operations over the long-term and that it is therefore meaningful to compare operating performance period-to-period by adding these losses to net earnings in deriving adjusted EBITDA. In addition, we believe it is

Table of Contents

appropriate to adjust for losses from discontinued operations in calculating adjusted EBITDA to indicate our earnings from operations that will be a continuing part of our business.

Adjusted EBITDA as calculated by us is not necessarily comparable to similarly titled measures reported by other companies. In addition, adjusted EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund our cash flow needs; and (c) should not be considered as an alternative to net earnings, operating income, cash flows from operating activities or our other financial information determined under GAAP.

We believe the line on our consolidated statement of operations entitled net earnings is the most directly comparable GAAP measure to adjusted EBITDA. The following table reconciles adjusted EBITDA on a consolidated basis to the line on our consolidated statement of operations entitled net earnings for the periods presented in the table above:

	Year Ended October 31,		Year Ended December 31,	Nine Months Ended September 30,	
	2001	2002	2003	2003	2004
			(in thousands)		
Net earnings	$ 55,839	$ 40,053	$ 45,239	$ 43,342	$ 69,066
Interest expense	15,917	18,506	16,384	12,653	21,066
Income taxes	31,450	29,889	18,229	19,784	28,986
Depreciation and amortization	26,709	15,331	16,378	12,106	29,827
EBITDA	129,915	103,779	96,230	87,885	148,945
Loss from discontinued operations, net of taxes	1,576	415	2,822	2,822	
Loss on extinguishment of debt			25,054		
Adjusted EBITDA	$ 131,491	$ 104,194	$ 124,106	$ 90,707	$ 148,945

(5) Adjusted EBITDA margin represents adjusted EBITDA as a percentage of net sales.
(6) Working capital represents current assets minus current liabilities.
(7) Represents adjusted EBITDA for Roper, after giving pro forma effect to the Transactions as if they had occurred at the beginning of the periods presented as well as, with respect to the year ended December 31, 2003, our acquisition of NTGH and related transactions as if they had occurred on January 1, 2003. The information provided under the column Pro Forma Roper/NTGH for the year ended December 31, 2003 is derived from the pro forma consolidated statement of operations filed as Exhibit 99.1 to our Current Report on Form 8-K dated October 25, 2004. We believe the line on our consolidated statement of operations and our pro forma consolidated statement of operations entitled earnings from continuing operations is the most directly comparable GAAP measure to adjusted EBITDA. Our pro forma consolidated net earnings for the year ended December 31, 2003 reflect (a) our pro forma consolidated earnings from continuing operations less (i) loss from discontinued operations, net of taxes and (ii) minority interest in consolidated subsidiaries, (b) TransCore s earnings from continuing operations less loss from discontinued operations, net of taxes, and (c) applicable adjustments. Our pro forma consolidated net earnings for the nine months ended September 30, 2004 reflect (a) our earnings from continuing operations, (b) TransCore s earnings from continuing operations less loss from discontinued operations, net of taxes, and (c) applicable adjustments. See note 4 above for a further discussion of adjusted EBITDA. For the purpose of presenting pro forma adjusted EBITDA information for the year ended December 31, 2003, our pro forma consolidated financial statements for the year ended December 31, 2003 and the audited consolidated statement of operations of TransCore for the year ended January 31, 2004 have been utilized and for the purpose of presenting pro forma adjusted EBITDA information for the nine months ended September 30, 2004, our unaudited consolidated statement of operations for the nine months ended September 30, 2004 and the unaudited consolidated statement of operations of TransCore for the

nine months ended October 31, 2004 have been utilized.

Table of Contents

	Year Ended December 31, 2003			
	Pro Forma Roper/ NTGH	Historical TransCore	Adjustments for the Transactions	Pro Forma
	(in thousands)			
Earnings from continuing operations	$ 74,280	$ 3,615	$ 4,913	$ 82,808
Loss from discontinued operations, net of taxes(a)	(2,822)	(3,134)		(5,956)
Minority interest in consolidated subsidiaries(b)	(814)			(814)
Net earnings	70,644	481	4,913	76,038
Interest expense	26,251	25,308	(18,009)	33,550
Income taxes	33,320	2,950	2,646	38,916
Depreciation and amortization	44,758	21,442	10,450	76,650
EBITDA	174,973	50,181		225,154
Loss from discontinued operations, net of taxes(a)	2,822	3,134		5,956
Loss on extinguishment of debt	9,329	11,126		20,455
Retention and stock related plans expense		1,015		1,015
Adjusted EBITDA	$ 187,124	$ 65,456	$	$ 252,580

	Nine Months Ended September 30, 2004			
	Historical Roper	Historical TransCore	Adjustments for the Transactions	Pro Forma
	(in thousands)			
Earnings from continuing operations	$ 69,066	$ 6,162	$ (207)	$ 75,021
Loss from discontinued operations, net of taxes (a)		(678)		(678)
Net earnings	69,066	5,484	(207)	74,343
Interest expense	21,066	12,141	(7,457)	25,750
Income taxes	28,986	9,025	(111)	37,900
Depreciation and amortization	29,827	16,556	7,775	54,158
EBITDA	148,945	43,206		192,151
Loss from discontinued operations, net of taxes (a)		678		678
Retention and stock related plans expense		9,658		9,658
Adjusted EBITDA	$ 148,945	$ 53,542	$	$ 202,487

(a) Roper s loss from discontinued operations, net of taxes, reflects losses from our Petrotech operation, which was sold in August 2003, and TransCore s loss from discontinued operations, net of taxes, reflects losses from the fuel services division of Viastar Services, LP, which TransCore decided to discontinue in January 2002.

(b) Reflects losses associated with NTGH s minority interest in DAP Technologies during 2003. We purchased the remaining interest in DAP Technologies on December 29, 2003.

Table of Contents

Summary Consolidated Financial Data TransCore

The following summary consolidated financial data of TransCore for the end of each of the three fiscal years ended January 31, 2002, 2003 and 2004 and as of January 31, 2004 are derived from TransCore s audited consolidated financial statements. TransCore s consolidated financial statements for each of the three fiscal years ended January 31, 2002, 2003 and 2004 and as of January 31, 2003 and 2004 were audited by Ernst & Young LLP, independent registered public accountants. The summary consolidated financial data for the nine months ended October 31, 2003 and for and as of the nine months ended October 31, 2004 were derived from TransCore s unaudited consolidated financial statements and, in TransCore s opinion, reflect all adjustments, consisting of normal recurring adjustments, necessary for fair presentation of the data for those periods. TransCore s results of operations for the nine months ended October 31, 2004 may not be indicative of results that may be expected for the full fiscal year.

You should read the table below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations TransCore. and TransCore s consolidated financial statements and related notes included elsewhere in this prospectus supplement.

	Year Ended January 31,			Nine Months Ended October 31,	
	2002	2003	2004	2003	2004
				(unaudited)	
			(in thousands)		
Consolidated statements of operations data:					
Total revenue	$ 323,435	$ 318,308	$ 338,137	$ 252,634	$ 269,905
Total gross profit	144,371	142,903	148,884	112,770	121,649
Income from continuing operations	13,805	9,930	3,615	8,757	6,162
Discontinued operations, net	(17,283)	(1,778)	(3,134)	(1,631)	(678)
Net income (loss)(1)	(3,478)	8,152	481	7,126	5,484
Convertible and redeemable preferred stock dividends(2)	(9,978)	(10,406)	(8,831)	(7,068)	(5,544)
Other operating data:					
Adjusted EBITDA(3)	59,148	61,459	65,456	50,938	53,542
Capital expenditures property and equipment	7,941	12,753	10,469	4,179	8,386

	At January 31, 2004	At October 31, 2004
		(unaudited)
Consolidated balance sheet data:		
Cash and cash equivalents	$ 896	$ 6,766
Working capital(4)	34,814	49,904
Total assets	398,050	399,363
Total long-term debt and capital lease obligations	205,520	201,470
Redeemable preferred stock, net	50,554	52,981
Convertible preferred stock	83,117	83,117
Stockholders equity	69,175	79,148

(1) If SFAS No. 142, Goodwill and Other Intangible Assets, had been adopted as of February 1, 2001, the absence of goodwill and indefinite lived intangible assets amortization would have resulted in net income for the fiscal year ended January 31, 2002 of $2,784.

(2)

Represents the carrying amount for dividends not yet declared or paid, but that are payable under the mandatory redemption features of the convertible and redeemable preferred stock. The aggregate redemption value of TransCore s outstanding convertible and redeemable preferred stock will be paid to the holders in connection with the acquisition.

Table of Contents

(3) Adjusted EBITDA is a supplemental non-GAAP financial measure. EBITDA is commonly defined as net income plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. The definition of adjusted EBITDA for TransCore is different from EBITDA because we also add the following items to net income (loss): (a) loss from discontinued operations, (b) loss on extinguishment of debt and (c) retention and stock related plans expense. Adjusted EBITDA was used by Roper, in addition to net income (loss), operating income and cash flows from operating activities, in determining an appropriate value for the acquisition and will be used by us to assess TransCore s future performance. We believe it is important for investors to be able to evaluate TransCore and the TransCore acquisition using the same measures used by us. We believe this measure is an important indicator of TransCore s operational strength and the performance of its business because it provides a link between profitability and operating cash flow. In addition, we use adjusted EBITDA, as opposed to EBITDA, because adjusted EBITDA adds back to net earnings items we believe to be less relevant to our business core operating performance. We also understand that many investors use adjusted EBITDA, and similar measures, as supplemental measurement tools to help evaluate the performance and value of companies like ours, considering such measures to be important indicators of these businesses operational strength and performance.

TransCore recorded losses on extinguishment of debt in each of the years ended January 31, 2002 and 2004. However, we believe that these losses are not expected for TransCore in future periods since TransCore will become a business of Roper and that it is therefore meaningful to compare operating performance period-to-period by adding these losses to net income (loss) in deriving adjusted EBITDA. We also believe it is appropriate to adjust for losses from discontinued operations in calculating adjusted EBITDA to indicate TransCore s earnings from operations that will be a continuing part of our business. In addition, we add retention and stock related plans expense back to net income (loss) in calculating adjusted EBITDA because these expenses will not be applicable for us following the TransCore acquisition.

Adjusted EBITDA as calculated by us is not necessarily comparable to similarly titled measures reported by other companies. In addition, adjusted EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund our cash flow needs; and (c) should not be considered as an alternative to net income, operating income, cash flows from operating activities or our other financial information determined under GAAP.

We believe the line on TransCore s consolidated statement of operations entitled net income (loss) is the most directly comparable GAAP measure to adjusted EBITDA. The following table reconciles adjusted EBITDA on a consolidated basis to the line on TransCore s consolidated statement of operations entitled net (loss) income for the periods presented in the table above:

	Year Ended January 31,			Nine Months Ended October 31,	
	2002	2003	2004	2003	2004
				(unaudited)	
			(in thousands)		
Net income (loss)	$ (3,478)	$ 8,152	$ 481	$ 7,126	$ 5,484
Interest expense	21,333	23,672	25,308	19,506	12,141
Income tax (benefit) expenses	(4,754)	9,242	2,950	6,282	9,025
Depreciation and amortization	24,350	16,909	21,442	15,682	16,556
EBITDA	37,451	57,975	50,181	48,596	43,206
Loss from discontinued operations, net of taxes	17,283	1,778	3,134	1,631	678
Loss on extinguishment of debt	2,432		11,126		
Retention and stock related plans expense	1,982	1,706	1,015	711	9,658
Adjusted EBITDA	$ 59,148	$ 61,459	$ 65,456	$ 50,938	$ 53,542

(4) Working capital represents current assets minus current liabilities.

Table of Contents

Summary Pro Forma Consolidated Financial Data

The summary pro forma consolidated statement of operations data for the year ended December 31, 2003 and the nine months ended September 30, 2004 and summary pro forma consolidated balance sheet data as of September 30, 2004 have been derived from the pro forma consolidated statement of operations for the year ended December 31, 2003 and the nine months ended September 30, 2004 and the pro forma consolidated balance sheet as of September 30, 2004 appearing elsewhere in this prospectus supplement. For purposes of the presentation below, TransCore s results for the period ended January 31, 2004 and for the period ended and as of October 31, 2004 are reflected as December 31, 2003 and September 30, 2004, respectively. The pro forma consolidated statement of operations data for the year ended December 31, 2003 assumes that the NTGH acquisition and the related transactions occurred on January 1, 2003. In addition, the pro forma consolidated statement of operations data gives effect to the Transactions as if they had occurred at January 1, 2003, and the pro forma consolidated balance sheet data gives effect to these Transactions as if they had occurred on September 30, 2004. See Unaudited Pro Forma Consolidated Financial Information.

	Year Ended December 31, 2003			
	Pro Forma Roper/ NTGH(1)(2)	Historical TransCore(2)	Adjustments for the Transactions	Pro Forma(3)
	(in thousands, except per share data)			
Statement of operations data:				
Net sales	$ 855,834	$ 338,137	$	$ 1,193,971
Gross profit	431,721	148,884		580,605
Operating profit	146,915	41,933	(10,450)	178,398
Loss on extinguishment of debt	9,329	11,126(4)		20,455
Earnings from continuing operations before income taxes	107,600	6,565	7,559	121,724
Net earnings from continuing operations	74,280	3,615	4,913	82,808
Net earnings per share from continuing operations				
Basic	$ 2.04			$ 2.04
Diluted	2.02			2.02

	Nine Months Ended September 30, 2004			
	Historical Roper(2)	Historical TransCore(2)	Adjustments for the Transactions	Pro Forma(3)
	(in thousands, except per share data)			
Statement of operations data:				
Net sales	$ 693,215	$ 269,905	$	$ 963,120
Gross profit	345,024	121,649		466,673
Operating profit	119,100	26,386	(7,775)	137,711
Earnings from continuing operations before income taxes	98,052	15,187	(318)	112,921
Net earnings from continuing operations	69,066	6,162	(207)	75,021
Net earnings per share from continuing operations				
Basic	$ 1.87			$ 1.83
Diluted	1.84			1.80

Table of Contents

	At September 30, 2004			
	Historical Roper	Historical TransCore	Adjustments for the Transaction	Pro Forma
	(in thousands)			
Balance sheet data:				
Cash and cash equivalents	$ 102,416	$ 6,766	$ (62,875)(5)	$ 46,307
Total assets	1,573,138	399,363	274,818	2,247,319
Long-term debt, less current portion	594,746	201,470	101,171(6)	897,387
Total stockholders equity	755,506	(3,969)	253,344(7)	1,004,881

(1) Reflects the application of pro forma adjustments to our audited consolidated statement of operations for the year ended December 31, 2003 and the unaudited historical financial statements of NTGH for the year ended December 31, 2003. Roper and NTGH operated as separate businesses from the period beginning January 1, 2003 through December 29, 2003. The pro forma consolidated statement of operations for the year ended December 31, 2003 reflecting the adjustments for the NTGH acquisition and related transactions was filed as Exhibit 99.1 to our Current Report on Form 8-K dated October 25, 2004.

(2) Because of differing fiscal year-ends for Roper and TransCore, the pro forma consolidated statement of operations for the fiscal year ended December 31, 2003 utilizes the audited consolidated statement of operations of TransCore for the fiscal year ended January 31, 2004. The pro forma consolidated statement of operations for the nine months ended September 30, 2004 utilizes the unaudited consolidated statement of operations of TransCore for the nine months ended October 31, 2004.

(3) The adjustments to the unaudited pro forma consolidated statement of operations exclude the following non-recurring charges that will be incurred in connection with the Transactions: (a) amortization of estimated inventory fair value step-up of approximately $4.4 million from the acquisition expected to impact 2005 cost of sales; and (b) the write-off of approximately $5.4 million of debt extinguishment costs, net of tax, related to the repayment of all amounts outstanding under our existing credit facility.

(4) During the year ended December 31, 2003, TransCore recorded a loss on early extinguishment of debt of $11,126. This loss was associated with financing arrangements typical of ownership by a private equity group. This loss is required to be presented in the pro formas under Article 11 of Regulation S-X. This amount is not applicable for Roper because TransCore will be part of Roper following the TransCore acquisition. In addition, during TransCore s year ended January 31, 2004 and the nine months ended October 31, 2004, TransCore recorded pretax expenses relating to its retention and stock related plans of $1,015 and $9,658, respectively. During TransCore s nine months ended October 31, 2004, $3,522 of this expense related to preferred stock held by TransCore employees becoming convertible based on the value of TransCore s common stock. All outstanding stock appreciation rights and preferred stock will be redeemed in connection with the TransCore acquisition. Therefore, these expenses will not be applicable for us in future periods. The table below reflects the pro forma earnings from continuing operations before income taxes adjusted to exclude the loss on extinguishment of debt and the retention and stock related plans expense (dollars in thousands):

	Year Ended December 31, 2003	Nine Months Ended September 30, 2004
Pro forma earnings from continuing operations before income taxes	$ 121,724	$ 112,921
Loss on extinguishment of debt	11,126	
Retention and stock related plans expense	1,015	9,658
Adjusted earnings from continuing operations before income taxes	$ 133,865	$ 122,579

(5) Represents $56,109 of our cash-on-hand that will be used to fund the TransCore acquisition as well as $6,766 of existing cash that will remain with the sellers.

(6) Reflects the increase in our outstanding indebtedness following the Transactions and the elimination of TransCore s existing indebtedness that will not be assumed in connection with the transactions.

(7) Reflects the elimination of TransCore s historical share capital, retained earnings, preferred stock and other equity accounts pursuant to the application of purchase accounting, as well as the issuance of shares in this offering and the application of the net proceeds from this offering, net of underwriting discounts and expenses.

RISK FACTORS

You should carefully consider the risks described below, as well as other information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein or in the accompanying prospectus, before making any investment in shares of our common stock.

Risks Relating to Our Business

We may not be able to realize the anticipated benefits from the TransCore acquisition, and we may experience unforeseen liabilities in connection with the acquisition.

We may not be able to realize the anticipated benefits from the businesses we are acquiring in the TransCore acquisition, either in the amount or the time frame that we currently expect. For example, these anticipated benefits include establishing a strong technology platform for RFID and satellite-based communications applications, furthering our market leadership in niche markets, enhancing our growth opportunities and enhancing cash flow characteristics. Factors that could affect our ability to achieve these benefits include:

- competition in the industry;
- buying patterns of state agencies, municipalities and other customers; and
- the introduction of new technologies into the marketplace.

If TransCore s businesses do not operate as we anticipate, we may not be able to benefit from these opportunities, which could materially harm our business, financial condition and results of operations.

At the closing of the TransCore acquisition, approximately $34.3 million of the acquisition consideration will be deposited into escrow accounts pursuant to the terms and conditions of escrow agreements that we will enter into at the closing of the acquisition. Approximately $30.3 million of the escrow funds will be subject to working capital adjustments, indemnification and other post-closing obligations and approximately $4.0 million of the escrow funds will be subject to obligations related to intellectual property. The escrow agreements will contain customary terms and conditions. To the extent unforeseen liability exceeds the escrow amounts, we will not receive indemnification.

Our indebtedness may affect our business and may restrict our operating flexibility.

As of September 30, 2004, we had approximately $615.7 million in total consolidated indebtedness. We expect to incur additional indebtedness to finance the TransCore acquisition. After giving pro forma effect to the Transactions, as of September 30, 2004, we would have had total consolidated debt of approximately $931.1 million. In addition, we expect to have approximately $255.0 million undrawn availability under our

new senior secured credit facility. Our total consolidated debt could increase due to this additional borrowing capacity. Subject to certain restrictions contained in our new senior secured credit facility and other debt agreements, we may incur additional indebtedness in the future, including indebtedness incurred to finance, or which is assumed in connection with, acquisitions.

Our level of indebtedness and the debt servicing costs associated with that indebtedness could have important effects on our operations and business strategy. For example, our indebtedness could:

- limit our flexibility in planning for, or reacting to, changes in the industries in which we compete;
- place us at a competitive disadvantage relative to our competitors, some of which have lower debt service obligations and greater financial resources than us;
- limit our ability to borrow additional funds;

Table of Contents

- limit our ability to complete future acquisitions;
- limit our ability to pay dividends;
- limit our ability to make capital expenditures; and
- increase our vulnerability to general adverse economic and industry conditions.

Our ability to make scheduled payments of principal of, to pay interest on, or to refinance our indebtedness and to satisfy our other debt obligations will depend upon our future operating performance, which may be affected by factors beyond our control. In addition, there can be no assurance that future borrowings or equity financing will be available to us on favorable terms for the payment or refinancing of our indebtedness. If we are unable to service our indebtedness, our business, financial condition and results of operations would be materially adversely affected.

In addition, our new senior secured credit facility will contain financial covenants requiring us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to meet the financial covenants or requirements in our new senior secured credit facility may be affected by events beyond our control, and we may not be able to satisfy such covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions contained in our new senior secured credit facility could result in an event of default under this facility, which in turn could result in an event of default under the terms of our other indebtedness. Upon the occurrence of an event of default under our new senior secured credit facility, and the expiration of any grace periods, the lenders could elect to declare all amounts outstanding under the facility, together with accrued interest, to be immediately due and payable. If this were to occur, our assets may not be sufficient to fully repay the amounts due under this facility or our other indebtedness.

Unfavorable changes in foreign exchange rates may significantly harm our business.

Several of our operating companies have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions and balances are denominated in euros, British pounds, Danish krone and Japanese yen. Sales by our operating companies whose functional currency is not the U.S. dollar represented approximately 33.7% of our total net sales for the nine months ended September 30, 2004 compared to 27% for the year ended December 31, 2003. Unfavorable changes in exchange rates between the U.S. dollar and those currencies could significantly reduce our reported sales and earnings. At present, we do not hedge against foreign currency risks.

We export a significant portion of our products. Difficulties associated with the export of our products could harm our business.

Sales to customers outside the U.S. by our businesses located in the U.S. account for a significant portion of our net sales. These sales accounted for approximately 58% and 59% of our net sales for the years ended December 31, 2003 and October 31, 2002, respectively. We are subject to risks that could limit our ability to export our products or otherwise reduce the demand for these products in our foreign markets. Such risks include, without limitation, the following:

- unfavorable changes in or noncompliance with U.S. and other jurisdictions export requirements;

restrictions on the export of technology and related products;

unfavorable changes in or noncompliance with U.S. and other jurisdictions export policies to certain countries;

unfavorable changes in the import policies of our foreign markets; and

a general economic downturn in our foreign markets.

Table of Contents

The occurrence of any of these events could reduce the foreign demand for our products or could limit our ability to export our products and, therefore, could materially negatively affect our future sales and earnings.

Economic, political and other risks associated with our international operations could adversely affect our business.

As of September 30, 2004, approximately 26% of our total assets and as of October 31, 2004, approximately 9% of TransCore s total assets were attributable to operations outside the U.S. We expect our international operations to continue to contribute materially to our business for the foreseeable future. Our international operations are subject to varying degrees of risk inherent in doing business outside the U.S. including, without limitation, the following:

- adverse changes in a specific country s or region s political or economic conditions, particularly in emerging markets;
- trade protection measures and import or export requirements;
- trade liberalization measures which could expose our international operations to increased competition;
- subsidies or increased access to capital for firms who are currently, or may emerge, as competitors in countries in which we have operations;
- partial or total expropriation;
- potentially negative consequences from changes in tax laws;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;
- differing protection of intellectual property;
- unexpected changes in regulatory requirements;
- longer payment cycles of foreign customers and difficulty in collecting receivables in foreign jurisdictions; and
- international sentiment towards the U.S.

The occurrence of any of these events could materially harm our business.

Our growth strategy includes acquisitions. We may not be able to identify suitable acquisition candidates, complete acquisitions or integrate acquisitions successfully.

Our historical growth has depended, and our future growth is likely to continue to depend, to a significant degree on our ability to make acquisitions, such as our proposed acquisition of TransCore, and to successfully integrate acquired businesses. We intend to continue to seek additional acquisition opportunities both to expand into new markets and to enhance our position in existing markets globally. We cannot assure you, however, that we will be able to successfully identify suitable candidates, negotiate appropriate acquisition terms, obtain necessary financing on acceptable terms, complete proposed acquisitions, successfully integrate acquired businesses into our existing operations or expand into new markets. Once integrated, acquired operations may not achieve levels of revenues, profitability or productivity comparable with those achieved by our existing operations, or otherwise perform as expected.

Acquisitions involve numerous risks, including difficulties in the integrations of the operations, technologies, services and products of the acquired companies and the diversion of management s attention from other business concerns. Although our management will endeavor to evaluate the risks inherent in any particular

Table of Contents

transaction, we cannot assure you that we will properly ascertain all such risks. In addition, prior acquisitions have resulted, and future acquisitions could result, in the incurrence of substantial additional indebtedness and other expenses. Future acquisitions may also result in potentially dilutive issuances of equity securities. We cannot assure you that difficulties encountered with acquisitions will not have a material adverse effect on our business, financial condition and results of operations.

Product liability, insurance risks and increased insurance costs could harm our operating results.

Our business exposes us to potential product liability risks that are inherent in the design, manufacturing and distribution of our and TransCore s products. In addition, certain of our products are used in potentially hazardous environments. We currently have product liability insurance; however, we may not be able to maintain our insurance at a reasonable cost or in sufficient amounts to protect us against potential losses. We also maintain other insurance policies, including directors and officers liability insurance. Our insurance costs increased in recent periods and may continue to increase in the future. We believe that we have adequately accrued estimated losses, principally related to deductible amounts under our insurance policies, with respect to all product liability and other claims, based upon our past experience and available facts. However, a successful product liability or other claim or series of claims brought against us could have a material adverse effect on our business, financial condition and results of operations. In addition, a significant increase in our insurance costs could have an adverse impact on our operating results.

Our operating results could be adversely affected by a reduction of business with our large customers.

We and TransCore derive a significant amount of revenue from larger customers. The loss or reduction of any significant contracts with any of these customers could materially reduce our revenue and cash flows. Additionally, many of TransCore s customers are government entities. Government entities can unilaterally terminate or modify our existing contracts without cause and without penalty to the government agency.

We and TransCore both face intense competition. If we do not compete effectively, our business may suffer.

We and TransCore both face intense competition from numerous competitors. Our products compete primarily on the basis of product quality, performance, innovation, price, applications expertise, system and service flexibility and established customer service capabilities with existing customers. We may not be able to compete effectively on all of these fronts or with all of our competitors. In addition, new competitors may emerge, and product lines may be threatened by new technologies or market trends that reduce the value of these product lines. To remain competitive, we must develop new products, respond to new technologies and periodically enhance our existing products in a timely manner. We anticipate that we may have to adjust prices of many of our products to stay competitive.

Changes in the supply of, or price for, parts and components used in our products could affect our business.

We and TransCore purchase many parts and components from suppliers. The availability and prices of parts and components are subject to curtailment or change due to, among other things, suppliers allocations to other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels. Some high-performance components for digital imaging products may be in short supply and/or suppliers may have occasional difficulty manufacturing these components to meet our specifications. In addition, some of our products are provided by sole source suppliers. For example, all of TransCore s GPS/satellite-based communications products are manufactured by an electronics outsourcing firm in Canada. Any change in the supply of, or price for, these parts and components could affect our business, financial

condition and results of operations.

Table of Contents

Environmental compliance costs and liabilities could increase our expenses and adversely affect our financial condition.

Our operations and properties and those of TransCore are subject to increasingly stringent laws and regulations relating to environmental protection, including laws and regulations governing air emissions, water discharges, waste management and workplace safety. These laws and regulations can result in the imposition of substantial fines and sanctions for violations and could require the installation of costly pollution control equipment or operational changes to limit pollution emissions and/or decrease the likelihood of accidental hazardous substance releases. We must conform our operations and properties to these laws and adapt to regulatory requirements in the countries in which we operate as these requirements change.

We use and generate hazardous substances and wastes in our operations and, as a result, could be subject to potentially material liabilities relating to the investigation and clean-up of contaminated properties and to claims alleging personal injury. We have experienced, and expect to continue to experience, costs relating to compliance with environmental laws and regulations. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business, financial condition and results of operations.

Many of the industries in which we operate are cyclical, and, accordingly, our business is subject to changes in the economy.

Many of the business areas in which we operate are subject to specific industry and general economic cycles. Certain businesses are subject to industry cycles, including but not limited to, the energy and semiconductor industries. Accordingly, any downturn in these or other markets in which we participate could materially adversely affect us. If demand changes and we fail to respond accordingly, our results of operations could be materially adversely affected in any given quarter. The business cycles of our different operations may occur contemporaneously. Consequently, the effect of an economic downturn may have a magnified negative effect on our business. The businesses we are acquiring in the TransCore acquisition could also experience cyclical downturns which may occur contemporaneously with downturns in our cycles. In particular, TransCore s mobile asset-based services revenue is largely derived from the sale of goods and services to customers who are highly sensitive to rises in fuel prices. An increase or a sustained higher cost of fuel could have a material adverse effect on our revenue and cash flow.

Our intangible assets are valued at an amount that is high relative to our total assets, and a write-off of our intangible assets would negatively affect our results of operations and total capitalization.

Our total assets reflect substantial intangible assets, primarily goodwill. At September 30, 2004, goodwill totaled approximately $739.4 million compared to approximately $755.5 million of stockholders equity, which was nearly half of our total assets of approximately $1,573.1 million. On a pro forma basis, giving effects to the Transactions, at September 30, 2004, goodwill would have been approximately $1,120.5 million compared to approximately $1,004.9 million, of stockholders equity. The goodwill results from our acquisitions, representing the excess of cost over the fair value of the net assets we have acquired. We assess at least annually whether there has been an impairment in the value of our intangible assets. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge or if business valuations become more conservative, we could incur, under current applicable accounting rules, a non-cash charge to operating earnings for goodwill impairment. Any determination requiring the write-off of a significant portion of unamortized intangible assets would negatively affect our results of operations and total capitalization, which effect could be material.

Table of Contents

We and TransCore depend on our abilities to develop new products.

The future success of our and particularly TransCore s business will depend, in part, on our ability to design and manufacture new competitive products and to enhance existing products so that our products can be sold with high margins. This product development may require substantial investment by us. There can be no assurance that unforeseen problems will not occur with respect to the development, performance or market acceptance of new technologies or products or that we will otherwise be able to successfully develop and market new products. Failure of our products to gain market acceptance or our failure to successfully develop and market new products could reduce our margins, which would have an adverse effect on our business, financial condition and results of operations.

Our technology is important to our success and our failure to protect this technology could put us at a competitive disadvantage.

Because many of our and TransCore s products rely on proprietary technology, we believe that the development and protection of intellectual property rights through patents, copyrights, trade secrets, trademarks, confidentiality agreements and other contractual provisions is important to the future success of our business. Despite our and TransCore s efforts to protect proprietary rights, unauthorized parties or competitors may copy or otherwise obtain and use our products or technology. The steps we and TransCore have taken may not prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the U.S. Current and future actions to enforce these rights may result in substantial costs and diversion of resources and we make no assurances that any such actions will be successful.

TransCore s business is subject to substantial risk associated with government contracts.

TransCore is subject to risks associated with government contracts, including the following:

- most government contracts contain provisions for a variety of remedies available to the relevant government agency, including liquidated damages, consequential damages, indemnification and warranties, and can be terminated without cause and without penalty by the relevant government agency;
- many of TransCore s government contracts are awarded on a fixed price basis and because it is often difficult to estimate actual costs with precision when the contract is signed, the actual costs incurred in performing the contract may exceed the firm fixed price;
- TransCore may not be able to obtain surety underwriting required for many firm-fixed price government contracts at an affordable cost, or at all, which could prevent TransCore from maintaining existing contracts or obtaining new ones;
- TransCore may experience delay or lost contracts due to budgetary constraints or political pressures; and
- TransCore may not be fully reimbursed for certain incurred costs, including overhead costs, on its audited cost-reimbursement type contracts with government entities.

Any weaknesses identified in our system of internal controls as part of the evaluation being undertaken by us and our independent auditors pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 could have an adverse effect on our business.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that management evaluate and report on the effectiveness of our internal control over financial reporting and provide management s assessment of the effectiveness of internal control over financial reporting in our Annual Report on Form 10-K for the year ended December 31, 2004. Our independent auditors also must attest to, and report on, management s assessment of our

internal controls over financial reporting. We are in the process of evaluating our internal control over financial reporting. As part of this process, we have invested a substantial amount of time and resources in documenting and testing our system of internal control. We have not identified any material weakness, but management has identified certain internal control issues that we believe need to be improved. As a result, we have made improvements to our internal controls and will continue to do so. Based on our current knowledge, we believe that our documentation, testing and final assessment of our internal control over financial reporting will be completed on a timely basis. However, there can be no assurance that one or more deficiencies will not constitute what we or our independent auditors conclude is a material weakness in internal control over financial reporting or that we will be able to complete the process in time to allow our independent auditors to finish their assessment and issue their report on a timely basis.

The conflict in Iraq and any future armed conflict or terrorist activities may cause the economic conditions in the U.S. or abroad to deteriorate, which could harm our business.

The U.S. and other countries are engaged in a military action in Iraq. The duration and outcome of these activities are unknown. Continued occupation of Iraq, future terrorist attacks against U.S. targets, rumor or threats of war, additional conflicts involving the U.S. or its allies or trade disruptions may negatively impact our operations, cause general economic conditions in the U.S. and abroad to deteriorate or cause worldwide demand for U.S. products to decline. A prolonged economic slowdown or recession in the U.S. or in other areas of the world could reduce the demand for our products and, therefore, negatively affect our future sales and profits. Any of these events could have a significant impact on our business, financial condition or results of operations and may result in the volatility of the market price for our common stock.

Risks Relating to Our Common Stock

Our stock price may fluctuate significantly.

The market price of our common stock could fluctuate significantly in response to variations in quarterly operating results and other factors, such as:

- changes in our business, operations or prospects;
- developments in our relationships with our customers;
- announcements of technological innovations or new products by us or by our competitors;
- announcement or completion of acquisitions by us or by our competitors;
- changes in existing or adoption of additional government regulations;
- unfavorable or reduced analyst coverage; and

prevailing domestic and international market and economic conditions.

In addition, the stock market has experienced significant price fluctuations in recent years. Many companies experienced material fluctuations in their stock price that were unrelated to their operating performance. Broad market fluctuations, general economic conditions and specific conditions in the industries in which we operate may adversely affect the market price of our common stock.

Future sales of our common stock may cause our stock price to decline.

We may, in the future, sell additional shares of our common stock in subsequent public offerings and may also issue additional shares of our common stock to finance future acquisitions. Shares of our common stock are also available for future sale pursuant to stock options that we have granted to our employees. Sales of substantial amounts of our common stock, or the perception that such sales could occur, may adversely affect prevailing market

Table of Contents

prices for shares of our common stock and could impair our ability to raise capital through future offerings. Additionally, shares of our common stock will become issuable upon conversion of our senior subordinated convertible notes. Any such sales by the purchasers of the notes could adversely affect the market price of our common stock.

We, our directors and executive officers have agreed, with certain exceptions, not to sell or otherwise transfer any shares of our common stock for 90 days after the date of this prospectus supplement, without first obtaining the written consent of Merrill Lynch, on behalf of the underwriters. With the consent of Merrill Lynch, we, our directors and executive officers may sell shares before the expiration of such 90-day period without prior notice to our other stockholders or to any public market in which our common stock trades.

Provisions in our certificate of incorporation and bylaws and Delaware state law could make a merger, tender offer or proxy contest difficult.

Our certificate of incorporation provides that each share of common stock that is held by the same person for at least four years entitles the holder to five votes, and that each share held for less than four years entitles the holder to one vote. In addition, under our certificate of incorporation, our board of directors has the authority to issue common stock carrying five votes per share in private placement transactions. The existence of shares carrying five votes may result in the holders of those shares, who may own a relatively small number of shares of common stock, being able to control the outcome of a matter submitted to the stockholders for approval.

Our certificate of incorporation and bylaws contain certain other provisions that may discourage, delay or prevent a change in control of our company that stockholders may consider favorable. Our certificate of incorporation and bylaws:

- authorize the board of directors to fix the terms of and issue preferred stock without stockholder approval, which could be used to oppose a takeover attempt;
- provide for a board of directors comprised of three classes with staggered terms;
- limit who may call special meetings of stockholders;
- prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders;
- establish advance notice requirements for nominating directors and proposing matters to be voted on by stockholders at stockholder meetings;
- provide that directors may be removed by stockholders only for cause; and
- require that vacancies on our board of directors, including newly-created directorships, be filled only by a majority vote of directors then in office.

Our board of directors has also adopted a stockholder rights plan intended to encourage anyone seeking to acquire us to negotiate with the board prior to attempting a takeover. In addition, Section 203 of the Delaware General Corporation Law also imposes restrictions on mergers and other business combinations between us and any holder of 15% or more of our common stock, which may discourage, delay or prevent a change in control favored by stockholders generally. Any or all of these provisions may discourage or prevent a change of control that might offer our stockholders a premium over prevailing market prices, or otherwise benefit our stockholders, even if such a change of control is favored by a majority of stockholders.

Table of Contents

THE ACQUISITION

General

On October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore. The aggregate purchase price is approximately $600.0 million, approximately $10.0 million of which is payable by issuance of options to purchase shares of our common stock in exchange for certain TransCore options held by five TransCore executives and approximately $590.0 million of which is payable in cash. The aggregate purchase price is subject to certain adjustments as set forth in the merger agreement including a net working capital adjustment.

Covenants

The agreement contains customary covenants, including (but not limited to), those relating to the conduct of the business of TransCore between signing and closing.

Representations and Warranties, Indemnification and Escrow Funds

The agreement contains customary representations and warranties. TransCore is required to indemnify us for any losses we incur as a result of a breach of the representations and warranties or covenants, working capital adjustments and for certain other liabilities and obligations. Claims for indemnification may be brought for a period of fourteen months following the closing. The sole source of recovery for indemnification claims is a $30.3 million escrow fund for general indemnification claims and an additional $4.0 million escrow fund related to certain intellectual property matters. We can only make claims for indemnification under the general escrow fund for claims which, together with all other claims, exceed $3.0 million.

Conditions to the Closing

The agreement contains customary conditions to each of our and the sellers obligation to close, including (but not limited to) the following:

- the representations and warranties made by the other party in the agreement are correct and complete in all material respects as of the closing;
- the other party has performed in all material respects all covenants and agreements required to be performed by it at or prior to the closing;

there is no governmental order prohibiting the transaction and all applicable governmental approvals have been obtained, including approvals required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which have been obtained); and

in the case of our obligation to close, no material adverse effect related to TransCore shall have occurred between signing and closing.

Closing and Termination

Pursuant to the agreement, the closing of the transaction will take place on or before December 20, 2004 or on such other date as the parties may agree. The parties have mutually agreed to close the merger concurrently with this offering and our new senior secured credit facility.

Noncompete, Nondisclosure and Nonsolicitation Agreements

Certain stockholders of TransCore have entered into noncompete, nondisclosure and nonsolicitation agreements, which become effective on the closing, pursuant to which they have agreed not to engage in certain

Table of Contents

activities of the type conducted by TransCore and not to disclose certain information related to TransCore or solicit customers or employees of TransCore.

Employment Agreements

Certain employees of TransCore have entered into employment agreements, which become effective on the closing, pursuant to which they have agreed to be employed by TransCore following the closing of the acquisition.

Stock Options

At the closing of the TransCore acquisition, five TransCore executives will receive options to purchase shares of our common stock in exchange for their TransCore options. The number of options to be issued and the exercise price of the options are calculated by a formula based on, among other things, the value of the per share merger consideration to be received by TransCore stockholders in connection with the acquisition and the price of our common stock. In addition, the formula is subject to certain adjustments, including a net working capital adjustment. Therefore, the value of the options to be issued could be greater or less than $10.0 million. Based on an assumed price of our common stock of $61.71 and assuming no purchase price adjustments, we expect to issue, in the aggregate, options to purchase approximately 195,000 shares of our common stock with a weighted average exercise price of approximately $17.45 to these executives. These executives may, at their option, receive restricted shares of our common stock in lieu of stock options. These executives have agreed with us not to sell these options or the stock issuable upon conversion of these options for two years following the closing date of the acquisition.

Table of Contents

USE OF PROCEEDS

We expect to receive $253.0 million of gross proceeds from the sale of the shares of common stock in the offering. We will use the proceeds from this offering, together with stock options and borrowings under our new senior secured credit facility, to pay for the TransCore acquisition and repay our existing credit facility and pay related fees and expenses. We expect that any proceeds from the exercise of the underwriters overallotment option in connection with this offering would permit us to borrow less, or to repay amounts, under our new senior secured credit facility. The closing of this offering is conditioned upon the completion of our new senior secured credit facility and the TransCore acquisition. To the extent we adjust the size of this offering, we intend to make a corresponding adjustment to the amount we will borrow under our new senior secured credit facility to finance the TransCore acquisition.

The following table sets forth the estimated sources and uses of funds relating to the Transactions, assuming that the Transactions had occurred on September 30, 2004 (in thousands):

Sources of Funds		Uses of Funds	
Common stock offered hereby(1)	$ 253,011	TransCore acquisition(5)	$ 600,000
Options to purchase common stock(2)	10,000	Repayment of indebtedness under our existing credit facility(4)	384,600
Borrowings under our new senior secured credit facility(3)(4)	700,000	Fees and expenses(6)	31,500
Cash-on-hand	53,089		
Total sources of funds	$ 1,016,100	Total uses of funds	$ 1,016,100

(1) Does not reflect the underwriting discounts and expenses payable by us in connection with the offering.

(2) At the closing of the TransCore acquisition, five TransCore executives will receive options to purchase shares of our common stock in exchange for their TransCore options. The number of options to be issued and the exercise price of the options are calculated by a formula based on, among other things, the value of the per share merger consideration to be received by TransCore stockholders in connection with the acquisition and the price of our common stock. In addition, the formula is subject to certain adjustments, including a net working capital adjustment. Therefore, the value of the options to be issued could be greater or less than $10.0 million. Based on an assumed price of our common stock of $61.71 and assuming no purchase price adjustments, we expect to issue, in the aggregate, options to purchase approximately 195,000 shares of our common stock with a weighted average exercise price of approximately $17.45 to these executives. These executives may, at their option, receive restricted shares of our common stock in lieu of stock options.

(3) In connection with the Transactions, we will borrow $700.0 million under our new senior secured credit facility to repay indebtedness under our existing credit facility. After giving pro forma effect to these borrowings, we would have approximately $255.0 million available for borrowing under our new senior secured credit facility. It is possible that we may increase the size of our new senior secured credit facility based upon market conditions and other factors.

(4) Upon the closing of the TransCore acquisition, the new senior secured credit facility will replace our existing credit facility. As of September 30, 2004, $384.6 million was outstanding under our existing credit facility. The weighted average interest rate on our existing credit facility as of September 30, 2004 was 4.07%. In connection with the repayment of indebtedness under our existing credit facility, we expect to incur a non-cash charge of $5.4 million, net of tax, in the fourth quarter of 2004.

(5) Includes TransCore s existing debt to be repaid in connection with the TransCore acquisition.

(6) Includes the underwriting discounts and other expenses incurred or to be incurred in connection with the Transactions.

Table of Contents

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2004:

on an actual basis; and

on an as adjusted basis, after giving effect to the Transactions.

You should read the following table in conjunction with Use of Proceeds, Management s Discussion and Analysis of Financial Condition and Results of Operations, our and TransCore s audited and unaudited consolidated financial statements and related notes and Unaudited Pro Forma Consolidated Financial Information included elsewhere in this prospectus supplement.

	As of September 30, 2004	
	Actual	As Adjusted for the Transactions
	(in thousands)	
Cash and cash equivalents	$ 102,416	$ 46,307
Current portion of long-term debt	$ 20,951	$ 33,701(1)
Long-term debt, less current portion of existing credit facility(2)	364,609	
New senior secured credit facility		667,250(3)
Senior subordinated convertible notes	230,000	230,000
Other	137	137
Total long-term debt	$ 594,746	$ 897,387
Stockholders equity		
Preferred stock, $0.01 par value per share; 1,000 shares authorized; none outstanding		
Common stock, $0.01 par value per share; 80,000 shares authorized; 38,350 shares issued and 37,134 outstanding, actual; 42,450 shares issued and 41,234 outstanding, as adjusted	383	424
Additional paid-in capital	333,516	585,861(4)
Retained earnings	394,908	394,908
Accumulated other comprehensive earnings	49,931	49,931
Treasury stock, 1,171 shares	(23,232)	(23,232)
Total stockholders equity	755,506	1,007,892
Total capitalization	$ 1,371,203	$ 1,938,980

(1) Includes $32.75 million of borrowings under our new senior secured credit facility.
(2)

Upon the closing of the TransCore acquisition, the new senior secured credit facility will replace our existing credit facility. As of September 30, 2004, $384.6 million was outstanding under our existing credit facility. The weighted average interest rate on our existing credit facility as of September 30, 2004 was 4.07%. In connection with the repayment of indebtedness under our existing credit facility, we expect to incur a non-cash charge of $5.4 million, net of tax, in the fourth quarter of 2004.

(3) As of September 30, 2004, after giving pro forma effect to the Transactions, we would have had approximately $255.0 million available for borrowing under our new senior secured credit facility.

(4) Upon the closing of the TransCore acquisition, we will issue stock options to certain TransCore executives at an exercise price significantly below the value of our common stock on the closing date of the acquisition. We expect that these stock options will have a value of approximately $10.0 million. However, the number of options to be issued and the exercise price of the options are calculated by a formula based on, among other things, the value of the per share merger consideration to be received by TransCore stockholders in connection with the acquisition and the price of our common stock. In addition, the formula is subject to certain adjustments, including a net working capital adjustment. Therefore, the value of the options to be issued could be greater or less than $10.0 million.

Table of Contents

PRICE RANGE OF COMMON STOCK

Our common stock trades on the NYSE under the symbol ROP. The table below sets forth, for the periods indicated, the range of high and low closing sales prices for our common stock as reported by the NYSE. In August 2003, we changed our fiscal year-end from October 31 to December 31.

	Roper Common Shares	
Calendar Quarter	**High**	**Low**
2002		
First Quarter	$ 52.91	$ 41.04
Second Quarter	49.73	36.25
Third Quarter	37.74	27.25
Fourth Quarter	43.35	31.54
2003		
First Quarter	$ 40.34	$ 26.35
Second Quarter	38.52	28.33
Third Quarter	47.05	36.20
Fourth Quarter	51.58	43.90
2004		
First Quarter	$ 52.88	$ 45.27
Second Quarter	57.28	47.45
Third Quarter	58.64	52.17
Fourth Quarter (through November 22, 2004)	63.31	58.40

On November 22, 2004, the last reported sale price for our common stock on the NYSE was $61.71 per share. You should obtain current market quotations before making any decision with respect to an investment in our common stock. Based on information available to us and our transfer agent, we believe that as of September 30, 2004, there were 188 record holders of our common stock.

DIVIDEND POLICY

We have paid a cash dividend in each fiscal quarter since our February 1992 initial public offering and we have also increased our dividend rate each year. During fiscal 2002, 2003 and the first three quarters of fiscal 2004, we paid quarterly dividends of $0.0825, $0.0875 and $0.09625 per share, respectively. In November 2004, our board of directors increased the dividend to be paid in the quarter ending March 31, 2005 to $0.10625 per share, an increase of 10.4% from the prior rate. The timing, declaration and payment of future dividends will be at the sole discretion of our board of directors and will depend upon our profitability, financial condition, capital needs, future prospects, covenants in our existing and new senior secured credit facilities and any other future debt instrument and other factors deemed relevant by our board of directors. Therefore, there can be no assurance as to the amount, if any, of cash dividends that will be paid in the future.

Table of Contents

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

We derived the following unaudited pro forma consolidated financial data by the application of pro forma adjustments to our historical financial statements, the historical financial statements of TransCore and our pro forma consolidated statement of operations for the year ended December 31, 2003 reflecting our acquisition of NTGH. The pro forma consolidated statement of operations for the year ended December 31, 2003 assumes that the NTGH acquisition and the related transactions occurred on January 1, 2003. In addition, the following pro forma consolidated statements of operations for the year ended December 31, 2003 and the nine months ended September 30, 2004 reflect the following events as if each had occurred on January 1, 2003, and the unaudited pro forma balance sheet as of September 30, 2004 reflects the following events as if each had occurred on September 30, 2004:

- the acquisition of TransCore;
- the issuance of 4,174,000 shares of common stock in this offering;
- the incurrence of approximately $700.0 million of borrowings under our new senior secured credit facility; and
- the repayment of all amounts outstanding under our existing credit facility, which aggregated $384.6 million at September 30, 2004.

The pro forma consolidated statement of operations for the year ended December 31, 2003 utilizes the pro forma consolidated statement of operations for Roper for the year ended December 31, 2003 filed as Exhibit 99.1 to our Current Report on Form 8-K dated October 25, 2004 (which, in turn, reflects the application of pro forma adjustments to our audited consolidated statement of operations for the year ended December 31, 2003 and the unaudited historical financial statements of NTGH for the year ended December 31, 2003) and the audited consolidated statements of operations of TransCore for the year ended January 31, 2004. The pro forma consolidated statement of operations for the nine months ended September 30, 2004 utilizes the unaudited consolidated statement of operations for Roper for the nine months ended September 30, 2004 and the unaudited consolidated statement of operations of TransCore for the nine months ended October 31, 2004. The pro forma consolidated balance sheet as of September 30, 2004 utilizes the unaudited balance sheet of Roper as of September 30, 2004 and the unaudited balance sheet of TransCore as of October 31, 2004.

The unaudited pro forma consolidated financial data has been prepared giving effect to the TransCore acquisition, which will be accounted for in accordance with SFAS No. 141, Business Combinations. The total purchase price will be allocated to the net assets of TransCore based upon estimates of fair value. The pro forma adjustments are based on a preliminary assessment of the value of TransCore s tangible and intangible assets by management. Management will utilize a formal valuation analysis by an outside appraisal firm in determining the final purchase price allocation. Accordingly, the final purchase price allocation may include an adjustment to the amounts recorded for the value of property and equipment, identifiable intangible assets and goodwill, as well as changes in cash consideration based on changes in cash, indebtedness and working capital on the closing date. A final valuation is in process and will be completed after the completion of the acquisition.

The adjustments to the unaudited pro forma consolidated statement of operations are based upon available information and certain assumptions that we believe are reasonable and exclude the following non-recurring charges that will be incurred in connection with the Transactions: (1) amortization of estimated inventory fair value step-up of approximately $4.4 million from the acquisition expected to impact 2005 cost of sales; and (2) the write-off of approximately $5.4 million of debt extinguishment costs, net of tax, related to the repayment of all amounts outstanding under our existing credit facility. The pro forma consolidated financial information should be read in conjunction with the historical financial statements of Roper and TransCore and the related notes thereto included in or incorporated by reference into this prospectus supplement. The pro forma financial information is presented for informational purposes only and does not purport to represent what our actual results of

operations or financial position would have been had the TransCore acquisition and related Transactions described above been consummated at the date indicated, nor is it necessarily indicative of our future results of operations or financial condition.

Table of Contents

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

PRO FORMA CONSOLIDATED BALANCE SHEET

September 30, 2004

	Historical Roper	Historical TransCore	Adjustments for the Transactions	Pro Forma
		(unaudited)		
		(in thousands)		
Cash and cash equivalents	$ 102,416	$ 6,766	$ (62,875)(1)	$ 46,307
Accounts receivable, net	169,592	61,757		231,349
Inventories	109,316	16,450	4,436 (2)	130,202
Cost and estimated earnings in excess of billings on uncompleted contracts		26,337		26,337
Deferred taxes	20,671	1,908		22,579
Other current assets	9,019	1,749		10,768
Total current assets	411,014	114,967	(58,439)	467,542
Property, plant and equipment, net	74,189	24,501		98,690
Goodwill	739,418	209,167	171,865 (2)	1,120,450
Other intangible assets, net	297,015	37,215	155,785 (2)	490,015
Deferred taxes	10,828	6,224		17,052
Other noncurrent assets	40,674	7,289	9,807 (3)	53,570
			(4,200)(4)	
Total assets	$ 1,573,138	$ 399,363	$ 274,818	$ 2,247,319
Accounts payable	$ 46,165	$ 17,493	$	$ 63,658
Accrued liabilities	80,012	18,484	2,000 (2)	100,496
Retention and stock related plans		8,978	(8,978)(5)	
Advanced billings		9,849		9,849
Billings in excess of costs and estimated earnings on uncompleted contracts		6,363		6,363
Deferred taxes	1,640			1,640
Current portion of long-term debt	20,951	3,896	8,854 (6)	33,701
Total current liabilities	148,768	65,063	1,876	215,707
Long-term debt	594,746	201,470	101,171 (6)	897,387
Deferred taxes	55,426		54,525 (2)	109,951
Redeemable preferred stock		53,279	(53,279)(7)	
Other noncurrent liabilities	18,692	403	298 (7)	19,393
Total liabilities	817,632	320,215	104,591	1,242,438
Total stockholders equity	755,506	79,148	249,375 (8)	1,004,881
			(79,148)(7)	
Total liabilities and stockholders equity	$ 1,573,138	$ 399,363	$ 274,818	$ 2,247,319

See accompanying notes to the unaudited Pro Forma Consolidated Balance Sheet

Table of Contents

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET

(In thousands)

(1) Represents $56,109 of our cash-on-hand that will be used to fund the TransCore acquisition as well as $6,766 of existing cash that will remain with the sellers.

(2) Under purchase accounting, the estimated acquisition consideration will be allocated to TransCore s assets and liabilities based on their fair values. The consideration remaining will be allocated to identifiable intangibles with a finite life and amortized over that life, as well as to goodwill and identifiable intangibles with an indefinite life, which will be evaluated on an annual basis to determine impairment and adjusted accordingly. The pro forma adjustments were based on management s preliminary assessment of value of TransCore s tangible and intangible assets. The final purchase price allocation is in process and may include an adjustment of the total consideration payable at closing, as well as in the amount recorded for any changes in value of property and equipment, identifiable intangible assets and goodwill determined by management after completion of the Transactions.

Allocation of acquisition consideration:	
Net cash paid for the TransCore acquisition	$ 600,000
Estimated acquisition expenses	11,068
Total acquisition consideration	$ 611,068
Less: Net Book Value of assets acquired	(335,507)
Excess purchase price to be allocated	$ 275,561
Preliminary allocations:	
Inventory step-up	$ 4,436
Deferred tax liability related to incremental intangible assets acquired	(54,525)
Restructuring and other incremental liabilities	(2,000)
Incremental identifiable intangible assets	155,785
Incremental goodwill	171,865
	$ 275,561

Amortization of intangible assets, if applicable, will occur over their estimated useful lives, which we estimate will range from three to twelve years. The major categories of TransCore intangible assets are estimated as follows, subject to adjustment in connection with the final purchase price allocation:

Assets subject to amortization:	
Customer relationships	$ 106,000
Technology	33,000
Backlog	14,000
Assets not subject to amortization:	

Trade names	$ 40,000
	$ 193,000

(3) Estimated debt issuance cost of $9,807 related to our new senior secured credit facility, and related expenses, which will be amortized over the life of the credit facility.

(4) Reflects the elimination of capitalized financing fees related to TransCore s debt that will not be assumed in the Transactions.

(5) Reflects the elimination of retention and stock related plans which will not be assumed in connection with the TransCore acquisition.

Table of Contents

(6) Reflects the increase in our outstanding indebtedness following the Transactions and the elimination of TransCore s existing indebtedness that will not be assumed in connection with the Transactions.

(7) Reflects the elimination of TransCore s historical share capital, retained earnings, redeemable preferred stock and other equity accounts pursuant to the application of purchase accounting.

(8) Reflects the issuance of shares in this offering and the application of the net proceeds from this offering, net of underwriting discounts and expenses.

Table of Contents

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2003

	Pro Forma Roper/ NTGH(1)(2)	Historical TransCore(2)	Adjustments for the Transactions	Pro Forma
		(unaudited)		
		(in thousands)		
Net sales	$ 855,834	$ 338,137	$	$ 1,193,971
Cost of sales	424,113	189,253		613,366
Gross profit	431,721	148,884		580,605
Selling, general and administrative expenses	284,806	105,936	10,450 (3)	401,192
Retention and stock related plans expense		1,015(4)		1,015
Operating profit	146,915	41,933	(10,450)	178,398
Interest expense	26,251	25,308	(18,009)(5)	33,550
Loss on extinguishment of debt	9,329	11,126(4)		20,455
Other income/(expense)	(3,735)	1,066		(2,669)
Earnings from continuing operations before income taxes	107,600	6,565	7,559	121,724
Income taxes	33,320	2,950	2,646 (6)	38,916
Net earnings from continuing operations	$ 74,280	$ 3,615	$ 4,913	$ 82,808
Net earnings per share from continuing operations				
Basic	$ 2.04			$ 2.04
Diluted	2.02			2.02
Average shares outstanding				
Basic	36,439		4,174 (7)	40,613
Diluted	36,856		4,174 (7)	41,030

See accompanying notes to the unaudited Pro Forma Consolidated Statement of Operations

S-35

Table of Contents

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS

Nine Months Ended September 30, 2004

	Historical Roper(2)	Historical TransCore(2)	Adjustments for the Transactions	Pro Forma
		(unaudited)		
		(in thousands)		
Net sales	$ 693,215	$ 269,905	$	$ 963,120
Cost of sales	348,191	148,256		496,447
Gross profit	345,024	121,649		466,673
Selling, general and administrative expenses	225,924	85,605	7,775 (3)	319,304
Retention and stock related plans expense		9,658(4)		9,658
Operating profit	119,100	26,386	(7,775)	137,711
Interest expense	21,066	12,141	(7,457)(5)	25,750
Other income	18	942		960
Earnings from continuing operations before income taxes	98,052	15,187	(318)	112,921
Income taxes	28,986	9,025	(111)(6)	37,900
Net earnings from continuing operations	$ 69,066	$ 6,162	$ (207)	$ 75,021
Net earnings per share from continuing operations				
Basic	$ 1.87			$ 1.83
Diluted	1.84			1.80
Average shares outstanding				
Basic	36,870		4,174 (7)	41,044
Diluted	37,474		4,174 (7)	41,648

See accompanying notes to the unaudited Pro Forma Consolidated Statement of Operations

Table of Contents

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

(1) Reflects the application of pro forma adjustments to our audited consolidated statement of operations for the year ended December 31, 2003 and the unaudited historical financial statements of NTGH for the year ended December 31, 2003 as if we acquired NTGH on January 1, 2003. Roper and NTGH operated as separate businesses from the period beginning January 1, 2003 through December 29, 2003.

(2) Because of differing fiscal year-ends for Roper and TransCore, the pro forma consolidated statement of operations for the fiscal year ended December 31, 2003 utilizes the audited consolidated statement of operations statement of TransCore for the fiscal year ended January 31, 2004. The pro forma consolidated statement of operations for the fiscal nine months ended September 30, 2004 utilizes the unaudited consolidated statement of operations of TransCore for the nine months ended October 31, 2004.

(3) Reflects the adjustment to the historical amortization expense of TransCore for the additional intangible amortization of identifiable finite-lived intangible assets.

(4) During the year ended December 31, 2003, TransCore recorded a loss on early extinguishment of debt of $11,126. This loss was associated with financing arrangements typical of ownership by a private equity group. This loss is required to be presented in the pro formas under Article 11 of Regulation S-X. This amount is not applicable for Roper because TransCore will be part of Roper following the TransCore acquisition. In addition, during TransCore s year ended January 31, 2004 and the nine months ended October 31, 2004, TransCore recorded pretax expenses relating to its retention and stock related plans of $1,015 and $9,658, respectively. During TransCore s nine months ended October 31, 2004, $3,522 of this expense related to preferred stock held by TransCore employees becoming convertible based on the value of TransCore s common stock. All outstanding stock appreciation rights and preferred stock will be redeemed in connection with the TransCore acquisition. Therefore, these expenses will not be applicable for us in future periods. The table below reflects the pro forma earnings from continuing operations before income taxes adjusted to exclude the loss on extinguishment of debt and the stock appreciation and rights plans expense (dollars in thousands):

	Year Ended December 31, 2003	Nine Months Ended September 30, 2004
Pro forma earnings from continuing operations before income taxes	$ 121,724	$ 112,921
Loss on extinguishment of debt	11,126	
Retention and stock related plans expense	1,015	9,658
Adjusted earnings from continuing operations before income taxes	$ 133,865	$ 122,579

(5) Reflects the net change in interest expense to give effect to (a) borrowings under our proposed new $955.0 million senior secured credit facility, (b) the amortization of $9.8 million of debt issuance costs over five years, and (c) the elimination of interest expense for both Roper and TransCore under their current financing structures. For every $^{1}/_{8}$% change in the interest rates on the debt, the effect on pro forma interest expense of the combined entities is approximately $0.7 million.

(6) Tax effects of the pro forma adjustments have been calculated based on the applicable statutory rate of 35%.

(7) Reflects the issuance of 4,174,000 shares of common stock in this offering for gross proceeds of $250.0 million, or $59.90 per share. The price per share reflects the average closing price of our common stock on the five trading day period ended on October 8, 2004, two trading days after we announced the TransCore acquisition.

Table of Contents

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and related notes and other financial data of Roper and TransCore each included elsewhere in this prospectus supplement. In early 2003, we realigned our operations into four market-focused segments. All segment information has been restated to reflect these new categories.

Roper

Overview

We are a diversified industrial company that designs, manufactures and distributes energy systems and controls, scientific and industrial imaging products and software, industrial technology products and instrumentation products and services. We market these products and services to selected segments of a broad range of markets including water and wastewater, oil and gas, research, power generation, medical, semiconductor, refrigeration, automotive and general industry.

We pursue consistent and sustainable growth in sales and earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses. Our acquisitions have represented both financial bolt-ons and new strategic platforms. Common characteristics of our acquisitions are engineered products or systems that have high gross margins and generate favorable financial results. We strive for high cash and earnings returns from our acquisition investments. During the nine months ended September 30, 2004, our results of operations benefited from the acquisition of Neptune Technology Group Holdings, Inc., or NTGH made on December 29, 2003.

Since 1993, our most significant customer has been OAO Gazprom, a Russian enterprise that is the world s largest gas provider. We have provided complex gas transmission pipeline controls and related services to Gazprom that represented at least 7% of our sales during the period 1993 to 2002. Our growth elsewhere and declines in Gazprom demand have resulted in Gazprom sales being less than 4% and 1% of total net sales during fiscal 2003 and the nine months ended 2004, respectively, and we expect this level for the full year. We understand that Gazprom demand has declined due to hard currency liquidity issues and changes in their procurement practices, including the purchase of control systems from Russian original equipment manufacturers, or OEMs, in the turbomachinery industry. We supply control systems to certain of these OEMs.

Application of Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, or GAAP. A discussion of our significant accounting policies can be found in the notes to our consolidated financial statements for the year ended December 31, 2003 included elsewhere in this prospectus supplement.

GAAP offers acceptable alternative methods for accounting for certain issues affecting our financial results, such as determining inventory cost, depreciating long-lived assets, recognizing revenues and issuing stock options to employees. We have not changed the application of acceptable accounting methods or the significant estimates affecting the application of these principles in the last three years in a manner that had a material effect on our financial statements, except for the adoption of Statement of Financial Accounting Standards, or SFAS, No. 142, Goodwill and Other Intangible Assets.

The preparation of financial statements in accordance with GAAP requires the use of estimates, assumptions, judgments and interpretations that can affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and other supplemental disclosures.

Table of Contents

The development of accounting estimates is the responsibility of our management. Our management discusses those areas that require significant judgments with the audit committee of our board of directors. The audit committee reviews all financial disclosures to be included in our filings with the SEC. Although we believe the positions we have taken with regard to uncertainties are reasonable, others might reach different conclusions and our positions can change over time as more information becomes available. If an accounting estimate changes, its effects are accounted for prospectively.

Our most significant accounting uncertainties are encountered in the areas of accounts receivable collectibility, inventory utilization, future warranty obligations, revenue recognition (percent of completion), income taxes and goodwill and indefinite lived intangible asset analysis. These issues, except for income taxes, which are not allocated to our business segments, affect each of our business segments. We evaluate these issues primarily using a combination of historical experience, current conditions and relatively short-term forecasting.

Accounts receivable collectibility is based on the economic circumstances of customers and credits given to customers after shipment of products, including in certain cases, credits for returned products. We regularly review accounts receivable to determine customers who have not paid within agreed upon terms, whether these amounts are consistent with past experiences, what our historical experience has been with amounts deemed uncollectible and the impact that current and near-term forecast economic conditions might have on collection efforts in general and with specific customers. We analyze the returns and other sales credit histories to determine likely future rates for such credits. At September 30, 2004, our allowance for doubtful accounts receivable, sales returns and sales credits was $4.9 million, or 2.8% of total gross accounts receivable of $174.4 million. The amount of the reserve has remained consistent over the past four quarters.

We regularly compare inventory quantities on hand against anticipated future usage, which we determine as a function of historical usage or forecasts related to specific items in order to evaluate obsolescence and excessive quantities. When we use historical usage, we also qualitatively compare this information to business trends to evaluate the reasonableness of using historical information as an estimate of future usage. Business trends can change rapidly, and these events can affect the evaluation of inventory balances. At September 30, 2004, inventory reserves for excess and obsolete inventory were $24.8 million, or 18.3% of gross first-in, first-out inventory cost. The amount of our inventory reserve is comparable to the prior year-end amount and slightly higher as a percentage of gross first-in, first-out inventory.

Most of our sales are covered by warranty provisions that generally provide for the repair or replacement of qualifying defective items for a specified period after the time of sale, typically 12 months. Future warranty obligations are evaluated using, among other factors, historical cost experience, product evolution and customer feedback. At September 30, 2004, the accrual for future warranty obligations was $5.3 million or 0.5% of annualized quarter sales. The reserve was comparable to the prior year-end amount.

Net sales recognized under the percentage-of-completion method of accounting are estimated and dependent on a comparison of total costs incurred to date to total estimated costs for a project. During the nine months ended September 30, 2004, we recognized $10.3 million of net sales using this method. In addition, approximately $10.8 million of net sales related to unfinished percentage-of-completion contracts had yet to be recognized at September 30, 2004. Net sales accounted for under this method are generally not significantly different in profitability compared with net sales for similar products and services accounted for under other methods.

Income taxes can be affected by estimates of whether, and within which jurisdictions, future earnings will occur and how and when cash is repatriated to the United States, combined with other aspects of an overall income tax strategy. Additionally, taxing jurisdictions could retroactively disagree with our tax treatment of certain items, and some historical transactions have income tax effects going forward. Accounting rules require these future effects to be evaluated using current laws, rules and regulations, each of which can change at any

Table of Contents

time and in an unpredictable manner. Income taxes were 29.6% of pretax earnings for the nine months ended September 30, 2004 as compared to 30.0% for the nine months ended September 30, 2003. This decrease includes a one time credit of approximately $0.9 million related to a research and development tax credit study as well as the offsetting impact of the NTGH businesses acquired in the fourth quarter of 2003 and the capital restructuring completed in conjunction with that acquisition. We anticipate the our effective tax rate for the fourth quarter of 2004 to be approximately 30.5% exclusive of any effects of the TransCore acquisition expected to be completed during the fourth quarter of 2004.

The evaluation of the carrying value of goodwill and indefinite-lived intangibles is required to be performed annually. We perform this analysis during our fourth quarter.

Results of Operations

General

In August 2003, our board of directors approved a change in our fiscal year-end from October 31 to December 31 effective January 1, 2003. We filed a transition report on Form 10-Q for the two months ended December 31, 2002 (the transition period), and filed our first report on the new calendar year basis for the period ended September 30, 2003. During the transition period ended December 31, 2002, we began reporting our operations under the segment structure shown below.

[Table of Contents](#)

The following tables set forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales. Percentages may not foot due to rounding.

	Year Ended October 31,	Year Ended December 31,	Nine Months Ended September 30,	
	2002	2003	2003	2004
		(dollars in thousands)		
Net sales				
Instrumentation(1)	$ 175,490	$ 181,329	$ 130,445	$ 149,578
Industrial Technology(2)	164,160	170,324	126,816	294,814
Energy Systems and Controls(3)	126,709	138,968	105,260	111,145
Scientific and Industrial Imaging	151,103	166,735	125,041	137,678
Total	$ 617,462	$ 657,356	$ 487,562	$ 693,215
Gross profit:				
Instrumentation	58.6%	58.3%	58.4%	57.4%
Industrial Technology	46.2	45.6	46.2	42.2
Energy Systems and Controls	59.8	52.8	52.5	52.2
Scientific and Industrial Imaging	52.3	53.6	53.6	55.8
Total	54.1	52.7	52.7	49.8
Selling, general and administrative expenses:				
Instrumentation	39.9%	40.8%	42.3%	39.3%
Industrial Technology	23.4	24.4	24.4	21.9
Energy Systems and Controls	33.7	33.8	33.9	32.9
Scientific and Industrial Imaging	35.2	36.8	37.0	39.3
Total	33.2	34.1	34.5	30.9
Segment operating profit:				
Instrumentation	18.7%	17.5%	16.1%	18.1%
Industrial Technology	22.8	21.2	21.8	20.3
Energy Systems and Controls	26.1	19.0	18.6	19.3
Scientific and Industrial Imaging	17.1	16.8	16.6	16.4
Total	20.9	18.6	18.3	18.9
Corporate administrative expenses	(2.2)%	(2.2)%	(2.1)%	(1.7)%
Income from continuing operations	18.7	16.4	16.2	17.2
Interest expense	(3.0)%	(2.5)%	(2.6)%	(3.0)%
Euro debt conversion loss	(0.7)			
Loss on extinguishment of debt		(3.8)		
Other income / (expense)	0.5			
Income from continuing operations before taxes and change in accounting principle	15.6%	10.1%	13.6%	14.1%
Income taxes	(4.8)	(2.8)	(4.1)	(4.2)
Income from continuing operations before change in accounting principle	10.8	7.3	9.5	10.0

Loss from discontinued operations, net of tax	(0.1)%	(0.4)%	(0.6)%	
Goodwill adjusted effective November 1, 2001, net of taxes	(4.2)			
Net earnings	6.5%	6.9%	8.9%	10.0%

(1) Includes results of Struers and Logitech from September 2001 and several smaller businesses acquired during the years presented.
(2) Includes results of NTGH from January 1, 2004.
(3) Includes results of Zetec from August 2002 and several smaller businesses acquired during the years presented.

Table of Contents

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Net sales for the nine month period ended September 30, 2004 were $693.2 million as compared to $487.6 million in the prior-year quarter, a 42.2% increase. Approximately $176.8 million of this increase was due to acquisitions, primarily NTGH completed on December 29, 2003, however, most of our segments showed improvement over the prior year period.

In our Industrial Technology segment, net sales were up 132.5% to $294.8 million in the first nine months of 2004 as compared to $126.8 million in the first nine months of 2003 due primarily to the inclusion of Neptune Technology and DB Microware in the current year period. Gross margins were lower at 42.2% for the first nine months of 2004 as compared to 46.2% in the first nine months of 2003. The decrease was primarily due to the Neptune margins being lower than the pre-acquisition segment average. Additionally, Neptune margins were adversely impacted by the inclusion of approximately $1.5 million in cost of goods sold during the first quarter related to purchase accounting that will not recur in future quarters. Also, the first quarter of 2004 included $0.3 million of restructuring costs included in cost of goods sold which are not expected to recur. SG&A expenses as a percentage of net sales were 21.9%, down from 24.4% in the prior year period. The reduction was primarily due to a lower SG&A structure for the Neptune business. Also, the first quarter of 2004 included $0.7 million of restructuring included in SG&A which is not expected to recur. The resulting operating profit margins were 20.3% in the first nine months of 2004 as compared to 21.8% in the first nine months of 2003.

In our Instrumentation segment, net sales were $149.6 million as compared to $130.4 million in the prior year period, up $19.2 million or 14.7%. This segment experienced increased revenues from our foreign sales attributable to the stronger Euro and increased sales in certain petroleum and materials testing markets. Gross margins decreased to 57.4% in the current period from 58.8% in the first nine months of 2003 with lower margins being experienced in the most recent quarter in our petroleum testing businesses. SG&A expenses as a percentage of net sales were lowered to 39.3% in the current period, compared to 42.3% in the prior year period as benefits were realized from restructuring activities. Overall the segment reported operating profit margins of 18.1% as compared to 16.1% in the prior year period.

Net sales in our Energy Systems & Controls segment increased by 5.6% to $111.1 million during the first nine months of 2004, compared to $105.3 million in the first nine months of 2003 due to the inclusion in the third quarter of the first full quarter results of the acquisition of the power generation business of RD Tech, as well as strong performance in our power utility maintenance and oil & gas markets, offset somewhat by a $14.2 million reduction in sales to Gazprom. Gross margins decreased slightly to 52.2% in the first nine months of 2004 compared to 52.5% in the first nine months of 2003. SG&A expenses decreased to 32.9% in the current nine month period as compared to 33.3% in the prior year period. As a result, operating margins were 19.3% in the first nine months of 2004 as compared to 18.6% in first nine months of 2003.

Our Scientific & Industrial Imaging segment net sales increased by 10.1% to $137.7 million in the nine months ended September 30, 2004 as compared to $125.0 million in the prior year period due primarily to the inclusion of sales of DAP Technologies, part of the NTGH acquisition. Gross margins improved from 53.6% in the first nine months of 2003 to 55.8% in the first nine months of 2004 due to strength in imaging equipment sales. SG&A as a percentage of net sales was 39.3% in the first nine months of 2004 as compared to 37.0% in the first nine months of 2003. Overall, the segment reported operating profit margins of 16.4% as compared to 16.6% in the prior year nine month period.

Corporate expenses were $11.9 million in the first nine months of 2004 as compared to $10.2 million in the first nine months of 2003. Additional governance costs and variable compensation expenses were the primary factors behind the increase.

Interest expense of $21.1 million for the first nine months of 2004 was 66.5% higher as compared to the first nine months of 2003 interest expense of $12.7 million. This increase is primarily due to the higher debt levels associated with the NTGH acquisition completed in December

2003.

Table of Contents

Income taxes were 29.6% of pretax earnings in the period ended September 30, 2004 as compared to 30.0% in the prior year period ended September 30, 2003. This decrease includes a one time credit of approximately $0.9 million related to a research and development tax credit study as well as the offsetting impact of the NTGH businesses acquired in the fourth quarter of 2003 and the capital restructuring completed in conjunction with that acquisition.

Year Ended December 31, 2003 Compared to Year Ended October 31, 2002

Net sales for the twelve months ended December 31, 2003 were $657.4 million as compared to sales of $617.5 million for the twelve months ended October 31, 2002, an increase of 6.5%. A significant part of the increase was the full year impact of our fiscal 2002 acquisitions, Zetec, AI Qualitek and QImaging. We had a significant decrease in sales to Gazprom ($33.7 million or 59.7% decline from the prior period) as a result of the change in their procurement processes noted previously. This significant decline was offset by sales increases in materials analysis equipment and consumables, imaging sales into electron microscopy markets, water/wastewater projects and other oil and gas sector sales.

In our Instrumentation segment, net sales for the twelve months ended December 31, 2003 increased by $5.8 million or 3.3% over the twelve months ended October 31, 2002. The increase was attributable to the full-year impact of AI Qualitek (acquired in fiscal 2002) and strong results from our European-based Struers operation which was partially offset by continued depressed business conditions in telecommunications markets.

Net sales for our Industrial Technology segment increased by $6.2 million or 3.8% for the twelve months ended December 31, 2003 over the twelve months ended October 31, 2002. The increase was the result of strength in our industrial pumps companies which experienced increased sales in the larger municipal water/wastewater projects.

In our Energy Systems and Controls segment, net sales for the twelve months ended December 31, 2003 increased by $12.3 million or 9.7% over the twelve months ended October 31, 2002. The increase was due to the full-year impact of Zetec acquired in fiscal 2002, offset by the expected lower sales levels to Gazprom. We also had improved sales of our machinery vibration sensor equipment in the current twelve month period.

Our Scientific and Industrial Imaging segment reported an increase in net sales of $15.6 million or 10.3% for the twelve months ended December 31, 2003 over the twelve months ended October 31, 2002. The increase was attributable to both the full-year impact of QImaging acquired in fiscal 2002 and the increased sales for electron microscopy products.

Our overall gross profit percentage was 52.7% for the twelve months ended December 31, 2003 as compared to 54.1% for the twelve months ended October 31, 2002. Instrumentation segment gross margins were roughly flat period over period at 58.3% as compared to 58.6%. Industrial Technology gross margins decreased to 45.6% due to an erosion in part of our industrial valves and controls business that is being addressed by moving production to lower cost environments. Our Energy Systems and Controls segment reported margins of 52.8% in fiscal 2003 as compared to 59.8% in fiscal 2002. A decrease was expected this year from the full year inclusion of Zetec whose gross margins are lower than the segment average. Additionally there were lower margins from the significantly lower levels of Gazprom sales in this segment in the current period. Our Scientific and Industrial Imaging segment gross margins were 53.6% in fiscal 2003 as compared to 52.3% in fiscal 2002 as we experienced a rebound in motion imaging equipment sales and a higher percentage of the segment sales in higher margin product.

Selling, general and administrative (SG&A) expenses increased to 36.2% of net sales for the twelve months ended December 31, 2003 from 35.2% of net sales for the twelve months ended October 31, 2002, primarily from $5.9 million of restructuring expenses (0.9% of net sales) incurred in the current fiscal year to reduce excess manufacturing capacity, move certain operations to lower-cost locations and reduce fixed costs.

Table of Contents

Interest expense decreased $2.1 million, or 11.5%, for the twelve months ended December 31, 2003 compared to the twelve months ended October 31, 2002, as a result of lower debt levels in the current period. The company used its cash flows generated from operating activities to reduce debt levels prior to the NTGH transaction.

Income taxes were 27.5% of pretax earnings in fiscal 2003 compared to 31.0% in fiscal 2002. The primary factors for the decrease were the marginal rate impact in the fourth quarter of fiscal 2003 of certain expenses related to the NTGH acquisition and related financing transactions and the demonstrated ability to avoid repatriation of certain foreign sourced earnings.

At December 31, 2003, the functional currencies of our European subsidiaries were stronger against the U.S. dollar compared to currency exchange rates at both October 31, 2002 and December 31, 2002. This strengthening resulted in an increase in the foreign exchange component of comprehensive earnings of $6.8 million in the two month period ended December 31, 2002 and of $36.3 million in the twelve month period ended December 31, 2003. Approximately $33.6 million of these adjustments related to goodwill and are not expected to directly affect our projected future cash flows. Fiscal 2003 operating results also benefited from the stronger non-U.S. currencies. The net benefits were approximately 2% of operating earnings. Foreign exchange differences related to our other non-U.S. subsidiaries were immaterial to fiscal 2003 financial performance.

The following table summarizes our net sales order information for the years ended December 31, 2003 and October 31, 2002 (dollar amounts in thousands).

	2002	2003	Change
Instrumentation	$ 168,350	$ 178,255	5.9%
Industrial Technology	161,632	168,798	4.4%
Energy Systems and Controls	123,038	143,933	17.0%
Scientific and Industrial Imaging	153,349	154,538	0.8%
Total	$ 606,369	$ 645,524	6.5%

Instrumentation segment net orders improved due to the full year bookings of AI Qualitek, continued strength for oil and gas desulfurization applications and higher orders for our materials analysis equipment. Industrial Technology segment net orders strengthened over most markets after a soft fiscal 2002. Energy Systems and Controls net orders rose on the strength of a full year of Zetec orders and strength in non-Gazprom oil and gas sectors, offset by significantly lower Gazprom orders. Scientific and Industrial Imaging net orders benefited from the full year of QImaging orders offset by the timing of orders for electron microscopy products (sales increased in the period) and weaker research market demand for high-end digital cameras.

The following table summarizes sales order backlog information at December 31, 2003 and October 31, 2002 (dollar amounts in thousands).

	2002	2003	Change
Instrumentation	$ 17,751	$ 17,068	(3.8)%

Industrial Technology	24,122	58,024	140.5%
Energy Systems and Controls	23,985	30,989	29.2%
Scientific and Industrial Imaging	40,732	42,482	4.3%
Total	$ 106,590	$ 148,563	39.4%

The increase in backlog was primarily due to the inclusion of the NTGH entities at December 31, 2003. The decline in the Instrumentation segment backlog is the result of continued softness in our telecommunications business.

Table of Contents

Financial Condition, Liquidity and Capital Resources

Historic for Roper

Net cash provided by operating activities was $101.6 million during the nine months ended September 30, 2004 as compared to $57.8 million during the nine months ended September 30, 2003, a 75.8% increase. This increase is principally attributable to the inclusion of NTGH in the current year results, better performance of our business units, successful implementation of our restructuring efforts and our continued focus on working capital reduction. Cash used by financing activities during the nine months ended September 30, 2004 was comprised of dividends and debt payments. Cash provided by financing activities during the nine months ended September 30, 2003 was comprised of the payment of dividends and debt reductions created from our other net positive cash flows.

Net cash provided by operating activities was $71.3 million for the twelve months ended December 31, 2003 and $86.8 million for the twelve months ended October 31, 2002. Excluding the one time write-off of debt extinguishment costs related to the recapitalization of the Company of $24.4 million, net cash provided by operating activities in fiscal 2003 was $95.7 million, an increase of $8.9 million over fiscal 2002. This increase reflected stronger earnings from operations and reduced inventories. We expect our net cash provided by operating activities for fiscal 2004 to be higher than the levels experienced in the prior two fiscal years due to the NTGH acquisition completed on December 29, 2003. Cash flows used in investing activities during each of fiscal 2003 and 2002 were primarily business acquisition costs. Cash flows from financing activities during each of these years were largely the borrowing activities associated with the business acquisitions and the debt reductions from our other net positive cash flows. Financing activities in fiscal 2003 also included replacing our existing $275.0 million credit agreement and $125.0 million senior notes with our current $625.0 million credit agreement and $230.0 million senior subordinated convertible notes.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $180.8 million at September 30, 2004 compared to $170.4 million at December 31, 2003, reflecting the decrease in certain accrued liabilities that existed at year end related to the NTGH acquisition. Total debt was $615.7 million at September, 2004 compared to $651.1 million at December 31, 2003. The leverage of the Company improved as shown in the following table:

	December 31, 2003	September 30, 2004
	(dollars in thousands)	
Total Debt	$ 651,109	$ 615,697
Cash	(70,234)	(102,416)
Net Debt	580,875	513,281
Stockholders Equity	655,781	755,506
Total Net Capital	$ 1,236,656	$ 1,268,787
Net Debt / Total Net Capital	47.0%	40.5%

Net working capital was $170.4 million at December 31, 2003 compared to $126.7 million at October 31, 2002. We acquired approximately $70.2 million of net current assets through business acquisitions during fiscal 2003. Total debt was $651.1 million at December 31, 2003 (49.8% of total capital) compared to $332.1 million at October 31, 2002 (47% of total capital). Our increased debt at December 31, 2003 compared to October 31, 2002 was due to borrowings incurred at the end of the current fiscal year to fund the NTGH acquisition and replace the previous credit agreement and senior notes.

We were in compliance with all debt covenants related to our credit facilities throughout the nine months ended September 30, 2004.

Table of Contents

At September 30, 2004, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $8.1 million, $10.4 million and $7.7 million were incurred during the nine months ended September 30, 2004, fiscal 2003 and fiscal 2002 respectively. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

On October 22, 2004, the President signed the American Jobs Creation Act of 2004. A provision of this law allows companies to repatriate funds held by foreign-based subsidiaries at a reduced tax rate under certain circumstances. We are currently evaluating the provisions of this law and are investigating the repatriation of foreign-based subsidiaries funds under its provisions.

In November 2004, our board of directors increased the quarterly cash dividend paid on our outstanding common stock to $0.10625 per share, an increase of 10.4% from the prior rate. This represents the twelfth consecutive year in which the quarterly dividend has been increased since our 1992 initial public offering. Our board of directors declared a dividend to be paid in the quarter ending March 31, 2005. Payment of any additional dividends requires further action by our board of directors.

Description of Certain Indebtedness

Senior Subordinated Convertible Notes

In December 2003, we also issued $230.0 million of senior subordinated convertible notes at an original issue discount of 60.498%, resulting in an effective yield of 3.75% per year to maturity. Interest on the notes is payable semiannually, beginning July 15, 2004, until January 15, 2009. After that date, we will not pay cash interest on the notes prior to maturity unless contingent cash interest becomes payable. Instead, after January 15, 2009, interest will be recognized at the effective rate of 3.75% and will represent accrual of original issue discount, excluding any contingent cash interest that may become payable. We will pay contingent cash interest to the holders of the notes during any six month period commencing after January 15, 2009 if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%.

The notes are unsecured senior subordinated obligations, rank junior to our existing and future senior indebtedness and rank equally with our existing and future senior subordinated indebtedness.

Each $1,000 principal amount of the notes will be convertible at the option of the holder into 6.211 shares of our common stock (subject to adjustment), if (i) the sale price of our common stock reaches, or the trading price of the notes falls below, specified thresholds, (ii) if the notes are called for redemption or (iii) if specified corporate transactions have occurred. Upon conversion, we generally will have the right to deliver, in lieu of common stock, cash or a combination of cash and common stock.

Holders may require us to purchase all or a portion of their notes on January 15, 2009, January 15, 2014, January 15, 2019, January 15, 2024, and January 15, 2029, at stated prices plus accrued cash interest, if any, including contingent cash interest, if any. We may only pay the purchase price of such notes in cash and not in common stock.

We may redeem for cash all or a portion of the notes for cash at any time on or after January 15, 2009 at redemption prices equal to the sum of the issue price plus accrued original issue discount and accrued cash interest, if any, including contingent cash interest, if any, on such notes to the applicable redemption date.

Table of Contents

On October 13, 2004, the Financial Accounting Standards Board ratified the consensus reached by the Emerging Issues Task Force at its September 29-30 and June 30-July 1 meetings with respect to EITF 04-8, The Effect of Contingently Convertible Debt on Diluted Earnings per Share. This consensus would require instruments with contingent conversion features that are based on the market price of an entity s own stock, such as the notes in their current form, to be included in the computation of diluted earnings per share on an as-if converted basis, even though the market price contingency has not been met, with restatement of any prior periods during which the instruments were outstanding. The effective date of EITF 04-8 will coincide with the effective date of the proposed statement that revises FASB Statement 128, Earnings per Share, which is expected to be December 15, 2004. The determination of the dilutive effect of the notes upon adoption of EITF 04-8, if any, will be based on the form of the instrument that exists at December 31, 2004.

In connection with EITF 04-8, we commenced a solicitation of consents to amend the indenture under which the notes were issued. The proposed amendment provides for us to pay the same conversion value upon conversion of the notes, but would change the form in which the conversion value is paid. In lieu of receiving, at our option, shares of common stock or cash upon conversion, noteholders would receive only cash for up to the value of the issue price plus accrued original issue discount and, at our option, any remainder of the conversion value would be paid in cash or shares of common stock. In order for the proposed amendments to become effective, we must receive consents from greater than 50% of the noteholders and enter into the new senior secured credit facility. The solicitation period is currently set to expire on December 6, 2004. If the requisite consents are received, we will enter into a supplemental indenture which will become effective concurrently with the closing of the Transactions. If the indenture is amended, we would not be required to include in our calculation of diluted earnings per share any shares, up to the value of the issue price plus accrued original issue discount, that absent the amendment may be issuable if the notes were to be converted. If we do not receive the requisite consents, we will be required to include shares issuable upon conversion of the notes up to the issue price plus accrued original issue discount of the notes (even though the applicable market price contingency has not been met) for the year ending December 31, 2004 and for future periods. In addition, if the amendment does not become effective, we will be required to restate our financial results for the fiscal year ended December 31, 2003 and for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004 to reflect the impact of EITF 04-8 on our diluted earnings per share.

Senior Secured Credit Facility

As discussed below under Amended and Restated Senior Secured Credit Facility we expect to refinance our existing secured credit facility concurrently with closing of this offering.

Pro Forma for Roper

Following the Transactions, our operating requirements will be funded by cash flows provided by our existing businesses, by TransCore s businesses and by financing provided under our new senior secured credit facility. Management believes that these funds will be sufficient to meet our working capital needs for the foreseeable future. At September 30, 2004, after giving pro forma effect to the Transactions, we would have approximately $255.0 million available for borrowings under our amended and restated senior secured credit facility.

Amended and Restated Senior Secured Credit Facility

Concurrently with the closing of this offering, we intend to enter into an amended and restated senior secured credit facility (which we refer to as our new senior secured credit facility) with JPMorgan Chase Bank, N.A., as administrative agent and certain other lenders. The terms of our new senior secured credit facility are still being negotiated and are subject to change. In addition, it is possible that we may increase the size of our

new senior secured credit facility based upon market conditions and other factors. We expect the new facility to consist of:

- a five year $655.0 million term loan A, which will include a euro term loan sub-facility for the euro equivalent of $50.0 million to be made available to one of our foreign subsidiaries; and

- a five year $300.0 million revolving loan, which will include availability of up to $100.0 million for letters of credit and $20.0 million for swingline loans and of which $50.0 million will be available under a multicurrency subfacility in dollars and certain other currencies.

We will use borrowings under the term loans to finance the TransCore acquisition, repay our existing credit facility and pay fees and expenses related to the Transactions. We will use availability under our revolving loans to repay existing indebtedness and for general corporate purposes. See Use of Proceeds.

We and certain of our foreign subsidiaries will be borrowers under our new senior secured credit facility. The facility will be guaranteed by all our present and future domestic subsidiaries (other than domestic subsidiaries that remain subsidiaries of our foreign subsidiaries) and will be secured by a first priority lien on substantially all of our assets and the assets of our direct and indirect domestic subsidiaries including, without limitation, all of our and their respective cash, cash equivalents, accounts receivable, contract rights (including under partnership agreements, management agreements, operating agreements, affiliation agreements and similar agreements), inventory, intellectual property, trade names, equipment and proceeds, but excluding real property interests, and by a pledge of substantially all of the capital stock or other equity interests we and they hold in our respective domestic subsidiaries and at least 65% of the capital stock or other equity interests of certain of our foreign subsidiaries.

We expect that amounts outstanding under the term loan A and the revolving loans will bear interest, at our option, at a rate based on either:

- the higher of (1) the federal funds rate plus 0.50% and (2) the publicly announced prime lending rate of JPMorgan Chase Bank from time to time, in either case plus a per annum spread which adjusts six months after closing and ranges from 0.25% to 0.00% depending on our consolidated total leverage ratio; provided, however, that during the first six month period immediately following the closing of such facility the spread will be fixed at 0.25%; or

- the eurocurrency rate plus a per annum spread which adjusts six months after closing and ranges from 1.25% to 0.75% depending on our consolidated total leverage ratio; provided, however, that during the first six month period immediately following the closing of such facility the spread will be fixed at 1.25%.

We have entered into an arrangement that will fix the interest rate on $100.0 million of borrowings under the term loans at 4.108% through the first quarter of 2006. Outstanding letters of credit issued under the facility will be charged a quarterly fee (based on a per annum spread which adjusts six months after closing and ranges from 1.25% to 0.75% depending on our consolidated total leverage ratio; provided, however, that during the first six month period immediately following the closing of such facility the spread will be fixed at 1.25%) in addition to a fronting fee of 0.125% per annum on the outstanding amount of all such letters of credit.

Additionally, we expect to pay a quarterly commitment fee on the unused portion of the revolving loans of 0.375% per annum for a period of six months following the closing of the facility. Subsequently, the commitment fee will be based on a spread ranging from 0.375% to 0.20% depending on our consolidated total leverage ratio. Our foreign subsidiary borrower shall also pay to each lender under the new facility that

provides a euro term loan a quarterly fronting fee equal to 0.125% per annum on the dollar equivalent of such euro term loan made by such lender.

The closing of the facility will be subject to certain conditions precedent, including the closing of this offering and the TransCore acquisition.

Table of Contents

Mandatory Prepayments. Subject to customary exceptions and limitations, the facility will require us to prepay our term loan and, in certain cases, reduce our commitments under our revolving loan, with the net cash proceeds of certain asset sales by us or any of our subsidiaries, from the issuance or incurrence of certain debt, from equity issuances, from certain casualty and condemnation events, and, up to 75% of our excess cash flows, unless we meet a consolidated total leverage ratio test.

Term Loan Amortization. We are required to make principal payments on the U.S. term loan in 20 consecutive quarterly installments each in an amount equal to:

- $8,187,500, for each quarter ending on or prior to the second anniversary of the closing date;
- $16,375,000, for each quarter ending after the second anniversary of the closing date and on or prior to the third anniversary of the closing date;
- $24,562,500, for each quarter ending after the third anniversary of the closing date and on or prior to the fourth anniversary of the closing date; and
- $106,437,500, for each quarter ending after the fourth anniversary of the closing date and prior to the fifth anniversary of the closing date, with the remaining principal balance of the U.S. term loan due on the fifth anniversary of the closing date.

The euro term loan will mature in a single installment due on the fifth anniversary of the closing date.

The new facility will contain various affirmative and negative covenants which will, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures. The covenants will include:

Indebtedness. Neither we nor any of our subsidiaries will be permitted to create, issue, incur assume, become liable in respect of or permit any indebtedness, except for, among other things, (1) the notes, (2) indebtedness with respect to certain receivables transactions in an aggregate amount not to exceed $100.0 million, (3) subordinated debt, (4) guarantee obligations of any subsidiary guarantor in respect of such subordinated debt subject to certain restrictions and (5) other indebtedness (not constituting subordinated debt); provided that, among other things, at the time of incurrence of any indebtedness pursuant to clause (3), (4) and (5) above, after giving effect to such indebtedness, the aggregate amount of all indebtedness incurred pursuant to clause (5) shall not exceed the greater of (x) 5% of our consolidated total assets and (y) $75.0 million, and at the time of incurrence of any indebtedness pursuant to clauses 3, 4 and 5 of this paragraph, after giving effect to such indebtedness (such indebtedness determined without duplication), the aggregate outstanding principal amount of all indebtedness incurred shall not exceed the greater of (x) 15% of our consolidated total assets and (y) $250.0 million.

Acquisitions. Neither we nor any of our subsidiaries will be permitted to consummate any acquisitions, except for, among others, acquisitions of all or substantially all of the capital stock or assets of, or of a business, unit or division of, any entity; provided that:

- we shall be in compliance, after giving effect to the acquisition, with the covenants contained in the facility;

no default under the credit facility shall have occurred and be continuing, or would occur after giving effect to the acquisition;

in the case of a stock acquisition, the board of directors (or comparable governing body) of the target entity shall approve such acquisition; and

in the case of an acquisition of an entity organized under the laws of a jurisdiction other than the U.S. (or any assets located in any such jurisdiction), the consideration paid for such acquisition, together with the consideration paid for all other foreign acquisitions in the then-current fiscal year, shall not exceed 40% of our consolidated net worth for such fiscal year prior to giving effect to such acquisition.

Restricted Payments. Neither we nor any of our subsidiaries will be permitted to declare or pay any cash dividend on, or make any payment on account of, or set apart assets for a sinking or other analogous fund for, the purchase, redemption, defeasance, retirement or other acquisition of, any capital stock of us or any of our subsidiaries, or make any other distribution in respect thereof, except for, among other things (so long as no default or event of default under the facility shall have occurred and be continuing), we may pay dividends on our common stock in an aggregate amount in any fiscal year not to exceed 25% of our consolidated net income of such fiscal year and we may redeem common stock for cash in an annual amount not to exceed $50,000,000.

Capital Expenditures. Neither we nor any of our subsidiaries will be permitted to make or commit to make capital expenditures during any fiscal year in excess of 15% of our consolidated EBITDA for the immediately preceding fiscal year.

Line of Business. Under the facility, we are prohibited from entering into any business that is not engaged principally in any of the design, manufacture or distribution of industrial products, solutions or services and businesses reasonably related thereto; provided that, we or any of our subsidiaries may engage in any business that does not otherwise satisfy the requirements set forth in the previous clause if such business, together with all of our other businesses, does not constitute a material portion of our businesses taken as a whole.

We will also be subject to financial covenants, which will require us to limit our consolidated total leverage ratio and consolidated senior leverage ratio and to maintain a consolidated interest coverage ratio as follows:

Consolidated Total Leverage Ratio. We may not permit the consolidated total leverage ratio as at the last day of any period of our four consecutive fiscal quarters ending with any fiscal quarter set forth below to exceed the ratio set forth below opposite such fiscal quarter:

Fiscal Quarter Ending	Consolidated Total Leverage Ratio
March 31, 2005 December 31, 2005	4.25 to 1.0
March 31, 2006 December 31, 2006	4.00 to 1.0
March 31, 2007 December 31, 2007	3.75 to 1.0
March 31, 2008 December 31, 2008	3.50 to 1.0
March 31, 2009 and thereafter	3.25 to 1.0

Consolidated Interest Coverage Ratio. We may not permit the consolidated interest coverage ratio as at the last day of any period of our four consecutive fiscal quarters ending with any fiscal quarter following March 31, 2005 to exceed 4.0 to 1.0.

Our new senior secured credit facility will also contain customary events of default, including a cross-default to certain other debt, breaches of representations and warranties, change of control and breaches of covenants.

Future Repayment Commitments. Upon consummation of the Transactions and the entry into the new senior secured credit facility, during 2009 $425.8 million of the term loan will mature (assuming no voluntary or mandatory prepayments or incremental term loan) and, under the notes, holders will have the right to put the full amount of the notes to us for cash payment on January 15, 2009. We may not pay the purchase price for this redemption in shares of our common stock.

Table of Contents

Contractual Cash Obligations and Other Commercial Commitments and Contingencies

The following table quantifies our contractual cash obligations and commercial commitments at December 31, 2003 (dollars in thousands) without giving effect to the Transactions or any obligations of TransCore.

Contractual Cash Obligations	Total	Payments Due in Fiscal 2004	2005	2006	2007	2008	Thereafter
		(dollars in thousands)					
Long-term debt	$ 651,109	$ 21,109	$ 20,000	$ 60,000	$ 40,000	$ 280,000	$ 230,000
Operating Leases	62,300	11,800	9,700	7,100	5,300	4,500	23,900
Total	$ 713,409	$ 32,909	$ 29,700	$ 67,100	$ 45,300	$ 284,500	$ 253,900

Other Commercial Commitments	Total Amount Committed	Amounts Expiring in Fiscal 2004	2005	2006	2007	2008	Thereafter
Standby letters of credit and bank guarantees	$ 14,546	$ 5,316	$ 9,200	$ 30	$	$	$

At December 31, 2003 and October 31, 2002, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

We believe that internally generated cash flows and the remaining availability under our various credit facilities will be adequate to finance normal operating requirements and further acquisition activities. Although we maintain an active acquisition program, any further acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our activities, financial condition and results of operations. We may also explore alternatives to attract additional capital resources.

We anticipate that our recently acquired companies as well as our other companies will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt at a high rate. However, the rate at which we can reduce our debt during fiscal 2004 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

Recently Issued Accounting Standards

In January 2004, the FASB issued FASB Staff Position No. FAS 106-1 Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003, which provides temporary guidance concerning the recently enacted Medicare Prescription Drug, Improvement and Modernization Act of 2003. SFAS No. 106, Employers Accounting for Postretirement Benefits Other Than Pensions, requires presently enacted changes in laws that will take effect in future periods to be taken into account in measuring current period postretirement benefit cost and the accumulated projected benefit obligation. The implementation of FSP 106-1 had no material impact on us.

The Emerging Issues Task Force issued EITF 03-6, Participating Securities and the Two-Class Method under FASB Statement No. 128, *Earnings per Share,* effective for periods ending after March 31, 2004, regarding the computation of earnings per share by companies that have issued securities other than common

Table of Contents

stock that contractually entitle the holder to participate in dividends and earnings of the company when, and if, it declares dividends on its common stock. We do not have securities subject to the provisions of EITF 03-06 and the implementation of EITF 03-6 had no material impact on our financial statements.

The EITF reached final consensus on EITF 04-8, The Effect of Contingently Convertible Debt on Diluted Earnings per Share, which will require convertible debt with a market price contingency to be included in diluted EPS calculations. The consensus should be applied to reporting periods ending after December 15, 2004. As discussed above under Description of Certain Indebtedness Senior Subordinated Notes, in connection with EITF 04-8, we commenced a solicitation of consents to amend the indenture under which the notes were issued. If the requisite consents are received, we will enter into a supplemental indenture which will become effective concurrently with the closing of the Transactions. If the indenture is amended, we would not be required to include in our calculation of diluted earnings per share any shares, up to the value of the issue price plus accrued original issue discount, that absent the amendment may be issuable if the notes were to be be converted. If we do not receive the requisite consents, we will be required to include shares issuable upon conversion of the notes up to the issue price plus accrued original issue discount of the notes (even though the applicable market price contingency has not been met) for the year ending December 31, 2004 and for future periods. In addition, if the amendment does not become effective, we will be required to restate our financial results for the fiscal year ended December 31, 2003 and for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004 to reflect the impact of EITF 04-8 on our diluted earnings per share.

TransCore

Overview

On October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore. The aggregate purchase price is $600.0 million, approximately $10.0 million of which is payable by issuance of options to purchase shares of our common stock in exchange for certain TransCore options held by five TransCore executives and approximately $590.0 million of which is payable in cash. The aggregate purchase price is subject to certain adjustments as set forth in the merger agreement including a net working capital adjustment. Consummation of the acquisition is subject to customary closing conditions. Following the acquisition, we intend to operate TransCore as a new business segment.

TransCore is a leading provider of radio frequency identification (RFID) and satellite-based communication technologies and related services that are used by customers to automate and enhance business processes, increase asset productivity and improve security, largely for transportation and security-related applications in North America. TransCore s net sales are derived predominately from proprietary RFID tags and readers, satellite-based communication hardware and accessories, software and services, which it provides primarily to tolling, traffic and transportation government agencies, trucking companies and freight brokers.

TransCore combines its proprietary products, applications expertise and software to create complete solutions for customers in several areas. In the area of comprehensive toll and traffic systems and processing, TransCore designs, installs, integrates, maintains and operates systems for roadway toll collection and enforcement, data collection and traffic monitoring and control. In security and access control, TransCore combines its RFID tags with its readers and software, for security applications for parking, buildings, campuses, airports and sovereign border access. In freight moving services, TransCore provides freight matching services, logistics and operations management software and outsourced business processing to small and mid-sized trucking companies, freight brokers, third-party logistics providers, shippers, railroads and marine operators. In mobile asset tracking, TransCore provides RFID and satellite based communication solutions that enable customers to monitor the location and status of mobile assets such as railcars, ships and trailers.

Table of Contents

Results of Operations

Nine Months Ended October 31, 2004 Compared to Nine Months Ended October 31, 2003

The following table sets forth selected information for nine months ended October 31, 2003 and 2004. Dollar amounts are in thousands and percentages are the particular line shown as a percentage of net sales.

	Nine Months Ended October 31,	
	2003	**2004**
Net Sales	$ 252,634	$ 269,905
Gross Profit	44.6%	45.1%
Selling, general and administrative	30.9%	31.7%
Retention and stock related plans expense	0.3%	3.6%
Operating Income	13.4%	9.8%

Net sales for the nine months ended October 31, 2004 were $269.9 million as compared to $252.6 million for the same period in 2003, an increase of 6.8%. The increase was attributable to strong growth in installations of traffic management systems, which increased by $7.4 million over the first nine months of the prior fiscal year, as well as additional sales in mobile asset tracking due to the inclusion of their Global Wave line of Global Positioning Satellites (GPS) products and airtime contracts which was acquired by TransCore in the first quarter of the current fiscal year.

Gross margins increased to 45.1% in the nine months ended October 31, 2004 as compared to 44.6% in the prior year period. This increase was due to the larger percentage of net sales in higher margin businesses such as mobile asset tracking in the nine month period ended October 31, 2004.

Selling, general and administrative expenses were 31.7% of net sales in the nine months ended October 31, 2004 as compared to 30.9% in the nine months ended October 31, 2003. This increase was due primarily to legal, accounting, printing and other expenses incurred in relation to a planned initial public offering which was abandoned during the third quarter of this fiscal year. In addition, TransCore experienced a significant increase in expense in the current nine month period related to retention and stock related plans expense. The increase was due to the valuation of TransCore based upon the October 6, 2004 agreement and plan of merger entered into with Roper Industries, Inc. These expenses will not recur in future periods.

Year Ended January 31, 2004 Compared to Year Ended January 31, 2003

The following table sets forth selected information for the fiscal year ended January 31, 2003 and 2004, amounts are in thousands and percentages are the particular line shown as a percentage of net sales.

	Year Ended January 31,	
	2003	**2004**
Net Sales	$ 318,308	$ 338,137
Gross Profit	44.9%	44.0%
Selling, general and administrative	31.3%	31.3%
Retention and stock related plans expense	0.5%	0.3%
Operating Income	13.1%	12.4%

Table of Contents

Net sales for the year ended January 31, 2004 were $338.1 million, which represents a 6.2% increase over the $318.3 million of sales for the year ended January 31, 2003. The increase was primarily due to sales increases in toll and traffic systems and processing with the commencement of outsourcing toll violations processing for a large state highway authority and increases in auto tag sales.

Gross margins decreased to 44.0% for the year ended January 31, 2004 as compared to 44.9% for the year ended January 31, 2003. The decrease was primarily due to lower margins on toll integration projects and installation for two state highway authorities in fiscal 2004 which will have higher margin multi-year maintenance and violation services processing contracts in future years.

Selling, general and administrative expenses of 31.3% of net sales for the year ended January 31, 2004 held constant with the prior year. Retention and stock related plans expense was 0.3% for the year ended January 31, 2004 as compared to 0.5% for the year ended January 31, 2003. These expenses are based upon independent valuations obtained of the valuation of TransCore s stock.

Financial Condition, Liquidity and Capital Resources

Net cash provided by operating activities of continuing operations was $20.3 million for the first nine months of fiscal year 2003 compared to $11.1 million for the first nine months of fiscal year 2004, a 82.6% increase. The increase is due to a decrease in the current deferred tax asset due to the payment of the retention plan liability, which provides a current year tax deduction, in the third quarter. TransCore believes this is a one time event. Net cash provided by operating activities was negatively impacted by the payment of a portion of the retention plan liability in the nine months ended October 31, 2004. In the nine months ended October 31, 2003, net cash from operating activities was negatively impacted by the delay in payment of two state highway authorities. These amounts were collected in the first quarter of the current fiscal year.

Cash used in investing activities was $7.1 million in the nine months ended October 31, 2004 and $8.7 million in the nine months ended October 31, 2003. The decrease was due to lower capital expenditures for software and hardware that was purchased or developed and leased to a large state highway authority offset by cash paid in the current fiscal period to acquire certain assets of Vistar Telecommunications, Inc.

Cash used in financing activities was $5.2 million in the nine months ended October 31, 2004 compared to cash used in financing activities of $4.2 million in the nine months ended October 31, 2003. Cash was used in the first nine months of both fiscal years for the net repayment of our term loan.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $47.0 million at October 31, 2004 compared to $37.6 million at January 31, 2004. The increase is due to the decrease in retention liability due to a partial payout of and an increase in costs and estimated earnings on billings in excess of costs due to several large customers undergoing final acceptance testing.

TransCore currently has a credit agreement consisting of a senior credit facility consisting of $210.0 million in term loans and a $50.0 million revolving credit facility which provides for the issuance of letters of credit. TransCore was in compliance with all debt covenants related to its credit facility throughout the nine months ended October 31, 2004.

TransCore s existing indebtedness will be repaid in full in connection with the TransCore acquisition and the related Transactions.

At October 31, 2004, TransCore did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Table of Contents

BUSINESS

Overview

Our Business

We are a diversified industrial company that designs, manufactures and distributes energy systems and controls, scientific and industrial imaging products and related software, industrial technology products and instrumentation products and services. We market these products and services to selected segments of a broad range of markets including water and wastewater, oil and gas, research, power generation, medical, semiconductor, refrigeration, automotive and general industry.

We pursue consistent and sustainable growth in sales and earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added, engineered products and solutions and are capable of achieving growth and improving or maintaining high margins. We compete in many niche markets and believe that we are the market leader or a competitive alternative to the market leader in the majority of these markets.

We believe that our financial results reflect the high value we provide to our customers, our continuous improvement initiatives, our end market and geographic diversification and our ability to acquire and integrate businesses successfully. From fiscal 1992, the year of our initial public offering, through fiscal 2003, our net sales have grown at a compound annual growth rate of 23% and earnings from continuing operations have grown at a compound annual growth rate of 24%. In fiscal 2003, we generated net sales of $657.4 million, adjusted EBITDA of $124.1 million, or 19% of net sales, earnings from continuing operations before change in accounting principle of $48.1 million and net earnings of $45.2 million. During the nine months ended September 30, 2004, we generated net sales of $693.2 million, an increase of 42% over the prior year period, adjusted EBITDA of $148.9 million, or 21% of net sales, and an increase of 64%, cash flows from operating activities of $101.6 million, 76% higher than the prior year period, and net earnings of $69.1 million, 59% greater than the comparable prior year period. Our results of operations for the nine months ended September 30, 2004 benefited from our acquisition of Neptune Technology Group Holdings, Inc., or NTGH, made on December 29, 2003.

As described below, on October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore Holdings, Inc., or TransCore. TransCore is a leading provider of radio frequency identification (RFID) and satellite-based communication technologies and related services that are used by customers to automate and enhance business processes, increase productivity and improve security, largely for transportation-related applications in North America. Pro forma for the acquisition, we would have had net sales of $963.1 million and adjusted EBITDA of $202.5 million for the first three quarters of 2004.

Our Strengths

Strategic

Leadership in Niche Markets. We have developed and maintain a leading position in many of our markets. We believe our market positions are attributable to the technical sophistication of our products, the applications expertise used to create and implement our advanced products and systems and our service capabilities.

Diversified End Markets and Geographic Reach. Over the past decade, we have strategically expanded the number of end markets we serve to increase revenue and business stability and expand our opportunities for growth. During that same period, we grew our global presence to the degree that sales to customers outside the U.S. accounted for $378.1 million in fiscal 2003, up from $22.7 million in fiscal 1992. During fiscal 2003 we sold our products to customers in more than 130 different countries.

Table of Contents

Disciplined Acquisition Process. Acquisitions are an important part of our growth strategy. We follow a disciplined acquisition process to complement our existing businesses and to migrate into higher growth areas. From fiscal 1992 through fiscal 2003, we completed 35 acquisitions for an aggregate investment of over $1.2 billion.

Experienced Management Team. Our company combines disciplined corporate leadership with entrepreneurial business unit management to create stockholder value. We support the growth of our business units by providing strategic direction, assisting in the development of strategic initiatives, encouraging best practices among our business unit management teams, developing our managers skills through focused forums, setting appropriate compensation policies and incentives and providing financial support.

Financial

Significant and Consistent Growth. Over a decade of disciplined execution of our operating and acquisition strategies has led to sustained growth in our net sales, net earnings and cash flow. From fiscal 1992 through fiscal 2003, our net sales and earnings from continuing operations before change in accounting principle per share have grown at compound annual growth rates of 23% and 24%, respectively. As a result of our strong operations management and emphasis on working capital improvement, our free cash flow (cash flows from operating activities minus capital expenditures) has exceeded net earnings every year since 1998. We consistently reinvest in research and development to maintain technological leadership in our markets. In the first nine months of fiscal 2004, net sales excluding acquisitions have grown approximately 6%.

Strong and Sustainable Margins. We have been able to obtain favorable pricing and attractive gross margins throughout the business cycle due to the high level of engineered content of our customer offerings and our market leadership positions. In each fiscal year since 1993, we have achieved gross margins of 50% or higher and our margins are well above those of most comparable industrial companies.

Attractive Cash Flow Characteristics. Our favorable margins and selective use of capital have allowed us to produce strong cash flows. All of our business units are actively focused on reducing capital intensity and improving contributions from working capital. From fiscal 1992 through fiscal 2003, we grew adjusted EBITDA by a compound annual growth rate of 22%. In the first nine months of fiscal 2004, we achieved adjusted EBITDA margins of 21.5% and generated $101.6 million of cash flows from operating activities.

Our Business Strategy

We create stockholder value through the disciplined execution of our strategy:

Engineered Content for Diverse Niche Markets. Our operating units grow their businesses through new product development and development of new applications for existing products to satisfy customer needs. In addition, our operating units continue to grow our customer base by expanding our distribution.

Strong Operations Management. We continuously seek to improve our operations to increase our margins and cash flow. Our business units employ initiatives such as process reengineering, lean manufacturing techniques and global sourcing to increase productivity and reduce costs.

In the first nine months of fiscal 2004, we improved adjusted EBITDA margins by 350 basis points as compared with the comparable prior year period. During 2004, we reduced our net working capital as a percentage of net sales from 21% in the first quarter to 19% in the third quarter.

Strategic Reinvestment of Cash Flow. We invest our strong cash flow in the development of new technologies and products, distribution channel management and operational improvements to drive organic growth and market expansion. We have increased our research and development spending by a compound annual

growth rate of 36% since 1992, to $32.6 million in fiscal 2003, which represented 5% of our fiscal 2003 net sales. We also strategically invest our cash flow in a disciplined manner in acquisitions meeting our stated criteria:

- engineered, high value-added products and solutions;
- favorable financial results and returns;
- high gross margins;
- opportunities for enhanced growth and financial results; and
- new strategic solutions and products.

The TransCore Holdings, Inc. Acquisition

On October 6, 2004, we entered into an agreement and plan of merger pursuant to which we have agreed to acquire TransCore Holdings, Inc., or TransCore. The aggregate purchase price is $600.0 million, approximately $10.0 million of which is payable by issuance of options to purchase shares of our common stock in exchange for certain TransCore options held by five TransCore executives and approximately $590.0 million of which is payable in cash. The aggregate purchase price is subject to certain adjustments as set forth in the merger agreement including a net working capital adjustment. Consummation of the acquisition is subject to customary closing conditions. Following the acquisition, we intend to operate TransCore as a new business segment.

TransCore

TransCore is a leading provider of radio frequency identification (RFID) and satellite-based communication technologies and related services that are used by customers to automate and enhance business processes, increase asset productivity and improve security, largely for transportation-related applications in North America. TransCore s net sales are derived predominately from proprietary RFID tags and readers, satellite-based communication hardware and accessories, software and services, which it provides primarily to tolling, traffic and transportation government agencies, trucking companies and freight brokers. TransCore combines its proprietary products, applications expertise and software to create complete solutions for customers in the following areas:

- *Comprehensive toll and traffic systems and processing*. TransCore designs, installs, integrates, maintains and operates systems for roadway toll collection and enforcement, data collection and traffic monitoring and control. We estimate that TransCore s customers in this market, which are primarily government entities, collect approximately 70% of U.S. toll revenue and process approximately 14 million toll transactions daily using systems TransCore designed or installed. TransCore services these customers in 24 of the 25 states that we believe have major toll roads.
- *Security and access control*. TransCore has sold over 2 million of its tags, which are combined with its readers and software, for security applications for parking, buildings, campuses, airports and sovereign border access. We believe TransCore is the largest

manufacturer of RFID tags and readers for transportation and security-related applications in North America.

Freight movement services. TransCore provides freight matching services, logistics and operations management software and outsourced business processing to small and mid-sized trucking companies, freight brokers, third-party logistics providers, shippers, railroads and marine operators. TransCore is the largest provider of freight matching services in North America, posting more than 230,000 loads each day, which we estimate to be over one-half of the total U.S. spot market for truckload shipments. TransCore s more than 21,000 freight matching customers provide a ready channel for TransCore s asset tracking solutions.

Mobile asset tracking. TransCore provides RFID and satellite-based communication solutions that enable customers to monitor the location and status of mobile assets such as railcars, ships and trailers. In North America and China, TransCore s tags are used on nearly every railcar. TransCore s trailer tracking net sales are rapidly growing as customers recognize the benefits of higher asset utilization and lower operating costs, and we believe that at least 95% of this market is currently not served.

In addition to TransCore s existing markets, TransCore is currently extending its technology and expertise into emerging opportunities with attractive growth prospects. In homeland security, TransCore s solutions are currently being used to control 118 traffic lanes at 34 U.S. border crossings, up from 14 traffic lanes in 7 locations in 2002. TransCore has also developed an RFID-based tag solution that would enable states to increase vehicle regulatory compliance at lower costs and generate increased fees. Moreover, TransCore s supply chain security offerings enable continuous monitoring of shipments to ensure cargo security and integrity.

For the fiscal year ended January 31, 2004, TransCore had revenue of $338.1 million and adjusted EBITDA of $65.5 million. For the nine months ended October 31, 2004 TransCore had revenue of $269.9 million and adjusted EBITDA of $53.5 million compared to revenue of $252.6 million and adjusted EBITDA of $50.9 million for the nine months ended October 31, 2003. TransCore has approximately 1,875 employees throughout North America.

Strategic Benefits of the TransCore Acquisition

We expect to realize a number of strategic benefits as a result of the TransCore acquisition, including the following:

Establishing a Strong Technology Platform for RFID and Satellite-Based Communication Applications. TransCore has developed a strong and growing portfolio of RFID and satellite-based communication products, supported by over 100 patents. TransCore continues to develop next generation technologies, such as encrypted, battery-free tags with read/write capabilities, to support its leading position in its current markets and entry into new markets. We have identified TransCore technology which is complementary to products being sold by our existing business units, including possible RFID applications in automatic meter reading and security imaging, which may also enable us to expand our existing product lines and capabilities. TransCore s strong technology commitment is supported by approximately 1,100 technical employees.

Furthering Market Leadership in Niche Markets. TransCore is a market leader in its primary markets and has established a reputation for technical innovation. It is the only end-to-end provider of traffic and tolling solutions in North America, having sold more than 10 million RFID tags to customers who have used these tags in approximately 5 billion transactions. It has the highest market shares in freight matching and railcar tracking. TransCore enjoys many long-standing customer relationships, including its top ten customers in the traffic/tolling market, each of which has been a TransCore customer for more than 20 years. We believe that TransCore has the greatest accumulated breadth of applications expertise in its markets, led by an experienced and successful management team.

Expanding Our Growth Opportunities. We expect to benefit from the favorable demand characteristics of TransCore s markets. Since 1982, the amount of roadway in the U.S. has increased 6% while vehicle miles traveled increased 75%. TransCore s automated traffic and tolling solutions improve traffic flow and collect revenues that can be used to fund traffic infrastructure improvements. In addition, TransCore s RFID and satellite-based communication technologies allow it to address emerging opportunities, such as asset tracking, electronic vehicle compliance and homeland security.

Table of Contents

Enhancing Cash Flow Characteristics. TransCore generates substantial recurring revenue, primarily for services through multi-year contracts and subscription agreements. Approximately 59% of TransCore s fiscal 2004 revenue was recurring. Recurring revenue consists of all of our revenue from services. These services are consistently used period-to-period by TransCore s customers and include toll and traffic systems processing revenue generated primarily through multi-year contracts and freight movement and mobile asset tracking revenue generated under subscription agreements. TransCore has strong adjusted EBITDA margins and requires a relatively low on-going investment in working capital and capital expenditures, which creates high operating leverage.

Our Business Segments and TransCore Integration

In early 2003, we realigned our operations into four market-focused segments to capture value-creating opportunities around common customers, market orientation, sales channels and common cost opportunities. The four segments are: Instrumentation, Industrial Technology, Energy Systems and Controls and Scientific and Industrial Imaging. Following the TransCore acquisition, we intend to operate the TransCore business as a new business segment.

Instrumentation

Our Instrumentation segment principally offers equipment and consumables for materials analysis, fluid properties testing and industrial leak testing. These products and solutions are provided through three U.S.-based and two European-based operating units. During the nine months ended September 30, 2004, this segment had net sales of $149.6 million, representing 21.6% of our total net sales.

Materials Analysis Equipment and Consumables. We manufacture and sell equipment and supply various types of consumables necessary to extract and shape certain materials for production and to prepare materials samples for testing and analysis. These products are used mostly within the academic, government research, electronics, biological and material science end-user markets.

Fluid Properties Testing Equipment. We manufacture and sell automated and manual test equipment to determine physical and elemental properties, such as sulfur and nitrogen content, flash point, viscosity, freeze point and distillation, of liquids and gasses for the petroleum and other industries.

Industrial Leak Testing Equipment. We manufacture and sell products and systems to test for leaks and confirm the integrity of assemblies and sub-assemblies in automotive, medical, industrial and consumer products applications.

The following table sets forth information regarding each class of products within the Instrumentation segment that accounted for at least 10% of our total net sales in any of the periods presented (in thousands):

	Year ended October 31,		Year Ended
	2001	**2002**	

			December 31, 2003
Materials analysis equipment and consumables	$ 13,805	$ 75,640	$ 76,943
Fluid properties testing equipment	$ 63,152	$ 68,180	$ 69,412

Table of Contents

The following chart shows the breakdown of the Instrumentation segment s sales by end market for the year ended December 31, 2003:

Backlog. Our Instrumentation companies have lead times of up to several months on many of their product sales, although standard products are typically shipped within four weeks of receipt of order. One of our businesses has considerable sales of consumables that are typically shipped overnight. Blanket purchase orders are placed by certain end-users, with continuing requirements for fulfillment over specified periods of time. This segment s backlog of firm unfilled orders, including blanket purchase orders, totaled $20.5 million at September 30, 2004 compared to $15.2 million at September 30, 2003.

Distribution and Sales. Distribution and sales are achieved through a combination of manufacturers representatives, agents, distributors and direct sales offices in both the U.S. and various other countries.

Customers. None of this segment s customers accounted for as much as 10% of its net sales during the nine months ended September 30, 2004. Each of the operating units in the Instrumentation segment sells to a variety of customers worldwide, with certain major customers in the automotive and medical diagnostics industries having operations globally. Some of the operating units have sales to one or a few customers that represent a significant portion of their respective sales, and we expect the relative importance of such a concentrated customer base for these operating units to continue.

Industrial Technology

Our Industrial Technology segment produces industrial pumps, industrial valves and controls, flow measurement and metering equipment and following the NTGH acquisition, water meter and automatic meter reading (AMR) products and systems. These products and solutions are provided through six U.S.-based and two European-based operating units. During the nine months ended September 30, 2004, this segment had net sales of $294.8 million, representing 42.5% of our total net sales**.**

Industrial Pumps. We manufacture and distribute a wide variety of pumps. These pumps vary significantly in complexity and in pumping method employed, which allows for the movement and application of a diverse range of liquids and solids including low and high viscosity liquids, high solids content slurries and chemicals. Our pumps are used in large and diverse sets of end markets such as oil and gas, agricultural, water and wastewater, medical, chemical and general industrial.

Industrial Valves and Controls. We manufacture and distribute a variety of valves, sensors, switches and control products used on engines, compressors, turbines and other powered equipment for the oil and gas, pipeline, power generation, refrigeration, marine engine and general industrial markets. Many of these products are designed for use in hazardous environments.

Table of Contents

Flow Measurement Equipment. We manufacture and distribute turbine and positive displacement flow meters, emissions measurement equipment and flow meter calibration products for aerospace, automotive, power generation and other industrial applications.

Water Meter and Automatic Meter Reading (AMR) Products and Systems. Neptune Technology, acquired in December 2003, manufactures and distributes several lines of water meter products serving the residential, and certain commercial and industrial water management markets, and several lines of automatic meter reading products and systems serving these markets. The substantial majority of these products and services are currently for residential applications.

The following table sets forth information regarding each class of products within the Industrial Technology segment that accounted for at least 10% of our total net sales in any of the periods presented (in thousands):

	Year ended October 31,		Year Ended December 31,
	2001	2002	2003
Industrial pumps	$ 90,315	$ 83,484	$ 89,080
Industrial valves and controls	$ 64,693	$ 63,721	$ 66,166

The following chart shows the breakdown of the Industrial Technology segment s sales by end market during the year ended December 31, 2003:

Backlog. The Industrial Technology operating units sales reflect a combination of standard products and specifically engineered, application-specific products. Standard products are typically shipped within two weeks of receipt of order, with certain valve and pump products shipped on an immediate basis. Application-specific products typically ship within 6 to 12 weeks following receipt of order. However, larger project orders and blanket purchase orders for certain original equipment manufacturers, or OEMs, may extend shipment for longer periods. This segment s backlog of firm unfilled orders, including blanket purchase orders, totaled $56.3 million at September 30, 2004, as compared to $25.9 million at September 30, 2003. A substantial portion of this increase was attributable to Neptune Technology.

Distribution and Sales. Distribution and sales occur through direct sales personnel, manufacturers representatives and distributors. Neptune Technology sells to a variety of customers through multiple sales and distribution channels. Its water meter and AMR products are sold to the water utility market via direct sales and independent distributors in North America.

Table of Contents

Customers. No customer was responsible for as much as 10% of this segment s net sales during the nine months ended September 30, 2004.

Energy Systems and Controls

Our Energy Systems and Controls segment principally produces control systems, machinery vibration and other non-destructive inspection and measurement products and solutions, which are provided through three U.S.-based operating units. During the nine months ended September 30, 2004, this segment had net sales of $111.1 million, representing 16.0% of our total net sales.

Control Systems. We manufacture control systems and panels and provide related engineering and commissioning services for turbomachinery applications, predominately in energy markets.

Non-destructive Inspection and Measurement Instrumentation. We manufacture non-destructive inspection and measurement solutions including measurement probes, robotics, and machinery vibration sensors, switches and transmitters. These solutions are applied principally in energy markets but also in aerospace and broader industrial markets. Many of these products are designed for use in hazardous environments.

The following table sets forth information regarding each class of products within the Energy Systems and Controls segment that accounted for at least 10% of our total net sales in any of the periods presented below (in thousands):

	Year ended October 31,		Year Ended December 31,
	2001	2002	2003
Control systems	$ 90,600	$ 97,889	$ 77,492

The following chart shows the breakdown of sales by end market for the Energy Systems and Controls segment during the year ended December 31, 2003:

Backlog. The majority of this segment s business consists of larger engineered projects with lead times of three to nine months. As such, backlog typically fluctuates significantly depending upon the timing of large project awards. Standard products generally ship within two weeks of receipt of order. This segment s backlog of firm unfilled orders totaled $36.5 million at September 30, 2004 compared to $26.3 million at September 30, 2003.

Table of Contents

Distribution and Sales. Distribution and sales occur through direct sales offices, manufacturers representatives and distributors.

Customers. Each of the Energy Systems and Controls segment s business units sell to a variety of customers worldwide. OAO Gazprom, a Russian enterprise that is the world s largest gas provider, continued to be the largest single customer in this segment for the nine month period ended September 30, 2004, accounting for approximately 3.0% of its sales, compared to 16.6% for the nine month period ended September 30, 2003. The continuation of this business with Gazprom is subject to numerous risks, many of which are beyond our control, including, but not limited to, increased competition, availability of acceptable financing and customer delays in commissioning and start-up of installations. No other customer accounts for as much as 10% of this segment s net sales for 2003.

Scientific and Industrial Imaging

Our Scientific and Industrial Imaging segment principally offers high performance digital imaging products and software, and following the NTGH acquisition, handheld computers and software. These products and solutions are provided through five U.S.-based and two Canadian-based operating units. These include the DAP Technologies handheld computer business based in Quebec, Canada, and the DB Microware software unit based in Dallas, Texas, both of which were included in the NTGH acquisition. During the nine months ended September 30, 2004, this segment had net sales of $137.7 million, representing 19.9% of our total net sales.

Digital Imaging Products and Software. We manufacture and sell extremely sensitive, high-performance charge-coupled device cameras, detectors and related software for a variety of scientific and industrial uses, which require high resolution and/or high speed digital video, including transmission electron microscopy and spectroscopy applications. We principally sell these products for use within academic, government research, semiconductor, automotive, and other end-user markets such as ballistic, biological and material science. They are frequently incorporated into products by OEMs.

Handheld Computers and Software. We manufacture and sell fully rugged handheld computers for utility, principally water management and non utility markets and we develop and sell software to assist in utility meter reading and service order management.

The following table sets forth information regarding each class of products within the Scientific and Industrial Imaging segment that accounted for at least 10% of our total net sales in any of the periods presented (in thousands):

	Year ended October 31,		Year Ended
	2001	2002	December 31, 2003
Digital imaging products and software	$ 143,375	$ 134,859	$ 160,150

The following chart shows the breakdown of the Scientific and Industrial Imaging segment s sales by end market for the year ended December 31, 2003:

Table of Contents

Backlog. Our Scientific and Industrial Imaging segment companies typically have lead times of up to several months on many of their product sales, although standard products are often shipped within two weeks of receipt of order. Blanket purchase orders are placed by certain OEMs and end-users, with continuing requirements for fulfillment over specified periods of time. The segment s backlog of firm unfilled orders, including blanket purchase orders, totaled $36.1 million at September 30, 2004, as compared to $34.7 million at September 30, 2003.

Distribution and Sales. Distribution and sales occur through direct sales personnel, manufacturers representatives, value-added resellers, or VARs, OEMs and distributors.

Customers. No customer was responsible for as much as 10% of this segment s net sales during the nine months ended September 30, 2004. One of the Scientific and Industrial Imaging segment s operating units has sales to a few customers that represent a significant portion of that operating unit s sales and the relative importance of such a concentrated customer base for this operating unit is expected to continue.

TransCore

TransCore s revenues are derived predominately from proprietary RFID tags and readers, satellite-based communication hardware and accessories, software and services, which it provides primarily to tolling, traffic and transportation government agencies, trucking companies and freight brokers. TransCore combines its proprietary products, applications expertise and software to create complete solutions for customers in comprehensive toll and traffic systems and processing, security access control, freight matching and mobile asset tracking. For the year ended January 31, 2004, less than 5% of TransCore s revenues were derived from operations located outside the U.S. For the nine months ended October 31, 2004, TransCore had sales of $269.9 million.

Comprehensive toll and traffic systems and processing. TransCore designs, installs, integrates, maintains and operates systems for toll road authorities and state departments of transportation for toll collection and enforcement, data collection and traffic monitoring and control.

Security and access control. TransCore sells RFID tags, which are combined with its readers and software, for security applications for parking, buildings, campuses, airports and sovereign border access.

Freight movement services. TransCore provides freight matching services, logistics and operations management software and outsourced business processing to small and mid-sized trucking companies, freight brokers, third-party logistics providers, shippers, railroads and marine operators.

Mobile asset tracking. TransCore provides RFID and satellite-based communication solutions that enable customers to monitor the location and status of mobile assets such as railcars, ships and trailers.

Distributions and Sales. Sales of TransCore s products and services are handled through telemarketing for small and mid-sized customers, the use of team sales efforts to new or existing customers, through a senior individual in the case of new initiatives or strategically critical sales, through an in-house sales force for RFID products, through a bidding process in the cases of toll agencies and state departments of transportation

and through direct sales for larger accounts.

Customers. TransCore has a broad base of customers, including toll agencies, state and municipal departments of transportation, freight brokers, shippers and other providers of surface transportation infrastructure and users of transportation technology. TransCore s top 20 customers accounted for 57.7% of TransCore s total revenue for the fiscal year 2004, with only the Florida Department of Transportation at 10.1% representing more than 10% of TransCore s total revenue. TransCore has been working with many of its customers for over ten years.

Table of Contents

Materials and Suppliers

We believe that most materials and supplies used by us and TransCore are readily available from numerous sources and suppliers throughout the world. However, some of our and TransCore s components and sub-assemblies are currently available from a limited number of suppliers. Some high-performance components for digital imaging products can be in short supply and/or suppliers have occasional difficulty manufacturing such components to our specifications. We regularly investigate and identify alternative sources where possible, and we believe that these conditions equally affect our competitors. Thus far, supply shortages have not had a significant adverse effect on our sales although delays in shipments have occurred following such supply interruptions. TransCore has never experienced a significant disruption to its business as a result of a supplier/subcontractor issue.

Environmental Matters and Other Governmental Regulation

Our operations and properties and those acquired from TransCore are subject to laws and regulations relating to environmental protection, including laws and regulations governing air emissions, water discharges, waste management and workplace safety. These laws and regulations can result in the imposition of substantial fines and sanctions for violations and could require the installation of costly pollution control equipment or operational changes to limit pollution emissions and/or decrease the likelihood of accidental hazardous substance releases. We and TransCore must conform our operations and properties to these laws and adapt to regulatory requirements in all countries as these requirements change. It is our policy and the policy of TransCore to comply with all applicable regulatory requirements.

We and TransCore use, generate and dispose of hazardous substances and waste in our operations and, as a result, could be subject to potentially material liabilities relating to the investigation and clean-up of contaminated properties and to claims alleging personal injury. We and TransCore have experienced, and expect to continue to experience, modest costs relating to compliance with environmental laws and regulations. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of, or may not be quantifiable, at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could increase our environmental compliance costs or subject us to new or increased liabilities.

Competition

Generally, our products and solutions face significant competition, usually from a limited number of competitors. Although we believe that we are a leader in most of our markets, no single company competes with us over a significant number of product lines. Competitors might be large or small in size, often depending on the life cycle and maturity of the technology employed. We compete primarily on product quality, performance, innovation, price, applications expertise, distribution channel access and customer service capabilities.

We believe that there is no single company that competes with TransCore across all of its software, service and product offerings. TransCore is an end-to-end, vertically integrated provider of toll services. TransCore s main competitors are Affiliated Computer Services, Inc. in toll services and Mark IV Industries, Inc. in RFID toll manufacturing. In TransCore s intelligent transportation systems business, airport and ground transportation markets, numerous small engineering firms and divisions of larger companies compete at the national, regional or local level. In freight matching, we believe that TransCore is substantially larger than its competitors, which include The Internet Truckstop and Getloaded.com, LLC. TransCore differentiates its offerings from competitors by volume, liquidity and quality of its load and truck postings and breadth and quality of additional services.

Table of Contents

Patents and Trademarks

In addition to trade secrets, unpatented know-how and other intellectual property rights, we own the rights under a number of patents, trademarks and copyrights relating to certain of our products and businesses. We also employ various methods, including confidentiality and non-disclosure agreements with employees, to protect our trade secrets and know-how. While we believe that none of our operating units is substantially dependent on any single patent, trademark, copyright, or other item of intellectual property or group of patents, trademarks or copyrights, the product development and market activities of Compressor Controls, Gatan, Neptune Technology and Roper Scientific, in particular, have been planned and conducted in conjunction with continuing patent strategies. While we have not significantly licensed patents, trademarks, trade secrets and similar proprietary rights to and from third parties in the past, we may do so in the future.

TransCore s patent portfolio consists of over 100 patents, including over 40 U.S. patents. TransCore also licenses approximately 20 U.S. patents and some of their respective international equivalents from Intermec Technologies Corporation. These licenses form the intellectual property basis of TransCore s eGo and Super eGo technologies. We believe that TransCore s most significant owned or licensed patents relate to read/write backscatter technology, read/write data forms and localization in toll collection, its passive RFID protocol, parking systems and its GlobalWave tracking system. Many of these patents expire between 2006 and 2015. We do not believe that the expiration of any of these patents will have a material adverse effect on TransCore s financial condition or results of operations although collectively TransCore s patent portfolio is material to its business. TransCore continues to apply for a substantial number of patents intended to protect new technologies, products and applications under development.

TransCore s operations are not dependent upon any single trademark or service mark. Some of the more important trademarks and service marks TransCore uses are eGo, GlobalWave and TollTag. TransCore has registered certain rights in these and other important trademarks in the United States and certain foreign countries. Generally, registered trademarks have a perpetual life, provided they are renewed on a timely basis and continue to be used properly as trademarks. TransCore has generally not sought to register the copyrights in its proprietary software. TransCore protects its trade secrets with contractual obligations with its employees and consultants.

Other than licenses with Intermec Technologies Corporation, which relate to the eGo and Super eGo technologies, we do not believe that TransCore has any licenses to intellectual property that, if lost, would have a material adverse effect on its business. Pursuant to a cross-license agreement, Intermec Technologies Corporation granted TransCore a royalty-free, exclusive, perpetual, worldwide license to use certain technologies related to toll tags within certain fields of use, and TransCore granted Intermec Technologies Corporation a non-exclusive license to use certain technology that it acquired through the purchase of Amtech Systems Corporation. Under the terms of a technical assistance and license agreement, TransCore has the right to request modifications be made to the base toll tag technology. Intermec Technologies Corporation may develop new products in response to modification requests made by TransCore, but if the parties cannot come to terms on such modifications, TransCore has the option to use certain intellectual property of Intermec Technologies Corporation to have such new products made elsewhere or to make them itself. In all cases, TransCore owns the modifications and improvements generated through such activities and agreed to pay Intermec a royalty of ten percent of the net sales value of such product until the last patent, under which such product is manufactured, expires in the U.S. Unless earlier terminated, the technical assistance and license agreement continues until the expiration of the last U.S. patent licensed under the agreement.

Seasonality

Overall, there is very little seasonality in our and TransCore s business. TransCore s commercial freight matching market experiences some seasonality with a typical increase in business in the months of September and October followed by a modest decline in revenue in the months of December and January.

Table of Contents

Employees

As of September 30, 2004, we had approximately 3,740 total employees, of whom approximately 2,450 were located in the United States. We have not experienced any work stoppages and consider our relations with employees to be good. None of our employees are represented by collective bargaining agreements.

As of October 31, 2004, TransCore had approximately 1,875 employees. None of TransCore s employees are represented by collective bargaining agreements. TransCore has not experienced any work stoppages and considers its relations with its employees to be good.

Properties

The following table sets forth our principal properties as of September 30, 2004:

		Square Footage		
Location	**Property**	**Owned**	**Leased**	**Industry segment**
Phoenix, AZ	Office/Mfg.		45,900	Industrial Technology
Tucson, AZ	Office/Mfg.		37,300	Scientific and Industrial Imaging
Tallassee, AL	Office/Mfg	300,000	5,000	Industrial Technology
Burnaby, Canada	Office/Mfg.		8,200	Scientific and Industrial Imaging
Quebec City, Canada	Office/Mfg.		26,400	Scientific and Industrial Imaging
Quebec City, Canada	Office/Mfg.		28,000	Energy Systems and Controls
Mississauga, Canada	Office		46,100	Industrial Technology
Pleasanton, CA	Office		19,400	Scientific and Industrial Imaging
Richmond, CA	Office/Mfg.	67,400		Industrial Technology
Malu, China	Office/Mfg.		16,600	Industrial Technology
Ballerup, Denmark	Office/Mfg.		88,500	Instrumentation
Verson, France	Office/Mfg.		22,500	Instrumentation
Commerce, GA	Office/Mfg.	203,800		Industrial Technology
Duluth, GA	Office/HQ.		13,800	N/A
Büchen, Germany	Office/Mfg.	191,500		Industrial Technology
Willich, Germany	Office		12,700	Instrumentation
Lauda, Germany	Office/Mfg.	37,900		Instrumentation
Des Moines, IA	Office/Mfg.		88,000	Energy Systems and Controls
Burr Ridge, IL	Office/Mfg.	55,000		Industrial Technology
Acton, MA	Office/Mfg.		28,700	Instrumentation
Silver Spring, MD	Office		11,800	Scientific and Industrial Imaging

Trenton, NJ	Office/Mfg.	40,000	Scientific and Industrial Imaging
Syosset, NY	Office/Mfg.	27,500	Industrial Technology
West Lake, OH	Office/Mfg.	18,000	Instrumentation
Portland, OR	Office/Mfg.	128,000	Industrial Technology
Warrendale, PA	Mfg.	44,250	Scientific and Industrial Imaging

Table of Contents

Location	Property	Square Footage		Industry segment
		Owned	Leased	
Carrollton, TX	Office		22,000	Instrumentation
Houston, TX	Office/Mfg.	16,200		Energy Systems and Controls
Houston, TX	Office/Mfg.		35,000	Instrumentation
Houston, TX	Office/Mfg.		27,500	Instrumentation
Bury St. Edmunds, U.K.	Office/Mfg.	90,000		Industrial Technology
Cambridge, U.K.	Office/Mfg.		14,000	Instrumentation
Glasgow, U.K.	Office/Mfg.	27,700		Instrumentation
Oxford, U.K.	Office/Mfg.		5,500	Scientific and Industrial Imaging
Issaquah, WA	Office/Mfg.		86,400	Energy Systems and Controls

The following table sets forth TransCore s principal properties as of October 31, 2004:

Location	Property	Square Footage	
		Owned	Leased
Albuquerque, NM	Office/Mfg.		74,747
Harrisburg, PA (1)	Office/HQ		68,800
San Diego, CA	Office		61,823
Dallas, TX	Office		60,840
Beaverton, OR	Office		54,445
Atlanta, GA	Office		34,000
Kanata, Ontario	Office/Assem.		25,877
Orlando, FL	Office		16,142
Ennis, TX	Office	15,330	
Mississauga, Ontario	Office		10,589

(1) Includes five separate facilities in the Harrisburg area.

We consider each of the above facilities to be in good operating condition and adequate for its present use and believe that it has sufficient plant capacity to meet its current and anticipated operating requirements.

Legal Proceedings

We and TransCore are defendants in various lawsuits in our ordinary course of business including lawsuits involving product liability, employment practices and other matters, none of which we believe will have a material adverse effect on our consolidated financial position or results of operations. The majority of such claims are subject to insurance coverage.

We and/or one of our subsidiaries are named as defendants, along with many other companies, in asbestos-related personal injury or wrongful death actions. The allegations in these actions are vague, general and speculative, and the actions are in their early stages. Given the state of these claims, it is not possible to determine the potential liability, if any.

Table of Contents

MANAGEMENT

The following table sets forth certain information concerning our executive officers and directors as of November 15, 2004. Our board of directors elects our executive officers, and they serve at the discretion of our board.

Name	Position and Offices with Roper	Age
Brian D. Jellison	Chairman of the Board of Directors, President and Chief Executive Officer	59
Michael W. Towe	Vice President and Chief Financial Officer	48
Nigel W. Crocker	Vice President	50
C. Thomas O Grady	Vice President, Mergers and Acquisitions	53
Timothy J. Winfrey	Vice President	44
Benjamin W. Wood	Vice President	44
W. Lawrence Banks	Director	66
Donald G. Calder	Director	67
David W. Devonshire	Director	59
John F. Fort III	Director	63
Derrick N. Key	Director	56
Wilbur J. Prezzano	Director	63
Georg Graf Schall-Riaucour	Director	64
Eriberto R. Scocimara	Director	69
Christopher Wright	Director	47

Brian D. Jellison has served as our President and Chief Executive Officer since November 6, 2001 when he first joined Roper and became Chairman of the Board of Directors on November 20, 2003, succeeding Mr. Key in those offices. From January 1998 to July 2001, Mr. Jellison was corporate executive vice president of Ingersoll-Rand Company, or IR. During this period, in addition to serving as executive vice president, Mr. Jellison held the following positions: president of the industrial sector, president of the infrastructure development sector, and president of IR Europe. From 1994 to 1998, he was a corporate vice president and head of IR s architectural hardware business. From 1985 until 1994, he held several IR product line, division and group senior executive positions, with lead responsibility for the financial performance and supervision of a wide variety of global businesses. During his career at IR, Mr. Jellison assumed the principal responsibility for completing and integrating a variety of public and private new business acquisitions. He is a director of Champion Enterprises, Inc. and serves on its board and as chairman of its board audit and financial resources committee.

Michael W. Towe has been our Vice President and Chief Financial Officer since November 8, 2004. He served in various capacities for the General Electric Company between 1977 and 2004. From 2002 to 2004 he served as CFO within GE Equipment Services. From 1997 to 2002, when he assumed his current role, he served in senior financial roles, including CFO, within the Consumer Finance business unit of GE Capital. From 1991 to 1997, he served in CFO roles in Korea, China and Hong Kong. From 1977 to 1991, he served in financial roles of increasing responsibility in GE Motors, GE Lighting, GE Aerospace, GE Plastics and GE Capital.

Nigel W. Crocker has been our Vice President, Analytical Instrumentation since November 1996. From September 1995 until November 1996, he served as president of AMOT s U.S. unit and from October 1991 until November 1996 he served as managing director of AMOT s U.K. unit. Mr. Crocker served as managing director of Jiskoot Autocontrol Ltd. U.K., a control engineering company, from January 1990 until August 1991.

Table of Contents

C. Thomas O Grady has been our Vice President, Mergers and Acquisitions since April 2001. From April 1997 until April 2001, Mr. O Grady served as corporate director of acquisitions for FMC Corporation and was responsible for heading the development and establishment of a variety of joint ventures and other corporate partnerships and for completing several new business acquisitions and financings for FMC s machinery, chemical and airline services businesses on four continents. From December 1996 to March 1997, he was president of the affiliated FMC Development Corporation, which developed and launched a new financial services unit to support capital projects and other business opportunities in emerging markets, mainly Russia, Eastern Europe, Asia and Mexico. From June 1996 to November 1996, Mr. O Grady was director of manufacturing for FMC s energy and transportation group and from March 1993 until June 1996, was controller of that business unit.

Timothy J. Winfrey has been our Vice President since June 2002. From October 2001 until June 2002, he was president of Ingersoll-Rand Company s commercial and retail air solutions business, prior to which from May 1999 he was vice president and general manager of IR s reciprocating compressor division. From June 1996 until April 1999, Mr. Winfrey was first, director of corporate development and then general manager of the joint ventures and services business of Owens Corning, prior to which from July 1995 he was first, manager, strategic planning and then associate director, corporate development of the Eaton Corporation. Mr. Winfrey held various project management positions at British Petroleum from August 1990 until December 1994.

Benjamin W. Wood has been our Vice President since May 2003. Prior to joining us, he served for four years at IR in strategic planning, financial analysis and business development roles before becoming vice president of marketing for the infrastructure sector in 2000. Mr. Wood s earlier experiences include 11 years in Asia in entrepreneurial and corporate roles for technology and software companies, including Managing Director of Datamatic.

W. Lawrence Banks has been a director since December 1991. He served as a director of Robert Fleming & Co., Limited, a British merchant banking firm, from 1974, and as its deputy chairman from April 1990, until March 1998 when he retired from that firm. Prior to his retirement he also served as chairman of its U.S. subsidiary Robert Fleming, Inc., a U.S. investment banking company.

Donald G. Calder has been a director since December 1981, our Vice President from December 1981 until May 1996 and our Treasurer from December 1991 to May 1993. Mr. Calder is president and director of G.L. Ohrstrom & Co., Inc., a privately held U.S. company, and was a partner of its predecessor, G.L. Ohrstrom & Co., from 1970 to October 1996. Mr. Calder is also a part-time employee of Roper. He is a director of Carlisle Companies Incorporated, Central Securities Corp., Brown-Forman Corp. and several privately owned companies.

David W. Devonshire has been a director since November 20, 2002. Since April 2002, he has served as executive vice president and chief financial officer of Motorola, Inc. From January 1998 to March 2002, he served as executive vice president and chief financial officer of Ingersoll-Rand Company, prior to which from July 1993 he served as senior vice president and chief financial officer of Owens Corning. Mr. Devonshire is also a director of ArvinMeritor, Inc.

John F. Fort III has been a director since December 1995. Since March 2003, he has served as an advisor director of Tyco International Ltd. Prior thereto, he was a director and was formerly its chairman (from December 1982 through January 1993) and chief executive officer (from December 1982 through July 1992) prior to his retirement in January 1993.

Derrick N. Key has been a director since December 1991. Mr. Key served as our Chairman from November 1994 through November 20, 2003. He was our Chief Executive Officer from December 1991 to November 2001 and was our President from February 1989 to November 2001. Mr. Key was a Vice President of Roper from June 1982 until February 1989, and president of Roper Pump Company, a Roper subsidiary, from November 1985 until November 1991. Mr. Key is currently a part-time employee of Roper. Since September

2002, Mr. Key has served as vice-chairman of the board of directors of G.L. Ohrstrom & Co., Inc. and is a director of several privately owned companies.

Wilbur J. Prezzano has been a director since September 1997. Following completion of a 32-year career at Eastman Kodak Company where he served in various executive capacities, Mr. Prezzano retired in January 1997 as its board vice-chairman and as chairman and president of its greater China region businesses. Mr. Prezzano served as a director of Eastman Kodak Company from May 1992 until his retirement. Mr. Prezzano is a director of TD Waterhouse Bank, N.A. and Lance, Inc.

Georg Graf Schall-Riaucour has been a director since January 1995. He has been general director of Wittelsbacher Ausgleichsfonds, a German foundation, since May 1994, prior to which since 1971 he was senior partner of the Munich, Germany law firm of Stever & Beiten. Mr. Schall-Riaucour is a director of several privately held U.S. companies.

Eriberto R. Scocimara has been a director since December 1991, and was earlier a Director from December 1981 to December 1984. Mr. Scocimara has been president and chief executive officer of the Hungarian-American Enterprise Fund, a privately-managed investment company, since April 1994, and he has been the president of Scocimara & Company, Inc., an investment management company, since 1984. Mr. Scocimara is a director of Carlisle Companies Incorporated, Quaker Fabric Corporation, Euronet Services, Inc. and several privately held companies.

Christopher Wright has been a director since December 1991. Mr. Wright is a director of Merifin Capital, Inc., an affiliate of a private European investment firm. From May 2000 through June 2003, Mr. Wright was chief executive officer of Dresdner Kleinwort Capital, the private equity arm of Dresdner Bank Group AG, Frankfurt, and from July 1998 through June 2003, he was a managing director of its affiliate, Dresdner Kleinwort Wasserstein. Since 1986, he has served on the boards of several privately owned companies and venture capital funds and is a director of Genaissance Pharmaceuticals, Inc., Lombard Risk Management PLC and I Document Systems plc. Mr. Wright is also a director of Mrs. Fields Holdings LLC and an advisory director of Campbell Lutyens & Co. Ltd., a private U.K. investment bank.

Table of Contents

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the ownership of our common stock as of November 15, 2004 for:

each stockholder known by us to own beneficially more than 5% of our outstanding shares of common stock,

each director,

our chief executive officer and each of our four other most highly compensated executive officers, and

all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage of ownership held by that person, shares of common stock subject to options held by that person that are currently exercisable or will become exercisable within 60 days after November 15, 2004 are deemed outstanding, while these shares are not deemed outstanding for computing percentage ownership of any other person. Unless otherwise indicated in the footnotes below, the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

	Beneficial Ownership of Common Stock		
Name of Beneficial Owner *	**Number**	**Percent Before the Offering(1)**	**Percent After the Offering(1)**
T. Rowe Price Associates, Inc.(2)	4,430,048	11.9%	10.7%
T. Rowe Price Mid-Cap Growth Fund, Inc.(3)	2,250,000	6.0%	5.4%
Franklin Advisory Services, LLC(4)	2,542,038	6.8%	6.1%
W. Lawrence Banks(5)	36,200	**	**
David W. Devonshire(5)	7,000	**	**
Donald G. Calder(5)(6)	289,763	**	**
John F. Fort III(5)(7)	35,700	**	**
Brian D. Jellison(5)	265,167	**	**
Derrick N. Key(5)	550,489	1.5%	1.3%
Wilbur J. Prezzano(5)	38,200	**	**
Georg Graf Schall-Riaucour(5)(8)	443,200	1.2%	1.1%
Eriberto R. Scocimara(5)(9)	65,054	**	**
Christopher Wright(5)	57,322	**	**
Nigel W. Crocker(5)	74,016	**	**
Michael W. Towe	15,000	**	**
C. Thomas O Grady(5)	33,726	**	**
Timothy J. Winfrey(5)	28,666	**	**
Benjamin W. Wood(5)	10,666	**	**
	1,950,169	5.1%	4.6%

All directors and executive officers as a group (15 persons)(10)

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* Each share beneficially owned continuously for at least four years is entitled to five votes per share. Therefore, the voting power of the persons listed above may significantly exceed the number of shares shown as beneficially owned either now or in the future. See "Description of Common Stock" in the accompanying prospectus.

Table of Contents

** Less than 1%.

(1) As of November 15, 2004, there were 37,250,083 shares of our common stock outstanding. As of November 15, 2004 after giving effect to this offering, there would be 41,350,083 shares of our common stock outstanding.

(2) The beneficial owner s business address is 100 East Pratt Street, Baltimore, Maryland 21202; has no voting power with respect to 3,608,900 shares. Such shares include all shares beneficially owned by T. Rowe Price Mid-Cap Growth Fund, Inc. Such share information is included in reliance upon information provided by the beneficial owner as of November 15, 2004.

(3) The beneficial owner s business address is 100 East Pratt Street, Baltimore, Maryland 21202; has no disposition power with respect to all shares. All such shares also are included in the number of shares beneficially owned by T. Rowe Price Associates, Inc. Such share information is included in reliance upon information provided by the beneficial owner as of November 15, 2004.

(4) The beneficial owner s business address is One Parker Plaza, Ninth Floor, Fort Lee, New Jersey 07024 and has no voting power with respect to 3,000 shares. Such share information is included in reliance upon information provided to us by the beneficial owner as of September 30, 2004.

(5) Includes 30,200 shares (Mr. Banks), 3,000 shares (Mr. Devonshire), 26,200 shares (Mr. Calder), 29,400 shares (Mr. Fort), 265,167 shares (Mr. Jellison), 118,111 shares (Mr. Key), 34,200 shares (Mr. Prezzano), 24,200 shares (Mr. Schall-Riaucour), 26,200 shares (Mr. Scocimara), 26,200 shares (Mr. Wright), 64,666 shares (Mr. Crocker), 32,999 shares (Mr. O Grady), 28,666 shares (Mr. Winfrey) and 10,666 shares (Mr. Wood), subject to options exercisable within 60 days of November 15, 2004.

(6) Includes (a) 12,600 shares owned by a family foundation of which Mr. Calder is president and a director, (b) 119,619 shares owned by Mr. Calder s spouse and (c) 14,400 shares held by a trust with respect to which Mr. Calder is a co-trustee and shares voting and disposition powers. Mr. Calder disclaims any beneficial ownership interest in any shares owned by his spouse.

(7) Includes 1,100 shares owned by Mr. Fort s spouse as to which he disclaims any beneficial ownership.

(8) Includes 399,000 shares owned by Wittelsbacher Ausgleichsfonds, a German foundation, of which Mr. Schall-Riaucour is General Director, and as such, is authorized to vote and dispose of such shares. Mr. Schall-Riaucour disclaims beneficial ownership of all such shares.

(9) Includes 19,000 shares owned by Mr. Scocimara s spouse as to all of which he disclaims any beneficial ownership.

(10) Includes 719,875 shares subject to options exercisable within 60 days of November 15, 2004. Roper believes that approximately 763,895 of the shares held by its directors are entitled to five votes per share.

Table of Contents

SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this offering, as of September 30, 2004 we would have had 41,233,782 shares of common stock issued and outstanding and no shares of preferred stock outstanding. All shares of our common stock outstanding after this offering will be freely tradeable without restriction or further registration under the Securities Act unless held by one of our affiliates, as that term is defined in Rule 144 under the Securities Act. Unless otherwise registered under the Securities Act, sales of shares of our common stock by affiliates will be subject to the volume limitations and other restrictions set forth in Rule 144.

We have reserved for issuance 3,616,349 and 2,353,740 shares of our common stock reserved for issuance upon conversion of our senior subordinated convertible notes and outstanding options, respectively. These shares, if and when issued, will be registered and freely tradeable, subject to resale restrictions upon affiliates under Rule 144.

Lock-Up Agreements

We and our directors and executive officers have agreed, with certain exceptions including, with respect to our directors and executive officers, the ability to do cashless exercises of options and to fund taxes payable upon such exercises, and with respect to us, subject to restrictions, allowing us to issue common stock in connection with business combinations and strategic or other significant investments, including the shares issuable upon the exercise of options granted in connection with the acquisition of TransCore, not to sell or otherwise dispose of any shares of our common stock for a period of 90 days after the date of this prospectus supplement, without the prior written consent of Merrill Lynch, on behalf of the underwriters. Please see The Acquisition Stock Options for a discussion of stock options issuable to five TransCore executives in connection with the acquisition.

Rule 144

In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated), including an affiliate, who beneficially owns restricted securities may not sell those securities until they have been beneficially owned for at least one year. Thereafter, the person would be entitled to sell within any three month period a number of shares that does not exceed the greater of:

- 1% of the number of shares of our common stock then outstanding; or
- the average weekly trading volume of our common stock on the NYSE during the four calendar weeks preceding the filing with the SEC of a notice on Form 144 with respect to such sale.

Sales under Rule 144 are subject to certain other requirements regarding the manner of sale, notice and availability of current public information about us.

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

Registration of Shares Under Stock Option Plans

We have filed registration statements on Form S-8 covering all of the shares of common stock issuable or reserved for issuance under our stock plans. When issued, these shares will be freely tradeable in the public market, subject to Rule 144 volume limitations applicable to affiliates and, in some cases, the expiration of the lock-up agreements discussed above.

Table of Contents

MATERIAL UNITED STATES FEDERAL TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following is a summary of the material U.S. federal income and estate tax consequences of the ownership and disposition of our common stock by a non-U.S. holder (as defined below) as of the date hereof. Except where noted, this summary deals only with a non-U.S. holder that holds our common stock as a capital asset.

For purposes of this summary, a non-U.S. holder means a beneficial owner of our common stock that is not a partnership and is not any of the following for U.S. federal income tax purposes: (1) a citizen or resident of the U.S., (2) a corporation created or organized in or under the laws of the U.S., any state thereof, or the District of Columbia, (3) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (4) a trust if (a) its administration is subject to the primary supervision of a court within the U.S. and one or more U.S. persons have the authority to control all of its substantial decisions, or (b) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended, or the Code, and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in U.S. federal income or estate tax consequences different from those summarized below. This summary does not represent a detailed description of the U.S. federal income or estate tax consequences to you in light of your particular circumstances. In addition, it does not represent a description of the U.S. federal income or estate tax consequences to you if you are subject to special treatment under the U.S. federal income tax laws (including if you are a U.S. expatriate, controlled foreign corporation or passive foreign investment company). We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

If an entity classified as a partnership for U.S. federal income tax purposes holds our common stock, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. If you are a partnership holding our common stock or a partner in such a partnership, you should consult your tax advisors.

If you are considering the purchase of our common stock, you should consult your own tax advisers concerning the particular U.S. federal tax consequences to you of the ownership and disposition of the common stock, as well as the consequences to you arising under the laws of any other taxing jurisdiction, including any state, local or foreign income tax consequences.

Dividends

Dividends paid to a non-U.S. holder of our common stock generally will be subject to withholding of U.S. federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by a non-U.S. holder within the U.S. and, where an income tax treaty applies, are attributable to a U.S. permanent establishment of the non-U.S. holder, are not subject to this withholding tax, but instead are subject to U.S. federal income tax on a net income basis at applicable individual or corporate rates. Certain certification and disclosure requirements must be complied with in order for effectively connected income to be exempt from this withholding tax. Any such effectively connected dividends received by a foreign corporation may, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder of our common stock who is entitled to and wishes to claim the benefits of an applicable treaty rate (and avoid backup withholding as discussed below) for dividends, will be required to (1) complete Internal Revenue Service, or IRS, Form W-8BEN (or successor form) and make certain certifications, under penalty of perjury, to establish its status as a non-U.S. person and its entitlement to treaty benefits or (2) if

Table of Contents

the common stock is held through certain foreign intermediaries, satisfy the relevant certification requirements of applicable Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are entities rather than individuals.

A non-U.S. holder of our common stock eligible for a reduced rate of U.S. federal withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

Gain on Disposition of Common Stock

A non-U.S. holder generally will not be subject to U.S. federal income tax with respect to gain recognized on a sale or other disposition of our common stock unless (1) the gain is effectively connected with a trade or business of the non-U.S. holder in the U.S. and, where an income tax treaty applies, is attributable to a U.S. permanent establishment of the non-U.S. holder (in which case, for a non-U.S. holder that is a foreign corporation, the branch profits tax described above may also apply), (2) in the case of a non-U.S. holder who is an individual and holds the common stock as a capital asset, such holder is present in the U.S. for 183 or more days in the taxable year of the sale or other disposition and certain other conditions are met, or (3) we are or have been a U.S. real property holding corporation for U.S. federal income tax purposes.

We believe we currently are not, and we do not anticipate becoming, a U.S. real property holding corporation for U.S. federal income tax purposes. If we are or become a U.S. real property holding corporation, then if our common stock is regularly traded on an established securities market, only a non-U.S. holder who directly or indirectly holds or held (at any time during the shorter of the five year period preceding the date of disposition or the holder s holding period) more than five percent of the common stock will be subject to U.S. federal income tax on the disposition of the common stock.

Federal Estate Tax

Common stock held by an individual non-U.S. holder at the time of death will be included in such holder s gross estate for U.S. federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

Information Reporting and Backup Withholding

We must report annually to the IRS and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld (if any) with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and any withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty. In addition, dividends paid to a non-U.S. holder generally will be subject to backup withholding unless applicable certification requirements are met.

Payment of the proceeds of a sale of our common stock within the U.S. or conducted through certain U.S. related financial intermediaries is subject to both backup withholding and information reporting unless the beneficial owner certifies under penalties of perjury that it is not a U.S. person (and the payor does not have actual knowledge or reason to know that the beneficial owner is a U.S. person) or the holder otherwise

establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against such holder s U.S. federal income tax liability provided the required information is furnished to the IRS.

Table of Contents

UNDERWRITING

Subject to the terms and conditions described in an underwriting agreement between us and the representatives of the underwriters named below, we have agreed to sell to the underwriters, and the underwriters severally have agreed to purchase from us, the number of shares listed opposite their names below.

Underwriter	Number of Shares
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
J.P. Morgan Securities Inc.	
Wachovia Capital Markets, LLC	
Robert W. Baird & Co. Incorporated	
Friedman, Billings, Ramsey & Co., Inc.	
KeyBanc Capital Markets, A Division of McDonald Investments Inc.	
Total	4,100,000

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

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

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

Commissions and Discounts

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

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

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

The expenses of the offering, not including the underwriting discount, are estimated at $1.0 million and are payable by us.

Table of Contents

Overallotment Option

We have granted an option to the underwriters to purchase up to 615,000 additional shares at the public offering price on the cover page of this prospectus supplement, less the underwriting discount. The underwriters may exercise this option for 30 days from the date of this prospectus supplement solely to cover any overallotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter s initial amount reflected in the above table.

Southern Europe:

France
3,608.8

3.5

0.2

3.3

—

3.3

Italy
861.9

(5.7
)

0.1

(5.8
)

—

(5.8
)
Other Southern Europe
1,114.7

6.8

0.2

6.6

—

6.6

5,585.4

2.6

0.2

2.4

—

2.4

Northern Europe
3,836.3

3.2

(4.4
)

7.6

7.4

0.2

APME
1,841.7

10.9

1.6

9.3

3.1

6.2

Right Management
200.3

(1.5
)

(1.9
)

0.4

—

0.4

Consolidated
$
14,698.0

2.2

(2.3
)

4.5

2.9

1.6

Gross Profit
$
2,492.8

2.0

(1.8
)

3.8

3.6

0.2

Selling and Administrative Expenses
$
1,954.0

0.9

(1.8
)

2.7

3.9

(1.2
)
Operating Profit
$
538.8

6.1

(1.8

)

7.9

2.4

5.5

(a) In millions for the nine months ended September 30, 2016.

Liquidity and Capital Resources

Cash used to fund our operations is primarily generated through operating activities and is also provided by our existing credit facilities. We believe that our available cash and our existing credit facilities are sufficient to cover our cash needs for the foreseeable future. We assess and monitor our liquidity and capital resources globally. We use a global cash pooling arrangement, intercompany lending, and local credit lines to meet funding needs and allocate our capital resources among our various entities. As of September 30, 2016, we had $255.3 million of cash held by foreign subsidiaries that was not available to fund domestic operations unless repatriated. We anticipate cash repatriations to the United States from certain foreign subsidiaries and have provided for deferred taxes related to those foreign earnings not considered to be permanently invested.

Cash provided by operating activities was $402.5 million during the nine months ended September 30, 2016 compared to $282.8 million during the nine months ended September 30, 2015. Changes in operating assets and liabilities utilized $49.6 million of cash during the nine months ended September 30, 2016 compared to $173.5 million during the nine months ended September 30, 2015. These changes are primarily attributable to the timing of collections and payments.

Net accounts receivable increased to $4,581.9 million as of September 30, 2016 from $4,243.0 million as of December 31, 2015. This increase was mostly due to the increase in revenues and a higher Days Sales Outstanding ("DSO"), which was up 3.6 days from December 31, 2015 due primarily to the seasonality of the business and the timing of month-end collections. At constant exchange rates, the September 30, 2016 balance would have been approximately $59.9 million lower than reported.

Capital expenditures were $42.6 million in the nine months ended September 30, 2016 compared to $33.3 million in the nine months ended September 30, 2015. These expenditures were primarily comprised of purchases of computer equipment, office furniture and other costs related to office openings and refurbishments. The increase in 2016 compared to 2015 was primarily due to our investment in recruiting centers early in 2016.

From time to time, we acquire and invest in companies throughout the world, including franchises. The total cash consideration for acquisitions, net of cash acquired, was $56.9 million for the nine months ended September 30, 2016, the majority of which took place in the Netherlands and Norway. The total cash consideration for acquisitions, net of cash acquired, was $240.7 million for the nine months ended September 30, 2015, of which $140.4 million (€125.3 million) was related to an acquisition of 7S

28

Group GmbH. The majority of the remaining acquisitions for the nine months ended September 30, 2015 took place in Australia, Canada and the Netherlands.

Net debt repayments were $10.2 million in the nine months ended September 30, 2016 compared to net borrowings of $449.7 million in the nine months ended September 30, 2015. In September 2015, we offered and sold €400.0 million aggregate principal amount of the Company's 1.875% notes for net proceeds of €397.4 million.

Our €400.0 million notes and €350.0 million notes are due September 2022 and June 2018, respectively. When these notes mature, we plan to repay the amounts with available cash, borrowings under our $600.0 million revolving credit facility or a new borrowing. The credit terms, including interest rate and facility fees, of any replacement borrowings will be dependent upon the condition of the credit markets at that time. We currently do not anticipate any problems accessing the credit markets should we decide to replace either of the notes.

As of September 30, 2016, we had letters of credit totaling $0.8 million issued under our $600.0 million revolving credit facility. Additional borrowings of $599.2 million were available to us under the facility as of September 30, 2016.

The $600.0 million revolving credit agreement requires that we comply with a leverage ratio (Net Debt-to-Net Earnings before interest and other expenses, provision for income taxes, intangible asset amortization expense, depreciation and amortization expense ("EBITDA")) of not greater than 3.5 to 1 and a fixed charge coverage ratio of not less than 1.5 to 1. As defined in the agreement, we had a Net Debt-to-EBITDA ratio of 0.94 to 1 and a fixed charge coverage ratio of 4.78 to 1 as of September 30, 2016. Based on our current forecast, we expect to be in compliance with our financial covenants for the next 12 months.

In addition to the previously mentioned facilities, we maintain separate bank credit lines with financial institutions to meet working capital needs of our subsidiary operations. As of September 30, 2016, such credit lines totaled $300.1 million, and additional borrowings of $263.3 million could have been made under these lines. Under the revolving credit agreement, total subsidiary borrowings cannot exceed $300.0 million in the first, second and fourth quarters, and $600.0 million in the third quarter of each year.

On May 3, 2016 and April 28, 2015, the Board of Directors declared a semi-annual cash dividend of $0.86 and $0.80 per share, respectively. The 2016 dividends were paid on June 15, 2016 to shareholders of record on June 1, 2016. The 2015 dividends were paid on June 15, 2015 to shareholders of record on June 1, 2015.

On November 2, 2016 and October 29, 2015, the Board of Directors declared a semi-annual cash dividend of $0.86 and $0.80 per share, respectively. The 2016 dividends are payable on December 15, 2016 to shareholders of record on December 1, 2016. The 2015 dividends were paid on December 15, 2015 to shareholders of record on December 1, 2015.

In July 2016, the Board of Directors authorized the repurchase of an additional 6.0 million shares of our common stock, with terms consistent with the previous authorization. This authorization was in addition to the October 2015 authorization to repurchase 6.0 million shares of our common stock and the December 2012 authorization to repurchase 8.0 million shares of our common stock. Share repurchases may be made from time to time through a variety of methods, including open market purchases, block transactions, privately negotiated transactions or similar facilities. During the first nine months of 2016, we repurchased a total of 6.4 million shares comprised of 5.3 million shares under the 2015 authorization and 1.1 million shares under the 2016 authorization, at a total cost of $462.6 million. During the nine months of 2015, we repurchased 6.0 million shares at a cost of $523.2 million under the 2012 authorization. As of September 30, 2016, there were 5.0 million shares remaining authorized for repurchase under the 2016 authorization and no shares remaining under either of the 2015 or 2012 authorizations.

We had aggregate commitments related to debt repayments, operating leases, severances and office closure costs, and certain other commitments of $1,791.8 million as of September 30, 2016 compared to $1,796.9 million as of December 31, 2015.

We also have entered into guarantee contracts and stand-by letters of credit that total approximately $189.1 million and $190.2 million as of September 30, 2016 and December 31, 2015, respectively, consisting of $142.2 million and $144.7 million for guarantees, respectively, and $46.9 million and $45.5 million for stand-by letters of credit, respectively. Guarantees primarily relate to bank accounts, operating leases and indebtedness. The letters of credit relate to workers' compensation, operating leases and indebtedness. If certain conditions were met under these arrangements, we would be required to satisfy our obligations in cash. Due to the nature of these arrangements and our historical experience, we do not expect any significant payments under these arrangements. Therefore, they have been excluded from our aggregate commitments. The cost of these guarantees and letters of credit was $1.3 million and $1.1 million for the nine months ended September 30, 2016 and 2015, respectively.

During the nine months ended September 30, 2016, we made payments of $8.5 million out of our restructuring reserve that was created in 2013 and 2015. We expect a majority of the remaining $7.9 million reserve will be paid by the end of 2016.

Application of Critical Accounting Policies

In accordance with the current accounting guidance for goodwill and other intangibles assets, we perform an annual impairment test of goodwill at our reporting unit level and indefinite-lived intangible assets at our unit of account level during the third quarter, or more frequently if events or circumstances change that would more likely than not reduce the fair value of our reporting units below their carrying value.

We performed our annual impairment test of our goodwill and indefinite-lived intangible assets during the third quarter of 2016 and determined that there was no impairment of our goodwill or our indefinite-lived intangible assets.

Significant assumptions used in our annual goodwill impairment test during the third quarter of 2016 included: expected future revenue growth rates, operating unit profit margins, working capital levels, discount rates ranging from 10.8% to 15.3%, and a terminal value multiple. The expected future revenue growth rates and operating unit profit margins were determined after taking into consideration our historical revenue growth rates and operating unit profit margins, our assessment of future market potential, and our expectations of future business performance.

The table below provides a sample of our reporting units' estimated fair values and carrying values, which were determined as part of our annual goodwill impairment test performed in the third quarter ended September 30, 2016. The reporting units included below represent approximately 78% of our consolidated goodwill balance as of September 30, 2016.

(in millions)	France	United States	United Kingdom	Right Management	Germany	Netherlands
Estimated fair values	$2,061.4	$1,114.3	$ 383.5	$ 302.5	$ 277.4	$ 234.1
Carrying values	807.3	742.0	306.3	123.1	209.7	179.1

Recently Issued Accounting Standards

See Note 2 to the Consolidated Financial Statements.

Forward-Looking Statements

Statements made in this quarterly report that are not statements of historical fact are forward-looking statements. In addition, from time to time, we and our representatives may make statements that are forward-looking. All forward-looking statements involve risks and uncertainties. The information in Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2015, which information is incorporated herein by reference, provides cautionary statements identifying, for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, important factors that could cause our actual results to differ materially from those contained in the forward-looking statements. Forward-looking statements can be identified by words such as “expect,” “anticipate,” “intend,” “plan,” “may,” “believe,” “seek,” “estimate,” and similar expressions. Some or all of the factors identifi our annual report on Form 10-K may be beyond our control. We caution that any forward-looking statement reflects only our belief at the time the statement is made. We undertake no obligation to update any forward-looking statements to reflect subsequent events or circumstances.

Item 3 – Quantitative and Qualitative Disclosures About Market Risk

Our 2015 Annual Report on Form 10-K contains certain disclosures about market risks affecting us. There have been no material changes to the information provided which would require additional disclosures as of the date of this filing.

Item 4 – Controls and Procedures

We maintain a set of disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports filed by us under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based on that evaluation, our Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of the end of the period covered by this report.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation discussed above that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

In October 2015, the Board of Directors authorized the repurchase of 6.0 million shares of our common stock. In July 2016, the Board of Directors authorized the repurchase of an additional 6.0 million shares of our common stock. We conduct share repurchases from time to time through a variety of methods, including open market purchases, block transactions, privately negotiated transactions or similar facilities. As of September 30, 2016, there were 5.0 million shares remaining authorized for repurchase under the 2016 authorization and no shares remaining under the 2015 authorization. The following table shows the total amount of shares repurchased during the third quarter of 2016.

ISSUER PURCHASES OF EQUITY SECURITIES

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plan	Maximum number of shares that may yet be purchased
July 1 - 31, 2016	1,129,896 [(1)]	$ 64.12	1,075,000	6,462,244
August 1 - 31, 2016	1,225,000	$ 69.59	1,225,000	5,237,244
September 1 - 30, 2016	250,000	$ 71.51	250,000	4,987,244
Total	2,604,896	$ 67.47	2,550,000	4,987,244

(1) Includes 54,896 shares of common stock withheld by ManpowerGroup to satisfy tax withholding obligations on shares acquired by certain officers in settlement of restricted stock.

Item 5 – Other Information

Audit Committee Approval of Audit-Related and Non-Audit Services

The Audit Committee of our Board of Directors has approved the following audit-related and non-audit services performed or to be performed for us by our independent registered public accounting firm, Deloitte & Touche LLP and affiliates, to date in 2016:

(a) preparation and/or review of tax returns, including sales and use tax, excise tax, income tax, local tax, property tax, and value-added tax;

(b) advice and assistance with respect to transfer pricing matters, as well as communicating with various taxing authorities regarding the requirements associated with royalties and inter-company pricing, and tax audits; and

(c) audit services with respect to certain procedures and certifications where required.

Item 6 – Exhibits

12.1	Statement regarding Computation of Ratio of Earnings to Fixed Charges.
31.1	Certification of Jonas Prising, Chief Executive Officer, pursuant to Section 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of John T. McGinnis, Executive Vice President and Chief Financial Officer, pursuant to Section 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Statement of Jonas Prising. Chief Executive Officer, pursuant to 18 U.S.C. ss. 1350.
32.2	Statement of John T. McGinnis, Executive Vice President and Chief Financial Officer, pursuant to 18 U.S.C. ss. 1350.
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.

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.

ManpowerGroup Inc.
(Registrant)

Date: November 4, 2016

/s/ John T. McGinnis
John T. McGinnis
Executive Vice President and Chief Financial Officer
(Signing on behalf of the Registrant and as the Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
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35