RTI INTERNATIONAL METALS INC
Form 10-Q
May 07, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004.

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number 001-14437

RTI INTERNATIONAL METALS, INC.
(Exact name of registrant as specified in its charter)

OHIO	52-2115953
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1000 WARREN AVENUE, NILES, OHIO 44446
(Address of principal executive offices)

(330) 544-7700
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
YES X NO ___

At May 1, 2004, 21,190,997 shares of common stock of the registrant were outstanding.

RTI INTERNATIONAL METALS, INC.

FORM 10-Q
QUARTER ENDED MARCH 31, 2004

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PART I -- FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

RTI INTERNATIONAL METALS, INC.

CONSOLIDATED STATEMENT OF OPERATIONS

(DOLLARS IN THOUSANDS)

	QUARTER ENDED MARCH 31	
	2004 (UNAUDITED)	2003 (UNAUDITED)

Sales	$ 54,112	$ 58,532
Operating costs:		
Cost of sales	50,351	52,135
Selling, general and administrative expenses	8,566	7,631
Research, technical and product development expenses	287	387
Total operating costs	59,204	60,153
Operating (loss)	(5,092)	(1,621)
Other income (Note 8)	9,318	8,777
Interest expense	(3)	(168)
Income before income taxes	4,223	6,988
Provision for income taxes (Note 4)	1,448	2,655
Net income	$ 2,775	$ 4,333
Earnings per common share (Note 5)		
Basic	$ 0.13	$ 0.21
Diluted	$ 0.13	$ 0.21
Weighted average shares used to compute earnings per share:		
Basic	21,106,372	20,811,856
Diluted	21,452,858	20,902,590

The accompanying notes are an integral part of these Consolidated Financial Statements.

RTI INTERNATIONAL METALS, INC.

CONSOLIDATED BALANCE SHEET

(DOLLARS IN THOUSANDS)

	MARCH 31, 2004 (UNAUDITED)	DECEMBER 31, 2003 (AUDITED)
ASSETS		
ASSETS:		
Cash and cash equivalents	$ 71,234	$ 67,970
Receivables--less allowance for doubtful accounts of $1,537 and $1,378	33,574	30,855
Inventories, net (Note 6)	145,886	153,497
Deferred income taxes	5,182	5,251
Other current assets	4,056	3,284
Total current assets	259,932	260,857
Property, plant and equipment, net	84,369	85,505
Goodwill	34,133	34,133

Noncurrent deferred income tax asset	3,907	5,616
Intangible pension asset	3,186	3,186
Other noncurrent assets	564	637
Total assets	$386,091	$389,934
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Accounts payable	$ 10,715	$ 14,008
Accrued wages and other employee costs	5,302	5,568
Billings in excess of costs and estimated revenues (Note 7)	5,798	7,502
Income taxes payable	73	4,759
Other accrued liabilities	1,593	1,492
Total current liabilities	23,481	33,329
Long-term debt	--	--
Accrued postretirement benefit cost (Note 9)	20,617	20,428
Accrued pension cost (Note 9)	13,129	12,445
Other noncurrent liabilities	6,182	6,072
Total liabilities	63,409	72,274
Commitments and contingencies (Note 10)		
SHAREHOLDERS' EQUITY:		
Common stock, $0.01 par value, 50,000,000 shares authorized; 21,598,414 and 21,337,002 shares issued; 21,177,698 and 20,934,663 shares outstanding	216	213
Additional paid-in capital	248,281	244,860
Deferred compensation	(2,898)	(2,009)
Treasury stock, at cost; 421,614 and 402,339 shares	(3,906)	(3,618)
Accumulated other comprehensive loss	(19,118)	(19,118)
Retained earnings	100,107	97,332
Total shareholders' equity	322,682	317,660
Total liabilities and shareholders' equity	$386,091	$389,934

The accompanying notes are an integral part of these Consolidated Financial Statements.

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RTI INTERNATIONAL METALS, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(DOLLARS IN THOUSANDS)

	THREE MONTHS ENDED MARCH 31	
	2004 (UNAUDITED)	2003 (UNAUDITED)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,775	$ 4,333
Adjustment to reconcile net income to net cash provided by		

operating activities:		
Depreciation and amortization............................	2,987	3,057
Deferred income taxes....................................	1,778	--
Stock-based compensation and other.......................	324	306
CHANGES IN ASSETS AND LIABILITIES (EXCLUDING CASH):		
Receivables..	(2,886)	(3,417)
Inventories..	7,611	4,284
Accounts payable...	(3,293)	(2,557)
Other current liabilities................................	(6,390)	962
Other assets and liabilities.............................	116	668
Cash provided by operating activities.................	3,022	7,636
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures.....................................	(1,858)	(1,255)
Cash used in investing activities.....................	(1,858)	(1,255)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of employee stock options..........	2,388	6
Purchase of common stock held in treasury................	(288)	(224)
Cash provided by (used in) financing activities........	2,100	(218)
INCREASE IN CASH AND CASH EQUIVALENTS......................	3,264	6,163
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD............	67,970	40,666
CASH AND CASH EQUIVALENTS AT END OF PERIOD..................	$71,234	$46,829
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest, net of amounts capitalized........	$ 99	$ 101
Cash paid for income taxes...............................	$ 4,027	$ 2,554
NON-CASH FINANCING ACTIVITIES:		
Issuance of common stock for restricted stock awards......	$ 1,036	$ 769
Capital lease obligations incurred.......................	$ --	$ 6

The accompanying notes are an integral part of these Consolidated Financial Statements.

RTI INTERNATIONAL METALS, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(UNAUDITED)

(DOLLARS IN THOUSANDS)

	SHARES OUTSTANDING	COMMON STOCK	ADDT'L PAID-IN CAPITAL	DEFERRED COMPENSATION	TREASURY COMMON STOCK	RETAI EARNI
Balance at December 31,						

2003	20,934,663	$213	$244,860	$(2,009)	$(3,618)	$ 97,
Shares issued for directors' compensation	--	--	--	--	--	
Shares issued for restricted stock award plans	69,250	1	1,035	(1,036)	--	
Compensation expense recognized	--	--	--	147	--	
Treasury common stock purchased at cost	(19,275)	--	--	--	(288)	
Exercise of employee stock options including tax benefit of stock plans	193,060	2	2,386	--	--	
Net income	--	--	--	--	--	2,
Comprehensive income						
Balance at March 31, 2004	21,177,698	$216	$248,281	$(2,898)	$(3,906)	$100,

	COMPREHENSIVE INCOME
Balance at December 31, 2003	
Shares issued for directors' compensation	
Shares issued for restricted stock award plans	
Compensation expense recognized	
Treasury common stock purchased at cost	
Exercise of employee stock options including tax benefit of stock plans	
Net income	2,775
Comprehensive income	$2,775
Balance at March 31, 2004	

The accompanying notes are an integral part of these Consolidated Financial Statements.

RTI INTERNATIONAL METALS, INC.

SELECTED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1--BASIS OF PRESENTATION

The consolidated financial statements included herein have been prepared by RTI International Metals, Inc. (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The consolidated financial statements include the accounts of RTI International Metals, Inc. and its majority owned subsidiaries. All significant intercompany transactions have been eliminated. The financial information presented reflects all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The financial statements should be read in conjunction with accounting policies and notes to consolidated financial statements included in the Company's 2003 Annual Report on Form 10-K. Certain prior period amounts have been reclassified to conform to the current period presentation. The results for the interim periods are not necessarily indicative of the results to be expected for the year.

Beginning with the first quarter of 2003, RTI changed its segment reporting structure to represent its current method of marketing and selling products. Segment information for the prior period contained in these financial statements has been reclassified to conform to the current period presentation.

NOTE 2--ORGANIZATION

RTI International Metals, Inc. is a leading U.S. producer of titanium mill products and fabricated metal parts for the global market. The Company conducts business in two segments: the Titanium Group and the Fabrication and Distribution Group. The Titanium Group melts and produces a complete range of titanium mill products, which are further processed by its customers for use in a variety of commercial, aerospace, defense, and industrial applications. The Fabrication and Distribution Group is comprised of companies that process and distribute titanium and other specialty metals. Its products, many of which are engineered parts and assemblies, serve aerospace, oil and gas, power generation, and chemical process industries, as well as a number of other industrial and consumer markets.

On September 30, 1998, the shareholders of the Company's now wholly-owned subsidiary RMI Titanium Company ("RMI") approved a proposal to reorganize into a holding company structure (the "1998 Reorganization"). Pursuant to this reorganization, the Company became the parent company of RMI, and shares of RMI common stock were automatically exchanged on a one-for-one (1:1) basis for shares of RTI. Shares of RTI began trading on the New York Stock Exchange on October 1, 1998.

The Company is a successor to entities that have been operating in the titanium industry since 1951. In 1990, USX Corporation ("USX") and Quantum Chemical Corporation ("Quantum") transferred their entire ownership interest in RMI's immediate predecessor, RMI Company, an Ohio general partnership, to the Company in exchange for shares of the Company's common stock (the "1990 Reorganization"). Quantum sold its shares of common stock to the public while USX retained ownership of its shares. USX terminated its ownership interest in RTI in 2000.

NOTE 3--STOCK OPTION AND RESTRICTED STOCK AWARD PLANS

1995 STOCK PLAN

The 1995 Stock Plan, which was approved by a vote of the Company's shareholders at the 1995 Annual Meeting of Shareholders, replaced both the 1989 Stock Option Incentive Plan and the 1989 Employee Restricted Stock Award Plan. The Plan permits the grant of any or all of the following types of awards in any combination: a) stock options; b) stock appreciation rights; and c) restricted stock. The plan does not permit the granting of options with exercise prices that are less than the market value on the date the options are granted. A committee appointed by the Board of Directors administers the Plan, determines the type or types of grants to be made under the Plan and sets forth in each such Grant the terms, conditions and limitations applicable to it, including, in certain cases, provisions relating to a possible change in control of the Company.

During the first quarter of 2004, 184,000 option shares were granted at an exercise price of $14.96. All option exercise prices were equal to the common stock's fair market value on the date of the grant. Options are for a term of ten years from the date of the grant, and vest ratably over the three-year period beginning with the date of the grant. 184,000 of the option shares granted in 2004 were outstanding at March 31, 2004.

During the three months ended March 31, 2004, 69,250 shares of restricted stock were granted under the 1995 Stock Plan. Compensation expense equal to the fair market value on the date of the grant is recognized ratably over the vesting period of each grant which is typically five years.

As permitted by the provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" (SFAS No. 123), the Company has elected to measure stock-based compensation under the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB No. 25), and to adopt the disclosure-only alternative described in SFAS No. 123. For restricted stock awards, the Company records deferred stock-based compensation based on the fair market value of common stock on the date of the award. Such deferred stock-based compensation is amortized over the vesting period of each individual award.

If compensation expense for the Company's stock options granted had been determined based on the fair value at the grant date for the awards in accordance with SFAS No. 123, the effect on the Company's net income and earnings per share for the quarter ended March 31, 2004 and 2003 would have been as follows (dollars in thousands; except per share amounts):

	QUARTER ENDED MARCH 31	
	2004	2003
Net income		
As reported	$2,775	$4,333
Total stock-based compensation expense based on the fair value method for all awards, net of tax	(163)	(137)
Pro forma	$2,612	$4,196
Basic earnings per share		
As reported	$ 0.13	$ 0.21
Pro forma	$ 0.12	$ 0.20
Diluted earnings per share		
As reported	$ 0.13	$ 0.21
Pro forma	$ 0.12	$ 0.20

Included in the Company's income for the quarters ended March 31, 2004 and 2003 is stock-based compensation expense relating to restricted stock grants amounting to $0.1 and $0.2 million, respectively.

NOTE 4--INCOME TAXES

In the three months ended March 31, 2004, the Company recorded an income tax expense of $1.4 million, or 34% of pre-tax income compared to an expense of $2.7 million, or 38% for the three months ended March 31, 2003. The effective tax rate for the three-month periods ended March 31, 2004 and March 31, 2003 was 34% and 38% respectively. The first quarter 2004 rate of 34% was less than the federal statutory rate of 35% primarily due to foreign tax credits partially offset by state income taxes. The first quarter 2003 rate exceeded the federal statutory rate of 35% primarily as a result of state income taxes.

NOTE 5--EARNINGS PER SHARE

A reconciliation of the income and weighted average number of outstanding common shares used in the calculation of basic and diluted earnings per share for the quarters ended March 31, 2004 and 2003 are as follows (in thousands except number of shares and per share amounts):

	NET INCOME	SHARES	EARNINGS PER SHARE
2004			
Basic EPS	$2,775	21,106,372	$0.13
Effect of potential common stock:			
Stock options	--	346,486	--
Diluted EPS	$2,775	21,452,858	$0.13
2003			
Basic EPS	$4,333	20,811,856	$0.21
Effect of potential common stock:			
Stock options	--	90,734	--
Diluted EPS	$4,333	20,902,590	$0.21

451,618 and 1,095,571 shares of common stock issuable upon exercise of employee stock options have been excluded from the calculation of diluted earnings per share for the quarters ended March 31, 2004 and 2003, respectively; because the exercise price of the options exceeded the weighted average market price of the Company's common stock during those periods.

NOTE 6--INVENTORIES

Inventories consisted of (dollars in thousands):

	MARCH 31, 2004	DECEMBER 31, 2003
Raw material and supplies	$ 46,992	$ 49,248
Work-in-process and finished goods	114,905	120,718
Adjustment to LIFO values	(16,011)	(16,469)
Inventories, at LIFO cost	$145,886	$153,497

NOTE 7--BILLINGS IN EXCESS OF COSTS AND ESTIMATED REVENUES

The Company reported a liability for billings in excess of costs and estimated revenues of $5.8 million as of March 31, 2004 and $7.5 million as of December 31, 2003. These amounts primarily represent payments, received in advance from energy market customers and a European distribution customer on long-term orders, which the Company has not recognized as revenues. The decrease reflects the Company fulfilling obligations and recognizing revenue related to advance payments.

NOTE 8--OTHER INCOME

For the three months ended March 31, 2004 and 2003, the components of other operating income and other income are as follows (dollars in millions):

	QUARTER ENDED MARCH 31, 2004	QUARTER ENDED MARCH 31, 2003
Other Income		
Gain on receipt of liquidated damages.....................	$ 9.1(1)	$ 8.4(1)
Gain on disposal other assets.............................	--	(0.2)
Foreign exchange gains (losses) and other.................	0.2	0.2
	$ 9.3	$ 8.8

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(1) These gains were financial settlements from Boeing Airplane Group relating to Boeing's failure to meet minimum order requirements under terms of a long-term agreement between RTI and Boeing. Boeing has satisfied the final claim under this agreement.

NOTE 9--PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company provides defined benefit pension plans for certain of its salaried and represented workforce. Benefits for its salaried participants are generally based on participant's years of service and compensation. Benefits for represented pension participants are generally determined based on an amount for years of service. Other Company employees participate in 401(k) plans whereby the Company may provide a match of employee contributions. These plans are generally not significant to the Company. The policy of the Company with respect to its defined benefit plans is to contribute at least the minimum amounts required by applicable laws and regulations.

The cost of the Company's retiree health care plans (Other Postretirement Benefits) is capped at predetermined out-of-pocket spending limits. Retiree health care is available to participants in the defined benefit pension plans. Benefit payments are made from company assets. Other Postretirement Benefits are not funded.

The 2004 and 2003 amounts shown below reflect the defined benefit pension and other postretirement benefit expense for the three months ended March 31 for each year for those salaried and hourly covered employees (dollars in thousands):

	PENSION BENEFITS		OTHER POSTRETIREMENT BENEFITS	
	2004	2003	2004	2003
Service cost	$ 589	$ 577	$ 95	$100
Interest cost	1,587	1,622	407	396
Expected return on plan assets	(2,006)	(2,047)	--	--
Amortization of prior service cost	144	144	44	44
Amortization of unrealized gains and losses	357	202	70	25
Net periodic benefit cost	$ 671	$ 498	$616	$565

RTI International Metals also has a supplemental pension Program ("Program") for certain key employees. The Program is unfunded. The first quarter net periodic benefit cost related to the Program is $128,983 for 2004 and $106,277 for 2003.

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NOTE 10--COMMITMENTS AND CONTINGENCIES

In connection with the 1990 Reorganization, the Company agreed to indemnify USX and Quantum against liabilities related to their ownership of RMI and its immediate predecessor, Reactive Metals, Inc., which was formed by USX and Quantum in 1964.

From time to time, the Company is involved in litigation relating to claims arising out of its operations in the normal course of business. In our opinion, the ultimate liability, if any, resulting from these matters will have no significant effect on our consolidated financial statements. Given the critical nature of many of the aerospace end uses for the Company's products, including specifically their use in critical rotating parts of gas turbine engines, the Company maintains aircraft products liability insurance of $250 million, which includes grounding liability.

Environmental Matters

The Company is subject to environmental laws and regulations as well as various health and safety laws and regulations that are subject to frequent modifications and revisions. During the three months ended March 31, 2004, the Company spent approximately $0.6 million for environmental remediation, compliance, and related services. While the costs of compliance for these matters have not had a material adverse impact on the Company in the past, it is impossible to accurately predict the ultimate effect these changing laws and regulations may have on the Company in the future. The Company continues to evaluate its obligations for environmental related costs on a quarterly basis and makes adjustments in accordance with provisions of Statement of Position No. 96-1, "Environmental Remediation Liabilities".

The Company is involved in investigative or cleanup projects under federal or state environmental laws at a number of waste disposal sites, including the Fields Brook Superfund Site and the Ashtabula River Area of Concern. Given the status of the proceedings with respect to these sites, ultimate investigative and remediation costs cannot presently be accurately predicted, but could, in the aggregate be material. Based on the information available regarding the current ranges of estimated remediation costs at currently active sites, and what the Company believes will be its ultimate share of such costs, provisions for environmental-related costs have been recorded.

Given the status of the proceedings at certain of these sites, and the evolving nature of environmental laws, regulations, and remediation techniques, the Company's ultimate obligation for investigative and remediation costs cannot be predicted. It is the Company's policy to recognize environmental costs in its financial statements when an obligation becomes probable and a reasonable estimate of exposure can be determined.

At March 31, 2004 and December 31, 2003, the amount accrued for future environmental-related costs was $1.7 million. Of the total amount accrued at March 31, 2004, $0.5 million is expected to be paid out within one year and is included in the other accrued liabilities line of the balance sheet. The remaining $1.2 million is recorded in other non-current liabilities.

Based on available information, RMI believes that its share of potential environmental-related costs, before expected contributions from third parties, is in a range from $2.6 to $7.9 million in the aggregate. The amount accrued is net of expected contributions from third parties in a range from $0.2 to $2.3 million, which the Company believes are probable. These third parties include prior owners of RMI property and prior customers of RMI, that have agreed to partially reimburse the Company for certain environmental-related costs. The Company has been receiving contributions from such third parties for a number of years as partial reimbursement for costs incurred by the Company.

As these proceedings continue toward final resolution, amounts in excess of those already provided may be necessary to discharge the Company from its obligations for these sites.

Former Ashtabula Extrusion Plant

The Company's former extrusion plant in Ashtabula, Ohio was used to extrude depleted uranium under a contract with the DOE from 1962 through 1990. In accordance with that agreement, the DOE retained responsibility for the cleanup of the facility when the facility was no longer needed for processing government material. Processing ceased in 1990, and in 1993 RMI was chosen as the prime contractor for the remediation and restoration of the site by the DOE. Since then, contaminated buildings have been removed and approximately two-thirds of the site has been free released by the Ohio Department of Health, to RMI, at DOE expense.

In December, 2003, in accordance with its terms, the Department of Energy terminated the contract "for convenience." Remaining soil removal is expected to take approximately 18-24 months. As license holder and owner of the site, RMI is responsible to the state of Ohio for complying with soil and water regulations. However, remaining cleanup cost is expected to be borne by the DOE in accordance with their contractual obligation.

Gain Contingency

As part of Boeing Commercial Airplane Group's long-term supply agreement with the Company, Boeing was required to order a minimum of 3.25 million pounds of titanium in each of the five years beginning in 1999. They failed to do so for 1999, 2000, 2001, 2002, and 2003, ordering 0.9 million pounds, 1.1 million pounds, 0.9 million pounds, 0.5 million pounds, and 0.4 million pounds, respectively.

The Company made claim against Boeing in accordance with the provisions of the long-term contract for each of the years in which the minimum was not achieved. Revenue under the provisions of Statement of Financial Accounting Standards No. 5 ("SFAS No. 5"), "Accounting for Contingencies" was deemed not realized until Boeing settled the claims. Accordingly, the claims were treated as a gain contingency dependent upon realization.

As a result of the application of SFAS No. 5 as to gain contingencies, the Company recorded other income of approximately $6 million in 2000 and 2001, and approximately $7 million in 2002, for each of the preceding years claims upon receipt of the cash. The Company recognized approximately $8 million in the first quarter of 2003 when Boeing satisfied the claim for 2002. In all years, revenue recognized from these cash receipts was presented as Other income in the financial statements. The Company recognized other income of approximately $9 million in the first quarter 2004 when Boeing satisfied the final claim under this contract for amounts not taken in 2003.

Purchase Commitments

The Company has purchase commitments for materials, supplies, and machinery and equipments as part of the ordinary course of business. A few of these commitments extend beyond one year. The Company believes these commitments are not at prices in excess of current market.

Other

The Company is also the subject of, or a party to, a number of other pending or threatened legal actions involving a variety of matters incidental to its business.

The ultimate resolution of these foregoing contingencies could, individually or in the aggregate, be material to the consolidated financial statements. However, management believes that the Company will remain a viable and competitive enterprise even though it is possible that these matters could be resolved unfavorably.

NOTE 11--TRANSACTIONS WITH RELATED PARTIES:

In accordance with the purchase agreement of Reamet S.A. located in Villette, France from December 2000, the Company was obligated to acquire a residence located on the previously acquired land. The

owner of the residence and his immediate family have been involved in the management of the business before and since the acquisition. The residence was acquired for $581,000 (the fair value as appraised) including closing costs in February 2004. The Company had previously disclosed that the residence was worth approximately $500,000 without closing costs.

There were no related party transactions in 2002 and 2001.

NOTE 12--SEGMENT REPORTING

The Company's reportable operating segments are the Titanium Group and the Fabrication and Distribution Group.

The Titanium Group manufactures and sells a wide range of titanium mill products to a customer base consisting primarily of manufacturing and fabrication companies in the aerospace and nonaerospace markets. Titanium mill products consist of basic mill shapes such as ingot, slab, bloom, billet, bar, plate and sheet. Titanium mill products are sold primarily to customers such as metal fabricators, forge shops and, to a lesser extent, metal distribution companies. Titanium mill products are usually raw or starting material for these customers, who then form, fabricate or further process mill products into finished or semi-finished components or parts. The Titanium Group includes the activities related to the clean up and remediation of a former titanium extrusion facility operated by the Company under a contract from the U.S. Department of Energy.

The Fabrication and Distribution Group is engaged primarily in the fabrication of titanium, specialty metals and steel products, including pipe and engineered tubular products, for use in the oil and gas and geo-thermal energy industries; hot and superplastically formed parts; cut, forged, extruded and rolled shapes; and commercially pure titanium strip and welded tube for aerospace and nonaerospace applications. This segment also provides warehousing, distribution, finishing, cut-to-size and just-in-time delivery services of titanium, steel and other metal products.

Intersegment sales are accounted for at prices which are generally established by reference to similar transactions with unaffiliated customers. Reportable segments are measured based on segment operating income after an allocation of certain corporate items such as general corporate overhead and expenses.

On January 1, 2003 the Company realigned its two operating segments to better reflect its strategy for achieving higher value-added sales. Prior period information presented herein has been restated to reflect this realignment. Included in the realignment was the transfer from the Titanium Group to the Fabrication and Distribution Group of the Company's commercially pure products business, grinding operations at the Company's Washington, MO. facility and marketing and sales responsibility for most sheet and plate products.

Segment information for the quarters ended March 31, 2004 and 2003 is as follows (dollars in thousands):

	QUARTER ENDED MARCH 31	
	2004	2003
TOTAL SALES		
Titanium Group	$ 37,718	$32,742
Fabrication and Distribution Group	45,110	46,049
Total	82,828	78,791
INTER AND INTRA SEGMENT SALES		
Titanium Group	24,618	18,507
Fabrication and Distribution Group	4,098	1,752
Total	28,716	20,259
TOTAL SALES TO EXTERNAL CUSTOMERS		
Titanium Group	13,100	14,235

Fabrication and Distribution Group	41,012	44,297
Total	$ 54,112	$58,532

	QUARTER ENDED MARCH 31	
	2004	2003
OPERATING (LOSS) INCOME		
Allocated corporate items included in segment operating income below:		
Titanium Group	$ (759)	$ (735)
Fabrication & Distribution Group	(1,617)	$(1,605)
Total	$ (2,376)	$(2,340)
Titanium Group	$ (4,145)	$(3,375)
Fabrication and Distribution Group	(947)	1,754
Total	(5,092)	(1,621)
INCOME (LOSS) BEFORE INCOME TAXES:		
Allocated corporate items included in segment income before income taxes below:		
Titanium Group	$ 9,118	$ 8,308
Fabrication & Distribution Group	257	$ (129)
Total	$ 9,375	$ 8,179
Titanium Group	$ 5,152	$ 5,502
Fabrication & Distribution Group	(929)	1,486
Total	$ 4,223	$ 6,988

NOTE 13--NEW ACCOUNTING PRONOUNCEMENTS

The Company adopted SFAS No. 143 Accounting for Asset Retirement Obligations ("SFAS No. 143"), effective December 31, 2003. SFAS No. 143 requires that entities record the fair value of an asset retirement obligation in the period in which it was incurred. SFAS No. 143 requires that an asset retirement cost be capitalized as part of the cost of the related long-lived asset and subsequently allocated to expense using a systematic and rational method. The adoption did not have a material impact on the Company.

In January 2003, the FASB issued Statement of Financial Accounting Standards No. 148 ("SFAS No. 148"), "Accounting for Stock-Based Compensation-Transition and Disclosure." SFAS 148 amends current disclosure requirements and requires prominent disclosures on both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company adopted SFAS No. 148 which was effective for financial reports containing financial statements for interim periods beginning after December 15, 2002. See Note 3 for the disclosure required by this standard.

In May 2003 the FASB issued SFAS No., 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability or an asset in some circumstances. In most cases these instruments were previously classified as equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this standard did not have an impact on the Company's financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." FIN 45 requires that upon issuance of a guarantee, the guarantor must recognize a liability for the fair value of

the obligation it assumes under that guarantee. FIN 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. The recognition and measurement provisions are effective on a prospective basis to guarantees issued or modified after December 31, 2002. The adoption did not have a material impact on the Company.

In January 2003, the Financial Accounting Standards Board (FASB) issued interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest entities, an interpretation of ARB No. 51," (FIN 46) which addresses consolidation by business enterprises of variable interest entities that do not have sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support from other parties or whose equity investors lack characteristics of a controlling financial interest. The Interpretation provides guidance related to identifying variable interest entities and determining whether such entities should be consolidated. It also provides guidance related to the initial and subsequent measurement of assets, liabilities and noncontrolling interests in newly consolidated variable interest entities and requires disclosures for both the primary beneficiary of a variable interest entity and other beneficiaries of the entity. FIN 46 must be applied to all entities subject to this Interpretation as of March 31, 2004. However, prior to the required application of this Interpretation, FIN 46 must be applied to those entities that are considered to be special-purpose entities as of December 31, 2003. There was no financial statement impact from the application at March 31, 2004.

In December 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") was signed into law. The Act incorporates a plan sponsor subsidy based on a percentage of a beneficiary's annual prescription drug benefits, within certain limits, and opportunity for a retiree to obtain prescription drug benefits under Medicare.

Since the Company has had an established cap on its postretirement medical benefits, any reductions in postretirement benefit costs resulting from the Act are not expected to be material although the Company will evaluate the effect of the Act during the two year transitional period provided under the Act. Specific authoritative guidance on the accounting for federal subsidy is pending and that guidance, when issued could require plan sponsors to change previously reported information. Additionally, regulations under the act have not been issued.

In accordance with FASB Staff Position 106-1, the Company has elected to defer accounting for the effect of the act. Accordingly, the benefit obligation and net periodic benefit cost do not reflect any potential effects of the Act.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion should be read in connection with the information contained in the Consolidated Financial Statements and Notes to Consolidated Financial Statements. The following information contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and are subject to the safe harbor created by that Act. Such forward-looking statements may be identified by their use of words like "expects," "anticipates," "intends," "projects," or other words of similar meaning. Forward-looking statements are based on expectations and assumptions regarding future events. In addition to factors discussed throughout this report, the following factors and risks should also be considered, including, without limitation, statements regarding the future availability and prices of raw materials, competition in the titanium industry, demand for the Company's products, the historic cyclicality of the titanium and aerospace industries, increased defense spending, the success of new market development, long-term supply agreements, the outcome of proposed "Buy American" legislation, global economic conditions, the Company's order backlog and the conversion of that backlog into revenue, the outcome of ongoing labor contract negotiations and the impact of the work stoppage that commenced on October 25, 2003 at the Company's Niles, Ohio facility, the long-term impact of the events of September 11, and the continuing war on terrorism, and other statements contained herein that are not historical facts. Because such forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These and other risk factors are set forth below in

the "Outlook" section, as well as in the Company's other filings with the Securities and Exchange Commission ("SEC") over the last 12 months, copies of which are available from the SEC or may be obtained upon request from the Company.

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(Dollars in millions)

Net Sales

THREE MONTHS ENDED MARCH 31,	2004	2003
Net Sales	$54.1	$58.5

Sales for the Company's Titanium Group amounted to $37.7 million, including intercompany sales of $24.6 million, in the three months ended March 31, 2004 compared to $32.7 million, including intercompany sales of $18.5 million, in the same period of 2003. Titanium Group net sales decreased as a result of lower flat-rolled product shipments and average prices and reduced sales from the termination of the previously mentioned DOE contract (see note 10). Offsetting the reduction in flat-rolled revenue was increased revenue from commercially pure titanium ("CP") and Ferro Titanium sales. Shipments of titanium mill products were 1.5 million pounds in the three months ended March 31, 2004, compared to 1.4 million pounds for the same period in 2003. Included in mill product shipments are intersegment shipments from the Titanium Group to the Fabrication & Distribution Group. Average realized prices on mill products for the three months ended March 31, 2004 decreased to $15.03 per pound from $16.58 per pound in 2003. The decrease in average realized prices for mill products resulted primarily from a decrease in plate products from the 2003 period resulting in an unfavorable mix change and a decrease in sheet prices.

Sales for F&D amounted to $45.1 million, including intercompany sales of $4.1 million, in the three months ended March 31, 2004, compared to $46.0 million, including intercompany sales of $1.8 million, in the same period of 2003. This decrease primarily reflects a decrease in the completion activity of several energy contracts from the first quarter 2003.

Gross Profit

THREE MONTHS ENDED MARCH 31,	2004	2003
Gross Profit	$ 3.8	$ 6.4
Gross profit percent	7.0%	10.9%

The reduction in gross profit for 2004 from 2003 was a result of a reduction in sales in the Fabrication and Distribution Segments Energy Business Group. In the first quarter of 2003 the Energy Group recognized revenue on several large gross margin projects compared to reduced recognition activity and lower gross margin projects in the first quarter of 2004.

Adverse mix changes occurred in the Company's plate products and lower prices on sheet, CP margins and scrap sales were offsetting. The ongoing work stoppage at the Titanium Group's Niles, Ohio Plant has not affected the segments profitability as salary labor has maintained operations at costs lower than the year ago quarter when operations were absent the work stoppage.

Selling, General and Administrative Expenses

THREE MONTHS ENDED MARCH 31,	2004	2003
Selling, General and Administrative Expenses	$ 8.6	$ 7.6
Percent of sales	15.8%	13.0%

The increase for the three months ended March 31, 2004 compared to 2003 resulted from increased employee insurance, an increase in personnel at the Company's Energy operations and accrued pension expenses.

Research, Technical and Product Development Expenses

THREE MONTHS ENDED MARCH 31,	2004	2003
Research, Technical and Product Development Expense.........	$ 0.3	$ 0.4
Percent of sales..	0.5%	0.7%

Research, technical and product development expenses for three months ended March 31, 2004 were slightly reduced from 2003.

Operating (Loss) Income

THREE MONTHS ENDED MARCH 31,	2004	2003
Operating (Loss) Income...................................	$$(5.1)	$(1.6)
Percent of sales..	(9.4)%	(2.8)%

Operating loss for the three months ended March 31, 2004 was greater than 2003 due to a decrease in operating income from the Titanium Group, from a $(3.4) million loss in 2003 to a loss of $(4.1) million in 2004. The change reflects an unfavorable mix and pricing change on flat rolled products. The decrease is also due to a decrease in operating income in F&D, from $1.8 million in 2003 to a loss of $(0.9) million in 2004, primarily as a result of a decline in profitability from energy markets when compared to 2003 principally due to project delays on long-term orders.

Other Income

THREE MONTHS ENDED MARCH 31,	2004	2003
Other Income..	$ 9.3	$ 8.7
Percent of sales..	17.2%	15.0%

Other income for the three months ended March 31, 2004 mostly reflects the receipt of liquidated damages from the Boeing Airplane Group of $9.1 million in 2004. In 2003, other income reflects a similar receipt of $8.4 million. The long-term agreement between RTI and Boeing expired December 31, 2003. The Company receipt of $9.1 million from Boeing for the year 2003 short fall in the end of the first quarter 2004 represents the last payment under the agreement. The remainder of the change in other income from 2003 to 2004 consists primarily of lower losses on disposals of other assets and increases in foreign exchange gains.

Interest Income (Expense), net

THREE MONTHS ENDED MARCH 31,	2004	2003
Interest Income (Expense), net............................	$ 0.0	$(0.1)
Percent of sales..	0.0%	(0.3)%

Interest expense for the three months ended March 31, 2004 and 2003 was $.2 million, and primarily consists of fees associated with the unused capacity on the Company's credit facility. Interest expense was partially offset by interest income on invested cash balances. Interest income was equal to $.2 million and $.1 million for the three months ended March 31, 2004 and 2003, respectively. The Company had no bank debt at March 31, 2004 and December 31, 2003.

Income Taxes

THREE MONTHS ENDED MARCH 31,	2004	2003
Income Taxes...	$ 1.4	$ 2.7
Effective Tax Rate.......................................	34%	38%

The effective tax rate of 34% for the three months ended March 31, 2004 was less than the federal statutory rate of 35% primarily due to foreign tax credits partially offset by state income taxes. The effective tax rate of 38% for the three months ended March 31, 2003 was greater than the federal statutory rate of 35% primarily due to state income taxes.

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Net Income

THREE MONTHS ENDED MARCH 31,	2004	2003
Net Income...	$ 2.8	$ 4.3
Percent of sales...	5.1%	7.4%

Net income for the three months ended March 31, 2004 was less than the comparable 2003 period due to items discussed above.

OUTLOOK

Overview

Weak U.S. and global economies, the terrorist attacks of September 11, 2001, the ongoing conflicts in the Middle East, and the worldwide outbreak of Severe Acute Respiratory Syndrome ("SARS") had and will continue to have significant adverse effects on the overall titanium industry.

According to the U.S. Geological Survey, U.S. shipments of titanium mill products have declined from a high of approximately 65 million pounds in 1997 to approximately 34 million pounds in 2003. Shipment levels in 2004 are expected to be up somewhat from 2003.

The following is a discussion of what is happening within each of the three major markets in which RTI participates.

Commercial Aerospace Markets

Aerospace demand is classified into two sectors: commercial aerospace and defense programs. Demand from these two sectors comprises approximately 45% of the worldwide consumption for titanium products and in the U.S. comprises in excess of 60% of titanium consumption. The events surrounding September 11, 2001, as well as the Middle East conflict and the outbreak of SARS severely affected the commercial aerospace market. Airline operators experienced a dramatic drop in travel resulting in significant losses within the airline industry, necessitating cancellation of and reduced requirements for new aircraft. The Company's sales to this market represented 27% of total sales in 2003, down from 49% in 2000.

Following the drop in aircraft demand, Boeing and Airbus have continued to reduce their build rates for aircraft, including an aggregate 13.5% cutback in 2003. Their combined build rate for large commercial aircraft for 2004 is currently expected to be down slightly at 575 planes. An increase in commercial aerospace production is not expected before 2006.

Airbus has announced the launch of a large widebody aircraft, the A380, and Boeing is expected to launch a new aircraft, the 7E7, both of which are expected to use large quantities of titanium, in the second half of this decade. Longer term, the commercial aerospace sector is expected to continue to be a very significant consumer of titanium products due to the expected long-term growth of worldwide traffic and the need to repair and replace aging commercial fleets over the next 20 years.

Titanium mill products that are ordered by the prime aircraft producers and their subcontractors are generally ordered in advance of final aircraft production by six to eighteen months. This is due to the time it takes to produce a final assembly or part that is ready for installation in an airframe or jet engine. Given reduced activity by aircraft builders, shipments from RTI to this market sector were reduced in 2003.

The effect of the reduction in commercial aircraft demand on RTI has been partially mitigated by the long-term agreement RMI entered into with Boeing on January 28, 1998. Under this agreement, RMI had to supply Boeing and its family of commercial suppliers with up to 4.5 million pounds of titanium products annually. The agreement, which began in 1999, had an initial term of five years and concluded at the end of 2003. Under the accord, Boeing received firm prices in exchange for RMI receiving a minimum volume commitment of 3.25 million pounds per year. If volumes fell short of the minimum commitment, the contract contains provisions for financial compensation. In accordance with the agreement, and as a result of volume shortfalls in 1999, 2000, 2001, 2002 and 2003, Boeing settled claims of approximately $6 million in both 2000 and 2001 and $7 million in 2002. The claim for 2002 was settled during the first quarter of 2003 for

approximately $8 million. Boeing ordered 0.4 million pounds in 2003, the final year of the contract, and accordingly, the Company received a payment of $9.1 million in March 2004 when Boeing satisfied the final claim under the contract. Beginning in January of 2004, business between the companies not covered by other contracts is being conducted on a non-committed basis, that is, no volume commitment by Boeing and no commitment of capacity or price by RMI.

RTI, through its RTI Europe subsidiary, entered into an agreement with the European Aeronautic Defense and Space Company ("EADS") in April 2002 to supply value-added titanium products and parts to the EADS group of companies, including Airbus. The contract is in place through 2004, subject to extension. The new Airbus A380 is expected to utilize more titanium per aircraft than any commercial plane that has ever been produced. In 2003, Airbus became the world's largest producer of commercial aircraft.

With SARS apparently under control and industry forecasters projecting increases in future commercial air traffic, the Company is optimistic that the commercial aerospace market is at or near the bottom of this decline. In August, 2003, SpeedNews reported that the International Civil Aviation Organization (ICAO) expected world airline traffic to increase 4.4% in 2004 and 6.3% in 2005. Traditionally, as traffic increases, airlines become more profitable and order new airplanes. However, it must be noted that due to production lead times any improvements in the orders of planes will take some time to be reflected in shipments of titanium. Additionally, a number of planes taken out of service by the airlines during this downturn are likely to be returned. For this reason, the Company does not anticipate any significant improvement in this market for the next twelve to eighteen months.

Defense Markets

Shipments to military markets represented approximately 28% of the Company's 2003 revenues and are expected to increase as a percent of total sales in 2004 as U.S. and other countries' defense budgets increase. This expected increase is due in part to the events of September 11, 2001 and the ongoing conflicts in the Middle East. In fact, the latest U.S. Department of Defense budget figures for Research, Development Testing and Evaluation (RDT&E) and Procurement reflect an increase of 45% from 2003 through 2009.

RTI believes it is well positioned to supply mill products and fabrications required for any increase in demand from this market. RTI currently supplies titanium and other materials to most military aerospace programs, including the F/A-22, C-17, F/A-18, F-15, F-16, Joint Strike Fighter ("JSF") (F-35) and in Europe, the Mirage, Rafale and Eurofighter-Typhoon.

A positive development in this market was that the Company was chosen by BAE Systems RO Defence UK to supply the titanium components for the new XM-777 lightweight 155 mm Howitzer. Delivery began late in 2003 and will continue through 2010. Initial deliveries will be to the U.S. Marine Corps, followed by deliveries to the U.S. Army and the Italian and British armed forces. It is anticipated that over 1,000 guns may be produced. Sales under this contract could potentially exceed $70 million.

Another positive development in this market was that Lockheed Martin, a major customer of the Company, was awarded the largest military contract ever on October 26, 2001, for the military's $200 billion JSF program. The aircraft, which will be used by all branches of the military, is expected to consume 25,000 to 30,000 pounds of titanium per airplane. Timing and order patterns, which are likely to extend well into the future for this program, have not been quantified, but may be as many as 3,000 to 6,000 planes over the next 30 to 40 years. The Company has entered into agreements with Lockheed and its teaming partner, BAE Systems, to be the supplier of titanium sheet and plate for the design and development phase of the program over the next five years.

Despite the forecasted increases in the defense market, it is not expected to completely offset the effects of the downturn in the commercial aerospace market.

Industrial and Consumer Markets

46% of RTI's 2003 revenues were generated in various industrial and consumer markets where business conditions are expected to be mixed over the next twelve months.

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Revenues from oil and gas markets are expected to increase in 2004 and beyond, due to continued activity in deep water projects predicted over the next several years. Despite the weak economy, the Company believes that deep-water oil and gas exploration will continue at a strong pace for the next several years, at least in part due to increased demand for energy.

In April 2002, RTI Energy Systems was selected by Unocal Corporation to provide production riser equipment in connection with their West Seno project off the coast of Indonesia. RTI provided high-fatigue riser engineering design, in addition to the manufactured components using a combination of titanium and steel. This project, which was completed in the first quarter of 2003, is expected to lead to other opportunities in Indonesia beginning in 2004 and extending over the next 2-3 years.

In addition to the growing applications in energy extraction, RTI serves a number of other industrial and consumer markets through its distribution businesses. The products sold and applications served are numerous and varied. The resulting diversity tends to provide sales stability through varying market conditions, so the Company expects little overall change in sales and profitability from this sector of RTI's business over the next twelve months.

The weak economy in recent years has negatively affected other RTI industrial and consumer markets, such as chemical processing, power generation and pulp and paper. However, the Company believes demand from these markets will improve in 2004 and beyond as economic conditions continue to show improvement.

Backlog

The Company's order backlog for all markets increased to $100.2 million as of March 31, 2004, from $92.3 million at December 31, 2003, principally in titanium markets as the general economy appears to be increasing and orders for inventory replenishment take hold.

LIQUIDITY AND CAPITAL RESOURCES
(Dollars in millions)

The Company believes it will generate sufficient cash flow from operations to fund operations and capital expenditures in 2004. In addition, RTI has cash reserves and available borrowing capacity to maintain adequate liquidity. RTI currently has no debt, and based on the expected strength of 2004 cash flows, the Company does not believe there are any material near-term risks related to fluctuations in interest rates.

Cash provided by operating activities

THREE MONTHS ENDED MARCH 31,	2004	2003
Cash provided by operating activities......................	$ 3.0	$ 7.6

The decrease in net cash flows from operations for the three months ended March 31, 2004 compared to the three months ended March 31, 2003 primarily reflects a decrease in net income of $1.6 million due to a decline in business operating results as mentioned in the "Results of Operations" section of Management's Discussion and Analysis. The remainder of the decrease is primarily due to a decrease in cash generated from reductions in working capital and other balance sheet line items. The decrease in cash generated from working capital and other balance sheet line items when comparing 2004 to 2003 was caused by a decrease in other current liabilities and accounts payable. Included in other current liabilities are the Company's income tax liability and its liability for billings in excess of costs. The Company substantially reduced its income tax liability in the quarter ended March 31, 2004 as payment was made and reduced operating income in the quarter did not necessitate a re-establishment of a material liability at March 31, 2004. The liability for billings in excess of costs decreased during the quarter as new work on projects decreased over the prior period.

The Company generated cash from continued inventory liquidations in the three months ended March 31, 2004 when compared to the year ago period as work-in-process and finished goods inventories were reduced in the Titanium Group Segment.

The Company's working capital ratio was 11.1 and 7.8 to 1 at March 31, 2004 and December 31, 2003, respectively.

Cash used in investing activities

THREE MONTHS ENDED MARCH 31,	2004	2003
Cash used in investing activities..........................	$ 1.9	$ 1.3

Gross capital expenditures for the three months ended March 31, 2004 amounted to $1.9 million compared to $1.3 million in 2003. In all periods, capital spending primarily reflected equipment additions and improvements as well as information systems projects.

During the three months ended December 31, 2004 and 2003, the Company's cash flow requirements for capital expenditures were funded with cash provided by operations. The Company anticipates that its capital expenditures for 2004 will total approximately $8.0 million and will be funded with cash generated by operations.

At March 31, 2004 and December 31, 2003, the Company had a borrowing capacity equal to $46.0 and $59.4 million, respectively.

Cash provided by (used in) financing activities

THREE MONTHS ENDED MARCH 31,	2004	2003
Cash provided by (used in) financing activities.............	$ 2.1	$(0.2)

The favorable change in cash flows from financing activities for the three months ended March 31, 2004 compared to the three months ended March 31, 2003 primarily reflects an increase in proceeds from the exercise of employee stock options of $2.4 million in 2004.

On September 9, 1999, RTI filed a universal shelf registration with the Securities and Exchange Commission. This registration permits RTI to issue up to $100 million of debt and/or equity securities at an unspecified future date. The proceeds of any such issuance could be utilized to finance acquisitions, capital investments or other general purposes; however, RTI has not issued any securities to date and has no immediate plans to do so.

CONTRACTUAL OBLIGATIONS, COMMITMENTS, AND POST-RETIREMENT BENEFITS

Following is a summary of the Company's contractual obligations and other commercial commitments as of March 31, 2004 (dollars in thousands):

	CONTRACTUAL OBLIGATIONS						
	REMAINDER 2004	2005	2006	2007	2008	THEREAFTER	TOTAL
Operating leases............	$1,037	$ 889	$ 677	$ 611	$455	$ 749	$ 4,41
Capital leases..............	16	21	5	5	3	--	5
Total contractual obligations............	$1,053	$ 910	$ 682	$ 616	$458	$ 749	$ 4,46

	COMMERCIAL COMMITMENTS						
	AMOUNT OF COMMITMENT EXPIRATION PER PERIOD						
	REMAINDER 2004	2005	2006	2007	2008	THEREAFTER	TOTAL
Long-term supply agreements(1).............	$14,107	$10,438	$10,438	$3,761	$ --	$ --	$38,74
Purchase obligations(2).....	15,476	--	--	--	--	--	15,47
Standby letters of credit(3).................	210	4,164	--	--	--	--	4,37
Total commercial commitments............	$29,793	$14,602	$10,438	$3,761	$ --	$ --	$58,59

	POST-RETIREMENT BENEFITS						
	REMAINDER 2004	2005	2006	2007	2008	THEREAFTER	TOTA
Post-retirement benefits(4)................	$1,367	$1,812	$1,828	$1,846	$1,880	$ 11,884	$20,6

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(1) Amounts represent commitments for which contractual terms exceed twelve months.

(2) Amounts primarily represent purchase commitments under purchase orders.

(3) Amounts represent standby letters of credit primarily related to commercial performance and insurance guarantees.

(4) The Company does not fund its other post-retirement employee benefits obligation but instead pays amounts when incurred. However, these estimates are based on current benefit plan coverage and are not contractual commitments in as much as the Company retains the right to modify, reduce, or terminate any such coverage in the future. Amounts shown in the years 2004 through 2008 are based on actuarial estimates of expected future cash payments. The Company is not forecasting or required to make a pension contribution in 2004. As in past years, the Company may make voluntary contributions when there is an economic advantage to contribute to the fund. Future contributions to the fund, if required, will be provided based on actuarial evaluation.

CREDIT AGREEMENT

At March 31, 2004, the Company maintained a credit agreement entered into on April 26, 2002, which provides a $100 million three-year unsecured revolving credit facility. This agreement replaced the previously existing $100 million five-year unsecured revolving credit facility entered into March 31, 1998. The Company can borrow up to the lesser of $100 million or a borrowing base equal to the sum of 85% of qualifying accounts receivable and 60% of qualifying inventory.

Under the terms of the facility, the Company, at its option, will be able to borrow at (a) a base rate (which is the higher of PNC Bank's prime rate or the Federal Funds Effective Rate plus 0.5% per annum), or (b) LIBOR plus a spread (ranging from 1.0% to 2.25%) determined by the ratio of the Company's consolidated total indebtedness to consolidated earnings before interest, taxes, depreciation and amortization. The credit agreement contains restrictions, among others, on the minimum shareholders' equity required, the minimum cash flow required, and the maximum leverage ratio permitted. At March 31, 2004, there was $4.4 million of standby letters of credit outstanding under the facility, the Company was in compliance with all covenants, and had a borrowing capacity equal to $46.0 million.

ENVIRONMENTAL MATTERS

The Company is subject to environmental laws and regulations as well as various health and safety laws and regulations that are subject to frequent modifications and revisions. During the three months ended March 31, 2004, the Company spent approximately $0.6 million for environmental remediation, compliance, and related services. While the costs of compliance for these matters have not had a material adverse impact on the Company in the past, it is impossible to accurately predict the ultimate effect these changing laws and regulations may have on the Company in the future. The Company continues to evaluate its obligations for

environmental related costs on a quarterly basis and makes adjustments in accordance with provisions of Statement of Position No. 96-1, "Environmental Remediation Liabilities".

The Company is involved in investigative or cleanup projects under federal or state environmental laws at a number of waste disposal sites, including the

Fields Brook Superfund Site and the Ashtabula River Area of Concern. Given the status of the proceedings with respect to these sites, ultimate investigative and remediation costs cannot presently be accurately predicted, but could, in the aggregate be material. Based on the information available regarding the current ranges of estimated remediation costs at currently active sites, and what the Company believes will be its ultimate share of such costs, provisions for environmental-related costs have been recorded.

Given the status of the proceedings at certain of these sites, and the evolving nature of environmental laws, regulations, and remediation techniques, the Company's ultimate obligation for investigative and remediation costs cannot be predicted. It is the Company's policy to recognize environmental costs in its financial statements when an obligation becomes probable and a reasonable estimate of exposure can be determined.

At March 31, 2004 and December 31, 2003, the amount accrued for future environmental-related costs was $1.7 million. Of the total amount accrued at March 31, 2004, $0.5 million is expected to be paid out within one year and is included in the other accrued liabilities line of the balance sheet. The remaining $1.2 million is recorded in other non-current liabilities.

Based on available information, RMI believes that its share of potential environmental-related costs, before expected contributions from third parties, is in a range from $2.6 to $7.9 million in the aggregate. The amount accrued is net of expected contributions from third parties in a range from $0.2 to $2.3 million, which the Company believes are probable. These third parties include prior owners of RMI property and prior customers of RMI, that have agreed to partially reimburse the Company for certain environmental-related costs. The Company has been receiving contributions from such third parties for a number of years as partial reimbursement for costs incurred by the Company.

As these proceedings continue toward final resolution, amounts in excess of those already provided may be necessary to discharge the Company from its obligations for these sites.

Former Ashtabula Extrusion Plant

The Company's former extrusion plant in Ashtabula, Ohio was used to extrude depleted uranium under a contract with the DOE from 1962 through 1990. In accordance with that agreement, the DOE retained responsibility for the cleanup of the facility when the facility was no longer needed for processing government material. Processing ceased in 1990, and in 1993 RMI was chosen as the prime contractor for the remediation and restoration of the site by the DOE. Since then, contaminated buildings have been removed and approximately two-thirds of the site has been free released by the Ohio Department of Health, to RMI, at DOE expense.

In December, 2003, in accordance with its terms, the Department of Energy terminated the contract "for convenience." Remaining soil removal is expected to take approximately 18-24 months. As license holder and owner of the site, RMI is responsible to the state of Ohio for complying with soil and water regulations. However, remaining cleanup cost is expected to be borne by the DOE in accordance with their contractual obligation.

EMPLOYEES

As of March 31, 2004, the Company and its subsidiaries employed 1,097 persons, 414 of whom were classified as administrative and sales personnel. 629 of the total number of employees were in the Titanium Group, while 452 were employed in the Fabrication & Distribution Group.

The United Steelworkers of America represents 357 of the hourly clerical and technical employees at RMI's plant in Niles, Ohio and 15 hourly employees at RMI Environmental Services in Ashtabula, Ohio. No other Company employees are represented by a union.

In 1999 the Niles, Ohio plant and the United Steel Workers of America, after a strike, agreed to a forty-two month contract which expired on October 15, 2003. The contract was extended twice as local management and the union negotiated the terms of a new contract. On October 25, 2003 union members voted to reject management's final proposal and a work stoppage commenced. The plant will be operated by non-represented employees until an agreement can be reached.

NEW ACCOUNTING STANDARDS

The Company adopted SFAS No. 143 Accounting for Asset Retirement Obligations ("SFAS No. 143"), effective December 31, 2003. SFAS No. 143 requires that entities record the fair value of an asset retirement obligation in the period in which it was incurred. SFAS No. 143 requires that an asset retirement cost be capitalized as part of the cost of the related long-lived asset and subsequently allocated to expense using a systematic and rational method. The adoption did not have a material impact on the Company.

In January 2003, the FASB issued Statement of Financial Accounting Standards No. 148 ("SFAS No. 148"), "Accounting for Stock-Based Compensation-Transition and Disclosure." SFAS 148 amends current disclosure requirements and requires prominent disclosures on both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company adopted SFAS No. 148 which was effective for financial reports containing financial statements for interim periods beginning after December 15, 2002. See Note 3 for the disclosure required by this standard.

In May 2003 the FASB issued SFAS No. 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability or an asset in some circumstances. In most cases these instruments were previously classified as equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this standard did not have an impact on the Company's financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." FIN 45 requires that upon issuance of a guarantee, the guarantor must recognize a liability for the fair value of the obligation it assumes under that guarantee. FIN 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. The recognition and measurement provisions are effective on a prospective basis to guarantees issued or modified after December 31, 2002. The adoption did not have a material impact on the Company.

In December 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") was signed into law. The Act incorporates a plan sponsor subsidy based on a percentage of a beneficiary's annual prescription drug benefits, within certain limits, and opportunity for a retiree to obtain prescription drug benefits under Medicare.

Since the Company has had an established cap on its postretirement medical benefits, any reductions in postretirement benefit costs resulting from the Act are not expected to be material although the Company will evaluate the effect of the Act during the two year transitional period provided under the Act. Specific authoritative guidance on the accounting for federal subsidy is pending and that guidance, when issued could require plan sponsors to change previously reported information. Additionally, regulations under the act have not been issued.

In accordance with FASB Staff Position 106-1, the Company has elected to defer accounting for the effect of the act. Accordingly, the benefit obligation and net periodic benefit cost do not reflect any potential effects of the Act.

In January 2003, the Financial Accounting Standards Board (FASB) issued interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest entities, an interpretation of ARB No. 51," (FIN 46) which addresses consolidation by business enterprises of variable interest entities that do not have sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support from other parties or whose equity investors lack characteristics of a controlling financial interest. The Interpretation provides guidance related to identifying variable interest entities and determining whether such entities should be consolidated. It also provides guidance related to the initial and subsequent measurement of assets, liabilities and noncontrolling interests in newly consolidated variable interest entities and requires disclosures for both the primary beneficiary of a variable interest entity and other beneficiaries of the entity. FIN 46 must be applied to all entities subject to this Interpretation as of March 31, 2004. However, prior to the required application of this Interpretation, FIN 46 must be applied to those entities that are considered to be special-purpose entities as of December 31, 2003. There was no financial statement impact from the application at March 31, 2004.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes to the Company's exposure to market risk since the Company filed its Form 10-K on March 8, 2004.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period, the Chief Executive Officer and Chief Financial Officer evaluated the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14 and 15d-14. They have concluded that the Company's disclosure controls and procedures are effective in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion. In addition, there have been no significant changes in the Company's internal controls or in other factors that could significantly affect those internal controls, including any corrective actions with regard to significant differences and material weaknesses, subsequent to the Evaluation Date.

PART II--OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Issuer Purchases of Equity Securities:

PERIOD	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID PER SHARE	TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS	MAXIMUM (OR APPR DOLLAR OF SHARES YET BE P UNDER THE PROG
Balance at December 31, 2003...........				$11,38
January 1 -- January 31, 2004..........	19,275	14.96	19,275	11,09
February 1 -- February 29, 2004........	--	--	--	
March 1 -- March 31, 2004..............	--	--	--	
Total................................	19,275		19,275	

RTI International Metals, Inc. share repurchase program was approved by RTI's Board of Directors on April 30, 1999. The program authorizes the repurchase of up to 15 million dollars of RTI common stock from time to time.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

EXHIBIT NUMBER	DESCRIPTION
31.1	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14.
31.2	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

On January 27, 2004, the Company filed a Current Report on Form 8-K reporting pursuant to Item 12 to disclose the financial results of the Company for the year ended December 31, 2003.

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.

RTI INTERNATIONAL METALS, INC.

(Registrant)

Date: May 7, 2004

By: /s/ L. W. JACOBS

L. W. Jacobs
Vice President & Chief Financial Officer