

CHART INDUSTRIES INC

Form S-1/A

May 25, 2006

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As filed with the Securities and Exchange Commission on May 24, 2006

Registration No. 333-133254

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Amendment No. 1  
to  
Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**CHART INDUSTRIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of Incorporation)*

**3443**  
*(Primary Standard Industrial  
Classification Code Number)*

**34-1712937**  
*(I.R.S. Employer Identification No.)*

**One Infinity Corporate Centre Drive  
Suite 300  
Garfield Heights, Ohio 44125-5370  
Tel.: (440) 753-1490  
Fax: (440) 753-1491**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Matthew J. Klaben, Esq.  
Vice President, General Counsel and Secretary  
One Infinity Corporate Centre Drive  
Suite 300**

**Garfield Heights, Ohio 44125-5370  
Tel.: (440) 753-1490  
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*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

***With copies to:***

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(2)</b>
Common stock, par value \$0.01 per share	\$250,000,000	\$26,750

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(o) of the Securities Act of 1933, as amended (the Securities Act ).

(2) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.**

**PROSPECTUS (Subject to Completion)**

**Issued , 2006**

**Shares  
Chart Industries, Inc.  
Common Stock**

Chart Industries, Inc. is offering shares of its common stock. All of the shares of common stock are being sold by us. We intend to use approximately \$ million of the net proceeds from the sale of the shares being sold in this offering to repay certain of our indebtedness and approximately \$ million of the net proceeds to pay a dividend to our stockholders existing immediately prior to this offering, consisting of affiliates of First Reserve and certain members of our management.

This is our initial public offering and no public market currently exists for our common stock. We anticipate that the initial public offering price will be between \$ and \$ per share. We intend to apply to list the common stock on the New York Stock Exchange under the symbol GTL.

The underwriters have the option to purchase up to an additional shares of our common stock from us at the initial public offering price, less the underwriting discount to cover over-allotments. We intend to use the proceeds we receive from any shares sold pursuant to the underwriters over-allotment option to pay an additional dividend to our existing stockholders.

**Investing in the common stock involves risks. See Risk Factors beginning on page 12.**

	<b>Initial Public Offering Price</b>	<b>Underwriting Discount</b>	<b>Proceeds, before expenses, to us</b>
Per Share	\$	\$	\$
Total	\$	\$	\$

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

The underwriters expect to deliver the shares to purchasers on or about , 2006.

**Morgan Stanley**  
, 2006

**Lehman Brothers**

**UBS Investment Bank**

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**Darwin LNG liquefaction facility in Northern Territory, Australia,  
including Chart vacuum-insulated pipe and  
vacuum-insulated pipe riser modules for large storage tanks  
Chart brazed aluminum heat exchanger core  
for use in an air separation cold box**

**Atlantic LNG Plant located in Trinidad, including Chart liquefaction  
cold boxes and vacuum-insulated pipe for jetty cool-down lines**

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are offering to sell shares of common stock and seeking offers to buy shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the shares of common stock.

**Through and including \_\_\_\_\_, 2006 (the 25<sup>th</sup> day after the date of this prospectus), all dealers that buy, sell or trade shares, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.**

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus, but it may not contain all of the information that is important to you. We urge you to read this entire prospectus including the section entitled Risk Factors and the financial statements and related notes, before investing in our common stock.*

*Unless the context otherwise requires, as used in this prospectus, (i) the terms we, our, us, the Company, Industries and similar terms refer to Chart Industries, Inc. and its consolidated subsidiaries and (ii) the term issuer refers to Chart Industries, Inc. and not any of its subsidiaries.*

**Chart Industries, Inc.**

**Our Company**

We are a leading independent global manufacturer of highly engineered equipment used in the production, storage and end-use of hydrocarbon and industrial gases. We supply engineered equipment used throughout the liquid gas supply chain globally. The largest portion of end-use applications for our products is energy-related, accounting for 51% of sales in 2005, and 58% of orders and 77% of backlog at December 31, 2005. We are a leading manufacturer of standard and engineered equipment primarily used for low-temperature and cryogenic, or very low temperature, applications. We have developed an expertise in cryogenic systems and equipment, which operate at low temperatures sometimes approaching absolute zero (0° Kelvin; -273° Centigrade; -459° Fahrenheit). The majority of our products, including vacuum-insulated containment vessels, heat exchangers, cold boxes and other cryogenic components, are used throughout the liquid gas supply chain for the purification, liquefaction, distribution, storage and use of hydrocarbon and industrial gases.

We have attained this position by capitalizing on our low-cost global manufacturing footprint, technical expertise and know-how, broad product offering, reputation for quality, and by focusing on attractive, growing markets. We have an established sales and customer support presence across the globe and low-cost manufacturing operations in the United States, Central Europe and China. We believe we are the number one or two equipment supplier in all of our primary end-use markets. For the three months ended March 31, 2006 and 2005, we generated sales of \$120.8 million and \$85.2 million, respectively. For the combined year ended December 31, 2005, we generated sales of \$403.1 million compared to sales of \$305.6 million for the year ended December 31, 2004.

We believe that we are well-positioned to benefit from a variety of long-term trends driving demand in our industry, including:

increasing demand for natural gas and the geographic dislocation of supply and consumption, which is resulting in the need for a global network for liquefied natural gas, or LNG;

increasing demand for natural gas processing, particularly in the Middle East, as crude oil producers look to utilize the gas portions of their reserves; and

increased demand for natural and industrial gases resulting from rapid economic growth in developing areas, particularly Central and Eastern Europe and China.

We operate in three segments: (i) Energy and Chemicals, or E&C, (ii) Distribution and Storage, or D&S, and (iii) BioMedical. While each segment manufactures and markets different cryogenic equipment and systems to distinct end-users, they share a reliance on our heat transfer and low temperature storage know-how and expertise. The E&C and D&S segments manufacture products used in energy-related and other applications, such as the separation, liquefaction, distribution and storage of hydrocarbon and industrial gases. Through our BioMedical segment, we supply cryogenic equipment used in the storage and distribution of biological materials and oxygen used primarily in the medical, biological research and animal breeding industries.

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### **Competitive Strengths**

We believe that the following competitive strengths position us to enhance our growth and profitability:

***Focus on Attractive Growing End Markets.*** We anticipate growing demand in the end markets we serve, with particularly strong growth in LNG, natural gas processing, specific international markets across all segments, and biomedical equipment. Rapid economic development in developing areas, particularly Central and Eastern Europe and China, has caused a significant increase in the demand for natural and industrial gases.

***Substantial Revenue Visibility.*** We have a large and growing backlog, which provides us with a high degree of visibility in our forecasted revenue. Our backlog as of March 31, 2006 was \$237.0 million, compared to \$233.6 million, \$129.3 million and \$49.6 million as of December 31, 2005, 2004 and 2003, respectively. Projects for energy-related applications totaled approximately \$180.0 million in backlog as of December 31, 2005.

***Leading Market Positions.*** We believe we are the #1 or #2 equipment supplier in each of our primary end markets both domestically and internationally. We believe that our strong industry positioning makes us typically one of only two or three suppliers qualified to provide certain products to key customers.

***Diverse, Long-Standing Customer Base.*** We currently serve over 2,000 customers worldwide. Our primary customers are large, multinational producers and distributors of hydrocarbon and industrial gases that provide us with revenue stability. Customers and end-users also include high growth LNG processors, petrochemical processors and biomedical companies. We have developed strong, long-standing relationships with these customers.

***Highly Flexible and Low-Cost Manufacturing Base.*** Given our long-term investment in global manufacturing facilities and specialized equipment, we have developed a substantial comparative scale and geographic advantage within the markets for the cryogenic products that we manufacture with more than 1.6 million square feet of manufacturing space across 12 primary facilities and three continents. This scale and the related substantial operational flexibility enable us to be a low-cost producer for our products.

***Product Expertise, Quality, Reliability and Know-How.*** Within our end markets, we have established a reputation for quality, reliability and technical innovation. We believe that the main drivers of our target customers purchasing decisions are a supplier's product expertise, quality, reliability and know-how rather than pricing and terms, giving us an advantage based on our reputation and consequent brand recognition. We believe it would be difficult for a new entrant to duplicate our capabilities.

***Experienced Management Team.*** We have assembled a strong senior management team with over 250 combined years of related experience and complementary skills. This team is responsible for our strong performance since 2003.

### **Business Strategy**

We believe that we are well-positioned to maintain our leadership in providing highly engineered equipment for use in low-temperature and cryogenic applications and meet the world's growing demand for hydrocarbon and industrial gases with more economical, reliable and environmentally friendly systems. The principal elements of our strategy are as follows:

***Continue to develop innovative, high-growth, energy-specific products.*** We plan to continue to focus on extending our cryogenic technological leadership, both to capitalize on increasing demand for energy and to create new applications.

***Leverage our global platform to capitalize on growing international demand.*** We expect growth in hydrocarbon and industrial gas demand and investment over the next five years in the Middle East,





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Central and Eastern Europe, Russia and China. We believe that our investment in manufacturing, sales and marketing capabilities positions us to increase our market share in growing international markets.

*Capitalize on our position as a market leader.* We plan to continue to grow our long-standing relationships with the leading users of cryogenic equipment and expand our customer base.

*Maintain our position as a low-cost producer while continuing to improve operating performance.* We believe we are the lowest cost manufacturer for most of our products and we intend to continue to leverage our scale, scope, technical expertise and know-how to deliver to our customers higher quality and more reliable products and services at lower cost. Our disciplined approach to capital expenditures is intended to enhance capacity where we expect to realize significant and timely returns.

**Recent Developments**

On February 9, 2006, we entered into a letter of intent to purchase the common stock of a company that designs and manufactures custom air cooled heat exchangers utilizing advanced technology in thermal and mechanical design. The aggregate purchase price for the acquisition is expected to be approximately \$16.5 million, which will be paid in cash. The closing of this acquisition is subject to customary conditions. We intend to finance this acquisition with our available cash and expect the acquisition to close during the second quarter of 2006.

**Risk Factors**

Investing in our common stock involves substantial risk. You should carefully consider all the information in this prospectus prior to investing in our common stock. Our ability to execute our strategy is subject to the risks that are generally associated with the production, storage and end-use of hydrocarbon and industrial gases. We are also subject to a number of risks related to our competitive position and business strategies. For example, our acquisitive business strategy exposes us to the risks involved in consummating and integrating acquisitions, including the risk that in a future acquisition we could incur additional debt and contingent liabilities which could adversely affect our operating results. For additional risks relating to our business and the offering, see **Risk Factors** beginning on page 12 of this prospectus.

**The Acquisition**

On August 2, 2005, Chart Industries entered into an agreement and plan of merger with certain of its stockholders, First Reserve Fund X, L.P., which we refer to as First Reserve, a Delaware limited partnership, and CI Acquisition, Inc., which we refer to as CI Acquisition, a Delaware corporation and a wholly-owned subsidiary of First Reserve, which provided for (i) the sale of shares of common stock of Chart Industries, Inc. by certain of its stockholders to CI Acquisition and (ii) the merger of CI Acquisition with and into Chart Industries, with Chart Industries surviving the merger as an indirect, wholly-owned subsidiary of First Reserve. We refer to the stock purchase, the merger and the related financing thereof collectively as the Acquisition. The Acquisition closed on October 17, 2005. In connection with the Acquisition, entities affiliated with First Reserve contributed \$111.3 million in cash to fund a portion of the purchase price of the equity interests in Chart Industries, and management contributed \$6.4 million in the form of rollover options. The remainder of the cash needed to finance the Acquisition, including related fees and expenses, was provided by funds raised by the offering of our \$170.0 million senior subordinated notes due 2015, which we refer to as our notes, and borrowings under our \$240.0 million senior secured credit facility. The senior secured credit facility consists of a \$180.0 million term loan facility and a \$60.0 million revolving credit facility. See **The Transactions**.

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**Company Information**

Chart Industries, Inc. is a Delaware corporation incorporated in 1992. Our principal executive offices are located at One Infinity Corporate Centre Drive, Suite 300, Garfield Heights, Ohio, 44125 and our telephone number is (440) 753-1490. On July 8, 2003, we and all of our then majority-owned U.S. subsidiaries filed voluntary petitions for reorganization relief under Chapter 11 of the U.S. Bankruptcy Code. On September 15, 2003, we and those subsidiaries emerged from Chapter 11 proceedings. Before the closing of our Acquisition by First Reserve on October 17, 2005, we filed periodic and other reports with the Securities and Exchange Commission. We ceased filing those reports upon the closing of the Acquisition when our pre-Acquisition securities were cancelled and ceased to be outstanding. The financial statements and other financial data presented in this prospectus are of Chart Industries, Inc. and its direct and indirect subsidiaries.

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**The Offering**

Shares of common stock offered by Chart Industries, Inc.	shares.
Shares of common stock to be outstanding after this offering	shares (including shares, adjusted for the elimination of any fractional shares, that will be dividended to our stockholders existing immediately prior to this offering, consisting of affiliates of First Reserve and certain members of our management, assuming the underwriters do not exercise their option to purchase additional shares and giving effect to the -for-one stock split we expect to effect prior to the consummation of this offering).
Over-allotment option	shares.
Use of proceeds	We estimate that the net proceeds to us from this offering, after deducting underwriting discounts, will be approximately \$ million. We intend to use approximately \$ million of the net proceeds to repay certain indebtedness. We intend to use the remaining net proceeds of approximately \$ million to pay a dividend to our stockholders existing immediately prior to the offering, consisting of affiliates of First Reserve and certain members of our management. See Use of Proceeds. We also intend to use the proceeds we receive from any shares sold pursuant to the underwriters over-allotment option to pay an additional dividend to our existing stockholders.
Proposed New York Stock Exchange symbol	GTL
Unless we specifically state otherwise, all information in this prospectus:	
assumes no exercise by the underwriters of their option to purchase additional shares;	
gives effect to the -for-one stock split effected prior to the consummation of the offering;	
assumes that we issue an additional shares, adjusted for the elimination of any fractional shares, of our common stock to our existing stockholders pursuant to a stock dividend that we will declare prior to the consummation of this offering, the terms of which will require that shortly after the expiration of the underwriters over-allotment option (assuming the option is not exercised in full), we issue to our existing stockholders the number of shares equal to (x) the number of additional shares the underwriters have an option to purchase minus (y) the actual number of shares the underwriters purchase from us pursuant to that option. See Dividend Policy for a description of the purpose of the stock dividend;	
gives effect to the issuance of 573,027 shares which have been issued to FR X Chart Holdings LLC, an affiliate of First Reserve, upon exercise of its warrant (see Certain Related Party Transactions );	
gives effect to the issuance of 131,823 shares which have been issued to certain members of management upon exercise of their rollover options (see Management Management Equity ); and	
excludes shares of common stock reserved for issuance under stock options ( shares if the over-allotment option is exercised in full) that we expect to continue to be outstanding under our plans after this offering, after adjusting for the -for-one stock split, the dividend of the \$ million of the net proceeds (assuming the mid-point of the range set forth on the cover page hereof) described above, and the stock dividend assumed in the third bullet point above, which shares would be exercisable at a weighted average	

exercise price of \$ .  
The size of the -for-one stock split referenced herein is intended to achieve an estimated share price between  
\$ and \$ per share and has been calculated based on the mid-point of the estimated price range shown  
on the cover page of this prospectus.

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**Summary Historical and Pro Forma Financial Information**

The financial statements referred to as the Predecessor Company financial statements include the consolidated audited financial statements of Chart Industries, Inc. and its subsidiaries prior to our Chapter 11 bankruptcy proceedings. Our emergence from Chapter 11 bankruptcy proceedings in September 2003 resulted in a new reporting entity and the adoption of fresh start accounting in accordance with the American Institute of Certified Public Accountants Statement of Position 90-7, Financial Reporting by Entities in Reorganization Under the Bankruptcy Code. The financial statements referred to as the Reorganized Company financial statements include the consolidated audited financial statements of Chart Industries, Inc. and its subsidiaries after our emergence from Chapter 11 bankruptcy proceedings and prior to the Acquisition and related financing thereof. The financial statements referred to as the Successor Company financial statements include the consolidated audited financial statements of Chart Industries, Inc. and its subsidiaries after the Acquisition and the related financing thereof.

The following table sets forth our summary historical consolidated financial and other data as of the dates and for the periods indicated. The Predecessor Company summary historical financial statements and other data for the nine months ended September 30, 2003 are derived from our audited financial statements for such period included elsewhere in this prospectus, which have been audited by Ernst & Young LLP, an independent registered public accounting firm. The Reorganized Company summary historical financial statements and other data for the three months ended December 31, 2003, the year ended December 31, 2004 and the period from January 1, 2005 to October 16, 2005, which we refer to as the 2005 Reorganized Period, are derived from our audited financial statements for such periods included elsewhere in this prospectus, which have been audited by Ernst & Young LLP. The Successor Company summary historical financial statements and other data as of and for the period from October 17, 2005 to December 31, 2005, which we refer to as the 2005 Successor Period, are derived from our audited financial statements for such periods included elsewhere in this prospectus, which have been audited by Ernst & Young LLP. The Reorganized Company and Successor Company unaudited summary historical financial statements and other data for the three months ended March 31, 2005 and as of and for the three months ended March 31, 2006, respectively, have been derived from the unaudited condensed financial statements and related notes which are included elsewhere in this prospectus, and reflect all adjustments, consisting of normal, recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the Reorganized Company and Successor Company financial position, results of operations and cash flows for the three months ended March 31, 2005 and as of and for the three months ended March 31, 2006 and are not necessarily indicative of our results of operations for the full year. The data should be read in conjunction with the consolidated financial statements, related notes and other financial information included herein.

The following summary unaudited pro forma balance sheet information as of March 31, 2006 has been prepared to give pro forma effect to this offering and the application of the proceeds therefrom as if they had occurred on March 31, 2006. The following summary unaudited pro forma statements of operations information for the year ended December 31, 2005 and the three months ended March 31, 2006 have been prepared to give pro forma effect to this offering, the application of the proceeds therefrom and the Acquisition as if they had occurred on January 1, 2005. The pro forma adjustments used in preparing the pro forma financial information reflect estimates, which we believe are reasonable but may change upon finalization of our analysis. The assumptions used in the preparation of unaudited financial information may not prove to be correct. The pro forma financial information is for informational purposes only and should not be considered indicative of actual results that would have been achieved had the Acquisition and this offering actually been consummated on the dates indicated and do not purport to indicate balance sheet information or results of operations as of any future date or any future period.

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The historical consolidated financial data presented below is not necessarily indicative of our future performance. This information is only a summary and should be read in conjunction with Selected Historical Consolidated Financial Data, Unaudited Pro Forma Financial Information, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

Predecessor Company	Reorganized Company				Successor Company			Pro Forma
	Three Months Ended September 30, 2003	Three Months Ended December 31, 2003	Year Ended December 31, 2004	January 1, 2005 to October 16, 2005	Three Months Ended March 31, 2005	October 17, 2005 to December 31, 2005	Three Months Ended March 31, 2006	As Adjusted Year Ended December 31, 2006
(unaudited)								
(Dollars in thousands, except per share data)								
<b>Statement of Operations Data:</b>								
Sales	\$ 197,017	\$ 68,570	\$ 305,576	\$ 305,497	\$ 85,170	\$ 97,652	\$ 120,840	
Cost of sales(1)	141,240	52,509	211,770	217,284	60,532	75,733	83,853	
Gross Profit	55,777	16,061	93,806	88,213	24,638	21,919	36,987	
Selling, general and administrative expense	44,211	14,147	53,374	59,826	14,401	16,632	21,039	
Restructuring and other operating expenses, net(2)(3)(4)	13,503	994	3,353	7,528	604	217	162	
	57,714	15,141	56,727	67,354	15,005	16,849	21,201	
Operating income (loss)	(1,937)	920	37,079	20,859	9,633	5,070	15,786	
Interest expense, net(5)	10,300	1,344	4,712	4,164	985	5,556	6,545	
Other expense (income)	(3,737)	(350)	(465)	659	21	409	222	
	6,563	994	4,247	4,823	1,006	5,965	6,767	
	(8,500)	(74)	32,832	16,036	8,627	(895)	9,019	

(Loss) income  
from continuing  
operations before  
income taxes and  
minority interest

Income tax (benefit) expense	1,755	(125)	10,134	7,159	3,071	(441)	2,980
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(Loss) income from continuing operations before minority interest	(10,255)	51	22,698	8,877	5,556	(454)	6,039
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Minority interest, net of taxes and other	(63)	(20)	(98)	(19)	(21)	(52)	6
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(Loss) income from continuing operations	(10,318)	31	22,600	8,858	5,535	(506)	6,045
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Income from discontinued operation, including gain on sale of \$3,692, net of tax of \$1,292(6)	3,233						
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Net (loss) income	\$ (7,085)	\$ 31	\$ 22,600	\$ 8,858	\$ 5,535	\$ (506)	\$ 6,045
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### Earnings (loss) per share data(7):

Basic (loss) earnings per share:	\$ (0.27)	\$ 0.01	\$ 4.22	\$ 1.65	\$ 1.03	\$ (0.29)	\$ 3.52
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Diluted (loss) earnings per share(8)	\$ (0.27)	\$ 0.01	\$ 4.10	\$ 1.57	\$ 0.99	\$ (0.29)	\$ 3.38
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Weighted average shares basic	26,336	5,325	5,351	5,366	5,358	1,719	1,719
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Weighted average shares diluted(8)	26,336	5,325	5,516	5,649	5,609	1,719	1,791
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### Cash flow data:

Cash provided by (used in) operating activities	\$ 19,466	\$ 4,988	\$ 35,059	\$ 15,641	\$ (4,063)	\$ 18,742	\$ 12,327
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Cash provided by (used in) investing activities	15,101	154	(3,317)	(20,799)	(1,629)	(362,250)	(2,566)
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Cash (used in) provided by financing	(15,907)	(13,976)	(35,744)	1,708	(624)	348,489	(5,839)
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activities

**Other financial  
data:**

Depreciation and amortization(9)	\$ 9,260	\$ 2,225	\$ 8,490	\$ 6,808	\$ 1,944	\$ 4,396	\$ 5,194
EBITDA(10)	15,522	3,475	45,936	26,989	11,535	9,005	20,764
Capital expenditures	1,907	518	9,379	11,038	1,734	5,601	2,566
Backlog	51,781	49,635	129,278	206,215	160,113	233,639	237,033

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	<b>As of March 31, 2006</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(unaudited)</b>	
	<b>(In thousands)</b>	
<b>Balance Sheet Data:</b>		
Cash and cash equivalents	\$ 19,462	\$
Working capital (deficit)(11)	55,685	
Total assets	656,483(12)	
<b>Debt:</b>		
Short-term debt	1,513	
Long-term debt	340,000	
Total debt	341,513	
Shareholders' equity	\$ 124,146	\$

- (1) The three months ended December 31, 2003 and the 2005 Successor Period include non-cash inventory valuation charges of \$5.4 million and \$8.9 million, respectively, related to Fresh-Start and purchase accounting.
- (2) In March 2003, we completed the closure of our Wolverhampton, United Kingdom manufacturing facility, operated by Chart Heat Exchangers Limited, or CHEL. On March 28, 2003, CHEL filed for voluntary administration under the U.K. Insolvency Act of 1986. CHEL's application for voluntary administration was approved on April 1, 2003 and an administrator was appointed. In accordance with SFAS No. 94, Consolidation of All Majority-Owned Subsidiaries, we are not consolidating the accounts or financial results of CHEL subsequent to March 28, 2003 due to the assumption of control of CHEL by the insolvency administrator. Effective March 28, 2003, we recorded a non-cash impairment charge of \$13.7 million to write off our net investment in CHEL.
- (3) In September 2003, in accordance with Fresh-Start accounting related to our emergence from Chapter 11 bankruptcy, all assets and liabilities were adjusted to their fair values. The adjustment to record the assets and liabilities at fair value resulted in net other income of \$5.7 million. Further information about the adjustment is included in the notes to our audited consolidated financial statements included elsewhere in this prospectus.
- (4) Includes gain or loss on sale of assets.
- (5) Includes derivative contract valuation income or expense for interest rate collars to manage interest exposure relative to term debt.
- (6) This relates to the sale of our former Greenville Tube, LLC business in July 2003. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.
- (7) Unaudited pro forma basic and diluted earnings (loss) per share have been calculated in accordance with the Securities and Exchange Commission, or SEC, rules for initial public offerings. These rules require that the weighted average share calculation give retroactive effect to any changes in our capital structure as well as the number of shares whose sale proceeds would be necessary to repay any debt or to pay any dividend as reflected in the pro forma adjustments. Therefore, pro forma weighted average shares for purposes of the unaudited pro

forma basic and diluted earnings per share calculation, has been adjusted to reflect (i) the -for-one stock split we expect to effect immediately prior to consummation of this offering and (ii) the stock dividend of shares, adjusted for the elimination of any fractional shares, to our existing stockholders that will be made shortly after the expiration of the underwriters over-allotment option assuming no exercise of that option and shares of our common stock being offered hereby.

- (8) The basic and diluted loss per share for the nine months ended September 30, 2003 and the 2005 Successor Period are the same because incremental shares issuable upon conversion are anti-dilutive.
- (9) The nine months ended September 30, 2003, the 2005 Successor Period and the three months ended March 31, 2006 include financing costs amortization of \$1.7 million, \$0.3 million and \$0.4 million, respectively.

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- (10) EBITDA is calculated as net income (loss) before income tax expense and interest expense plus depreciation and amortization. Adjusted EBITDA is defined as EBITDA adjusted as indicated below. EBITDA and Adjusted EBITDA are not intended to represent cash flow from operations as defined by GAAP and should not be used as an alternative to net income as an indicator of operating performance or to cash flow as a measure of liquidity. EBITDA and Adjusted EBITDA are included in this prospectus because they are a basis upon which our management assesses financial performance. The senior secured credit facility also includes the definition of pro forma EBITDA which is used in the calculation of certain covenants. Pro forma EBITDA is calculated based on EBITDA and is adjusted in a manner similar to that described herein. While EBITDA and Adjusted EBITDA are frequently used as a measure of operations and the ability to meet debt service requirements, they are not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the method of calculation. The following table reconciles EBITDA to net income (loss):

Predecessor Company	Reorganized Company		Successor Company	Pro Forma As Adjusted				
				Year As Adjusted	Three Months As Adjusted			
Nine Months Ended	Three Months Ended	Year Ended	January 1, 2005 to	Three Months Ended	October 17, 2005 to	Three Months Ended	December 31, 2005	March 31, 2006
September 30, 2003	December 31, 2003	December 31, 2004	October 16, 2005	March 31, 2005	December 31, 2005	March 31, 2006	December 31, 2005	March 31, 2006
(unaudited)								
(Dollars in thousands)								
Net income (loss)	\$ (7,085)	\$ 31	\$ 22,600	\$ 8,858	\$ 5,535	\$ (506)	\$ 6,045	
Income tax expense (benefit)	3,047	(125)	10,134	7,159	3,071	(441)	2,980	
Interest expense net(a)	10,300	1,344	4,712	4,164	985	5,556	6,545	
Depreciation and amortization(b)	9,260	2,225	8,490	6,808	1,944	4,396	5,194	
<b>EBITDA</b>	<b>\$ 15,522</b>	<b>\$ 3,475</b>	<b>\$ 45,936</b>	<b>\$ 26,989</b>	<b>\$ 11,535</b>	<b>\$ 9,005</b>	<b>\$ 20,764</b>	

- (a) Includes derivative contract valuation income or expense for interest rate collars to manage interest exposure relative to term debt.
- (b) The nine months ended September 30, 2003, the 2005 Successor Period and the three months ended March 31, 2006 include financing costs amortization of \$1.7 million, \$0.3 million and \$0.4 million, respectively.



Income from  
discontinued  
operations(k) (833)

Adjusted EBITDA	\$ 25,325	\$ 10,153	\$ 52,934	\$ 50,269	\$ 12,998	\$ 19,672	\$ 21,474
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- (a) Represents stock-based compensation charges for stock and stock options issued to key employees and directors, and an additional charge for the cash-out of stock options in the 2005 Reorganized Period as a result of the Acquisition. Although it may be of limited relevance to holders of our debt instruments, it may be of more relevance to our equity holders, since such equity holders ultimately bear such expenses.
- (b) Represents a non-cash inventory valuation charge recorded in cost of sales for the adjustment of inventory to fair value as a result of Fresh-Start accounting as of September 30, 2003 and purchase accounting as of October 17, 2005, the closing date of the Acquisition. Under Fresh-Start and purchase accounting, inventory was adjusted to the fair value as of the dates indicated above, and a

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corresponding charge was taken in the subsequent three months ended December 31, 2003 and the 2005 Successor Period cost of sales as the inventory was sold.

- (c) Represents acquisition expenses, primarily professional fees, incurred by us as a result of the Acquisition.
  - (d) Represents a non-cash charge for purchased in-process research and development in conjunction with the acquisition of Changzhou CEM Cryo Equipment Co., Ltd, or CEM, in 2005.
  - (e) Represents losses and costs incurred related to the damaged caused by Hurricane Rita at our New Iberia, Louisiana facilities.
  - (f) Includes inventory valuation charges recorded in cost of sales, and severance expenses, facility exit costs and non-operating expenses related to the execution of our operational restructuring plan, which primarily included moving the Burnsville, Minnesota manufacturing operations to Canton, Georgia, closing the Plaistow, New Hampshire and Wolverhampton, United Kingdom manufacturing facilities and closing the Westborough, Massachusetts engineering office. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.
  - (g) Includes pre-bankruptcy debt restructuring-related fees, Fresh-Start accounting adjustments and expenses, and a claim settlement related to our 2003 bankruptcy reorganization. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.
  - (h) Represents a charge for the settlement of former Reorganized Company shareholders' appraisal rights claims as a result of the Acquisition.
  - (i) Represents non-recurring management fees charged by our Reorganized Company majority shareholders, which are not charged by First Reserve.
  - (j) Includes non-recurring gains and losses and charges on the sale, disposal or impairment of assets. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.
  - (k) Represents income from our former Greenville Tube, LLC stainless steel tubing business, which was sold in July 2003. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.
- (11) Working capital is defined as current assets excluding cash minus current liabilities excluding short-term debt.
- (12) Includes \$236.8 million of goodwill and \$150.5 million of finite-lived and indefinite-lived intangible assets as of March 31, 2006.

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**RISK FACTORS**

*Investing in our common stock involves substantial risk. You should carefully consider the risks described below, together with the other information in this prospectus, prior to investing in our common stock.*

**Risks Related to our Business**

***The markets we serve are subject to cyclical demand, which could harm our business and make it difficult to project long-term performance.***

Demand for our products depends in large part upon the level of capital and maintenance expenditures by many of our customers and end users, in particular those customers in the global hydrocarbon and industrial gas markets. These customers' expenditures historically have been cyclical in nature and vulnerable to economic downturns. Decreased capital and maintenance spending by these customers could have a material adverse effect on the demand for our products and our business, financial condition and results of operations. In addition, this historically cyclical demand limits our ability to make accurate long-term predictions about the performance of our company.

For example, certain of our core businesses underperformed in the years prior to 2004 due to a general downturn in capital spending in the global and domestic industrial gas markets. While we have experienced demand growth since late 2003 in the global hydrocarbon and industrial gas markets, this growth may not continue and our businesses' performance may not be markedly better or may be worse in the future. In addition, changing world economic and political conditions may reduce the willingness of our customers and prospective customers to commit funds to purchase our products and services. Further, in 2005, the U.S. government announced the reduction of the amount of dollars it offered as reimbursement to our customers for purchasing our medical oxygen therapy products, which has adversely affected demand for these products.

***The loss of, or significant reduction in, purchases by our largest customers could reduce our revenues and profitability.***

Although no single customer accounted for more than 9% of our total sales for the year ended December 31, 2005, a small number of customers has accounted for a substantial portion of our historical net sales, and we expect that a limited number of customers will continue to represent a substantial portion of our sales for the foreseeable future. Approximately 33%, 39%, 36% and 26% of our sales for the years ended December 31, 2005, 2004, 2003 and 2002, respectively, were made to Praxair, Air Liquide, Air Products, Bechtel, Airgas, BOC, JGC and Linde, which management believes are the largest producers and distributors of hydrocarbon and industrial gases, and their suppliers. The loss of any of our major customers or a decrease in orders or anticipated spending by such customers could materially reduce our revenues and profitability. Our largest customers, such as Linde and BOC, could also engage in business combinations which could increase their size and increase or decrease the portion of our total sales concentration to any single customer. Additionally, we currently sell all of our magnetic resonance imaging, or MRI, components to GE, a leading worldwide manufacturer of MRI equipment, which accounted for \$7.5 million in sales for the year ended December 31, 2005. The loss of, or significant reduction in, purchases of our MRI components by GE could reduce revenues and profitability in our BioMedical business.

***We may be unable to compete successfully in the highly competitive markets in which we operate.***

Although many of our products serve niche markets, a number of our direct and indirect competitors in these markets are major corporations, some of which have substantially greater technical, financial and marketing resources than we, and other competitors may enter these markets. Any increase in competition may cause us to lose market share or compel us to reduce prices to remain competitive, which could result in reduced sales and earnings. Companies that operate in our industry are Air Products, Kobe, Linde, Nordon, Puritan-Bennett, a division of Tyco International, Ltd., Sumitomo and Taylor-Wharton, a Harsco Company. Additionally, we compete with several suppliers owned by global industrial gas producers and many smaller fabrication-only facilities around the world. Increased competition with these companies could prevent the institution of price increases or could require price reductions or increased spending on research and



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development and marketing and sales, any of which could materially reduce our revenues, profitability or both. In the event of an industry downturn, customers who typically outsource their need for cryogenic systems to us may use their excess capacity to produce such systems themselves. We also compete in the sale of a limited number of products with certain of our major customers.

***We will soon be required to evaluate our internal controls under Section 404 of the Sarbanes-Oxley Act of 2002 and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.***

As a result of this offering, we become subject to reporting and other obligations under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Beginning with the year ending December 31, 2007, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we will be required to furnish a report by our management on our internal control over financial reporting, and our auditors will be required to deliver an attestation report on management's assessment of and operating effectiveness of internal controls. The report by our management must contain, among other matters, an assessment of the effectiveness of our internal control over financial reporting and audited consolidated financial statements as of the end of our fiscal year. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management.

Unlike many companies whose shares are publicly traded, we are not presently in compliance with Section 404's internal control requirements. We have substantial effort ahead of us to complete documentation of our internal control system and financial processes, information systems, assessment of their design, remediation of control deficiencies identified in these efforts and management testing of the designs and operation of internal controls. We may not be able to complete the required management assessment by our reporting deadline or may not meet applicable standards in following years. An inability to complete and document this assessment or to comply in following years could result in us receiving less than an unqualified report from our auditors with respect to our internal controls. This could cause investors to lose confidence in the accuracy and completeness of our financial reports, which could decrease the price of our stock.

***As a global business, we are exposed to economic, political and other risks in different countries which could materially reduce our revenues, profitability or cash flows, or materially increase our liabilities.***

Since we manufacture and sell our products worldwide, our business is subject to risks associated with doing business internationally. In 2005, 51% of our sales were made in international markets. Our future results could be harmed by a variety of factors, including:

changes in foreign currency exchange rates;

exchange controls and currency restrictions;

changes in a specific country's or region's political, social or economic conditions, particularly in emerging markets;

civil unrest, turmoil or outbreak of disease in any of the countries in which we operate;

tariffs, other trade protection measures and import or export licensing requirements;

potentially negative consequences from changes in U.S. and international tax laws;

difficulty in staffing and managing geographically widespread operations;

differing labor regulations;

requirements relating to withholding taxes on remittances and other payments by subsidiaries;

different regulatory regimes controlling the protection of our intellectual property;

restrictions on our ability to own or operate subsidiaries, make investments or acquire new businesses in these jurisdictions;

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restrictions on our ability to repatriate dividends from our foreign subsidiaries;

difficulty in collecting international accounts receivable;

difficulty in enforcement of contractual obligations under non-U.S. law;

transportation delays or interruptions;

changes in regulatory requirements; and

the burden of complying with multiple and potentially conflicting laws.

Our international operations also expose us to different local political and business risks and challenges. For example, we are faced with potential difficulties in staffing and managing local operations and we have to design local solutions to manage credit and legal risks of local customers and distributors. In addition, because some of our international sales are to suppliers that perform work for foreign governments, we are subject to the political risks associated with foreign government projects. For example, certain foreign governments may require suppliers for a project to obtain products solely from local manufacturers or may prohibit the use of products manufactured in certain countries.

International growth and expansion into emerging markets, such as China, Central and Eastern Europe, and the Middle East, may cause us difficulty due to greater regulatory barriers than in the United States, the necessity of adapting to new regulatory systems, problems related to entering new markets with different economic, social and political systems, and significant competition from the primary participants in these markets, some of which may have substantially greater resources than us.

Our overall success as a global business depends, in part, upon our ability to succeed in differing economic, social and political conditions. We may not succeed in developing and implementing policies and strategies to counter the foregoing factors effectively in each location where we do business and the foregoing factors may cause a reduction in our revenues, profitability or cash flows, or cause an increase in our liabilities.

***If we are unable to successfully manage our growth, it may place a significant strain on our management and administrative resources and lead to increased costs and reduced profitability.***

We expect to continue to expand our operations in the United States and abroad, particularly in China and the Czech Republic. Our ability to operate our business successfully and implement our strategies depends, in part, on our ability to allocate our resources optimally in each of our facilities in order to maintain efficient operations as we expand. Ineffective management of our growth could cause manufacturing inefficiencies, increase our operating costs, place significant strain on our management and administrative resources and prevent us from implementing our business plan.

For example, we plan to invest over \$20 million in new capital expenditures in the United States in 2006 and 2007 related to the expected growth of our Energy & Chemicals business. If we fail to implement this capital project in a timely and effective manner, we may lose the opportunity to obtain some customer orders. Even if we effectively implement this project, the orders needed to support the capital expenditure may not be obtained or may be less than expected, which may result in sales or profitability at lower levels than anticipated. In addition, potential cost overruns, delays or unanticipated problems in any capital expansion could make the expansion more costly than originally predicted.

In addition, we are in the process of establishing our internal audit function, and adverse developments in the implementation of this function may impair our ability to manage our growth.

***If we lose our senior management or other key employees, our business may be adversely affected.***

Our ability to successfully operate and grow our business and implement our strategies is largely dependent on the efforts, abilities and services of our senior management and other key employees. Our future success will also depend on, among other factors, our ability to attract and retain qualified personnel, such as engineers and other skilled labor, either through direct hiring or the acquisition of other businesses employing such professionals. Our products, many

of which are highly engineered, represent specialized applications of

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cryogenic or low temperature technologies and know how, and many of the markets we serve represent niche markets for these specialized applications. Accordingly, we rely heavily on engineers, salespersons, business unit leaders, senior management and other key employees who have experience in these specialized applications and are knowledgeable about these niche markets, our products, and our company. The loss of the services of these senior managers or other key employees or the failure to attract or retain other qualified personnel could reduce the competitiveness of our business or otherwise impair our business prospects.

***Fluctuations in the prices and availability of raw materials and our exposure to fixed-price contracts could negatively impact our financial results.***

The pricing and availability of raw materials for use in our businesses can be volatile due to numerous factors beyond our control, including general, domestic and international economic conditions, labor costs, production levels, competition, consumer demand, import duties and tariffs and currency exchange rates. This volatility can significantly affect the availability and cost of raw materials for us, and may, therefore, increase the short-term or long-term costs of raw materials.

The commodity metals we use, including aluminum and stainless steel, have experienced significant upward fluctuations in price. On average, approximately half of our cost of sales is represented by the cost of commodities metals. We have generally been able to recover the cost increases through price increases to our customers; however, during periods of rising prices of raw materials, such as in 2004 and 2005, we may be unable to pass a portion of such increases on to our customers. Conversely, when raw material prices decline, customer demands for lower prices could result in lower sale prices and, to the extent we have existing inventory, lower margins. As a result, fluctuations in raw material prices could result in lower revenues and profitability.

In addition, a substantial portion of our revenues is derived from fixed-price contracts for large system projects. To the extent that original cost estimates prove to be inaccurate or the contracts do not permit us to pass increased costs on to our customers, profitability from a particular contract may decrease, which, in turn, could decrease our revenues and overall profitability.

***We may fail to successfully acquire or integrate companies that provide complementary products or technologies.***

A component of our growth strategy is the acquisition of businesses that complement our existing products and services. Our acquisition strategy involves the potential risks inherent in assessing the value, strengths, weaknesses, contingent or other liabilities and potential profitability of acquisition candidates and in integrating the operations of acquired companies. In addition, any acquisition of a foreign business may increase our exposure to certain risks inherent in doing business outside the United States.

From time to time, we may have acquisition discussions with potential target companies. If a large acquisition opportunity arises and we proceed, a substantial portion of our surplus borrowing capacity could be used for the acquisition or we may seek material debt or equity financing.

Except as discussed under Prospectus Summary Recent Developments, we are not presently engaged in any negotiations concerning any acquisition which may be material in size and scope to our business. We anticipate, however, that one or more potential acquisition opportunities could become available in the future. If and when appropriate acquisition opportunities become available, we may pursue them actively. Any acquisition may or may not occur and, if an acquisition does occur, it may not be successful in enhancing our business for one or more of the following reasons:

Any business acquired may not be integrated successfully and may not prove profitable;

The price we pay for any business acquired may overstate the value of that business or otherwise be too high;

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We may fail to achieve acquisition synergies; or

The focus on the integration of operations of acquired entities may divert management's attention from the day-to-day operation of our businesses.

Inherent in any future acquisition is the risk of transitioning company cultures and facilities. The failure to efficiently and effectively achieve such transitions could increase our costs and decrease our profitability.

***If we are unable to continue our technological innovation in our business and successful introduction of new commercial products, our profitability could be adversely affected.***

The industries we serve, including the energy and biomedical industries, experience periodic technological change and product improvement. Manufacturers periodically introduce new generations of products or require new technological capacity to develop customized products or respond to industry developments or needs. Our future growth will depend on our ability to gauge the direction of the commercial and technological progress in our markets, as well as our ability to acquire new product technology or fund and successfully develop, manufacture and market products in this constantly changing environment. We must continue to identify, develop, manufacture and market innovative products on a timely basis to replace existing products in order to maintain our profit margins and competitive position. We may not be successful in acquiring and developing new products or technology and any of our new products may not be accepted by our customers. If we fail to keep pace with evolving technological innovations in the markets we serve, our profitability may decrease.

***We carry significant goodwill and indefinite-lived intangible assets on our balance sheet, which are subject to impairment testing and could subject us to significant charges to earnings in the future if impairment occurs.***

As of December 31, 2005, we had goodwill and indefinite-lived intangible assets of approximately \$272 million, which represented 42% of our total assets. Goodwill and indefinite-lived intangible assets are not amortized but are tested for impairment annually or more often if events or changes in circumstances indicate a potential impairment may exist. Factors that could indicate that our goodwill or indefinite-lived intangible assets are impaired include a decline in stock price and market capitalization, lower than projected operating results and cash flows, and slower growth rates in our industry. To test for impairment, we developed a model to estimate the fair market value of our reporting segments. This fair market value model incorporates our estimates of future operating results and cash flows, estimates of allocations of certain assets and cash flows among reporting segments, estimates of future growth rates and our judgment regarding the applicable discount rates to use to discount those estimated operating results and cash flows. If an impairment is determined to exist, we are required to record a charge to earnings in our financial statements, which may be significant, as in 2002 when we recorded a non-cash impairment charge of \$92.4 million to write off non-deductible goodwill of the D&S segment. While we do not presently anticipate that any of our goodwill or indefinite-lived intangible assets will be impaired in the foreseeable future, if an impairment is determined to exist and we are required to record a charge to earnings, it may result in significantly decreased profitability and shareholders' equity.

***We may be required to make material expenditures in order to comply with environmental, health and safety laws, or incur additional liabilities under these laws.***

We are subject to numerous environmental, health and safety laws and regulations that impose various environmental controls on us or otherwise relate to environmental protection and various health and safety matters, including the discharge of pollutants in the air and water, the handling, use, treatment, storage and clean-up of solid and hazardous materials and wastes, and the investigation and remediation of soil and groundwater affected by hazardous substances. These laws and regulations often impose strict, retroactive and joint and several liability for the costs of, and damages resulting from, cleaning up our, or our predecessors', past or present facilities and third party disposal sites. Compliance with these laws generally increases the costs of transportation and storage of raw materials and finished products, as well as the costs of storing and

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disposing waste, and could decrease our liquidity and profitability and increase our liabilities. If we are found to have violated any of these laws, we may become subject to corrective action orders and fines or penalties, and incur substantial costs, including substantial remediation costs. Further, we also could be subject to future liability resulting from conditions that are currently unknown to us that could be discovered in the future.

We are currently remediating or developing work plans for remediation of environmental conditions involving certain current or former facilities. For example, the discovery of contamination arising from historical industrial operations at our Clarksville, Arkansas property has exposed us, and in the future may continue to expose us, to remediation obligations. To date, our environmental remediation expenditures and costs for otherwise complying with environmental laws and regulations have not been material, but the uncertainties associated with the investigation and remediation of contamination and the fact that such laws or regulations change frequently makes predicting the cost or impact of such laws and regulations on our future operations uncertain. Stricter environmental, safety and health laws, regulations or enforcement policies could result in substantial costs and liabilities to us and could subject us to more rigorous scrutiny. Consequently, compliance with these laws could result in significant expenditures as well as other costs and liabilities that could decrease our liquidity and profitability and increase our liabilities.

***The insolvency of our formerly consolidated subsidiary, Chart Heat Exchangers Limited, could have a material adverse impact on our liquidity and financial position.***

On March 28, 2003, our U.K. subsidiary, Chart Heat Exchangers Limited, or CHEL, which previously operated the closed Wolverhampton, United Kingdom manufacturing facility, filed for a voluntary administration under the U.K. Insolvency Act of 1986. CHEL's application for voluntary administration was approved on April 1, 2003 and an administrator was appointed. Additionally, we received information that indicated that CHEL's net pension plan obligations had increased significantly, primarily due to a decline in plan asset values and interest rates, as well as increased plan liabilities, resulting in an estimated plan deficit of approximately \$12 million as of March 2003. Based on our financial condition in March 2003, we determined not to advance funds to CHEL in amounts necessary to fund CHEL's obligations. Since CHEL was unable to fund its net pension deficit, the trustees of the CHEL pension plan requested a decision to wind-up the plan from a U.K. pension regulatory board. That board approved the wind-up as of March 28, 2003. While no claims related to the CHEL insolvency presently are pending against us, persons impacted by the insolvency or others could bring pension and/or benefit related claims against us. Claims may be asserted against us for pension or other obligations of CHEL related to these matters. To the extent we are found to have significant liability with respect to CHEL's obligations, such liability could have a material adverse impact on our liquidity, profitability and financial condition as a result of CHEL's insolvency.

***Due to the nature of our business and products, we may be liable for damages based on product liability and warranty claims.***

Due to the high pressures and low temperatures at which many of our products are used and the fact that some of our products are manufactured for relatively broad consumer use, we face an inherent risk of exposure to claims in the event that the failure, use or misuse of our products results, or is alleged to result, in bodily injury and/or property damage. We believe that we meet or exceed existing professional specification standards recognized or required in the industries in which we operate. We have been subject to claims in the past, none of which have had a material adverse effect on our financial condition or results of operations, and we may be subject to claims in the future. Although we currently maintain product liability coverage, which we believe is adequate for the continued operation of our business, such insurance may become difficult to obtain or unobtainable in the future on terms acceptable to us. A successful product liability claim or series of claims against us, including one or more consumer claims purporting to constitute class actions, in excess of our insurance coverage could materially decrease our liquidity and impair our financial condition.

**Table of Contents*****Increases in labor costs, potential labor disputes and work stoppages at our facilities could materially decrease our revenues and profitability.***

Our financial performance is affected by the availability of qualified personnel and the cost of labor. As of March 31, 2006, we had 2,360 employees, including 800 salaried, 293 union hourly and 1,267 non-union hourly employees. Employees represented by a union presently are subject to one collective bargaining agreement in the United States that expires in February 2007. If we are unable to enter into new, satisfactory labor agreements with our unionized employees upon expiration of their collective bargaining agreement or other labor controversies or union organizing efforts arise, we could experience a significant disruption to our operations, lose business or experience an increase in our operating expenses, which could reduce our profit margins.

***We may have to make significant cash payments to our defined benefit pension plans, reducing the cash available for our business.***

We have four defined benefit pension plans covering certain U.S. hourly and salaried employees. All of these plans have been frozen. Our current funding policy is to contribute at least the minimum funding amounts required by law. Based on current actuarial estimates, we expect to contribute approximately \$1.3 million to our U.S. defined benefit pension plans during 2006. If the performance of our assets in our pension plans does not meet our expectations or if other actuarial assumptions are modified, our contributions for these years could be higher than we expect, thus reducing the available cash for our business.

***Fluctuations in exchange and interest rates may affect our operating results.***

Fluctuations in the value of the U.S. dollar may decrease our sales or earnings. Because our consolidated financial results are reported in U.S. dollars, if we generate sales or earnings in other currencies, the translation of those results into U.S. dollars can result in a significant increase or decrease in the amount of those sales or earnings. We also bid for certain foreign projects in U.S. dollars. If the U.S. dollar strengthens relative to the value of the local currency, we may be less competitive on those projects. In addition, our debt service requirements are primarily in U.S. dollars and a portion of our cash flow is generated in euros or other foreign currencies. Significant changes in the value of the foreign currencies relative to the U.S. dollar could limit our ability to meet interest and principal payments on our debt and impair our financial condition.

In addition, fluctuations in currencies relative to the U.S. dollar may make it more difficult to perform period-to-period comparisons of our reported results of operations. For purposes of accounting, the assets and liabilities of our foreign operations, where the local currency is the functional currency, are translated using period-end exchange rates, and the revenues and expenses of our foreign operations are translated using average exchange rates during each period.

In addition to currency translation risks, we incur currency transaction risk whenever we or one of our subsidiaries enters into either a purchase or a sales transaction using a currency other than the local currency of the transacting entity. Given the volatility of exchange rates, we may not be able to effectively manage our currency and/or translation risks. Volatility in currency exchange rates may decrease our revenues and profitability and impair our financial condition. We have purchased and may continue to purchase foreign currency forward purchase and sales contracts to manage the risk of adverse currency fluctuations.

***Our operations could be impacted by the effects of hurricanes, which could be more severe than the damage and impact that our New Iberia, Louisiana operations encountered from hurricanes in 2005.***

Some of our operations, including our operations in New Iberia, Louisiana and Houston, Texas, are located in geographic regions and physical locations that are susceptible to physical damage and longer-term economic disruption from hurricanes. We also expect to make significant capital expenditures in hurricane-susceptible locations in the near future. These weather events can disrupt our operations, result in damage to our properties and negatively affect the local economy in which these facilities operate. In 2005, for example, our New Iberia, Louisiana operations encountered some damage from the storm surge and flooding caused by Hurricane Rita. Future hurricanes may cause production or delivery delays as a result of the physical damage



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to the facilities, the unavailability of employees and temporary workers, the shortage of or delay in receiving certain raw materials or manufacturing supplies and the diminished availability or delay of transportation for customer shipments, any of which may have an adverse affect on our revenues and profitability. Although we maintain insurance subject to certain deductibles, which may cover some of our losses, that insurance may become unavailable or prove to be inadequate.

***Failure to protect our intellectual property and know how could reduce or eliminate any competitive advantage and reduce our sales and profitability.***

We rely on a combination of internal procedures, nondisclosure agreements, intellectual property rights assignment agreements, licenses, patents, trademarks and copyright law to protect our intellectual property and know-how. Our intellectual property rights may not be successfully asserted in the future or may be invalidated, circumvented or challenged. For example, we frequently explore and evaluate potential relationships and projects with other parties, which often requires that we provide the potential partner with confidential technical information. While confidentiality agreements are typically put in place, there is a risk the potential partner could violate the confidentiality agreement and use our technical information for its own benefit or the benefit of others or compromise the confidentiality. In addition, the laws of certain foreign countries in which our products may be sold or manufactured do not protect our intellectual property rights to the same extent as the laws of the United States. For example, we are increasing our manufacturing capabilities and sales in China, where laws may not protect our intellectual property rights to the same extent as in the United States. Failure or inability to protect our proprietary information could result in a decrease in our sales or profitability.

We have obtained and applied for some U.S. and foreign trademark and patent registrations and will continue to evaluate the registration of additional trademarks and patents, as appropriate. We cannot guarantee that any of our pending applications will be approved. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge them. A failure to obtain registrations in the United States or elsewhere could limit our ability to protect our trademarks and technologies and could impede our business. The patents in our patent portfolio are scheduled to expire between 2006 and 2023.

In addition, we may be unable to prevent third parties from using our intellectual property rights and know-how without our authorization or from independently developing intellectual property that is the same as or similar to ours, particularly in those countries where the laws do not protect our intellectual property rights as fully as in the United States. We compete in a number of industries (for example, heat exchangers and cryogenic storage) that are small or specialized, which makes it easier for a competitor to monitor our activities and increases the risk that ideas will be stolen. The unauthorized use of our know-how by third parties could reduce or eliminate any competitive advantage we have developed, cause us to lose sales or otherwise harm our business or increase our expenses as we attempt to enforce our rights.

***We may be subject to claims that our products or processes infringe the intellectual property rights of others, which may cause us to pay unexpected litigation costs or damages, modify our products or processes or prevent us from selling our products.***

Although it is our intention to avoid infringing or otherwise violating the intellectual property rights of others, third parties may nevertheless claim that our processes and products infringe their intellectual property rights. For example, our BioMedical business manufactures products for relatively broad consumer use, is actively marketing these products in multiple jurisdictions internationally and risks infringing technologies that may be protected in one or more of these international jurisdictions as the scope of our international marketing efforts expands. Our strategies of capitalizing on growing international demand as well as developing new innovative products across multiple business lines present similar infringement claim risks both internationally and in the United States as we expand the scope of our product offerings and markets. We compete with other companies for contracts in some small or specialized industries, which increases the risk that the other companies will develop overlapping technologies leading to an increased possibility that infringement claims will arise. Whether or not these claims have merit, we may be subject to costly and time-consuming legal proceedings, and this could divert our management's attention from operating our businesses. In order to



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resolve such proceedings, we may need to obtain licenses from these third parties or substantially reengineer or rename our products in order to avoid infringement. In addition, we might not be able to obtain the necessary licenses on acceptable terms, or at all, or be able to reengineer or rename our products successfully.

***We are subject to regulations governing the export of our products.***

Due to our significant foreign sales, our export activities are subject to regulation, including the U.S. Treasury Department's Office of Foreign Assets Control's regulations. While we believe we are in compliance with these regulations, we may currently or may in the future be in violation of these regulations. Any violations may subject us to government scrutiny, investigation and civil and criminal penalties and may limit our ability to export our products.

***As a provider of products to the U.S. government, we are subject to federal rules, regulations, audits and investigations, the violation or failure of which could adversely affect our business.***

We sell certain of our products to the U.S. government and, therefore, we must comply with and are affected by laws and regulations governing purchases by the U.S. government. Government contract laws and regulations affect how we do business with our government customers and, in some instances, impose added costs on our business. For example, a violation of specific laws and regulations could result in the imposition of fines and penalties or the termination of our contracts or debarment from bidding on contracts. In some instances, these laws and regulations impose terms or rights that are more favorable to the government than those typically available to commercial parties in negotiated transactions.

***We are controlled by First Reserve, whose interest may not be aligned with yours or ours.***

Upon completion of this offering, First Reserve may continue to control a majority of our capital stock. As a result, First Reserve has the ability to control our policies and operations, including the election of directors, the appointment of management, the entering into of mergers, sales of substantially all of our assets and other extraordinary transactions, future issuances of our common stock or other securities, the implementation of stock repurchase programs, the payments of dividends, if any, on our common stock, the incurrence of debt by us and amendments to our certificate of incorporation and bylaws. Additionally, First Reserve is in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. First Reserve may also pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. So long as First Reserve continues to own a significant amount of our equity, even if such amount is less than 50%, it will continue to be able to strongly influence or effectively control our decisions.

***As a controlled company within the meaning of the New York Stock Exchange rules, we may qualify for, and intend to rely on, exemptions from certain corporate governance requirements.***

Upon completion of this offering, First Reserve may continue to control a majority of our outstanding common stock. As a result, we would be a controlled company within the meaning of the New York Stock Exchange corporate governance standards. Under the New York Stock Exchange rules, a company of which more than 50% of the voting power is held by another company is a controlled company and may elect not to comply with certain New York Stock Exchange corporate governance requirements, including (1) the requirement that a majority of the board of directors consist of independent directors, (2) the requirement that we have a nominating/corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities and (3) the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities. If available, we intend to utilize these exemptions. As a result, we would not have a majority of independent directors nor would our nominating and corporate governance and compensation committees consist entirely of independent directors. Accordingly, you would not have the same protections afforded to stockholders of companies that are subject to all of the New York Stock Exchange corporate governance requirements.

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**Risks Related To Our Leverage**

***Because most of the proceeds from this offering will be used to pay a dividend to our current stockholders, only a portion of the proceeds will be used to repay our existing debt and none of such proceeds will be used to further invest in our business.***

We estimate that the net proceeds from the sale by us of the shares of common stock being offered hereby (assuming the mid-point of the estimated price range set forth on the cover page of this prospectus), after deducting underwriting discounts, will be approximately \$        million. We intend to use approximately \$        million of the net proceeds to repay certain indebtedness. We intend to use the remaining net proceeds of approximately \$        million to pay a dividend to our stockholders existing immediately prior to this offering. This leaves no proceeds to further invest in and grow our business. See Use of Proceeds.

***Our substantial leverage and significant debt service obligations could limit our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from fulfilling our debt service obligations.***

We are highly leveraged and have significant debt service obligations. Our financial performance could be affected by our substantial leverage. As of March 31, 2006, our total indebtedness was \$341.5 million. In addition, at that date, we had \$24.9 million of letters of credit and bank guarantees outstanding and borrowing capacity of approximately \$35.1 million under the revolving portion of our senior secured credit facility, after giving effect to the letters of credit and bank guarantees outstanding. We may also incur additional indebtedness in the future. This high level of indebtedness could have important negative consequences to us and you, including:

we may have difficulty generating sufficient cash flows to pay interest and satisfy our debt obligations;

we may have difficulty obtaining financing in the future for working capital, capital expenditures, acquisitions or other purposes;

we need to use a substantial portion of our available cash flow to pay interest and principal on our debt, which will reduce the amount of money available to finance our operations and other business activities;

some of our debt, including our borrowings under our senior secured credit facility, has variable rates of interest, which exposes us to the risk of increased interest rates;

our debt level increases our vulnerability to general economic downturns and adverse industry conditions;

our debt level could limit our flexibility in planning for, or reacting to, changes in our business and in our industry in general;

our substantial amount of debt and the amount we must pay to service our debt obligations could place us at a competitive disadvantage compared to our competitors that have less debt;

our customers may react adversely to our significant debt level and seek or develop alternative suppliers; and

our failure to comply with the financial and other restrictive covenants in our debt instruments which, among other things, require us to maintain specified financial ratios and limit our ability to incur debt and sell assets, could result in an event of default that, if not cured or waived, could have a material adverse effect on our business or prospects.

Our net cash flow generated from operating activities was \$12.3 million, \$34.4 million (on a combined basis), \$35.1 million and \$24.5 million (on a combined basis) for the three months ended March 31, 2006 and the years 2005, 2004 and 2003, respectively. Our high level of indebtedness requires that we use a substantial portion of our cash flow

from operations to pay principal of, and interest on, our indebtedness, which will

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reduce the availability of cash to fund working capital requirements, capital expenditures, research and development or other general corporate or business activities, including future acquisitions.

In addition, a substantial portion of our indebtedness bears interest at variable rates. If market interest rates increase, debt service on our variable-rate debt will rise, which would adversely affect our cash flow. Although our senior secured credit facility requires us to employ hedging strategies such that not less than 50% of our total debt carries a fixed rate of interest for a period of three years following consummation of the Acquisition, any hedging arrangement put in place may not offer complete protection from this risk. Additionally, the remaining portion of the senior secured credit facility may not be hedged and, accordingly, the portion that is not hedged will be subject to changes in interest rates.

Our business may not generate sufficient cash flow from operations and future borrowings may not be available to us under our senior secured credit facility or otherwise in an amount sufficient to permit us to pay the principal and interest on our indebtedness or fund our other liquidity needs. We may be unable to refinance any of our debt, including our senior secured credit facility or the notes, on commercially reasonable terms. See Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our senior secured credit facility and the indenture under which the notes were issued restrict our ability to use the proceeds from asset sales. We may be unable to consummate those asset sales to raise capital or sell assets at prices that we believe are fair and proceeds that we do receive may be inadequate to meet any debt service obligations then due. See Description of Indebtedness.

***Despite our current leverage, we may still be able to incur substantially more debt. This could further exacerbate the risks that we face.***

We may be able to incur substantial additional indebtedness in the future. The terms of our debt instruments do not fully prohibit us from doing so. The revolving credit portion of our senior secured credit facility provides commitments of up to \$60.0 million, approximately \$35.1 million of which would have been available for future borrowings (after giving effect to letters of credit and bank guarantees outstanding) as of March 31, 2006 on a pro forma basis after giving effect to this offering and the application of the proceeds therefrom. If new debt is added to our current debt levels, the related risks that we now face could intensify.

***The senior secured credit facility and the indenture governing the notes contain a number of restrictive covenants which limit our ability to finance future operations or capital needs and engage in other business activities that may be in our interest.***

The senior secured credit facility and the indenture governing the notes impose, and the terms of any future indebtedness may impose, operating and other restrictions on us and our subsidiaries. Such restrictions affect or will affect, and in many respects limit or prohibit, among other things, our ability and the ability of our restricted subsidiaries to:

- incur additional indebtedness;
- create liens;
- pay dividends and make other distributions in respect of our capital stock;
- redeem our capital stock;
- make certain investments or certain other restricted payments;
- sell certain kinds of assets;

enter into certain types of transactions with affiliates; and

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effect mergers or consolidations.

The senior secured credit facility also requires us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control.

The restrictions contained in our senior secured credit facility and the indenture governing the notes could:

limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans; and

adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest.

A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under our senior secured credit facility and/or the indenture governing the notes. If an event of default occurs under our senior secured credit facility, which includes an event of default under the indenture governing the notes, the lenders could elect to:

declare all borrowings outstanding, together with accrued and unpaid interest, to be immediately due and payable;

require us to apply all of our available cash to repay the borrowings; or

prevent us from making debt service payments on the notes;

any of which would result in an event of default under the notes. The lenders will also have the right in these circumstances to terminate any commitments they have to provide further financing.

If we were unable to repay or otherwise refinance these borrowings when due, our lenders could sell the collateral securing our senior secured credit facility, which constitutes substantially all of our and our domestic wholly-owned subsidiaries' assets.

***We are a holding company and we depend upon cash from our subsidiaries. If we do not receive cash distributions, dividends or other payments from our subsidiaries, we may be unable to meet our obligations.***

We are a holding company and all of our operations are conducted through our subsidiaries. Accordingly, we are dependent upon the earnings and cash flows of, and cash distributions, dividends and other payments from, our subsidiaries to provide the funds necessary to meet our obligations. If we do not receive such cash distributions, dividends or other payments from our subsidiaries, we may be unable to meet our obligations, including the payment of principal or interest on our debt. In addition, certain of our subsidiaries are holding companies that rely on subsidiaries of their own as a source of funds to meet any obligations that might arise.

Generally, the ability of a subsidiary to make cash available to its parent is affected by its own operating results and is subject to applicable laws and contractual restrictions contained in its debt instruments and other agreements. Moreover, there may be restrictions on payments by our subsidiaries to us under applicable laws, including laws that require companies to maintain minimum amounts of capital and to make payments to shareholders only from profits. As a result, although our subsidiaries may have cash, we may be unable to obtain that cash to satisfy our obligations and make payments to our stockholders, if any.

**Risks Related to this Offering**

***There is no existing market for our common stock, and we do not know if one will develop to provide you with adequate liquidity.***

Prior to this offering, there has not been a public market for our common stock. We intend to apply to list our common stock on the New York Stock Exchange. However, we cannot predict the extent to which investor interest in our company will lead to the development of a trading market on the New York Stock Exchange or otherwise or how liquid that market might become. If an active trading market does not develop,



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you may have difficulty selling any of our common stock that you buy. The initial public offering price for the shares was determined by negotiations between us and the representatives of the underwriters based on numerous factors that we discuss in the Underwriting section of this prospectus and may not be indicative of prices that will prevail in the open market following this offering.

Consequently, you may not be able to sell our common stock at prices equal to or greater than the price you paid in this offering.

### ***Future sales of our shares could depress the market price of our common stock.***

The market price of our common stock could decline as a result of sales of a large number of shares of common stock in the market after the offering or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

We, our executive officers and directors and affiliates of First Reserve have agreed with the underwriters not to sell, dispose of or hedge any shares of our common stock or securities convertible into or exchangeable for shares of our common stock, subject to specified exceptions, during the period from the date of this prospectus continuing through the date that is 180 days after the date of this prospectus, except with the prior written consent of Morgan Stanley & Co. Incorporated, Lehman Brothers Inc. and UBS Securities LLC on behalf of the underwriters. See Underwriting.

After this offering, we will have \_\_\_\_\_ shares of common stock outstanding. Of those shares, the \_\_\_\_\_ shares we are offering will be freely tradable. The \_\_\_\_\_ shares that were outstanding immediately prior to this offering, plus up to an additional \_\_\_\_\_ shares, adjusted for the elimination of any fractional shares, that will be dividended to our existing stockholders in the event the over-allotment option is not exercised in full, will be eligible for resale from time to time after the expiration of the 180-day lock-up, subject to contractual and Securities Act restrictions, including those relating to volume, manner of sale and other conditions of Rule 144. None of those shares may currently be resold under Rule 144(k) without regard to volume limitations and no shares may currently be sold subject to volume, manner of sale and other conditions of Rule 144. After the expiration of the 180-day lock-up period, First Reserve and its affiliates, which collectively beneficially own approximately \_\_\_\_\_ million shares (approximately \_\_\_\_\_ million shares in the event the over-allotment option is not exercised), will have the ability to cause us to register the resale of their shares and certain other holders of our unregistered common stock will be able to participate in such registration.

### ***The market price of our common stock may be volatile, which could cause the value of your investment to decline.***

The initial public offering price for the common stock sold in this offering has been determined by negotiation between the representatives of the underwriters and us. This price may not reflect the market price of our common stock following this offering and the market price may not equal or exceed the initial public offering price of your shares. The trading price of our common stock may be subject to wide fluctuations. Factors affecting the trading price of our common stock may include:

actual or anticipated variations in our operating results;

changes in financial estimates by research analysts, or any failure by us to meet or exceed any such estimates, or changes in the recommendations of any research analysts that elect to follow our common stock or the common stock of our competitors;

actual or anticipated changes in economic, political or market conditions, such as recessions or international currency fluctuations;

actual or anticipated changes in the regulatory environment affecting our industry;

changes in the market valuations of our industry peers; and



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announcements by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives.

The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. You may be unable to resell your shares of our common stock at or above the initial public offering price.

***The book value of shares of common stock purchased in the offering will be immediately diluted and may be subject to additional dilution in the future.***

The initial public offering price per share of our common stock is substantially higher than our pro forma net tangible book value per common share immediately after the offering. As a result, you may pay a price per share that substantially exceeds the book value of our assets after subtracting our liabilities. Investors who purchase common stock in the offering will be diluted by \$ \_\_\_\_\_ per share after giving effect to the sale of shares of common stock in this offering at an assumed initial public offering price of \$ \_\_\_\_\_ per share, the mid-point of the estimated price range on the cover of this prospectus, assuming the dividend of shares, adjusted for the elimination of any fractional shares, to the existing stockholders in the event the over-allotment option is not exercised. If we grant options in the future to our employees, and those options are exercised or other issuances of common stock are made, there will be further dilution.

***Provisions in our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law may discourage a takeover attempt.***

Provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law could make it more difficult for a third party to acquire us. Provisions of our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions. For example, our amended and restated certificate of incorporation authorizes our board of directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock, without any vote or action by our stockholders. Therefore, our board of directors can authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our common stock. These rights may have the effect of delaying or deterring a change of control of our company. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our common stock. See Description of Capital Stock.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus includes forward-looking statements. These forward-looking statements include statements relating to our business. In some cases, forward-looking statements may be identified by terminology such as may, should, expects, anticipates, believes, projects, forecasts, continue or the negative of such terms or comparative terminology. Forward-looking statements contained herein (including future cash contractual obligations) or in other statements made by us are made based on management's expectations and beliefs concerning future events impacting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed or implied by forward-looking statements. We believe that the following factors, among others (including those described in Risk Factors), could affect our future performance and the liquidity and value of our securities and cause our actual results to differ materially from those expressed or implied by forward-looking statements made by us or on our behalf:

the cyclical nature of the markets which we serve;

the loss of, or a significant reduction in purchases by, our largest customers;

competition in our markets;

our compliance obligations with the Sarbanes-Oxley Act of 2002;

general economic, political, business and market risks associated with our non-U.S. operations;

our ability to successfully manage our growth;

the loss of key employees;

the pricing and availability of raw materials and our ability to manage our fixed-price contract exposure;

our ability to successfully acquire or integrate companies that provide complementary products or technologies;

our ability to continue our technical innovation in our product lines;

the impairment of our goodwill and other indefinite-lived intangible assets;

the costs of compliance with environmental, health and safety laws and responding to potential liabilities under these laws;

the insolvency of our formerly consolidated subsidiary, Chart Heat Exchangers Limited, or CHEL, and CHEL's administration proceedings in the United Kingdom, including claims that may be asserted against us with respect to CHEL's obligations;

litigation and disputes involving us, including the extent of product liability, warranty, pension and severance claims asserted against us;

labor costs and disputes;

our relations with our employees;

our funding requirements in connection with our defined benefit pension plans;  
fluctuations in foreign currency exchange and interest rates;  
disruptions in our operations due to hurricanes;  
our ability to protect our intellectual property and know-how;  
regulations governing the export of our products;  
the possibility that our existing stockholders' interests will conflict with ours or yours;

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our status as a controlled company under NYSE corporate governance rules;

risks associated with our substantial indebtedness, leverage, debt service and liquidity;

risks related to this offering; and

other factors described in this prospectus.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements.

All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this prospectus and are expressly qualified in their entirety by the cautionary statements included in this prospectus. We undertake no obligation to update or revise forward-looking statements which may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

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**MARKET AND INDUSTRY DATA**

This prospectus includes industry data and forecasts that we have prepared based, in part, upon industry data and forecasts obtained from industry publications and surveys. These sources include publications by Energy Ventures Analysis, the Energy Information Administration, the International Energy Agency and Spiritus Consulting. Third-party industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Forecasts are particularly likely to be inaccurate, especially over long periods of time. As an example of the unpredictable nature of these forecasts, in 1983, the U.S. Department of Energy forecast that oil would cost \$74 per barrel in 1995; however, the price of oil was actually \$17 per barrel. In addition, we do not know what assumptions regarding general economic growth were used in preparing the forecasts we cite. Statements made herein as to our leading positions in our industry and segments are based on our sales volumes measured against management's estimates of our competitors' sales volumes, coupled with management's knowledge and experience in the markets that we serve.

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**THE TRANSACTIONS**

*The following contains summaries of the terms of the material agreements that were entered into in connection with the Acquisition. Such agreements have been filed as exhibits to the registration statement of which this prospectus forms a part.*

**The Acquisition**

***General***

On August 2, 2005, Chart Industries entered into an agreement and plan of merger, which we refer to as the merger agreement, with certain of its then-existing stockholders, which we refer to as the Principal Stockholders, First Reserve and CI Acquisition, Inc., a Delaware corporation, which we refer to as CI Acquisition, and a wholly-owned subsidiary of First Reserve. The merger agreement provided for:

the sale of shares of common stock of Chart Industries, par value \$0.01 per share, owned by the Principal Stockholders, which we refer to as the Principal Stockholder Shares, to CI Acquisition, which we refer to as the stock purchase; and

the merger of CI Acquisition with and into Chart Industries, with Chart Industries surviving the merger as an indirect, wholly-owned subsidiary of First Reserve, which we refer to as the merger.

We refer to the stock purchase and the merger, collectively as the Acquisition. The purpose of the Acquisition was to sell Chart Industries to First Reserve. In December 2004, Chart Industries engaged UBS Securities LLC to explore various strategic alternatives. Chart Industries' board of directors conducted a confidential, controlled auction and ultimately chose First Reserve's bid. Chart Industries and First Reserve agreed to the terms of the Acquisition in August 2005. The Acquisition closed on October 17, 2005.

Upon satisfaction of the conditions to the stock purchase, CI Acquisition purchased the Principal Stockholder Shares from the Principal Stockholders for a purchase price, or the Per Share Purchase Price, equal to \$64.75 per share in cash.

Chart Industries, First Reserve and CI Acquisition caused the merger to occur immediately after the closing of the stock purchase. At the effective time of the merger, each share of common stock of Chart Industries outstanding (other than treasury stock, shares held by First Reserve or CI Acquisition, and shares with respect to which appraisal rights were exercised under Delaware law) were converted into the right to receive the Per Share Purchase Price in cash, without interest, which we refer to as the merger consideration. At the effective time of the merger, all those shares of common stock of Chart Industries were cancelled and ceased to be outstanding and each holder of a certificate representing that common stock ceased to have any rights with respect to the common stock of Chart Industries, except the right to receive the merger consideration.

In addition, in general the holders of outstanding Chart Industries warrants and stock options received, without the need to exercise those warrants and stock options, the same per share cash purchase price less the exercise price of the Chart Industries warrants and stock options. Notwithstanding this general treatment, the compensation committee of Chart Industries' board of directors, in accordance with the terms of the merger agreement and Chart Industries' stock option plans, adjusted some Chart Industries stock options (or portions of Chart Industries stock options) held by certain employees, to represent options to acquire shares of common stock of Chart Industries after the merger, which we refer to as rollover options.

After the merger, FR X Chart Holdings LLC became the direct owner of all of the outstanding capital stock of Chart Industries.

***Agreement and Plan of Merger***

The merger agreement contains customary representations and warranties of the Principal Stockholders, Chart Industries, First Reserve and CI Acquisition and customary covenants and other agreements among the parties. None of the representations and warranties in the merger agreement survived the completion of the merger and the merger agreement did not provide for any post-closing indemnification obligations. The



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representations and warranties of each party set forth in the merger agreement were made solely for the benefit of specified parties to the merger agreement (on the terms set forth in the merger agreement) and such representations and warranties may not be relied on by any other person.

**The Financing**

In connection with the Acquisition, First Reserve contributed \$111.3 million to FR X Chart Holdings LLC, the direct parent of CI Acquisition in exchange for all of FR X Chart Holdings LLC's equity. FR X Chart Holdings LLC then contributed \$111.3 million to CI Acquisition in exchange for all of CI Acquisition's capital stock. After the merger, FR X Chart Holdings LLC became the direct owner of all of the outstanding capital stock of Chart Industries. The remainder of the cash needed to finance the acquisition, including related fees and expenses, was provided by the offering of the notes and the borrowings under the senior secured credit facility provided by affiliates of the underwriters, as joint bookrunners, lead arrangers or lenders, and a syndicate of banks and other financial institutions.

The following table illustrates the approximate sources and uses for the Acquisition.

Sources			Uses
(In millions)			
Senior secured credit facility:			
Revolving credit facility(1)	\$	Purchase of equity(2)	\$ 378.8
Term loan B facility	180.0	Repayment of then-existing debt(3)	66.8
Senior subordinated notes	170.0	Funded cash(2)	3.4
Equity contribution(4)	117.7	Fees and expenses	18.7
Total Sources of Funds	\$ 467.7	Total Uses of Funds	\$ 467.7

- (1) As of October 17, 2005, we had approximately \$40.9 million available for borrowing under the revolving credit portion of the senior secured credit facility, subject to certain conditions, after giving effect to approximately \$19.1 million outstanding letters of credit and bank guarantees.
- (2) Represents a purchase price of \$378.8 million in respect of the equity, resulting in a gross cash purchase price of \$449.0 million for the Acquisition. We had approximately \$3.4 million of cash on hand upon consummation of the Acquisition, resulting in the net purchase price reflected above.
- (3) We used an estimated \$14.3 million of cash on our balance sheet to repay existing debt immediately prior to the closing of the Acquisition.
- (4) Prior to the consummation of the Acquisition, management held options valued at \$6.4 million, together with other options that were cashed out in the Acquisition. In connection with the Acquisition, our compensation committee elected to adjust these options to represent options to acquire shares of our common stock after consummation of the Acquisition. This amount includes \$6.4 million representing the value of these options.

**Equity Sponsor**

First Reserve Corporation is the leading private equity firm specializing in the energy industry with \$4.7 billion under management in four active funds. Founded in 1980, First Reserve Corporation was the first private equity firm to actively pursue building a broadly diversified investment portfolio within the energy and energy-related sectors. Since raising its initial pure buyout fund in 1992 First Reserve Corporation has made 50 principal transactions investing over \$3.0 billion in equity. In addition, First Reserve Corporation portfolio companies have completed more than 200 add-on transactions. Past and present public First Reserve Corporation portfolio companies include Alpha

Natural Resources, Inc., Cal Dive International, Inc., Chicago Bridge and Iron N.V., Dresser Inc., Dresser-Rand Group Inc., Foundation Coal Corporation, Maverick Tube Corporation, National Oilwell, Inc., Natural Resource Partners, Pride International, Inc., Superior Energy Services Inc. and Weatherford International Ltd.

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**USE OF PROCEEDS**

We estimate that the net proceeds from the sale by us of the shares of common stock being offered hereby (assuming the mid-point of the estimated price range set forth on the cover page of this prospectus), after deducting underwriting discounts and other fees and expenses payable by us, will be approximately \$            million. We intend to use approximately \$            million of the net proceeds to repay a portion of the term loan under our senior secured credit facility. We intend to use the remaining approximately \$            million of the net proceeds to pay a dividend to our stockholders existing immediately prior to the offering, consisting of affiliates of First Reserve and certain members of our management. Of such amount, approximately \$            million will be received by FR X Chart Holdings LLC, an affiliate of First Reserve. In addition, approximately \$            million in the aggregate will be received by certain of our executive officers, consisting of Mr. Thomas (\$            ) and Mr. Biehl (\$            ), and approximately \$            will be received by seven other employees in the aggregate. We will pay the estimated offering expenses of \$            million out of cash on hand.

The term loan currently accrues interest at a floating rate equal to LIBOR plus 2.0% per annum and is due to mature October 17, 2012.

We also intend to use the net proceeds we receive from any shares sold pursuant to the underwriters over-allotment option, after deducting underwriting discounts, to pay an additional dividend to our existing stockholders. In the event the underwriters fully exercise their over-allotment option, the amount of this dividend will be approximately \$            million. Of such amount, approximately \$            million will be received by FR X Chart Holdings LLC, an affiliate of First Reserve. In addition, approximately \$            million in the aggregate will be received by certain of our executive officers, consisting of Mr. Thomas (\$            ) and Mr. Biehl (\$            ), and approximately \$            will be received by seven other employees in the aggregate.

Any increase or decrease in the amount of net proceeds raised in this offering from the amount stated above will increase or decrease the cash dividend to be paid to our existing stockholders, respectively, but will not materially affect the amount of debt we intend to repay as described above. An increase of 1,000,000 shares from the expected number of shares to be sold in this offering, assuming no change in the assumed initial public offering price per share, would increase our net proceeds from this offering by \$            million and the amount of the dividend by \$            million. A \$0.25 increase (decrease) in the assumed public offering price per share of the common stock (the mid-point of the range on the cover page of this prospectus) would increase (decrease) the net proceeds that we receive in this offering (and, accordingly, that we dividend to our stockholders) by approximately \$            million, after deducting underwriting discounts and other fees and expenses payable by us, assuming the number of shares being offered, as set forth on the cover page of this prospectus does not change.

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**DIVIDEND POLICY**

Immediately prior to the consummation of this offering, we intend to declare three dividends, which will be payable to our stockholders existing prior to the offering.

The first dividend will be a cash dividend of \$ \_\_\_\_\_ million, assuming an initial public offering price per share of \$ \_\_\_\_\_, which we will pay to our existing stockholders out of a portion of the net proceeds from this offering.

The second dividend will be a cash dividend of up to \$ \_\_\_\_\_ million, assuming an initial public offering price per share of \$ \_\_\_\_\_, which we will pay to our existing stockholders with all of the proceeds we receive from the shares sold pursuant to the underwriters' over-allotment option, if exercised.

The third dividend will be a stock dividend of up to \_\_\_\_\_ shares of our common stock, which we will pay to our existing stockholders, the terms of which will require that shortly after the expiration of the underwriters' over-allotment option (assuming the option is not exercised in full), we issue to our existing stockholders the number of shares equal to (x) the number of additional shares the underwriters have an option to purchase minus (y) the actual number of shares the underwriters purchase from us pursuant to that option.

The purpose of the cash dividend described in the first bullet above is to distribute a portion of the proceeds from this offering to our existing stockholders. As the intended use of proceeds from the exercise of the over-allotment option by the underwriters is a dividend to our existing stockholders, we have assumed that investors will factor into their analysis the dilutive effect of those shares being issued and the proceeds being dividended out of our company by reducing their valuation of our company. Accordingly, in the event the option is not exercised, we have contemplated that the shares subject to the option will be dividended to our existing stockholders as described in the third bullet above. Such stock dividend would have the same dilutive effect as selling those shares upon the exercise of the over-allotment option and dividending the proceeds to our existing owners.

An increase of 1,000,000 shares from the expected number of shares to be sold in this offering, assuming no change in the assumed initial public offering price per share, would increase our net proceeds from this offering by \$ \_\_\_\_\_ million and the amount of the dividend by \$ \_\_\_\_\_ million. A \$0.25 increase (decrease) in the assumed public offering price per share of the common stock (the mid-point of the range on the cover page of this prospectus) would increase (decrease) the net proceeds that we receive in this offering (and, accordingly, that we dividend to our stockholders) by approximately \$ \_\_\_\_\_ million, after deducting underwriting discounts and other fees and expenses payable by us, assuming the number of shares being offered, as set forth on the cover page of this prospectus does not change.

Other than the dividends described above, we do not currently intend to pay any cash dividends on our common stock, and instead intend to retain earnings, if any, for future operations and debt reduction. The amounts available to us to pay cash dividends will be restricted by our senior secured credit facility. The indenture governing the notes also limits our ability to pay dividends. In connection with this offering, we intend to amend our senior secured credit facility to remove certain restrictions on our ability to consummate the offering and use the proceeds as described in

Use of Proceeds. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant.

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The following table sets forth our cash, cash equivalents and capitalization as of March 31, 2006 (1) on an actual basis and (2) on an as adjusted basis to reflect:

the sale by us of approximately \_\_\_\_\_ shares of our common stock in this offering, after deducting underwriting discounts and estimated offering expenses;

the application of the estimated net proceeds as described in Use of Proceeds;

the \_\_\_\_\_ -for-one stock split we expect to effect immediately prior to the consummation of this offering;

the issuance of 573,027 shares which have been issued to FR X Chart Holdings LLC upon its exercise of its warrant for \$37.1 million in cash (see Certain Related Party Transactions );

the issuance of 131,823 shares which have been issued to certain members of management upon their exercise of their rollover options for \$2.1 million in cash (see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Cash Requirements ); and

the stock dividend of \_\_\_\_\_ shares, adjusted for the elimination of any fractional shares, to our existing stockholders shortly after the expiration of the underwriters' over-allotment option, assuming no exercise of that option.

The information in this table should be read in conjunction with The Transactions, Use of Proceeds, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

	<b>As of March 31, 2006</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(Unaudited, in millions, except share and per share data)</b>	
Cash and cash equivalents	\$ 19.5	\$
Debt:		
Senior secured credit facility:		
Revolving credit facility(1)		
Term loan facility	170.0	
9 <sup>1</sup> / <sub>8</sub> % senior subordinated notes due 2015	170.0	