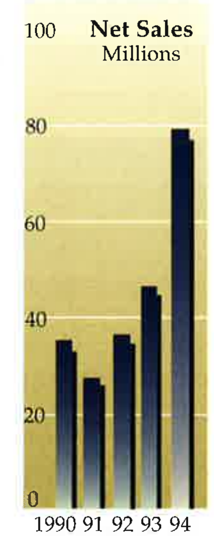
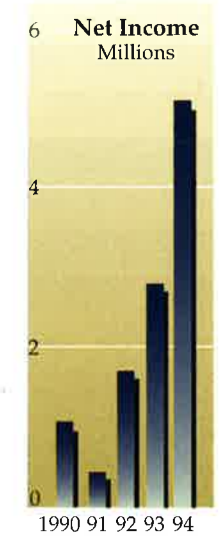
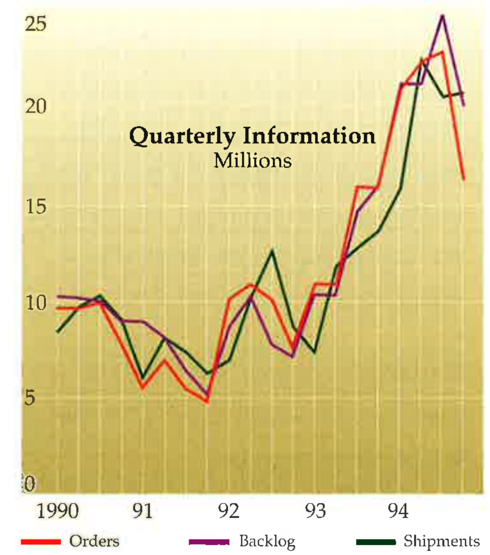
AAON 1994 ANNUAL REPORT

AAON PROUDLY ACKNOWLEDGES THE DEDICATION AND DETERMINATION OF OUR EMPLOYEES
WHOSE EFFORTS CONTRIBUTE IMMEASURABLY TO OUR SUCCESS

DELMAR ADAMS • MICHAEL AICHELE, JR. • JONNIE ALLEN • MICHAEL AMBURGEY • PAUL AMOSS • JIM ANGUS
JOHN ASBJORNSON • NORMAN ASBJORNSON • SCOTT ASBJORNSON • GARY ASHMORE • EMANUEL ATCHISON • JAMES BAILEY
DAVID BAKER • PEARL BALDWIN • TONY BARBER • JOSEPH BARBERA • EDDIE BARNETT • JERRELL BARNETT • PAMELA BARNETT
JOE BARR • MELTON BARR • MICHAEL BASS • DARLENE BAYLESS • BRIAN BEIL • ISAAC BENN • VICTOR BERROSPE
HANK BIERWIRTH • JANA BIRDWELL • JAMES BLACK • BRANDON BLALOCK • KYLE BLESSING • JACKIE BLEVINS
JIM BLEVINS • RICHARD BOBO • CARLOS BOOTH • WILLIAM BOWEN • DEMECO BOWENS • GREGORY BOX
LINDA BRICKER • TONY BROTHERTON • DARLENE BROWN • FALECIA BROWN • GERRY BROWN • KEVIN BROWN
ROBERT BROWN • TED BROWN • WILLIAM BRYANT • BANG BUI • CARLOS BUIRREA • ROBERT BURCH • ROBBYE BURK
JOHN BUTLER • RICKY BUZZARD • DIANA CADENA • OSCAR CADENA • KENT CALLICOAT • ARTHUR CANDLER
STEVE CARTER • LUIS MANUEL CASTANON • JUAN CASTRO • WILLIAM CHANDLER • CHRISTENE CHAPMAN
PHAYUANH CHAREUNSOUK • DALE CHERRY • DANIEL CHERRY • PAUL CHERRY • GEORGE CHURCHILL • MORRIS CLARK
RAYMOND CLEVELAND • DAVID COBB • KENNETH COCHRAN • PENNY COLE • ROSE COLE • NICHOLAS COLLINS
ISRAEL COLON • CLARENCE COOK • GARY COOPER • ELAINE CORKHILL • TIMOTHY CORKHILL • GLENNA CORNEJO
BRIAN CORY • JERRY COSPER • RONNIE COUSINS • ANNA COX • JOHN COX • RICHARD CRAITE • LINDA CRAMER
MELVIN CRAMER • PRESTON CREASON • MIKEL CREWS • JERROLD CRITTENDEN • GARY CROSBY
DARRELL CROW • ROBERT CUMMINGS • BRIAN CUNNINGHAM • TERESA DAMME • GWENDOLYN DANIELS
LORETTA DARLING • CARLA DAVIS • CRYSTAL DAVIS • KIRKLIN DAVIS • MARK DAVIS • RICHARD DAVIS • RON DAVIS
GWENDOLYN DECKARD • JUANA DELOBO • CARLOS DELUNA • CHARLES DEWEESE • CAROLYN DIPASQUALE
HOMER DODD • KEVIN DODD • RICKEY DODSON • JOHN DOLS • HAROLD DOUGLAS • JOHN DOWNEY
THOMAS DREADFULWATER • MICHAEL DREW • MARVIN DUFFEY • RANDY DUNAWAY • RALPH DURBIN • RANDY DWIGGINS
BETTY LOU ELI • TINISHA ENGLISH • MIGUEL ESPINOZA • NORMAN EVANS • BOB EWING • JAMES EWING • ROBERT EWING
CEOLAR FAGGANS • ROBERT FERGUS • PEDRO FERNANDEZ • DAVID FEWELL • DAVID FLETCHER • RUBY FLOYD
CHRISTOPHER FOBELL • MARY ELLEN FRANKLIN • LINDA FREEMAN • JOHNNIE FRIESZ • RICKY GABEHART • CURTIS GANN
LEON GANN • MARIA GARCIA • DAPHINE GEORGE • TYLER GILLIAM • DAVID GILLILAND • ELPIDIO GOMEZ
MIGUEL GOMEZ • PEDRO GOMEZ • SUSANO LOPEZ GONZALEZ • JERRY GOODALE • JERRY GOODALE, JR. • BARRY GOODSON
CHRISTOPHER GORTON • CYNTHIA GRANADO • JAMES GREEN • BRYAN GREER • JACK GREER • RONALD GREER
JEWEL GRIFFITH • JEANNE HACKLER • NANCY HACKNEY • JACK HALL • KELLY HALL • ROBERT HALL • DANNY HAMILTON
PHILIP HAMPTON • STEVEN HAMPTON • RICHARD HANNEFIELD • BRENDA HARDMAN • ROBERT HARP • KENNETH HAVARD
OREN HENDERSON • CARL HENRY• JAMES HENSLEY • ARIEL HERNANDEZ • TAKEO HIGA • DEWAYNE HIGHTOWER
JACOB HILL • JOHN HILL • MARCELLA HILL • LYNN HODGE • GREG HOLCOMB • DONNA HOLLOWAY • DEBBIE HOLT
STANLEY HORTON • JASON HOUSER • JERRY HOUSTON • LARRY HOWARD • LYDIA HUDSON • DOUGLAS HUFFMAN
LARRY HUFFMAN • BILLY HUGHART • JAMES HUNT • GALEN HURT • RONALD HUTCHCRAFT • GARY HUTCHINS
SAMUEL INGRAM • GALEN IRONS • LOREN IRONS • TIM IRWIN • BETTY IVY • BELINDA JACKSON • DONALD JACKSON
McKINLEY JAMES • DAVID JEFFERY • MICHAEL JOHNSON • TERRY JOHNSON • SHERRI JOHNSTON • BRANDON JONES
BRYAN JONES • JAMES JONES • JERRY JONES • KATHY KANE • RICHARD KEATON • RANDALL KEENER • BRYAN KELLEY
HAROLD KEMPKES • LARRY KENTON • MOHAMMED KHAN • FRANCES KING • SHONERIC KING • TONIA KING
DONLE KIRKLAND • CHARLES KIRKLEY • REBECCA KNIGHT • RAYMOND KOLLOCK • JAMES KOSS • KRISHNAKUMAR KRISHNAN
KEVIN LANCASTER • DENNIS LANE • CYNTHIA LANPHEAR • JOHN LAROUX • GLEN DALE LATHAN • RICHARD LAWSON
RONALD LAWSON • STACY LAWSON • JACKIE LEE • PATRICIA LENNOX • KEVIN LESTER • JOHN LEWIS • JERRY LINCOLN
RICHARD LONEY • MARGARITO LOPEZ • FRANCISCO LOZOYA • RICHARD LUDWIG • EVODIO MACEDO • DON MADEWELL
DAVID MAGEE • SCOTT MAHAN • LATY MALAPHA • BRUCE MARRS • KEITH MARTIN • MARY MARTIN • PAUL MARTIN
RODOLFO MARTINEZ • JAMES MASON • CHRISTOPHER MASON, JR. • JANICE MASSA • PERCY MATHIS • STACY MAYO
SHARON McBRIDE • JEARL McCOMBS • ROY McCONNELL • JACKIE McCOO • RAY McCORMICK • PATSY McFADDEN
BARRY McFARLAND • SUSIE McWILLIAMS • CHARLES MEADOWS • CHARLES MEADOWS II • JOE MENDOZA • JERRIC MINOR
STEPHEN MINOR • JOSE MIRELES • DOUGLAS MITCHELL • TRACY MOBLEY • JO ANN MONTGOMERY • JAN MOORE
KIMBERLY MOORE • SHERRY MOORE • TONY MOORE • KRISHNA MUPPAVARAPU • ISIDRO MURILLO • ERIC NETTLES
SHAWN NEVELS • NITA NICHOLS • CALVIN NOEL • JERRY NOLAN • MELINA NOYES • JAMES O'NEILL • WANDOLYN O'QUINN
GEORGE OEHMCKE • EDSON OLIVA • RAYMON OSBORN • LAVINIA PADGETT • STEPHEN PARGETER • CARL PARKER
SHIRLEY PARKER • MICHEAL PARNELL • JASON PATE • RONNIE PATTON • VADEN PAULSEN • CODY PECHANEC
WILLIAM PEGUES • JIMMY PENSE • CHARLES PEOPLES • KENNETH PERKINS • ANGELA PHIPPS • RONALD PINGILLEY
MICHAEL PIPPIN • KEVIN PITTSER • MARK POOL • DENNIS POTEETE • GREG POWERS • MARTIN PRADO • GARY RAINWATER
JOSE RAMON • KENDRIC RATLIFF • DIEGO REBOLLAR • MIGUEL REBOLLAR • RONNIE REDDING • LANCE REDELK • JAMES REED
CATHERINE REESE • EVERETT REITZ • PHILLIP RELLERGERT • DAVID RENEAU • GHLEE RENNER • LORI REYNOLDS
MICKEY REYNOLDS • BALLARD RICE • BOYCE RICHIE • JESUS RIVAS • DOUGLAS ROADS • MICHAEL ROARK • AARON ROBBINS
BRUCE ROBINSON • LENDA ROBISON • JERRY ROGERS • TERRY ROMBACH • ROBERT ROMO • JOHNNY ROSS
RONALD RUENGERT • ARTURO RUIZ • AVA RUSSELL • FLOYD SALTSMAN • JOSÉ SANCHEZ • KENT SANDERS • LUIS SANTILLANO
MARK SARASUA • ROBERT SCHOOLEY • DWAYNE SCHWARTZ • CURTIS SEYMOUR • ALLEN SHAEFFER • KATHY SHEFFIELD
DEBRA SHELTON • KIM SHERRILL • VINSON SHIPP • EDDIE SIMS • JOSEPH SINGH • BRENDA SLOAN • ALLAN SMITH
BRETT SMITH • CHRISTINE SMITH • DALON SMITH • DAVID SMITH • DENNIS SMITH • KERIE SMITH • REGINALD SMITH
DENNIS SNOW • KHAO SOUVANNASING • JOE SPEARS • PAUL SPURRIER • LAWANA STANE • DON STANFORD • LARRY STANTON
KYLE STARKWEATHER • JOHN STEVENS • BRIAN STEWART • CARL STEWART • STEVE STEWART • TOMMY STEWART
OLA STINSON • BRENT STOCKTON • BILLY STRENGTH • THOMAS SULLIVAN • HAROLD SUMMERS • GARY SWARER
RHONDA SWIMS • JAMES TABER • MARTY TABER • GABRIEL TALAMANTES • JOE TART • JANET THOMAS
KENNETH TIGER • MERLENE TIGER • MELVA TODD • JOSE TORIBIO • JAMES TORNBERG • JORGE TORRES • PASCUAL TREJO
RODGER TUCKER • CHARLES TULLOS • KATHERINE TULSA • JOSEPH TURNER VI • ROBERT ULLRICH • PERNELL UNDERWOOD
ROBERT VANDERGRIFF • JOHN VANNESS • MARCO VAZQUEZ • BIANCA VASQUEZ • PAUL WADDELL • RODERICK WALKER
PERRY WARNER • JEANETTE WASHINGTON • GERALDINE WATSON • ANTHONY WEBB • KENNETH WEBB • MARVIN WEBB
NORRIS WEBB • SHAWN WELSH • SHARON WEST • LINDA SUE WHEAT • GERRY WHITED • STEVEN WHORTON • JACKIE WILES
JERRY WILES • CHARLES WILLIAMS • STEPHEN WILLIAMS • TERRY WILLIAMS • WALTER WILLIAMS • JAMES WILLIAMSON
DAVID LEE WILLIS • JOE WILLIS • BURTON WITASCHEK • ELOISE WOODS • CHERYL WRIGHT • DALE WRIGHT • DANNY WRIGHT
JASON WRIGHT • STANLEY WRIGHT • JIM WYRICK • CHRIS YODER • DONNIE YOUNG







Financial Highlights

Income Data ($000)	1994	1993	1992	1991	1990
Net Sales	**79,542**	45,394	37,026	26,678	36,127
Gross Profit	**17,878**	11,486	7,302	4,282	6,147
Operating Income	**9,957**	5,308	3,241	1,345	2,495
Interest Expense	**806**	809	785	756	1,104
Depreciation and Amortization	**1,714**	1,130	806	302	257
Pretax Income	**8,706**	4,240	2,453	519	1,426
Net Income	**5,101**	2,665	1,593	379	979
Weighted Average Shares Outstanding and Common Share Equivalents*	**6,301**	6,091	6,091	6,091	6,091
Earnings Per Common and Common Equivalent Share*	**0.81**	0.44	0.26	0.06	0.16
Balance Sheet ($000)					
Current Assets	**23,777**	15,862	9,280	7,576	10,463
Net Fixed Assets	**8,230**	7,427	5,367	5,502	3,816
Accumulated Depreciation	**3,324**	2,117	1,261	699	403
Total Assets	**32,562**	24,083	15,705	14,309	14,312
Current Liabilities	**10,453**	6,578	7,693	6,774	7,939
Long-Term Debt	**10,648**	11,008	4,087	5,343	4,660
Stockholder's Equity	**11,461**	6,350	3,685	2,092	1,713
Funds Flow Data ($000)					
From (To) Operations	**2,749**	(32)	(291)	3,700	59
From (To) Investment	**(2,317)**	(2,575)	(603)	(391)	(650)
From (To) Financing	**(519)**	2,655	663	(3,370)	948
From (To) Cash	**(87)**	48	(231)	(61)	357
Ratio Analysis					
Return on Equity	**80.3%**	72.3%	76.1%	22.1%	157.6%
Return on Assets	**21.2%**	17.0%	11.1%	2.6%	6.6%
Net Margin	**6.4%**	5.9%	4.3%	1.4%	2.7%
Total Liabilities to Equity	**1.8**	2.8	3.3	5.8	7.4
Long-Term Debt to Equity	**.9**	1.7	1.1	2.6	2.7
Interest Coverage	**11.8**	6.2	4.1	1.7	2.3
Current Ratio	**2.3**	2.4	1.2	1.1	1.3

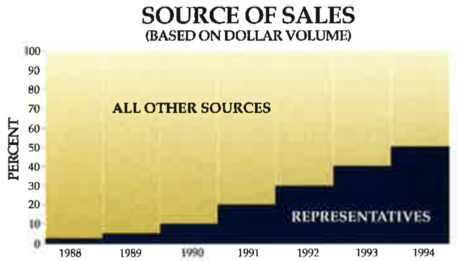
** Adjusted for one-for-four reverse split effective September 15, 1993 and for a 10 percent stock dividend issued on March 27, 1995.*

Company Highlights

August 1988	AAON, an Oklahoma corporation, founded.
September 1988	Purchase of John Zink Air Conditioning Division.
Spring 1989	AAON purchased, renovated and moved into a 184,000 square foot plant in Tulsa, Oklahoma. Introduced a new product line of rooftop heating and air conditioning units 2-140 tons.
Summer 1989	Became a publicly traded company with the reverse acquisition of Diamond Head Resources (now "AAON, Inc.", a Nevada corporation).
December 1990	Listed on NASDAQ Small Cap–Symbol "AAON".
December 1991	Formed CP/AAON, a Texas Corporation, as a subsidiary to AAON, Inc. (Nevada), and purchased coil making assets of Coils Plus.
Spring 1993	CP/AAON purchased, renovated and moved into a 110,000 square foot plant in Longview, Texas.
September 1993	One-for-four reverse stock split. Retired $1,927,000 of subordinated debt.
November 1993	Listed on the NASDAQ National Market System.
November 1994	Began an expansion of the Tulsa facility to 332,000 square feet.
January 1995	Introduced a desiccant heat recovery wheel option available on all AAON rooftop units.
March 1995	Issued a ten percent stock dividend.

Fellow Shareholders:

1994 was another record year for AAON and the HVAC industry as a whole. Your company increased revenues by 75% and earnings by 91% compared to 1993. The backlog of orders also increased by 19% to $20,253,000 as of year end. Our gross margins were aided by the fortuitous fact that we had locked in our copper and aluminum prices prior to their increasing nearly 70% percent. Additionally, our marketing efforts paid off handsomely in 1994 as we gained a substantial portion of many national accounts.



For 1995, diversification of our customer base continues as a major marketing objective.

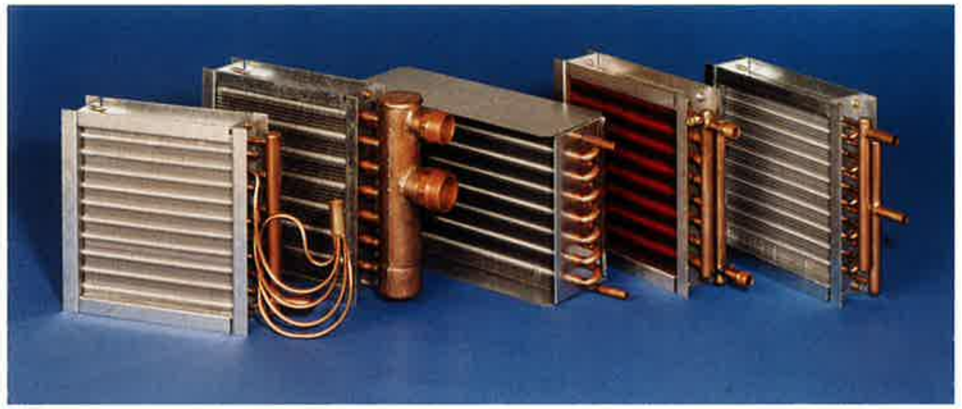
Sales by representatives have increased from 3% of our orders in 1988 to 49% in 1994. We plan to continue developing the representative network as an increasingly important source of orders.

To assist the representatives in marketing AAON equipment, we have developed more marketing tools, the most innovative of which is our computerized catalog. The catalog allows a representative to easily determine the expected performance and price of a unit.

The performance and price calculations allow the representative to match the equipment to the needs of the customer. Detailed product brochures and engineering catalogs explain the advantages of AAON equipment to potential buyers.

Similar computerized and printed items have been developed to aid in the sale of CP/AAON coil products.

AAON heats and cools the Harmon Science Center, a hands-on museum for children.



CP/AAON builds coils for a wide range of applications.

An additional potential source for sales growth is in the international market. In 1994, sales in the Middle East, Mexico, Canada, Central and South America amounted to less than 2% of total sales. Efforts are underway to build strong international representative relationships but it will take several more years before meaningful sales growth will be realized.

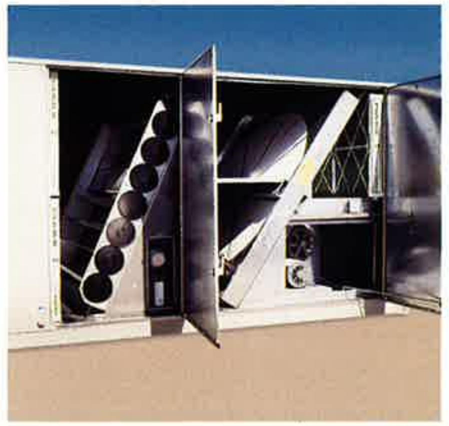
New product development is also crucial for penetration of additional markets. With this in mind, we created a new product which reduces the energy required to ventilate a structure with conditioned outside air. The new product, AAONAIRE™, was introduced at the winter meeting of the American Society of Heating, Refrigeration and Air-Conditioning Engineers (ASHRAE) in Chicago on January 28, 1995.

AAONAIRE™ incorporates a commercially available energy recovery wheel into AAON's rooftop heating and air-conditioning product line.

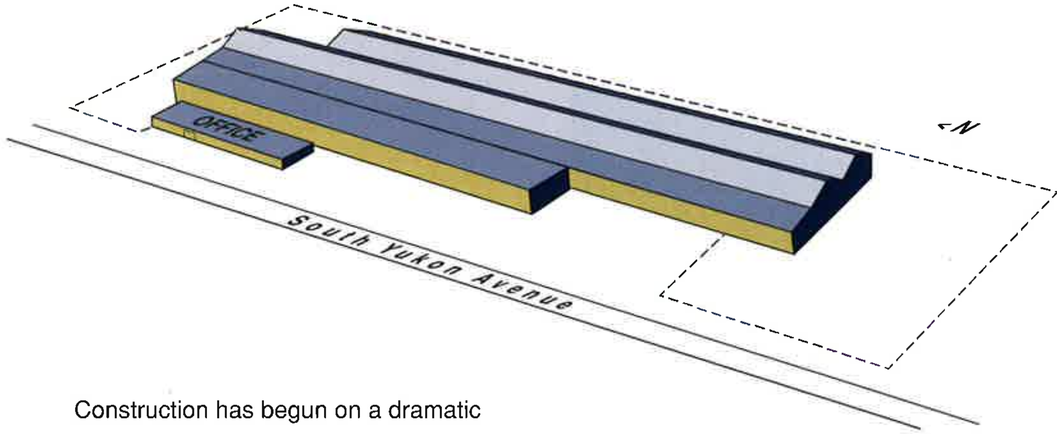
An energy recovery wheel reduces the cost of heating and cooling a structure by transferring a portion of the heating, or cooling, which is being exhausted from the building to air being brought into the building.

In AAONAIRE™ our engineers have invented a method to combine heating, cooling and an energy recovery wheel into a single unit. This combination can increase the effective capacity of a 10-ton unit to the equivalent of a 14-ton unit with a minimal increase in energy consumption. The principle of increased capacity and efficiency can be applied to all unit sizes in our product line with similar results when the energy recovery wheel is selected as an option.

By applying both existing and new technology in creative ways, AAON will continue to expand its line of products.



AAON has a been granted a patent pending status for this unique application of the energy recovery wheel.



Construction has begun on a dramatic expansion of AAON's Tulsa, Oklahoma, manufacturing plant. The expansion will almost double the size of our facility and is expected to cost approximately $2.5 million. We will occupy the new space in late spring, in time for our busy summer season. Within this new facility, we will add a new production line aimed at meeting the demands of our large volume customers, improved painting facilities, sheetmetal parts manufacturing area and some expanded storage.

Equipment purchases occurred during 1994, in both AAON and CP/AAON, to allow us to handle some of the additional capacity arising from expanded plants. New computer controlled machinery gives AAON one of the most efficient sheetmetal parts manufacturing departments in the country.

AAON has invested almost $1.5 million to acquire efficient new sheetmetal processing equipment.

AAON's Tulsa plant will be nearly surrounded by the additional facility.

In February, 1995, an agreement to purchase six acres and a 25,000 square foot building adjacent to the Longview plant for $329,000 was finalized. This additional facility provides room for CP/AAON to increase its capacity and product line. Due to the beneficial impact of our growth in Longview, the Longview Economic Development Corporation granted CP/AAON $200,000 to be received in equal payments over the next four years.

CP/AAON is acquiring a manufacturing facility located next to this plant in Longview, Texas.

The investment in plant along with minor future equipment purchases will increase consolidated production capacity to approximately $200 million.

Looking toward 1995, we anticipate continued growth in both sales and earnings. However, the rate of growth will be more modest than in 1994. The reduced rate is anticipated because of several factors. First, we expect to encounter additional competition in the national account market. Second, the increase in interest rates should result in reduced commercial construction. Lastly, margins will be pressured by the loss of the advantageous copper and aluminum prices.

In 1994, we experienced a convergence of beneficial factors which helped create a year of spectacular results. While it is unlikely that we will have a similar situation in 1995, we expect an environment which will allow us continued prosperity.

On March 27, 1995, we issued a 10% stock dividend. All per share amounts shown in this annual report have been restated to reflect the effect of the dividend.

Your employees, listed on the inside cover of this report, thank you for your continued support.

Sincerely,

Norman H. Asbjornson
President
April 10, 1995

FORM 10-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

For the fiscal year ended December 31, 1994

Commission file number: 33-18336-LA

AAON, INC.

(Exact name of Registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	87-0448736 (IRS Employer Identification No.)
2425 South Yukon, Tulsa, Oklahoma (Address of principal executive offices)	74107 (Zip Code)

Registrant's telephone number, including area code: (918) 583-2266

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value $.004
(Title of Class)

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [√]

The aggregate market value of Registrant's voting stock held by non-affiliates computed by reference to the average bid and asked prices of such stock on March 1, 1995, was approximately $48,670,000. For purposes of this computation, all officers, directors and 5% beneficial owners of Registrant are deemed to be affiliates.

As of March 1, 1995, Registrant had outstanding a total of 5,545,129 shares of its $.004 par value Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Registrant's definitive Proxy Statement to be filed in connection with the Annual Meeting of Stockholders to be held May 9, 1995, are incorporated into Part III.

TABLE OF CONTENTS

PART I

Item 1. Business.

General Development of Business

AAON, Inc., formerly Diamond Head Resources, Inc., a Nevada corporation ("AAON-Nevada" or, including its subsidiaries, the "Company"), was incorporated on August 18, 1987. In early 1988, Diamond Head Resources, Inc., made a public offering of its stock in furtherance of the objective of seeking and acquiring an interest in a prospective business opportunity.

AAON, Inc., an Oklahoma corporation ("AAON-Oklahoma"), was incorporated on August 15, 1988, for the purpose of acquiring the assets, subject to certain liabilities, of the Heating, Ventilation and Air-Conditioning ("HVAC") Division of John Zink Company in Tulsa, Oklahoma. AAON-Oklahoma's purchase of the HVAC business was consummated on September 30, 1988, at which time AAON-Nevada made a loan of virtually all of its assets ($580,000) to AAON-Oklahoma to partially finance the purchase. An integral part of that transaction was a Conversion/Exchange Agreement by and among AAON-Nevada, AAON-Oklahoma and the stockholders of AAON-Oklahoma, which was "triggered" on June 16, 1989. As a result, the $580,000 loan was converted to equity, the former stockholders of AAON-Oklahoma became the owners of 80% of the outstanding stock of AAON-Nevada and AAON-Oklahoma became a wholly-owned subsidiary of AAON-Nevada.

AAON-Oklahoma is engaged in the manufacture and sale of commercial rooftop air-conditioners and heating equipment.

On December 30, 1991, CP/AAON, Inc. ("CP/AAON"), a Texas corporation organized as a wholly-owned subsidiary of AAON-Nevada for such purpose, purchased most of the assets of Coils Plus, Inc. ("CP"), of Longview, Texas, which manufactures coils used in the products of AAON-Oklahoma. In connection with the purchase of assets from CP, CP/AAON entered into a non-compete agreement with the former stockholder of CP. The agreement requires payments equal to 20% of CP/AAON's pre-tax income for years 1992-1996. In addition, a lump-sum equal to five times the average of the payments for 1995 and 1996, subject to a maximum of $4,000,000, will be payable in April 1997. Also, the agreement requires CP/AAON to make monthly advances of $20,000 through December 1996 against amounts becoming due thereunder.

Products and Markets

The Company engineers, manufactures and markets commercial rooftop air-conditioning, heating and heat recovery equipment and air-conditioning coils. Its products serve the commercial and industrial new construction and replacement markets. While to date virtually all of the Company's sales have been to the domestic market, concerted efforts began in 1993 to develop foreign sales which accounted for approximately 2% of its sales last year and are projected to increase in coming years.

The rooftop market consists of units installed on commercial or industrial structures of generally less than 10 stories in height.

CP/AAON's coil sales are made to air-conditioning unit manufacturers, including AAON-Oklahoma, and to the commercial/industrial general building market.

The size of these markets is determined primarily by the number of commercial and industrial building completions. The replacement market consists of products installed to replace existing units/components which are worn or damaged. Historically, approximately half of the industry's market has consisted of replacement units.

The commercial and industrial new construction market is subject to cyclical fluctuations in that it is generally tied to housing starts, but has a lag factor of 6-18 months. Housing starts are, in turn, affected by such factors as interest rates, the state of the economy, population growth and the relative age of the population. When new construction is down, the Company emphasizes the replacement market.

Based on its 1994 level of sales, approximately $80 million, the Company has a 9% share of the rooftop market and a 2% share of the coil market. Approximately 65% of the Company's sales now come from new construction and 35% from renovation/replacements. The percentage of sales (for new construction vs. replacement) to particular customers is related to their stage of development, e.g., Wal-Mart, 90% new construction and 10% replacement.

The Company purchases certain components, fabricates sheet metal and tubing and then assembles and tests its finished products. The finished products of AAON-Oklahoma consist of a single unit system containing heating, cooling and/or heat recovery components in a self-contained cabinet, referred to in the industry as "unitary" products. The finished products of CP/AAON are coils, consisting of a sheet metal casing with tubing and fins contained therein.

The Company now has four groups of rooftop products: its RH Series, which is offered in 18 cooling sizes ranging from 3 to 60 tons; its RF Series, which is offered in nine cooling sizes ranging from 40 to 140 tons; its RG Series, which is a heat pump variation of the RH Series; and its HA Series, which is a horizontal discharge package for either rooftop or ground installation, offered in nine sizes ranging from 4 to 20 tons.

AAON-Oklahoma's engineers have developed a new heat-wheel option for its RH, RF and RG units which was introduced on January 28, 1995, at an industry trade show in Chicago. The product responds to new requirements of the U.S. Clean Air Act which mandate increased fresh air in commercial structures. This product, which will be marketed under the name "AAONAIRE", increases the capacity of AAON HVAC units by up to 50% with no additional energy cost. The Company has been granted patent pending status on this unique product.

AAON-Oklahoma's products are designed to compete on the high side of standardized, packaged rooftop products. Accordingly, its prices range from $300 and $550 per ton of cooling, which is approximately 5%, on average, higher than other standardized products. Performance characteristics of these products range in cooling capacity from 32,900-1,569,200 BTU's and in heating capacity from 65,000-1,680,000 BTU's. All of the Company's rooftop products meet the Department of Energy's efficiency standards, which are designed to set the maximum amount of energy to be used in producing a given amount of cooling.

A typical commercial building installation requires a ton of air-conditioning for every 300-400 square feet or, for a 100,000 square foot building, 250 tons of air-conditioning, which would involve multiple units.

Major Customers

The Company's three largest customers are Wal-Mart, K-Mart and Target. Wal-Mart accounted for approximately 40% of the Company's sales in 1994, compared to 38% in 1993. Sales to K-Mart and Target were less than 10% each in 1994.

Sales to Wal-Mart are made pursuant to calendar year contracts, now effective for 1995, which are by letter agreement providing for automatic renewal for additional terms of one year each, unless terminated by either party upon ninety days' notice prior to the end of the existing year term. Wal-Mart has been a significant customer of the Company and its predecessor since 1971. The Company has no written contract with K-Mart or Target.

The loss of Wal-Mart as a customer would have a material adverse effect on the Company. However, with the Company's emphasis on marketing to other customers, management believes that the extent of its dependence on sales to Wal-Mart will diminish over a period of time.

In order to diversify its customer base, the Company plans to add to and/or upgrade its sales representation in various markets, seek general trade business, as well as other national accounts, penetrate additional trade areas, both domestic and foreign, and introduce its HA Series of products to the domestic market (heretofore sold only in foreign markets).

The Company anticipates that its new heat-wheel option ("AAONAIRE") will enhance its position with existing customers and assist in attracting new business.

Sources and Availability of Raw Materials

The most important materials purchased by the Company are steel, copper and aluminum, which are obtained from domestic suppliers. The Company also purchases from other domestic manufacturers certain components, including compressors, electric motors and electrical controls used in its products. The Company endeavors to obtain the lowest possible cost in its purchases of raw materials and components, consistent with meeting specified quality standards. The Company is not dependent upon any one source for its raw material or the major components of its manufactured products, but AAON-Oklahoma purchases all of its coils from CP/AAON. By having multiple suppliers, the Company believes that it will have adequate sources of supplies to meet its manufacturing requirements for the foreseeable future.

Further, the Company attempts to limit the impact of increases in raw materials and purchased component prices on its profit margins by negotiating with each of its major suppliers on a term basis from six months to a year.

Distribution

The Company utilizes a direct sales staff of 10 individuals and approximately 70 independent manufacturer representatives' organizations to market its products in the United States. The Company also has one international sales representative and utilizes six distributors in other countries. Sales are made directly to the contractor or end user, with shipments being made from the Company's Tulsa and Longview plants to the job site. Billings are to the contractor or end user, with a commission paid directly to the manufacturer representative.

AAON-Oklahoma's products and sales strategy focus on a "niche" market. The targeted market for its rooftop equipment is customers seeking a product of better quality than offered, and/or options not offered, by standardized manufacturers.

To support and service its customers and the ultimate consumer, AAON-Oklahoma provides parts availability through six independent parts distributors and has a factory service organization at its Tulsa plant. Also, a number of the manufacturer representatives utilized by the Company have their own service organizations, which, together with the Company, provide the necessary warranty work and/or normal service to customers.

The Company's warranty on its products is: for parts only, the earlier of one year from the date of first use or 15 months from date of shipment; compressor, an additional four years; and on gas-fired heat exchangers (if applicable), 10 years.

Research and Development

All R&D activities of the Company are company-sponsored, rather than customer-sponsored. Ongoing work involves the HA Series, component evaluation and refinement, and development of control systems and new product development. This work will cost approximately $200,000 per year and is budgeted as a normal, recurring expense.

Backlog

The Company had a current backlog as of March 1, 1995, of $22,352,000, compared to $21,357,000 at March 1, 1994. The current backlog consists of orders considered by management to be firm and substantially all of which will be filled by July 1, 1995; however, the orders are subject to cancellation by the customers.

Working Capital Practices

Working capital practices in the industry center on inventories and accounts receivable. The Company regularly reviews its working capital components with a view to maintaining the lowest level consistent with requirements of anticipated levels of operation. Its greatest needs arise during the months of July-November, the peak season for inventory (primarily purchased material) and accounts receivable. The Company's working capital requirements are generally met through a bank revolving credit facility, which currently permits allowable borrowings up to $8,150,000. The Company believes that it will have sufficient bank credit available to meet its working capital needs through 1995 and beyond.

Seasonality

Sales of the Company's products are moderately seasonal with the peak period being July-November of each year.

Competition

In the domestic market, the Company competes primarily with Trane Company, a division of American Standard, Inc., Lennox Industries, Inc., York International Corporation and Carrier Corporation, a subsidiary of United Technologies Corporation. All of these competitors are substantially larger and have greater resources than the Company. The Company competes primarily on the basis of total value, quality, function, serviceability, efficiency, availability of product, product line recognition and acceptability of sales outlet. However, in new construction where the contractor is the purchasing decision maker, AAON-Oklahoma often is at a competitive disadvantage on sales of rooftop units because of the emphasis placed on initial cost; whereas, in the replacement market and other owner-controlled purchases of such units, the Company has a better chance of getting the business since quality and long-term cost are generally taken into account.

Employees

As of March 1, 1995, the Company had 438 employees and 207 temporaries, none of whom are represented by unions. Management considers its relations with its employees to be good.

Patents, Trademarks, Licenses and Concessions

The Company does not consider any patents, trademarks, licenses or concessions held by it to be material to its business operations, other than possibly the patent pending on the heat-wheel option known as "AAONAIRE" discussed under "Products and Markets" and "Major Customers" above.

Environmental Matters

Laws concerning the environment that affect or could affect the Company's domestic operations include, among others, the Clean Water Act, the Clean Air Act, the Resource Conservation and Recovery Act, the Occupational Safety and Health Act, the National Environmental Policy Act, the Toxic Substances Control Act, regulations promulgated under these Acts, and any other federal, state or local laws or regulations governing environmental matters. The Company believes that it presently complies with these laws and that future compliance will not materially adversely affect the Company's earnings or competitive position.

Item 2. Properties.

The plant and office building of AAON-Oklahoma is of sheet metal construction, containing 187,000 square feet (172,000 sq. ft. of manufacturing/warehouse space and 15,000 sq. ft. of office space), located on a 12-acre tract of land at 2425 South Yukon, Tulsa, Oklahoma. The manufacturing area is in a heavy industrial type building, with total coverage by bridge cranes, containing manufacturing equipment designed for sheet metal fabrication and metal stamping. Assembly lines consist of three cart-type conveyor lines with variable line speed adjustment, two of which are motor driven. Subassembly areas and production line manning are based upon line speed. The manufacturing facility varies in width from 160 feet to 220 feet and in length from 700 feet to 900 feet. Production at this facility averaged approximately $5.9 million per month in 1994, which is 60% of the estimated capacity of the plant. Management deems this plant to be nearly ideal for the type of rooftop products being manufactured by the Company. The office space is believed to be adequate to support all capabilities of the manufacturing facility.

The operations of CP/AAON are conducted in a plant/office building at 203 Gum Springs Road in Longview, Texas, containing 110,000 square feet on eight acres. The manufacturing area (approximately 106,000 square feet) is located in two 120 foot wide sheet metal buildings connected by an adjoining structure. The facility is built for light industrial manufacturing.

In order to provide improved efficiency and to meet anticipated sales growth, the Company is increasing the size of both its Tulsa and Longview plants. The manufacturing space of the Tulsa facility will be increased from 172,000 to 317,000 square feet. Construction has begun and is scheduled for completion in June, 1995. In Longview, an additional six acres and a 25,000 square foot building adjacent to the existing facility were acquired in March, 1995.

Bank borrowings of the Company, totalling $7,623,000 at March 1, 1995, are secured, in part, by its Tulsa and Longview facilities (buildings and equipment).

Item 3. Legal Proceedings.

The Company is not a party to any pending legal proceeding which management believes is likely to result in a material liability and no such action is contemplated by or, to the best of its knowledge, has been threatened against the Company.

Item 4. Submission of Matters to a Vote of Security Holders.

No matter was submitted to a vote of security holders, through solicitation of proxies or otherwise, during the period from October 1, 1994, through December 31, 1994.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters.

The Company's Common Stock has been traded in the over-the counter market since April 1988, from December 31, 1990, to November 29, 1993, on the NASDAQ Small-Cap Market and thereafter on the NASDAQ National Market under the symbol "AAON". The range of sales prices for the Company's Common Stock during the last two years, as reported by the National Association of Securities Dealers, Inc., was as follows:

Quarter Ended	High Bid	Low Bid
March 31, 1993	$ 3.00	$ 1.375
June 30, 1993	6.125	2.375
September 30, 1993	8.00	4.25
December 30, 1993	7.75	6.00
March 31, 1994	14.125	7.25
June 30, 1994	18.00	10.75
September 30, 1994	16.75	12.125
December 31, 1994	14.875	10.75

All of the foregoing stock prices through September 15, 1993, have been adjusted for the 1-for-4 reverse split effective that date.

On March 1, 1995, there were 220 holders of record, and 2,480 beneficial owners, of the Company's Common Stock.

Since its inception, no cash dividends have been paid on the Company's Common Stock and the Company does not anticipate paying cash dividends in the foreseeable future. There is a negative covenant under the Company's Revolving Credit and Term Loan Agreement which prohibits the declaration or payment of such dividends, if following such action there would result a Default or Event of Default thereunder. The Company will pay a 10% stock dividend on March 27, 1995, to stockholders of record on March 13, 1995.

Item 6. Selected Financial Data.

The following selected financial data should be read in conjunction with the financial statements and related notes thereto for the periods indicated, which are included elsewhere in this report.

Results of Operations:	1994	1993	1992	1991	1990
	Years ended December 31, (In thousands, except earnings per share)				
Net sales	$79,542	$45,394	$37,026	$26,678	$36,127
Net income	5,101	2,665	1,593	379	979
Earnings per share (1)	.81	.44	.26	.06	.16

Balance Sheet Data:	1994	1993	1992	1991	1990
	December 31, (In thousands)				
Total assets	$32,562	$24,083	$15,705	$14,309	$14,312
Long-term debt	10,648	11,008	4,087	5,343	4,660
Stockholders' equity	11,461	6,350	3,685	2,092	1,713

---

(1) Earnings per share for the years ended December 31, 1994, 1993, 1992, 1991 and 1990 are based on 6,301,088, 6,091,392, 6,091,392, 6,091,392 and 6,046,975 common shares and common equivalents, respectively. Common share equivalents represent shares issuable upon assumed exercise of stock options which would have a dilutive effect. Common share equivalents had no material effect on the computation in 1993, 1992, 1991 or 1990. The Company declared a ten percent stock dividend on February 9, 1995 to be issued March 27, 1995 to stockholders of record on March 13, 1995. Effective September 15, 1993, the Company completed a one-for-four reverse stock split. The shares outstanding and earnings per share disclosures have been restated to reflect the stock dividend and the reverse stock split.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Set forth below is income statement information with respect to the Company for years 1994, 1993 and 1992:

	1994	1993	1992
	Years ended December 31, (In thousands)		
Net sales	$79,542	$45,394	$37,026
Cost of sales	61,664	33,908	29,724
Gross profit	17,878	11,486	7,302
Selling, general and administrative expenses	7,921	6,178	4,061
Income from operations	9,957	5,308	3,241
Interest expense	806	809	785
Other expense	445	259	3
Income before income taxes	8,706	4,240	2,453
Income tax provision	3,605	1,575	860
Net income	$ 5,101	$ 2,665	$ 1,593

Results of Operations

Net sales increased by approximately 75% in 1994 as compared to 1993. The 1994 sales increase represented a continuation and acceleration of the 23% sales increase in 1993 compared to 1992. The growth in sales in both years was attributable to improvement in the commercial building market in general, being stimulated by lower interest rates, and the Company's addition of significant new national accounts to its customer base. Both increases in sales were mainly due to the volume of business (approximately 97% in 1994 and 95% in 1993), rather than price increases. The outlook for 1995 is for further sales increases, but at a reduced rate of growth, and for a continuation of the trend of less concentration of sales to a few major, national account customers.

Gross profit declined in 1994 to 22.5% of net sales, compared to 25.3% in 1993, due to an inability to pass on increased costs, mitigated in part by forward purchasing of material which enabled the Company to avoid huge (70%) increases in copper and aluminum prices. Gross profit in 1993 increased to 25.3 % of net sales, compared to 19.7% in 1992, due to improvements in operating efficiency and increased production in 1993. The Company expects continued difficulty in 1995 in passing on increased costs to existing customers, but anticipates getting better margins on sales to new customers, with the net effect of achieving overall margins about the same as in 1994.

SG&A expenses increased 28% in 1994 compared to 1993, with the elements thereof directly tied to volume, i.e., warranty and selling costs, constituting most of the increase. Other items that would normally increase with the sharp rise in sales in 1994 had only a minimal effect. The 52% increase in SG&A in 1993 compared to 1992 was attributable to higher warranty expenses, approximately one-half of which was a "one-time charge", and significant additions to engineering staff.

Interest expense has remained at approximately the same level for three years, despite significant increases in sales the last two years. While the prime rate increased in 1994, the percentage over prime payable by the Company was reduced. Profits in 1994 also helped to contain borrowings, as did better control of inventories and accounts receivable, which increased only 47% and 46%, respectively, compared to a 75% increase in sales. Similar factors and the retirement of $1,927,000 of 10% subordinated debt (which was switched to lower interest cost revolving credit debt) in 1993 kept interest expense at around the 1992 level (approximately $800,000) notwithstanding a 23% increase in sales in 1993.

Income before income taxes in 1994 increased 105% over 1993 due primarily to a 75% increase in sales and an increase in SG&A of only 28% as compared to 1993. Income before income taxes in 1993 increased 73% over 1992 due mostly to the sales increase of 23% and a 57% improvement in gross margins, offset in part by a 52% increase in SG&A expenses.

The rate of income taxes increased in 1994 to 41% compared to 37% in 1993 due primarily to increases in state income taxes.

Financial Condition and Liquidity

As noted above, accounts receivable and inventories were higher at year-end 1994 as compared to December 31, 1993, but disproportionately less than the increase in sales in 1994; whereas, accounts receivables were up 96% and inventories were 52% higher at year-end 1993 (vs. 1992) primarily as a result of a sharp increase in sales in the fourth quarter of 1993.

The $803,000 increase in "Property, Plant and Equipment" in 1994, net of depreciation, reflects purchases totalling $2,376,000, mostly manufacturing equipment. The Company plans to spend approximately $2.5 million in 1995 in expanding its Tulsa facility from 187,000 square feet to 332,000 square feet and $330,000 to acquire an additional six acres and a 25,000 square foot building for the Longview, Texas, operations of CP/AAON. The Tulsa plant expansion, plus approximately $75,000 of related improvements, will be financed out of earnings and borrowings under the Company's revolving credit bank loan. The Longview land and improvement purchases will be financed by a bank term loan.

The higher levels of accounts payable at December 31, 1994 and 1993 are primarily attributable to increases in inventories to meet greater sales volumes in the fourth quarter of each of those years.

Also, accrued liabilities were higher at year-end 1994 and 1993 due to increases in reserves (warranty, commissions and employee payroll and benefit accruals) due to greater sales.

The significant changes in paid-in capital and "retained earnings" (1994 vs. 1993) resulted from the effect of restating those accounts to reflect the 10% stock dividend to be paid on March 27, 1995.

The capital needs of the Company are met primarily by its bank revolving credit facility. Management believes this bank debt (or comparable financing), term loans and projected profits from operations will provide the necessary liquidity and capital resources to the Company for at least the next five years, including a lump-sum payment (pursuant to a noncompete agreement with the former stockholder of Coils Plus, Inc., the assets of which were acquired by CP/AAON in December, 1991) equal to five times the average of 20% of CP/AAON's pre-tax income for 1995 and 1996, which will be payable in April, 1997. The Company's belief that it will have the necessary liquidity and capital resources is based upon its knowledge of the HVAC industry and its place in that industry, its ability to limit the growth of its business if necessary and its relationship with its existing bank lender.

The Company's revolving credit line (which currently extends to March 31, 1996) provides for maximum borrowings of $8,150,000. Interest on this line is payable monthly at the Chase Manhattan Bank prime rate or LIBOR plus 2.4%, at the election of the Company. Availability of funds under the agreement is based on 80% of eligible accounts receivable, plus 50% of raw materials and finished goods inventories, with inventories not to exceed 50% of the borrowing base. Its term loans were in the original principal amounts of $2,550,000 and $1,450,000, providing for monthly principal payments of $25,000 and $15,000, respectively (which commenced June 30, 1992), and $1,000,000, providing for monthly principal payments of $10,000 (which commenced February 28, 1994). Interest on these loans is payable monthly at the Chase Manhattan Bank prime rate plus 1/2%. The maturity of all three term loans is January 31, 1999.

Item 8. Financial Statements and Supplementary Data.

The financial statements and supplementary data are included at page 16.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

PART III

Item 10. Management Report.

Incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the Company's 1995 Annual Meeting of Stockholders.

Item 11. Executive Compensation.

Incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the Company's 1995 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

Incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the Company's 1995 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions.

Incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the Company's 1995 Annual Meeting of Stockholders.

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K.

(a) 1. Financial statements.

See Index to Consolidated Financial Statements on page 15.

2. Exhibits:

(2) Asset Purchase Agreement and related agreements concerning the purchase of assets of Coils Plus, Inc., by CP/AAON, Inc., on December 30, 1991 (i)

(3) (A) Articles of Incorporation (ii)
(A-1) Article Amendments (iii)
(B) Bylaws (ii)
(B-1) Amendment of Bylaws (iv)

(4) (A) Restated Revolving Credit and Term Loan Agreement ("Loan Agreement") and related documents (iv)
(A-1) Latest amendment of Loan Agreement (v)

(10) (A) Letter Agreement with Wal-Mart Stores, Inc. (iii)
(B) AAON, Inc. 1992 Stock Option Plan, as amended (vi)

(21) List of Subsidiaries (vi)

(i) Incorporated herein by reference to the exhibits to the Company's Form 8-K dated January 13, 1992.

(ii) Incorporated herein by reference to the exhibits to the Company's Form S-18 Registration Statement No. 33-18336-LA.

(iii) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, and to the Company's Form 8-K dated March 21, 1994.

(iv) Incorporated herein by reference to the Company's Form 8-K dated June 22, 1992, or exhibits thereto.

(v) Incorporated herein by reference to exhibit to the Company's Form 8-K dated February 15, 1995.

(vi) Incorporated herein by reference to exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, and to the Company's Form S-8 Registration Statement No. 33-78520.

(b) The Company did not file any reports on Form 8-K during the period from October 1, 1994, to December 31, 1994.

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

AAON, INC.

Dated: March 21, 1995

By: /s/ Norman H. Asbjornson
Norman H. Asbjornson, President

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Dated: March 21, 1995

/s/ Norman H. Asbjornson
Norman H. Asbjornson
President and Director
(principal executive officer)

Dated: March 21, 1995

/s/ William A. Bowen
William A. Bowen
Vice President-Finance and Director
(principal financial officer
and principal accounting officer)

Dated: March 21, 1995

/s/ John B. Johnson, Jr.
John B. Johnson, Jr.
Director

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders of AAON, Inc.:

We have audited the accompanying consolidated balance sheets of AAON, Inc. (a Nevada corporation) and subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 1994. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of AAON, Inc. and subsidiaries as of December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994, in conformity with generally accepted accounting principles.

Arthur Andersen & Co.

Tulsa, Oklahoma
February 14, 1995

AAON, INC.

CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

ASSETS	DECEMBER 31, 1994	DECEMBER 31, 1993
CURRENT ASSETS:		
Cash	$ 26	$ 113
Accounts receivable, net (Notes 2 and 4)	11,898	8,114
Inventories, net (Notes 2 and 4)	10,245	6,998
Prepaid expenses	201	134
Deferred income taxes (Note 5)	1,407	503
Total current assets	23,777	15,862
PROPERTY, PLANT AND EQUIPMENT, net (Notes 2 and 4)	8,230	7,427
INTANGIBLE ASSET, net (Note 2)	390	585
OTHER ASSETS	165	209
Total assets	$ 32,562	$24,083
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 5,852	$ 3,881
Accrued liabilities (Note 2)	3,665	1,592
Current maturities of long-term debt (Note 4)	936	1,105
Total current liabilities	10,453	6,578
LONG-TERM DEBT (Note 4)	10,648	11,008
DEFERRED INCOME TAXES (Note 5)	-	147
STOCKHOLDERS' EQUITY, per accompanying statements (Note 9):		
Preferred stock, $.001 par value, 5,000,000 shares authorized, no shares issued	-	-
Common stock, $.004 par value, 50,000,000 shares authorized	24	22
Additional paid-in capital	7,671	984
Retained earnings	3,766	5,344
Total stockholders' equity	11,461	6,350
Total liabilities and stockholders' equity	$32,562	$24,083

The accompanying notes are an integral part of these balance sheets.

AAON, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	FOR THE YEARS ENDED DECEMBER 31, 1994	1993	1992
NET SALES	$79,542	$45,394	$37,026
COST OF SALES	61,664	33,908	29,724
GROSS PROFIT	17,878	11,486	7,302
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	7,921	6,178	4,061
INCOME FROM OPERATIONS	9,957	5,308	3,241
INTEREST EXPENSE	806	809	785
OTHER EXPENSE	445	259	3
INCOME BEFORE INCOME TAXES	8,706	4,240	2,453
INCOME TAX PROVISION	3,605	1,575	860
NET INCOME	$ 5,101	$ 2,665	$ 1,593
EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE (Notes 2, 8 and 9)	$.81 (a)	$.44 (a)	$.26 (a)
WEIGHTED AVERAGE SHARES OUTSTANDING AND COMMON SHARE EQUIVALENTS (Notes 2, 8 and 9)	6,301 (a)	6,091 (a)	6,091 (a)

The accompanying notes are an integral part of these statements.

(a) Restated to reflect the effect of the ten percent stock dividend declared February 9, 1995 and, for 1992, the one-for-four reverse stock split effective September 15, 1993. See Notes 2, 8 and 9.

AAON, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 1992, 1993 AND 1994
(In thousands)

	Common Stock Shares	Common Stock Amount	Paid-in Capital	Retained Earnings	Total
BALANCE, DECEMBER 31, 1991	22,150	$22	$984	$1,086	$2,092
NET INCOME	-	-	-	1,593	1,593
BALANCE, DECEMBER 31, 1992	22,150	22	984	2,679	3,685
REVERSE STOCK SPLIT (Note 8)	(16,612)	-	-	-	-
NET INCOME	-	-	-	2,665	2,665
BALANCE, DECEMBER 31, 1993	5,538	22	984	5,344	6,350
NET INCOME	-	-	-	5,101	5,101
STOCK OPTIONS EXERCISED (Note 7)	8	-	10	-	10
STOCK DIVIDEND (Note 9) (a)	555	2	6,677	(6,679)	-
BALANCE, DECEMBER 31, 1994	6,101	$24	$7,671	$3,766	$11,461

The accompanying notes are an integral part of these statements.

(a) Ten percent stock dividend declared February 9, 1995. See Note 9.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	FOR THE YEARS ENDED DECEMBER 31, 1994	1993	1992
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 5,101	$ 2,665	$ 1,593
Adjustments to reconcile net income to net cash provided by (used in) operating activities-			
Depreciation and amortization	1,714	1,130	806
Provision for losses on accounts receivable	157	111	257
Provision for excess and obsolete inventories	100	-	182
Loss on disposition of assets	38	11	13
Deferred income taxes	(1,051)	(266)	30
Change in assets and liabilities-			
(Increase) in accounts receivable	(3,941)	(4,096)	(1,324)
(Increase) in inventories	(3,347)	(2,381)	(845)
(Increase) decrease in prepaid expenses and other assets	(66)	74	(117)
Increase (decrease) in accounts payable	1,971	2,126	(1,040)
Increase in accrued liabilities	2,073	594	154
Total adjustments	(2,352)	(2,697)	(1,884)
Net cash provided by (used in) operating activities	2,749	(32)	(291)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of property, plant and equipment	59	-	20
Capital expenditures	(2,376)	(2,575)	(623)
Net cash used in investing activities	(2,317)	(2,575)	(603)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Borrowings under revolving credit agreement	35,130	23,103	17,429
Payments under revolving credit agreement	(34,542)	(18,770)	(17,107)
Proceeds from long-term debt	-	1,007	1,450
Stock options exercised	10	-	-
Payments on long-term debt	(1,117)	(2,685)	(1,109)
Net cash provided by (used in) financing activities	(519)	2,655	663
NET INCREASE (DECREASE) IN CASH	(87)	48	(231)
CASH, beginning of year	113	65	296
CASH, end of year	$ 26	$ 113	$ 65

The accompanying notes are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1994 AND 1993
(Dollar amounts in thousands, except share and per share information)

1. OPERATIONS AND ORGANIZATION:

AAON, Inc. (the Company, a Nevada corporation) is engaged in the manufacture and sale of commercial rooftop air conditioners, heating equipment and components through its wholly-owned subsidiaries AAON, Inc. (AAON, an Oklahoma corporation) and CP/AAON, Inc. (CP/AAON, a Texas corporation).

In December 1991, CP/AAON acquired certain assets of Coils Plus, Inc. (CP), an air coil manufacturer, for $2,166. The purchase method of accounting was used to account for the purchase of CP whereby the total purchase consideration was allocated to the assets purchased based on their estimated fair values. In connection with the purchase from CP, CP/AAON entered into a noncompetition agreement with the former stockholder of CP. The agreement requires payments equal to 20 percent of CP/AAON's pre-tax income for each of the years ending December 31, 1992 through 1996. In addition, a lump-sum payment equal to five times the average of the payments for 1995 and 1996, subject to a maximum of $4,000, will be payable in April 1997. Also, the agreement requires CP/AAON to make monthly advances of $20 through December 1996. Any additional amounts payable exceeding the monthly advances will be expensed at the end of each year. No such expense was required for 1994, 1993 or 1992. The present value of the total of advances is recorded as a noncompetition agreement and is being amortized over five years (See Note 4).

2. ACCOUNTING POLICIES:

Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, AAON and CP/AAON. All significant intercompany accounts and transactions have been eliminated.

Revenue Recognition

Revenues are recognized at the time of shipment.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Maintenance, repairs and betterments, including replacement of minor items of physical properties, are charged to expense; major additions to physical properties are capitalized. The cost of the assets retired or sold is credited to the asset accounts and the related depreciation is charged to the accumulated depreciation accounts. The gain or loss from sale or retirement of property, if any, is included in net income. Property, plant and equipment are depreciated using the straight-line method over the following estimated useful lives:

	Years
Buildings	20
Machinery and equipment	4-10
Furniture and fixtures	5

Warranties

A provision is made for the estimated cost of warranty obligations at the time the related products are sold. Warranty expense was $2,712, $2,457 and $880 for the years ended December 31, 1994, 1993 and 1992, respectively.

Earnings Per Share

Earnings per share has been computed by dividing net income by the weighted average number of common shares and common share equivalents outstanding, restated for the one-for-four reverse stock split and the ten percent stock dividend (See Notes 8 and 9, respectively). Common share equivalents included in the computation represent shares issuable upon assumed exercise of stock options which would have a dilutive effect. Common share equivalents had no material effect on the computation in 1993 or 1992.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year presentations. These reclassifications have no impact on net income.

Details to Consolidated Balance Sheets

	December 31, 1994	December 31, 1993
ACCOUNTS RECEIVABLE:		
Accounts receivable	$ 12,043	$ 8,194
Less- allowance for doubtful accounts	145	80
Total, net	$ 11,898	$ 8,114
INVENTORIES:		
Raw materials	$ 6,448	$ 4,008
Work in process	2,202	1,302
Finished goods	1,835	1,828
Total	10,485	7,138
Less- allowance for excess and obsolete inventory	240	140
Total, net	$ 10,245	$ 6,998
PROPERTY, PLANT AND EQUIPMENT:		
Land	$ 227	$ 227
Buildings	4,088	4,038
Machinery and equipment	6,343	4,480
Furniture and fixtures	896	799
Total	11,554	9,544
Less- accumulated depreciation	3,324	2,117
Total, net	$ 8,230	$ 7,427
INTANGIBLE ASSET:		
Noncompetition agreement	$ 975	$ 975
Less- accumulated amortization	585	390
Total, net	$ 390	$ 585
ACCRUED LIABILITIES:		
Warranty	$ 1,830	$ 845
Commissions	680	340
Other	1,155	407
Total	$ 3,665	$ 1,592

	Year Ended December 31, 1994	1993	1992
ALLOWANCE FOR DOUBTFUL ACCOUNTS:			
Balance, beginning of period	$ 80	$ 81	$ 50
Provision for losses on receivable	157	111	257
Receivable written off, net of recoveries	(92)	(112)	(226)
Balance, end of period	$ 145	$ 80	$ 81
ALLOWANCE FOR EXCESS AND OBSOLETE INVENTORY:			
Balance, beginning of period	$ 140	$ 240	$ 58
Provision for excess and obsolete inventories	100	-	182
Inventories written off	-	(100)	-
Balance, end of period	$ 240	$ 140	$ 240

3. SUPPLEMENTAL CASH FLOW INFORMATION:

Interest payments of $760, $809 and $783 were made during the years ended December 31, 1994, 1993 and 1992, respectively. Payments for income taxes of $4,335, $1,923 and $789 were made during the years ended December 31, 1994, 1993 and 1992, respectively.

4. DEBT:

Long-term debt at December 31, consists of the following:

	1994	1993
Three bank term-loan agreements, payable in total monthly payments of $50 through January 1999 with a balloon payment in January 1999, plus interest payable monthly at Chase Manhattan Bank prime plus 1/2% (9% at December 31, 1994), collateralized by machinery, equipment and real estate.	$ 3,530	$ 4,130
$8,150 maximum bank line of credit subject to a borrowing base of accounts receivable and inventory, with interest at LIBOR plus 2.75% (7.75% at December 31, 1994), due March 15, 1996, collateralized by accounts receivable, inventory, intangibles and the stock of AAON and CP/AAON.	7,315	6,727
Noncompetition agreement discounted at 8.5%, payable in monthly payments of $20 through December 1996.	440	634
Other	299	622
	11,584	12,113
Less- current maturities	936	1,105
	$10,648	$11,008

Combined maturities of debt for each of the years ended December 31, are as follows:

1995	$ 936
1996	8,277
1997	651
1998	600
1999	1,120
	$ 11,584

The revolving credit and the term-loan agreement requires, among other things, that the Company maintain minimum net worth, a minimum tangible net worth, minimum working capital and a minimum debt to tangible net worth ratio. The revolving credit portion of the agreement allows the Company twointerest rate options; Chase Manhattan Bank prime or LIBOR plus 2.75%. Subsequent to December 31,1994, the second interest rate option was amended to LIBOR plus 2.4%. At December 31, 1994,the Company was in compliance with the covenants of the revolving credit and term-loan agreements.

5. INCOME TAXES:

Effective January 1, 1993, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes." The adoption of this statement did not impact the consolidated financial statements.

The income tax provision consists of the following:

	Years Ended December 31,		
	1994	1993	1992
Current	$ 4,656	$ 1,841	$ 830
Deferred	(1,051)	(266)	30
	$ 3,605	$ 1,575	$ 860

The reconciliation of the federal statutory income tax rate to the effective income tax rate is as follows:

	Years Ended December 31,		
	1994	1993	1992
Federal statutory rate	34%	34%	34%
State income taxes	6	-	-
Other	1	3	1
	41%	37%	35%

The tax effect of temporary differences giving rise to the Company's deferred income taxes at December 31 are as follows:

	1994	1993
Deferred tax assets -		
Valuation reserves	$ 201	$ 75
Warranty accrual	759	287
Other accruals	372	115
Noncompetition agreement	210	12
Other, net	53	26
	1,595	515
Deferred tax liabilities -		
Depreciation and amortization	188	159
Net deferred tax asset	$1,407	$ 356

6. MAJOR CUSTOMERS:

Sales to customers with greater than ten percent of total sales consist of the following:

	Years Ended December 31,		
	1994	1993	1992
Wal-Mart Stores, Inc.	40%	38%	42%
K-Mart Corp.	-	12%	12%

7. BENEFIT PLANS:

During 1994, the shareholders approved an amendment to the stock option plan for key employees and directors to increase the number of shares of common stock covered by the plan to 605,000. Under the terms of this plan, the exercise price of shares granted will not be less than 85 percent of their fair market value at the date of the grant. The exercise price of all options granted was equal to the market price at the date of grant. Options granted vest at a rate of 20 percent per year, commencing one year after date of grant, and are exercisable for ten years. At December 31, 1994, 306,350 shares were available for granting future options. The number and exercise price of options granted were as follows:

	Number of Shares	Price Per Share
OUTSTANDING AT JANUARY 1, 1992	-	-
Granted	237,500	$1.25-$1.3125
Exercised	-	-
OUTSTANDING AT DECEMBER 31, 1992	237,500	$1.25-$1.3125
Granted	-	-
Exercised	-	-
OUTSTANDING AT DECEMBER 31,1993	237,500	$1.25-$1.3125
Stock dividend (Note 9)	23,750	-
Granted	37,400	$14.3125
Exercised	(8,250)	$ 1.3125
OUTSTANDING AT DECEMBER 31, 1994	290,400	$1.25-$14.3125
EXERCISABLE AT DECEMBER 31, 1994	96,250	$1.25-$1.3125

The Company sponsors a defined contribution plan. Employees can make contributions at a minimum of one percent and a maximum of 15 percent of compensation. The Company may, on a discretionary basis, contribute a Company matching contribution not to exceed six percent of compensation. The Company made matching contributions of $78, $27 and $0 in 1994, 1993 and 1992, respectively.

The Company maintains a profit sharing bonus plan under which ten percent of pre-tax profit is paid to eligible employees on a quarterly basis. Profit sharing expense was $998, $457 and $199 for the years ended December 31st, 1994, 1993 and 1992, respectively.

8. REVERSE STOCK SPLIT:

Effective September 15, 1993, the Company completed a one-for-four reverse stock split. The earnings per share and average shares outstanding amounts in the consolidated statements of operations have been restated to reflect the reverse stock split.

9. SUBSEQUENT EVENT - STOCK DIVIDEND:

The Company declared a ten percent stock dividend on February 9, 1995, payable on March 27, 1995 to stockholders of record on March 13, 1995. The earnings per share and average shares outstanding amounts in the consolidated statements of operations and the shares outstanding in the consolidated statements of stockholders' equity have been restated to reflect the stock dividend.

Board of Directors

Norman H. Asbjornson
President and Treasurer
AAON, Inc.

William A. Bowen
President
The Bowen Company
Tulsa, Oklahoma
(Financial Consulting)

Richard E. Minshall
President
Capital Advisors, Inc.
Tulsa, Oklahoma
(Investment Advisory Firm)

Anthony Pantaleoni
Partner, Fulbright & Jaworski L.L.P.
New York, New York
(Law Firm)

John B. Johnson, Jr.
Member, Johnson, Allen, Jones & Dornblaser
Tulsa, Oklahoma
(Law Firm)

Officers

Norman H. Asbjornson
President and Treasurer

Robert G. Fergus
Vice President

William A. Bowen
Vice President–Finance

John B. Johnson, Jr.
Secretary

Corporate Data

Transfer Agent and Registrar
Progressive Transfer Company
1981 East Murray-Holladay Road
Suite 200
Salt Lake City, Utah 84117

Auditors
Arthur Andersen & Co.
6450 South Lewis,
Suite 300
Tulsa, Oklahoma 74136

Corporate Counsel
Johnson, Allen, Jones & Dornblaser
900 Petroleum Club Building
601 South Boulder
Tulsa, Oklahoma 74119

Corporate Offices
2425 South Yukon Avenue
Tulsa, Oklahoma 74107

Common Stock
NASDAQ–AAON

AAON PROUDLY ACKNOWLEDGES THE DEDICATION AND DETERMINATION OF OUR EMPLOYEES WHOSE EFFORTS CONTRIBUTE IMMEASURABLY TO OUR SUCCESS

DELMAR ADAMS • MICHAEL AICHELE, JR. • JONNIE ALLEN • MICHAEL AMBURGEY • PAUL AMOSS • JIM ANGUS
JOHN ASBJORNSON • NORMAN ASBJORNSON • SCOTT ASBJORNSON • GARY ASHMORE • EMANUEL ATCHISON • JAMES BAILEY
DAVID BAKER • PEARL BALDWIN • TONY BARBER • JOSEPH BARBERA • EDDIE BARNETT • JERRELL BARNETT • PAMELA BARNETT
JOE BARR • MELTON BARR • MICHAEL BASS • DARLENE BAYLESS • BRIAN BEIL • ISAAC BENN • VICTOR BERROSPE
HANK BIERWIRTH • JANA BIRDWELL • JAMES BLACK • BRANDON BLALOCK • KYLE BLESSING • JACKIE BLEVINS
JIM BLEVINS • RICHARD BOBO • CARLOS BOOTH • WILLIAM BOWEN • DEMECO BOWENS • GREGORY BOX
LINDA BRICKER • TONY BROTHERTON • DARLENE BROWN • FALECIA BROWN • GERRY BROWN • KEVIN BROWN
ROBERT BROWN • TED BROWN • WILLIAM BRYANT • BANG BUI • CARLOS BUIRREA • ROBERT BURCH • ROBBYE BURK
JOHN BUTLER • RICKY BUZZARD • DIANA CADENA • OSCAR CADENA • KENT CALLICOAT • ARTHUR CANDLER
STEVE CARTER • LUIS MANUEL CASTANON • JUAN CASTRO • WILLIAM CHANDLER • CHRISTENE CHAPMAN
PHAYUANH CHAREUNSOUK • DALE CHERRY • DANIEL CHERRY • PAUL CHERRY • GEORGE CHURCHILL • MORRIS CLARK
RAYMOND CLEVELAND • DAVID COBB • KENNETH COCHRAN • PENNY COLE • ROSE COLE • NICHOLAS COLLINS
ISRAEL COLON • CLARENCE COOK • GARY COOPER • ELAINE CORKHILL • TIMOTHY CORKHILL • GLENNA CORNEJO
BRIAN CORY • JERRY COSPER • RONNIE COUSINS • ANNA COX • JOHN COX • RICHARD CRAITE • LINDA CRAMER
MELVIN CRAMER • PRESTON CREASON • MIKEL CREWS • JERROLD CRITTENDEN • GARY CROSBY
DARRELL CROW • ROBERT CUMMINGS • BRIAN CUNNINGHAM • TERESA DAMME • GWENDOLYN DANIELS
LORETTA DARLING • CARLA DAVIS • CRYSTAL DAVIS • KIRKLIN DAVIS • MARK DAVIS • RICHARD DAVIS • RON DAVIS
GWENDOLYN DECKARD • JUANA DELOBO • CARLOS DELUNA • CHARLES DEWEESE • CAROLYN DIPASQUALE
HOMER DODD • KEVIN DODD • RICKEY DODSON • JOHN DOLS • HAROLD DOUGLAS • JOHN DOWNEY
THOMAS DREADFULWATER • MICHAEL DREW • MARVIN DUFFEY • RANDY DUNAWAY • RALPH DURBIN • RANDY DWIGGINS
BETTY LOU ELI • TINISHA ENGLISH • MIGUEL ESPINOZA • NORMAN EVANS • BOB EWING • JAMES EWING • ROBERT EWING
CEOLAR FAGGANS • ROBERT FERGUS • PEDRO FERNANDEZ • DAVID FEWELL • DAVID FLETCHER • RUBY FLOYD
CHRISTOPHER FOBELL • MARY ELLEN FRANKLIN • LINDA FREEMAN • JOHNNIE FRIESZ • RICKY GABEHART • CURTIS GANN
LEON GANN • MARIA GARCIA • DAPHINE GEORGE • TYLER GILLIAM • DAVID GILLILAND • ELPIDIO GOMEZ
MIGUEL GOMEZ • PEDRO GOMEZ • SUSANO LOPEZ GONZALEZ • JERRY GOODALE • JERRY GOODALE, JR. • BARRY GOODSON
CHRISTOPHER GORTON • CYNTHIA GRANADO • JAMES GREEN • BRYAN GREER • JACK GREER • RONALD GREER
JEWEL GRIFFITH • JEANNE HACKLER • NANCY HACKNEY • JACK HALL • KELLY HALL • ROBERT HALL • DANNY HAMILTON
PHILIP HAMPTON • STEVEN HAMPTON • RICHARD HANNEFIELD • BRENDA HARDMAN • ROBERT HARP • KENNETH HAVARD
OREN HENDERSON • CARL HENRY• JAMES HENSLEY • ARIEL HERNANDEZ • TAKEO HIGA • DEWAYNE HIGHTOWER
JACOB HILL • JOHN HILL • MARCELLA HILL • LYNN HODGE • GREG HOLCOMB • DONNA HOLLOWAY • DEBBIE HOLT
STANLEY HORTON • JASON HOUSER • JERRY HOUSTON • LARRY HOWARD • LYDIA HUDSON • DOUGLAS HUFFMAN
LARRY HUFFMAN • BILLY HUGHART • JAMES HUNT • GALEN HURT • RONALD HUTCHCRAFT • GARY HUTCHINS
SAMUEL INGRAM • GALEN IRONS • LOREN IRONS • TIM IRWIN • BETTY IVY • BELINDA JACKSON • DONALD JACKSON
McKINLEY JAMES • DAVID JEFFERY • MICHAEL JOHNSON • TERRY JOHNSON • SHERRI JOHNSTON • BRANDON JONES
BRYAN JONES • JAMES JONES • JERRY JONES • KATHY KANE • RICHARD KEATON • RANDALL KEENER • BRYAN KELLEY
HAROLD KEMPKES • LARRY KENTON • MOHAMMED KHAN • FRANCES KING • SHONERIC KING • TONIA KING
DONLE KIRKLAND • CHARLES KIRKLEY • REBECCA KNIGHT • RAYMOND KOLLOCK • JAMES KOSS • KRISHNAKUMAR KRISHNAN
KEVIN LANCASTER • DENNIS LANE • CYNTHIA LANPHEAR • JOHN LAROUX • GLEN DALE LATHAN • RICHARD LAWSON
RONALD LAWSON • STACY LAWSON • JACKIE LEE • PATRICIA LENNOX • KEVIN LESTER • JOHN LEWIS • JERRY LINCOLN
RICHARD LONEY • MARGARITO LOPEZ • FRANCISCO LOZOYA • RICHARD LUDWIG • EVODIO MACEDO • DON MADEWELL
DAVID MAGEE • SCOTT MAHAN • LATY MALAPHA • BRUCE MARRS • KEITH MARTIN • MARY MARTIN • PAUL MARTIN
RODOLFO MARTINEZ • JAMES MASON • CHRISTOPHER MASON, JR. • JANICE MASSA • PERCY MATHIS • STACY MAYO
SHARON McBRIDE • JEARL McCOMBS • ROY McCONNELL • JACKIE McCOO • RAY McCORMICK • PATSY McFADDEN
BARRY McFARLAND • SUSIE McWILLIAMS • CHARLES MEADOWS • CHARLES MEADOWS II • JOE MENDOZA • JERRIC MINOR
STEPHEN MINOR • JOSE MIRELES • DOUGLAS MITCHELL • TRACY MOBLEY • JO ANN MONTGOMERY • JAN MOORE
KIMBERLY MOORE • SHERRY MOORE • TONY MOORE • KRISHNA MUPPAVARAPU • ISIDRO MURILLO • ERIC NETTLES
SHAWN NEVELS • NITA NICHOLS • CALVIN NOEL • JERRY NOLAN • MELINA NOYES • JAMES O'NEILL • WANDOLYN O'QUINN
GEORGE OEHMCKE • EDSON OLIVA • RAYMON OSBORN • LAVINIA PADGETT • STEPHEN PARGETER • CARL PARKER
SHIRLEY PARKER • MICHEAL PARNELL • JASON PATE • RONNIE PATTON • VADEN PAULSEN • CODY PECHANEC
WILLIAM PEGUES • JIMMY PENSE • CHARLES PEOPLES • KENNETH PERKINS • ANGELA PHIPPS • RONALD PINGILLEY
MICHAEL PIPPIN • KEVIN PITTSER • MARK POOL • DENNIS POTEETE • GREG POWERS • MARTIN PRADO • GARY RAINWATER
JOSE RAMON • KENDRIC RATLIFF • DIEGO REBOLLAR • MIGUEL REBOLLAR • RONNIE REDDING • LANCE REDELK • JAMES REED
CATHERINE REESE • EVERETT REITZ • PHILLIP RELLERGERT • DAVID RENEAU • GHLEE RENNER • LORI REYNOLDS
MICKEY REYNOLDS • BALLARD RICE • BOYCE RICHIE • JESUS RIVAS • DOUGLAS ROADS • MICHAEL ROARK • AARON ROBBINS
BRUCE ROBINSON • LENDA ROBISON • JERRY ROGERS • TERRY ROMBACH • ROBERT ROMO • JOHNNY ROSS
RONALD RUENGERT • ARTURO RUIZ • AVA RUSSELL • FLOYD SALTSMAN • JOSÉ SANCHEZ • KENT SANDERS • LUIS SANTILLANO
MARK SARASUA • ROBERT SCHOOLEY • DWAYNE SCHWARTZ • CURTIS SEYMOUR • ALLEN SHAEFFER • KATHY SHEFFIELD
DEBRA SHELTON • KIM SHERRILL • VINSON SHIPP • EDDIE SIMS • JOSEPH SINGH • BRENDA SLOAN • ALLAN SMITH
BRETT SMITH • CHRISTINE SMITH • DALON SMITH • DAVID SMITH • DENNIS SMITH • KERIE SMITH • REGINALD SMITH
DENNIS SNOW • KHAO SOUVANNASING • JOE SPEARS • PAUL SPURRIER • LAWANA STANE • DON STANFORD • LARRY STANTON
KYLE STARKWEATHER • JOHN STEVENS • BRIAN STEWART • CARL STEWART • STEVE STEWART • TOMMY STEWART
OLA STINSON • BRENT STOCKTON • BILLY STRENGTH • THOMAS SULLIVAN • HAROLD SUMMERS • GARY SWARER
RHONDA SWIMS • JAMES TABER • MARTY TABER • GABRIEL TALAMANTES • JOE TART • JANET THOMAS
KENNETH TIGER • MERLENE TIGER • MELVA TODD • JOSE TORIBIO • JAMES TORNBERG • JORGE TORRES • PASCUAL TREJO
RODGER TUCKER • CHARLES TULLOS • KATHERINE TULSA • JOSEPH TURNER VI • ROBERT ULLRICH • PERNELL UNDERWOOD
ROBERT VANDERGRIFF • JOHN VANNESS • MARCO VAZQUEZ • BIANCA VASQUEZ • PAUL WADDELL • RODERICK WALKER
PERRY WARNER • JEANETTE WASHINGTON • GERALDINE WATSON • ANTHONY WEBB • KENNETH WEBB • MARVIN WEBB
NORRIS WEBB • SHAWN WELSH • SHARON WEST • LINDA SUE WHEAT • GERRY WHITED • STEVEN WHORTON • JACKIE WILES
JERRY WILES • CHARLES WILLIAMS • STEPHEN WILLIAMS • TERRY WILLIAMS • WALTER WILLIAMS • JAMES WILLIAMSON
DAVID LEE WILLIS • JOE WILLIS • BURTON WITASCHEK • ELOISE WOODS • CHERYL WRIGHT • DALE WRIGHT • DANNY WRIGHT
JASON WRIGHT • STANLEY WRIGHT • JIM WYRICK • CHRIS YODER • DONNIE YOUNG