

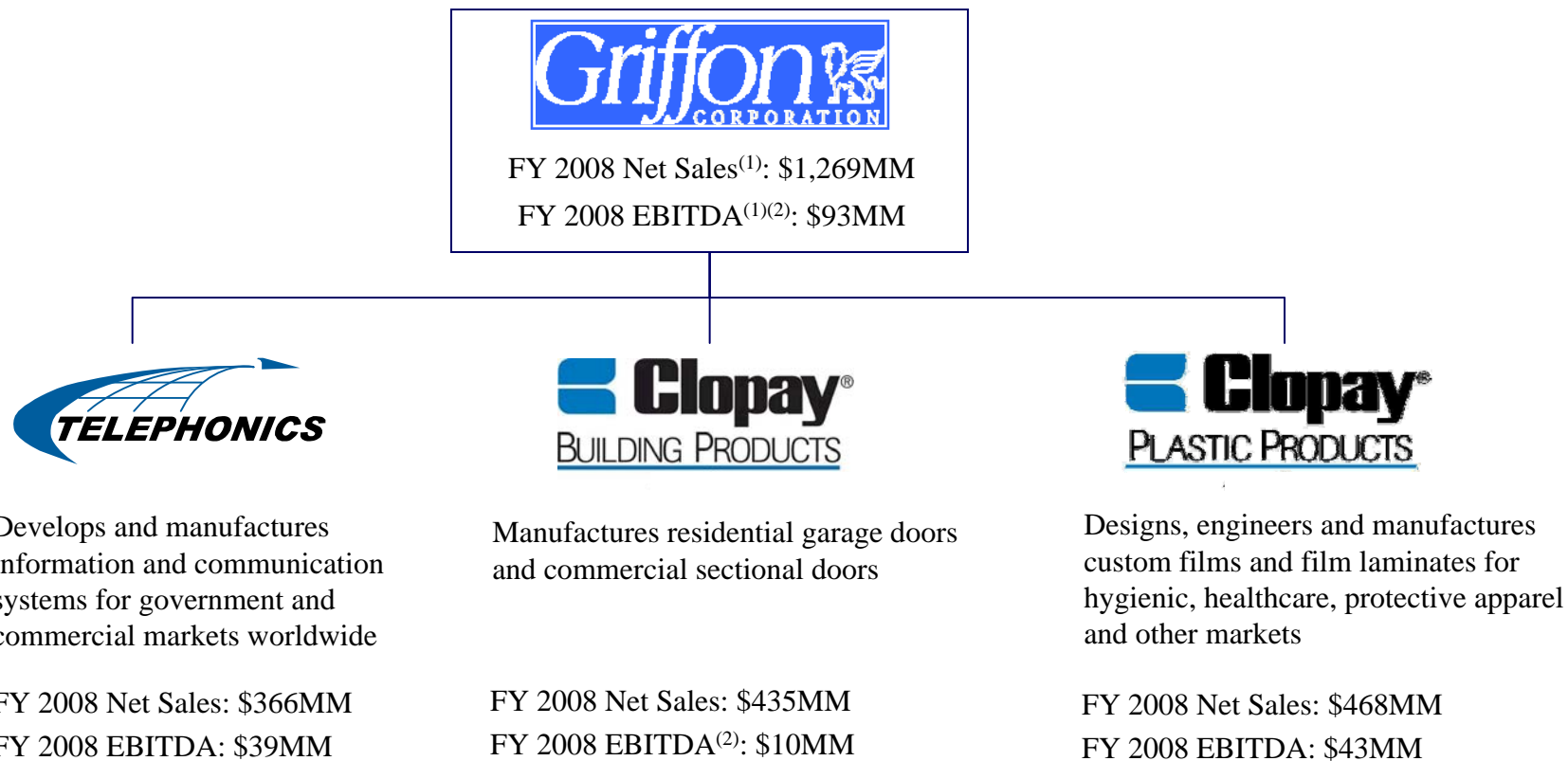


May 2009

# Forward-Looking Statements

*All statements other than statements of historical fact included in this presentation, including without limitation statements regarding the company's financial position, business strategy and the plans and objectives of the company's management for future operations, are forward-looking statements. When used in this presentation, words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to the company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the company's management, as well as assumptions made by and information currently available to the company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including, but not limited to, business, financial market and economic conditions, including, but not limited to, the credit market, the housing market, results of integrating acquired businesses into existing operations, the results of the company's restructuring and disposal efforts, competitive factors and pricing pressures for resin and steel, and capacity and supply constraints. Such statements reflect the views of the company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the company as previously disclosed in the company's SEC filings. Readers are cautioned not to place undue reliance on these forward-looking statements. The company does not undertake to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.*

# Business Overview



Note: Consolidated EBITDA represents segment adjusted EBITDA.

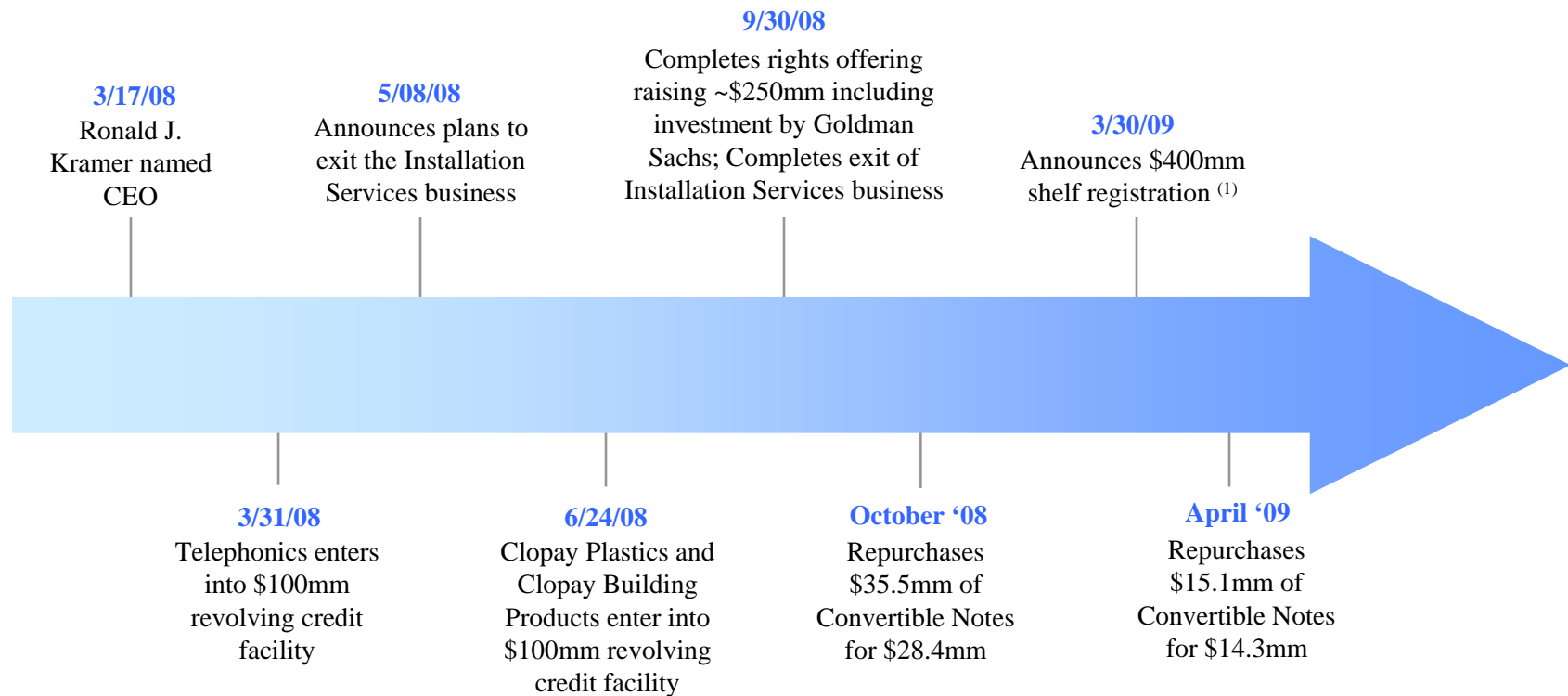
(1) Net sales and EBITDA exclude discontinued operations.

(2) Adjusted for \$12.9mm write-off of goodwill and \$2.6mm of restructuring charges.



# Recent Developments

Over the past year, Griffon has dramatically improved its balance sheet and positioned itself for future growth



(1) Original announcement on 3/30/09 was for \$300mm. Registration was amended for \$400mm on 5/11/09.



# Balance Sheet Strength; Enhanced Flexibility

*(\$ and shares outstanding in millions)*

In addition to Griffon's cash position, its recent \$400mm shelf registration adds increased financial flexibility

	<u>As of 3/31/2008</u>	<u>As of 3/31/2009</u>
Cash and Equivalents	\$39.4	\$274.3
Total Debt	\$206.6	\$196.4
Stockholders' Equity	\$462.6	\$640.1
Shares Outstanding	29.9	59.5
Net Debt to LTM EBITDA <sup>(1)</sup>	2.2x	(1.1x)
Debt to Total Capitalization	31%	23%

(1) Consolidated EBITDA from continuing operations excluding non-recurring items.





# Telephonics Overview

Develops mission critical electronic equipment for intelligence, surveillance, reconnaissance and communications applications, for US Department of Defense and International military customers

- Key customer relationships include: Lockheed Martin, Northrop Grumman, Boeing, General Dynamics, Sikorsky, Agusta Westland, Eurocopter, and the US Marine Corps, Army, Navy, Air Force and Coast Guard



- Joseph Battaglia, President
- >1,300 FTEs, including >600 engineering
- State-of-the-art manufacturing in 8 locations



## KEY PRODUCTS

- |   |  |   |  |
|---|--|---|--|
| <ul style="list-style-type: none"> <li>Surveillance radar</li> <li>Weather radar</li> <li>Search radar</li> </ul> | <ul style="list-style-type: none"> <li>Wired and wireless inter communication mgmt</li> <li>Voice and data distribution &amp; control</li> </ul> | <ul style="list-style-type: none"> <li>Homeland Security</li> <li>Air Traffic Management</li> <li>Application Specific Integrated Circuits (ASICs)</li> </ul> | <ul style="list-style-type: none"> <li>Radar Engineering, and System and Threat analysis for US Navy and Missile Defense Agency</li> </ul> |
|---|--|---|--|

## KEY PROGRAMS

- |   |   |  |   |
|---|---|--|---|
| <ul style="list-style-type: none"> <li>MH-60R/S Multi-Mission Helicopters</li> <li>CP-140 Aurora Aircraft</li> <li>Maritime Helicopter Project (MHP)</li> <li>AWACS Aircraft</li> </ul> | <ul style="list-style-type: none"> <li>C-17 Transport Aircraft</li> <li>UH-60M Blackhawk Helicopter</li> <li>TruLink Short Range Radio</li> </ul> | <ul style="list-style-type: none"> <li>Secure Border Initiative Network (SBInet)</li> <li>Mobile Surveillance Systems (Dept. of Homeland Security)</li> <li>China Air Traffic Control</li> </ul> | <ul style="list-style-type: none"> <li>AEGIS Ballistic Missile Threat Analysis</li> </ul> |
|---|---|--|---|



# Key Near-Term Pursuits



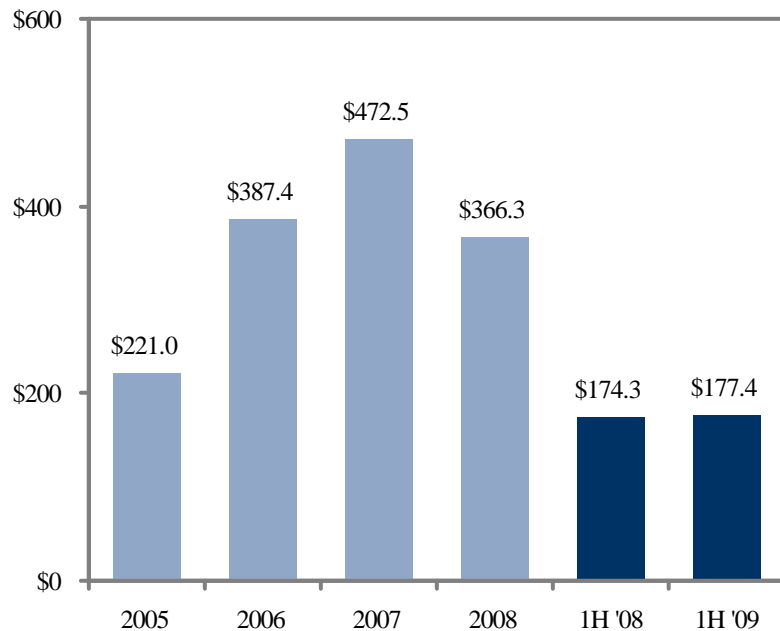
- Increased quantities of AN/APS-147 Multi-Mode Radar for International opportunities including India, Australia, and Denmark
- U.S. Army and USMC JLTV Intercommunication Systems and USMC Up-Armored HUMVEE program
  - In excess of 150,000 vehicles
- USCG upgrades of Surveillance and Search and Rescue radar systems for H-60, HH-65 helicopters, and Fire Scout UAV's
  - Up to 150 Helicopters and greater than 200 UAV's
- Increasing role in Secure Borders Initiative with sensor and system integration for Homeland Security
- Major Air Traffic Management opportunities in Hong Kong and other Chinese Super ACC's

# Financial Highlights

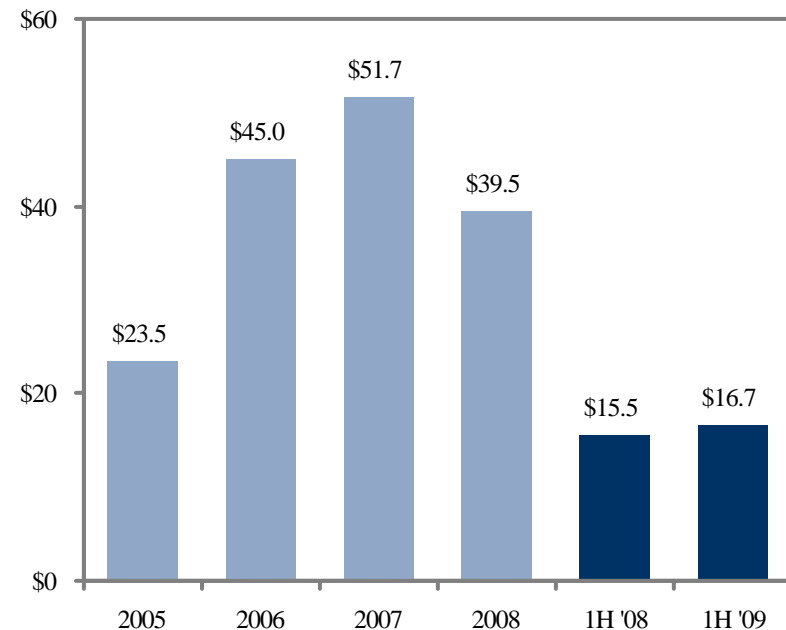
(\$ in millions)

Telephonics' 2005-2007 extraordinary growth in net sales and EBITDA was primarily driven by unique contracts with Syracuse Research Corp. Excluding the impact of the SRC contracts in the respective fiscal year periods, Telephonics' core business sales grew approximately \$66.4mm or 24% in 2008.

### Historical Net Sales



### Historical EBITDA





 **Clopay**<sup>®</sup>  
BUILDING PRODUCTS

# Clopay Building Products

North America's leading manufacturer of residential, industrial and commercial garage doors with a nationwide network of distribution centers for sales

- Products sold under three well-known brands: Clopay, Ideal and Holmes
- Primary supplier to The Home Depot, Menards, Pulte Homes, other major U.S. home builders, and ~2,000 independent dealers
- Industry leader in customer service, quality and innovation
- Increased offerings of high-end doors leading to higher profitability of portfolio
- Aggressively responding to market downturn with initiatives to reduce cost and increase market share
- Steve Lynch, President; ~1,400 full-time employees
- Four manufacturing plants; 49 distribution centers in North America

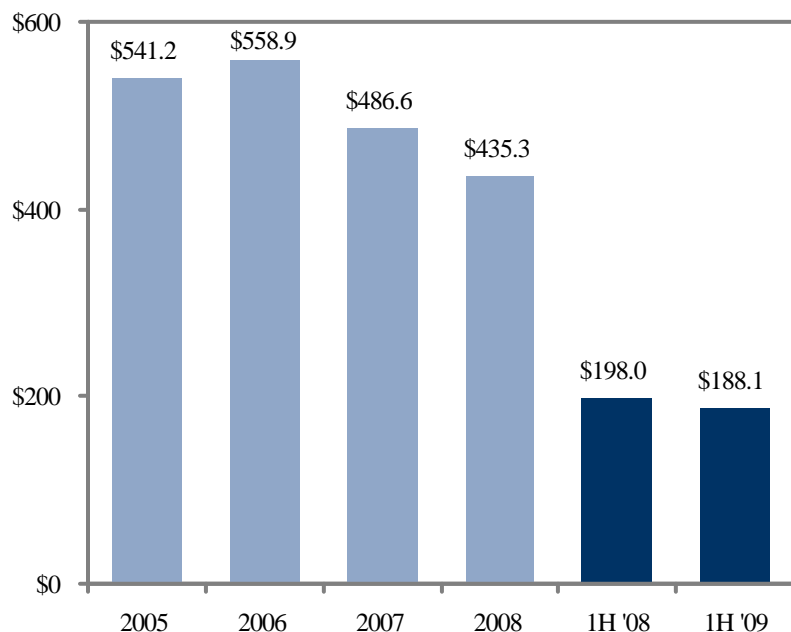


# Financial Highlights

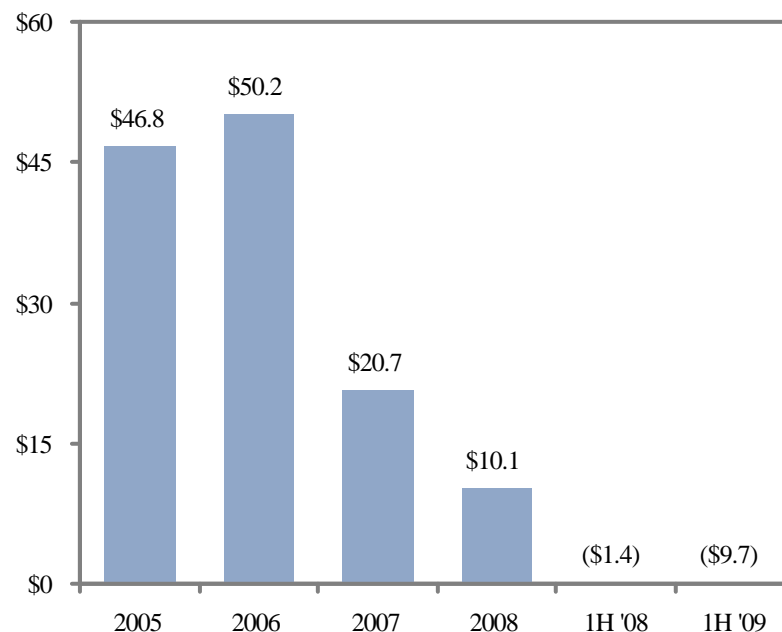
(\$ in millions)

**In response to the continuing decline of the housing market, management recently initiated additional plans to reduce costs as well as strategies to increase market share**

### Historical Net Sales



### Historical EBITDA <sup>(1)</sup>



(1) EBITDA adjusted for \$12.9mm write-off of goodwill in FY 2008 and \$2.5mm and \$2.6mm of restructuring charges in FY 2007 and FY 2008, respectively.



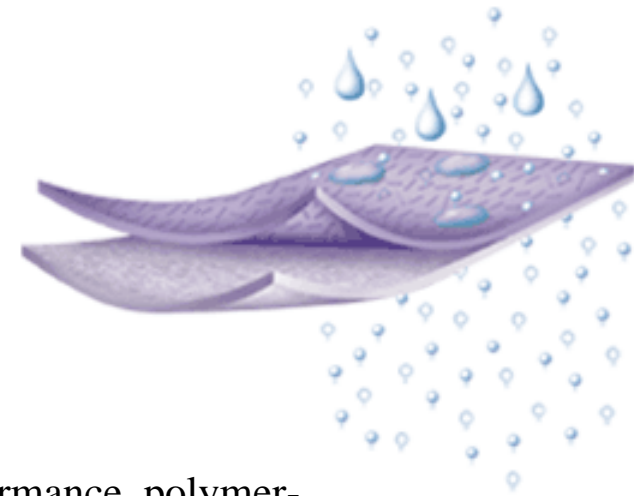


**Clipay**<sup>®</sup>  
PLASTIC PRODUCTS

# Clopay Plastic Products

Global supplier of plastic films and laminates for use in infant diapers, adult incontinence, feminine hygiene, surgical products, patient care, protective apparel and industrial products

- Global leader in the development and supply of high-performance, polymer-based film and composite structures for use in personal care and healthcare applications
- Long, established history of high quality products and new innovations
- Leading supplier of diaper backsheet and other technical film and composite materials to Procter & Gamble
- Key customers include: P&G, 3M, Kimberly-Clark, Johnson & Johnson, SCA, Ontex, Avery Dennison, and First Quality
- Substantial capital equipment expansion program in 2003-2005 to increase manufacturing capacity and capture opportunities with P&G and other personal care products companies
- Recent expansion into Brazil hygiene product market
- Gary Abyad, President; ~1,200 full-time employees
- Five manufacturing plants in three regional business units: North America (~45% of sales), Europe (~45% of sales) and Latin America (~10% of sales)

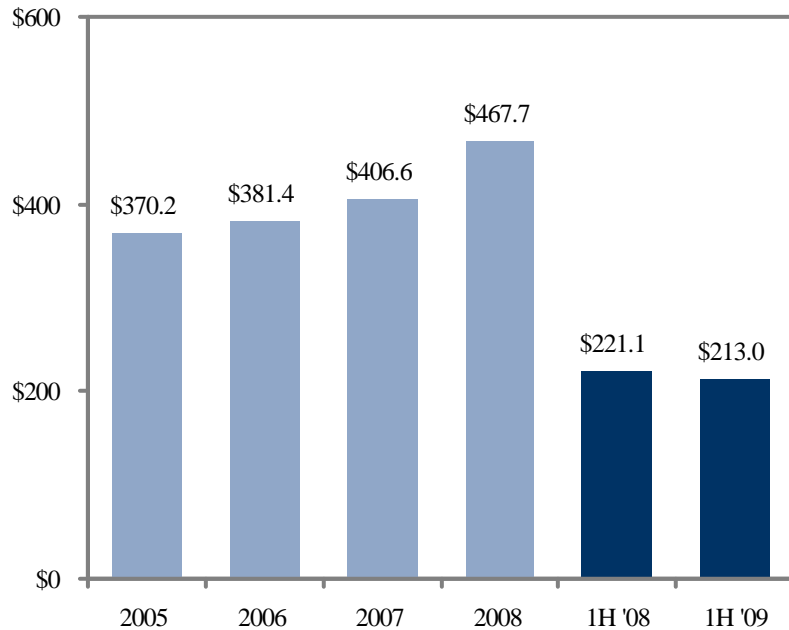


# Financial Highlights

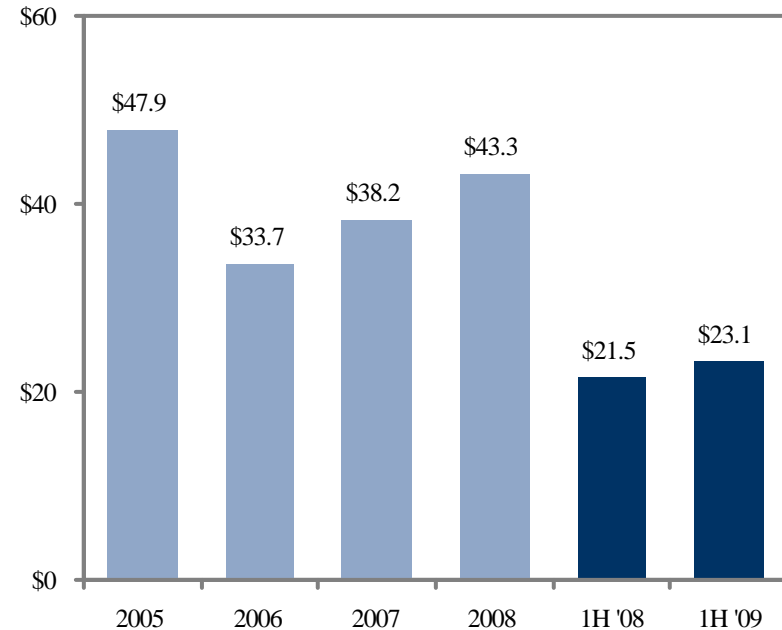
(\$ in millions)

Driven by capital investment of ~\$100mm from 2003-2005, Clopay Plastic Products has seen consistent net sales and EBITDA growth.

## Historical Net Sales



## Historical EBITDA





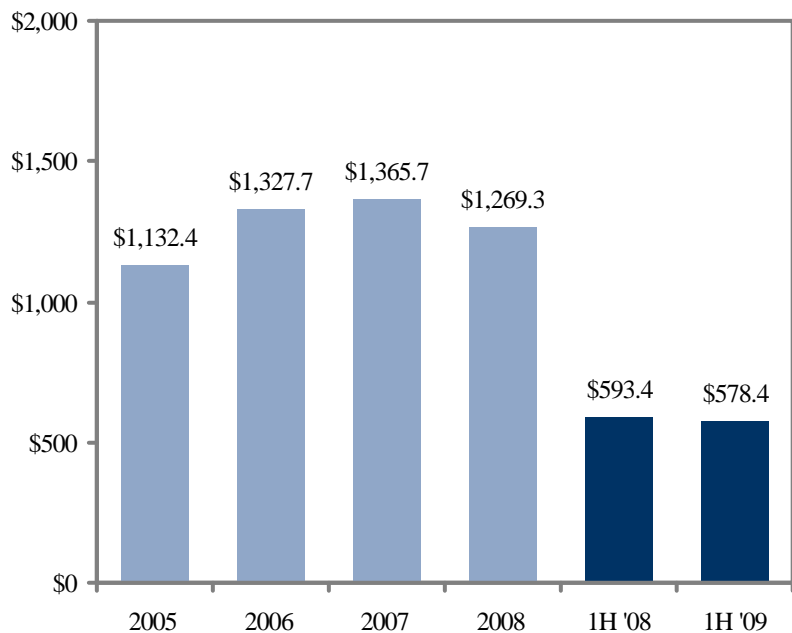
# Consolidated Financial Highlights

# Net Sales and EBITDA

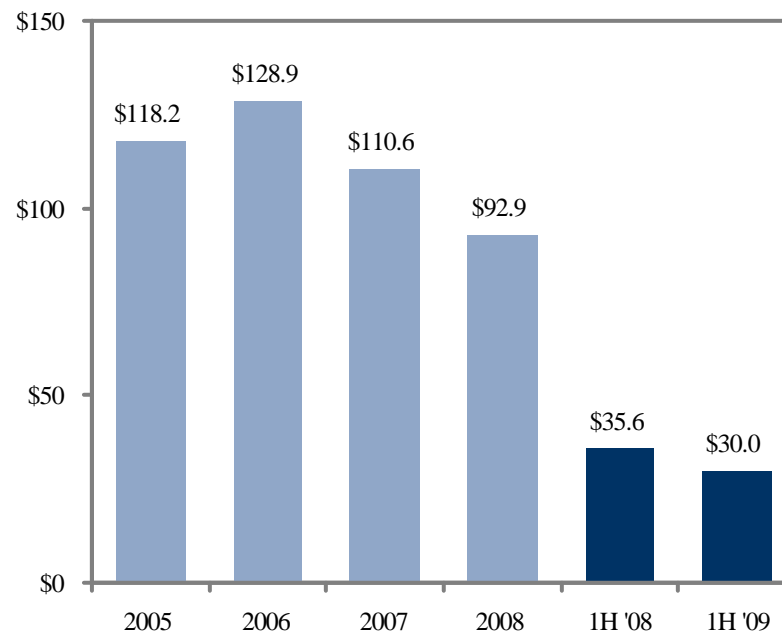
(\$ in millions)

**2008 was a transformational year for Griffon. Through the exit of Clopay Installation Services, restructuring of Clopay Building Products and raising of funds through the rights offering, management has positioned the company for maximum flexibility and growth potential.**

## Historical Net Sales



## Historical EBITDA <sup>(1)</sup>



(1) EBITDA represents segment adjusted EBITDA and is adjusted for \$12.9mm write-off of goodwill in FY 2008 and \$2.5mm and \$2.6mm in restructuring charges in FY 2007 and FY 2008, respectively.



# Investment Highlights

- Diversified portfolio
- Strong, loyal customer base
- Innovative R&D and product development capabilities
- Stabilized operating performance poised for future growth
  - Exited installation services business in 2008
- Enhanced financial flexibility through rights offering and shelf registration
- Strong, experienced management team



*Griffon*   
CORPORATION