

ROCKY BRANDS, INC.
Form 10-Q
August 06, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2008

OR

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

For the transition period from _____ to _____

Commission file number: 0-21026

ROCKY BRANDS, INC.

(Exact name of registrant as specified in its charter)

Ohio
(State or Other Jurisdiction of
Incorporation or Organization)

31-1364046
(I.R.S. Employer
Identification No.)

39 E. Canal Street, Nelsonville, Ohio 45764
(Address of Principal Executive Offices, Including Zip Code)

(740) 753-1951
(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of August 1, 2008, 5,508,398 shares of Rocky Brands, Inc. common stock, no par value, were outstanding.

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ROCKY BRANDS, INC.
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ROCKY BRANDS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2008 | | December 31, | | June 30, 2007 |
|---|-----------------------|--|-----------------------|--|-----------------------|
| | (Unaudited) | | 2007 | | (Unaudited) |
| ASSETS: | | | | | |
| CURRENT ASSETS: | | | | | |
| Cash and cash equivalents | \$ 3,025,144 | | \$ 6,537,884 | | \$ 1,446,022 |
| Trade receivables net | 59,245,156 | | 65,931,092 | | 60,117,677 |
| Other receivables | 1,010,254 | | 674,707 | | 1,368,863 |
| Inventories | 85,542,820 | | 75,403,664 | | 83,973,162 |
| Deferred income taxes | 1,952,536 | | 1,952,536 | | 3,902,775 |
| Income tax receivable | 729,024 | | 719,945 | | 2,561,538 |
| Prepaid expenses | 3,117,546 | | 2,226,920 | | 2,118,034 |
| Total current assets | 154,622,480 | | 153,446,748 | | 155,488,071 |
| FIXED ASSETS net | 24,090,519 | | 24,484,050 | | 24,443,562 |
| DEFERRED PENSION ASSET | | | | | 40,432 |
| IDENTIFIED INTANGIBLES | 36,207,210 | | 36,509,690 | | 36,823,525 |
| GOODWILL | | | | | 24,874,368 |
| OTHER ASSETS | 1,909,678 | | 2,284,039 | | 2,758,801 |
| TOTAL ASSETS | \$ 216,829,887 | | \$ 216,724,527 | | \$ 244,428,759 |
| LIABILITIES AND SHAREHOLDERS EQUITY: | | | | | |
| CURRENT LIABILITIES: | | | | | |
| Accounts payable | \$ 13,238,830 | | \$ 11,908,902 | | \$ 15,471,858 |
| Current maturities long term debt | 338,314 | | 324,648 | | 311,534 |
| Accrued expenses: | | | | | |
| Salaries and wages | 722,646 | | 751,134 | | 502,334 |
| Co-op advertising | 468,922 | | 840,818 | | |
| Interest | 468,959 | | 487,446 | | 580,665 |
| Taxes other | 840,751 | | 516,038 | | 673,098 |
| Commissions | 449,110 | | 717,564 | | 697,628 |
| Other | 2,593,954 | | 2,624,121 | | 2,310,034 |
| Total current liabilities | 19,121,486 | | 18,170,671 | | 20,547,151 |
| LONG TERM DEBT less current maturities | 101,042,347 | | 103,220,384 | | 102,427,204 |
| DEFERRED INCOME TAXES | 12,951,828 | | 13,247,953 | | 17,009,025 |
| DEFERRED PENSION LIABILITY | 969,218 | | 125,724 | | |
| DEFERRED LIABILITIES | 288,388 | | 235,204 | | 324,038 |
| TOTAL LIABILITIES | 134,373,267 | | 134,999,936 | | 140,307,418 |
| COMMITMENTS AND CONTINGENCIES | | | | | |
| SHAREHOLDERS EQUITY: | | | | | |
| | 54,168,292 | | 53,997,960 | | 53,802,287 |

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Common stock, no par value; 25,000,000 shares
 authorized; issued and outstanding June 30, 2008
 5,508,278; December 31, 2007 5,488,293; June 30,
 2007 5,482,293

| | | | |
|--|-----------------------|-----------------------|-----------------------|
| Accumulated other comprehensive loss | (1,500,197) | (1,051,232) | (942,036) |
| Retained earnings | 29,788,525 | 28,777,863 | 51,261,090 |
| Total shareholders' equity | 82,456,620 | 81,724,591 | 104,121,341 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 216,829,887 | \$ 216,724,527 | \$ 244,428,759 |

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY BRANDS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|----------------|------------------------------|----------------|
| | 2008 | 2007 | 2008 | 2007 |
| NET SALES | \$ 60,507,421 | \$ 58,797,664 | \$ 120,992,137 | \$ 120,454,688 |
| COST OF GOODS SOLD | 36,111,328 | 34,871,210 | 70,646,379 | 70,447,548 |
| GROSS MARGIN | 24,396,093 | 23,926,454 | 50,345,758 | 50,007,140 |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSES | 20,875,459 | 22,790,579 | 43,936,946 | 45,113,520 |
| INCOME FROM OPERATIONS | 3,520,634 | 1,135,875 | 6,408,812 | 4,893,620 |
| OTHER INCOME AND (EXPENSES): | | | | |
| Interest expense, net | (2,409,515) | (3,344,076) | (4,816,186) | (5,842,921) |
| Other net | 15,723 | 6,994 | (2,869) | (36,001) |
| Total other net | (2,393,792) | (3,337,082) | (4,819,055) | (5,878,922) |
| INCOME (LOSS) BEFORE INCOME TAXES | 1,126,842 | (2,201,207) | 1,589,757 | (985,302) |
| INCOME TAX EXPENSE (BENEFIT) | 394,000 | (814,000) | 556,000 | (364,000) |
| NET INCOME (LOSS) | \$ 732,842 | \$ (1,387,207) | \$ 1,033,757 | \$ (621,302) |
| NET INCOME (LOSS) PER SHARE | | | | |
| Basic | \$ 0.13 | \$ (0.25) | \$ 0.19 | \$ (0.11) |
| Diluted | \$ 0.13 | \$ (0.25) | \$ 0.19 | \$ (0.11) |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | | | | |
| Basic | 5,508,278 | 5,473,919 | 5,508,058 | 5,465,783 |
| Diluted | 5,520,625 | 5,473,919 | 5,523,265 | 5,465,783 |

See notes to the interim unaudited condensed consolidated financial statements.

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ROCKY BRANDS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | Six Months Ended June 30, | |
|--|------------------------------|---------------|
| | 2008 | 2007 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income (loss) | \$ 1,033,757 | \$ (621,302) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 3,070,687 | 2,753,424 |
| Deferred compensation and other | 128,493 | (20,264) |
| Deferred debt financing costs | | 811,582 |
| Gain on disposal of fixed assets | (34,478) | (4,543) |
| Stock compensation expense | 170,332 | 234,191 |
| Change in assets and liabilities | | |
| Receivables | 6,350,389 | 4,932,484 |
| Inventories | (10,139,156) | (6,024,186) |
| Other current assets | (899,705) | 534,540 |
| Other assets | 374,361 | 606,832 |
| Accounts payable | 1,329,118 | 5,477,302 |
| Accrued and other liabilities | (392,779) | 567,474 |
| | | |
| Net cash provided by operating activities | 991,019 | 9,247,534 |
| | | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of fixed assets | (2,347,911) | (2,687,705) |
| Investment in trademarks and patents | (30,387) | (49,951) |
| Proceeds from sale of fixed assets | 38,910 | 8,918 |
| | | |
| Net cash used in investing activities | (2,339,388) | (2,728,738) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from revolving credit facility | 128,927,562 | 125,665,531 |
| Repayments of revolving credit facility | (130,932,955) | (140,774,353) |
| Proceeds from long-term debt | | 40,000,000 |
| Repayments of long-term debt | (158,978) | (32,644,021) |
| Debt financing costs | | (1,380,439) |
| Proceeds from exercise of stock options | | 329,255 |
| | | |
| Net cash used in financing activities | (2,164,371) | (8,804,027) |

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| | | |
|--|--------------|--------------|
| DECREASE IN CASH AND CASH EQUIVALENTS | (3,512,740) | (2,285,231) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 6,537,884 | 3,731,253 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 3,025,144 | \$ 1,446,022 |

See notes to the interim unaudited condensed consolidated financial statements.

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Table of Contents**ROCKY BRANDS, INC.
AND SUBSIDIARIES****NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS FOR THE THREE-MONTH AND NINE-MONTH PERIODS ENDED
JUNE 30, 2008 AND 2007****1. INTERIM FINANCIAL REPORTING**

In the opinion of management, the accompanying interim unaudited condensed consolidated financial statements reflect all adjustments that are necessary for a fair presentation of the financial results. All such adjustments reflected in the unaudited interim consolidated financial statements are considered to be of a normal and recurring nature. The results of the operations for the three-month and six-month periods ended June 30, 2008 and 2007 are not necessarily indicative of the results to be expected for the whole year. Accordingly, these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2007.

The components of total comprehensive income are shown below:

| | (Unaudited) Three Months Ended June 30, | | (Unaudited) Six Months Ended June 30, | |
|---|---|----------------|--|--------------|
| | 2008 | 2007 | 2008 | 2007 |
| Net income (loss) | \$ 732,842 | \$ (1,387,207) | \$ 1,033,757 | \$ (621,302) |
| Other comprehensive income: transition obligation, service cost and net loss | 37,853 | 25,573 | 77,885 | 51,146 |
| Total comprehensive income (loss) | \$ 770,695 | \$ (1,361,634) | \$ 1,111,642 | \$ (570,156) |

Table of Contents**2. INVENTORIES**

Inventories are comprised of the following:

| | June 30, 2008 (Unaudited) | December 31, 2007 | June 30, 2007 (Unaudited) |
|---|---------------------------------|----------------------|---------------------------------|
| Raw materials | \$ 9,388,532 | \$ 6,086,118 | \$ 8,434,319 |
| Work-in-process | 803,294 | 144,171 | 475,332 |
| Finished goods | 75,469,494 | 69,301,375 | 75,454,060 |
| Reserve for obsolescence or lower of cost or market | (118,500) | (128,000) | (390,549) |
| Total | \$ 85,542,820 | \$ 75,403,664 | \$ 83,973,162 |

3. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash information including, cash paid for interest and Federal, state and local income taxes, net of refunds, was as follows:

| | Six Months Ended June 30, | |
|---|------------------------------|----------------|
| | 2008 | 2007 |
| Interest | \$ 4,519,746 | \$ 4,422,762 |
| Federal, state and local income taxes | \$ 565,244 | \$ (1,490,000) |
| Fixed asset purchases in accounts payable | \$ 56,976 | \$ 204,448 |

Table of Contents**4. PER SHARE INFORMATION**

Basic earnings per share (EPS) is computed by dividing net income applicable to common shareholders by the weighted average number of common shares outstanding during each period. The diluted earnings per share computation includes common share equivalents, when dilutive. There are no adjustments to net income necessary in the calculation of basic and diluted earnings per share.

A reconciliation of the shares used in the basic and diluted income per common share computation for the three-month and six-month periods ended June 30, 2008 and 2007 is as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-----------|------------------------------|-----------|
| | 2008 | 2007 | 2008 | 2007 |
| Weighted average shares outstanding | 5,508,278 | 5,473,919 | 5,508,058 | 5,465,783 |
| Diluted stock options | 12,347 | | 15,207 | |
| Diluted weighted average shares outstanding | 5,520,625 | 5,473,919 | 5,523,265 | 5,465,783 |
| Anti-diluted weighted average shares outstanding | 343,889 | 236,721 | 343,889 | 236,721 |

5. RECENT FINANCIAL ACCOUNTING STANDARDS

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB issued *FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157* (FSP FAS 157-2). FSP FAS 157-2 defers implementation of SFAS 157 for certain non-financial assets and non-financial liabilities. SFAS 157 is effective for financial assets and liabilities in fiscal years beginning after November 15, 2007 and for non-financial assets and liabilities in fiscal years beginning after March 15, 2008. We have evaluated the impact of the provisions applicable to our financial assets and liabilities and have determined that there will not be a material impact on our consolidated financial statements. The aspects that have been deferred by FSP FAS 157-2 pertaining to non-financial assets and non-financial liabilities will be effective for us beginning January 1, 2009. We are currently reviewing SFAS 157 and FSP FAS 157-2 to determine the impact and materiality of their adoption on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, *Employers Accounting for Defined Benefits Pension and Other Postretirement Plans, an Amendment of FASB Statements 87, 88, 106, and 132(R)* (SFAS 158). SFAS 158, requires an employer to recognize in its statement of financial position the funded status of its defined benefit plans and to recognize as a component of other comprehensive income, net of tax, any unrecognized transition obligations and assets, the actuarial gains and losses and prior service costs and credits that arise during the

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period. The recognition provisions of SFAS 158 were effective for fiscal years ending after December 15, 2006. The adoption of SFAS 158 as of December 31, 2006 resulted in a write-down of our pension asset by \$1.6 million, increased accumulated other comprehensive loss by \$1.0 million, and decreased deferred income tax liabilities by \$0.6 million. In addition, SFAS 158 requires a fiscal year end measurement of plan assets and benefit obligations, eliminating the use of earlier measurement dates previously permissible. However, the new measurement date requirement is effective and we have changed our measurement date to December 31st.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of statement No. 115* (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The standard also establishes presentation and disclosure requirements designed to facilitate comparison between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for annual periods in fiscal years beginning after November 15, 2007. If the fair value option is elected, the effect of the first re-measurement to fair value is reported as a cumulative effect adjustment to the opening balance of retained earnings. In the event we elect the fair value option promulgated by this standard, the valuations of certain assets and liabilities may be impacted. The statement is applied prospectively upon adoption. We have evaluated the impact of the provisions of SFAS 159 and have determined that there will not be a material impact on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, *Business Combinations* (SFAS 141R). SFAS 141R replaces SFAS 141, *Business Combinations*. The objective of SFAS 141R is to improve the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. SFAS 141R establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase option; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Early adoption of SFAS 141R is prohibited. We do not anticipate the adoption of SFAS 141R will have a material impact on our financial statements.

In December 2007, the FASB issued SFAS No. 160, *Non-controlling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (SFAS 160). The objective of SFAS 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing certain accounting and reporting standards that address: the ownership interests in subsidiaries held by parties other than the parent; the amount of net income attributable to the parent and non-controlling interest; changes in the parent's ownership interest; and any retained non-controlling equity investment in a deconsolidated subsidiary. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Early adoption of SFAS 160 is prohibited. We do not anticipate the adoption of SFAS 160 will have a material impact on our financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB No. 133* (SFAS 161). SFAS 161 intends to

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improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. SFAS 161 also requires disclosure about an entity's strategy and objectives for using derivatives, the fair values of derivative instruments and their related gains and losses. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. We are currently evaluating the impact of adopting SFAS 161 and do not anticipate that its adoption will have a material impact on our consolidated financial statements.

6. INCOME TAXES

We file income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. An examination of our 2004 Federal income tax return resulted in an immaterial adjustment. The examination of the 2003 Federal income tax return resulted in no changes. We are no longer subject to U.S. Federal tax examinations for years before 2003. State jurisdictions that remain subject to examination range from 2003 to 2006. Foreign jurisdiction (Canada and Puerto Rico) tax returns that remain subject to examination range from 2001 to 2006. We do not believe there will be any material changes in our unrecognized tax positions over the next 12 months.

Our policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of the date of adoption of FIN 48, accrued interest or penalties were not material, and no such expenses were recognized during the quarter.

We provided for income taxes at estimated effective tax rates of 35% and 37% for the three-month and six-month periods ended June 30, 2008 and 2007, respectively.

Table of Contents**7. INTANGIBLE ASSETS**

A schedule of intangible assets is as follows:

| June 30, 2008 (unaudited) | Gross Amount | Accumulated Amortization | Carrying Amount |
|-------------------------------------|----------------------|-----------------------------|----------------------|
| Trademarks: | | | |
| Wholesale | \$ 28,278,595 | \$ 129,377 | \$ 28,149,218 |
| Retail | 6,900,000 | | 6,900,000 |
| Patents | 2,300,438 | 1,442,446 | 857,992 |
| Customer relationships | 1,000,000 | 700,000 | 300,000 |
| Total Identified Intangibles | \$ 38,479,033 | \$ 2,271,823 | \$ 36,207,210 |

| December 31, 2007 | Gross Amount | Accumulated Amortization | Carrying Amount |
|-------------------------------------|----------------------|-----------------------------|----------------------|
| Trademarks: | | | |
| Wholesale | \$ 28,272,514 | \$ 86,251 | \$ 28,186,263 |
| Retail | 6,900,000 | | 6,900,000 |
| Patents | 2,276,132 | 1,252,705 | 1,023,427 |
| Customer relationships | 1,000,000 | 600,000 | 400,000 |
| Total Identified Intangibles | \$ 38,448,646 | \$ 1,938,956 | \$ 36,509,690 |

| June 30, 2007 (unaudited) | Gross Amount | Accumulated Amortization | Carrying Amount |
|-------------------------------------|----------------------|-----------------------------|----------------------|
| Trademarks: | | | |
| Wholesale | \$ 28,260,640 | \$ 43,126 | \$ 28,217,514 |
| Retail | 6,900,000 | | 6,900,000 |
| Patents | 2,269,662 | 1,063,651 | 1,206,011 |
| Customer relationships | 1,000,000 | 500,000 | 500,000 |
| Total Identified Intangibles | \$ 38,430,302 | \$ 1,606,777 | \$ 36,823,525 |

Amortization expense for intangible assets was \$166,507 and \$166,012 for the three months ended June 30, 2008 and 2007, respectively and \$332,867 and \$331,717 for the six months ended June 30, 2008 and 2007, respectively. The weighted average amortization period for patents is six years and for customer relationships is five years.

Estimate of Aggregate Amortization Expense for the years ending December 31,:

| | |
|------|-----------|
| 2009 | \$666,276 |
| 2010 | 126,193 |
| 2011 | 124,813 |
| 2012 | 124,813 |
| 2013 | 124,813 |

Table of Contents**8. CAPITAL STOCK**

On May 11, 2004, our shareholders approved the 2004 Stock Incentive Plan. The Plan includes 750,000 of our common shares that may be granted for stock options and restricted stock awards. As of June 30, 2008, we were authorized to issue approximately 406,420 shares under our existing plans.

The plan generally provides for grants with the exercise price equal to fair value on the date of grant, graduated vesting periods of up to five years, and lives not exceeding ten years. The following summarizes stock option transactions from January 1, 2008 through June 30, 2008:

| | Shares | Weighted Average Exercise Price |
|--|---------------|--|
| Options outstanding at January 1, 2008 | 472,551 | \$15.37 |
| Issued | | \$ |
| Exercised | | \$ |
| Forfeited | (18,000) | \$12.36 |
| | | |
| Options outstanding at June 30, 2008 | 454,551 | \$15.49 |
| | | |
| Options exercisable at: | | |
| January 1, 2008 | 420,801 | \$14.97 |
| June 30, 2008 | 433,113 | \$15.45 |
| | | |
| Unvested options at January 1, 2008 | 51,750 | \$18.55 |
| Granted | | \$ |
| Vested | (30,313) | \$20.28 |
| Forfeited | | \$ |
| | | |
| Unvested options at June 30, 2008 | 21,437 | \$16.11 |

During the six-month period ended June 30, 2008, we issued 19,985 shares of common stock to members of our Board of Directors. We recorded compensation expense of \$122,500, which was the fair market value of the shares on the grant date. The shares are fully vested but cannot be sold for one year.

Table of Contents**9. RETIREMENT PLANS**

We sponsor a noncontributory defined benefit pension plan covering non-union workers in our Ohio and Puerto Rico operations. Benefits under the non-union plan are based upon years of service and highest compensation levels as defined. On December 31, 2005, we froze the noncontributory defined benefit pension plan for all non-U.S. territorial employees.

SFAS 158 requires a fiscal year end measurement of plan assets and benefit obligations, eliminating the use of earlier measurement dates previously permissible. The new measurement date requirement is effective for fiscal years ending after December 15, 2008. As a result, we have changed our measurement date to December 31 and recognized the pension expense related to the period October 1, 2007 through December 31, 2007 as an adjustment to beginning retained earnings and accumulated other comprehensive loss.

As a result of the change in measurement date, we recognized the increase in the under-funded status of the defined benefit pension plan between September 30, 2007 and December 31, 2007 of \$846,071, as well as the corresponding increase in accumulated other comprehensive loss of \$526,850 and related decrease in our deferred tax liability of \$296,125. We also recognized the net pension expense of \$23,096 relating to the period October 1, 2007 through December 31, 2007 as a reduction of the opening balance of retained earnings as of January 1, 2008.

Net pension cost of the Company's plan is as follows:

| | (Unaudited) Three Months Ended June 30, | | (Unaudited) Six Months Ended June 30, | |
|--|---|-----------|---|-----------|
| | 2008 | 2007 | 2008 | 2007 |
| Service cost | \$ 26,963 | \$ 26,298 | \$ 53,926 | \$ 52,597 |
| Interest | 143,061 | 139,507 | 286,123 | 279,013 |
| Expected return on assets | (171,313) | (179,239) | (342,626) | (358,478) |
| Amortization of unrecognized net gain or loss | 17,116 | | 34,442 | |
| Amortization of unrecognized transition obligation | 897 | 2,691 | 2,242 | 5,382 |
| Amortization of unrecognized prior service cost | 19,840 | 22,882 | 41,201 | 45,764 |
| Net pension cost | \$ 36,564 | \$ 12,139 | \$ 75,308 | \$ 24,278 |

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Our unrecognized benefit obligations existing at the date of transition for the non-union plan are being amortized over 21 years. Actuarial assumptions used in the accounting for the plan were as follows:

| | 2008 | 2007 |
|--|-------|-------|
| Discount rate | 6.00% | 6.00% |
| Average rate of increase in compensation levels | 3.0% | 3.0% |
| Expected long-term rate of return on plan assets | 8.0% | 8.0% |

Our desired investment result is a long-term rate of return on assets that is at least 8%. The target rate of return for the plan has been based upon the assumption that returns will approximate the long-term rates of return experienced for each asset class in our investment policy. Our investment guidelines are based upon an investment horizon of greater than five years, so that interim fluctuations should be viewed with appropriate perspective. Similarly, the plan's strategic asset allocation is based on this long-term perspective.

10. SEGMENT INFORMATION

We have identified three reportable segments: Wholesale, Retail and Military. Wholesale includes sales of footwear and accessories to several classifications of retailers, including sporting goods stores, outdoor specialty stores, mail order catalogs, independent retailers, mass merchants, retail uniform stores, and specialty safety shoe stores. Retail includes all sales from our stores and all sales in our Lehigh division, which includes sales via shoemobiles to individual customers. Military includes sales to the U.S. Military. The following is a summary of segment results for the Wholesale, Retail, and Military segments.

| | (Unaudited) Three Months Ended June 30, | | (Unaudited) Six Months Ended June 30, | |
|---------------------------|---|----------------------|---|-----------------------|
| | 2008 | 2007 | 2008 | 2007 |
| NET SALES: | | | | |
| Wholesale | \$ 42,481,533 | \$ 41,902,607 | \$ 82,217,860 | \$ 86,467,639 |
| Retail | 16,216,348 | 16,582,155 | 35,122,280 | 33,550,119 |
| Military | 1,809,540 | 312,902 | 3,651,997 | 436,930 |
| Total Net Sales | \$ 60,507,421 | \$ 58,797,664 | \$ 120,992,137 | \$ 120,454,688 |
| GROSS MARGIN: | | | | |
| Wholesale | \$ 15,684,979 | \$ 14,407,268 | \$ 31,959,443 | \$ 31,280,786 |
| Retail | 8,555,574 | 8,890,604 | 18,047,146 | 17,420,961 |
| Military | 155,540 | 628,582* | 339,169 | 1,305,393* |
| Total Gross Margin | \$ 24,396,093 | \$ 23,926,454 | \$ 50,345,758 | \$ 50,007,140 |

* The gross margin for the three-month and six-month periods ended June 30, 2007

included
reductions of
cost of goods
sold from the
reimbursement
of contract
related expenses
incurred in prior
periods of
\$0.5 million and
\$1.2 million,
respectively.

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Segment asset information is not prepared or used to assess segment performance.

11. LONG-TERM DEBT

In May 2007, we entered into a Note Purchase Agreement, totaling \$40 million, with Laminar Direct Capital L.P., Whitebox Hedged High Yield Partners, L.P. and GPC LIX L.L.C., and issued notes to each for \$20 million, \$17.5 million and \$2.5 million, respectively, at an interest rate of 11.5% payable semi-annually over the five year term of the notes. Principal repayment is due at maturity in May 2012. The proceeds from these notes were used to pay down the GMAC Commercial Finance (GMAC) term loans which totaled approximately \$17.5 million and the \$15 million American Capital Strategies, LTD (ACAS) term loan. The balance of the proceeds, net of debt acquisition costs of approximately \$1.4 million, was used to reduce the outstanding balance on the revolving credit facility. The Note Purchase Agreement is secured by a security interest in our assets and is subordinate to the security interest under the GMAC line of credit.

Our credit facilities contain certain restrictive covenants, which require us to maintain a minimum fixed charge coverage ratio and limit the annual amount of capital expenditures. As of June 30, 2008, we were in compliance with these restrictive covenants.

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****RESULTS OF OPERATIONS**

The following table sets forth, for the periods indicated, information derived from our Interim Unaudited Condensed Consolidated Financial Statements, expressed as a percentage of net sales. The discussion that follows the table should be read in conjunction with our Interim Unaudited Condensed Consolidated Financial Statements.

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|--------|------------------|--------|
| | June 30, | | June 30, | |
| | 2008 | 2007 | 2008 | 2007 |
| Net Sales | 100.0% | 100.0% | 100.0% | 100.0% |
| Cost Of Goods Sold | 59.7% | 59.3% | 58.4% | 58.5% |
| Gross Margin | 40.3% | 40.7% | 41.6% | 41.5% |
| Selling, General and Administrative Expenses | 34.5% | 38.8% | 36.3% | 37.5% |
| Income From Operations | 5.8% | 1.9% | 5.3% | 4.0% |

Three Months Ended June 30, 2008 Compared to Three Months Ended June 30, 2007

Net sales. Net sales for the three months ended June 30, 2008 were \$60.5 million compared to \$58.8 million for the same period in 2007. Wholesale sales for the three months ended June 30, 2008 were \$42.5 million compared to \$41.9 million for the same period in 2007. Retail sales for the three months ended June 30, 2008 were \$16.2 million compared to \$16.6 million for the same period in 2007. Military segment sales for the three months ended June 30, 2008, were \$1.8 million, compared to \$0.3 million in the same period in 2007. Shipments in 2008 were under the \$6.4 million contract issued in July 2007 and the \$5.0 million contract issued in January 2008.

Gross margin. Gross margin for the three months ended June 30, 2008 was \$24.4 million, or 40.3% of net sales, compared to \$23.9 million, or 40.7% of net sales, in the same period last year. Wholesale gross margin for the three months ended June 30, 2008 was \$15.7 million, or 36.9% of net sales, compared to \$14.4 million, or 34.4% of net sales, in the same period last year. The 250 basis point increase reflects an increase in sales price per unit, as well as a decrease in manufacturing costs resulting from increased operating efficiencies from increased production at our manufacturing facilities. Retail gross margin for the three months ended June 30, 2008 was \$8.6 million, or 52.8% of net sales, compared to \$8.9 million, or 53.6% of net sales, for the same period in 2007. The 80 basis point decrease reflects reduced sales via our mobile stores, which carry the highest gross margin in our retail business. Military gross margin for the three months ended June 30, 2008 was \$0.2 million, or 8.6% of net sales, compared to \$0.6 million for the same period in 2007. The prior year's results included a \$0.5 million reimbursement of contract related expenses incurred in prior periods.

SG&A expenses. SG&A expenses were \$20.9 million, or 34.4% of net sales, for the three months ended June 30, 2008, compared to \$22.8 million, or 38.8% of net sales for the same period in 2007. The net change primarily results from decreases in salaries and commissions of \$0.8 million, professional and

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consulting fees of \$0.7 million and shipping charges of \$0.5 million, offset by an increase in advertising expense of \$0.2 million.

Interest expense. Interest expense was \$2.4 million in the three months ended June 30, 2008, compared to \$3.3 million for the same period in the prior year. The decrease in interest expense was primarily due to the write off of prepaid financing costs of \$0.8 million related to the refinancing of our term loans in the second quarter of 2007.

Income taxes. Income tax expense for the three months ended June 30, 2008 was \$0.4 million, compared to a benefit of \$0.8 million for the same period a year ago. We provided for income taxes at effective tax rates of 35%, our anticipated rate for 2008, and 37% for the three months ended June 30, 2008 and 2007, respectively.

Six Months Ended June 30, 2008 Compared to Six Months Ended June 30, 2007

Net sales. Net sales for the six months ended June 30, 2008 were \$121.0 million compared to \$120.5 million for the same period in 2007. Wholesale sales for the six months ended June 30, 2008 were \$82.2 million compared to \$86.5 million for the same period in 2007. The \$4.3 million decrease in wholesale sales is the result of decreased sales across all footwear and apparel categories with the exception of a small increase in the sales of hunting footwear.

Retail sales for the six months ended June 30, 2008 were \$35.1 million compared to \$33.6 million for the same period in 2007. The \$1.5 million increase in retail sales results from the growth in market share experienced as a result of the bankruptcy of a leading competitor. Military segment sales for the six months ended June 30, 2008, were \$3.7 million, compared to \$0.4 million in the same period in 2007. Shipments in 2008 were under the \$6.4 million contract issued in July 2007 and the \$5.0 million contract issued in January 2008.

Gross margin. Gross margin for the six months ended June 30, 2008 was \$50.3 million, or 41.6% of net sales, compared to \$50.0 million, or 41.5% of net sales, in the same period last year. Wholesale gross margin for the six months ended June 30, 2008 was \$32.0 million, or 38.9% of net sales, compared to \$31.3 million, or 36.2% of net sales, in the same period last year. The 270 basis point increase reflects an increase in sales price per unit, as well as a decrease in manufacturing costs resulting from increased operating efficiencies from increased production at our manufacturing facilities. Retail gross margin for the six months ended June 30, 2008 was \$18.0 million, or 51.4% of net sales, compared to \$17.4 million, or 51.9% of net sales, for the same period in 2007. The 50 basis point decrease reflects reduced sales via our mobile stores, which carry the highest gross margin in our retail business. Military gross margin for the six months ended June 30, 2008 was \$0.3 million, or 9.3% of net sales, compared to \$1.3 million for the same period in 2007. The prior year's results included a \$1.2 million reimbursement of contract related expenses incurred in prior periods.

SG&A expenses. SG&A expenses were \$43.9 million, or 36.3% of net sales, for the six months ended June 30, 2008, compared to \$45.1 million, or 37.5% of net sales for the same period in 2007. The net change primarily results from decreases in salaries and commissions of \$1.5 million, professional and consulting fees of \$0.8 million and shipping charges of \$0.5 million, offset by an increases in advertising expense of \$0.5 million, repairs expense of \$0.3 million and expenses of \$0.5 million related to service agreements for computer hardware and software.

Interest expense. Interest expense was \$4.8 million in the six months ended June 30, 2008, compared to \$5.8 million for the same period in the prior year. The decrease in interest expense was primarily due to the write off of prepaid financing costs, of \$0.8 million related to the refinancing of our term loans in the second quarter of 2007.

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Income taxes. Income tax expense for the six months ended June 30, 2008 was \$0.6 million, compared to a benefit of \$0.4 million for the same period a year ago. We provided for income taxes at effective tax rates of 35%, our anticipated rate for 2008, and 37% for the six months ended June 30, 2008 and 2007, respectively.

Liquidity and Capital Resources

Our principal sources of liquidity have been our income from operations, borrowings under our credit facility and other indebtedness.

Over the last several years our principal uses of cash have been for our acquisitions of EJ Footwear and certain assets of Gates-Mills, as well as for working capital and capital expenditures to support our growth. Our working capital consists primarily of trade receivables and inventory, offset by accounts payable and accrued expenses. Our working capital fluctuates throughout the year as a result of our seasonal business cycle and business expansion and is generally lowest in the months of January through March of each year and highest during the months of May through October of each year. We typically utilize our revolving credit facility to fund our seasonal working capital requirements. As a result, balances on our revolving credit facility will fluctuate significantly throughout the year. Our capital expenditures relate primarily to projects relating to our property, merchandising fixtures, molds and equipment associated with our manufacturing operations, retail sales fleet and for information technology. Capital expenditures were \$2.3 million for the first six months of 2008, compared to \$2.5 million for the same period in 2007. Capital expenditures for all of 2008 are anticipated to be approximately \$5.0 million.

In May 2007, we entered into a Note Purchase Agreement, totaling \$40 million, with Laminar Direct Capital L.P., Whitebox Hedged High Yield Partners, L.P. and GPC LIX L.L.C., and issued notes to them for \$20 million, \$17.5 million and \$2.5 million, respectively, at an interest rate of 11.5% payable semi-annually over the five year term of the notes. Principal repayment is due at maturity in May 2012. The proceeds from these notes were used to pay down the GMAC Commercial Finance term loans which totaled approximately \$17.5 million and the \$15 million ACAS term loan. The balance of the proceeds, net of debt acquisition costs of approximately \$1.4 million, was used to reduce the outstanding balance on the revolving credit facility. The Note Purchase Agreement is secured by a security interest in our assets and is subordinate to the security interest under the GMAC line of credit.

The total amount available under our revolving credit facility is subject to a borrowing base calculation based on various percentages of accounts receivable and inventory. As of June 30, 2008, we had \$58.2 million in borrowings under this facility and total capacity of \$74.6 million. Our credit facilities contain certain restrictive covenants, which require us to maintain a minimum fixed charge coverage ratio and limit the annual amount of capital expenditures. As of June 30, 2008, we were in compliance with these restrictive covenants.

We believe that our existing credit facilities coupled with cash generated from operations will provide sufficient liquidity to fund our operations for at least the next twelve months. Our continued liquidity, however, is contingent upon future operating performance, cash flows and our ability to meet financial covenants under our credit facilities.

Operating Activities. Cash provided by operating activities totaled \$1.0 million in the first six months of 2008, compared to \$9.2 million in the same period of 2007. Cash provided by operating activities was primarily impacted by the buildup of inventory to support our retail sales growth, the buildup of raw

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materials required to fulfill our military contracts offset by the reduction of trade receivables and accounts payable. *Investing Activities.* Cash used in investing activities was \$2.3 million for the first six months of 2008, compared to \$2.7 million in the same period of 2007. Cash used in investing activities in 2008 reflects an investment in property, plant and equipment of \$2.3 million. Our 2008 and 2007 expenditures primarily relate to investments in molds and equipment associated with our manufacturing operations, retail sales fleet and for information technology.

Financing Activities. Cash used in financing activities for the six months ended June 30, 2008 was \$2.2 million and reflects a decrease in net borrowings under the revolving credit facility of \$2.0 million and repayments on long-term debt of \$0.2 million. Cash used in financing activities for the six months ended June 30, 2007 was \$8.8 million and reflects a decrease in net borrowings under the revolving credit facility of \$15.1 million and repayments on long-term debt of \$32.6 million and debt financing costs of \$1.4 million, offset by proceeds from the issuance of long term debt of \$40 million and exercise of stock options of \$0.3 million.

Inflation

We cannot determine the precise effects of inflation; however, inflation continues to have an influence on the cost of materials, salaries, and employee benefits. We attempt to offset the effects of inflation through increased selling prices, productivity improvements, and reduction of costs.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our interim condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these interim condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the interim condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. A summary of our significant accounting policies is included in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2007.

Our management regularly reviews our accounting policies to make certain they are current and also to provide readers of the interim condensed consolidated financial statements with useful and reliable information about our operating results and financial condition. These include, but are not limited to, matters related to accounts receivable, inventories, pension benefits and income taxes. Implementation of these accounting policies includes estimates and judgments by management based on historical experience and other factors believed to be reasonable. This may include judgments about the carrying value of assets and liabilities based on considerations that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our management believes the following critical accounting policies are most important to the portrayal of our financial condition and results of operations and require more significant judgments and estimates in the preparation of our interim condensed consolidated financial statements.

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Revenue recognition

Revenue principally consists of sales to customers, and, to a lesser extent, license fees. Revenue is recognized when the risk and title passes to the customer, while license fees are recognized when earned. Customer sales are recorded net of allowances for estimated returns, trade promotions and other discounts, which are recognized as a deduction from sales at the time of sale.

Accounts receivable allowances

Management maintains allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Management also records estimates for customer returns and discounts offered to customers. Should a greater proportion of customers return goods and take advantage of discounts than estimated by us, additional allowances may be required.

Sales returns and allowances

We record a reduction to gross sales based on estimated customer returns and allowances. These reductions are influenced by historical experience, based on customer returns and allowances. The actual amount of sales returns and allowances realized may differ from our estimates. If we determine that sales returns or allowances should be either increased or decreased, then the adjustment would be made to net sales in the period in which such a determination is made.

Inventories

Management identifies slow moving or obsolete inventories and estimates appropriate loss provisions related to these inventories. Historically, these loss provisions have not been significant as the vast majority of our inventories are considered saleable, and we have been able to liquidate slow moving or obsolete inventories through our factory outlet stores or through various discounts to customers. Should management encounter difficulties liquidating slow moving or obsolete inventories, additional provisions may be necessary. Management regularly reviews the adequacy of our inventory reserves and makes adjustments to them as required.

Intangible assets

Intangible assets, including goodwill, trademarks and patents are reviewed for impairment annually, and more frequently, if necessary. In performing the review of recoverability, we estimate future cash flows expected to result from the use of the asset and our eventual disposition. The estimates of future cash flows, based on reasonable and supportable assumptions and projections, require management's subjective judgments. The time periods for estimating future cash flows is often lengthy, which increases the sensitivity to assumptions made. Depending on the assumptions and estimates used, the estimated future cash flows projected in the evaluation of long-lived assets can vary within a wide range of outcomes. We consider the likelihood of possible outcomes in determining the best estimate of future cash flows. A significant assumption of estimated cash flows from trademarks is future sales of branded products. Other assumptions include discount rates, royalty rates, cost of capital, and market multiples. An impairment charge may be recorded if the expected future cash flows decline. Based upon our review, none of our intangibles were impaired as of June 30, 2008.

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Pension benefits

Accounting for pensions involves estimating the cost of benefits to be provided well into the future and attributing that cost over the time period each employee works. To accomplish this, extensive use is made of assumptions about inflation, investment returns, mortality, turnover, medical costs and discount rates. These assumptions are reviewed annually.

Pension expenses are determined by actuaries using assumptions concerning the discount rate, expected return on plan assets and rate of compensation increase. An actuarial analysis of benefit obligations and plan assets was determined as of September 30 each year. SFAS 158 requires a fiscal year end measurement of plan assets and benefit obligations, eliminating the use of earlier measurement dates currently permissible. The new measurement date requirement is effective for fiscal years ending after December 15, 2008. Effective January 1, 2008, we have changed our measurement date to December 31 and recognized the pension expense related to the period October 1, 2007 through December 31, 2007 as an adjustment to beginning retained earnings and accumulated other comprehensive loss.

As a result of the change in measurement date, we recognized the increase in the under-funded status of the defined benefit pension plan between September 30, 2007 and December 31, 2007 of \$846,071, as well as the corresponding increase in accumulated other comprehensive loss of \$526,850 and related decrease in our deferred tax liability of \$296,125. We also recognized the net pension expense of \$23,096 relating to the period October 1, 2007 through December 31, 2007 as a reduction of the opening balance of retained earnings as of January 1, 2008.

The funded status of our plans and reconciliation of accrued pension cost is determined annually as of December 31. Further discussion of our pension plan and related assumptions is included in Note 9, Retirement Plans, to the unaudited condensed consolidated financial statements for the quarterly period ended June 30, 2008. Actual results would be different using other assumptions. Management records an accrual for pension costs associated with our sponsored noncontributory defined benefit pension plan covering our non-union workers. Future adverse changes in market conditions or poor operating results of underlying plan assets could result in losses or a higher accrual. At December 31, 2005, we froze the non-contributory defined benefit pension plan for all non-U.S. territorial employees.

Income taxes

Management has recorded a valuation allowance to reduce its deferred tax assets for a portion of state and local income tax net operating losses that it believes may not be realized. We have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance; however, in the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made.

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SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

Except for the historical information contained herein, the matters discussed in this Quarterly Report on Form 10-Q include certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Those statements include, but may not be limited to, all statements regarding our and management's intent, belief, and expectations, such as statements concerning our future profitability and our operating and growth strategy. Words such as believe, anticipate, expect, will, may, should, intend, plan, estimate, potential, continue, likely and similar expressions are intended to identify forward-looking statements. Investors are cautioned that all forward-looking statements contained in this Quarterly Report on Form 10-Q and in other statements we make involve risks and uncertainties including, without limitation, the factors set forth under the caption Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2007, and other factors detailed from time to time in our other filings with the Securities and Exchange Commission. One or more of these factors have affected, and in the future could affect our businesses and financial results and could cause actual results to differ materially from plans and projections. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, there can be no assurance that any of the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. All forward-looking statements made in this Quarterly Report on Form 10-Q are based on information presently available to our management. We assume no obligation to update any forward-looking statements.

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ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes since December 31, 2007.

ITEM 4 CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 promulgated under the Exchange Act. Based upon this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were (1) designed to ensure that material information relating to our Company is accumulated and made known to our management, including our chief executive officer and chief financial officer, in a timely manner, particularly during the period in which this report was being prepared, and (2) effective, in that they provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Management believes, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a Company have been detected.

Internal Controls. There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during our fiscal quarter ended March 31, 2008, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS.**

None

ITEM 1A. RISK FACTORS.

There have been no material changes to our risk factors as disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

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

The 2008 Annual Meeting of Shareholders was held on May 27, 2008, and the following proposal was acted upon:

Proposal 1: The election of Class II Directors of the Company, to serve until the 2010 Annual Meeting of Shareholders or until their successors are elected and qualified.

| | Number of Shares Voted | | TOTAL |
|---------------------|------------------------|-----------------------|-----------|
| | FOR | WITHHOLD AUTHORITY | |
| J. Patrick Campbell | 4,712,445 | 137,669 | 4,850,114 |
| Michael L. Finn | 4,709,307 | 140,807 | 4,850,114 |
| G. Courtney Haning | 4,709,197 | 140,197 | 4,850,114 |
| Curtis A. Loveland | 3,764,738 | 1,085,376 | 4,850,114 |

The following individuals continue to serve as Class I Directors of the Company:

Mike Brooks, Glenn E. Corlett, Harley E. Rouda, Jr. and James L. Stewart.

Proposal 2: To ratify the selection of Schneider Downs & Co., Inc. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.

| FOR | Number of Shares Voted | | TOTAL |
|-----------|------------------------|-----------|-----------|
| | AGAINST | ABSTAINED | |
| 4,710,997 | 110,956 | 28,161 | 4,850,114 |

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ITEM 5. OTHER INFORMATION.

None

ITEM 6. EXHIBITS.

| EXHIBIT NUMBER | EXHIBIT DESCRIPTION |
|---------------------------|---|
| 31(a)* | Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Executive Officer. |
| 31(b)* | Certification pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Chief Financial Officer. |
| 32(a)+ | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer. |
| 32(b)+ | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer. |

* Filed with this report.

+ Furnished with this report.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Rocky Brands, Inc.

Date: August 6, 2008

/s/ James E. McDonald
James E. McDonald, Executive Vice
President and
Chief Financial Officer*

* In his capacity
as Executive
Vice President
and Chief
Financial
Officer,
Mr. McDonald
is duly
authorized to
sign this report
on behalf of the
Registrant.