

ROCKY BRANDS, INC.  
Form 10-Q  
October 28, 2011

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 September 30, 2011

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-34382

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or 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 ☒

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(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 October 21, 2011, 7,489,995 shares of Rocky Brands, Inc. common stock, no par value, were outstanding.

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FORM 10-Q

ROCKY BRANDS, INC.

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SIGNATURE

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PART I - FINANCIAL INFORMATION  
ITEM 1 - FINANCIAL STATEMENTS

ROCKY BRANDS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

|                                                                                                  | September 30, 2011<br>(Unaudited) | December 31, 2010<br>(Unaudited) | September 30, 2010<br>(Unaudited) |
|--------------------------------------------------------------------------------------------------|-----------------------------------|----------------------------------|-----------------------------------|
| <b>ASSETS:</b>                                                                                   |                                   |                                  |                                   |
| <b>CURRENT ASSETS:</b>                                                                           |                                   |                                  |                                   |
| Cash and cash equivalents                                                                        | \$ 3,330,196                      | \$ 4,362,531                     | \$ 3,965,906                      |
| Trade receivables – net                                                                          | 63,339,879                        | 47,593,807                       | 61,261,175                        |
| Other receivables                                                                                | 1,055,666                         | 911,103                          | 1,319,589                         |
| Inventories                                                                                      | 78,887,067                        | 58,852,556                       | 62,913,777                        |
| Deferred income taxes                                                                            | 1,238,989                         | 1,218,101                        | 1,490,601                         |
| Prepaid expenses                                                                                 | 2,822,954                         | 1,793,852                        | 1,494,653                         |
| Total current assets                                                                             | 150,674,751                       | 114,731,950                      | 132,445,701                       |
| FIXED ASSETS – net                                                                               | 23,572,687                        | 22,129,282                       | 22,114,258                        |
| IDENTIFIED INTANGIBLES                                                                           | 30,505,267                        | 30,495,485                       | 30,504,785                        |
| OTHER ASSETS                                                                                     | 737,489                           | 1,222,712                        | 1,896,914                         |
| <b>TOTAL ASSETS</b>                                                                              | <b>\$ 205,490,194</b>             | <b>\$ 168,579,429</b>            | <b>\$ 186,961,658</b>             |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>                                                     |                                   |                                  |                                   |
| <b>CURRENT LIABILITIES:</b>                                                                      |                                   |                                  |                                   |
| Accounts payable                                                                                 | \$ 11,054,561                     | \$ 9,024,851                     | \$ 9,449,927                      |
| Current maturities - long term debt                                                              | 2,955                             | 487,480                          | 508,376                           |
| <b>Accrued expenses:</b>                                                                         |                                   |                                  |                                   |
| Salaries and wages                                                                               | 2,330,197                         | 2,702,166                        | 2,624,978                         |
| Co-op advertising                                                                                | 75,864                            | 109,003                          | 63,222                            |
| Interest                                                                                         | 97,266                            | 52,440                           | 497,641                           |
| Income taxes payable                                                                             | 1,916,316                         | 422,229                          | 2,280,900                         |
| Taxes - other                                                                                    | 420,082                           | 590,217                          | 490,978                           |
| Commissions                                                                                      | 606,048                           | 669,389                          | 541,389                           |
| Current portion of pension funding                                                               | 3,348,035                         | 680,000                          | 700,000                           |
| Other                                                                                            | 1,775,031                         | 1,837,966                        | 2,185,406                         |
| Total current liabilities                                                                        | 21,626,355                        | 16,575,741                       | 19,342,817                        |
| LONG TERM DEBT – less current maturities                                                         | 60,054,291                        | 34,608,338                       | 52,910,608                        |
| DEFERRED INCOME TAXES                                                                            | 9,521,852                         | 9,374,685                        | 9,060,211                         |
| DEFERRED PENSION LIABILITY                                                                       | -                                 | 2,839,293                        | 3,735,674                         |
| DEFERRED LIABILITIES                                                                             | 535,937                           | 177,814                          | 189,719                           |
| <b>TOTAL LIABILITIES</b>                                                                         | <b>91,738,435</b>                 | <b>63,575,871</b>                | <b>85,239,029</b>                 |
| <b>COMMITMENTS AND CONTINGENCIES</b>                                                             |                                   |                                  |                                   |
| <b>SHAREHOLDERS' EQUITY:</b>                                                                     |                                   |                                  |                                   |
| Common stock, no par value;                                                                      |                                   |                                  |                                   |
| 25,000,000 shares authorized; issued and outstanding                                             |                                   |                                  |                                   |
| September 30, 2011 - 7,489,995; December 31, 2010 - 7,426,787 and September 30, 2010 - 7,409,537 | 69,546,028                        | 69,052,101                       | 68,927,984                        |
| Accumulated other comprehensive loss                                                             | (2,608,298 )                      | (2,828,989 )                     | (2,947,290 )                      |
| Retained earnings                                                                                | 46,814,029                        | 38,780,446                       | 35,741,935                        |

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|                                                   |                       |                       |                       |
|---------------------------------------------------|-----------------------|-----------------------|-----------------------|
| Total shareholders' equity                        | 113,751,759           | 105,003,558           | 101,722,629           |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> | <b>\$ 205,490,194</b> | <b>\$ 168,579,429</b> | <b>\$ 186,961,658</b> |

See notes to the interim unaudited condensed consolidated financial statements.

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

|                                                         | Three Months Ended<br>September 30, |              | Nine Months Ended<br>September 30, |               |
|---------------------------------------------------------|-------------------------------------|--------------|------------------------------------|---------------|
|                                                         | 2011                                | 2010         | 2011                               | 2010          |
| NET SALES                                               | \$71,020,546                        | \$74,760,244 | \$175,609,453                      | \$186,062,284 |
| COST OF GOODS SOLD                                      | 45,430,389                          | 47,575,649   | 110,136,023                        | 121,021,756   |
| GROSS MARGIN                                            | 25,590,157                          | 27,184,595   | 65,473,430                         | 65,040,528    |
| SELLING, GENERAL AND ADMINISTRATIVE<br>EXPENSES         | 18,026,065                          | 19,159,541   | 53,108,445                         | 53,347,582    |
| INCOME FROM OPERATIONS                                  | 7,564,092                           | 8,025,054    | 12,364,985                         | 11,692,946    |
| OTHER INCOME AND (EXPENSES):                            |                                     |              |                                    |               |
| Interest expense - net                                  | (252,858 )                          | (955,033 )   | (760,844 )                         | (4,721,176 )  |
| Other - net                                             | 106,033                             | 246,334      | 153,442                            | 286,451       |
| Total other - net                                       | (146,825 )                          | (708,699 )   | (607,402 )                         | (4,434,725 )  |
| INCOME BEFORE INCOME TAXES                              | 7,417,267                           | 7,316,355    | 11,757,583                         | 7,258,221     |
| INCOME TAX EXPENSE                                      | 2,205,000                           | 2,634,000    | 3,724,000                          | 2,613,000     |
| NET INCOME                                              | \$5,212,267                         | \$4,682,355  | \$8,033,583                        | \$4,645,221   |
| NET INCOME PER SHARE                                    |                                     |              |                                    |               |
| Basic                                                   | \$0.70                              | \$0.63       | \$1.07                             | \$0.71        |
| Diluted                                                 | \$0.70                              | \$0.63       | \$1.07                             | \$0.71        |
| WEIGHTED AVERAGE NUMBER OF COMMON<br>SHARES OUTSTANDING |                                     |              |                                    |               |
| Basic                                                   | 7,489,995                           | 7,407,409    | 7,485,529                          | 6,522,058     |
| Diluted                                                 | 7,489,995                           | 7,422,194    | 7,486,250                          | 6,541,192     |

See notes to the interim unaudited condensed consolidated financial statements.

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

|                                                                               | Nine Months Ended<br>September 30, |                    |
|-------------------------------------------------------------------------------|------------------------------------|--------------------|
|                                                                               | 2011                               | 2010               |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                  |                                    |                    |
| Net income                                                                    | \$8,033,583                        | \$4,645,221        |
| Adjustments to reconcile net income to net cash used in operating activities: |                                    |                    |
| Depreciation and amortization                                                 | 4,279,667                          | 4,209,421          |
| Deferred compensation and other                                               | 670,552                            | 420,891            |
| Deferred income taxes                                                         | 126,279                            | (26,334 )          |
| Loss on disposal of fixed assets                                              | 37,320                             | 14,038             |
| Stock compensation expense                                                    | 122,500                            | 129,900            |
| Change in assets and liabilities                                              |                                    |                    |
| Receivables                                                                   | (15,890,635 )                      | (15,272,563 )      |
| Inventories                                                                   | (20,034,511 )                      | (7,493,310 )       |
| Other current assets                                                          | (1,029,102 )                       | (185,515 )         |
| Other assets                                                                  | 485,223                            | 1,145,769          |
| Accounts payable                                                              | 2,275,812                          | 2,740,554          |
| Accrued and other liabilities                                                 | 574,398                            | 3,691,301          |
| Net cash used in operating activities                                         | (20,348,914)                       | (5,980,627 )       |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                  |                                    |                    |
| Purchase of fixed assets                                                      | (6,020,945 )                       | (3,729,619 )       |
| Investment in trademarks and patents                                          | (46,098 )                          | (23,118 )          |
| Proceeds from sale of fixed assets                                            | 50,767                             | 24,860             |
| Net cash used in investing activities                                         | (6,016,276 )                       | (3,727,877 )       |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                  |                                    |                    |
| Proceeds from revolving credit facility                                       | 67,246,458                         | 196,671,708        |
| Repayments of revolving credit facility                                       | (40,290,000)                       | (169,463,530)      |
| Debt financing costs                                                          | -                                  | (150,000 )         |
| Repayments of long-term debt                                                  | (1,995,030 )                       | (29,380,841 )      |
| Issuance of common stock, net of issuance costs                               | -                                  | 14,105,600         |
| Proceeds from exercise of stock options                                       | 371,427                            | 94,380             |
| Net cash provided by financing activities                                     | 25,332,855                         | 11,877,317         |
| <b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>                       | <b>(1,032,335 )</b>                | <b>2,168,813</b>   |
| <b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>                         | <b>4,362,531</b>                   | <b>1,797,093</b>   |
| <b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>                               | <b>\$3,330,196</b>                 | <b>\$3,965,906</b> |

See notes to the interim unaudited condensed consolidated financial statements.



ROCKY BRANDS, INC.  
AND SUBSIDIARIES

NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR  
THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010

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 condensed consolidated financial statements are considered to be of a normal and recurring nature. The results of the operations for the three and nine months ended September 30, 2011 and 2010 are not necessarily indicative of the results to be expected for the whole year. Accordingly, these unaudited 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, 2010.

The components of total comprehensive income are shown below:

|                                                                                     | (Unaudited)<br>Three Months Ended<br>September 30, |              | (Unaudited)<br>Nine Months Ended<br>September 30, |              |
|-------------------------------------------------------------------------------------|----------------------------------------------------|--------------|---------------------------------------------------|--------------|
|                                                                                     | 2011                                               | 2010         | 2011                                              | 2010         |
| Net income                                                                          | \$ 5,212,267                                       | \$ 4,682,355 | \$ 8,033,583                                      | \$ 4,645,221 |
| Other comprehensive income:                                                         |                                                    |              |                                                   |              |
| Amortization of unrecognized<br>transition obligation, service cost and<br>net loss | 73,564                                             | 89,952       | 220,692                                           | 269,854      |
| Total comprehensive income                                                          | \$ 5,285,831                                       | \$ 4,772,307 | \$ 8,254,275                                      | \$ 4,915,075 |

2. TRADE RECEIVABLES

Trade receivables are presented net of the related allowance for uncollectible accounts of approximately \$703,000, \$868,000 and \$1,048,000 at September 30, 2011, December 31, 2010 and September 30, 2010, respectively. The allowance for uncollectible accounts is calculated based on the relative age and size of trade receivable balances.

## 3. INVENTORIES

Inventories are comprised of the following:

|                                                     | September 30,<br>2011<br>(Unaudited) | December 31,<br>2010 | September 30,<br>2010<br>(Unaudited) |
|-----------------------------------------------------|--------------------------------------|----------------------|--------------------------------------|
| Raw materials                                       | \$ 8,640,940                         | \$ 7,728,707         | \$ 10,641,734                        |
| Work-in-process                                     | 688,133                              | 410,110              | 732,910                              |
| Finished goods                                      | 69,689,314                           | 50,764,439           | 51,586,413                           |
| Reserve for obsolescence or lower of cost or market | (131,320 )                           | (50,700 )            | (47,280 )                            |
| Total                                               | \$ 78,887,067                        | \$ 58,852,556        | \$ 62,913,777                        |

## 4. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information is as follows:

|                                                       | (Unaudited)<br>Nine Months Ended<br>September 30,<br>2011                      2010 |              |
|-------------------------------------------------------|-------------------------------------------------------------------------------------|--------------|
| Interest                                              | \$ 742,106                                                                          | \$ 3,763,729 |
| Federal, state and local income taxes, net of refunds | \$ 2,107,815                                                                        | \$ 385,112   |
| Fixed asset purchases in accounts payable             | \$ 314,146                                                                          | \$ 79,373    |

5.

## 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 and nine months ended September 30, 2011 and 2010 is as follows:

|                                                                 | (Unaudited)<br>Three Months Ended<br>September 30, |           | (Unaudited)<br>Nine Months Ended<br>September 30, |           |
|-----------------------------------------------------------------|----------------------------------------------------|-----------|---------------------------------------------------|-----------|
|                                                                 | 2011                                               | 2010      | 2011                                              | 2010      |
| Weighted average shares outstanding                             | 7,489,995                                          | 7,407,409 | 7,485,529                                         | 6,522,058 |
| Dilutive stock options                                          | -                                                  | 14,785    | 721                                               | 19,134    |
| Dilutive weighted average shares outstanding                    | 7,489,995                                          | 7,422,194 | 7,486,250                                         | 6,541,192 |
| Anti-dilutive stock options/weighted average shares outstanding | 135,370                                            | 196,000   | 139,689                                           | 210,090   |

6.

## RECENT FINANCIAL ACCOUNTING STANDARDS

## Recently adopted accounting standards

In September 2009, the Financial Accounting Standards Board (FASB) issued an accounting standards update (ASU), Revenue Recognition – Multiple Deliverable Revenue Arrangements. This update addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how to allocate the consideration to each unit of accounting. This update eliminates the use of the residual value method for determining allocation of arrangement consideration and allows the use of an entity's best estimate to determine the selling price if vendor specific objective evidence and third-party evidence cannot be determined. This update also requires additional disclosure to provide both qualitative and quantitative information regarding the significant judgments made in applying this update. In addition, for each reporting period in the initial year of adoption, this update requires disclosure of the amount of revenue recognized subject to the measurement requirements of this update and the amount of revenue that would have been recognized if the related transactions were subject to the measurement requirements prior to this update. This update is effective for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010. The adoption of this standard did not have a material effect on our consolidated financial statements.

In December 2010, the FASB issued ASU No. 2010-28, Intangibles - Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. This ASU reflects the decision reached in EITF Issue No. 10-A. The amendments in this ASU modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with the existing guidance and examples, which require that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. The adoption of this standard did not have a material effect on our consolidated financial statements.

In December 2010, the FASB issued ASU 2010-29, Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations. This ASU reflects the decision reached in EITF Issue No. 10-G. The amendments in this ASU affect any public entity as defined by Topic 805, Business Combination that enters into business combinations that are material on an individual or aggregate basis. The amendments in this ASU specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments are effective prospectively for 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, 2010. The adoption of this standard did not have a material effect on our consolidated financial statements.

In April 2011, the FASB issued ASU No. 2011-02, Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring. The FASB believes the guidance in this ASU will improve financial reporting by creating greater consistency in the way GAAP is applied for various types of debt restructurings. The ASU clarifies which loan modifications constitute troubled debt restructurings. It is intended to assist creditors in determining whether a modification of the terms of a receivable meets the criteria to be considered a troubled debt restructuring, both for purposes of recording an impairment loss and for disclosure of troubled debt restructurings. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that both of the following exist: (a) the restructuring constitutes a concession; and (b) the debtor is experiencing financial difficulties. The amendments to FASB Accounting Standards Codification™ (Codification) Topic 310, Receivables, clarify the guidance on a creditor's evaluation of whether it has granted a concession and whether a debtor is experiencing financial difficulties. The guidance was effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructurings occurring on or after the beginning of the fiscal year of adoption. The adoption of this standard did not have a material effect on our consolidated financial statements.

Accounting standards not yet adopted

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This ASU represents the converged guidance of the FASB and the IASB (the Boards) on fair value measurement. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. We are currently assessing the potential impact of the adoption of this standard on our consolidated financial statements and related disclosures.

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. Under the amendments to Topic 220, an entity has the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this update should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. We are currently assessing the potential impact of the adoption of this standard on our consolidated financial statements and related disclosures.

In September 2011, the FASB issued ASU No. 2011-08, Intangibles – Goodwill and Other – (Topic 350) Testing Goodwill for Impairment. The amendments in this update will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. We are currently assessing the potential impact of the adoption of this standard on our consolidated financial statements and related disclosures.

In September 2011, the FASB issued ASU No. 2011-09, Compensation – Retirement Benefits – Multiemployer Plans (Subtopic 715-80) Disclosures about an Employer's Participation in a Multiemployer Plan. The amendments in this update require additional disclosures about an employer's participation in a multiemployer plan. For public entities, the amendments in this Update are effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. The amendments should be applied retrospectively for all prior periods presented. We are currently assessing the potential impact of the adoption of this standard on our consolidated financial statements and related disclosures.

7. INCOME TAXES

We file income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. We are no longer subject to U.S. Federal tax examinations for years before 2008. State jurisdictions that remain subject to examination range from 2007 to 2010. Foreign jurisdiction tax returns that remain subject to examination range from 2005 to 2010 for Canada and from 2006 to 2010 for Puerto Rico. 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 September 30, 2011, accrued interest or penalties were not material, and no such expenses were recognized during the quarter.

We provided for income taxes at an estimated effective tax rate of 32.6% and 37.6% for the nine months ended September 30, 2011 and 2010, respectively. The estimated effective tax rate for 2011 is lower than the estimated rate for 2010 as we expect to make additional permanent capital investment in our operations in the Dominican Republic, which will reduce the amount of dividends that we will need to provide for U.S. income taxes.

During the three and nine-month periods ended September 30, 2011, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2010 Federal income tax return which decreased our effective tax rates for the three and nine-month period ended September 30, 2011 to 29.7% and 31.7%, respectively.

During the three and nine-month periods ended September 30, 2010, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2009 Federal income tax return which decreased our effective tax rates for the three and nine-month periods ended September 30, 2010 to 36%.

8.

## INTANGIBLE ASSETS

A schedule of intangible assets is as follows:

|                                | Gross<br>Amount | Accumulated<br>Amortization | Carrying<br>Amount |
|--------------------------------|-----------------|-----------------------------|--------------------|
| September 30, 2011 (unaudited) |                 |                             |                    |
| Trademarks:                    |                 |                             |                    |
| Wholesale                      | \$ 27,243,578   | \$ -                        | \$ 27,243,578      |
| Retail                         | 2,900,000       | -                           | 2,900,000          |
| Patents                        | 2,460,790       | 2,099,101                   | 361,689            |
| Customer relationships         | 1,000,000       | 1,000,000                   | -                  |
| Total Identified Intangibles   | \$ 33,604,368   | \$ 3,099,101                | \$ 30,505,267      |

|                              | Gross<br>Amount | Accumulated<br>Amortization | Carrying<br>Amount |
|------------------------------|-----------------|-----------------------------|--------------------|
| December 31, 2010            |                 |                             |                    |
| Trademarks:                  |                 |                             |                    |
| Wholesale                    | \$ 27,243,578   | \$ -                        | \$ 27,243,578      |
| Retail                       | 2,900,000       | -                           | 2,900,000          |
| Patents                      | 2,414,692       | 2,062,785                   | 351,907            |
| Customer relationships       | 1,000,000       | 1,000,000                   | -                  |
| Total Identified Intangibles | \$ 33,558,270   | \$ 3,062,785                | \$ 30,495,485      |

|                                | Gross<br>Amount | Accumulated<br>Amortization | Carrying<br>Amount |
|--------------------------------|-----------------|-----------------------------|--------------------|
| September 30, 2010 (unaudited) |                 |                             |                    |
| Trademarks:                    |                 |                             |                    |
| Wholesale                      | \$ 27,243,578   | \$ -                        | \$ 27,243,578      |
| Retail                         | 2,900,000       | -                           | 2,900,000          |
| Patents                        | 2,412,117       | 2,050,910                   | 361,207            |
| Customer relationships         | 1,000,000       | 1,000,000                   | -                  |
| Total Identified Intangibles   | \$ 33,555,695   | \$ 3,050,910                | \$ 30,504,785      |

Amortization expense for intangible assets was \$12,041 and \$11,827 for the three months ended September 30, 2011 and 2010, respectively and \$36,316 and \$35,243 for the nine months ended September 30, 2011 and 2010, respectively. The weighted average amortization period for patents is 15 years.

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

|      |          |
|------|----------|
| 2012 | \$49,253 |
| 2013 | 49,253   |
| 2014 | 49,253   |
| 2015 | 49,253   |
| 2016 | 49,253   |

9.

## 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, 2011, we were authorized to issue approximately 347,823 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, 2011 through September 30, 2011:

|                                           | Shares    | Weighted<br>Average<br>Exercise<br>Price |
|-------------------------------------------|-----------|------------------------------------------|
| Options outstanding at January 1, 2011    | 232,000   | \$ 19.95                                 |
| Issued                                    | -         | -                                        |
| Exercised                                 | (51,000 ) | \$ 7.28                                  |
| Forfeited                                 | (46,000 ) | \$ 27.69                                 |
| Options outstanding at September 30, 2011 | 135,000   | \$ 22.10                                 |
| Options exercisable at:                   |           |                                          |
| January 1, 2011                           | 232,000   | \$ 19.95                                 |
| September 30, 2011                        | 135,000   | \$ 22.10                                 |
| Unvested options at September 30, 2011    | -         |                                          |

During the nine-month period ended September 30, 2011, we issued 12,208 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.

In June 2009, our Board of Directors adopted a Rights Agreement, which provides for one preferred share purchase right to be associated with each share of our outstanding common stock. Shareholders exercising these rights would become entitled to purchase shares of Series B Junior Participating Cumulative Preferred Stock. The rights are exercisable after the time when a person or group of persons without the approval of the Board of Directors acquire beneficial ownership of 20 percent or more of our common stock or announce the initiation of a tender or exchange offer which if successful would cause such person or group to beneficially own 20 percent or more of our common stock. Such exercise would ultimately entitle the holders of the rights to purchase at the exercise price, shares of common stock of the surviving corporation or purchaser, respectively, with an aggregate market value equal to two times the exercise price. The person or groups effecting such 20 percent acquisition or undertaking such tender offer would not be entitled to exercise any rights. These rights expire during June 2012.

10.

## 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.

We recently made a decision to fully fund and terminate the pension plan. We expect the transaction to be completed by the end of 2011. As a result, we expect to contribute approximately \$4.2 million into the plan and record a pension termination expense of approximately \$3.2 million net of tax in the fourth quarter of 2011. The ultimate pension expense and contribution is dependent on the fair value of plan assets at settlement.

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

|                                                 | (Unaudited)<br>Three Months Ended<br>September 30, |            | (Unaudited)<br>Nine Months Ended<br>September 30, |            |
|-------------------------------------------------|----------------------------------------------------|------------|---------------------------------------------------|------------|
|                                                 | 2011                                               | 2010       | 2011                                              | 2010       |
| Service cost                                    | \$ 30,840                                          | \$ 19,977  | \$ 92,520                                         | \$ 59,931  |
| Interest                                        | 156,331                                            | 161,677    | 468,991                                           | 485,031    |
| Expected return on assets                       | (156,592 )                                         | (133,055 ) | (469,774 )                                        | (399,163 ) |
| Amortization of unrecognized net gain or loss   | 54,762                                             | 71,854     | 164,288                                           | 215,560    |
| Amortization of unrecognized prior service cost | 18,802                                             | 18,098     | 56,404                                            | 54,294     |
| Net pension cost                                | \$ 104,143                                         | \$ 138,551 | \$ 312,429                                        | \$ 415,653 |

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:

|                                                  | 2011 |   | 2010 |   |
|--------------------------------------------------|------|---|------|---|
| Discount rate                                    | 5.51 | % | 5.91 | % |
| Average rate of increase in compensation levels  | 3.0  | % | 3.0  | % |
| Expected long-term rate of return on plan assets | 8.0  | % | 8.0  | % |

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11.

## 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, websites 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)<br>Three Months Ended<br>September 30, |               | (Unaudited)<br>Nine Months Ended<br>September 30, |                |
|----------------------|----------------------------------------------------|---------------|---------------------------------------------------|----------------|
|                      | 2011                                               | 2010          | 2011                                              | 2010           |
| <b>NET SALES:</b>    |                                                    |               |                                                   |                |
| Wholesale            | \$ 60,229,521                                      | \$ 59,396,157 | \$ 140,822,568                                    | \$ 135,805,817 |
| Retail               | 10,342,743                                         | 11,112,373    | 32,968,169                                        | 35,044,935     |
| Military             | 448,282                                            | 4,251,714     | 1,818,716                                         | 15,211,532     |
| Total Net Sales      | \$ 71,020,546                                      | \$ 74,760,244 | \$ 175,609,453                                    | \$ 186,062,284 |
| <b>GROSS MARGIN:</b> |                                                    |               |                                                   |                |
| Wholesale            | \$ 20,656,965                                      | \$ 21,425,840 | \$ 49,450,898                                     | \$ 47,083,808  |
| Retail               | 4,873,532                                          | 5,102,592     | 15,783,415                                        | 15,875,230     |
| Military             | 59,660                                             | 656,163       | 239,117                                           | 2,081,490      |
| Total Gross Margin   | \$ 25,590,157                                      | \$ 27,184,595 | \$ 65,473,430                                     | \$ 65,040,528  |

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

12.

## LONG-TERM DEBT

In May 2010, we amended the terms of our revolving credit facility with GMAC Commercial Finance ("GMAC") to advance \$15 million to the Company under the existing revolving portion of its credit facility to prepay amounts due under term loans with Laminar Direct Capital L.P. and Whitebox Hedged High Yield Partners, L.P. After the prepayment, principal under the term loans totaled \$11 million in the aggregate.

Also in May 2010, we completed a public offering of 1.8 million shares of common stock at a price of \$8.40 per share. We received net proceeds from the offering of \$14.1 million after deducting \$0.9 million in underwriting discounts and \$0.1 million in expenses. The proceeds were used to prepay amounts due under term loans with Laminar Direct Capital L.P. and Whitebox Hedged High Yield Partners, L.P.

In October 2010, we entered into a new financing agreement with PNC Bank ("PNC") to provide a \$70 million credit facility that replaced the existing revolving credit facility with GMAC. In addition, the new financing agreement with PNC was used to repay the remaining balance of approximately \$11 million under the term loans. The term of the new credit facility is five years and the current interest rate is generally LIBOR plus 1.50%.

In April 2011, we repaid the remaining balance of approximately \$1.8 million on our mortgage loans by borrowing under a sub-facility on the PNC credit facility. The sub-facility is secured by real estate owned by us. In connection with this transaction, we incurred approximately \$0.1 million of prepayment and other fees that were reported as additional interest expense in the second quarter of 2011. The mortgage loans were incurring interest at 8.28% and were replaced with borrowings under the credit facility for a current interest rate of LIBOR plus 1.50%.

Our credit facility contains a restrictive covenant which requires us to maintain a fixed charge coverage ratio. This restrictive covenant is only in effect upon a triggering event taking place (as defined in the credit facility agreement). At September 30, 2011, no triggering event had occurred and the covenant was not in effect.

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 September 30, 2011, we had \$60.1 million in borrowings under this facility and total capacity of \$70.0 million.

### 13. FINANCIAL INSTRUMENTS

The fair values of cash, accounts receivable, other receivables and accounts payable approximated their carrying values because of the short-term nature of these instruments. Accounts receivable consists primarily of amounts due from our customers, net of allowances. Other receivables consist primarily of amounts due from employees (sales persons' advances in excess of commissions earned and employee travel advances); other customer receivables, net of allowances; and expected insurance recoveries. The carrying amounts of our revolving line of credit, our mortgages and other short-term financing obligations also approximate fair value, as they are comparable to the available financing in the marketplace during the year.

## 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<br>September 30, |   |       |   | Nine Months Ended<br>September 30, |   |       |   |
|-------------------------------------------------|-------------------------------------|---|-------|---|------------------------------------|---|-------|---|
|                                                 | 2011                                |   | 2010  |   | 2011                               |   | 2010  |   |
| Net Sales                                       | 100.0                               | % | 100.0 | % | 100.0                              | % | 100.0 | % |
| Cost Of Goods Sold                              | 64.0                                | % | 63.6  | % | 62.7                               | % | 65.0  | % |
| Gross Margin                                    | 36.0                                | % | 36.4  | % | 37.3                               | % | 35.0  | % |
| Selling, General and<br>Administrative Expenses | 25.4                                | % | 25.6  | % | 30.2                               | % | 28.7  | % |
| Income From Operations                          | 10.6                                | % | 10.8  | % | 7.1                                | % | 6.3   | % |

## Three Months Ended September 30, 2011 Compared to Three Months Ended September 30, 2010

Net sales. Net sales for the three months ended September 30, 2011 were \$71.0 million compared to \$74.8 million for the same period in 2010. Wholesale sales for the three months ended September 30, 2011 were \$60.2 million compared to \$59.4 million for the same period in 2010. The \$0.8 million increase in wholesale sales was the result of a \$2.9 million or 46.9% increase in our duty footwear category, a \$0.9 million or 11.3% increase in our western footwear category and a \$0.6 million or 4.8% increase in our outdoor footwear category, which were partially offset by a \$0.5 million or 2.4% decrease in our work footwear category (excluding Dickies), a \$0.2 million or 2.7% decrease in apparel and accessories, a \$0.9 million decrease in other and a \$2.0 million decline of our Dickies licensed business. Our licensing agreement with Dickies expired on December 31, 2010. Retail sales for the three months ended September 30, 2011 were \$10.3 million compared to \$11.1 million for the same period in 2010. The \$0.8 million decline in retail sales was a result of our ongoing transition to more internet driven transactions and the decision to remove a portion of our Lehigh mobile stores from operations to help lower operating expenses. Military segment sales for the three months ended September 30, 2011, were \$0.4 million, compared to \$4.3 million in the same period in 2010. From time to time, we bid on military contracts when they become available. Our sales under such contracts are dependent on us winning the bids for these contracts.

Gross margin. Gross margin for the three months ended September 30, 2011 was \$25.6 million, or 36.0% of net sales, compared to \$27.2 million, or 36.4% of net sales, in the same period last year. Wholesale gross margin for the three months ended September 30, 2011 was \$20.7 million, or 34.3% of net sales, compared to \$21.4 million, or 36.1% of net sales, in the same period last year. The 180 basis point decrease was primarily the result of higher product costs. Retail gross margin for the three months ended September 30, 2011 was \$4.9 million, or 47.1% of net sales, compared to \$5.1 million, or 45.9% of net sales, for the same period in 2010. The 120 basis point increase was primarily the result of higher average selling prices. Military gross margin for the three months ended September 30, 2011 was \$0.1 million, or 13.3% of net sales, compared to \$0.7 million, or 15.4% of net sales, for the same period in 2010.



SG&A expenses. SG&A expenses were \$18.0 million, or 25.4% of net sales, for the three months ended September 30, 2011, compared to \$19.2 million, or 25.6% of net sales for the same period in 2010. The net change primarily reflects decreases in compensation of \$0.6 million and travel expenses of \$0.2 million.

Interest expense. Interest expense was \$0.3 million in the three months ended September 30, 2011, compared to \$1.0 million for the same period in the prior year. The decrease is primarily the result of lower interest rates on our borrowings from our line of credit, which generally carries an interest rate of LIBOR plus 150 basis points.

Income taxes. Income tax expense for the three months ended September 30, 2011 was \$2.2 million, compared to an income tax expense of \$2.6 million for the same period a year ago. We have provided for income taxes at an estimated effective tax rate of 32.6% in 2011 and 37.6% in 2010. The decrease in the estimated effective tax rate for 2011 is the result of our permanent capital investment in 2011 in our operations in the Dominican Republic, which reduced the amount of dividends that we need to provide for U.S. income taxes. During the three months ended September 30, 2011, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2010 Federal income tax return which reduced our reported effective tax rate from 31.2% to 29.7%. During the three months ended September 30, 2010, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2009 Federal income tax return which reduced our reduced our reported effective tax rate from 37.6% to 36%.

#### Nine Months Ended September 30, 2011 Compared to Nine Months Ended September 30, 2010

Net sales. Net sales for the nine months ended September 30, 2011 were \$175.6 million compared to \$186.1 million for the same period in 2010. Wholesale sales for the nine months ended September 30, 2011 were \$140.8 million compared to \$135.8 million for the same period in 2010. The \$5.0 million increase in wholesale sales was the result of a \$8.4 million or 52.9% increase in our duty footwear category, a \$1.1 million or 5.7% increase in our outdoor footwear category, a \$0.7 million or 8.6% increase in sales of apparel and accessories, a \$0.7 million or 3.0% increase in our western footwear category and \$0.3 million or 0.5% increase in our work footwear category (excluding Dickies), which were partially offset by a \$5.5 million decline of our Dickies licensed business and a \$0.7 million decrease in other. Our licensing agreement with Dickies expired on December 31, 2010. Retail sales for the nine months ended September 30, 2011 were \$33.0 million compared to \$35.0 million for the same period in 2010. The \$2.0 million decrease in retail sales resulted from our ongoing transition to more internet driven transactions and the decision to remove a portion of our Lehigh mobile stores from operations to help lower operating expenses. Military segment sales for the nine months ended September 30, 2011, were \$1.8 million, compared to \$15.2 million in the same period in 2010. From time to time, we bid on military contracts when they become available. Our sales under such contracts are dependent on us winning the bids for these contracts.

**Gross margin.** Gross margin for the nine months ended September 30, 2011 was \$65.5 million, or 37.3% of net sales, compared to \$65.0 million, or 35.0% of net sales, in the same period last year. Wholesale gross margin for the nine months ended September 30, 2011 was \$49.5 million, or 35.1% of net sales, compared to \$47.1 million, or 34.7% of net sales, in the same period last year. The 40 basis point increase was primarily the result of higher average selling prices which was partially offset by higher product costs. Retail gross margin for the nine months ended September 30, 2011 was \$15.8 million, or 47.9% of net sales, compared to \$15.9 million, or 45.3% of net sales, for the same period in 2010. The 260 basis point increase was primarily the result of higher average selling prices. Military gross margin for the nine months ended September 30, 2011 was \$0.2 million, or 13.1% of net sales, compared \$2.1 million, or 13.7% of net sales, for the same period in 2010.

**SG&A expenses.** SG&A expenses were \$53.1 million, or 30.2% of net sales, for the nine months ended September 30, 2011, compared to \$53.3 million, or 28.7% of net sales for the same period in 2010. The net change primarily reflects decreases in compensation costs of \$0.6 million, professional fees of \$0.3 million, travel expenses of \$0.3 million and bad debt expense of \$0.2 million, which were partially offset by increases in advertising expenses of \$0.6 million, benefit costs of \$0.4 million and freight expenses of \$0.3 million.

**Interest expense.** Interest expense was \$0.8 million in the nine months ended September 30, 2011, compared to \$4.7 million for the same period in the prior year, which included one-time fees of approximately \$0.9 million associated with the early repayment of a portion of our senior term note. The remaining decrease is primarily the result of the repayment of a \$40.0 million term note carrying interest at a rate of 11.5%. This repayment was made with \$14 million of proceeds from our May 2010 equity offering as well as \$26 million of borrowings from our line of credit which generally carries an interest rate of LIBOR plus 150 basis points. The interest expense for the nine months ended September 30, 2011 included \$0.1 million of prepayment penalties and other fees from early repayment of our mortgage loans in April 2011.

**Income taxes.** Income tax expense for the nine months ended September 30, 2011 was \$3.7 million, compared to an income tax expense of \$2.6 million for the same period a year ago. We provided for income taxes at an estimated effective tax rate of 32.6% in 2011 and 37.6% in 2010. The decrease in the estimated effective tax rate for 2011 is the result of our permanent capital investment in 2011 in our operations in the Dominican Republic, which reduced the amount of dividends that we need to provide for U.S. income taxes. During the nine-month period ended September 30, 2011, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2010 Federal income tax return which decreased our effective tax rates for the nine-month period ended September 30, 2011 to 31.7%. During the nine-month period ended September 30, 2010, we recognized a decrease to income tax expense of \$0.1 million related to the filing of our 2009 Federal income tax return which decreased our effective tax rate for the nine-month period ended September 30, 2010 to 36%.

#### Defined Benefit Pension Plan Termination

The Company recently made a decision to fully fund and terminate its defined benefit pension plan. We expect the transaction to be completed by the end of 2011. As a result, we expect to contribute approximately \$4.2 million into the plan and record a pension termination expense of approximately \$3.2 million net of tax in the fourth quarter of 2011. The ultimate pension expense and contribution is dependent on the fair value of plan assets at settlement.

#### Liquidity and Capital Resources

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



Over the last several years our principal uses of cash have been 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 \$6.0 million for the first nine months of 2011, compared to \$3.7 million for the same period in 2010. Total capital expenditures for 2011 are anticipated to be approximately \$7.0 million.

In May 2010, we amended the terms of our revolving credit facility with GMAC Commercial Finance (“GMAC”) to advance \$15 million to the Company under the existing revolving portion of its credit facility to prepay amounts due under term loans with Laminar Direct Capital L.P. and Whitebox Hedged High Yield Partners, L.P. After the prepayment, principal under the term loans total \$11 million in the aggregate.

Also in May 2010, we completed a public offering of 1.8 million shares of common stock at a price of \$8.40 per share. We received net proceeds from the offering of \$14.1 million after deducting \$0.9 million in underwriting discounts and \$0.1 million in expenses. The proceeds were used to prepay amounts due under term loans with Laminar Direct Capital L.P. and Whitebox Hedged High Yield Partners, L.P.

In October 2010, we entered into a new financing agreement with PNC Bank (“PNC”) to provide a \$70 million credit facility that replaced the existing revolving credit facility with GMAC. In addition, the new financing agreement with PNC was used to repay the remaining balance of approximately \$11 million under the term loans. The term of the new credit facility is five years and the current interest rate is generally LIBOR plus 1.50%.

In April 2011, we repaid the remaining balance of approximately \$1.8 million on our mortgage loans by borrowing under a sub-facility on the PNC credit facility. The sub-facility is secured by real estate owned by us. In connection with this transaction, we incurred approximately \$0.1 million of prepayment and other fees that were reported as additional interest expense in the second quarter of 2011. The mortgage loans were incurring interest at 8.28% and were replaced with borrowings under the credit facility for a current interest rate of LIBOR plus 1.50%.

Our credit facility contains a restrictive covenant which requires us to maintain a fixed charge coverage ratio. This restrictive covenant is only in effect upon a triggering event taking place (as defined in the credit facility agreement). At September 30, 2011, no triggering event had occurred and the covenant was not in effect.

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 September 30, 2011, we had \$60.1 million in borrowings under this facility and total capacity of \$70.0 million.

We believe that our existing credit facility 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 facility.

**Operating Activities.** Cash used in operating activities totaled \$20.3 million for the nine months ended September 30, 2011, compared to \$6.0 million in the same period of 2010. Cash used in operating activities for the nine months ended September 30, 2011 and 2010 were primarily impacted by seasonally higher inventory and accounts receivable levels, which were partially offset by increases in accounts payable.

**Investing Activities.** Cash used in investing activities was \$6.0 million for the nine months ended September 30, 2011, compared to \$3.7 million in the same period of 2010. Cash used in investing activities reflects an investment in property, plant and equipment of \$6.0 million in 2011 and \$3.7 million in 2010. Our 2011 and 2010 expenditures primarily relate to investments in molds and equipment associated with our manufacturing operations and for information technology.

**Financing Activities.** Cash provided by financing activities for the nine months ended September 30, 2011 was \$25.3 million and reflects a net increase in the borrowing under the revolving credit facility of \$27.0 million, partially offset by repayments on long-term debt of \$2.0 million. Cash used in financing activities for the nine months ended September 30, 2010 was \$11.9 million and reflects \$14.1 million of proceeds from the aforementioned issuance of common stock, an increase in net borrowings under the revolving credit facility of \$27.2 million and repayments on long-term debt of \$29.4 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, 2010.

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.



### 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 uncollectible 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. The allowance for uncollectible accounts is calculated based on the relative age and size of trade receivable balances.

### 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. We perform such testing of goodwill and indefinite-lived intangible assets in the fourth quarter of each year or as events occur or circumstances change that would more likely than not reduce the fair value of the asset below its carrying amount.

In assessing whether indefinite-lived intangible assets are impaired, we must make certain estimates and assumptions regarding future cash flows, long-term growth rates of our business, operating margins, weighted average cost of capital and other factors such as discount rates, royalty rates, cost of capital, and market multiples to determine the fair value of our assets. These estimates and assumptions require management's judgment, and changes to these estimates and assumptions could materially affect the determination of fair value and/or impairment for each of our other indefinite-lived intangible assets. Future events could cause us to conclude that indications of intangible asset impairment exist. Impairment may result from, among other things, deterioration in the performance of our business, adverse market conditions, adverse changes in applicable laws and regulations, competition, or the sale or disposition of a reporting segment. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.



## 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 is determined as of December 31 each year.

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 10 "Retirement Plans," to the unaudited condensed consolidated financial statements for the quarterly period ended September 30, 2011. Actual results would be different using other assumptions. Management records an accrual for pension costs associated with our sponsored non-contributory 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. We recently made a decision to fully fund and terminate the pension plan before the end of 2011.

## 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.

## 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," "predict," "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, 2010, 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, 2010.

### 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 September 30, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## 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, 2010.

### ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

### ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

### ITEM 4 - RESERVED

### ITEM 5 - OTHER INFORMATION

None

### ITEM 6 - EXHIBITS

#### EXHIBIT EXHIBIT NUMBER 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 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 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.

101+ Attached as Exhibits 101 to this report are the following financial statements from the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 formatted in XBRL (“eXtensible Business Reporting Language”): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements tagged as blocks of text.

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\* Filed with this report.

+ Furnished with this report.



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: October 28, 2011

/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.