Dorman Products, Inc.
Form 10-Q
August 04, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 28, 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: 0-18914

DORMAN PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania	23-2078856
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3400 East Walnut Street, Colmar, Pennsylvania	18915
(Address of principal executive offices)	(Zip Code)

(215) 997-1800
(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. x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨ Accelerated filer x

Non-accelerated filer ¨ (Do not check if a smaller reporting company) 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 x No

As of July 31, 2008 the Registrant had 17,651,910 shares of common stock, $.01 par value, outstanding.

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June 28, 2008

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

(in thousands, except for share data)	For the Thirteen Weeks Ended June 28, 2008	For the Thirteen Weeks Ended June 30, 2007
Net Sales	$ 90,311	$ 85,796
Cost of goods sold	60,146	56,726
Gross profit	30,165	29,070
Selling, general and administrative expenses	21,469	19,225
Income from operations	8,696	9,845
Interest expense, net	285	512
Income before taxes	8,411	9,333
Provision for taxes	3,178	3,565
Net Income	$ 5,233	$ 5,768
Earnings Per Share:		
Basic	$ 0.30	$ 0.33
Diluted	$ 0.29	$ 0.32
Average Shares Outstanding:		
Basic	17,692	17,688
Diluted	18,041	18,129

See accompanying notes to consolidated financial statements.

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

(in thousands, except for share data)	For the Twenty-six Weeks Ended June 28, 2008	June 30, 2007
Net Sales	$ 170,436	$ 160,089
Cost of goods sold	115,568	105,243
Gross profit	54,868	54,846
Selling, general and administrative expenses	41,453	38,010
Income from operations	13,415	16,836
Interest expense, net	553	1,039
Income before taxes	12,862	15,797
Provision for taxes	4,947	5,967
Net Income	$ 7,915	$ 9,830
Earnings Per Share:		
Basic	$ 0.45	$ 0.56
Diluted	$ 0.44	$ 0.54
Average Shares Outstanding:		
Basic	17,695	17,689
Diluted	18,064	18,119

See accompanying notes to consolidated financial statements.

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(unaudited)

(in thousands, except for share data)	June 28, 2008	December 29, 2007
Assets		
Current Assets:		
Cash and cash equivalents	$ 7,492	$ 6,918
Accounts receivable, less allowance for doubtful accounts and customer credits of $28,176 and $28,705	82,079	76,897
Inventories	87,888	80,565
Deferred income taxes	10,306	10,111
Prepaids and other current assets	3,103	1,921
Total current assets	190,868	176,412
Property, Plant and Equipment, net	25,295	25,680
Goodwill	26,645	26,662
Other Assets	1,629	1,901
Total	$ 244,437	$ 230,655
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current portion of long-term debt	$ 8,656	$ 8,654
Accounts payable	20,902	18,752
Accrued compensation	4,007	6,520
Other accrued liabilities	3,781	4,198
Total current liabilities	37,346	38,124
Other Long-Term Liabilities	1,861	1,869
Long-Term Debt	14,399	8,942
Deferred Income Taxes	8,392	7,862
Commitments and Contingencies		
Shareholders' Equity:		
Common stock, par value $.01; authorized 2–5,000,000 shares; issued and outstanding 17,681,798 and 17,702,948	177	177
Additional paid-in capital	32,273	32,591
Cumulative translation adjustments	5,125	4,141
Retained earnings	144,864	136,949
Total shareholders' equity	182,439	173,858
Total	$ 244,437	$ 230,655

See accompanying notes to consolidated financial statements.

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)	For the Twenty-six Weeks Ended June 28, 2008	June 30, 2007
Cash Flows from Operating Activities:		
Net income	$ 7,915	$ 9,830
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	3,814	3,748
Provision for doubtful accounts	101	126
Provision (benefit) for deferred income tax	335	(55)
Provision for non-cash stock compensation	113	250
Changes in assets and liabilities:		
Accounts receivable	(4,833)	(5,976)
Inventories	(7,682)	(979)
Prepaids and other current assets	(184)	154
Other assets	154	123
Accounts payable	1,827	2,913
Accrued compensation and other liabilities	(2,979)	(1,213)
Cash (used in) provided by operating activities	(1,419)	8,921
Cash Flows from Investing Activities:		
Property, plant and equipment additions	(3,603)	(2,652)
Proceeds from sale of assets of a business	134	-
Cash used in investing activities	(3,469)	(2,652)
Cash Flows from Financing Activities:		
Repayment of long-term debt	(41)	(39)
Net proceeds from (repayment of) revolving credit facility	5,500	(4,900)
Proceeds from exercise of stock options	22	38
Other stock related activity	(1)	35
Purchase and cancellation of common stock	(452)	(649)
Cash provided by (used in) financing activities	5,028	(5,515)
Effect of exchange rate changes on cash and cash equivalents	434	32
Net Increase in Cash and Cash Equivalents	574	786
Cash and Cash Equivalents, Beginning of Period	6,918	5,080
Cash and Cash Equivalents, End of Period	$ 7,492	$ 5,866
Supplemental Cash Flow Information		
Cash paid for interest expense	$ 634	$ 1,040
Cash paid for income taxes	$ 4,938	$ 6,237

See accompanying notes to consolidated financial statements.

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE TWENTY-SIX WEEKS ENDED JUNE 28, 2008 AND JUNE 30, 2007 (UNAUDITED)

1. Basis of Presentation

As used herein, unless the context otherwise requires, "Dorman", the "Company", "we", "us", or "our" refers to Dorman Products, Inc. and its subsidiaries.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. However, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the twenty-six week period ended June 28, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending December 27, 2008. We may experience significant fluctuations from quarter to quarter in our results of operations due to the timing of orders placed by our customers. Generally, the second and third quarters have the highest level of customer orders, but the introduction of new products and product lines to customers may cause significant fluctuations from quarter to quarter. For further infor–mation, refer to the consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 29, 2007.

Certain prior year amounts have been reclassified to conform with current year presentation.

2. Sales of Accounts Receivable

We have entered into several customer sponsored programs administered by unrelated financial institutions that permit us to sell, without recourse, certain accounts receivable at discounted rates to the financial institutions. We do not retain any servicing requirements for these accounts receivable. Transactions under these agreements are accounted for as sales of accounts receivable following the provisions of Statement of Financial Accounting Standards (SFAS) No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities - A Replacement of FASB Statement 125." At June 28, 2008 and December 29, 2007, $46.4 million and $39.4 million, respectively, of accounts receivable were sold and removed from the consolidated balance sheets based upon standard payment terms. Selling, general and administrative expenses for the twenty-six weeks ended June 28, 2008 and June 30, 2007 include $1.0 million and $0.7 million, respectively, in financing costs associated with these accounts receivable sales programs. During the twenty-six weeks ended June 28, 2008 and June 30, 2007, we sold $57.6 million and $44.7 million, respectively, under these programs.

3. Inventories

Inventories include the cost of material, freight, direct labor and overhead utilized in the processing of our products. Inventories were as follows:

(in thousands)	June 28, 2008	December 29, 2007
Bulk product	$ 35,603	$ 34,493

Finished product	49,204	43,212
Packaging materials	3,081	2,860
Total	$ 87,888	$ 80,565

4. Acquisitions

In September 2007, we acquired certain assets including inventory and various intangible assets of the Consumer Products Division of Rockford Productions Corporation (Consumer Division) for $3.4 million. The consolidated results for the thirteen week and twenty-six week periods ended June 28, 2008 includes the results of the Consumer Division. We have not presented pro forma results of operations as this result would not have been materially different than actual results for the periods. In connection with the purchase, we recorded $1.1 million in contract rights, which are included in other assets and are being amortized over a 10 year period.

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Goodwill activity during the twenty-six week period ended June 28, 2008 is as follows (in thousands):

Balance, December 29, 2007	$ 26,662
Currency translation	(17)
Balance, June 28, 2008	$ 26,645

5. Sale of Assets

On May 15, 2008 we sold certain assets of our catalytic converter business at our Canadian subsidiary for $0.9 million, which will be paid in monthly installments throughout 2008. Included in Other Current Assets is $0.8 million that remains due at June 28, 2008.

6. Change in Vacation Policy

Effective December 31, 2006, we changed our vacation policy so that the current year's vacation time is earned ratably throughout the current year. Prior to December 31, 2006, all rights to the subsequent year's vacation vested to our employees on the last day of the previous fiscal year and the corresponding liability was recorded in that previous year. Since employees had vested all 2007 vacation time prior to the beginning of 2007 under the old policy, no additional vacation time was earned in 2007 and no expense was recorded. This change resulted in a reduction in our vacation accrual of approximately $1.8 million in 2007. As a result, vacation expense in cost of goods sold and selling, general and administrative expenses was reduced during each of the fiscal quarters in 2007. Results for the three and six months ended June 30, 2007 include vacation expense reductions of $0.1 million and $0.2 million in cost of goods sold and $0.3 million and $0.6 million in selling, general and administrative expenses, respectively.

7. Stock-Based Compensation

Effective May 18, 2000 we amended and restated our Incentive Stock Option Plan (the "Plan"). Under the terms of the Plan, our Board of Directors may grant incentive stock options or non-qualified stock options or combinations thereof to purchase up to 2,345,000 shares of common stock to officers, directors and employees. Grants under the Plan must be made within 10 years of the plan amendment date and are exercisable at the discretion of the Board of Directors, but in no event more than 10 years from the date of grant. At June 28, 2008, options to acquire 355,851 shares were available for grant under the Plan.

Effective January 1, 2006, we adopted SFAS No. 123R "Share-Based Payment," and related interpretations and began expensing the grant-date fair value of employee stock options. In accordance with SFAS No. 123R, cash flows resulting from tax deductions in excess of compensation cost recognized in the financial statements is classified as financing cash flows.

Compensation cost is recognized on a straight-line basis over the vesting period during which employees perform related services. The compensation cost charged against income for our stock-based compensation program for the twenty-six weeks ended June 28, 2008 and June 30, 2007 was $113,000 and $250,000 before taxes. The compensation cost charged against income for the thirteen weeks ended June 28, 2008 and June 30, 2007 was $22,000 and $125,000 before taxes. The compensation cost recognized is classified as selling, general and administrative expense in the consolidated statement of operations. No cost was capitalized during 2008 and 2007. We included a forfeiture assumption of 4.6% in 2008 and 3.5% in 2007 in the calculation of expense.

We use the Black-Scholes option valuation model to estimate the fair value of options granted. Expected volatility and expected dividend yield are based on the actual historical experience of our stock. The expected life represents

the period of time that options granted are expected to be outstanding and was calculated using the simplified method prescribed by the Securities and Exchange Commission Staff Accounting Bulletin No. 107. The risk-free rate is based on the U.S. Treasury security with terms equal to the expected time of exercise as of the grant date. There were no stock options granted in the twenty-six weeks ended June 28, 2008 or June 30, 2007.

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Transactions under the Plan were as follows:

	Shares	Weighted Average Price	Weighted Average Remaining Term (In years)	Aggregate Intrinsic Value
Balance at December 29, 2007	903,150	$ 5.80		
Exercised	(31,450)	1.17		
Canceled	(50,000)	11.10		
Balance at June 28, 2008	821,700	$ 5.66	4.8	$ 3,255,000
Options exercisable at June 28, 2008	661,666	$ 4.33	4.1	$ 3,199,000

The total intrinsic value of stock options exercised during the twenty-six weeks ended June 28, 2008 was $294,000.

As of June 28, 2008, there was approximately $0.6 million of unrecognized compensation cost related to non-vested stock options, which is expected to be recognized over a weighted-average period of approximately 3.0 years.

Cash received from option exercises during the twenty-six weeks ended June 28, 2008 was $12,000. The excess tax benefit generated from options granted prior to January 1, 2006, which were exercised during 2008, was $83,000 and was credited to additional paid in capital.

8. Earnings Per Share

The following table sets forth the computation of basic earnings per share and diluted earnings per share:

(in thousands, except per share data)	Thirteen Weeks Ended June 28, 2008	Thirteen Weeks Ended June 30, 2007	Twenty-six Weeks Ended June 28, 2008	Twenty-six Weeks Ended June 30, 2007
Numerator:				
Net income	$ 5,233	$ 5,768	$ 7,915	$ 9,830
Denominator:				
Weighted average shares outstanding us use used in basic earnings per share calculation	17,692	17,688	17,695	17,689
Effect of dilutive stock options.	349	441	369	430
Adjusted weighted average shares outstanding diluted earnings per share	18,041	18,129	18,064	18,119
Basic earnings per share	$ 0.30	$ 0.33	$ 0.45	$ 0.56
Diluted earnings per share	$ 0.29	$ 0.32	$ 0.44	$ 0.54

Options to purchase 173,500 and 163,500 shares were outstanding at June 28, 2008 and June 30, 2007, respectively, but were not included in the computation of diluted earnings per common share, as their effect would have been antidilutive.

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9. Common Stock Repurchases

Share Repurchase Plan. On February 22, 2008, we announced that our Board of Directors authorized the repurchase of up to 500,000 shares of our outstanding common stock. Under this program, share repurchases may be made from time to time depending upon market conditions, share price and availability, and other factors at our discretion. Repurchases will take place in open market transactions or in privately negotiated transactions in accordance with applicable laws. During 2008, we have not made any purchases under the plan.

Purchase and cancellation of common stock. We periodically repurchase and cancel common stock issued to our defined contribution profit sharing and 401(k) plan. For the twenty-six weeks ended June 28, 2008, we repurchased and cancelled 43,719 shares of common stock. During 2007, we repurchased and cancelled 90,205 shares of common stock.

10. Related-Party Transactions

We have entered into a noncancelable operating lease for our primary operating facility from a partnership in which Richard N. Berman, our Chief Executive Officer, and Steven L. Berman, our Executive Vice President, are partners. Based upon the terms of the lease, payments in 2008 will be $1.4 million. Total rental payments to the partnership under the lease arrangement were $1.3 million in 2007.

11. Income Taxes

We adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No.48, "Accounting for Un-certainty in Income Taxes an interpretation of FASB Statement No. 109"("FIN 48") effective December 31, 2006. At June 28, 2008, we have $1.5 million of net unrecognized tax benefits, $1.0 million of which would affect our effective tax rate if recognized.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of June 28, 2008, we have approximately $0.3 million of accrued interest related to uncertain tax positions.

The last year examined by the IRS was 2005, and all years up through and including that year are closed by examination. We are currently under examination for tax years 2003-2006 by one state tax authority to which we are subject to tax. The tax years 2004-2007 remain open to examination by the remaining major taxing jurisdictions in the United States to which we are subject. The tax years 2003-2007 remain open to examination in Sweden for our Swedish subsidiary.

12. Comprehensive Income

Pursuant to the provisions of SFAS No. 130, "Reporting Comprehensive Income," comprehensive income includes all changes to shareholders' equity during a period, except those resulting from investment by and distributions to shareholders. Components of comprehensive income include net income and changes in foreign currency translation adjustments. Total comprehensive income was $5.2 million and $6.3 million for the thirteen weeks ended June 28, 2008, and June 30, 2007, respectively. Total comprehensive income was $8.9 million and $10.1 million for the twenty-six weeks ended June 28, 2008 and June 30, 2007, respectively.

13. New Accounting Pronouncements

In December 2007, the FASB issued SFAS 141 (revised 2007), "Business Combinations" ("SFAS No. 141(R)"). SFAS No. 141(R) changes the requirements for an acquirer's recognition and measurement of the assets acquired and

the liabilities assumed in a business combination. SFAS No. 141(R) is effective for annual periods beginning after December 15, 2008 and should be applied prospectively for all business combinations entered into after the date of adoption.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51" ("SFAS No. 160"). SFAS No. 160 requires (i) that noncontrolling (minority) interests be reported as a component of shareholders' equity, (ii) that net income attributable to the parent and to the noncontrolling interest be separately identified in the consolidated statement of operations, (iii) that changes in a parent's ownership interest while the parent retains its controlling interest be accounted for as equity transactions, (iv) that any retained noncontrolling equity investment upon the deconsolidation of a subsidiary be initially measured at fair value, and (v) that sufficient disclosures are provided that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 is effective for annual periods beginning after December 15, 2008 and should be applied prospectively. However, the presentation and disclosure requirements of the statement shall be applied retrospectively for all periods presented. The adoption of the provisions of SFAS No. 160 is not expected to impact the Company's consolidated results of operations and financial position.

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In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 permits companies to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing companies with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. We adopted SFAS No. 159 effective December 30, 2007, which was the beginning of our fiscal year. The adoption of SFAS No. 159 did not have a material impact on our results of operations and financial position.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement applies under other accounting pronouncements that require or permit fair value measurements. Accordingly, SFAS No. 157 does not require any new fair value measurements. The provisions of SFAS No. 157 are to be applied prospectively and are effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157's fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis have been deferred until fiscal years beginning after November 15, 2008. We have certain non-financial assets, such as goodwill, intangibles and other long-lived assets, that may be remeasured to fair value on a non-recurring basis. The adoption of SFAS No. 157 did not have a material impact on the Company's consolidated results of operations and financial position.

DORMAN PRODUCTS, INC. AND SUBSIDIARIES
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward Looking Statements

Certain statements in this document constitute "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. While forward-looking statements sometimes are presented with numerical specificity, they are based on various assumptions made by management regarding future circumstances over many of which the Company has little or no control. Forward-looking statements may be identified by words including "anticipate," "believe," "estimate," "expect," and similar expressions. The Company cautions readers that forward-looking statements, including, without limitation, those relating to future business prospects, revenues, working capital, liquidity, and income, are subject to certain risks and uncertainties that would cause actual results to differ materially from those indicated in the forward-looking statements. Factors that could cause actual results to differ from forward-looking statements include but are not limited to competition in the automotive aftermarket industry, concentration of the Company's sales and accounts receivable among a small number of customers, the impact of consolidation in the automotive aftermarket industry, foreign currency fluctuations, dependence on senior management and other risks and factors identified from time to time in the reports the Company files with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. For additional information concerning factors that could cause actual results to differ materially from the information contained in this report, reference is made to the information in Part I, "Item 1A, Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2007.

Overview

We are a leading supplier of Original Equipment (OE) Dealer "Exclusive" automotive replacement parts, automotive hardware, brake products, and household hardware to the automotive aftermarket and mass merchandise markets.

Dorman automotive parts and hardware are marketed under the OE Solutions , HELP!(R), AutoGrade , First Stop , Conduct-Tite(R), Pik-A-Nut(R), and Scan-Tech brand names. We design, package and market over 92,000 different automotive replacement parts (including brake parts), fasteners and service line products manufactured to our specifications. Our products are sold under one of the seven Dorman brand names listed above. Our products are sold primarily in the United States through automotive aftermarket retailers (such as AutoZone, Advance and O'Reilly), national, regional and local warehouse distributors (such as Carquest and NAPA) and specialty markets including parts manufacturers for resale under their own private labels and salvage yards. Through our Scan-Tech subsidiary, we are increasing our international distribution of automotive replacement parts, with sales into Europe, the Middle East and the Far East.

The automotive aftermarket in which we compete has been growing in size; however, the market continues to consolidate. As a result, our customers regularly seek more favorable pricing, product returns and extended payment terms when negotiating with us. While we do our best to avoid such concessions, in some cases pricing concessions have been made, customer payment terms have been extended and returns of product have exceeded historical levels. The product returns and more favorable pricing primarily affect our profit levels while terms extensions generally reduce operating cash flow and require additional capital to finance the business. We expect both of these trends to continue for the foreseeable future. Gross profit margins have declined over the past three years as a result of this pricing pressure. Another contributing factor in our gross profit margin decline is a shift in mix to higher-priced, but lower gross margin products. Both of these trends are expected to continue for the foreseeable future. We have increased our focus on efficiency improvements and product cost reduction initiatives to offset the impact of price pressures.

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In addition, we are relying on new product development as a way to offset some of these customer demands and as our primary vehicle for growth. As such, new product development is a critical success factor for us. We have invested heavily in resources necessary for us to increase our new product development efforts and to strengthen our relationships with our customers. These investments are primarily in the form of increased product development resources and awareness programs, customer service improvements and increased customer credits and allowances. This has enabled us to provide an expanding array of new product offerings and grow our revenues.

We may experience significant fluctuations from quarter to quarter in our results of operations due to the timing of orders placed by our customers. Generally, the second and third quarters have the highest level of customer orders, but the introduction of new products and product lines to customers may cause significant fluctuations from quarter to quarter.

We operate on a fifty-two, fifty-three week period ending on the last Saturday of the calendar year.

Acquisition and Sale of Assets

In September 2007, we acquired certain assets including inventory and various intangible assets of the Consumer Products Division of Rockford Productions Corporation (Consumer Division) for $3.4 million. The consolidated results for the thirteen week and twenty-six week periods ended June 28, 2008 includes the results of the Consumer Division. We have not presented pro forma results of operations as this result would not have been materially different than actual results for the periods. In connection with the purchase, we recorded $1.1 million in contract rights, which are included in other assets and are being amortized over a 10 year period.

On May 15, 2008, we sold certain assets of our Canadian subsidiary for $0.9 million, which will be paid in monthly installments throughout 2008.

Change in Vacation Policy

Effective December 31, 2006, we changed our vacation policy so that the current year's vacation time is earned ratably throughout the current year. Prior to December 31, 2006, all rights to the subsequent year's vacation vested to our employees on the last day of the previous fiscal year and the corresponding liability was recorded in that previous year. Since employees had vested all 2007 vacation time prior to the beginning of 2007 under the old policy, no additional vacation time was earned in 2007 and no expense was recorded. This change resulted in a reduction in our vacation accrual of approximately $1.8 million in 2007. As a result, vacation expense in cost of goods sold and selling, general and administrative expenses was reduced during each of the fiscal quarters in 2007. Results for the three and six months ended June 30, 2007 include vacation expense reductions of $0.1 million and $0.2 million in cost of goods sold and $0.3 million and $0.6 million in selling, general and administrative expenses, respectively.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of net sales represented by cer−tain items in our Consolidated Statements of Operations:

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	Percentage of Net Sales			
	For the Thirteen Weeks Ended		For the Twenty-six Weeks Ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Net Sales	100.0%	100.0%	100%	100%
Cost of goods sold	66.6	66.1	67.8	65.7
Gross profit	33.4	33.9	32.2	34.3
Selling, general and administrative expenses	23.8	22.4	24.3	23.8
Income from operations	9.6	11.5	7.9	10.5
Interest expense, net	0.3	0.6	0.4	0.6
Income before taxes	9.3	10.9	7.5	9.9
Provision for taxes	3.5	4.2	2.9	3.8
Net Income	5.8%	6.7%	4.6%	6.1%

Thirteen Weeks Ended June 28, 2008 Compared to Thirteen Weeks Ended June 30, 2007

Sales increased 5% to $90.3 million for the second quarter ended June 28, 2008 from $85.8 million in the same period last year. The favorable effect of foreign currency exchange and the acquisition of the Consumer Division accounted for approximately 3% of the net sales increase. The remaining increase is primarily the result of increased revenues from new product sales.

Cost of goods sold, as a percentage of sales, increased to 66.6% for the thirteen weeks ended June 28, 2008 from 66.1% in the same period last year. The increase is primarily the result of higher material costs caused by higher commodity price increases and weakness in the U.S. dollar.

Selling, general and administrative expenses for the thirteen weeks ended June 28, 2008 increased 12% to $21.5 million from $19.2 million in the same period last year. The increase is the result of higher variable costs related to our sales growth and increased staffing levels in product development, engineering and quality control. These increases were partially offset by incentive compensation expense which was $ 0.4 million lower in the thirteen weeks ended June 28, 2008 than in the prior year due to lower earnings levels in the current year. Results for the thirteen weeks ended June 30, 2007 also include a $0.3 million reduction in vacation expense due to the vacation policy change mentioned above.

Interest expense, net, decreased to $0.3 million in the thirteen weeks ended June 28, 2008 from $0.5 million in the same period last year due to lower interest rates.

Our effective tax rate decreased to 37.8% in the thirteen weeks ended June 28, 2008 from 38.1% in the same period last year. The decrease is the result of the reversal of $0.2 in reserves upon completion of the audit of our 2005 tax year by the Internal Revenue Service.

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Twenty-six Weeks Ended June 28, 2008 Compared to Twenty-six Weeks Ended June 30, 2007

Sales increased 6% to $170.4 million for the twenty-six weeks ended June 28, 2008 from $160.1 million in the same period last year. The favorable effect of foreign currency exchange and the acquisition of the Consumer Division accounted for approximately 3% of the net sales increase. The remaining increase is primarily the result of increased revenues from new sales.

Cost of goods sold, as a percentage of sales, increased to 67.8% for the twenty-six weeks ended June 28, 2008 from 65.7% in the same period last year. The increase is the result of higher material costs caused by higher commodity price increases and general weakness in the U.S. dollar, an increase in customer allowances and returns and a $0.7 million increase in air freight costs necessary to expedite product to fill past due customer orders. Spending on air freight returned to historical levels in the second quarter of 2008.

Selling, general and administrative expenses for the twenty-six weeks ended June 28, 2008 increased 9% to $41.5 million from $38.0 million in the same period last year. The increase is the result of higher variable costs related to our sales growth and increased staffing levels in product development, engineering and quality control. These increases were partially offset by incentive compensation expense which was $1.2 lower in the twenty-six weeks ended June 28, 2008 than in the prior year due to lower earnings levels in the current year. Results for the twenty-six weeks ended June 30, 2007 also include a $0.6 million reduction in vacation expense due to the vacation policy change mentioned above.

Interest expense, net, decreased to $0.6 million in the twenty-six weeks ended June 28, 2008 from $1.0 million in the same period last year due to lower interest rates.

Our effective tax rate increased to 38.5% in the twenty-six weeks ended June 28, 2008 from 37.8% in the same period last year. The increase is the result of the loss of certain state tax benefits, lower earnings from our Swedish subsidiary and a $0.1 million charge to provide a valuation allowance against deferred tax assets of our Canadian subsidiary.

Liquidity and Capital Resources

Historically, we have financed our growth through a combination of cash flow from operations, accounts receivable sales programs provided by certain customers and through the issuance of senior indebtedness through our bank credit facility and senior note agreements. At June 28, 2008, working capital was $153.5 million, total long-term debt (including the current portion and revolving credit borrowings) was $23.1 million and shareholders equity was $182.4 million. Cash and cash equivalents as of June 28, 2008 were $7.5 million.

Over the past several years we have continued to extend payment terms to certain customers as a result of customer requests and market demands. These extended terms have resulted in increased accounts receivable levels and significant uses of cash flow. We participate in accounts receivable sales programs with several customers which allow us to sell our accounts receivable on a non-recourse basis to financial institutions to offset the negative cash flow impact of these payment terms extensions. As of June 28, 2008 and December 29, 2007, we had sold $46.4 million and $39.4 million in accounts receivable under these programs and had removed them from our balance sheets based upon standard payment terms. We expect continued pressure to extend our payment terms for the foreseeable future. Further extensions of customer payment terms will result in additional uses of cash flow or increased costs associated with the sale of accounts receivable.

We have a $30.0 million revolving credit facility which expires in June 2010. Borrowings under the facility are on an unsecured basis with interest at rates ranging from LIBOR plus 65 basis points to LIBOR plus 150 basis points based

upon the achievement of certain benchmarks related to the ratio of funded debt to EBITDA. The interest rate at June 28, 2008 was LIBOR plus 65 basis points (3.12%). Borrowings under the facility were $14.0 million as of June 28, 2008. We have approximately $14.3 million available under the facility at June 28, 2008. The loan agreement also contains covenants, the most restrictive of which pertain to net worth and the ratio of debt to EBITDA.

At June 28, 2008, current portion of long-term debt includes $8.6 million in Senior Notes that were originally issued in August 1998, in a private placement on an unsecured basis ("The Notes"). The Notes bear a 6.81% fixed interest rate which is payable quarterly. The notes mature in August 2008. The Notes require, among other things, that we maintain certain financial covenants relating to debt to capital ratios and minimum net worth. We were in compliance with all financial covenants contained in the Notes and revolving credit facility at June 28, 2008.

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We also have outstanding $0.5 million under a commercial loan granted in connection with the opening of a distribution facility which bears interest at 4% payable monthly. The principal balance is paid monthly in equal installments through September 2013. The loan is secured by a letter of credit issued under our revolving credit facility.

Our business activities do not include the use of unconsolidated special purpose entities, and there are no significant business transactions that have not been reflected in the accompanying financial statements.

We reported a net use of cash from our operating activities of $1.4 million in the twenty-six weeks ended June 28, 2008. Net income, depreciation and a $1.8 million increase in accounts payable were the primary sources of operating cash flow. Accounts payable increased due to an increase in purchase obligations outstanding to support increased inventory levels due to sales growth. The primary uses of cash were inventory and accounts receivable, which increased $7.7 million and $4.8 million, respectively. Inventory increased to support sales growth and increases in safety stock levels deemed necessary to enable us to better fill customer orders. Accounts receivable increased due to sales growth, a promotional program that provided extended dating on second time orders of a new product line, and the extension of payment terms to certain customers.

Investing activities used $3.5 million of cash in the twenty-six weeks ended June 28, 2008 primarily as a result of additions to property, plant and equipment. Capital spending in 2008 consisted of tooling associated with new products, upgrades to information systems and scheduled equipment replacements.

Financing activities generated $5.0 million of cash in the twenty-six weeks ended June 28, 2008. The primary element of our financing activities was $5.5 million in borrowings under our revolving credit facility.

Based on our current operating plan, we believe that our sources of available capital are adequate to meet our ongoing cash needs for at least the next twelve months.

Foreign Currency Fluctuations

In 2007, approximately 73% of our products were purchased from a variety of foreign countries. The products generally are purchased through purchase orders with the purchase price specified in U.S. dollars. Accordingly, we do not have exposure to fluctuations in the relationship between the dollar and various foreign currencies between the time of execution of the purchase order and payment for the product. However, weakness in the dollar has resulted in numerous material price increases and continued pressure from several foreign suppliers to increase prices further. To the extent that the dollar decreases in value to foreign currencies in the future or the present weakness in the dollar continues for a sustained period of time, the price of the product in dollars for new purchase orders may increase further.

The largest portion of our overseas purchases come from China. The value of the Chinese Yuan has increased relative to the U.S. Dollar since July 2005 when it was allowed to fluctuate against a basket of currencies. Most experts believe that the value of the Yuan will increase further relative to the U.S. Dollar over the next few years. Such a move would most likely result in an increase in the cost of products that are purchased from China.

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Impact of Inflation

The overall impact of inflation has not resulted in a significant change in labor costs or the cost of general services utilized by the Company. We have experienced increases in the cost of materials and transportation costs as a result of commodity price increases. We have been able to offset a portion of these cost increases through price increases; however, we have not been able to do so completely. As a result, we have been forced to generate other cost reduction activities in order to offset these cost increases. We will attempt to mitigate further cost increases by passing along price increases to customers, through the use of alternative suppliers and by resourcing products to other countries. However, there can be no assurance that we will be successful in these efforts.

Related-Party Transactions

We have a noncancelable operating lease for our primary operating facility from a partnership in which Richard N. Berman, our Chief Executive Officer, and Steven L. Berman, our Executive Vice President, are partners. Based upon the terms of the lease, payments in 2008 will be $1.4 million. Total rental payments to the partnership under the lease arrangement were $1.3 million in 2007.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities and the reported amounts of revenues and expenses. We regularly evaluate our estimates and judgments, including those related to revenue recognition, bad debts, customer credits, inventories, goodwill and income taxes. Estimates and judgments are based upon historical experience and on various other assumptions believed to be accurate and reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant estimates and judgments used in the preparation of our consolidated financial statements:

Allowance for Doubtful Accounts. The preparation of our financial statements requires us to make estimates of the collectability of our accounts receivable. We specifically analyze accounts receivable and historical bad debts, customer creditworthiness, current economic trends and changes in customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts. A significant percentage of our accounts receivable have been, and will continue to be, concentrated among a relatively small number of automotive retailers and warehouse distributors in the United States. Our five largest customers accounted for 71% and 73% of net accounts receivable as of December 29, 2007 and December 30, 2006, respectively. A bankruptcy or financial loss associated with a major customer could have a material adverse effect on our sales and operating results.

Revenue Recognition and Allowance for Customer Credits. Revenue is recognized from product sales when goods are shipped, title and risk of loss have been transferred to the customer and collection is reasonably assured. We record estimates for cash discounts, product returns and warranties, discounts and promotional rebates in the period of the sale ("Customer Credits"). The provision for Customer Credits is recorded as a reduction from gross sales and reserves for Customer Credits are shown as a reduction of accounts receivable. Amounts billed to customers for shipping and handling are included in net sales. Costs associated with shipping and handling are included in cost of goods sold. Actual Customer Credits have not differed materially from estimated amounts for each period presented.

Excess and Obsolete Inventory Reserves. We must make estimates of potential future excess and obsolete inventory costs. We provide reserves for discontinued and excess inventory based upon historical demand, forecasted usage,

estimated customer requirements and product line updates. We maintain contact with our customer base in order to understand buying patterns, customer preferences and the life cycle of our products. Changes in customer requirements are factored into the reserves as needed.

Goodwill. We follow the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets". We employ a discounted cash flow analysis and a market comparable approach in conducting our impairment tests. Cash flows were discounted at 12% and an earnings multiple of 6.25 to 6.5 times EBITDA was used when conducting these tests in 2007.

Income Taxes. We follow the liability method of accounting for deferred income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year and for the change in the deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. We must make assumptions, judgments and estimates to determine our current provision for income taxes and also our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset. Our judgments, assumptions and estimates relative to the current provision for income taxes takes into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by tax authorities. Changes in tax laws or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements. Our assumptions, judgments and estimates relative to the value of a deferred tax asset takes into account predictions of the amount and category of future taxable income. Actual operating results and the underlying amount and category of income in future years could render our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ from our estimates.

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Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS 141 (revised 2007), "Business Combinations" ("SFAS No. 141(R)"). SFAS No. 141(R) changes the requirements for an acquirer's recognition and measurement of the assets acquired and the liabilities assumed in a business combination. SFAS No. 141(R) is effective for annual periods beginning after December 15, 2008 and should be applied prospectively for all business combinations entered into after the date of adoption.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements -an amendment of ARB No. 51" ("SFAS No. 160"). SFAS No. 160 requires (i) that noncontrolling (minority) interests be reported as a component of shareholders' equity, (ii) that net income attributable to the parent and to the noncontrolling interest be separately identified in the consolidated statement of operations, (iii) that changes in a parent's ownership interest while the parent retains its controlling interest be accounted for as equity transactions, (iv) that any retained noncontrolling equity investment upon the deconsolidation of a subsidiary be initially measured at fair value, and (v) that sufficient disclosures are provided that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 is effective for annual periods beginning after December 15, 2008 and should be applied prospectively. However, the presentation and disclosure requirements of the statement shall be applied retrospectively for all periods presented. The adoption of the provisions of SFAS No. 160 is not expected to impact the Company's consolidated results of operations and financial position.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 permits companies to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing companies with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. We adopted SFAS No. 159 effective December 30, 2007, which was the beginning of our fiscal year. The adoption of SFAS No. 159 did not have a material impact on our results of operations and financial position.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement applies under other accounting pronouncements that require or permit fair value measurements. Accordingly, SFAS No. 157 does not require any new fair value measurements. The provisions of SFAS No. 157 are to be applied prospectively and are effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157's fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis have been deferred until fiscal years beginning after November 15, 2008. We have certain non-financial assets, such as goodwill intangibles, and other long-lived assets, that may be remeasured to fair value on a non-recurring basis. The adoption of SFAS No. 157 did not have a material impact on the Company's consolidated results of operations and financial position.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Our market risk is the potential loss arising from adverse changes in interest rates. With the exception of our revolving credit facility, long-term debt obligations are at fixed interest rates and denominated in U.S. dollars. We manage our interest rate risk by monitoring trends in interest rates as a basis for determining whether to enter into fixed rate or variable rate agreements. Under the terms of our revolving credit facility and customer-sponsored programs to sell accounts receivable, a change in either the lender's base rate or LIBOR would affect the rate at which we could borrow funds thereunder. A one percentage point increase in LIBOR would increase our interest expense on our variable rate debt and our financing costs associated with our sales of accounts receivable by approximately $0.7 million annually. This estimate assumes that our variable rate debt balance and the level of sales of accounts

receivable remains constant for an annual period and the interest rate change occurs at the beginning of the period.

Item 4. Controls and Procedures

Quarterly Evaluation of Our Disclosure Controls and Internal Controls

We evaluated the effectiveness of the design and operation of our "disclosure controls and procedures" as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended ("the Act"), as of the end of the period covered by this Form 10-Q ("Disclosure Controls"). This evaluation ("Disclosure Controls Evaluation") was done under the supervision and with the participation of management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

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Our management, with the participation of the CEO and CFO, also conducted an evaluation of our internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, to determine whether any changes occurred during the period ended June 28, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting ("Internal Controls Evaluation").

Limitations on the Effectiveness of Controls

Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. We conduct periodic evaluation of our internal controls to enhance, where necessary, our procedures and controls.

Conclusions

Based upon the Disclosure Controls Evaluation, the CEO and CFO have concluded that the Disclosure Controls are effective in reaching a reasonable level of assurance that (i) information that we are required to disclose in the reports that we file or submit under the Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) information that we are required to disclose in the reports that we file or submit under the Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in internal controls over financial reporting as defined in Rule 13a-15(f) of the Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

We are a party to or otherwise involved in legal proceedings that arise in the ordinary course of business, such as various claims and legal actions involving contracts, competitive practices, patent rights, trademark rights, product liability claims and other matters arising out of the conduct of our business. In the opinion of management, none of the actions, individually or in the aggregate, would likely have a material financial impact on us.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item A, Risk Factors" in our Annual Report on Form 10-K for the year ended December 29, 2007, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Not Applicable

Item 3. Defaults Upon Senior Securities Not Applicable

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

The Annual Meeting of Shareholders (the "Annual Meeting") of the Company was held on May 22, 2008 to elect six directors.

At the Annual Meeting the following six persons were elected to serve as Directors of the Company, each to serve for a term of one year to expire at the next annual meeting of shareholders and until his successor has been selected and qualified:

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	Number of Votes	
	For	Withhold Authority
Richard N. Berman	16,428,257	15,753
Steven L. Berman	15,686,687	757,323
George L. Bernstein	16,374,207	69,803
John F. Creamer, Jr.	16,426,257	17,753
Paul R. Lederer	16,376,207	67,803
Edgar W. Levin	16,374,207	69,803

Item 5. Other Information

In a press release dated May 15, 2008, we announced the sale of certain assets of our catalytic converter business to Eastern Manufacturing, Inc. ("Eastern Catalytic") and entered into a joint venture agreement with Eastern Catalytic to mutually develop, manufacture and distribute an integrated exhaust manifold and converter product line. Total proceeds approximately equal the book value of the assets on our financial statements.

Under the terms of the joint venture agreement, the Company and Eastern Catalytic will co-develop and market a line of integrated exhaust manifolds and catalytic converters for the traditional, retail and export automotive channels. In addition, the arrangement will enable us to offer Eastern Catalytic's full line of direct fit catalytic converters to the automotive aftermarket. We will continue to maintain a Canadian distribution facility for our Dorman-branded line of automotive aftermarket products.

Item 6. Exhibits

Item 601

Exhibit Number	Title
3.1 (1)	Amended and Restated Articles of Incorporation of the Company dated May 23, 2007.
3.2 (2)	Bylaws of the Company.
4.1	Amended and Restated Shareholder's Agreement dated July 1, 2006
10.1 (2)	Lease, dated December 1, 1990, between the Company and the Berman Real Estate Partnership, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania.
10.1.1 (4)	Amendment to Lease, dated September 10, 1993, between the Company and the Berman Real Estate Partnership, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania, amending 10.1.
10.1.2 (5)	

	Assignment of Lease, dated February 24, 1997, between the Company, the Berman Real Estate Partnership and BREP 1, for the premises located at 3400 East Walnut Street, Colmar, Pennsylvania, assigning 10.1.
10.1.3 (8)	Amendment to Lease, dated April 1, 2002, between the Company and the BREP I, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania, amending 10.1.
10.1.4 (11)	Amendment to Lease, dated December 12, 2007, between the Company and BREP I, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania, amending 10.1.
10.2 (12)	Lease, dated January 31, 2006, between the Company and First Industrial, L.P. for premises located at 3150 Barry Drive, Portland, Tennessee.

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10.2.1 (13)	Amendment to Lease, dated January 28, 2008, between the Company and First Industrial, L.P. for premises located at 3150 Barry Drive, Portland, Tennessee.
10.3 (9)	Third Amended and Restated Credit Agreement dated as of July 24, 2006, between the Company and Wachovia Bank, N.A.
10.3.1 (14)	Amendment to Amended and Restated Credit Agreement, dated December 24, 2007, between the Company and Wachovia Bank, N.A.
10.4 (10)	Commercial Loan Agreement, dated September 27, 2006, between the Company and the Tennessee Valley Authority.
10.5 (6)†	Dorman Products, Inc. Amended and Restated Incentive Stock Plan.
10.6 (3)†	Dorman Products, Inc. 401(k) Retirement Plan and Trust.
10.6.1 (7)†	Amendment No. 1 to the Dorman Products, Inc. 401(k) Retirement Plan and Trust.
10.7 (3)†	Dorman Products, Inc. Employee Stock Purchase Plan.
10.8 (15)	Employment Agreement, dated April 1, 2008, between the Company and Richard N. Berman.
10.9 (16)	Employment Agreement, dated April 1, 2008, between the Company and Steven L. Berman.
31.1	Certification of Chief Executive Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002 (filed with this report).
31.2	Certification of Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002 (filed with this report).
32.	Certification of Chief Executive and Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002 (filed with this report).

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† Management Contracts and Compensatory Plans, Contracts or Arrangements.
(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on May 24, 2007.
(2) Incorporated by reference to the Exhibits filed with the Company's Registration Statement on Form S-1 and Amendments No. 1, No. 2, and No. 3 thereto (Registration 33-37264).
(3) Incorporated by reference to the Exhibits files with the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1992.
(4) Incorporated by reference to the Exhibits filed with the Company's Registration Statement on Form S-1 and Amendment No. 1 thereto (Registration No. 33-68740).
(5) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 1996.
(6) Incorporated by reference to the Exhibits filed with the Company's Proxy Statement for the fiscal year ended December 27, 1997.
(7) Incorporated by reference to the Exhibits filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 25, 1994.

(8) Incorporate by reference to the Exhibits filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 29, 2002.
(9) Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated May 24, 2005.
(10) Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated September 28, 2006.
(11) Incorporated by reference to the Exhibits filed with the Company's Current Report on Form 8-K dated December 12, 2007.

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(12) Incorporated by reference to the Exhibits filed with the Company's Current Report on Form 8-K dated February 2, 2006.
(13) Incorporated by reference to the Exhibits filed with the Company's Current Report on Form 8-K dated y January 29, 2008.
(14) Incorporated by reference to the Exhibits filed with the Company's Current Report on Form 8-K dated January 2, 2008.
(15) Incorporated by reference to Exhibits filed with the Company's Current Report on Form 8-K dated April 1, 2008.
(16) Incorporated by reference to Exhibits filed with the Company's Current Report on Form 8-K dated April 1, 2008.

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SIGNATURES

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.

Dorman Products, Inc.

Date August 1, 2008

\s\ Richard Berman
Richard Berman
Chairman and Chief Executive Officer
(Principal executive officer)

Date August 1, 2008

\s\ Mathias Barton
Mathias Barton
Chief Financial Officer and
Principal Accounting Officer
(Principal financial officer)

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32.	Certification of Chief Executive and Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002.