

COAST DISTRIBUTION SYSTEM INC
Form 10-Q
May 14, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 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 1-9511

THE COAST DISTRIBUTION SYSTEM, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction)

94-2490990
(I.R.S. Employer

of incorporation or organization)

Identification Number)

350 Woodview Avenue, Morgan Hill, California
(Address of principal executive offices)

95037
(Zip Code)

(408) 782-6686

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed, since last year)

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, 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 Non-accelerated filer Smaller reporting company

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

4,445,596 shares of Common Stock as of May 12, 2008

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**THE COAST DISTRIBUTION SYSTEM, INC.
 QUARTERLY REPORT ON FORM 10-Q
 FOR THE QUARTER ENDED MARCH 31, 2008**

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| Exhibit 31.2 | Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
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Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED INTERIM BALANCE SHEETS**

(Dollars in Thousands)

| | March 31, 2008 (unaudited) | December 31, 2007 |
|---|----------------------------------|----------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ 1,206 | \$ 790 |
| Accounts receivable net of allowances of \$2,116 and \$1,504 as of March 31, 2008 and December 31, 2007, respectively | 29,838 | 14,889 |
| Inventories | 45,828 | 45,027 |
| Other current assets | 3,847 | 3,890 |
| Total current assets | 80,719 | 64,596 |
| PROPERTY, PLANT, AND EQUIPMENT, NET | 3,313 | 3,444 |
| OTHER ASSETS | 1,305 | 1,267 |
| | \$ 85,337 | \$ 69,307 |
| LIABILITIES | | |
| CURRENT LIABILITIES | | |
| Current maturities of long-term obligations | \$ 128 | \$ 125 |
| Accounts payable | 10,807 | 8,472 |
| Accrued liabilities | 3,073 | 3,424 |
| Total current liabilities | 14,008 | 12,021 |
| LONG-TERM OBLIGATIONS | 40,212 | 24,795 |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, \$.001 par value: 2,000,000 shares authorized; none issued or outstanding: | | |
| Common stock, \$.001 par value: 10,000,000 shares authorized; 4,445,596 and 4,439,225 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively | 15,960 | 15,865 |
| Accumulated other comprehensive income | 1,849 | 2,157 |
| Retained earnings | 13,308 | 14,469 |
| | 31,117 | 32,491 |
| | \$ 85,337 | \$ 69,307 |

The accompanying notes are an integral part of these statements.

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THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share data)

Three Months Ended March 31,

(Unaudited)

| | 2008 | 2007 |
|--|-----------|-----------|
| Net sales | \$ 39,468 | \$ 43,638 |
| Cost of sales, including distribution costs | 31,556 | 35,471 |
| Gross profit | 7,912 | 8,167 |
| Selling, general and administrative expenses | 8,198 | 8,343 |
| Operating loss | (286) | (176) |
| Other expense | | |
| Interest | 402 | 539 |
| Other | 149 | 108 |
| | 551 | 647 |
| Loss before income taxes | (837) | (823) |
| Income tax provision (benefit) | 13 | (181) |
| Net loss | \$ (850) | \$ (642) |
| Basic and diluted loss per share | \$ (0.19) | \$ (0.15) |

The accompanying notes are an integral part of these statements.

Table of Contents**THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Dollars in thousands)

Three months ended March 31,

(Unaudited)

| | 2008 | 2007 |
|---|----------|----------|
| Cash flows from operating activities: | | |
| Net loss | \$ (850) | \$ (642) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 239 | 195 |
| Equity in net earnings of affiliated companies, net of distributions | 11 | 11 |
| Stock Based Compensation expense | 65 | 47 |
| (Gain) Loss on sale of property and equipment | 2 | (6) |
| Changes in assets and liabilities: | | |
| Accounts receivable | (14,949) | (19,397) |
| Inventories | (801) | (1,875) |
| Other current assets | 43 | 147 |
| Accounts payable | 2,335 | 4,430 |
| Accrued liabilities | (351) | 46 |
| Total adjustments | (13,723) | (16,649) |
| Net cash used in operating activities | (14,256) | (17,044) |
| Cash flows from investing activities: | | |
| Proceeds from sale of property and equipment | | 7 |
| Capital expenditures | (123) | (253) |
| Increase in other assets | (56) | (258) |
| Net cash used in operating activities | (179) | (504) |
| Cash flows from financing activities: | | |
| Borrowings under line of credit agreement | 44,389 | 53,887 |
| Repayments under line of credit agreement | (28,938) | (35,958) |
| Repayments of long-term debt | (30) | (40) |
| Issuance of common stock pursuant to employee stock option and purchase plans | 30 | 122 |
| Dividends paid | (311) | (310) |
| Retirement of common stock | | (101) |
| Net cash provided by financing activities | 15,140 | 17,600 |
| Effect of exchange rate changes on cash | (289) | 191 |
| NET INCREASE IN CASH | 416 | 243 |
| Cash beginning of period | 790 | 721 |
| Cash end of period | \$ 1,206 | \$ 964 |

The accompanying notes are an integral part of these statements.

Table of Contents**THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

1. With the exception of the condensed consolidated balance sheet as of December 31, 2007, which has been derived from the Company's audited consolidated financial statements as of and for the year ended December 31, 2007, the accompanying condensed consolidated interim financial statements have been prepared in accordance with accounting principles and SEC rules applicable to interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, these unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments and accruals) necessary for a fair presentation of the Company's financial position as of March 31, 2008 and the results of its operations and cash flows for the three months ended March 31, 2008 and 2007. The accounting policies followed by the Company are set forth in Note A to the Company's consolidated financial statements in its Annual Report on Form 10-K for its fiscal year ended December 31, 2007.
2. The Company's business is seasonal and its results of operations for the three months ended March 31, 2008 are not necessarily indicative of the results to be expected in any other interim period during, or for the full year ending, December 31, 2008. See Management's Discussion and Analysis of Financial Condition and Results of Operations—Seasonality and Inflation in Item 2 of Part I of this Report.
3. Basic earnings per share for each period are computed using the weighted average number of common shares outstanding during such period. Diluted earnings per share are computed using the weighted average number of common and potentially dilutive securities outstanding during the period. Potentially dilutive securities consist of the incremental common shares issuable upon the exercise of stock options (using the treasury stock method). Potentially dilutive securities are excluded from the computation if their effect is anti-dilutive. For the three months ended March 31, 2008 and 2007 all of the Company's common shares issuable on exercise of stock options were excluded from the computation of diluted earnings per share because the Company incurred a loss in each of those periods and, as a result, the inclusion of those securities would have been anti-dilutive.

| | Three Months Ended March 31, 2008 2007 (In thousands) | |
|--|---|--------|
| Numerator: | | |
| Net loss | \$ 850 | \$ 642 |
| Denominator: | | |
| Weighted average shares outstanding | 4,441 | 4,418 |
| Dilutive effect of stock options | | |
| Denominator for diluted loss per share | 4,441 | 4,418 |

4. The Company leases its corporate offices, warehouse facilities and data processing equipment. Those leases are classified as operating leases as they do not meet the capitalization criteria of SFAS No. 13. The office and warehouse leases expire over the next ten years. Minimum future rental commitments under non-cancelable operating leases are as follows:

Year Ending

| December 31, | (In thousands) |
|------------------------------|-----------------------|
| 2008 (remaining nine months) | 3,124 |

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| | |
|------------|-----------|
| 2009 | 3,582 |
| 2010 | 2,990 |
| 2011 | 2,520 |
| 2012 | 1,879 |
| Thereafter | 8,713 |
| | \$ 22,808 |

Table of Contents**THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)**

5. The Company has one operating segment, the distribution of replacement parts, accessories and supplies for recreational vehicles and boats. The following table sets forth the net sales, by region, for the periods presented below:

| | Three Months Ended March 31, | |
|--------|---|-------------|
| | 2008 | 2007 |
| | (In thousands) | |
| USA | \$ 27,630 | \$ 32,816 |
| Canada | 11,838 | 10,822 |
| Other | | |
| | \$ 39,468 | \$ 43,638 |

6. Comprehensive Loss.

| | Three Months Ended March 31, | |
|---|---|-------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Net loss | \$ (850) | \$ (642) |
| Change in accumulated foreign currency translation adjustment | (308) | 67 |
| Comprehensive loss | \$ (1,158) | \$ (575) |

7. Stock Based Compensation. On January 1, 2006, the Company adopted the provisions of Financial Accounting Standards Board Statement No. 123R, *Share-Based Payment* (SFAS 123R). This Statement establishes standards to be followed when accounting for transactions in which an entity exchanges its equity instruments for goods or services. The Statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions, such as the options issued under the Company's Stock Incentive Plans. The Statement provides for, and the Company has elected to adopt, the standard using the modified prospective application method under which compensation cost is recognized for the fair value of share based award grants made on or after the adoption date of SFAS 123 R and the portion of awards that were outstanding at that adoption date for which the requisite service has not been rendered, based on the grant-date fair value of those awards calculated under Statement 123 for pro forma disclosures. The Company's stock option compensation expense was \$65,000 and \$47,000 for the three month periods ended March 31, 2008 and 2007, respectively. The Company has in effect a 2005 Stock Incentive Plan (the 2005 Plan), which authorizes the granting of options to directors, officers and other key employees, that entitle them to purchase shares of our common stock. A total of 350,000 were authorized for issuance under the 2005 Plan. Options to purchase a total of 325,000 shares of our common stock granted under the 2005 Plan were outstanding at March 31, 2008. We also have in effect a 1999 Stock Incentive Plan (the 1999 Plan), which authorizes the issuance of options to purchase up to 300,000 shares of our common stock. Options to purchase a total of 200,667 shares of our common stock granted under the 1999 Plan were outstanding at March 31, 2008. The Company had in effect a 1993 Stock Option Plan which authorized the issuance of options to purchase up to 500,000 shares of common stock (the 1993 Plan). The 1993 Plan has expired and options may no longer be granted under that Plan. However, options to purchase a total of 67,666 shares of our common stock remained outstanding under the 1993 Plan as of March 31, 2008.

In 1997 the Company adopted an Employee Stock Purchase Plan to encourage employees to purchase shares of our common stock and, thereby, become stockholders of the Company. A total of 400,000 shares of the Company's common stock were reserved for issuance under this Plan. The

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Plan was available to all full-time employees (other than employees that own 5% or more of our outstanding shares of common stock) and participation was voluntary. Employees who desired to participate in that Plan could elect to do so at the beginning of an annual purchase period, at which time they were required to authorize payment for the shares they desired to purchase under the Plan by payroll deductions to be made ratably over the annual purchase period. The purchase price of the shares was determined at the end of the purchase period, at which time the participating employees had the option of having

Table of Contents**THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)**

their withholdings applied to purchase shares under the Plan or withdraw from the Plan, in which case their accumulated payroll deductions were refunded. The price at which shares were sold under the Plan was 85% of the market price of the Company's shares, either at the beginning of the purchase period, or at the end of the purchase period, whichever was lower. The Plan expired in 2007 and no additional shares may be sold under the Plan.

For purposes of SFAS 123R, the fair value of each option was estimated as of the date of grant using a binomial model. This model incorporates certain assumptions including a risk-free market interest rate, expected dividend yield of the underlying common stock, expected option life and expected volatility in the market value of the underlying common stock.

We used the following weighted average assumptions in estimating the fair value of the options issued in the periods indicated below:

| | Three Months Ended March 31, | |
|--------------------------|---------------------------------|---------|
| | 2008 | 2007 |
| Stock Option Plans: | | |
| Expected volatility | 42.0% | 46.0% |
| Risk-free interest rate | 2.50% | 4.45% |
| Expected dividend yields | 5.50% | 3.60% |
| Expected lives | 5 years | 4 years |
| Stock Purchase Plan: | | |
| Expected volatility | 38.0% | 40.0% |
| Risk-free interest rate | 1.74% | 4.90% |
| Expected dividend yields | 5.50% | 3.60% |
| Expected lives | 1 year | 1 year |

Expected volatilities are based on the historical volatility of the Company's common stock. The risk free interest rate is based upon market yields for United States Treasury debt securities. The expected dividend yields were based upon the Company's current dividend policy and the fair market value of the Company's shares at March 31, 2008 and 2007, respectively. Expected lives are based on several factors including the average holding period of outstanding options, their remaining terms and the cycle of our long range business plan.

The following table summarizes stock option activity during the three month periods ended March 31, 2008 and 2007:

| | Number of Shares | Weighted- Average Exercise Price | Weighted- Average Remaining Contractual Term | Aggregate Intrinsic Value |
|----------------------------------|---------------------|---|--|---------------------------------|
| Outstanding at December 31, 2007 | 488,333 | \$ 6.51 | | |
| Granted | 105,000 | 5.20 | | |
| Exercised | | | | |
| Forfeited | | | | |
| Outstanding at March 31, 2008 | 593,333 | \$ 6.28 | 4.3 years | \$ 272,572 |
| Exercisable at March 31, 2008 | 208,833 | \$ 5.52 | 4.0 years | \$ 216,472 |

Table of Contents**THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)**

| | Number of Shares | Weighted- Average Exercise Price | Weighted- Average Remaining Contractual Term | Aggregate Intrinsic Value |
|----------------------------------|---------------------|---|--|---------------------------------|
| Outstanding at December 31, 2006 | 437,333 | \$ 5.16 | | |
| Granted | 150,000 | 8.30 | | |
| Exercised | (12,000) | 3.19 | | |
| Forfeited | | | | |
| Outstanding at March 31, 2007 | 575,333 | \$ 6.02 | 5.8 years | \$ 1,023,639 |
| Exercisable at March 31, 2007 | 216,333 | \$ 3.94 | 3.3 years | \$ 835,649 |

The aggregate intrinsic values set forth in the above tables represent the total pre-tax intrinsic values (the aggregate differences between the closing stock price of the Company's common stock on March 31, 2008 and 2007, respectively, and the exercise prices for in-the-money options) that would have been received by the option holders if all in-the-money options had been exercised on March 31, 2008 and 2007, respectively. There were no options exercised during the three months ended March 31, 2008. The total pre-tax intrinsic value of options exercised during the three months ended March 31, 2007 was \$58,950.

The weighted-average grant-date fair values of options granted during the three month periods ended March 31, 2008 and 2007 were \$1.34 and \$2.58, respectively.

A summary of the status of the Company's nonvested options as of March 31, 2008 and 2007, and changes during the three month periods ended March 31, 2008 and 2007, is presented below:

| | Shares | Weighted Average Grant-Date Fair Value |
|--------------------------------|----------|---|
| Nonvested at December 31, 2007 | 354,500 | \$ 2.44 |
| Granted | 105,000 | 1.34 |
| Vested | (75,000) | 2.54 |
| Forfeited | | |
| Nonvested at March 31, 2008 | 384,500 | \$ 2.12 |

| | Shares | Weighted Average Grant-Date Fair Value |
|--------------------------------|----------|---|
| Nonvested at December 31, 2006 | 248,000 | \$ 2.42 |
| Granted | 150,000 | 2.60 |
| Vested | (39,000) | 2.92 |
| Forfeited | | |
| Nonvested at March 31, 2007 | 359,000 | \$ 2.44 |

As of March 31, 2008 and 2007, there was \$571,252 and \$656,325, respectively, of total unrecognized compensation cost related to nonvested options granted under the Company's option plans. Those costs are expected to be recognized over weighted average periods of 2.1 years measured from March 31, 2008 and 2.6 years measured from March 31, 2007.

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THE COAST DISTRIBUTION SYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

8. **Recent Accounting Pronouncements.**

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 provides a new single authoritative definition of fair value and provides enhanced guidance for measuring the fair value of assets and liabilities and requires additional disclosures related to the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS No. 157 was to have become effective for us as of January 1, 2008. However, at its February 6, 2008 meeting, the FASB decided to defer, for one year, the effective date of SFAS No 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (that is, at least annually).

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option of Financial Assets and Liabilities* (SFAS 159). SFAS 159 provides entities with the option to report selected financial assets and liabilities at fair value. Business entities adopting SFAS 159 will report unrealized gains and losses in earnings at each subsequent reporting date on items for which fair value option has been elected. SFAS 159 established presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 requires additional information that will help investors and other financial statements users to understand the effects on an entity's earnings of its choice to use fair value measure of its financial assets and liabilities. SFAS 159 is effective for fiscal years beginning after November 15, 2007, with earlier adoption permitted. The adoption of SFAS 159 on January 1, 2008 did not have any material effect on our consolidated financial position, results of operation and cash flows.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (*Revised 2007*) (SFAS No. 141R), *Business Combinations*. SFAS No. 141(R) will change accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a business acquisition transaction at the acquisition-date fair value with limited exceptions. SFAS No. 141(R) also will change the accounting treatment and disclosures for certain specific items in a business combination. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 31, 2008. SFAS No. 141(R) will have an impact on accounting for business combinations once adopted, but the effect is dependent upon acquisitions that are effectuated after its effective date.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 (SFAS No. 160) *Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51*. SFAS No. 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. The Company is currently assessing the impact that the adoption of SFAS No. 160 may have on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (SFAS 161). This statement will require enhanced disclosures about derivative instruments and hedging activities to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. Management is currently assessing any impact that adoption of SFAS 161 may have on our financial results.

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

We believe that we are one of the largest wholesale distributors of replacement parts, accessories and supplies for recreational vehicles (RVs) and boats in North America. We supply more than 14,000 products and serve more than 12,000 customers throughout the United States and Canada, from 13 regional distribution centers in the United States and 4 regional distribution centers in Canada. Our sales are made primarily to retail parts and supplies stores, service and repair establishments and new and used RV and boat dealers (After-Market Customers). Our sales are affected primarily by (i) the usage of RVs and boats by the consumers to whom After-Market Customers sell our products, because such usage affects the consumers' needs for and purchases of replacement parts, repair services and supplies, and (ii) sales of new RVs and boats, because consumers often accessorize their RVs and boats at the time of purchase.

Factors Generally Affecting Sales of RV and Boating Products

The usage and the purchase, by consumers, of RVs and boats depend, in large measure, upon the extent of discretionary income and credit available to consumers and their confidence about economic conditions, including the availability and prices of gasoline and prevailing interest rates. As a result, recessionary conditions and increases in gasoline prices or in interest rates often lead to declines in the purchase and, to a somewhat lesser extent, in the usage, of RVs and boats, because these conditions increase the consumers' costs of purchasing, and the costs and difficulties of using, their RVs and boats. Weather conditions also can affect our operating results, because unusually severe or extended winter weather conditions can reduce the usage of RVs and boats for periods extending beyond the ordinary winter months or to regions that ordinarily encounter milder winter weather conditions and can cause period-to-period fluctuations in our sales and financial performance. As a result, our sales and operating results can be, and in the past have been, affected by recessionary economic conditions, the credit available to consumers, shortages in the supply and increases in the prices of gasoline, increases in interest rates and unusually adverse weather conditions.

Overview of Operating Results - First Quarter 2008 vs. First Quarter 2007

| | Three Months Ended March 31, | | |
|---|-------------------------------------|-------------|----------------------|
| | 2008 | 2007 | 2008 vs. 2007 |
| | Amounts | | % change |
| | (Dollars in thousands, | | |
| | except per share data) | | |
| Net sales | \$ 39,468 | \$ 43,638 | (9.6)% |
| Gross profit | 7,912 | 8,167 | (3.1)% |
| Selling, general and administrative expenses | 8,198 | 8,343 | (1.7)% |
| Operating loss | (286) | (176) | (62.5)% |
| Interest expense | 402 | 539 | (25.4)% |
| Loss before income taxes | (837) | (823) | (1.7)% |
| Net loss | \$ (850) | \$ (642) | (32.4)% |
| Net loss per common share - basic and diluted | \$ (0.19) | \$ (0.15) | (26.7)% |

As indicated in the table above, we incurred an operating loss of \$286,000 and a pre-tax loss of \$837,000 for the quarter ended March 31, 2008, as compared to the operating loss and pre-tax loss of \$176,000 and \$823,000, respectively, in the same quarter of 2007. Both the operating loss and pre-tax loss were attributable to the 9.6% decline in net sales in this year's first quarter. That decline was primarily attributable to the weakening economy, a decline in discretionary income and confidence among consumers, a tightening in the availability of consumer credit and increases in the price of gasoline to record levels, all of which adversely affected both the volume of purchases and the usage of RVs and boats and, therefore, the demand by consumers for the products that we sell. However, that decline in net sales was partially offset by an improvement in our gross profit margin to 20.0% in the first quarter of 2008 from 18.7% in the first quarter of 2007. That improvement was primarily the result of (i) price increases implemented on selected products in the second half of 2007, (ii) increased sales of products that we source from Asia on which we realize higher margins than on most of the other products we sell, and (iii) a strengthening of the Canadian dollar in relation to the U.S. dollar, which had the effect of reducing the costs of sales incurred by our Canadian subsidiary.

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Accounting Policies and Estimates

General

In accordance with accounting principles generally accepted in the United States of America (GAAP), we record most of our assets at the lower of cost or fair value. In the case of some of our assets, principally accounts receivable, inventories and deferred income taxes, we make adjustments to their cost or fair values to arrive at what we expect to be able to collect on outstanding accounts receivables, the amounts for which we expect to be able to sell our inventories and the amounts of available tax loss and tax credit carryforwards and deductions that we will be able to use to reduce our future income tax liability. Those adjustments are made on the basis of a number of different factors, including judgments or assumptions we make regarding economic and market conditions and trends and their expected impact on our financial performance, and those judgments and assumptions are, in turn, based on current information available to us. If those conditions or trends were to change in ways that we did not expect, then based on our assessment of how those changes will affect the prospects for realizing the values at which we have recorded these assets, we may be required, pursuant to GAAP, to further adjust the carrying values at which we record these assets for financial reporting purposes. Any resulting downward adjustments are commonly referred to as write-downs of the assets affected by the changed conditions.

It is our practice to establish reserves or allowances against which we are able to charge any downward adjustments or write-downs to these assets. Examples include an allowance established for uncollectible accounts receivable (sometimes referred to as bad debt reserves) and an allowance for inventory obsolescence. The amounts at which those allowances are established and maintained are based on our historical experience and also on our assumptions and judgments about economic or market conditions or trends or any other factors that could affect the values at which we had recorded such assets. Those allowances are periodically increased to replenish the allowances following write-downs of uncollectible accounts or to take account of increased risks due to changes in economic or market conditions or trends. Increases in the allowances are effectuated by charges to income or increases in expense in our statements of operations in the periods when those allowances are increased. As a result, our judgments and assumptions about market or economic conditions or trends and about their effects on our financial performance can and will affect not only the amounts at which we record these assets on our balance sheet, but also our results of operations.

The decisions as to the timing of (i) adjustments or write-downs of this nature and (ii) the increases we make to our reserves, also require subjective evaluations or assessments about the effects and duration of changes in economic or market conditions or trends. For example, it is difficult to predict whether events or changes in economic or market conditions, such as increasing gasoline prices or interest rates or economic slowdowns, will be of short or long-term duration, and it is not uncommon for it to take some time after the onset of such changes, for their full effects on our business to be recognized. Therefore, management makes such estimates based upon the information available at that time and reevaluates and adjusts its reserves and allowances for potential write-downs on a quarterly basis.

Under GAAP, most businesses also must make estimates or judgments regarding the periods during which sales are recorded and also the amounts at which they are recorded. Those estimates and judgments will depend on such factors as the steps or actions that a business must take to complete a sale of products or to perform services for a customer and the circumstances under which a customer would be entitled to return the products or reject or adjust the payment for services rendered to it. Additionally, in the case of a business that grants its customers contractual rights to return products sold to them, GAAP requires that a reserve or allowance be established for product returns by means of a reduction in the amount at which its sales are recorded, based primarily on the nature, extensiveness and duration of those rights and its historical return experience.

In making our estimates and assumptions we follow GAAP and accounting practices applicable to our business that we believe will enable us to make fair and consistent estimates of the carrying value of those assets and to establish adequate reserves or allowances for downward adjustments in those values that we may have to make in future periods.

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Our Critical Accounting Policies

Set forth below is a summary of the accounting policies that we believe are material to an understanding of our financial condition and the results of operations that are discussed below.

Revenue Recognition and the Allowance for Product Returns. We recognize revenue from the sale of a product upon its shipment to the customer. We provide our customers with limited rights to return products that we sell to them. We establish an allowance for potential returns which reduces the amounts of our reported sales. We estimate the allowance based on historical experience with returns of like products and current economic and market conditions and trends, which can affect the level at which customers submit products for return.

Accounts Receivable and the Allowance for Doubtful Accounts. In the normal course of business we extend 30 day payment terms to our customers and, due to the seasonality of our business, during late fall and winter we grant payment terms of longer duration to those of our customers that have good credit records. We regularly review our customers' accounts and estimate the amount of, and establish an allowance for, uncollectible accounts receivables in each reporting period. The amount of the allowance is based on several factors, including the age of unpaid accounts receivable, a review of significant past due accounts and current economic and market trends that can affect the ability of our customers to keep their accounts current. Estimates of uncollectible amounts are reviewed periodically to determine if the allowance should be increased, and any increases are recorded in the accounting period in which the events or circumstances that require such increases become known. For example, if the financial condition of customers or economic or market conditions were to deteriorate, adversely affecting their ability to make payments to us on a timely basis, increases in the allowance may be required. Since the allowance is increased or replenished by recording a charge which is included in, and has the effect of increasing, selling, general and administrative expenses, an increase in the allowance will reduce income in the period when the increase is recorded.

Reserve for Excess, Slow-Moving and Obsolete Inventory. Inventories are valued at the lower of cost (first-in, first-out) or net realizable value and that value is reduced by an allowance for excess and slowing-moving or obsolete inventories. The amount of the allowance is determined on the basis of historical experience with different product lines, estimates or assumptions concerning future economic and market conditions and estimates of future sales. If there is an economic downturn or a decline in sales, causing inventories of some product lines to accumulate, it may become necessary to increase the allowance. Other factors that can require increases in the allowance or inventory write downs are reductions in pricing or introduction of new or competitive products by manufacturers; however, due to the relative maturity of the markets in which we operate, usually these are not significant factors. Increases in this allowance also will cause a decline in operating results as such increases are effectuated by charges against income.

Allowance for Deferred Income Taxes. We record as a deferred tax asset on our balance sheet tax loss carryforwards and tax deductions that can be applied in future periods to offset or reduce our future income tax liability. At March 31, 2008, the aggregate amount of that deferred tax asset was approximately \$2.1 million. Under applicable federal and state income tax laws and regulations, tax loss carryforwards and tax deductions will expire if not used within specified periods of time. Accordingly, the ability to use this deferred tax asset depends on the taxable income that we generate during those time periods. We have made a judgment, based on historical experience and current and anticipated market and economic conditions and trends, that it is more likely than not that we will be able to generate taxable income in future years sufficient to fully use the deferred tax asset that is recorded in our financial statements. However, if due to future events or circumstances, we subsequently come to a different conclusion regarding our ability to fully utilize this asset, we would create a valuation allowance in order to reduce the amount at which we record the deferred tax asset to the amount we believe we will be able to fully utilize. The creation of such an allowance would be effectuated by an increase in the provision (or a reduction in the credit) for income taxes in our statements of income, which would have the effect of reducing our income in the fiscal period or periods in which such provisions are recorded.

Long-Lived Assts and Intangible Assets. Long-lived assets, such as property and equipment and certain types of identifiable intangibles, are reviewed for possible impairment at least annually or if and when events or changes in circumstances indicate that the carrying value of those assets may not be recoverable in full, based on standards established by SFAS No. 142, by comparing the fair value of the long-lived asset to its carrying value. In the event that we were to determine that the fair value of the asset has declined below its carrying value, we would be required to reduce the value at which we record the asset on our balance sheet to its fair value through a charge to earnings.

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Foreign Currency Translation. The financial position and results of operations of our foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of each foreign subsidiary are translated into U.S. dollars at the rate of exchange in effect at the end of each reporting period. Revenues and expenses are translated into U.S. dollars at the average exchange rate for the reporting period. Foreign currency translation gains and losses not impacting cash flows are credited to or charged against other comprehensive earnings. Foreign currency translation gains and losses arising from cash transactions are credited to or charged against current earnings.

Stock Based Compensation. We adopted the provisions of Financial Accounting Standards Board Statement (SFAS) No. 123R, *Share-Based Payment* (SFAS 123R) effective on January 1, 2006. SFAS 123R established standards in accounting for transactions in which an entity exchanges its equity instruments for goods or services, such as the options issued under the Company's Stock Incentive Plans. SFAS 123R provides for, and we elected to adopt, the modified prospective method for applying SFAS 123R. Under that method, we began recognizing compensation cost on January 1, 2006 for the fair value of (i) all share based award grants made on or after such date and (ii) the portion of pre-existing awards for which the requisite service had not been rendered as of January 1, 2006, based on the grant-date fair value of those awards calculated under SFAS 123 for pro forma disclosures.

Warranty Costs. We generally do not independently warrant the products that we distribute. Instead, in almost all cases, the manufacturers of the products that we distribute warrant the products and allow us to return defective products, including those that have been returned to us by our customers. However, in the last quarter of 2005, we began selling a line of portable and standby generators under a product supply arrangement which obligates us to provide warranty services for these products and to share the costs of providing those services with the manufacturer. The duration of the warranty for these products is a period of 24 months following the sale of the product to a retail customer. We established a reserve for possible warranty claims on these products the amount of which was \$542,000 at March 31, 2008. In the event that the assumptions and estimates on which the amount of the reserve was determined later prove to be incorrect due to increases in the number or amounts of the warranty claims we receive, it could become necessary for us to increase the reserve by means of a charge to our income. Increases in sales of these products in the future also may require us to increase our warranty reserve.

Results of Operations*Net Sales*

The following table sets forth and compares our net sales (in thousands of dollars) for the three months ended March 31, 2008 and 2007:

| Three Months Ended March 31, | | | % (Decrease) 2008 vs. 2007 |
|-------------------------------------|----------------|-------------|---------------------------------------|
| 2008 | Amounts | 2007 | |
| \$ 39,468 | | \$43,638 | (9.6)% |

The decline in net sales during the first quarter of 2008 was due to an industry-wide slowdown in purchases and usage of RVs and boats. That slowdown, we believe, was primarily due to the weakening economy, a decline in discretionary income and confidence among consumers, a tightening in the availability of consumer credit and increases in the price of gasoline to record levels, which led consumers to curtail discretionary expenditures and reduce their usage and purchases of RVs and boats.

Gross Margin

| | Three Months Ended March 31, | |
|--------------|---|-------------|
| | 2008 | 2007 |
| | (Dollars in thousands) | |
| Gross profit | \$ 7,912 | \$ 8,167 |
| Gross margin | 20.0% | 18.7% |

Gross profit is calculated by subtracting the cost of products sold from net sales. Cost of products sold consists primarily of the amounts paid to manufacturers and suppliers for the products that we purchase for resale, and warehouse and distribution costs, including warehouse labor costs and freight charges. Gross margin is gross profits stated as a percentage of net sales.

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The increase in our gross margin in the first quarter of 2008, as compared to the first quarter of 2007, was primarily due to (i) increased sales of products sourced from Asia, on which we realize higher margins than on competing products available from traditional sources; (ii) price increases implemented on selected products in the second half of 2007; and (iii) the strengthening of the Canadian Dollar, which enabled our Canadian subsidiary, which purchases products from suppliers in the United States, to improve its margins. These factors more than offset the effects on our gross margin of increases in freight and shipping costs.

Selling, General and Administrative Expenses

| | Three Months Ended March 31, | |
|--|---|-------------|
| | 2008 | 2007 |
| | (Dollars in thousands) | |
| Selling, general and administrative expenses | \$ 8,198 | \$ 8,343 |
| As a percentage of net sales | 20.8% | 19.1% |

Our selling, general and administrative (SG&A) expenses decreased in absolute dollars in the quarter ended March 31, 2008 by \$145,000, or 1.7%, as compared to the corresponding period of 2007. As a percentage of sales, these expenses increased to 20.8% of net sales as compared to 19.1% of net sales in 2007, as a result of the decrease in net sales in this year's first quarter.

Other Expense

Other expense consists of interest expense that we incur on borrowings and, to a lesser extent, foreign currency gains or losses.

| | Three Months Ended March 31, | |
|------------------------------|---|-------------|
| | 2008 | 2007 |
| | (Dollars in thousands) | |
| Other expense | | |
| Interest expense | \$ 402 | \$ 539 |
| Other | 149 | 108 |
| Total | \$ 551 | \$ 647 |
| As a percentage of net sales | (1.4)% | (1.5)% |

The decrease in other expense in the three months ended March 31, 2008, as compared to the same three months of 2007, was primarily the result of reductions in our average borrowings and decreases in the rate of interest charged on borrowings under on our bank line of credit during the first quarter this year as compared to the first quarter last year. The interest rate on our bank borrowings is tied to market rates of interest and the interest rate decrease in this year's first quarter was due to a decline in market rates of interest caused by interest rate reductions implemented by the Board of Governors of the Federal Reserve System in an effort to head off a possible economic recession.

Income Taxes

| | Three Months Ended March 31, | |
|--------------------------------|---|-------------|
| | 2008 | 2007 |
| | (Dollars in thousands) | |
| Income tax provision (benefit) | \$ 13 | \$ (181) |
| Effective tax rate | (1.6)% | 22.0% |

Our effective tax rate is affected by the amount of our expenses that are not deductible for income tax purposes and by varying tax rates on income generated by our foreign subsidiaries. The provision that we made for income taxes in this year's first quarter, as compared to the income tax benefit recorded in the first quarter of 2007, was primarily attributable to an increase in the ratio of our non-deductible expenses to our pre-tax loss in this year's first quarter.

Table of Contents**Financial Condition, Liquidity and Capital Resources**

We finance our working capital requirements for our operations primarily with borrowings under a long-term revolving bank credit facility and internally generated funds. Under the terms of that revolving credit facility, which expires in May 2010, we may borrow up to the lesser of (i) \$50,000,000 during the period from March through July, and from \$40,000,000 during the period from August through February, of each year, or (ii) an amount equal to 80% of eligible accounts receivable and between 50% to 55% of eligible inventory. Interest on the revolving credit facility is payable at the bank's prime rate plus 0.25 percent or, at the Company's option but subject to certain limitations, at the bank's LIBOR rate, plus 2.00 percent.

At May 7, 2008, outstanding bank borrowings totaled \$40,050,000. Our bank borrowings are secured by substantially all of our assets, and rank senior in priority to other indebtedness of the Company.

We generally use cash for, rather than generate cash from, operations in the first half of the year, because we build inventories, and accounts receivables increase, as our customers begin increasing their product purchases for the spring and summer months when product sales increase due to seasonal increases in the usage and purchases of RVs and boats. See "Seasonality and Inflation" below.

During the three months ended March 31, 2008 and March 31, 2007, our accounts receivable increased by \$14,949,000 and \$19,397,000, respectively. These increases were due primarily to the seasonality of our business as customers purchase our products during the first quarter of the year in anticipation of the summer selling months. The decline in accounts receivable at March 31, 2008, as compared to March 31, 2007, was primarily attributable to the decline in net sales during this year's first quarter.

Our inventories increased by \$801,000 in the first three months of 2008 as compared to \$1,875,000 for the comparable period in 2007. At March 31, 2008, our inventories were \$45,828,000 as compared to \$48,517,000 at March 31, 2007. These reductions in inventories were made in response to the decline in demand by consumers for products that we sell. As a result of this reduction in inventory, our accounts payable increased by \$2,335,000 in the first quarter of 2008 as compared to an increase of \$4,430,000 in the same period in 2007.

We made capital expenditures of \$123,000 in the first quarter of 2008 and \$253,000 in the first quarter of 2007. These expenditures were primarily for purchases of warehouse, testing and design and computer equipment.

Net borrowings under our credit facility increased by \$15,451,000 in the three months ended March 31, 2008 and \$17,929,000 in the three months ended March 31, 2007, as we rely more heavily on borrowings to finance the increases in accounts receivable and inventories that occur during the first quarter of the year.

We lease the majority of our facilities and certain of our equipment under non-cancelable operating leases. Our future lease commitments are described in Note 4 of Notes to the Company's Interim Condensed Consolidated Financial Statements included elsewhere in this report. The following table sets forth, by maturity dates, the total of our contractual obligations, in thousands of dollars, at December 31, 2007:

| | Total | Less than One Year | One to Three Years | Four to Five Years | More than Five Years |
|--|-----------|-----------------------|-----------------------|-----------------------|-------------------------|
| Contractual Obligations at December 31, 2007: | | | | | |
| Long-Term debt Obligations | \$ 24,418 | \$ | \$ 24,418 | \$ | \$ |
| Capital Lease Obligations | 371 | 125 | 246 | | |
| Operating Lease Obligations | 24,062 | 4,227 | 9,137 | 1,889 | 8,809 |
| Purchase Obligations under letters of credit | 75 | 75 | | | |
| Total | \$ 48,926 | \$ 4,427 | \$ 33,801 | \$ 1,889 | \$ 8,809 |

Share Repurchases. In 2005, the Board of Directors approved a stock buyback program which authorizes us to repurchase up to \$2,940,000 of our shares of common stock in open market or private purchases. We repurchased less than \$500 of our shares in the first quarter of 2008 and approximately \$101,000 of our shares in the first quarter of 2007, respectively, pursuant to this program.

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Cash Dividends. The Board of Directors has adopted a dividend policy which provides for the payment of quarterly cash dividends to our stockholders in the amount of \$0.07 per share. We paid \$311,000 in dividends in the first quarter of 2008 as compared to \$310,000 in the same period of 2007, due to an increase in the number of shares outstanding. The declaration of cash dividends in the future, pursuant to this dividend policy, is subject to determination each quarter by the Board of Directors based on a number of factors, including the Company's financial performance and its available cash resources.

Expected Uses and Sources of Funds. We expect our principal uses for cash in the year ending December 31, 2008 will be to fund operations, capital expenditures and the payment of cash dividends, and we anticipate that we will be able to fund those cash requirements in 2008 with borrowings under our revolving credit facility and internally generated funds.

We will continue to explore opportunities to increase our sales and our market shares and to improve our profit margins. We plan to establish new product supply relationships, including relationships that enable us to increase the products that we source from lower cost, but high quality, overseas suppliers, including product suppliers in China and other countries in Asia and to invest in tooling needed for such products. We also may seek to take advantage of other growth opportunities if and when they may arise. As a result, we may have occasion in the future to use internally generated funds or bank borrowings for these purposes.

Seasonality and Inflation

Seasonality. Sales of recreational vehicle and boating parts, supplies and accessories are seasonal. We have significantly higher sales during the six-month period from March through August than we do during the remainder of the year when winter weather conditions result in reductions in the purchase and in the usage of RVs and boats and, therefore, also in the demand for our products by consumers. Because a substantial portion of our expenses are fixed, operating income declines and the Company sometimes incurs losses and must rely more heavily on borrowings to fund operating requirements during the period from September through February when our sales are lower.

Inflation. Generally, we have been able to pass inflationary price increases on to our customers. However, inflation also may cause or may be accompanied by increases in interest rates and gasoline prices. Such increases, or even the prospect of increases in the price or shortages in the supply of gasoline, can adversely affect the purchase and usage of RVs and boats, which can result in a decline in the demand for our products.

Forward Looking Information and Factors that Could Affect Our Future Financial Performance

Statements contained in this Report that are not historical facts or that discuss our expectations regarding our future operations or future financial performance or trends in our business constitute forward-looking statements. Forward-looking statements are estimates or predictions of future financial performance or financial condition, or are statements about financial or market trends that may affect our future results of operations, which are based upon current information and which are subject to a number of risks and uncertainties that could cause our actual operating results or our financial performance or condition in future periods to differ significantly from those expected at the current time. Those risks and uncertainties include, although they are not limited to, the following:

Our business is seasonal and is subject to various economic and climatic influences which create uncertainties and risks for our business. Our sales are affected directly by the purchase and usage levels of RVs and boats. The purchase and usage of RVs and boats are affected by consumers' level of discretionary income and their confidence about economic conditions; weather conditions; prevailing interest rates and the availability of consumer credit; and the availability and prices of gasoline. As a result, our future sales and earnings can be, and in the past have been, adversely affected by the following:

Loss of confidence among consumers regarding economic conditions and the onset of economic recessions, which cause consumers to reduce their purchases and usage of RVs and boats.

Increases in interest rates and tightening in credit underwriting standards by lenders which affect the affordability and availability of financing that consumers need to purchase RVs and boats and accessories for their RVs and boats.

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Increases in the prices and shortages in the supply of gasoline, which increase the costs of using, and the willingness of consumers to purchase and use, RVs and boats.

Unusually severe or extended winter weather conditions, which can reduce the usage of RVs and boats for periods extending beyond the ordinary winter months or to regions that ordinarily encounter milder winter weather conditions and which can cause period-to-period fluctuations in our sales and financial performance.

These conditions also often lead to increased price competition in our markets which could force us to reduce our prices, thereby reducing our sales revenue and our gross profit margins and earnings.

We rely heavily on bank borrowings in the operation of our business. We rely heavily on bank borrowings to fund our working capital requirements and capital expenditures. Our outstanding borrowings create additional risks for our business. Among other things, we may find it more difficult to obtain additional financing to fund expansion or take advantage of other business opportunities, and we use a substantial portion of our cash flow from operations to pay the interest on our debt. Our existing debt also makes us more vulnerable to general economic downturns and competitive pressures, which could cause us to fail to meet financial covenants in our bank loan agreement and, the interest we have to pay on such debt impacts our operating results.

Risks of relying on sole sources of supply for certain of our products. We sometimes choose to carry only a single manufacturer's products for certain of the brand-name product lines that we sell. In addition, we obtain each of our proprietary products from a single source manufacturer, although in many instances we own the tooling required for their manufacture. Dependence on a single manufacturer for any product or line of related products, however, presents some risks, including the risk that we will be unable to readily obtain alternative product supply sources in the event that a single source supplier (i) encounters quality or other production problems, or (ii) decides to enter into an exclusive supply arrangement or alliance with a competing distributor, or to vertically integrate its operations to include not only manufacturing, but also distribution, of its products. If any of our single source suppliers were to encounter any manufacturing problems or disruptions or terminate our supply relationship or reduce, for any other reason, the volume of products they sell to us, our sales and earnings could decline, possibly to a significant extent.

The effects of possible changes in supply relationships in our markets. As is the customary practice in our markets, in most instances we do not have long term supply contracts with our product suppliers. As a result, product suppliers are free to change the terms on which they will sell us product or to discontinue supplying us with products altogether, because they may choose to distribute their products directly to after-market dealers or because they might choose to establish exclusive supply relationships with other distributors or to begin selling their products to our competitors. Additionally, manufacturers of new RVs and boats may choose to incorporate optional equipment on the RVs and boats at the time of manufacture that, historically were provided to their dealers by distributors such as the Company. Any of these occurrences could result in increased competition in our markets or reduce the number of products we are able to offer our customers, which could cause our sales to decline and could result in lower margins and reduced earnings.

Risks related to new proprietary products strategy. We have begun sourcing and buying from overseas manufacturers and marketing and selling new products into new markets. We do not have experience in marketing and selling products in some of those markets and there is no assurance that these products will gain acceptance among customers in those markets. We also expect to encounter stiff competition from companies that manufacture or market competing products. We expect that many of those companies will be larger and will have greater financial and marketing resources than we have. Also, we will have greater responsibilities in marketing and providing warranty protection and service for these products. There is no assurance that we will be successful in marketing and selling these products, and the costs we incur in doing so may reduce our earnings or possibly even cause us to incur losses and we could encounter liabilities for possible warranty claims relating to these products.

Product liability risks. Although we do not manufacture any of the products we sell, it is not uncommon for us to be named as an additional defendant in product liability lawsuits brought against the product manufacturers. To protect ourselves from liability, we have been able in many instances to obtain indemnification agreements from these manufacturers or to be named as additional insureds under their product liability insurance policies. Nevertheless, we also maintain our own product liability insurance. Although we have never incurred any material product liabilities in excess of the insurance coverages that we have obtained under policies of insurance maintained by product manufacturers or by us, there is no assurance that we will not incur, in the future, product liabilities in amounts that materially exceed the insurance coverage and indemnification protections that we have and which, as a result, could reduce our earnings.

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No assurance that we will be able to pay cash dividends in the future pursuant to our dividend policy. Although the Board of Directors has adopted a cash dividend policy that provides for regular quarterly cash dividends of \$0.07 per share, the payment of cash dividends in the future will depend on a number of factors, including, but not limited to, our future financial performance and our available cash resources and the cash requirements of our business and possibly also, the consents of third parties, such as the lender under our revolving credit facility. As a result, there can be no assurance that future quarterly dividends will be equal to the \$0.07 per share called for by the dividend policy or that we will not find it necessary to suspend or even terminate the payment of cash dividends in the future.

Increased reliance on foreign suppliers. As we increase our reliance on foreign suppliers, we may become increasingly vulnerable to the effects of political instability and adverse economic conditions in the countries in which those suppliers are located. Additionally, while we pay for the products we purchase in foreign countries in U.S. Dollars, and therefore, those purchases do not expose us to currency exchange risks, a weakening U.S. Dollar may lead foreign suppliers to increase the prices they charge us for their products in order to mitigate their currency exchange risk. Such price increases could reduce the margin advantage that we have realized on our resale of those products.

Risks of patent infringement claims. We design, or have independent product design firms or manufacturers, design and engineer many of the proprietary products and foreign sourced products that we introduce into the marketplace. From time to time manufacturers of competing products have threatened and on occasion have brought suits against us claiming that some of our proprietary or foreign sourced products infringe their patents. We retain a patent law firm to review new products that we plan to introduce into the market for potential patent infringements and that firm works in concert with our product design engineers and independent design firms or manufacturers to ensure that our products do not infringe on patents or other proprietary right held by competitors. To date we have not incurred any material liability as a result of any patent infringement claims that have been threatened or asserted as against us. However, there can be no assurance that we will not incur liability for patent infringement in the future. Additionally, the filing of a patent infringement suit may require us to halt sales or to redesign newly introduced products to avoid patent infringement liability, which could reduce our sales and increase our costs and, thereby, adversely affect our results of operations.

Additional information regarding these risks and information regarding other risks and uncertainties to which our business is subject is contained in our Annual Report on Form 10-K for our fiscal year ended December 31, 2007 as filed with the Securities and Exchange Commission. Due to the risks and uncertainties described above and in our 2007 Annual Report on Form 10-K, readers are cautioned not to place undue reliance on the forward-looking statements contained in this Report, which speak only as of its date, or to make predictions about our future performance based solely on historical financial performance. We also disclaim any obligation to update forward-looking statements contained in this Report or in our 2007 Annual Report on Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk with respect to financial instruments is primarily related to changes in interest rates with respect to borrowing activities, which may adversely affect our financial position, results of operations and cash flows. To a lesser degree, we are exposed to market risk from foreign currency fluctuations associated with our Canadian operations and our Canadian currency denominated debt. We do not use financial instruments for trading or other speculative purposes and are not party to any derivative financial instruments.

In seeking to minimize the risks from interest rate fluctuations, we manage exposures through our regular operating and financing activities. The fair value of borrowings under our revolving credit facility approximates the carrying value of such obligations. As of March 31, 2008, we had outstanding approximately \$39.9 million of borrowings under our revolving credit facility.

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Approximately 20% of our bank debt is denominated in Canadian currency, which also exposes us to market risk associated with exchange rate movements. Historically, we have not used derivative financial instruments to manage our exposure to foreign currency rate fluctuations since the market risk associated with our foreign currency denominated debt has not been considered significant.

ITEM 4. CONTROLS AND PROCEDURES

Our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under Securities Exchange Act of 1934, as amended (the Exchange Act), are designed to provide reasonable assurance that information required to be disclosed in our reports filed under that Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the rules of the Securities and Exchange Commission. Our disclosures controls and procedures also are designed to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures in effect as of March 31, 2008. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2008, our disclosure controls and procedures were effective to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to management, including Chief Executive Officer and Chief Financial Officer, on a timely basis.

There was no change in our internal control over financial reporting that occurred during the quarter ended March 31, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****ITEM 1A. RISK FACTORS**

Except for any updates set forth in Item 2 of Part I of this Report, under the caption *Forward Looking Information and Risk Factors and Uncertainties that Could Affect Our Future Financial Performance*, there were no material changes in the risk factors that were disclosed in Item 1A, under the caption *Risk Factors* in Part I of our Annual Report on Form 10-K for our fiscal year ended December 31, 2007.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**Share Repurchases.**

The following table sets forth information regarding our share repurchases in each of the months during the quarter ended March 31, 2008.

| | (a) | (b) | (c) | (d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs |
|---------------------------------|---|---------------------------------|--|---|
| | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | |
| January 1 to January 31, 2008 | | \$ | | \$ 162,000 |
| February 1 to February 29, 2008 | 83 | \$ 5.40 | 83 | \$ 161,500 |
| March 1 to March 31, 2008 | | \$ | | \$ 161,500 |
| Total | 83 | \$ 5.40 | 83 | |

The above shares were purchased pursuant to a stock repurchase program that was publicly announced on June 3, 2005 and at that time authorized up to \$1.5 million of share repurchases. On December 9, 2005, the Company publicly announced that its Board of Directors had authorized the Company to make up to an additional \$1.2 million of share repurchases under this program. This program does not have an expiration date. However, the Company may elect (i) to suspend share repurchases at any time or from time to time, or (ii) to terminate the program prior to the repurchase of all of the shares authorized for repurchase under this program. Accordingly, there is no assurance that any additional shares will be repurchased under this program.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K AND EXHIBITS(a) **Exhibits.**

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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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.

THE COAST DISTRIBUTION SYSTEM, INC.

Dated: May 14, 2008

By: */s/ SANDRA A. KNELL*
Sandra A. Knell
Executive Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

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