# Lenox Group has filed for bankruptcy protection... let's see what the history shows!

## Lenox Group Inc.

One Village Place 6436 City West Parkway Eden Prairie, MN 55344 United States

Filed for Bankruptcy on 11/23/2008

Case #08-14680, filed in the U.S. Bankruptcy Court for the Southern District of New York

#### Latest Financial Statements as of 6/28/2008

#### Business Summary

Phone: (952) 944-5600

Lenox Group Inc. is a designer, distributor, wholesaler and retailer of fine quality tableware, collectible and other giftware products marketed under the Lenox, Department 56, Dansk and Gorham brand names. These products are sold through gift and specialty retailers, department stores, and general merchandise chains, as well as through the Company's own retail stores and consumer-direct channels of distribution, including Internet, catalog and mail order. The Company's business is divided into three segments: Wholesale, Retail and Direct. Although the product produced and sold for each segment is similar, the type of customer for the product and the method used to distribute the product are different. Under the Wholesale Segment, the Company sells its products through a range of wholesale channels. The Retail segment operates retail stores that sell the company's products. Under the Direct Segment, Lenox Group, the Company markets and sells its products directly to consumers.

(Source: 10-K)

Ticker: LENX

Employees: 1,344 (as of 12/29/2007) Federal Tax Id: 133684956

#### Credit Scores

FRISK2 Score 1 11/22/2008

Probability of default range: 21.0% - 50.0%

#### **Auditor Information**

Last Audit: 12/29/2007

Auditors: Deloitte & Touche,

LLP (Deloitte Haskins & Sells)

Opinion: Unqualified with

Explanation

#### **Agency Credit Ratings**

Rating Agency	Long Term Rating	Outlook	Short Term Rating	Watch
Moody's		Withdrawn		OFF

#### Days Sales Outstanding



#### Second Quarter and Year-to-Date Results

Sales for the 13 weeks ended 6/28/2008 decreased 18.03% to \$76.21 million from last year's comparable period amount of \$92.97 million. Sales for the 26 weeks ended 6/28/2008 decreased 17.71% to \$147.61 million from \$179.37 million for the same period last year.

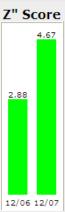
Gross profit margin decreased 10.29% for the period to \$38.85 million (50.98% of revenues) from \$43.31 million (46.59% of revenues) for the same period last year. Gross profit margin decreased 5.34% for the

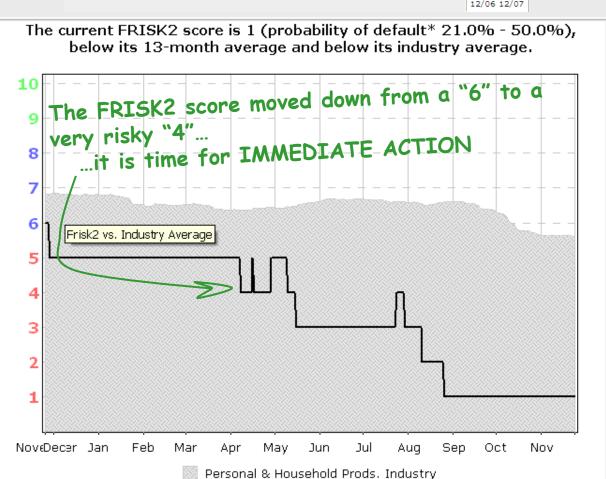
**CreditRiskMonitor** 

(845) 230-3000 info@crmz.com

# The Altman Z" score did not signal trouble...

LEGEND: Financially sound: 2.60 or higher Neutral: 1.10 to 2.60 Fiscal danger: less than 1.10





Want an	t within 12 months	Probability of default within 12 months		
	То	From	FRISK2	
automatic aler	0.3%	0%	10	Best
this is	0.4%	0.3%	9	
happening?	0.9%	0.4%	8	
napponing	1.9%	0.9%	7	
a 19	3.7%	1.9%	6	
Try our Creat	7.4%	3.7%	5	
Try our Credi Limit Service	10.1%	7.4%	4	
	14.1%	10.1%	3	
(0.45) 000 0000	21.0%	14.1%	2	
(845) 230-3000 info@crmz.com	50.0%	21.0%	1	Worst

# ... plus, looking at our <u>News Alerts</u> you would have seen...

Announces "Scale-Down Plan for	(" =	66		Files Chap	Pter 11
Plan for Department	#	Date	Source	Headline	
		11/24/2008	Business Wire	Lenox Group Inc. to Reorganize Under Chapter 11, Has Commitment VI	/Controller/
		11/20/2008	CRMZ News Service	Definitive Agreement, Change in Directors or Principal Officers, Financial Statements and Exhibits	nief counting
/	3	11/6/2008	CRMZ News Service	Zerion discon in the man in the man of the m	fficer placed
3Q 5	> 4	11/6/2008	CRMZ News Service	LENOX GROUP INC FILES (8-K) Disclosing Costs Associated with Exit or Disposal Activities	Continuing
anticipated non-	5	8/13/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Change in Directors or Principal Officers	losses
compliance	6	8/11/2008	CRM News Service	Lenox Group Inc updated financials available	reported
	7	8/7/2008	CRM News Service	LENOX GROUP INC: a Form 10-Q has been Filed with the SEC	inancial
	8	8/7/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Results of Operations and Financial Condition, Financial Statements and Exhibits	organization
	9	7/29/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Regulation FD Disclosure, Financial Statements and Exhibits	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
2	10	6/5/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Change in Directors or Principal Officers	
VP of Globa Sourcing	11	5/16/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Entry into a Material Definitive Agreement, Change in Directors or Principal Officers, Other Events, Financial Statements and Exhibits	
resigns		5/10/2008	CRM News Service	Lenox Group Inc updated financials available	4
	13	5/9/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing, Financial Statements and Exhibits	Losses
Delisting due to failure to	,		CRM News Service	LENOX GROUP INC: a Form 10-Q has been Filed with the SEC	reported again
moot NYSE	15	5/7/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Results of Operations and Financial Condition, Financial Statements and Exhibits	
listing requirement	16 <b>S</b> .	3/28/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Other Events, Financial Statements and Exhibits	Losses Reported
104	17	3/13/2008	CRM News Service	LENOX GROUP INC: a Form 10-K has been Filed with the SEC	\ \
	18	3/8/2008	CRM News Service	Lenox Group Inc updated financials available	8
	19	3/6/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Results of Operations and Financial Condition, Financial Statements and Exhibits	
"Strategic Alternatives		1/31/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Entry into a Material Definitive Agreement, Change in Directors or Principal Officers, Other Events, Financial Statements and Exhibits	
Alternatives	25	1/14/2008	CRM News Service	LENOX GROUP INC FILES (8-K) Disclosing Entry into a Material Definitive Agreement, Material Modification to Rights of Security Holders, Change in Directors or Principal Officers, Amendments to Article	

# ...need more depth? Look at the <u>Performance Ratios</u>... ...Continual Degradation in Operating Margin, EBITDA, Income/Loss, & Cash Flow...

% change		Performance Ratios - Sequential Quarters  (Thousands of U.S. Dollars )						
% change	Period Ended							
Sampagin	Net sales \$	\$76,209	\$71,397	\$134,967	\$137,783	\$92,971		
% change         5.58%         -48.32%         8.17%         52.00%         18.30%           % of sales         50.99%         51.55%         52.76%         47.78%         46.59%           SG&A S         \$42,074         \$46,117         \$58,780         \$53,166         \$49,860           % change         -8.77%         -21.54%         10.56%         6.63%         -6.36%           % of sales         -65.21%         64.59%         43.55%         38.59%         53.63%           Operating margin S         (\$20,463)         (\$10,403)         \$11,777         \$10,654         (\$5,624)         \$9.75%           % change         -96.76%         -188.33%         10.54%         223.54%         59.75%           % of sales         -26.85%         144.52%         9.73%         7.73%         -9.28%           EBITDA S         (\$20,379)         (\$10,507)         \$11,780         \$10,817         \$(\$14,471)           % change         -93.96%         140,507         \$11,780         \$10,817         \$(\$14,471)           % change         -92.77%         -14.72%         8.73%         7.85%         -15.57%           Pre-tax income         (\$23,825)         (\$13,793)         \$7,537         \$6,071	% change	6.74%	-47.10%	-2.04%	48.20%	7.61%		
% of sales   \$0.98%   \$1.55%   \$2.76%   47.78%   46.59%     \$668A	Gross margin \$	\$38,854	\$36,802	\$71,215	\$65,835	\$43,313		
SG&A \$   \$42,074   \$46,117   \$58,780   \$53,166   \$49,860     % change	% change	5.58%	-48.32%	8.17%	52.00%	18.30%		
% change         -8.77%         -21.54%         10.56%         6.63%         -6.36%           % of sales         55.21%         64.59%         43.55%         38.59%         53.63%           Operating margin \$         (\$20,463)         (\$10,403)         \$11,777         \$10,654         (\$8,624)           % change         -99.79%         -188.33%         10.53%         223.54%         59.75%           % of sales         -26,85%         -14.57%         8.73%         7.73%         -9.28%           EBITDA \$         (\$20,379)         (\$10,507)         \$11,780         \$10,817         (\$14,471)           % change         -93.96%         189.19%         59.90%         174.75%         32.42%           % of sales         -26,74%         -14.72%         8.73%         7.85%         -15.57%           Pre-tax income \$         (\$23,825)         (\$13,793)         \$7,537         \$6,071         (\$18,543)           % change         -72.73%         -283.00%         24.15%         132.74%         23.50%           % of sales         -31.26%         -19.32%         5,58%         4.41%         -19.94%           Net income (loss) \$         (\$50,673)         (\$9,051)         \$4,358         \$4,122         (	% of sales	50.98%	51.55%	52.76%	47.78%	46.59%		
% of sales	SG&A \$	\$42,074	\$46,117	\$58,780	\$53,166	\$49,860		
Operating margin   Sample   Color	% change	-8.77%	-21.54%	10.56%	6.63%	-6.36%		
% change         -96:799%         -188 33%         10:54%         223.54%         59.75%           % of sales         -26,85%         -144.57%         8.73%         7.73%         -9.28%           EBITDA \$         (\$20,379)         (\$10,507)         \$11,780         \$10,817         (\$14,471)           % change         -93:96%         189.10%         8:90%         174.75%         32.42%           % of sales         -26.74%         -14.72%         8:73%         7.65%         -15.57%           Pre-tax income \$         (\$23,825)         (\$13,793)         \$7,537         \$6,071         (\$18,543)           % change         -72.73%         -283.00%         24.15%         132.74%         23.50%           % of sales         -31.26%         -19.32%         5.58%         4.41%         -19.94%           Net income         (\$50,673)         (\$9,051)         \$4,358         \$4,122         (\$11,311)           % change         -459.86%         -307.69%         5.73%         136.44%         12.96%           % of sales         -66.49%         -12.68%         3.23%         2.99%         -12.17%           Tax expense \$         \$26,848         (\$4,742)         \$3,179         \$1,949         \$67,232	% of sales	55.21%	64.59%	43.55%	38.59%	53.63%		
## of sales	Operating margin \$	(\$20,463)	(\$10,403)	\$11,777	\$10,654	(\$8,624)		
Seliton   Selitor   Seli	% change	-96.70%	-188.33%	10.54%	223.54%	59.75%		
% change         -93:96%         189,10%         8:90%         174.75%         32,42%           % of sales         -26.74%         -14.72%         8.73%         7.85%         -15.57%           Pre-tax income \$         (\$23,825)         (\$13,793)         \$7,537         \$6,071         (\$18,543)           % change         -72.73%         -283.00%         24.15%         132.74%         23.50%           % of sales         -31.24%         -19.32%         5,58%         4.41%         -19.94%           Net income (loss) \$         (\$50,673)         (\$9,051)         \$4,358         \$4,122         (\$11,311)           % change         -459.86%         -307.69%         5.73%         136.44%         12.96%           % of sales         -66.49%         -12.68%         3.23%         2.99%         -12.17%           % of sales         -66.49%         -12.68%         3.23%         2.99%         -12.17%           Tax expense \$         \$26,848         (\$4,742)         \$3,179         \$1,949         (\$7,232)           Effective tax rate         -112.69%         34,349         42.18%         32.10%         39.00%           Depreciation expenses         \$2,486         \$2,370         \$2,488         \$2,823	% of sales	-26,85%	-14.57%	8.73%	7.73%	-9.28%		
% of sales	EBITDA \$	(\$20,379)	(\$10,507)	\$11,780	\$10,817	(\$14,471)		
Pre-tax income \$ (\$23,825) (\$13,793) \$7,537 \$6,071 (\$18,543) % change	% change	-93.96%	-189.19%	8.90%	174.75%	32.42%		
% change         -72.73%         -283.00%         24.15%         132.74%         23.50%           % of sales         -31.26%         19.32%         5.58%         4.41%         -19.94%           Net income (loss) \$         (\$50,673)         (\$9,051)         \$4,358         \$4,122         (\$11,311)           % change         -459.86%         -307.69%         5.73%         136.44%         12.96%           % of sales         -66.49%         -12.68%         3.23%         2.99%         -12.17%           Tax expense \$         \$26,848         (\$4,742)         \$3,179         \$1,949         (\$7,232)           Effective tax rate         -112.69%         34.38%         42.18%         32.10%         39.00%           Depreciation expense \$         \$2,486         \$2,370         \$2,488         \$2,823         \$3,154           % of sales         3.26%         3.32%         1.84%         2.05%         3.39%           % of capital expenses         134.23%         84.92%         65.98%         213.86%         -802.54%           % of PP&E, net (annualized)         24.89%         22.64%         23.86%         26.75%         28.03%           % change         -33.64%         -55.99%         185.68%         435.88	% of sales	-26.74%	-14.72%	8.73%	7.85%	-15.57%		
Net income	Pre-tax income \$	(\$23,825)	(\$13,793)	\$7,537	\$6,071	(\$18,543)		
Net income (loss) \$ (\$50,673) (\$9,051) \$4,358 \$4,122 (\$11,311) % change	% change	-72.73%	-283.00%	24.15%	132.74%	23.50%		
(loss) \$ (\$50,673) (\$9,051) \$4,358 \$4,122 (\$11,311) \$6 change	% of sales	-31.26%	-19.32%	5,58%	4.41%	-19.94%		
% of sales         -66.49%         -12.68%         3.23%         2.99%         -12.17%           Tax expense \$         \$26,848         (\$4,742)         \$3,179         \$1,949         (\$7,232)           Effective tax rate         -112.69%         34.38%         42.18%         32.10%         39.00%           Depreciation expense \$         \$2,486         \$2,370         \$2,488         \$2,823         \$3,154           % of sales         3.26%         3.32%         1.84%         2.05%         3.39%           % of sales         3.26%         3.32%         1.84%         2.05%         3.39%           % of apital expenses         134.23%         84.92%         65.98%         213.86%         -802.54%           % of PP&E, net (annualized)         24.89%         22.64%         23.86%         26.75%         28.03%           % change         -33.64%         -25.99%         185.68%         435.88%         -120.22%           % of PP&E, net (annualized)         18.54%         26.67%         36.16%         12.51%         -3.49%           % of working capital (annualized)         9.63%         11.56%         14.58%         5.22%         -1.53%           Interest coverage ratio         (5.91)         (3.20)         2.7	Net income (loss) \$	(\$50,673)	(\$9,051)	\$4,358	\$4,122	(\$11,311)		
Tax expense \$ \$26,848 (\$4,742) \$3,179 \$1,949 (\$7,232) Effective tax rate	% change	-459.86%	-307.69%	5.73%	136.44%	12.96%		
Effective tax rate	% of sales	-66.49%	-12.68%	3.23%	2.99%	-12.17%		
\$2,486   \$2,370   \$2,488   \$2,823   \$3,154     \$ of sales   \$3.26%   \$3.32%   \$1.84%   \$2.05%   \$3.39%     \$ of capital expenses   \$134.23%   \$84.92%   \$65.98%   \$213.86%   \$-802.54%     \$ of PRE, net (annualized)   \$24.89%   \$22.64%   \$23.86%   \$26.75%   \$28.03%     \$ Capital expenditures \$   \$1,852   \$2,791   \$3,771   \$1,320   \$393     \$ change   \$-33.64%   \$-25.99%   \$185.68%   \$435.88%   \$-120.22%     \$ of PRE, net (annualized)   \$18.54%   \$26.67%   \$36.16%   \$12.51%   \$-3.49%     \$ of working capital (annualized)   \$9.63%   \$11.56%   \$14.58%   \$5.22%   \$-1.53%     \$ Interest coverage ratio   \$ (\$32,484)   \$(\$30,994)   \$84,909   \$(\$29,329)   \$(\$50,105)     \$ % change   \$-4.81%   \$-136.50%   \$389.51%   \$41.46%   \$-295.74%     \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Tax expense \$	\$26,848	(\$4,742)	\$3,179	\$1,949	(\$7,232)		
Sexpense	Effective tax rate	-112.69%	34.38%	42.18%	32.10%	39.00%		
% of capital expenses       134.23%       84.92%       65.98%       213.86%       -802.54%         % of PP&E, net (annualized)       24.89%       22.64%       23.86%       26.75%       28.03%         Capital expenditures \$       \$1,852       \$2,791       \$3,771       \$1,320       (\$393)         % change       -33.64%       -25.99%       185.68%       435.88%       -120.22%         % of PP&E, net (annualized)       18.54%       26.67%       36.16%       12.51%       -3.49%         % of working capital (annualized)       9.63%       11.56%       14.58%       5.22%       -1.53%         Interest coverage ratio       (5.91)       (3.20)       2.78       2.28       (3.55)         % change       -84.95%       -215.17%       21.81%       164.13%       53.06%         Free cash flow \$       (\$32,484)       (\$30,994)       \$84,909       (\$29,329)       (\$50,105)         % change       -4.81%       -136.50%       389.51%       41.46%       -295.74%	Depreciation expense \$	\$2,486	\$2,370	\$2,488	\$2,823	\$3,154		
expenses   134,23%   84,92%   85,96%   215,06%   7002,34%     % of PP&E, net (annualized)   24,89%   22,64%   23,86%   26,75%   28,03%     Capital expenditures \$   \$1,852   \$2,791   \$3,771   \$1,320   (\$393)     % change   -33,64%   -25,99%   185,68%   435,88%   -120,22%     % of PP&E, net (annualized)   18,54%   26,67%   36,16%   12,51%   -3,49%     % of working capital (annualized)   9,63%   11,56%   14,58%   5,22%   -1,53%     Interest coverage ratio   (3,20)   2,78   2,28   (3,55)     % change   -84,95%   -215,17%   21,81%   164,13%   53,06%     Free cash flow \$ (\$32,484)   (\$30,994)   \$84,909   (\$29,329)   (\$50,105)     % change   -4,81%   -136,50%   389,51%   41,46%   -295,74%     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0   10-0   10-0     10-0   10-0   10-0   10-0   10-0   10-0   10-0   10-0     10-0	% of sales	3.26%	3.32%	1.84%	2.05%	3.39%		
Cannualized)         24,59%         22,64%         23,86%         26,75%         26,75%         26,03%           Capital expenditures \$         \$1,852         \$2,791         \$3,771         \$1,320         (\$393)           % change         -33,64%         -25,99%         185,68%         435,88%         -120,22%           % of PP&E, net (annualized)         18,54%         26,67%         36,16%         12,51%         -3,49%           % of working capital (annualized)         9,63%         11,56%         14,58%         5,22%         -1,53%           Interest coverage ratio         (5,91)         (3,20)         2,78         2,28         (3,55)           % change         -84,95%         -215,17%         21,81%         164,13%         53,06%           Free cash flow \$         (\$32,484)         (\$30,994)         \$84,909         (\$29,329)         (\$50,105)           % change         -4,81%         -136,50%         389,51%         41,46%         -295,74%		134.23%	84.92%	65.98%	213.86%	-802.54%		
expenditures \$       \$1,032       \$2,791       \$3,771       \$1,320       \$393         % change       -33.64%       -25.99%       185.68%       435.88%       -120.22%         % of PP&E, net (annualized)       18.54%       26.67%       36.16%       12.51%       -3.49%         % of working capital (annualized)       9.63%       11.56%       14.58%       5.22%       -1.53%         Interest coverage ratio       (5.91)       (3.20)       2.78       2.28       (3.55)         % change       -84.95%       -215.17%       21.81%       164.13%       53.06%         Free cash flow \$       (\$32,484)       (\$30,994)       \$84,909       (\$29,329)       (\$50,105)         % change       -4.81%       -136.50%       389.51%       41.46%       -295.74%		24.89%	22.64%	23.86%	26.75%	28.03%		
% of PP&E, net (annualized)       18.54%       26.67%       36.16%       12.51%       -3.49%         % of working capital (annualized)       9.63%       11.56%       14.58%       5.22%       -1.53%         Interest coverage ratio       (5.91)       (3.20)       2.78       2.28       (3.55)         % change       -84.95%       -215.17%       21.81%       164.13%       53.06%         Free cash flow \$       (\$32,484)       (\$30,994)       \$84,909       (\$29,329)       (\$50,105)         % change       -4.81%       -136.50%       389.51%       41.46%       -295.74%	Capital expenditures \$	\$1,852	\$2,791	\$3,771	\$1,320	(\$393)		
(annualized)     18.54%     26.67%     36.16%     12.51%     -3.49%       % of working capital (annualized)     9.63%     11.56%     14.58%     5.22%     -1.53%       Interest coverage ratio     (5.91)     (3.20)     2.78     2.28     (3.55)       % change     -84.95%     -215.17%     21.81%     164.13%     53.06%       Free cash flow \$     (\$32,484)     (\$30,994)     \$84,909     (\$29,329)     (\$50,105)       % change     -4.81%     -136.50%     389.51%     41.46%     -295.74%	% change	-33.64%	-25.99%	185.68%	435.88%	-120.22%		
(annualized)     9.03%     11.50%     14.50%     5.22%     -1.53%       Interest coverage ratio     (5.91)     (3.20)     2.78     2.28     (3.55)       % change     -84.95%     -215.17%     21.81%     164.13%     53.06%       Free cash flow \$     (\$32,484)     (\$30,994)     \$84,909     (\$29,329)     (\$50,105)       % change     -4.81%     -136.50%     389.51%     41.46%     -295.74%		18.54%	26.67%	36.16%	12.51%	-3.49%		
ratio (3.91) (3.20) 2.78 2.20 (3.53) % change -84.95% -215.17% 21.81% 164.13% 53.06% Free cash flow \$ (\$32,484) (\$30,994) \$84,909 (\$29,329) (\$50,105) % change -4.81% -136.50% 389.51% 41.46% -295.74%		9.63%	11.56%	14.58%	5.22%	-1.53%		
Free cash flow \$ (\$32,484) (\$30,994) \$84,909 (\$29,329) (\$50,105) % change -4.81% -136.50% 389.51% 41.46% -295.74%	Interest coverage ratio	(5.91)	(3.20)	2.78	2.28	(3.55)		
% change -4.81% -136.50% 389.51% 41.46% -295.74%	% change	-84,95%	-215.17%	21.81%	164.13%	53.06%		
10-0 10-0 10-6 10-0 10-0	Free cash flow \$	(\$32,484)	(\$30,994)	\$84,909	(\$29,329)	(\$50,105)		
Source: 10-Q 10-Q 10-K 10-Q 10-Q	% change	-4.81%	-136.50%	389.51%	41.46%	-295.74%		
	Source:	10-Q	10-Q		10-Q	10-Q		

### ...In the MD&A section, the CEO and CFO tell us of the coming cash crunch as they must do or face personal liability...

News Account

### CreditRiskMonitor (CRMZ)

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From MD&A section, period 6/28/2008, filed 8/7/2008:

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#### LIQUIDITY AND CAPITAL RESOURCES

The Company's primary sources of cash are the funds generated from operations and its revolving credit facility, which is available for working capital and

... Due in part to the negative impact of current economic and retail market conditions, the Company does not expect to remain in compliance with its financial covenants at the end of the third quarter of 2008. The Company's ability to continue with its current capital and operating structure and to fund operations would be contingent upon the Company's ability to negotiate a waiver with its lenders and/or restructure its outstanding indebtedness. There is currently no assurance that such a waiver can be obtained or that such a restructuring can occur. However, the Company is currently pursuing certain actions to strengthen its balance sheet and reduce indebtedness, and has commenced discussions with its term loan and credit facility lenders to restructure its outstanding indebtedness...

... Cash Flows from Financing Activities...

...On April 20, 2007, the Company completed the refinancing of its credit facilities by entering into amended and restated revolving and term loan facilities. The amended and restated revolving credit facility, which expires on April 20, 2012, provides for borrowings up to \$175 million, which may be in the form of letters of credit and revolving credit loans to be used for working capital and general corporate purposes. The amended and restated term loan facility, which expires on April 20, 2013, provides for term loans in the aggregate principal amount of up to \$100 million.

...Borrowings under the amended and restated revolving credit facility are subject to certain borrowing base limitations, and the Company's borrowing capacity fluctuates during the year based upon accounts receivable and inventory levels. As of June 28, 2008, the Company's borrowing capacity under the amended and restated revolving credit facility was \$95.5 million, of which \$17.3 million was available for additional borrowings or letters of credit at such date.

The amended and restated credit facilities are secured by a first-priority lien on substantially all of the real and personal property of the Company. In addition, the Company has pledged the common stock of its subsidiaries, direct and indirect, as collateral under the amended and restated credit facilities, and the Company and its material subsidiaries, direct and indirect, have guaranteed repayment of amounts borrowed under the amended and restated credit facilities.

...The amended and restated credit facilities contain customary financial conditions and covenants, including restrictions on additional indebtedness, liens, investments, capital expenditures, issuances of capital stock and dividends...



borrowings/ availability...